

**MHP S.A.**  
*Société anonyme*

**Registered office: 5, rue Guillaume Kroll  
L-1882 Luxembourg  
R.C.S. Luxembourg B 116.838**

**CONVENING NOTICE**

**Dear Shareholder or GDR holder,**

You are invited to attend annual general meeting (the “**Meeting**”) of shareholders of **MHP S.A.**, a Luxembourg *société anonyme* incorporated under the laws of Luxembourg, having its registered office at 5, rue Guillaume Kroll L- 1882 Luxembourg, registered with the Luxembourg Trade and Companies’ Register (*Registre de Commerce et des Sociétés de Luxembourg*) under number B 116.838 (the “**Company**”), which will be held on **June 16, 2016** at 12:00 (noon) CET at the registered office of the Company in order to deliberate upon the following agenda:

**AGENDA**

1. Presentation of the management report of the board of directors and of the independent auditor.
2. Presentation and approval of the MHP S.A. Consolidated Financial Statements for the financial years ended 31 December 2013, 31 December 2014 and 31 December 2015 and report of the réviseur d'entreprises (including stand alone financial statements as of 31 December 2015).
3. Allocation of the results.
4. Ratification of the allocation of a part of the non-distributable reserve for own shares to the share premium in relation with the Company's shares bought back by the Company.
5. Discharge to be granted to the independent auditor for the financial year ending 31 December 2015.
6. Discharge to be granted to the members of the board of directors for the financial year ending 31 December 2015.
7. Ratification of the director's remuneration for the financial year 2015.
8. Renewal of the mandate of the independent auditor until the following general meeting called to approve the annual accounts of the Company as of 31 December 2016.
9. Renewal of the mandates of Mr. Charles Adriaenssen, Mr. John Clifford Rich, Mr., Mr. Yuriy A. Kosyuk, Ms. Victoriya B. Kapelushna, Mr. Yuriy Melnyk, Mr. Philippe Lamarche for the period of three year and of Mr. John Grant for the period of one year.
10. Ratification of the interim dividends paid during the financial year 2015.

### **Share Capital of the Company**

The Company's issued share capital is set at two hundred twenty-one million five hundred forty thousand euros (EUR 221,540,000.-), consisting of one hundred ten million seven hundred seventy thousand (110,770,000.-) shares with a par value of two euro (EUR 2.-) each.

The Company has dematerialised 62,443,561 shares of the Company into 62,443,561 global depository receipts ("GDRs").

Each share or GDR entitles the holder thereof to one vote.

### **Right to participate in the Meeting**

As indicated in the notice published on **May 13, 2016** on the website of the London's and the Luxembourg's Stock Exchanges, any shareholder or GDR holder who holds one or more shares or GDRs of the Company on **June 02, 2016** at 24:00 o'clock CET (the "**Record Date**"), to the exclusion of any other shareholder or GDR holder not fulfilling this condition, shall be admitted to the Meeting and shall have the right to exercise the voting rights attached to such shares or GDRs.

Shareholders or GDRs holders (whose shares or GDRs are held through the operator of a securities settlement system or with a professional depository or sub-depository designated by such depository) should receive from such operator or depository or sub-depository a certificate certifying the number of shares or GDRs recorded in their account on the Record Date. In particular, shareholders or GDR holders who hold their shares through the facilities of the London Stock Exchange should receive a depository certificate from financial institutions (investment brokers or custodian banks) who are participants of the London Stock Exchange and who maintain the securities account for such shareholder or GDR holder.

If such shareholders and GDRs holders wish to participate to the Meeting (in person, via proxy or voting form), they should notify the Company and the operator or depository or sub-depository of their intention to participate by returning the information letter to the Company (by mail at MHP S.A. c/o Alter Domus, 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg or by fax +352 48 18 28 3461 or by e-mail [adlux-domh@alterdomus.lu](mailto:adlux-domh@alterdomus.lu)) and to the operator or depository or sub-depository no later than the Record Date and provide the Company and the operator or depository or sub-depository with the relevant documentation evidencing their ownership of the shares or GDRs by no later than **June 13, 2016** at 12:00 (noon) CET, to be deposited at the registered office of the Company.

Shareholders (whose shares are directly recorded on the Company's register and therefore not held via a depository or sub-depository) wishing to attend the Meeting (in person, via proxy or voting form) should notify the Company (MHP S.A. c/o Alter Domus, 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg or by fax +352 48 18 28 3461 or by e-mail

adlux-domh@alterdomus.lu) by returning the information letter, no later than **June 02, 2016** at 24:00 o'clock CET, of that fact and provide the Company with the relevant documentation evidencing their ownership of the shares by no later than **June 13, 2016** at 12:00 (noon) CET, to be deposited at the registered office of the Company.

In the event that any shareholder or GDR holder resorts to distance voting or votes through proxies, the voting form or the proxy form has to be deposited at the registered office of the Company no later than **June 13, 2016** at 12:00 (noon) CET. Proxy forms, voting forms and letter of information are available on the website of the Company or upon demand made in writing to the registered office of the Company or by fax to +352 48 18 28 3461. The proxy form or the voting form may be submitted by mail to the registered office of the Company or by fax to +352 48 18 28 3461 or by e-mail to adlux-domh@alterdomus.lu. Only proxy forms, voting forms and information letters provided on the website of the Company, www.mhp.com.ua shall be used and will be taken into account. One person may represent more than one shareholder.

GDR holders who wish to vote via the electronic system can give voting instructions to the chairman of the Meeting via the electronic system the operator of a securities settlement system or with a professional depository or sub-depository designated by such depository. In such case, the operator of a securities settlement system or a professional depository or sub-depository designated by such depository must, prior to the Meeting provide (i) a spreadsheet of the voting instructions in relation to the votes cast for, against and abstain in relation to each resolution of the agenda including a proxy to the chairman of the Meeting to be returned to the Company prior to the date of the Meeting and (ii) a certificate certifying the number of shares or GDRs recorded in their account on the Record Date.

Whether or not you propose to attend the Meeting in person, we request that the letter of information and/or form of proxy or voting form be completed and returned in accordance with the instructions printed thereon.

Completion and return of a form of proxy will not prevent shareholders or GDR holders from attending and voting at the Meeting, should they so wish.

#### **Right to have new items added to the agenda of the Meeting**

One or more shareholders or GDR holders holding together at least 5% of the share capital of the Company may:

- Add new items on the agenda of the Meeting duly enclosing an explanatory statement;
- May file proposed resolutions in relation with the items of the agenda or the additional items.

Such requests must be sent to the Company in writing by mail MHP S.A. c/o Alter Domus, 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg or by fax +352 48 18 28 3461 or by e-mail adlux-domh@alterdomus.lu. Such requests should enclose the related proposed resolutions or an explanatory statement and should indicate a mail or e-mail address to which the Company may send an acknowledgement of receipt.

Such requests should be sent to the Company by **May 25, 2016**. The Company will acknowledge the receipt of such requests within 48 hours upon reception.

The Company will publish an updated agenda of the Meeting at the latest on **May 31, 2016**.

Further information may be obtained on [www.mhp.com.ua](http://www.mhp.com.ua).

Shareholders and GDR holders may address all queries with respect to the Meeting by email to the following email address: [adlux-domh@alterdomus.lu](mailto:adlux-domh@alterdomus.lu), or to the following address:

S.A. c/o Alter Domus  
5, rue Guillaume Kroll  
L-1882 Luxembourg, Grand Duchy of Luxembourg

On all related correspondence, kindly indicate the following notice:

“2016 Annual Ordinary General Meeting of shareholders MHP S.A.”

All documentation required under the law of May 24, 2011 implementing the Directive 2007/36 EC of the European Parliament and of the Council of July 11, 2007 on the exercise of certain rights of shareholders of listed companies including all documents to be presented to the Meeting, the proposed resolutions shall be available on the website of the Company [www.mhp.com.ua](http://www.mhp.com.ua) or may be obtained by sending an e-mail to [adlux-domh@alterdomus.lu](mailto:adlux-domh@alterdomus.lu) by mail at the registered office of the Company.

**For the Board of Directors**

-----  
**Yuriy Kosyuk**  
**CEO, Director**

Luxembourg, on May 13, 2016

Encl.: 1. Information Letter, Proxy form and Voting form for the Meeting.  
2. Statutory and consolidated financial statements.