THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you have sold or otherwise transferred all of your ordinary shares of € 2.00 each ("Ordinary Shares") in the capital of MHP SE (the "Company"), or Global Depositary Receipts ("GDRs") representing interests in such Ordinary Shares, please forward this document, together with the accompanying Form of Proxy, at once to the purchaser or transferee or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

MHP
AGRO & INDUSTRIAL HOLDING

MHP SE

European Public Limited Liability Company (Societas Europaea)
Registered in Cyprus under the Companies Law, Cap. 113
with Registration Number SE 27

Registered office: 16 – 18 Zinas Kanther Street, Ayia Triada, 3035 Limassol, Cyprus

Notice of Annual General Meeting ("AGM")

This document should be read in conjunction with the accompanying Form of Proxy and Notice of AGM set out at the end of this document.

The Notice convening the AGM of the shareholders of the Company for the year 2018 ("Shareholders"), to be held at 16-18 Zinas Kanther Street, Agia Triada, 3035 Limassol, Cyprus at 10:00 a.m. local time, on June 18, 2018 is set out at the end of this document. Shareholders will find attached to this document a Form of Proxy for use at the AGM. To be valid the Form of Proxy should be signed and returned in accordance with the instructions printed on it. The Form of Proxy must be delivered personally or by courier or by post at the registered office of the Company situated at the address set out above or be sent by fax at +357 25 37 30 75, to the attention of Confitrust Limited, Secretary of the Company, or by email at mouaimis@mouaimis.com.cy, not less than 48 hours before the time for holding the AGM. Completion and posting of the Form of Proxy does not prevent a Shareholder from attending and voting in person at the AGM.

Holders of GDRs ("GDR Holders") may vote by completing, signing and returning a Voting Instruction Form, which will be provided to them by the Bank of New York Mellon. The deadline to submit the Voting Instruction Form will be set out in the notice provided by the Bank of New York Mellon. By returning a signed Voting Instruction Form, the GDR Holder is directing the Bank of New York Mellon to vote on the Ordinary Shares underlying his GDRs in accordance with his instructions.

LETTER FROM THE CHIEF EXECUTIVE OFFICER (CEO)

MHP SE

European Public Limited Liability Company (Societas Europaea)
Registered in Cyprus under the Companies Law, Cap. 113
with Registration Number SE 27

Registered Office: 16-18 Zinas Kanther Street, Ayia Triada, 3035 Limassol, Cyprus

Directors

John Clifford Rich (Non-Executive Chairman)

Yuriy Kosyuk (CEO and Executive Director)

Victoriya B. Kapelushna (CFO and Executive Director)

Yuriy Melnyk (COO and Executive Director)

John Grant (Non-Executive Director)

Raymond William Richards (Non-Executive Director)

18 May 2018

To Holders of Ordinary Shares and GDR Holders

Dear Shareholders and GDR Holders,

Annual General Meeting

1. Introduction

You are invited to attend the annual general meeting for the year 2018 (the "**AGM**") of the shareholders of **MHP SE**, a European Public Limited Liability Company (Societas Europaea), registered in Cyprus under the Companies Law, Cap. 113 with registration Number SE 27 and having its registered office address at 16 – 18 Zinas Kanther Street, Ayia Triada, 3035 Limassol, Cyprus (the "**Company**"), which will be held on **June 18, 2018** at 10:00 a.m. local time at 16-18 Zinas Kanther Street, Agia Triada, 3035 Limassol, Cyprus.

This letter provides details of the business to be transacted at the AGM. The Notice convening the AGM is set out at the end of this document.

Any resolution put to a vote at the AGM shall be decided upon a show of hands unless a poll is validly demanded pursuant to the articles of association of the Company. On a show of hands every Shareholder present in person or being a corporation present by a duly authorised representative is entitled to one vote irrespective of the number of Ordinary Shares held by such Shareholder. On a poll, all holders of Ordinary Shares are entitled to one vote for each Ordinary Share held of record on all matters submitted to a vote of the Shareholders. The Shareholders do not have any special voting rights. A Shareholder entitled to attend and vote at the AGM is also entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy cannot vote on a show of hands. A proxy need not be a Shareholder of the Company.

To be valid a Form of Proxy, together with a power of attorney or other authority, if any, under which it is executed or a notarially certified copy thereof, must be delivered personally or by courier or by post at the registered office of the Company situated at the address set out above or be sent by fax at +357 25 37 30 75, to the attention of Confitrust Limited, Secretary of the Company, or by email at mouaimis@mouaimis.com.cy, not less than 48 hours before the time for holding the AGM or adjourned AGM (see section 4: "Action Required" below).

GDR Holders may vote by completing, signing and returning a Voting Instruction Form, which will be provided to them by the Bank of New York Mellon. The deadline to submit the Voting Instruction Form will be set out in the notice provided by the Bank of New York Mellon. By returning a signed Voting Instruction Form, the GDR Holder is directing the Bank of New York Mellon to vote on the Ordinary Share(s) underlying his GDRs in accordance with his instructions. Each GDR represents one Ordinary Share.

2. Agenda

The agenda for the AGM is contained in the Notice of AGM which is set out at the end of this document. The Board of Directors of the Company (the "**Board**" or "**Directors**") is seeking approval of Shareholders to consider and vote upon:

1. the Annual Report of MHP SE for the year end 2017, containing the consolidated management report of the Board of Directors of the Company, the independent auditors report on the audit of the consolidated financial statements of MHP SE and its subsidiaries for the year end 2017 and the consolidated financial statements of MHP SE and its subsidiaries for the year end 2017;

2. the report of the independent auditors of the Company and the Audited Financial Statements of the Company for the year end 31 December 2017;

3. the transfer of the entire amount lying in the "legal reserve account", appearing in the equity section of the statement of financial position in the Audited Financial Statements of the Company for the year end 31 December 2017, to the retained earnings, with effect from the date of the AGM (see Explanatory Note below);

4. the adoption of new corporate governance code of the Company;

5. the adoption of new share dealing code of the Company;

6. the re-election as Directors of John Clifford Rich, Yuriy Kosyuk, Victoriya B. Kapelushna, Yuriy Melnyk, John Grant and Raymond William Richards;

7. the appointment of Mr. Roberto Banfi as an additional Director of the Company;

8. the increase to the remuneration of Mr. Yuriy Kosyuk as CEO of the Company, on the recommendation of the Nomination and Remuneration Committee; and

9. the re-appoint Deloitte Limited, the retiring auditors of the Company, as Auditors of the Company until the conclusion of the Annual General Meeting of the Company to be held in the year 2019 and to authorise the Directors to determine their remuneration.

The agenda also includes ratification and approval of the Shareholders of the remuneration of the Directors, and also the payments made to the Directors of the Company since the previous annual general meeting on account of fees, salaries or remuneration for their services as Directors, as well as approval of the remuneration of the newly appointed Directors on the recommendation of the Nomination and Remuneration Committee.

The aggregate annual remuneration payable to the Directors during the 12 months ended 31 December 2017, amounted to Euro 559,042.

Each of the resolutions set out in the Notice of the AGM will be proposed as an ordinary resolution, which can be passed by a simple majority of the votes (50 per cent. plus one vote) of the Shareholders entitled to vote and voting in person or by proxy at the AGM.

Explanatory Note

The "legal reserve account" was created in accordance with the requirements of Luxembourg law, which law is no longer applicable to the Company due to the transfer of the Company's seat to Cyprus. Under Cyprus law, which is the law applying to the Company following the transfer of its seat to Cyprus, there is no such requirement to maintain legal reserves and it is, therefore, proposed to transfer the amount lying in the legal reserve account to the retain earnings, which can be distributed to the Shareholders of the Company by way of dividend.

Copies of the following documents are available at the website of the Company at http://www.mhp.com.ua:

(1) Annual Report of MHP SE for the year end 2017, containing the consolidated management report of the Board of Directors of the Company, the independent auditors report on the audit of the consolidated financial statements of MHP SE and its subsidiaries for the year end 2017 and the consolidated financial statements of MHP SE and its subsidiaries for the year end 2017;

(2) report of the independent auditors of the Company and the audited Financial Statements of the Company for the year ended 31 December 2017;

(3) the new corporate governance code of the Company; and

(4) the new share dealing code of the Company.

3. General Information

Share capital and voting rights of the Company

The authorised share capital of the Company is Euro Two Hundred Twenty-One Million Five Hundred Forty Thousand (€221,540,000) divided into One Hundred Ten Million Seven Hundred Seventy Thousand (110,770,000) Shares of Two Euro (€ 2,00) each.

The issued share capital of the Company is Euro Two Hundred Twenty-One Million Five Hundred Forty Thousand (€ 221,540,000), divided into One Hundred Ten Million Seven Hundred Seventy Thousand (110,770,000) Shares with a par value of Two Euro (€ 2,00) each.

The Company has dematerialised 69,450,484 of its shares into 69,450,484 global depositary receipts ("**GDRs**").

Each Share entitles the holder thereof to one vote. Holders of GDRs may exercise the voting rights arising under the Shares represented by the GDRs through the Bank of New York Mellon.

Quorum and majority requirements

No business shall be transacted at the AGM unless a quorum of Shareholders is present at the time when the AGM proceeds to business. Two Shareholders present in person or by proxy, together holding not less than 50 per cent in nominal value of the shares giving the right to attend and vote at the AGM, shall be a quorum for all purposes.

A corporation being a Shareholder of the Company shall be deemed to be personally present at the AGM if represented by its representatives duly authorised by resolution of its Directors or other governing body authorizing such person as it thinks fit to act as its representative at the AGM of the Company.

Each of the resolutions set out in the Notice of the AGM will be proposed as an ordinary resolution, which can be passed by a simple majority of the votes (50 per cent. plus one vote) of the Shareholders entitled to vote and voting in person or by proxy at the AGM.

4. Action Required

You will find attached to this document a reply-paid Form of Proxy for use by Shareholders at the AGM. Whether or not you intend to be present at the AGM, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon. To be valid, completed Forms of Proxy must be delivered personally or by courier or by post at the registered office of the Company situated at the address set out above or be sent by fax at +357 25 37 30 75, to the attention of Confitrust Limited, Secretary of the Company, or by email at mouaimis@mouaimis.com.cy, as soon as possible and in any event not later than 10:00 a.m. local time, on 16 June 2018, being not less than 48 hours before the time appointed for holding the AGM. Completion of the Form of Proxy will not preclude you from attending the AGM and voting in person if you so choose.

GDR Holders may vote by completing, signing and returning a Voting Instruction Form, which will be provided to them by the Bank of New York Mellon. The deadline to submit the Voting Instruction Form will be set out in the notice provided by the Bank of New York Mellon. By returning a signed Voting Instruction Form, the GDR Holder is directing the Bank of New York Mellon to vote on the Ordinary Shares underlying his GDRs in accordance with his instructions.

GDR holders who wish to vote via the electronic system can give voting instructions to the chairman of the AGM 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 AGM 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 AGM to be returned to the Company prior to the date of the AGM and (ii) a certificate certifying the number of shares or GDRs recorded in their account on the Record Date.

Shareholders and GDR holders may address all queries with respect to the AGM by fax at +357 25 37 30 75, to the attention of Confitrust Limited, Secretary of the Company, or by email at mouaimis@mouaimis.com.cy or to the following address:

MHP SE
c/o Confitrust Limited
16-18 Zinas Kanther Street
Agia Triada
3035 Limassol
Cyprus

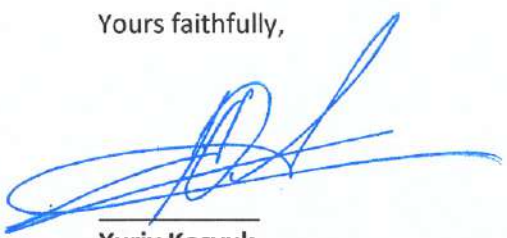
On all related correspondence, kindly indicate the following notice:

"2018 Annual General Meeting of shareholders MHP SE"

5. Recommendation

The Directors believe that the resolutions are fair and reasonable and in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,



Yuriy Kosyuk
CEO, Executive Director

MHP SE

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Registered Office: 16-18 Zinas Kanther Street, Ayia Triada, 3035 Limassol, Cyprus

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of MHP SE (the "**Company**") will be held at 16-18 Zinas Kanther Street, Agia Triada, 3035 Limassol, Cyprus, at 10:00 a.m. local time on 18 June 2018, for the purposes set out below:

1. To receive the Annual Report of MHP SE for the year end 2017, containing the consolidated management report of the Board of Directors of the Company, the independent auditors report on the audit of the consolidated financial statements of MHP SE and its subsidiaries for the year end 2017 and the consolidated financial statements of MHP SE and its subsidiaries for the year end 2017;

2. To receive the report of the independent auditors of the Company and the audited Financial Statements of the Company for the year end 31 December 2017;

3. To approve the transfer, with effect from the date of the AGM, of the entire amount lying in the "legal reserve account", appearing in the equity section of the statement of financial position in the Audited Financial Statements of the Company for the year end 31 December 2017, to the retained earnings;

4. To approve the new corporate governance code of the Company;

5. To approve the new share dealing code of the Company;

6. To re-elect John Clifford Rich as a Director of the Company to hold office from the date of the Annual General Meeting until the Annual General Meeting of the Company to be held in the year 2024;

7. To re-elect John Grant as a Director of the Company to hold office from the date of the Annual General Meeting until the Annual General Meeting of the Company to be held in the year 2021;

8. To re-elect Raymond William Richards as a Director of the Company to hold office from the date of the Annual General Meeting until the Annual General Meeting of the Company to be held in the year 2021;

9. To re-elect Yuriy Kosyuk as a Director of the Company to hold office from the date of the Annual General Meeting until the Annual General Meeting of the Company to be held in the year 2024;

10. To re-elect Victoriya B. Kapelushna as a Director of the Company to hold office from the date of the Annual General Meeting until the Annual General Meeting of the Company to be held in the year 2024;

11. To re-elect Yuriy Melnyk as a Director of the Company to hold office from the date of the Annual General Meeting until the Annual General Meeting of the Company to be held in the year 2024;

12. To appoint Roberto Banfi as an additional Director of the Company from the date of the Annual General Meeting until the Annual General Meeting of the Company to be held in the year 2021;

13. To re-appoint Deloitte Limited, the retiring auditors of the Company, as Auditors of the Company until the conclusion of the Annual General Meeting of the Company to be held in the year 2019 and to authorise the Directors to determine their remuneration;

14. To ratify and approve remuneration and all payments made since the previous annual general meeting to the Directors of the Company, past or present or any of them, on account of fees, salaries or remuneration for their services as Directors of the Company; and

15. To approve the increase to the remuneration of Mr. Yuriy Kosyuk as CEO of the Company, with effect from May 2018 as recommended by the Nomination and Remuneration Committee.

Each of the resolutions set out above will be proposed as an ordinary resolution.

Dated the 18th day of May 2018

By order of the Board

Confitrust Limited
Company Secretary

Registered Office
16-18 Zinas Kanther Street,
Agia Triada, 3035 Limassol
Cyprus

Notes:

1. A member entitled to attend and vote at the AGM is also entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. The proxy need not be a member of the Company. A Form of Proxy is attached to this Notice of AGM for use at the AGM.

2. To be valid a Form of Proxy, together with a power of attorney or other authority, if any, under which it is executed or a notarially certified copy thereof, must be delivered personally or by courier or by post at the registered office of the Company situated at the address set out above or be sent by fax at +357 25 37 30 75, to the attention of Confitrust Limited, Secretary of the Company, or by email at mouaimis@mouaimis.com.cy, as soon as possible and in any event not later than 10:00 a.m. local time, on 16 June 2018, being not less than 48 hours before the time appointed for holding the AGM or adjourned AGM.

3. In the case of joint holders of Ordinary Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

4. In the case of a corporation, the Form of Proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.

5. GDR Holders may vote by completing, signing and returning a Voting Instruction Form, which will be provided to them by the Bank of New York Mellon. The deadline to submit the Voting Instruction Form will be set out in the notice provided by the Bank of New York Mellon. By returning a signed Voting Instruction Form, the GDR Holder is directing the Bank of New York Mellon to vote on the Ordinary Shares underlying his GDRs in accordance with his instructions.