



PRESS RELEASE

June 23, 2017, Kyiv, Ukraine

MHP S.A.

Intended conversion of MHP S.A. from *Société Anonyme* to *Societas Europaea*

MHP S.A., a Luxembourg registered public limited liability company (*société anonyme*) with registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg, one of the leading agro-industrial companies in Ukraine, announces that on June 22, 2017 the board of directors of the Company (the "Board") resolved to submit for approval of shareholders at an extraordinary general meeting a proposal to convert the Company from a Luxembourg *Société Anonyme* ("S.A.") into a European Company, or *Societas Europaea* ("SE") (the "Conversion").

This is the first step towards the possible transfer of the Company's registered office to another location within the EU to enable simplification of the group's legal structure.

It is planned to implement the Conversion in accordance with article 31-2 of the Luxembourg law of August 10, 1915 on commercial companies, as amended (the "Company Law") and article 37 of the Council Regulation (EC) No 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (the "SE Regulation"), such that the Company will be renamed "MHP SE", and the Company's articles of association will be amended to comply with the relevant SE legal provisions. Upon Conversion, the registered office of the Company will remain in Luxembourg, at its current address. The Conversion will have no effect on the Company's share capital which will remain at EUR 221,540,000 represented by 110,770,000 shares with a nominal value of EUR 2 each.

In accordance with the Company Law and the SE Regulation, the Board has approved (i) draft terms of the contemplated Conversion, which will be published in the Luxembourg *Recueil Electronique des Sociétés et Associations* and (ii) a board report explaining and justifying the legal and economic grounds of the Conversion and indicating the consequences of the Conversion for the Company's shareholders and employees. In accordance with the Company Law and the SE Regulation, the Board has appointed an expert ("*réviseur d'entreprises agréé*") to certify that the Company has net assets at least equivalent to its capital plus reserves which may not be distributed under the law or by virtue of the Company's articles of association.

The Conversion will provide the Company with a legal framework which is recognized in each of the European Union Member States. This will allow the Company's shareholders to transfer its registered office freely (subject to the applicable legal provisions) to any other place within the European Union without having to liquidate the Company or create a new legal entity.

Implementation of the Conversion is conditional upon all resolutions required to implement the Conversion, as set out in the notice of the extraordinary general meeting of shareholders, being duly passed.

Please address any questions or concerns to:

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