

MHP SE

Société européenne

(Anc.: MHP S.A.

Société anonyme)

5, rue Guillaume Kroll, L-1882 Luxembourg

R. C. S. Luxembourg B116838

STATUTS COORDONNES AU 07 août 2017

Art. 1. Name.

There is hereby established a company in the form of a Societas Europaea ("société européenne") under the name of **MHP SE** (hereinafter the « **Company** ») governed by the Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the statute for an European Company (SE) (the "**SE Regulation**"), the Council Directive 2001/86/EC of 8 October 2001 supplementing the statute for an European Company with regard to the involvement of employees (the "**SE Directive**"), these articles of association and the current Luxembourg laws, in particular the law of 10 August 1915 on commercial companies, as amended (the "**Company Law**").

Art. 2. Registered Office and Central Administration.

The registered office of the Company is established in Luxembourg-City, Grand Duchy of Luxembourg. The central administration of the Company shall always be established at the same place as its registered office.

The registered office of the Company may be transferred within the Grand-Duchy of Luxembourg by a resolution of the board of directors of the Company. In case the board of directors resolves to transfer the registered office of the Company from a municipality to another one within the Grand Duchy of Luxembourg, it shall be entitled to amend these articles of association accordingly.

The registered office of the Company may be transferred to another place within a member state of the Economic European Area in accordance with the applicable legal provisions, and in particular the Company Law and the SE Regulation.

The registered office of the Company and/or its central place of administration may never be transferred outside the Economic European Area.

Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a decision of the board of directors.

Art. 3. Duration.

The Company is established for an unlimited period.

The Company may be dissolved at any moment by a resolution of the shareholders adopted in the manner required for amendment of these articles of incorporation.

Art. 4. Purpose.

The purpose of the Company is the holding of participations, in any form whatsoever, in Luxembourg and foreign companies, the acquisition by purchase, subscription, or in any other manner as well as the transfer by sale, exchange or otherwise of stock, bonds, debentures, notes and other securities of any kind, entering into leases, including financial leases, dealing in commodities that are not securities, acquisition of assets generally, selling assets generally, giving security, giving and receiving indemnities and security.

The Company may participate in the establishment and development of any financial, industrial or commercial enterprises, including trusts and unincorporated associations, and may render any

assistance by way of loans, guarantees, security or otherwise to subsidiaries, affiliated companies or parent companies.

The Company may borrow in any form and proceed to the issuance of bonds, preferred equity certificates, debentures, notes, commercial paper, guarantees, and entering into of credit agreements, note purchase agreements, underwriting agreements, indentures, trust agreements or any other type of financing instrument or document or any hedge, swap or derivative related thereto.

In general, the Company may carry on any business or activity whatsoever, which it may consider expedient with a view to rendering profitable or enhancing directly or indirectly the value of the Company's undertaking in any of its properties or assets.

In general, it may take any controlling and supervisory measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose.

Art. 5. Share Capital.

The Company has a share capital of two hundred twenty-one million five hundred forty thousand euro (EUR 221,540,000) divided into one hundred ten million seven hundred seventy thousand (110,770,000) shares with a nominal value of two euro (EUR 2) each.

The share capital of the Company may at any time be increased or reduced by a resolution of the general meeting of shareholders adopted in the manner required for amendment of these articles of incorporation.

The authorized capital, including the issued share capital, is fixed at three hundred eighteen million five hundred thousand euro (EUR 318,500,000) represented by one hundred fifty-nine million two hundred fifty thousand (159,250,000) shares with a nominal value of two euro (EUR 2) each.

During the period of five years starting 8 May 2008, the board of directors will be and is hereby authorized to issue shares and to grant options to subscribe for shares. Such increased amounts of capital need not be subscribed for in full, but may be subscribed for, sold and issued as the board of directors may from time to time decide.

The board of directors may only issue any new shares without granting to the holders of existing shares (and thereby of holders of global depositary receipts representing ordinary shares of the Company, if any) preferential subscription rights on new issues of shares within (i) the context of the public offering scheduled for on or about 14 May 2008, including but not limited to, in the form of global depositary receipts, and/or (ii) share capital increases by way of contribution in kind (limited to share-to-share transactions) and/or (iii) an increase of the share capital in cash not to exceed five percent (5%) of the then issued share capital of the Company and/or (iv) shares issued in connection with an approved employee share scheme (Mr Yuriy A. Kosyuk shall not benefit of such approved employee share scheme).

The period or extent of this authority may be extended by resolution of the shareholders in general meeting from time to time, in the manner required for amendment of these articles of incorporation. The board of directors is authorized to determine the conditions attaching to any subscription for the new shares from time to time within the limitations provided above. The board of directors may delegate to any duly authorized officer of the Company, or to any other duly authorized person, the power of accepting, subscription and receiving payment for shares representing part or all of such increased amount of capital.

The Company may, to the extent and under the terms permitted by law, repurchase its own shares.

Art. 6. Form of shares.

6.1 The shares of the Company may be in registered form or in bearer form at the option of the shareholders subject to the restrictions foreseen by law.

6.2 A register of registered shares will be kept at the registered office, where it will be available for