

MASTERPLAST Nyrt. (seat: 8143 Sárszentmihály, Árpád utca 1/A., hereinafter referred to as "the Company", "MASTERPLAST Nyrt.") hereby informs its honourable Shareholders of the proposals of the Company regarding to the future resolutions of the Company on the grounds of the agenda of the Annual General Meeting announced for the date 25 April 2024 at 11:00 a.m.:

1. Item of the agenda

Decision on the approval of the financial statement of 2023 on the grounds of proposal of the Board of Directors, on the opinion of the Audit Committee and the report of the Auditor, decision on the distribution of profit after taxation

Resolution proposal

The General Meeting of the Company approves the financial statement of 2023 in accordance with the International Financial Reporting Standards, with a balance sheet total of HUF 39.568.718 k with HUF - 337.895 k profit after tax and decides to take the profit after tax in the profit and loss reserve.

The IFRS non-audited balance sheet of the Company and profit and loss account for 2023, compared to the audited figures of the base year, are as follows:

| k HUF | 2023 | 2022 |
|--|-------------------|-------------------|
| <i>Statement of Financial Position</i> | | |
| Non-current assets | 37 132 434 | 30 673 599 |
| Current assets | 2 436 283 | 11 473 867 |
| Total assets | 39 568 718 | 42 147 466 |
| Share capital | 1 685 063 | 1 685 063 |
| Reserves | 13 444 879 | 10 371 215 |
| Redeemed treasury shares | -779 206 | -780 893 |
| Profit/(loss) for the year | -337 895 | 2 267 731 |
| Equity | 14 012 841 | 13 543 116 |
| Provisions | 9 157 | 3 122 |
| Long-term liabilities | 19 239 148 | 24 072 842 |
| Current liabilities | 6 307 572 | 4 528 386 |
| Total liabilities | 39 568 718 | 42 147 466 |
| <i>Profit or loss statement</i> | | |
| Sales revenues | 937 025 | 982 953 |
| Operating profit | 89 141 | 773 649 |
| Profit/(loss) before tax | -419 229 | 2 464 137 |
| Profit/(loss) for the year | -337 895 | 2 267 731 |

2. Item of the agenda

Decision on the approval of the consolidated financial statement of 2023 on the grounds of proposal of the Board of Directors, on the opinion of the Audit Committee and the report of the Auditor

Resolution proposal

The General Meeting of the Company approves the consolidated financial statement of 2023 in accordance with the International Financial Reporting Standards, with a balance sheet total 207.995.869 EUR with -15.767.793 EUR profit after tax.

The consolidated, IFRS non-audited balance sheet of the Company and profit and loss account for 2023, compared to the audited figures of the base year, are as follows:

| EUR | 2023 | 2022 |
|--|--------------------|--------------------|
| <i>Statement of Financial Position</i> | | |
| Non-current assets | 137 666 286 | 112 332 474 |
| Current assets | 70 329 583 | 116 241 957 |
| Total assets | 207 995 869 | 228 574 431 |
| Share capital | 6 049 289 | 6 049 289 |
| Reserves | 79 128 989 | 60 122 809 |
| Redeemed treasury shares | -2 035 653 | -1 951 014 |
| Profit/(loss) for the year | -15 341 116 | 16 380 000 |
| Equity | 67 801 509 | 80 601 084 |
| Provisions | 648 605 | 582 921 |
| Long-term liabilities | 87 764 684 | 94 641 244 |
| Current liabilities | 51 781 071 | 52 749 182 |
| Total liabilities | 207 995 869 | 228 574 431 |
| <i>Profit or loss statement</i> | | |
| Sales revenues | 145 203 554 | 201 780 346 |
| Operating profit | -12 549 045 | 15 129 655 |
| Profit/(loss) before tax | -16 618 785 | 17 938 262 |
| Profit/(loss) for the year | -15 767 793 | 15 700 211 |

3. Item of the agenda

Approval of the Corporate Governance Report of 2023 on the grounds of the proposal of the Board of Directors

Resolution proposal

The General Meeting of the Company approves the Corporate Governance Report of 2023 in alignment with the content of the proposal.

The draft Corporate Governance Report is attached to present document as Annex 1.

4. Item of the agenda

Voting opinion on the Company's remuneration report of 2023

Resolution proposal

The General Meeting of the Company approves the Remuneration Report of 2023 in alignment with the content of the proposal.

The Remuneration Report is attached to present document as Annex 2.

5. Item of the agenda

Decision on the evaluation of the work of the Board of Directors in 2023 and hold-harmless warrant to be granted to the members of the Board of Directors.

Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2023, the General Meeting hereby declares that Balázs Ács, as the member of the Board of Directors, performed his work with due diligence, he took into account the interests of the Company, consequently the General Meeting gives to Balázs Ács the hold-harmless warrant for 2023.

Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2023, the General Meeting hereby declares that Dávid Tibor, as the member of the Board of Directors, performed his work with due diligence, he took into account the interests of the Company, consequently the General Meeting gives to Dávid Tibor the hold-harmless warrant for 2023.

Resolution proposal

In the assessment of her work as the member of the Board of Directors in 2023, the General Meeting hereby declares that Margaret Elizabeth Dezse, as the member of the Board of Directors, performed her work with due diligence, she took into account the interests of the Company, consequently the General Meeting gives Margaret Elizabeth Dezse the hold-harmless warrant for 2023.

Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2023, the General Meeting hereby declares that Dirk Theuns, as the member of the Board of Directors, performed his work with due diligence, he took into account the interests of the Company, consequently the General Meeting gives to Dirk Theuns the hold-harmless warrant for 2023.

Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2023, the General Meeting hereby declares that Bálint Fazekas, as the member of the Board of Directors, performed his work with due diligence, he took into account the interests of the Company, consequently the General Meeting gives Bálint Fazekas the hold-harmless warrant for 2023.

6. Item of the agenda

Decision on the definition of guidelines for the remuneration of the management and the employees through Employee Part-ownership Program which is a system for motivation the share proprietorship.

Resolution proposal

The General Meeting resolves to approve the guidelines of the Company's scheme for share-based incentive for members of the management and employees through the Employee Stock Ownership Program (hereinafter referred to as: MRP), according to the proposal with the following data:

Period of MRP: 2024-2025

The basis for calculating the benefit criterion: the performance of the company's planned 2025 group result.

Persons participating in the program are the executives of the Company and its wholly owned Hungarian subsidiaries, altogether at the beginning of the program: 37 people.

Maximum benefits regarding to the MRP at the beginning of the program in total: HUF 420.000.000

Deadline for settlement: 30. 06. 2026

7. Item of the agenda

Voting opinion on the on the Company's amended Remuneration Policy pursuant to Act LXVII of 2019

Resolution proposal

The General Meeting adopts the amended Remuneration Policy of the Company pursuant to Act LXVII of 2019 as presented.

The amended Remuneration Policy is attached to present document as Annex 3.

8. Item of the agenda

Information by the Board of Directors of the Company's Purchase of Own Shares in 2023 and authorizing the Board of Directors to purchase or acquire the Company's own shares.

Resolution proposal

The General Meeting take cognizance with approval of the information provided by the Board of Directors on the Company's purchases of own shares in 2023.

Resolution proposal

The General Meeting hereby authorises the Board of Directors to decide on the acquisition of a maximum of 3.000.000 ordinary shares of Series "A" with a nominal value of 100.- HUF, at a purchase price of at least HUF 100.00 per share and at most HUF 20,000.00 per share, during a period of 18 months from the date of the Annual General Meeting of 2024, 25 April 2024.

9. Item of the agenda

Modification of the Articles of Association regarding to the Section X. (The Audit Committee) point 10.2.

Resolution proposal

The General Assembly decides to amend Chapter X (The Audit Committee), Section 10.2. as follows:

10.2. The Audit Committee shall be responsible for: assisting the Board of Directors in the control of the financial reporting system, in the selection of the auditor and in the cooperation with the auditor.

The Audit Committee shall elect its Chairperson from among its members and shall take its decisions by simple majority.

The Chairperson of the Audit Committee shall perform the duties arising from this office against remuneration at a rate determined by the General Meeting.

The members of the Audit Committee not holding the office of Chairperson shall perform their duties without remuneration.

10. Item of the agenda

Decision on the election of the members of the Board of Directors, and on their remuneration.

Resolution proposal

Due to the termination of the mandate of Mr. Balázs Ács (mother's maiden name: Elvira Kovács, address: 8000 Székesfehérvár, Újlaki utca 2.) the Annual General Meeting of the Company elects him as member of the Board of Directors of the Company from 1 May 2024 to 30 June 2026 as a non-independent member.

Resolution proposal

Due to the termination of the mandate of Mr. Dávid Tibor (mother's maiden name: Erika Seres, address: 8000 Székesfehérvár, Pöstyéni utca 12.) the Annual General Meeting of the Company elects him as member of the Board of Directors of the Company from 1 May 2024 to 30 June 2026 as a non-independent member.

Resolution proposal

Due to the termination of the mandate of Ms. Margaret Elizabeth Dezse (mother's maiden name: Ilona Farkas, address: 1093 Budapest, Csarnok tér 3-4. 4. em. 2.a.) the Annual General Meeting of the Company elects her as member of the Board of Directors of the Company from 1 May 2024 to 30 June 2026 as an independent member.

Resolution proposal

Due to the termination of the mandate of Mr. Dirk Theuns (mother's maiden name: Lea Heestermans, address: Kleine Horendonk 9, 2910 Essen, Belgium) the Annual General Meeting of the Company elects him as member of the Board of Directors of the Company from 1 May 2024 to 30 June 2026 as an independent member.

Resolution proposal

Due to the termination of the mandate of Mr. Bálint Fazekas (mother's maiden name: Kiss Henriett, address: 8200 Veszprém, Veszprémvölgyi utca 82.) the Annual General Meeting of the Company elects him as member of the Board of Directors of the Company from 1 May 2024 to 30 June 2026 as an independent member.

Resolution proposal

The remuneration of the members of the Board of Directors is determined by the General Meeting in a unified form in the amount of gross 300 000 HUF monthly.

11. Item of the agenda

Decision on the election of the members of the Audit Committee and on their remuneration

Resolution proposal

Due to the termination of the mandate of Ms. Margaret Elizabeth Dezse (mother's maiden name: Ilona Farkas, address: 1093 Budapest, Csarnok tér 3-4. 4. em. 2.a.) the Annual General Meeting of the Company elects her as member of the Audit Committee of the Company from 1 May 2024 to 30 June 2026.

Resolution proposal

Due to the termination of the mandate of Mr. Dirk Theuns (mother's maiden name: Lea Heestermans, address: Kleine Horendonk 9, 2910 Essen, Belgium) the Annual General Meeting of the Company elects him as member of the Audit Committee of the Company from 1 May 2024 to 30 June 2026.

Resolution proposal

Due to the termination of the mandate of Mr. Bálint Fazekas (mother's maiden name: Kiss Henriett, address: 8200 Veszprém, Veszprémvölgyi utca 82.) the Annual General Meeting of the Company elects him as member of the Audit Committee of the Company from 1 May 2024 to 30 June 2026.

Resolution proposal

The remuneration of the Chairperson of the Audit Committee is determined by the General Meeting in the amount of gross 200 000 HUF monthly.

Resolution proposal

The General Meeting decides that the members of the Audit Committee not holding the office of Chairperson will perform their activities without any special remuneration.

12. Item of the agenda

Decision on the election of the Auditor, and on its remuneration

Resolution proposal

The General Meeting elects as the auditor of the Company - from 1 June 2024 until 31 May 2025 - the MAZARS Könyvszakértő és Tanácsadói Korlátolt Felelősségű Társaság (H- 1139 Budapest, Fiastyúk utca 4-8. 2. em., Cg 01-09-078412, Chamber Registry Number: 000220), and the auditor responsible in person: Andrea Kinga Molnár (mother's name: Dr. Kovács Mária Ibolya, address: 2096 Üröm, Kormorán u. 16/b., Chamber Registration number: 007145). The General Meeting empowers the Board of Directors to set up the terms of the contract with the auditor and to accept the remuneration of the auditor in accordance with the contractual amount and payment terms.

13. Item of the agenda

Modification of the Articles of Association regarding to the Section VIII. (The Board of Directors) point 8.4., Section X. (The Audit Committee) point 10.3., Section XI. (The Auditor) point 11.3. according to decisions taken under agenda items 10 to 12, adoption of the consolidated Articles of Association

Resolution proposal

The General Assembly decides to amend Chapter VIII (The Board of Directors), Section 8.4, Chapter X (The Audit Committee), Section 10.3 and Chapter XI (The Permanent Auditor), Section 11.3, of the Articles of Association, in a consolidated resolution.

Resolution proposal

The General Meeting shall amend Chapter VIII (The Board of Directors), Section 8.4, Chapter X (The Audit Committee), Section 10.3 and Chapter XI (The Permanent Auditor), Section 11.3 of the Articles of Association in accordance with the resolutions adopted under the preceding agenda items 10-12, by indicating the members of the Board of Directors and the Audit Committee and the term of office of the Permanent Auditor.

14. Item of the agenda

Other topics

We hereby inform our Shareholders that at the time of the General Meeting the Company's share capital contains 16,850,631 ordinary shares with unified shareholding rights ('A') with a nominal value of 100 HUF per shares. Each share with a nominal value of 100 HUF entitles the shareholder for one (1) vote consequently the number of the total votes corresponds to the total shares issued by the Company.

MASTERPLAST Nyrt.