

INVITATION FOR GENERAL MEETING

the **MASTERPLAST Public Limited Company** (seat: Sárszentmihály H-8143, Árpád u. 1/A. Registration no.: 07-10-001342, hereinafter referred to as: “Company”) **convenes its Annual General Meeting at 11.00 a.m. on April 25, 2019**

The place of the General Meeting: Sárszentmihály H-8143, Árpád u. 1/A., Hungary

The agenda of the General Meeting:

1. Decision on the approval of the financial statement of 2018 according to the International Financial Reporting Standards, on the grounds of proposal of the Board of Directors, on the opinion of the Audit Committee and the report of the Auditor.
2. Decision on the approval of the consolidated financial statement of 2018 according to the International Financial Reporting Standards, on the grounds of proposal of the Board of Directors, on the opinion of the Audit Committee and the report of the Auditor.
3. Decision on the distribution of profit after taxation, the amount of dividend and the rules of payment.
4. Approval of the Corporate Governance Report of 2018 on the grounds of the proposal of the Board of Directors.
5. Decision on the evaluation of the work of the Board of Directors in 2018 and hold-harmless warrant to be granted to the members of the Board of Directors.
6. Decision on the election of the members of the Board of Directors, and on their remuneration.
7. Decision on the election of the members of the Audit Committee and on their remuneration.
8. 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.
9. Empowering the Board of Directors for acquiring own shares.
10. Modification of the Articles of Association regarding to the VII. (General Meeting) Section 7.4. point, VIII. (The Board of Directors) point 8.4., Section X. (The Audit Committee) point 10.3.
11. Other

The way of holding the General Meeting is participation in person. In the Meeting a quorum shall exist when more than one half of the shareholders with voting right are present. (The rules of the proxy described in the Article of Association 7.4.6.)

Only persons whose names are registered in the Share Register till 18.00 PM 23th of April 2019 are entitled to exercise shareholder rights at the Annual General Meeting, provided that till this date the Company hands over the certificate of ownership issued by the operator of the securities account. Furthermore, in case shareholders wish to give a power of attorney in an official form, they shall submit such request to the Company until the date mentioned above.

We hereby inform our shareholders, that the closing of the Share Register does not limit the registered shareholder to transfer his/her shares. The transferring of the shares after the opening of the General Meeting does not limit the rights for attending or in exercising any other shareholders' rights for the shareholders listed in the Share Register.

The ownership certificate issued to permit its holder to attend the company's General Meeting shall remain valid until the date of the General Meeting, including the second meeting if reconvened.

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After the issue of an ownership certificate the operator of the securities account shall register any changes pertaining to the shares in the securities account only upon the withdrawal of the ownership certificate.

Shareholders shall be entitled to exercise shareholder rights in dealing with the Company following their entry into the Share Register. Every share entitles to have one vote, consequently after every share with 100 HUF nominal value a shareholder has one vote.

Where a group of shareholders together controlling at least one percent of the votes in the Company propose certain additions to the agenda in accordance with the provisions on setting the items of the agenda, or table draft resolutions for items included or to be included on the agenda, the matter proposed shall be construed to have been placed on the agenda if such proposal is delivered to the Board of Directors within eight days following the time of publication of notice for the convocation of the general meeting, and the Board of Directors publishes a notice on the amended agenda, and on the draft resolutions tabled by shareholders upon receipt of the proposal. The matter published in the notice shall be construed to have been placed on the agenda. Shareholders may exercise shareholder rights in dealings with the Company only upon being registered in the Share Register. On the grounds of the shareholder's rights – according to the rules of the Articles of Association – every shareholder shall have the right to participate, to request information and to make remarks and proposals at the General Meeting. Shareholders are entitled, if holding shares with voting rights, to vote. The shareholder shall keep confidential all facts, data and information (commercial secrets) about which he gained knowledge in connection with the Company. If the Company suffers any damage from the violation of its commercial secrecy shall have the right to demand compensation from the infringer shareholder.

In case the General Meeting does not have a quorum at the announced date and time, the Board of Directors hereby convenes the repeated General Meeting with the same agenda on May 7, 2019 at 11.00 a.m. at the same place (H-8143 Sárszentmihály, Árpád u. 1/A.). Such reconvened General Meeting shall have a quorum with respect to issues originally put on the agenda, irrespective of the number of the shareholders present or represented.

The proposals and the draft resolutions related to the agenda items shall be published on the Company's website (www.masterplast.hu) till 4 April 2019, and according to 14.1. point of the Article of Association and on the further publishing places (www.bet.hu, www.kozzetetelek.mnb.hu) by electronic form.

In any other question the rules of the Section VII. of the Article of Association shall be applicable.

Present invitation for general meeting was published in Hungarian and English. In case of any contradiction between the two version the Hungarian shall prevail.

MASTERPLAST Nyrt.

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