

The **MASTERPLAST Public Limited Company** (seat: 8143 Sárszentmihály, Árpád street 1/A., hereinafter referred to as "the Company") hereby informs its 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 dated 25th of April 2019:

1. Item of the agenda

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.

Resolution proposal

The General Meeting of the Company approves the financial statement of 2018 in accordance with the International Financial Reporting Standards, with a balance sheet total of 7,329,436 thousand HUF with -533.439 thousand HUF profit after tax.

The Company's main unaudited financial data for the year 2018, as compared to the audited data for the base year, are as follows:

thousand HUF	2018	2017
<i>Consolidated Statement of Financial Position</i>		
Non-current assets	5 839 265	5 802 281
Current assets	1 490 171	1 655 731
Total assets	7 329 436	7 458 012
Share capital	1 460 128	1 374 296
Reserves	4 098 967	2 999 670
Equity	5 018 955	5 219 526
Long-term liabilities	105 793	111 149
Current liabilities	2 204 688	2 127 337
Total liabilities	7 329 436	7 458 012
<i>Profit and loss statement</i>		
Sales revenues	971 168	1 730 043
Operating profit	-639 924	906 264
Profit before tax	-522 892	854 314
Profit for the year	-533 439	852 393

2. Item of the agenda

Decision on the approval of the consolidated financial statement of 2018 according to the International Financial Reporting Standards, on the grounds of the 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 2018 in accordance with the International Financial Reporting Standards, with a balance sheet total 76.975.153 EUR with 3.091.706 EUR profit after tax.

The Company's main unaudited consolidated financial data for the year 2018, as compared to the audited data for the base year, are as follows:

EUR	2018	2017
<i>Consolidated Statement of Financial Position</i>		
Non-current assets	35 954 185	29 729 557
Current assets	41 020 968	38 987 283
Total assets	76 975 153	68 716 840
Share capital	5 503 939	5 226 391
Reserves	21 067 492	18 292 569
Redeemed treasury shares	-20 843	-22 031
Parent company's share of the profit or loss	3 049 225	2 610 062
Non-controlling interests	287 866	269 862
Equity	29 887 679	26 376 853
Long-term liabilities	10 954 890	5 766 392
Current liabilities	36 132 584	36 573 595
Total liabilities	76 975 153	68 716 840
<i>Profit or loss statement</i>		
Sales revenues	97 904 743	89 342 516
Operating profit	4 111 713	3 315 328
Profit before tax	3 446 293	2 901 290
Profit for the year	3 091 706	2 681 497

<i>Other Comprehensive Income</i>		
Profit for the year	3 091 706	2 681 497
Foreign exchange loss on translation*	-701 358	-98 795
Parent company's share of the Other Comprehensive income of associates*	-68	5
Other comprehensive income	-701 426	-98 790
Comprehensive income	2 390 280	2 582 707
Profit attributable to parent company shareholders	2 372 276	2 632 293
Profit attributable to non-controlling interests	18 004	-49 586

* Will not be recognized in profit or loss in future periods

3. Item of the agenda

Decision on the distribution of profit after taxation, the amount of dividend and the rules of payment.

The General Meeting shall decide on the dividend payable for the business year 2018 on the grounds of the shareholders' proposal.

4. Item of the agenda

Approval of the Corporate Governance Declaration of 2018 on the grounds of the proposal of the Board of Directors.

Resolution proposal

The General Meeting of the Company approves the Corporate Governance Declaration of 2018 in alignment with the content of the proposal.

The draft Corporate Governance Declaration is attached to present document.

5. Item of the agenda

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.

Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2018, 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 holdharmless warrant for 2018.

Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2018, the General Meeting hereby declares that András Gábor Kazár, 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 András Gábor Kazár the hold-harmless warrant for 2018.

Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2018, the General Meeting hereby declares that Dr. György Martin-Hajdu, 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 Dr. György Martin-Hajdu the hold-harmless warrant for 2018.

Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2018, 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 2018.

Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2018, 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 2018.

6. 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 st. 2.) the Annual General Meeting of the Company elects him as member of the Board of Directors of the Company from 01 May 2019 to 30 April 2020 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 st. 12.) the Annual General Meeting of the Company elects him as member of the Board of Directors of the Company from 01 May 2019 to 30 April 2020 as a non-independent member.

Resolution proposal

Due to the termination of the mandate of Mr. András Gábor Kazár (mother's maiden name: Dr. Katalin Veronika Vajda, address: 1162 Budapest, Cserhida st. 35/a.) the Annual General Meeting of the Company elects him as member of the Board of Directors of the Company from 01 May 2019 to 30 April 2020 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 01 May 2019 to 30 April 2020 as an independent member.

Resolution proposal

Due to the termination of the mandate of Dr. György Martin-Hajdu (mother's maiden name: Dr. Balogh Éva, address: 1026 Budapest, Széplak st. 11.) the Annual General Meeting of the Company elects him as member of the Board of Directors of the Company from 01 May 2019 to 30 April 2020 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 – except the President and the Vice-president – in the amount of gross 300 000 HUF monthly.

Resolution proposal

The General Meeting determines the President's remuneration in the amount of gross 1.200.000 HUF monthly.

Resolution proposal

The General Meeting determines the Vice-president's remuneration is determined in the amount of gross 1.000.000 HUF monthly.

7. 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 Mr. András Gábor Kazár (mother's maiden name: Dr. Katalin Veronika Vajda, address: 1162 Budapest, Cserhida st. 35/a.) the Annual General Meeting of the Company elects him as member of the Audit Committee of the Company from 01 May 2019 to 30 April 2020.

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 01 May 2019 to 30 April 2020.

Resolution proposal

Due to the termination of the mandate of Dr. György Martin-Hajdu (mother's maiden name: Dr. Balogh Éva, address: 1026 Budapest, Széplak st. 11.) the Annual General Meeting of the Company elects him as member of the Audit Committee from 01 May 2019 to 30 April 2020.

Resolution proposal

The General Meeting decides that the members of the Audit Committee will perform their activities without any special remuneration.

8. Item of the agenda

Decision on the guidelines of incentives schemes for the management and employees in the Employee Stock Ownership program.

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: 2020.

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

Persons participating in the program are the executives of the Company and its wholly owned Hungarian subsidiaries, altogether: 30 people.

Maximum benefits regarding to the MRP in total: MASTERPLAST ordinary shares worth HUF 141,495,000.

Deadline for the share transfer: May 31, 2021.

9. Item of the agenda

Empowering the Board of Directors for acquiring own shares.

Resolution proposal

The General Meeting hereby empowers the Board of Directors to decide on the acquisition of a maximum of 3,000,000 pieces "A" ordinary shares with a nominal value of 100.- HUF, for a period of 18 months from the date of the Annual General Meeting 2019, with the purchase price from HUF 1.000 / pc up to 20,000 HUF / pc.

10. Item of the agenda

Modification of the Articles of Association regarding to the Section VII. (The General Meeting) point 7.4., Section VIII. (The Board of Directors) point 8.4. and Section X. (The Audit Committee) point 10.3.

Resolution proposal

The General Meeting modifies the section 7.4. of the Articles of Association regarding to section 7.4. (“Ownership identification procedure, Representation”) as follows:

In section 7.4.1. the following is added: “The effective date of identification procedure carried out by KELER Zrt. is the fifth working day before the day of the General Meeting therefore those shall be entitled to exercise shareholder rights who are the owners of the shares on that day. Based on this at latest on the seventh day before the day of the General Meeting can be acquired through the Stock Exchange those MASTERPLAST ordinary shares which entitle the shareholders to participate at the General Meeting.”

The section 7.4.3. is amended as follows:

“In the case of identification procedure the ownership certificate is not required, in this case for participation at the General Meeting the shareholder must announce his/her participation intention in written form at latest till 12.00 of the second working day before the day of the General Meeting (with the reception of the intention till such date) indicating the name/company name, address/seat and telephone number or e-mail address of the shareholder.

In the case of identification procedure in that exceptional case if the shareholder (shareholder’s representative, in case of joint ownership of share the joint representative) is not indicated as shareholder in the verification of identification procedure issued by KELER Zrt. but in the ownership certificate issued by the operator of the securities depository on the effective date described in section 7.4.4. he/she is indicated as share owner, he/she may ask for the entering into the shareholder register on the grounds of the ownership certificate dated on the above effective date with the number of the shares indicated in the certificate at latest till 18.00 PM of the second working day before the day of the General Meeting.”

The General Meeting modifies the Articles of Association of the Company in accordance with the decisions made on the grounds of the agenda items mentioned above by indicating the person and the term of mandate (duration) of the Board of Directors, the Audit Committee.

11. Item of the agenda

Other topics.

The Board of Directors does not propose anything to this agenda item.

We hereby inform our Shareholders that at the time of the General Meeting the Company's share capital contains 14,601,279 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 Plc.