

The **MASTERPLAST Nyrt.** (seat: 8143 Sárszentmihály, Árpád utca 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 23<sup>th</sup> of April 2020:

## 1. Item of the agenda

Decision on the approval of the financial statement of 2019 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 2019 in accordance with the International Financial Reporting Standards, with a balance sheet total of 14 022 359 thousand HUF with -1 962 thousand HUF profit after tax.

*The non-audited main balance sheet and income statement data of the Company for 2019 are as follows compared to the audited figures of the base year.*

thousand HUF	2019	2018
<i>Consolidated Statement of Financial Position</i>		
<b>Non-current assets</b>	<b>12 265 495</b>	<b>5 839 265</b>
<b>Current assets</b>	<b>1 756 864</b>	<b>1 339 062</b>
<b>Total assets</b>	<b>14 022 359</b>	<b>7 178 327</b>
Share capital	1 460 128	1 460 128
Reserves	3 066 645	4 096 844
Redeemed treasury shares	-126 076	-6 701
Profit/(loss) for the year	-1 962	-539 835
<b>Equity</b>	<b>4 398 735</b>	<b>5 010 436</b>
<b>Long-term liabilities</b>	<b>6 108 683</b>	<b>105 793</b>
<b>Current liabilities</b>	<b>3 514 941</b>	<b>2 062 098</b>
<b>Total liabilities</b>	<b>14 022 359</b>	<b>7 178 327</b>
<i>Profit and loss statement</i>		
Sales revenues	952 603	933 351
Operating profit	-45 939	-641 407
<b>Profit/(loss) before tax</b>	<b>-1 962</b>	<b>-529 348</b>
<b>Profit/(loss) for the year</b>	<b>-1 962</b>	<b>-539 835</b>

Decision on the approval of the consolidated financial statement of 2019 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 2019 in accordance with the International Financial Reporting Standards, with a balance sheet total 77 411 708 EUR with 4 805 817 EUR profit after tax.

The consolidated and IFRS non-audited balance sheet of the Company and profit and loss account for 2019, compared to the audited figures of the base year, are as follows:

EUR	2018	2017
<i>Consolidated Statement of Financial Position</i>		
<b>Non-current assets</b>	<b>38 092 275</b>	<b>35 999 004</b>
<b>Current assets</b>	<b>39 319 433</b>	<b>40 474 931</b>
<b>Total assets</b>	<b>77 411 708</b>	<b>76 473 935</b>
Share capital	5 503 939	5 503 939
Reserves	22 433 997	20 928 544
Redeemed treasury shares	-381 447	-20 843
Parent company's share of the profit or loss	4 615 841	3 283 382
Non-controlling interests	472 963	287 866
<b>Equity</b>	<b>32 645 293</b>	<b>29 982 888</b>
<b>Long-term liabilities</b>	<b>26 515 401</b>	<b>11 021 479</b>
<b>Current liabilities</b>	<b>18 251 014</b>	<b>35 469 568</b>
<b>Total liabilities</b>	<b>77 411 708</b>	<b>76 473 935</b>
<i>Profit or loss statement</i>		
Sales revenues	107 104 241	97 339 845
Operating profit	5 222 817	4 119 821
<b>Profit before tax</b>	<b>5 267 952</b>	<b>3 624 917</b>
<b>Profit for the year</b>	<b>4 805 817</b>	<b>3 325 863</b>
<i>Other Comprehensive Income</i>		
<b>Profit for the year</b>	<b>4 805 817</b>	<b>3 325 863</b>
Foreign exchange loss on translation*	-513 788	-840 306
Parent company's share of the Other Comprehensive income of associates*	299 145	-68
<b>Other comprehensive income</b>	<b>-214 643</b>	<b>-840 374</b>
<b>Comprehensive income</b>	<b>4 591 174</b>	<b>2 485 489</b>
Profit attributable to parent company shareholders	4 406 077	2 467 485
Profit attributable to non-controlling interests	185 097	18 004

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

## 2. Item of the agenda

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

The General Meeting shall decide on the dividend payable for the business year 2019 on the grounds of the shareholders' proposal.

### **3. Item of the agenda**

Approval of the Corporate Governance Report of 2019 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 2019 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**

Decision on the evaluation of the work of the Board of Directors in 2019 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 2019, 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 2019.

#### Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2019, 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 2019.

#### Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2019, 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 2019.

#### Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2019, 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 2019.

#### Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2019, 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 2019.

### **5. Item of the agenda**

Voting opinion on the Company's remuneration policy according to the Act LXVII of 2019.

Resolution proposal

The General Meeting of the Company approves the remuneration policy according to the Act LXVII of 2019 in alignment with the content of the proposal.

*The draft Remuneration Policy is attached to present document as Annex 2.*

**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: 2021.

The basis for calculating the benefit criterion: the performance of the company's planned 2021 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: 28 people.

Maximum benefits regarding to the MRP at the beginning of the program in total: HUF 167,680,000.-

Deadline for the payment: June 30, 2022.

**7. Item of the agenda**

Information by the Board of Directors of the Company's Purchase of Own Shares in 2019 and authorizing the Board of Directors to purchase or acquire the Company's own shares for the purpose of the Employee Shareholder Program.

Information by the Board of Directors of the Company's Purchase of Own Shares in 2019

Resolution

The General Meeting with unanimous consent took notice of the information given by the Board of Directors of the Company's Purchase of Own Shares in 2019.

Authorizing the Board of Directors to purchase or acquire the Company's 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 2020, with the purchase price from HUF 1.000 / pc up to 20,000 HUF / pc.

**8. 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 01 May 2020 to 30 April 2021 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 01 May 2020 to 30 April 2021 as a non-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 2020 to 30 April 2021 as an independent member.

Resolution proposal

The Annual General Meeting of the Company elects Ms. Margaret Elizabeth Dezse (mother's maiden name: Ilona Farkas, address: 1093 Budapest, Csarnok tér 3-4. 4. em. 2.a.) as member of the Board of Directors of the Company from 01 May 2020 to 30 April 2021 as an independent member.

*Ms. Margaret Elizabeth Dezse's Curriculum Vitae is attached to present document as Annex 3.*

Resolution proposal

The Annual General Meeting of the Company elects Mr. Ottó Sinkó (mother's maiden name: Bugyi Erzsébet, address: 8000 Székesfehérvár, Felvidéki utca 4.) as member of the Board of Directors of the Company from 01 May 2020 to 30 April 2021 as an independent member.

*Mr. Ottó Sinkó's Curriculum Vitae is attached to present document as Annex 4.*

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.

**9. 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. 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 2020 to 30 April 2021.

Resolution proposal

The Annual General Meeting of the Company elects Ms. Margaret Elizabeth Dezse (mother's maiden name: Ilona Farkas, address: 1093 Budapest, Csarnok tér 3-4. 4. em. 2.a.) as member of the Audit Committee from 01 May 2020 to 30 April 2021.



Resolution proposal

The Annual General Meeting of the Company elects Mr. Ottó Sinkó (mother's maiden name: Bugyi Erzsébet, address: 8000 Székesfehérvár, Felvidéki utca 4.) as member of the Audit Committee from 01 May 2020 to 30 April 2021.

Resolution proposal

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

**10. 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 2020 until 31 May 2021 the **MAZARS Könyvszakértő és Tanácsadói Korlátolt Felelősségű Trsaság** (H-1123 Budapest, Nagyenyed utca 8-14., 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.

**11. 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 the resolution to be made on the grounds of the agenda points 8-10. and the adoption of the unified structure of the Articles of Association.

Resolution proposal

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, and the permanent Auditor and adopts the unified structure of the Articles of Association.

**12. 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 Nyrt.