

MASTERPLAST Nyrt. (seat: 8143 Sárszentmihály, Árpád utca 1/A., hereinafter referred to as "the Company") 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 27 April 2023 at 11:00 a.m.:

1. Item of the agenda

Decision on the approval of the financial statement of 2022 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 2022 in accordance with the International Financial Reporting Standards, with a balance sheet total of HUF 42 668 419 k with HUF 2 465 658 k profit after tax.

The IFRS non-audited balance sheet of the Company and profit and loss account for 2022, compared to the audited figures of the base year, are as follows:

k HUF	2022	2021
<i>Statement of Financial Position</i>		
Non-current assets	30 764 407	23 782 174
Current assets	11 904 012	4 042 937
Total assets	42 668 419	27 825 111
Share capital	1 685 063	1 460 128
Reserves	10 374 395	1 944 621
Redeemed treasury shares	-358 418	-831 097
Profit/(loss) for the year	2 465 658	928 200
Equity	14 166 698	3 501 852
Provisions	3 122	3 122
Long-term liabilities	21 072 842	21 077 457
Current liabilities	7 425 757	3 242 680
Total liabilities	42 668 419	27 825 111
<i>Profit or loss statement</i>		
Sales revenues	982 953	755 788
Operating profit	777 726	626 403
Profit/(loss) before tax	2 468 214	918 354
Profit/(loss) for the year	2 465 658	928 200

<i>Other Comprehensive Income</i>		
Profit for the year	2 465 658	928 200
Foreign exchange loss on translation*	0	0
Parent company's share of the Other Comprehensive income of associates*	0	0
CCIRS comprehensive income	-69 088	-607 528
Other comprehensive income	-69 088	-607 528
Comprehensive income	2 396 570	320 672
Profit attributable to parent company shareholders	2 396 570	320 672
Profit attributable to non-controlling interests	0	0

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

2. Item of the agenda

Decision on the approval of the consolidated financial statement of 2022 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 2022 in accordance with the International Financial Reporting Standards, with a balance sheet total 231 236 912 EUR with 15 645 706 EUR profit after tax.

The consolidated, IFRS non-audited balance sheet of the Company and profit and loss account for 2022, compared to the audited figures of the base year, are as follows:

EUR	2022	2021
<i>Consolidated Statement of Financial Position</i>		
Non-current assets	112 766 199	91 002 205
Current assets	118 470 713	88 171 327
Total assets	231 236 912	179 173 532
Share capital	6 049 289	5 503 939
Reserves	59 720 589	28 605 647
Redeemed treasury shares	-438 300	-2 252 298
Parent company's share of the profit or loss	15 635 345	15 860 834
Non-controlling interests	611 116	646 123
Equity	81 578 039	48 364 245
Long-term liabilities	94 333 392	92 064 432
Current liabilities	55 325 481	38 744 855
Total liabilities	231 236 912	179 173 532
<i>Profit or loss statement</i>		
Sales revenues	201 799 230	191 488 699
Operating profit	14 953 953	18 275 234
Profit before tax	17 889 621	18 568 934
Profit for the year	15 645 706	16 070 365

<i>Other Comprehensive Income</i>		
Profit for the year	15 645 706	16 070 365
Foreign exchange loss on translation*	-2 221 300	-315 974
Parent company's share of the Other Comprehensive income of associates*	1 200 344	-4 366
CCIRS comprehensive income	-173 222	-1 639 417
Other comprehensive income	-1 194 178	-1 959 757
Comprehensive income	14 451 528	14 110 608
Profit attributable to parent company shareholders	15 461 300	13 912 880
Profit attributable to non-controlling interests	-1 009 772	197 728

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

3. 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 to be paid after the 2022 business year on the basis of the proposal received by the Shareholders by the date announced for the General Meeting.

4. Item of the agenda

Approval of the Corporate Governance Report of 2022 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 2022 in alignment with the content of the proposal.

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

5. Item of the agenda

Voting opinion on the Company's remuneration report of 2022

Resolution proposal

The General Meeting of the Company approves the Remuneration Report of 2022

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

6. Item of the agenda

Decision on the evaluation of the work of the Board of Directors in 2022 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 2022, 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 2022.

Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2022, 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 2022.

Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2022, 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 2022.

Resolution proposal

In the assessment of her work as the member of the Board of Directors in 2022, 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 2022.

Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2022, 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 2022.

Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2022, the General Meeting hereby declares that Ottó Sinkó, 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 Ottó Sinkó the hold-harmless warrant for 2022.

7. 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: 2023-2024

The basis for calculating the benefit criterion: the performance of the company's planned 2024 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: 38 people.

Maximum benefits regarding to the MRP at the beginning of the program in total: HUF 400,000,000

Deadline for settlement: 30. 06. 2025

8. 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.

9. Item of the agenda

Information by the Board of Directors of the Company's Purchase of Own Shares in 2022 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 2022.

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 2023, 27 April 2023.

10. Item of the agenda

Authorization of the Board of Directors to increase the share capital

Resolution proposal

The General Meeting authorizes the Board of Directors to increase the share capital of the Company and, for the duration of this authorization, to limit or exclude the exercise of the pre-emptive subscription right pursuant to Article 12.8 of the Articles of Association in the case of a capital increase by cash contribution, based on a resolution of the Board of Directors. The Board of Directors may increase the share capital at any time, using all or a combination of all types and methods of capital increase, at the frequency and in the amount it decides, at its discretion, and at the issue value it determines, subject to the limitation that until 27 April 2028 it may increase the share capital in total to such an extent that the Company's subscribed capital (share capital) is at HUF 3,000,000,000 i.e. three billion Hungarian forint. This authorisation covers all decisions related to the increase of the share capital pursuant to the Civil Code and/or the Articles of Association, which otherwise fall within the competence of the General Meeting, including in particular the necessary amendments to the Articles of Association due to the increase of the share capital, as well as the decisions necessary for the admission of new shares to trading on the regulated market operated by the Budapest Stock Exchange. In addition, the provisions of the Articles of Association, the Civil Code and the Capital Market Act shall apply to the implementation of the capital increase by the Board of Directors.

11. 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 2023 to 30 April 2024 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 2023 to 30 April 2024 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 1 May 2023 to 30 April 2024 as an 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 2023 to 30 April 2024 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 2023 to 30 April 2024 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.

12. 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 1 May 2023 to 30 April 2024.

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 2023 to 30 April 2024.

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 2023 to 30 April 2024.

Resolution proposal

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

13. 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 2023 until 31 May 2024 - 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.

14. 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 11 to 13, in addition to amend Section VIII. (The Board of Directors) point 8.5, Section IX. (Registration and Representation) point 9.1 and 9.2, Section XIV. (Publication of Announcement), Section 14.1 of the 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, while deciding on the other amendments in separate resolutions.

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 11-13, by indicating the members of the Board of Directors and the Audit Committee and the term of office of the Permanent Auditor.

Resolution proposal

The General Meeting adds the following to Chapter VIII (The Board of Directors) of the Articles of Association, point 8.5:

8.5 The operational management of the Company shall be carried out by a Chief Executive Officer, elected by the Board of Directors and employed by the Company. The Board of Directors shall exercise the rights of employer over the employees of the Company, and the rights of employer over the President of the Board of Directors, the Vice-President of the Board of Directors, except for their election and recall, and the Chief Executive Officer. *The Chief Executive Officer shall be entitled to appoint a Deputy Chief Executive Officer(s).*

Resolution proposal

The General Meeting amends Section 9.1 of Chapter IX (Registration and Representation) of the Articles of Association as follows:

9.1 The Company shall be represented by the members of the Board of Directors and by the Chief Executive Officer and *the Deputy Chief Executive Officer(s)* in dealings with third parties and before courts and authorities.

Resolution proposal

The General Meeting amends Section 9.2 of Chapter IX (Registration and Representation) of the Articles of Association as follows:

9.2 The members of the Board of Directors holding the office of President and Vice-President, as well as the Chief Executive Officer and *the Deputy Chief Executive Officer(s)* shall have independent powers of representation and registration. The right of representation and registration of the non-president and vice-president members of the Board of Directors shall be joint.

Resolution proposal

The General Meeting amends Chapter XIV (Publication of Notices), Section 14.1 of the Articles of Association as follows:

14.1 Unless otherwise provided by law or these Articles of Association, the Company shall publish its notices, including notices to be published in the Official Gazette of the Company pursuant to Section 21/A of the Civil Code, on its website, on the website of the Budapest Stock Exchange (www.bet.hu) and on the website of the Hungarian National Bank (<https://kozzetetelek.mnb.hu>), which is determined by the Hungarian National Bank acting in its capacity as the supervisory authority of the financial intermediary system. The Company's website is available at www.masterplastgroup.com.

15. 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.