

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 announced for the date 29th of April 2021:

1. Item of the agenda

Decision on the approval of the financial statement of 2020 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 (Board of Directors acting in the competence of the General Meeting) of the Company approves the financial statement of 2020 in accordance with the International Financial Reporting Standards, with a balance sheet total of 27 317 748 thousand HUF with 333 689 thousand HUF profit after tax.

The IFRS audited balance sheet of the Company and profit and loss account for 2020, compared to the audited figures of the base year, are as follows:

k HUF	2020	2019
<i>Statement of Financial Position</i>		
Non-current assets	15 179 012	12 261 650
Current assets	12 138 736	1 878 867
Total assets	27 317 748	14 140 517
Share capital	1 460 128	1 460 128
Reserves	2 825 572	3 068 076
Redeemed treasury shares	-50 542	-126 076
Profit/(loss) for the year	333 689	-1 369
Equity	4 568 847	4 400 759
Provisions	2 481	3 051
Long-term liabilities	12 072 172	6 105 632
Current liabilities	10 674 248	3 631 076
Total liabilities	27 317 748	14 140 517
<i>Profit or loss statement</i>		
Sales revenues	787 208	952 648
Operating profit	609 441	-42 603
Profit/(loss) before tax	290 715	14 828
Profit/(loss) for the year	333 689	-1 369
<i>Other Comprehensive Income</i>		
Profit for the year	333 689	-1 369
Foreign exchange loss on translation*	0	0
Parent company's share of the Other Comprehensive income of associates*	0	0
CCIRS comprehensive income*	-243 792	0
Other comprehensive income	-243 792	0
Comprehensive income		
	89 897	-1 369
Profit attributable to parent company shareholders	89 897	-1 369
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 2020 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 (Board of Directors acting in the competence of the General Meeting) of the Company approves the consolidated financial statement of 2020 in accordance with the International Financial Reporting Standards, with a balance sheet total 131 444 415 EUR with 6 228 563 EUR profit after tax.

The consolidated, IFRS audited balance sheet of the Company and profit and loss account for 2020, compared to the audited figures of the base year, are as follows:

EUR	2020	2019
<i>Consolidated Statement of Financial Position</i>		
Non-current assets	53 872 482	38 067 158
Current assets	77 571 933	42 812 391
Total assets	131 444 415	80 879 549
Share capital	5 503 939	5 503 939
Reserves	24 162 777	22 437 942
Redeemed treasury shares	-138 422	-381 447
Parent company's share of the profit or loss	5 422 176	4 572 942
Non-controlling interests	1 515 625	472 963
Equity	36 466 095	32 606 339
Long-term liabilities	44 805 845	26 708 609
Current liabilities	50 172 475	21 564 601
Total liabilities	131 444 415	80 879 549
<i>Profit or loss statement</i>		
Sales revenues	122 672 706	107 104 241
Operating profit	8 006 547	5 242 118
Profit before tax	7 150 522	5 325 871
Profit for the year	6 228 563	4 762 918

<i>Other Comprehensive Income</i>		
Profit for the year	6 228 563	4 762 918
Foreign exchange loss on translation*	-1 743 900	-207 460
Parent company's share of the Other Comprehensive income of associates*	-44 471	-3 238
CCIRS comprehensive income*	-667 684	0
Other comprehensive income*	-2 456 055	-210 698
Comprehensive income	3 772 508	4 552 220
Profit attributable to parent company shareholders	2 729 846	4 367 123
Profit attributable to non-controlling interests	1 042 662	185 097

* 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 (Board of Directors acting in the competence of the General Meeting) shall decide on the dividend to be paid after the 2020 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 2020 on the grounds of the proposal of the Board of Directors.

Resolution proposal

The General Meeting (Board of Directors acting in the competence of the General Meeting) of the Company approves the Corporate Governance Report of 2020 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

Decision on the evaluation of the work of the Board of Directors in 2020 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 2020, the General Meeting (Board of Directors acting in the competence of 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 (Board of Directors acting in the competence of the General Meeting) gives to Balázs Ács the hold-harmless warrant for 2020.

Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2020, the General Meeting (Board of Directors acting in the competence of 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 (Board of Directors acting in the competence of the General Meeting) gives to Ottó Sinkó the hold-harmless warrant for 2020.

Resolution proposal

In the assessment of her work as the member of the Board of Directors in 2020, the General Meeting (Board of Directors acting in the competence of 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 (Board of Directors acting in the competence of the General Meeting) gives Margaret Elizabeth Dezse the hold-harmless warrant for 2020.

Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2020, the General Meeting (Board of Directors acting in the competence of 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 (Board of Directors acting in the competence of the General Meeting) gives to Dirk Theuns the hold-harmless warrant for 2020.

Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2020, the General Meeting (Board of Directors acting in the competence of 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 (Board of Directors acting in the competence of the General Meeting) gives to Dávid Tibor the hold-harmless warrant for 2020.

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 (Board of Directors acting in the competence of 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: 2022

The basis for calculating the benefit criterion: the performance of the company's planned 2022 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: 31 people.

Maximum benefits regarding to the MRP at the beginning of the program in total: 171 755 000 HUF

Deadline for settlement: 30. 06. 2023

7. Item of the agenda

Information by the Board of Directors of the Company's Purchase of Own Shares in 2020 and authorizing the Board of Directors to purchase or acquire the Company's own shares.

Resolution proposal

The General Meeting (Board of Directors acting in the competence of 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 (or the meeting of the Board of Directors acting in the competence of the General Meeting) 2021, with the purchase price from HUF 1.- / 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 (Board of Directors acting in the competence of the General Meeting) of the Company elects him as member of the Board of Directors of the Company from 01 May 2021 to 30 April 2022 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 (Board of Directors acting in the competence of the General Meeting) of the Company elects him as member of the Board of Directors of the Company from 01 May 2021 to 30 April 2022 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 (Board of Directors acting in the competence of the General Meeting) of the Company elects him as member of the Board of Directors of the Company from 01 May 2021 to 30 April 2022 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 (Board of Directors acting in the competence of the General Meeting) of the Company elects her as member of the Board of Directors of the Company from 01 May 2021 to 30 April 2022 as an independent member.

Resolution proposal

Due to the termination of the mandate of Mr. Ottó Sinkó (mother's maiden name: Bugyi Erzsébet, address: 8000 Székesfehérvár, Felvidéki utca 4.) the Annual General Meeting (Board of Directors acting in the competence of the General Meeting) of the Company elects him as member of the Board of Directors of the Company from 01 May 2021 to 30 April 2022 as an independent member.

Resolution proposal

The remuneration of the members of the Board of Directors is determined by the General Meeting (Board of Directors acting in the competence of 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 (Board of Directors acting in the competence of the General Meeting) determines the President's remuneration in the amount of gross 1.200.000 HUF monthly.

Resolution proposal

The General Meeting (Board of Directors acting in the competence of the General Meeting) determines the Vice-president's remuneration 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 (Board of Directors acting in the competence of the General Meeting) of the Company elects him as member of the Audit Committee of the Company from 01 May 2021 to 30 April 2022.

Resolution proposal

Due to the termination of the mandate of Mr. Ottó Sinkó (mother's maiden name: Bugyi Erzsébet, address: 8000 Székesfehérvár, Felvidéki utca 4.) the Annual General Meeting (Board of Directors acting in the competence of the General Meeting) of the Company elects him as member of the Audit Committee of the Company from 01 May 2021 to 30 April 2022.

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 (Board of Directors acting in the competence of the General Meeting) of the Company elects her as member of the Audit Committee of the Company from 01 May 2021 to 30 April 2022.

Resolution proposal

The General Meeting (Board of Directors acting in the competence of 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 (Board of Directors acting in the competence of the General Meeting) elects as the auditor of the Company - from 1 June 2021 until 31 May 2022 - the **MAZARS Könyvszakértő és Tanácsadói Korlátolt Felelősségű Társaság** (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 (Board of Directors acting in the competence of 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 modification of the Articles of Association regarding to Article VII (The General Assembly) Chapter 7.1. with regard to point m), specifying the rules for the authorization to issue bonds, and regarding to Article XIV (Publication of Information) Chapter 14.1. recording the name of the new website of the Company. Decision on the adoption of a unified Articles of Association incorporating the above changes.

Resolution proposal

The General Meeting (Board of Directors acting in the competence of the General Meeting) modifies the Company's Articles of Association in Article VII, point 7.1. (m) and in Article XIV, point 14.1. as follows (changes in italics):

Point 7.1 subpoint (m) of the Articles of Association is amended as follows:

„7.1. Powers of the General Assembly

The General Meeting (Board of Directors acting in the competence of the General Meeting) is the supreme body of the public limited company, which consists of all the shareholders.

Unless otherwise provided by the Civil Code or these Articles of Association, the General Meeting (Board of Directors acting in the competence of the General Meeting) shall have the exclusive competence to:

m) a decision on authorizing the Board of Directors to increase the share capital, to acquire own shares and to issue *convertible bonds, bonds with subscription rights or equity bonds;*”

Point 14.1. is amended as follows:

“14.1. Unless otherwise provided by law or these Articles of Association, the Company's announcements - including the announcements to be published in the Company Gazette according to in the Ctv. 21 / A. § - shall be published on its own website, as well as on the website of the Budapest Stock Exchange (www.bet.hu) and on the website defined by the Magyar Nemzeti Bank (www.kozzetetelek.mnb.hu) which is acting as supervisor of the financial intermediation system. The Company's website is available at *www.masterplastgroup.com.*”

The General Meeting (Board of Directors acting in the competence of 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 (Board of Directors acting in the competence 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.

The Company expressly draws the attention of its esteemed Shareholders to the fact that the General Meeting will be held only if the current Government Decree 502/2020 (XI.16.) will no longer be in force at the time of the General Meeting and the legal regulation provides an opportunity for that. According to the rules currently in force, the General Meeting will not be held. Within the competence of the General Meeting – according to the Government Decree 502/2020 (XI.16.) – the Board of Directors make the decisions.

MASTERPLAST Nyrt.