

MASTERPLAST Nyrt.

Masterplast Nyilvánosan Működő Részvénytársaság (registered seat: 8143 Sárszentmihály, Árpád u. 1/A., Cg. 07-10-001342, hereinafter referred to as the "Company") informs the honourable Shareholders that on 28 February 2025, the Board of Directors of the Company in accordance with Article 12.1 of the Articles of Association and pursuant to the authorisation granted by the General Meeting of Shareholders No. 16/2023 (04.27.) based on article 7.1. m) of the Articles of Association has decided to increase the Company's share capital by way of a private placement of new ordinary shares in exchange for a monetary contribution, in light of a prior commitment declaration made by the legal entity specified below regarding the subscription of new ordinary shares and the provision of the corresponding monetary consideration, as follows:

The amount of the share capital increase is HUF 240,000,000.00 (two hundred and forty million forints), in connection with which 2,400,000 (two million four hundred thousand) registered, dematerialized new ordinary shares with a nominal value of HUF 100 (one hundred forints) per share and an issue price of HUF 2,500 (two thousand five hundred forints) per share will be issued. As a result, the total increased share capital amounts to HUF 1,925,063,100 (one billion nine hundred twenty-five million sixty-three thousand one hundred forints), comprising 19,250,631 (nineteen million two hundred fifty thousand six hundred thirty-one) registered ordinary shares with a nominal value of HUF 100 per share, each conferring identical rights.

The issue price of the ordinary shares involved in the share capital increase is HUF 2,500 (two thousand five hundred forints) per share, totaling HUF 6,000,000,000 (six billion forints). The amount exceeding the nominal value per share—HUF 5,760,000,000 (five billion seven hundred sixty million forints) in total—shall be allocated to the Company's capital reserve in accordance with Section 36 (1) a) of Act C of 2000 on Accounting.

Based on the preliminary commitment statement and the Board of Directors' resolution on the share capital increase, MFB Vállalati Beruházási és Tranzakciós Magántőkealap (registered seat: 1027 Budapest, Kapás utca 6-12., MNB registration number: 6122-91; legally represented by Focus Ventures Befektetési Alapkezelő Zártkörűen Működő Részvénytársaság (registered seat: 1027 Budapest, Kapás utca 6-12., company registration number 01-10-049495); hereinafter referred to as "Investor") has acquired the right to subscribe for 2,400,000 (two million four hundred thousand) registered, dematerialized new ordinary shares, subject to the prior provision of the total issue value of HUF 6,000,000,000 (six billion forints) in monetary consideration and the fulfilment of the commitment declaration for the subscription of the shares. The Investor is obliged to provide its final commitment declaration for the subscription of the ordinary shares and to fulfil the monetary contribution in such a manner that the Company's registered office receives the final commitment declaration and the monetary contribution is credited to the Company's bank account by March 7, 2025.

Pursuant to the authorization granted by General Meeting Resolution No. 16/2023. (04.27.), the Board of Directors has excluded the pre-emptive rights of the Company's shareholders, as stipulated in Article 12.8 of the Articles of Association, for the subscription of shares in the course of the share capital increase, ensuring that the new ordinary shares are issued through a private share capital increase, in line with the Company's development objectives, whereby only one legal entity is entitled and obligated to subscribe for the new ordinary shares.

Accordingly, depending on the outcome of the monetary contribution provision and the commitment declaration for the subscription of new ordinary shares, the Company's Articles of Association will be amended on March 7, 2025, upon the expiry of the deadline for their fulfilment, specifically Section IV (The Share Capital of the Company), Article 4.1 and Section V (Provisions on Shares), Article 5.1 (first sentence), to reflect the details of the share capital increase.

Tibor Dávid and Ács Balázs—who together currently hold over 50% of the shares in the Company—have undertaken not to dispose of their Masterplast ordinary shares in a manner that would reduce their joint ownership and voting rights below 33% of the increased share capital without the Investor's consent, as long as the Investor remains a shareholder of the Company, but no later than June 30, 2036.

In light of the above and considering the March 7, 2025, deadline available to the Investor, the Company will publish further announcement to inform its honourable Shareholders regarding the completion of the share capital increase.

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