

MASTERPLAST Nyrt. (seat: 8143 Sárszentmihály, Árpád utca 1/A., hereinafter referred to as "the Company", "MASTERPLAST Nyrt.") 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 24 April 2025 at 11:00 a.m.:

1. Item of the agenda

Decision on the approval of the financial statement of 2024 on the grounds of proposal of the Board of Directors, on the opinion of the Audit Committee and the report of the Auditor, decision on the distribution of profit after taxation

Resolution proposal

The General Meeting of the Company approves the financial statement of 2024 in accordance with the International Financial Reporting Standards, with a balance sheet total of HUF 33.891.838 k with HUF - 2.619.729 k profit after tax and decides to take the profit after tax in the profit and loss reserve.

The IFRS non-audited balance sheet of the Company and profit and loss account for 2024, compared to the audited figures of the base year, are as follows:

Statement of Financial Position		
k HUF	2024	2023
Non-current assets	35 250 402	35 410 957
Current assets	-1 358 564	4 168 272
Total assets	33 891 839	39 579 229
Share capital	1 685 063	1 685 063
Reserves	13 171 962	13 444 879
Redeemed treasury shares	-868 279	-779 206
Profit/(loss) for the year	-2 619 729	-327 383
Equity	11 369 017	14 023 353
Provisions	21 148	9 157
Long-term liabilities	16 740 214	19 239 148
Current liabilities	5 761 459	6 307 571
Total liabilities	33 891 838	39 579 229
Profit or loss statement		
k HUF	2024	2023
Sales revenues	1 356 969	937 025
Operating profit	632 785	89 141
Profit/(loss) before tax	-2 619 729	-419 229
Profit/(loss) for the year	-2 619 729	-327 383

2. Item of the agenda

Decision on the approval of the consolidated financial statement of 2024 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 2024 in accordance with the International Financial Reporting Standards, with a balance sheet total 196.175.227 EUR with - 4.833.225 EUR profit after tax.

The consolidated, IFRS non-audited balance sheet of the Company and profit and loss account for 2024, compared to the audited figures of the base year, are as follows:

Statement of Financial Position		
(EUR)	2024	2023
Non-current assets	130 999 295	138 372 892
Current assets	65 175 933	71 683 574
Total assets	196 175 228	210 056 466
Share capital	6 049 289	6 049 289
Reserves	60 673 523	79 128 842
Redeemed treasury shares	-2 117 289	-2 035 653
Profit/(loss) for the year	-4 312 777	-15 183 627
Equity	60 292 746	67 958 851
Provisions	784 499	648 605
Long-term liabilities	82 880 625	88 537 573
Current liabilities	52 217 357	52 911 437
Total liabilities	196 175 227	210 056 466
Profit or loss statement		
(EUR)	2024	2023
Sales revenues	136 085 903	145 203 554
Operating profit	-5 333 455	-12 549 045
Profit/(loss) before tax	-5 357 052	-16 618 785
Profit/(loss) for the year	-4 833 225	-15 610 304

3. Item of the agenda

Approval of the Corporate Governance Report of 2024 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 2024 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

Voting opinion on the Company's remuneration report of 2024

Resolution proposal

The General Meeting of the Company approves the Remuneration Report of 2024 in alignment with the content of the proposal.

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

5. Item of the agenda

Decision on the evaluation of the work of the Board of Directors in 2024 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 2024, 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 2024.

Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2024, 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 2024.

Resolution proposal

In the assessment of her work as the member of the Board of Directors in 2024, 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 2024.

Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2024, 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 2024.

Resolution proposal

In the assessment of his work as the member of the Board of Directors in 2024, 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 2024.

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: 2025-2026

The basis for calculating the benefit criterion: the performance of the company's planned 2026 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: 34 people.

Maximum benefits regarding to the MRP at the beginning of the program in total: HUF 400.000.000

Deadline for settlement: 30. 06. 2027

7. 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.

8. Item of the agenda

Information by the Board of Directors of the Company's Purchase of Own Shares in 2024 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 2024.

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 2025, 24 April 2025.

9. Item of the agenda

Decision on the election of the member of the Board of Directors, and on his/her remuneration.

Resolution proposal

The General Meeting of the Company elects József Tóth (mother's maiden name: Erzsébet Papik, address: 1138 Budapest, Népfürdő utca 13. 3. em. 4. a.) as an independent member of the Board of Directors of the Company from 1 May 2025 to 30 June 2026.

Resolution proposal

The General Meeting determines the remuneration of József Tóth, member of the Board of Directors - in accordance with the remuneration of the members of the Board of Directors - at HUF 300,000 gross per month.

10. Item of the agenda

Decision on the election of the member of the Audit Committee and on his/her remuneration

Resolution proposal

The General Meeting of the Company elects József Tóth (mother's maiden name: Erzsébet Papik, address: 1138 Budapest, Népfürdő utca 13. 3. em. 4. a.) as member of the Audit Committee from 1 May 2025 to 30 June 2026.

Resolution proposal

The General Meeting decides that József Tóth, member of the Audit Committee, shall not receive any remuneration for his position as member of the Audit Committee pursuant to Article 10.2 of the Articles of Association.

11. Item of the agenda

Decision on the election of the Auditor, and on its remuneration, and the election of the Auditor providing assurance on the sustainability reports

Resolution proposal

The General Meeting elects as the auditor of the Company - from 1 June 2025 until 31 May 2026 - the Forvis Mazars 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.

Resolution proposal

The General Meeting elects to provide assurance on the Company's sustainability reporting for the financial year of the Company - from 1 June 2025 until 31 May 2026 - the Forvis Mazars 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.

12. Item of the agenda

Modification of the Articles of Association regarding to the Section III. (Scope of the Company's activities) point 3.1. according to the Government Decree 364/2024. (XI. 28.) and the Article 51 (2b) of the Company Act, Section VII. (The General Meeting) point 7.4.6. in base of Budapest Stock Exchange Plc. General Business Rules Section 17.1.9/B, 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 9 to 11, adoption of the consolidated Articles of Association

Resolution proposal

The General Meeting decides to adopt separate resolutions on each amendment to the Articles of Association.

Resolution proposal

The General Meeting amends the Section III. (Scope of the Company's activities) point 3.1. of Articles of Association in accordance with the data in force in the companies register.

Resolution proposal

The General Meeting shall delete the words "may be valid for one General Meeting " from point 7.4.6 of Section VII (The General Meeting) of the Articles of Association, whereby the provisions of point 7.4.6 shall read as follows:

"A shareholder may exercise his/her rights attaching to a share in person or by proxy. The proxy must be submitted to the Company in the form of a notarial deed or a private document with full probative value, either in person or by registered post with acknowledgement of receipt, received by the Company no later than 6 p.m. on the second working day preceding the General Meeting. If the proxy is not in due form or content or is late, the proxy will not be entitled to vote or exercise any other rights at the General Meeting. The proxy shall be valid for a General Meeting resumed because of a lack of quorum and for the continuation of a suspended General Meeting. The revocation of a proxy shall only be effective against the Company if it has been submitted to the Board of Directors before the opening of the General Meeting or, if the proxy relates to voting on a specific agenda, before the start of the discussion of the agenda. The provisions applicable to the granting of a proxy shall apply to the revocation of a proxy."

Resolution proposal

The General Meeting amends point 8.4 of Section VIII (The Board of Directors) of the Articles of Association as follows:

"The members of the Board of Directors are:

Non-Independent board members for a fixed term from 1 May 2024 to 30 June 2026:

- Balázs Ács (mother's name: Elvira Kovács, address: 8000 Székesfehérvár, Újlaki u. 2.)
- Dávid Tibor (mother's name: Erika Seres, address: 8000 Székesfehérvár, Pöstyéni u. 12.)

Independent board members for a fixed term from 1 May 2024 to 30 June 2026:

- Margaret Elizabeth Dezse (mother's name: Ilona Farkas; address: 1093 Budapest, Csarnok tér 3-4. 4. floor 2.a.)
- Dirk Theuns (mother's name: Lea Heestermans; address: Kleine Horendonk 9. 2910 Essen, Belgium)

Independent board member for a fixed term from 1 May 2025 to 30 June 2026:

- *József Tóth (mother's maiden name: Erzsébet Papik, address: 1138 Budapest, Népfürdő utca 13. 3. em. 4. a.)*

Resolution proposal

The General Meeting amends Section X (The Audit Committee), point 10.3 of the Articles of Association as follows:

"Members of the Audit Committee are from 1 May 2024 until 30 June 2026:

- Margaret Elizabeth Dezse (mother's name: Ilona Farkas; address: 1093 Budapest, Csarnok tér 3-4. 4. floor 2.a.)
- Dirk Theuns (mother's name: Lea Heestermans; address: Kleine Horendonk 9. 2910 Essen, Belgium)

Member of the Audit Committee are from 1 May 2025 until 30 June 2026:

- József Tóth (mother's maiden name: Erzsébet Papik, address: 1138 Budapest, Népfürdő utca 13. 3. em. 4.a.)

Resolution proposal

The General Meeting amends Section XI (The Permanent Auditor), point 11.3 of the Articles of Association as follows:

"11.3. The Company's Auditor:

Forvis Mazars Korlátolt Felelősségű Társaság

Registered seat: 1139 Budapest, Fiastyúk utca 4-8. 2. floor,

Company registration number: 01-09-078412,

Chamber registration number: 000220

The auditor in charge is:

Andrea Kinga Molnár

Address: 2096 Üröm, Kormorán u. 16/b,

Mother's name: Dr. Kovács Mária Ibolya Chamber registration number: 007145

The mandate runs from 1 June 2025 to 31 May 2026."

Resolution proposal

The General Meeting adopts the Company's Articles of Association, as consolidated with amendments.

13. Item of the agenda

Other topics

The Board of Directors does not make a proposal on this item.

We hereby inform our Shareholders that at the time of the convening of General Meeting the Company's share capital consisted of 19,250,631 ordinary shares with equal shareholding rights ('A') with a nominal value of HUF 100 per shares, of which 2,400,000 ordinary shares - new ordinary shares issued by the share capital increase decided on 28 February 2025 - are pending by KELER Zrt. Each share with a nominal value of HUF 100 entitles to one (1) vote, i.e. the number of voting rights is equal to the number of shares issued. The Company's objective is to complete the procedure for the creation of new ordinary shares so that the share register contains the total number of 19,250,631 ordinary shares and voting rights, based on the ownership correspondence with KELER Zrt.

MASTERPLAST Nyrt.