

**NOTICE CALLING FOR A WRITTEN RESOLUTION OF THE BONDHOLDERS OF THE BONDS  
ISSUED BY MASTERPLAST PLC. UNDER THE NAME "MASTERPLAST 2031/I BOND"  
(ISIN IDENTIFIER HU0000360748)**

Dear Bondholders,

**MASTERPLAST Plc.** (registered office: 8143 Sárszentmihály, Árpád utca 1/A; company registration number: 07-10-001342; tax number: 13805300-4-07), as the issuer (the "**Issuer**") of the bonds titled "MASTERPLAST 2031/I BOND" with ISIN identifier HU0000360748, having a 2.90% annual fixed interest rate, due in 2031 (the "**Bond**" or the "**Bonds**") and acting in accordance with Point 13. (*Method of informing interested parties (Bondholders), notifications*) of Chapter III. (*Terms and conditions of the Bonds*) of the Information Document dated 22 September 2021, as prepared in relation to the multilateral trading facility registration of the Bonds (hereinafter the "**Information Document**"), hereby calls upon the holders of the Bonds (hereinafter collectively the "**Bondholders**")

**to submit their written approval or rejection votes regarding the following:**

In light of the current macroeconomic and market conditions and outlook, the Issuer deems it necessary to secure additional sources of financing for its operations. To this end, the Issuer initiated negotiations with a Hungarian credit institution (as lender) for the conclusion of a new credit facility agreement (hereinafter the "**Facility Agreement**"). The maximum amount of the credit facility available under the Facility Agreement would be EUR 7,600,000 or HUF 3,000,000,000 and the tenor of the credit facility is expected to be 3 years.

Pursuant to point 6.2 (*Net Indebtedness Covenant*) of Chapter III (*Terms and conditions of the Bonds*) of the Information Document, the Issuer undertook that during the term of, and until the full performance of its payment obligations under the Bonds, the Issuer will not further increase its Total Debt (as defined in the Information Document) by entering into new agreements or drawing on existing credit facilities or similar instruments, as long as its Net Indebtedness / EBITDA ratio (as defined in the Information Document) exceeds 3.5.

Currently, the abovementioned Net Indebtedness / EBITDA ratio exceeds 3.5. The conclusion of the Facility Agreement and the planned drawdowns thereunder would increase the Issuer's Total Debt. In addition, at the time of the conclusion of the Facility Agreement and the planned drawdowns thereunder the Issuer's Net Indebtedness / EBITDA ratio is expected to continue to exceed 3.5. Without prejudice to the above, the Issuer believes that the conclusion of the Facility Agreement, any planned drawdowns thereunder, and the fulfilment of its obligations under the Facility Agreement should not have a negative effect on the proper operation and profitability of the Issuer.

In view of the above, the Issuer hereby requests the prior, ad-hoc waiver from the Bondholders with respect to the Issuer's obligations set forth in point "6.2 *Net Indebtedness Covenant*" of Section III (*Terms and conditions of the Bonds*) of the Information Document (the "**Covenant**") so that the Bondholders do not consider the conclusion of the Facility Agreement and any drawdowns thereunder as a breach of the Issuer's Covenant.

Please clearly indicate your vote on the ballot form attached to this notice and return the fully executed document to the Issuer by 30 November 2024, either electronically to [horvathzsolt@masterplast.hu](mailto:horvathzsolt@masterplast.hu), or by mail or courier service to the Issuer's address at 8143 Sárszentmihály, Árpád utca 1/A.

Within 3 days following the last day of the voting period, or if all Bondholders' votes are received earlier, within 2 days following the receipt of the last vote, the Issuer will determine the result of the vote and will immediately, but no later than the next business day, inform the Bondholders of the result of the vote and publish the result of the vote on the capital market disclosure sites.

A resolution can only be passed with the unanimous and valid vote of all Bondholders.

The right to vote shall be conferred upon the Bondholder whose status as a Bondholder is verified by the ownership matching process conducted by KELER Zrt. for the purpose of the resolution in accordance with this notice, as of the reference date of 12 November 2024. By signing the voting form each Bondholder is deemed to confirm that its status (as Bondholder) remains unchanged during the period of exercising its voting right.

Sárszentmihály, 19 November 2024

**MASTERPLAST Plc.**  
as Issuer

**Annex 1:** Voting form and draft resolution

ANNEX 1  
VOTING FORM

We, the undersigned, authorized signatories of .....(registered office:.....), as the holder of ..... Bonds (the "Bondholder") issued by MASTERPLAST Plc. (registered office: 8143 Sárszentmihály, Árpád Street 1/A; company registration number: 07-10-001342; tax number: 13805300-4-07; the "Issuer") under the name "MASTERPLAST 2031/I BOND" and with ISIN identifier HU0000360748 (the "Bond" or the "Bonds"), hereby declare in connection with the Bondholder decision-making process initiated in the notice dated 19 November 2024 (the "Notice") and conducted via mail voting, that we will maintain our status as Bondholder for the above number of Bonds until 30 November 2024, and will exercise the voting rights conferred upon the Bondholder as follows.

**Resolution No. 1/2024**

*In accordance with the Information Document dated 22 September 2021, as prepared for the multilateral trading facility registration of the "MASTERPLAST 2031/I BONDS" with a maturity date in 2031 and an annual fixed interest rate of 2.90% (the "Bond" or the "Bonds"), the Bondholders unanimously resolve to grant a prior ad-hoc individual waiver to the Issuer with respect to its obligations set forth in point "6.2 Net Indebtedness Covenant" of Section III (Terms and conditions of the Bonds) of the Information Document.*

*The Bondholders agree that the Issuer's conclusion of one credit facility agreement for an amount up to EUR 7,600,000 or HUF 3,000,000,000, maturing in June 2027, during Q4 of 2024 or any drawdowns thereunder shall not constitute a breach of the Issuer's obligations under point 6.2 (Net Indebtedness Covenant) of Section III (Terms and conditions of the Bonds) of the Information Document.*

The undersigned Bondholder hereby approves resolution No. 1/2024:

Yes

No

Budapest, \_\_ November 2024

\_\_\_\_\_  
Bondholder  
[corporate signature]