

## **INVITATION**

The Board of Directors of  
PANNONPLAST Műanyagipari Nyilvánosan Működő Részvénytársaság  
(H-1097 Budapest, Könyves Kálmán krt. 5/b., hereinafter referred to as the "Company")

hereby convenes the Company's

**extraordinary general meeting**

**to be held at 9.00 a.m., December 19 2006**

The venue of the General Meeting: PANNONPLAST Nyrt's Recreational Center (H-1225 Budapest, Nagytétényi út 67.)

In case the General Meeting fails to constitute a quorum, the repeated General Meeting shall be held at the same venue and with the same agenda at **10.00 a.m. December 19 2006**. The conditions of participation at any repeated General Meeting shall be identical to the conditions of participation in the original General Meeting. The General Meeting repeated for the lack of quorum shall be deemed to constitute a quorum as concerning the issues included in the original agenda as irrespective of the number of persons being present.

Such summoning of the General Meeting has been initiated by Benji Invest Kft. with the Board of Directors for the purposes of discussing agenda item 1 hereunder, and at the same time the said company has confirmed its existing shareholding in the Company that ensures voting rights in excess of 10%. The Board of Directors has complied with such a motion by the shareholder in accordance with Section V.21 of the Company's Articles of Association. At the same time, the Board of Directors has placed the issue of amending the Company's Articles of Association on the agenda as corresponding to Section (2) of Article 336 of Act IV/2006 on business associations.

**With respect to the foregoing, the agenda of the General Meeting shall be as follows:**

- 1. Launching a process of finding appropriate partners for Pannunion Kft. in order to promote the faster expansion of the company in Southern and Eastern Europe.**
- 2. Amendment of the Articles of Association in order to have the Articles of Association comply with Act IV/2006 on business association, as well as to effectuate modifications of certain restrictions on the scope of the Board of Director's competence.**

The Honourable Shareholders are hereby informed on the fact that any decision in connection with agenda item 2 of the General Meeting may be made with at least a  $\frac{3}{4}$  majority vote of the votes actually cast.

As stipulated in Section V.25 of the Company's Articles of Association:

"A person shall be deemed to be entitled to exercise the related membership rights at the General Meeting in case it is the owner of shares on the closing date of ownership identification. At the General Meeting, no person may be excluded from exercising the related membership rights at the General Meeting in case it is the owner of shares on the closing date of ownership identification. On the basis of the information registered in the Shareholders' Ledger, the Company's Board of Directors shall ensure proper practical facilities at the venue of the General Meeting for the shareholders to vote by each share (e.g. voting ticket)."

In addition, Section V.23 of the Company's Articles of Association provides as follows:

“The General Meeting shall be deemed to form a quorum if more than half of the voting shares are present in person or by means of their duly authorized representatives. Such authorization for representation shall be notarized in a public instrument or fully certifying private instrument that shall be submitted to the persons entrusted with keeping the minutes of the General Meeting in the place and time set forth in the letter of invitation for the General Meeting for this purpose, but at the beginning of the General Meeting at the latest.

Any authorization for representation shall be deemed as valid for one General Meeting or a specified period of time, but for a maximum term of 12 months. The validity of the authorization for representation shall cover the continued session of any General Meeting suspended and repeated General Meeting summoned in the lack of quorum.”

In connection with the foregoing, the Honourable Shareholders are hereby informed that any authorization in relation to the General Meeting shall be delivered to the Company's seat as addressed to the Board of Directors by 12.00 a.m., December 18 2006 – after that time, any authorization is requested to be submitted to the Company's representative being in charge of the registration to the General Meeting at the venue of the General Meeting.

The summary of the proposals by the Board of Directors in connection with the issues on the agenda, as well as the proposed resolutions may be overviewed at the Company's seat (H-1097 Budapest, Könyves Kálmán krt. 5/b.) from December 08 2006 to December 18 2006 from 9.00 a.m. to 15.00 p.m. on business days, as well as from 9.00 a.m., December 08 2006 on the homepage of the Budapest Stock Exchange and the Company ([www.pannonplast.hu](http://www.pannonplast.hu)).

We recommend to our Honourable Shareholders to agree on the requirements and related deadlines for their participation in the process of the identification of shareholders to be conducted by KELER Zrt. for any participation in the General Meeting with the investment service-provider managing their securities accounts.

Budapest, November 16 2006

Board of Directors of PANNONPLAST Nyrt.