

## **AMENDMENT TO THE AGENDA**

of the General Meeting of

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

By way of its notice dated as of November 17 2006, the Company has summoned an extraordinary general meeting as having been initiated by one of its shareholders in order to discuss the following agenda items:

- 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 of 2006 on business association, as well as to effectuate modifications of certain restrictions on the scope of the Board of Director's competence.**

In accordance with Section (1)-(2) of Article 230 of Act CXLIV of 1997 on business associations, on November 22 2006 the Company received another proposal from the shareholder, Benji Invest Kft. towards the amendment of the agenda of the extraordinary general meeting to be held at 9.00 a.m. on December 19 2006 (hereinafter referred to as the "General Meeting"). Such a request for the amendment of the agenda of the General Meeting has been put forward by Benji Invest Kft. with reference to certain provisions of Act IV of 2006 on business associations, as well as to the necessity of making additional corporate decisions on the basis of the proposed amendments.

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

- 3. Approval of the modified rules of procedure of the Supervisory Board**
- 4. Election of the members of the Audit Committee**
- 5. Authorization of the Board of Directors for the increase of the shareholders' capital of the Company**

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.

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 22 2006

Board of Directors of PANNONPLAST Nyrt.