

**Resolutions adopted at PANNONPLAST Plastics Industry Public Company Limited by Shares' Extraordinary
General Meeting held on 31 August 2007**

Resolution no. 1/2007 (31/08) by the General Meeting:

The General Meeting ascertains that pursuant to Article 29 of the Company's Articles of Corporation Mr. Balázs Bokorovics shall act as the prosecuting Chairman of the General Meeting held on 31 August 2007.

Ms. Ilona Zseli and Mr. Gábor Briglovics shall act as the minutes certifiers. The General Meeting elects Mrs. Ágnes Kissné Pákai, Mrs. Éva Pálosné Bagócsi and Mr. Dénes Gyimóthy to be the members of the vote count verification committee.

Resolution no. 2/2007 (31/08) by the General Meeting:

For the attendance of the tasks of the Board of Directors and the Supervisory Board, the General Meeting shall set up a uniform Board of Directors in conformance with Section (1) of Article 308 of Act IV of 2006 on Business Associations. Accordingly, the General Meeting shall modify the Company's Articles of Corporation as follows:

- A) The entire Chapter VI (Board of Directors) and VII (Supervisory Board) of the Articles of Corporation shall be cancelled, and thus replaced by the following Chapter VI and VII:

“VI.

BOARD OF DIRECTORS

32. Instead of a separate Board of Directors and Supervisory Board, a Board of Directors effectuating a uniform management system shall be operated at the Company to attend the statutory tasks of the Board of Directors and the Supervisory Board. In the framework of the tasks of the Board of Directors, this uniform Board of Directors shall determine the Company's strategic policies, supervise the operation of the Management. With respect to the priority of the Company's interests, as well as in view to the rights and obligations of the shareholders and any other parties concerned as far as possible, the Board of Directors shall act in reasonable diligence and care.
33. Unless otherwise stipulated in the Articles of Corporation due to the effectuation of employee participation, the Board of Directors shall consist of at least five and maximally eleven natural persons who shall be elected by the General Meeting for definite or indefinite terms. The Chairman of the Board of Directors shall be elected by the members of the Board of Directors among themselves. The member of the Board of Directors entrusted to attend the tasks of the Chief Executive Officer (see Section 38 of Chapter VI) shall be appointed by the members of the Board of Directors among themselves.
34. The majority of the members of the Board of Directors shall be independent persons. Any member of the Board of Directors shall be deemed as independent if apart from the membership in the Board of Directors the same person has no other legal relations with the Company. The members of the Board of Directors shall not be deemed as independent especially if

- a) they are or used to be employees of the Company for a term of five years following the cessation of this legal relation;
- b) they are conducting any activities for the Company or its senior officers in consideration of any counter-value in expert or any other commission engagement;
- c) they are such shareholders of the Company who individually, directly or indirectly control at least thirty percent of the votes cast, or the close relatives [Paragraph b) of Article 685 of the Civil Code] or companions of such persons;
- d) they are close relatives of any of the Company's – not independent – senior officers or senior employees;
- e) in the case of the Company's profitable operations, on the basis of their membership in the Board of Directors they are entitled to receive property benefits, or beyond the remuneration received as members of the Board of Directors they receive any other emolument from the Company or any other enterprise affiliated to the Company;
- f) they are in such legal relations with any of the Company's non-independent member in another business entity wherein the non-independent member has managing or controlling powers;
- g) they have been the Company's independent auditors, or the employees or partners of such auditors for a term of three years following the cessation of this legal relation;
- h) they are senior officers or senior employees in any business entity wherein any of the independent member of the board of directors is the senior officer of the public company limited by shares.

For the purposes of this Chapter, any such business entity shall be deemed to be a subsidiary wherein under the relevant regulations of Act CXX of 2001 on Capital Markets the Company has at least 10 (ten) % direct or indirect influence.

35. Each of the persons appointed for membership in the Board of Directors is obliged to represent either in writing, or in the minutes of the General Meeting whether s/he qualifies to be independent in accordance with the above rules upon the acceptance of such appointment at the latest.
36. The members of the Board of Directors shall be the following persons:
- [persons elected by the General Meeting]
37. The Board of Directors shall establish its own rules of procedures within the framework of these Articles of Corporation, provided that the Board of Directors shall form a quorum if the majority of the actual members are present.
38. Powers of the Board of Directors:
- a) elaboration and acceptance of proposals for the proposals pertaining to issues that belong to the exclusive competence of the General Meeting as in accordance with Section 19 of Chapter V of these Articles of Corporation, as well as the submittal of such proposals to the General Meeting;

- b) attendance of the keeping of the Company's books, ensuring the correctness of the financial and accounting reports;
- c) decisions and measures on issues that do not belong to the exclusive competence of the General Meeting, and rendered to the Board of Directors' scope of competence by the Articles of Corporation, as well as by the related acts and other legal regulations;
- d) decision on the Company's annual and medium-term plans;
- e) election of the Chief Executive Officer (see Section 38 of Chapter VI), as well as the establishment of the Chief Executive Officer's powers and emolument with proper respect to the associated powers of the General Meeting;
- f) decision on the registration of any new shareholder in the Shareholders' Ledger if they have not entrusted any organization with the keeping of the Shareholders' Ledger;
- g) obligation to receive any purchase offer for the Company's shares, as well as to make an opinion thereon, and make a proposal on thereon to the shareholders stating whether such an offer may be deemed as fair and acceptable, or as serving the Company's best interests;
- h) decision on any increase of the share capital under the related authorization of the General Meeting by means of issuing new shares or increasing it from any assets being available in excess of the share capital;
- i) entitlement and obligation to modify the Articles of Corporation in any case of increase in the share capital carried out within the competence of the Board of Directors, and in association with the Company's name, business seat, business sites, branch sites and (except for core activities) the Company's scope of activities;
- j) decision on the acquisition of treasury shares under the related authorization of the General Meeting, as well as in case (i) it is necessitated by the intention to avoid any serious damage directly threatening the Public Company Limited by Shares, or (ii) it is so required by the Act on Business Associations;
- k) decision on the payment of interim dividends;
- l) decision on the acceptance of any interim balance sheet in association with the acquisition of treasury shares, the payment of interim dividends or any increase of the share capital as covered by assets in excess of the actual share capital;
- m) decision on the issue of convertible bonds or employee shares under the related authorization of the General Meeting;
- n) establishment of strategic policies and participation in the elaboration of the strategy, establishment of business and financial plans, major capital expenditures, control over property acquisition and capital withdrawal, establishment of succession policy in the management;
- o) formulation of company objectives, as well as the supervision and monitoring of the continuous accomplishment of such objectives;

- p) establishment of the remuneration principles for the Management with proper respect to the relevant powers of the General Meeting (see Section 19 of Chapter V), the supervision of Management activities and taking the appropriate measures as necessary, the execution of the share option program operated at the Company;
 - q) handling of conflicts of interests, elaboration of the Company's Ethical Code;
 - r) establishment of risk management principles to ensure the proper mapping of risk factors, the appropriateness of internal control mechanisms, as well as the related regulatory and supervisory system to handle such risks and legal compliance;
 - s) elaboration of the mechanism for the nomination of the members to the Board of Directors, proposals on the emoluments of the members;
 - t) formulation of principles pertaining to the transparency of the Company's operations and the disclosure of material corporate information, as well as the supervision of the observance of such principles;
 - u) continuous supervision of the efficiency of the practice of corporate management;
 - v) establishment of contacts with the shareholders on the appropriate level and with proper frequency;
 - w) preparation of the responsible corporate governance report to be submitted to the Budapest Stock Exchange, and the propoundment of the same to the annual ordinary General Meeting;
 - x) conclusion of the contract to be made with the auditor as prepared by the Audit Committee [Paragraph c.) of 46.3 of the Articles of Corporation], examination of the reports prepared in accordance with the Act on Accounting, as well as the proposal of the Board of Directors on the allocation of profits and the establishment of dividends, the making of a written report thereon to the General Meeting;
 - y) summoning of any extraordinary General Meeting, and the making of a proposal on the agenda of such a General Meeting if at the sole discretion of the Board of Directors the activities of the Management are in conflict with any legal regulation, the Articles of Corporation or any of the General Meeting's resolutions, or otherwise to the detriment of the Company's or the shareholders' interests;
 - z) attendance of the statutory tasks of the Supervisory Board;
 - aa) attendance of any other statutory tasks.
39. The head of the Company's work organization shall be the member of the Board of Directors appointed to attend the tasks of the Chief Executive Officer who shall exercise employer's rights over the Company's employees as described in Section (2) of Article 28 of the Act on Business Associations. Pursuant to the relevant legal regulations in special cases or within the framework of any specific administrative tasks, the said member may transfer these latter powers to the Company's senior employees. If the Board of Directors is in office in the framework of a labour engagement, the employer's rights over the Chief Executive Officer shall be exercised by the Board of Directors.

40. Decisions by the Board of Directors shall be made by a simple majority. In the event of any equality of votes, it shall be the vote of the Chairman to decide. The Board of Directors' prior approval is required for all and any legal matters involving on the one hand (i) the Company or (ii) any of its subsidiaries, and on the other hand (i) the members to the Company's Board of Directors, (ii) any managers authorized to put corporate signature or their close relative (Paragraph b) of Article 685 of the Civil Code), or (iii) such companies that have granted any income belonging to the scope of taxation or social security contributions to a member to the Board of Directors, to a manager authorized to put corporate signature or to any of their close relatives, or the senior officer of such a company or any person that can be deemed to be under the direct control of such a company under Paragraph b) of Article 685 of the Civil Code. The member of the Board of Directors concerned is obliged to inform the Board of Directors promptly on such involvement in the given matter as after becoming aware of the conclusion of the agreement or any acts towards this end. The member to the Board of Directors concerned may not cast a vote in the matter in question.

VII.

AUDIT COMMITTEE

41. From among the independent members of the Board of Directors, the General Meeting shall elect an Audit Committee consisting of at least (3) members.
42. The Audit Committee shall be competent in:
- a) formulation of their opinion on any report prepared in accordance with the Act on Accounting;
 - b) making of proposals on the person of the auditor and the emoluments thereof;
 - c) preparation of the contract to be made with the auditor;
 - d) monitoring of the enforcement of professional requirements and the regulations on the conflict of interests against the auditor, attendance of tasks in relation to the cooperation with the auditor, as well as the making of proposals on measures to be taken by the Board of Directors as necessary;
 - e) evaluation of the operation of the financial reporting system, the making of proposals on any measure to be taken;
 - f) provision of assistance to the work of the Board of Directors towards the proper control of the financial reporting system.
43. The members of the Audit Committee shall be the following persons:
- [members of the Board of Directors elected by the General Meeting to act as the members of the Audit Committee]
44. [cancelled]
45. [cancelled]

46. [cancelled]"

Pannonplast Műanyagipari Nyrt.

B) References of the Articles of Corporation to the Board of Directors and Supervisory Board – including without limitations references in Section 11.2., 11.3.1., 11.4., 11.9., 16.1., 17.2., 17.3., 19. e), 19. g), 19. s)-t), 19. z), 20. a)-c), 20. e), 20. g), 21. b), 22.1., 22.2., 22.3., 23., 25., 29., 50., 56.2. and 60.2 of the Articles of Corporation – shall be modified to pertain to the uniform Board of Directors, Section 19.t) of Chapter V of the Articles of Corporation, as well as Section 3 of Article 21 shall be consistently cancelled.

Resolution no. 3/2007 (31/08) by the General Meeting:

In response to the prosecuting Chairman's proposal on the order of procedures of the General Meeting, the General Meeting has resolved that with respect to the setting up of the uniform Board of Directors there should be a single resolution passed on the recall of the members of the Board of Directors and the Supervisory Board.

Resolution no. 4/2007 (31/08) by the General Meeting:

As coming to effect upon the closing of this General Meeting, the General Meeting recalls Mr. Balázs Bokorovics, Mr. Dénes Gyimóthy, Mr. Attila Juhász, Mr. Géza Somogyváry, Mr. Balázs Szabó, Mr. István Töröcskei from their offices in the Board of Directors. As coming to effect upon the closing of this General Meeting, the General Meeting recalls Ms. Klára Deák, Mr. Géza Lenk, Dr. Gyula Pázmándi from their offices in the Supervisory Board.

Resolution no. 5/2007 (31/08) by the General Meeting:

As of the closing of this General Meeting, the General Meeting elects Mr. Balázs Bokorovics (place of residence: H-3533 Miskolc, Árvíz utca 2/a 6.2; mother's name: Magdolna Jakupcsó) to act as the member of the Board of Directors for an indefinite term.

Resolution no. 6/2007 (31/08) by the General Meeting:

As of the closing of this General Meeting, the General Meeting elects Mr. Dénes Gyimóthy (place of residence: 94501 Komarno, M.R. Stefanika 2/9., Slovakia; mother's name: Antónia Ruppert) to act as the member of the Board of Directors for an indefinite term.

Resolution no. 7/2007 (31/08) by the General Meeting:

As of the closing of this General Meeting, the General Meeting elects Mr. Attila Juhász (place of residence: H-2251 Tápiószecső, Kossuth Lajos u. 4.; mother's name: Julianna Borsik) to act as the member of the Board of Directors for an indefinite term.

Resolution no. 8/2007 (31/08) by the General Meeting:

As of the closing of this General Meeting, the General Meeting elects Mr. István Töröcskei (place of residence: H-1125 Budapest, Kútvolgyi út 24/B 1.4.; mother's name: Ilona Jaeger) to act as the member of the Board of Directors for an indefinite term.

Resolution no. 9/2007 (31/08) by the General Meeting:

As of the closing of this General Meeting, the General Meeting elects Mr. Gábor Briglovics (place of residence: H-1121 Budapest, Csorna u. 1.; mother's name: Gertrúd Juhász) to act as the member of the Board of Directors for an indefinite

Resolution no. 10/2007 (31/08) by the General Meeting:

As of the closing of this General Meeting, the General Meeting elects Mr. Attila Juhász (place of residence: H-2251 Tápiószecső, Kossuth Lajos u. 4.; mother's name: Julianna Borsik) to act as the member of the Audit Committee for an indefinite term.

Resolution no. 11/2007 (31/08) by the General Meeting:

As of the closing of this General Meeting, the General Meeting elects Mr. István Töröcskei (place of residence: H-1125 Budapest, Kútvolgyi út 24/B 1.4.; mother's name: Ilona Jaeger) to act as the member of the Audit Committee for an indefinite term.

Resolution no. 12/2007 (31/08) by the General Meeting:

As of the closing of this General Meeting, the General Meeting elects Mr. Gábor Briglovics (place of residence: H-1121 Budapest, Csorna u. 1.; mother's name: Gertrúd Juhász) to act as the member of the Audit Committee for an indefinite term.

Resolution no. 13/2007 (31/08) by the General Meeting:

The General Meeting hereby establishes the individual face value of the equity shares issued by the Company to be HUF 20, and orders the replacement of the currently traded equity shares so that instead of each equity share with a current face value of HUF 100 five shares with an individual face value of HUF 20 should be produced. As a result of such replacement of the shares having been formerly issued by the Company for new shares in association with the reduction of their face values, the Company's registered capital shall consist of 21,054,655 (twenty-one million fifty-four thousand six hundred and fifty five) dematerialized equity shares with an individual face value of HUF 20, that is Twenty Hungarian Forints, instead of the current 4,210,931 (four million two hundred ten thousand nine hundred and thirty-one) dematerialized equity shares with an individual face value of HUF 100, that is One Hundred Hungarian Forints. The General Meeting authorizes the Board of Directors to establish the detailed conditions of the above-described conversion by way of its resolution, and inform the Company's shareholders accordingly within five business days following the registration of the modification of the provisions of the Company's Articles of Corporation affected by the change of the face value by the Company Registry Court.

Resolution no. 14/2007 (31/08) by the General Meeting:

The General Meeting modifies Section 8 of the Company's Articles of Corporation as follows:

“8. Shares of the Company:

The Company's registered capital consists of 21,054,655 dematerialized equity shares of HUF 20, that is Twenty Hungarian Forints each, representing the same and equal membership rights; such shares comprises a single series of securities.”

Resolution no. 15/2007 (31/08) by the General Meeting:

The General Meeting authorizes the Board of Directors to acquire the Company's treasury shares in stock-exchange trading at any price corresponding to at least HUF 1, and at a maximum of 300% of the equity value per share as disclosed in the last quarter's flash report submitted to the Budapest Stock Exchange from time to time (obviously with respect to the reduction of the face value of the Company's shares due to the stock splitting, as well as the concurrent increase in the number of shares) with the additional condition that the volume of treasury shares held by the Company may not at any time exceed 10% of the equity or any other maximum value stipulated in the relevant legal regulations (in case the 10% statutory limit should be modified during the effective term of this authorization). This authorization shall be granted for a term of 18 months as from the date of this Resolution by the General Meeting, and aims at the establishment of the optimal capital structure, as well as offering the option to the Board of Directors to intervene towards the stabilization of share prices in the event of any price fluctuation at the stock exchange to the extent otherwise allowed by the relevant legal regulations pertaining to the capital markets.

Resolutions no. 1–15/2007 (31/08) by the General Meeting were adopted by the repeated General Meeting held from 9:30 a.m. on 31 August 2007, as the General Meeting summoned for 8:30 a.m. had not formed a quorum in view to the number of attendees.

Pannonplast Plc's Board of Directors