

Announcement on the calling of an Extraordinary General Meeting

GEKOPLAST S.A.

on 30th November 2020 at 12:00

The Management Board of Gekoplast S.A. with its headquarters in Krupski Młyn at ul. Krasickiego 13, entered into the Register of Entrepreneurs kept by the District Court in Gliwice, 10th Commercial Division of the National Court Register, under the number KRS 0000357223 ("the Company"), acting pursuant to article 399 §1, and article 402 §1 of the Commercial Companies Code, calls an Extraordinary General Meeting to be held on November 30, 2020 at 12:00 at the Company's registered office, i.e. in Krupski Młyn, (42-693) at ul. Krasickiego 13.

Agenda of the meeting:

1. Opening of the Extraordinary General Meeting.
2. Election of the chairman of the Extraordinary General Meeting.
3. Resignation from the election of the Ballot-counting Committee.
4. Confirmation that the Extraordinary General Meeting has been properly convened and is capable of adopting resolutions.
5. Adoption of the agenda.
6. Adoption of a resolution on authorizing the Management Board by the General Meeting of the Company to purchase its own shares pursuant to article 362 § 1 point 8 of the Commercial Companies Code.
7. Adoption of a resolution on amending the Articles of Association.
8. Closing of the Extraordinary General Meeting.

Proposed content of the draft resolutions:

Resolution on authorizing the Management Board by the General Meeting of the Company to purchase own shares pursuant to article 362 § 1 point 8 of the Commercial Companies Code.

The General Meeting of the Company hereby resolves as follows:

§ 1

The General Meeting of the Company, acting pursuant to article 362 § 1 point 8 in connection with article 362 § 2 and article 393 point 6 of the Commercial Companies Code, expresses consent to the acquisition of own shares by the Company and authorizes the Management Board of the Company to acquire its own shares by the Company on the terms and conditions set out in this Resolution, and at the same time authorizes the Management Board of the Company to indicate the purpose of the acquisition of own shares by a resolution of the Management Board.

§ 2

1. As part of the acquisition of own shares pursuant to article 362 § 1 point 8, the subject of purchase may be series F own shares fully covered in the number not exceeding 1,211,742 (in words: one million two hundred eleven thousand seven hundred and forty two) shares with a nominal value of PLN 1.00 each, with a total nominal value not exceeding PLN 1,211,742.00 (in words: one million two hundred eleven thousand seven hundred and forty two Polish zlotys). The owner of the shares to be acquired is currently Finest S.P.A.
2. The shares will be purchased for a price not lower than 1.5 EUR. (in words: one euro and fifty euro cents for each share, and not more than 1.8 EUR (in words: one euro and eighty euro cents), and the total remuneration for the purchased shares will not exceed EUR 2,181,135.6 (in words: two million one hundred eighty one thousand one hundred and thirty five euros and sixty cents).
3. The acquisition of the Company's own shares may take place within a period not longer than five (in words: five) years from the date of this resolution.
4. The total amount that the Company will allocate for the acquisition of its own shares may not exceed the amount on the reserve capital created for the implementation of this resolution, i.e. the amount of PLN 12,000,000 (in words: twelve million Polish zlotys), converted at the NBP rate on the date of purchase including, apart from the price of the purchased own shares, also the costs of their purchase.

§ 3

1. The General Meeting, in order to finance the acquisition of its own shares by the Company pursuant to article 362 § 1 point 8, this is the purpose of financing the acquisition referred to in § 2 paragraph 1 of this Resolution creates the reserve capital.
2. The amount of the reserve capital is determined at PLN 12,000,000 (in words: twelve million Polish zlotys).
3. The reserve capital shall be allocated for the purchase of own shares along with the costs of their purchase in order to finance the purchase referred to in § 2 sec. 1 of this Resolution.
4. In connection with the creation of the reserve capital referred to in paragraph 1 hereinabove, the General Meeting resolves to allocate PLN 12,000,000 (twelve million Polish zlotys) from the supplementary capital and to transfer it to the reserve capital, mentioned hereinabove.

§ 4

1. The Management Board of the Company is authorized to define the detailed conditions for the purchase of shares within the scope of the authorization specified in this resolution, as well as to take other actions necessary to implement this resolution. The Management Board of the Company is authorized to take all factual and legal actions necessary to acquire the Company's own shares pursuant to article 362 § 1 point 8 of the Commercial Companies Code in accordance with the content of this resolution, including the determination of the purchase price of one own share and the number of own shares purchased, as well as, in particular, the submission of all necessary applications and statements.
2. The Management Board may resign or terminate the acquisition of own shares before the expiry of the deadline for the authorization indicated in §2 section 3 of this resolution or before the purchase

of the maximum number of own shares provided for in this resolution. This resolution does not oblige the Management Board to purchase its own shares.

§5

This resolution shall enter into force on the date of registration of the amendments to the Articles of Association specified in Resolution No. 5/11/2020 of 30/11/2020.

Resolution on amending the Articles of Association

The General Meeting of the Company hereby resolves as follows:

§ 1

1. The General Meeting of the Company decides to add to the Articles of Association the content of § 5a, which reads as follows:

"§5a

1. Shares may be redeemed. Shares may be redeemed with the consent of the shareholder by their acquisition by the company (voluntary redemption) under the terms specified by the General Meeting.
2. Shares may be redeemed by reducing the share capital, including pure profit.
3. The rules of redemption of the Company's shares are each time defined by a resolution of the General Meeting.
4. The General Meeting of Shareholders is authorized to create supplementary and reserve capital in the Company"

§ 2

1. The rationale for the amendment to the Company's Articles of Association is the necessity to introduce capital changes in the Company.
2. The Supervisory Board of the Company is authorized to adopt the consolidated text of the Articles of Association, including the changes introduced by this resolution.
3. The resolution shall enter into force on the day of its adoption.