



Mayr-Melnhof Karton Aktiengesellschaft

Vienna, Commercial Register No. 81906 a

ISIN AT0000938204

(“Company”)

Convening of the 28th Ordinary Shareholders’ Meeting

Mayr-Melnhof Karton Aktiengesellschaft

for 10:00 am, CEST, on Wednesday, April 27th, 2022

Location of the Shareholders’ Meeting as set out in Section 106 (1) of the Austrian
Stock Corporation Act (AktG)

in the Wiener Börsensäle, 1010 Vienna, Wipplingerstrasse 34

I. ORDINARY SHAREHOLDERS' MEETING AS A VIRTUAL EVENT

**1. COVID-19 Company Law Act (COVID-19-GesG) and COVID-19 Company
Law Ordinance (COVID-19-GesV)**

In the interests of affording shareholders and other participants the safest possible means of protection, the Management Board has decided to make use of the legal provision for a virtual Ordinary Shareholders' Meeting.

The Ordinary Shareholders' Meeting of **Mayr-Melnhof Karton Aktiengesellschaft** on **April 27th, 2022**, will be held as a “virtual Ordinary Shareholders' Meeting” in accordance with Section 1 (2) COVID-19-GesG, Federal Law Gazette I No. 16/2020 as amended by Federal Law Gazette I No. 246/2021 and COVID-19-GesV (Federal Law Gazette II No. 140/2020 as amended by Federal Law Gazette II No. 609/2021), taking into account the interests of both the Company and the participants.

This means that, in accordance with the resolution of the Management Board, shareholders and their representatives (with the exception of the special proxies as defined in Section 3 (4) COVID-19-GesV) cannot be physically present at the Ordinary Shareholders' Meeting of **Mayr-Melnhof Karton Aktiengesellschaft** on **April 27th, 2022**.

The virtual Shareholders’ Meeting will be held in the physical presence of the Chairman of the Supervisory Board, at least one Deputy Chairman of the Supervisory Board, the Chairman of the Management Board as well as the other members of the Management Board, the certifying public notary and the four special proxies nominated by the Company in the **Wiener Börsensäle, 1010 Vienna, Wipplingerstrasse 34**.

Holding the Ordinary Shareholders' Meeting as a virtual Ordinary Shareholders' Meeting in accordance with COVID-19-GesV will result in modifications to the proceedings of the Ordinary Shareholders' Meeting as well as to how shareholders' rights are exercised.

Voting rights, the right to submit motions for resolutions and the right to object will be exercised exclusively by one of the special proxies proposed by the Company in accordance with Section 3 (4) COVID-19-GesV.

The right to information can be exercised in the virtual Ordinary Shareholders' Meeting by the shareholders themselves by way of electronic communication, namely by submitting the questions in text form exclusively by e-mail directly to the Company's e-mail address **fragen.mm@hauptversammlung.at**, provided that the shareholders have submitted a safe custody receipt as defined in Section 10a AktG in due time in accordance with section IV and have authorized a special proxy in accordance with section V.

2. Transmission of the Ordinary Shareholders' Meeting via the Internet

The Ordinary Shareholders' Meeting will be broadcast in full acoustically and visually in real time on the Internet in accordance with Section 3 (1), (2) and (4) COVID-19-GesV in conjunction with Section 102 (4) AktG.

This is permissible under data protection legislation having regard to the legal basis provided by Section 3 (1), (2) and (4) COVID-19-GesV.

All shareholders of the Company can participate in the Ordinary Shareholders' Meeting on **April 27th, 2022**, starting at approximately 10:00 am, CEST, using suitable technical means (e.g. computer, laptop, tablet or smartphone, as well as an Internet connection with sufficient bandwidth for streaming videos) over the Internet at **www.mm.group/en/** as a virtual shareholders' meeting. No registration or login is required to follow the Ordinary Shareholders' Meeting.

Broadcasting the Company's virtual Ordinary Shareholders' Meeting over the Internet gives all shareholders the opportunity to follow the proceedings of the Ordinary Shareholders' Meeting, and in particular the presentation by the Management Board, the replies to shareholders' questions, and the voting procedure in real time through this one-way audio and visual link.

It should be noted that this live transmission as a virtual Ordinary Shareholders' Meeting does not allow remote participation (Section 102(3)(2) AktG) or remote voting (Section 102(3)(3) AktG and Section 126 AktG) and that the transmission over the Internet is not a two-way communication. The individual shareholder can therefore only follow the course of the Ordinary Shareholders' Meeting. Shareholders will therefore be unable to make a request to speak via this link.

It should also be noted that the Company is only responsible for the use of technical communications equipment to the extent that this can be attributed to its area of responsibility (Section 2 (6) COVID-19-GesV).

For the rest, reference is made to the information on the organizational and technical requirements for participation in accordance with Section 3 (3) in conjunction with Section 2 (4) COVID-19-GesV ("**Participation Information**").

II. AGENDA

1. Presentation of the annual financial statements including the management report and the consolidated corporate governance report, the consolidated financial statements including the management report of the Group, the proposed allocation of profit and the report of the Supervisory Board for the financial year 2021
2. Resolution on the allocation of the balance sheet profit
3. Resolution on the discharge of the members of the Management Board for the financial year 2021
4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2021
5. Resolution on the remuneration of the members of the Supervisory Board for the financial year 2021
6. Appointment of the auditor and the Group auditor for the financial year 2022
7. Resolution on the remuneration report
8. Resolution on the revised principles for the remuneration (remuneration policy) of the members of the Management Board and the Supervisory Board
9. Resolution on
 - a) the creation of Authorized Capital [Authorized Capital 2022]
 - (i) in full compliance with the statutory subscription right, as well as in the sense of the indirect subscription right in accordance with Section 153 (6) AktG,
 - (ii) with authorization to exclude subscription rights,
 - (iii) with the possibility of issuing the new shares against non-cash contributions
 - and
 - b) the amendment of the Articles of Association by the addition of a new Section 4 (5)

III. DOCUMENTS FOR THE ORDINARY SHAREHOLDERS' MEETING; PROVISION OF INFORMATION ONLINE

In accordance with Section 108 (3) and (4) AktG, the following documents in particular will be available on the Company's website as entered in the commercial register at www.mm.group/en/ and <https://www.mm.group/en/for-investors/ordinary-shareholders-meeting/> from **April 6th, 2022** at the latest:

- **Participation Information:** Information on the organizational and technical requirements for participation in accordance with Section 3 (3) in conjunction with Section 2 (4) COVID-19-GesV,
- Annual Report 2021, with consolidated financial statements and Group management report,
- Annual financial statements with management report 2021,
- Consolidated corporate governance report 2021,
- Consolidated non-financial report 2021,
- Report of the Supervisory Board 2021,
- Remuneration report 2021,
- Remuneration policy 2022 (revised principles for the remuneration of the members of the Management Board and the Supervisory Board),
- Proposal for the appropriation of earnings,
- Resolutions proposed by the Management Board and the Supervisory Board on agenda items 2 to 9,
- Report of the Management Board in accordance with section 170 (2) AktG in conjunction with section 153 (4) sentence 2 AktG on agenda item 9 - Exclusion of subscription rights, authorized capital,
- Authorization form for the special proxies in accordance with Section 3 (4) COVID-19-GesV,
- Question form,
- Form for revoking a power of attorney,
- Full text of the notice convening the 28th Ordinary Shareholders' Meeting.

IV. RECORD DATE AND REQUIREMENTS FOR PARTICIPATION IN THE ORDINARY SHAREHOLDERS' MEETING

The entitlement to participate in the virtual Ordinary Shareholders' Meeting and to exercise voting rights and other shareholder rights to be asserted in the course of this virtual Ordinary Shareholders' Meeting in accordance with COVID-19-GesG and COVID-19-GesV will be determined by shareholdings at the close of **April 17th, 2022**, (12.00 midnight, CEST) (**record date**).

Only persons who are shareholders on the record date and provide evidence thereof to the Company are entitled to participate in and exercise their shareholder rights in this virtual Ordinary Shareholders' Meeting in accordance with COVID-19-GesG and COVID-19-GesV.

The shareholding is to be evidenced by submission of a safe custody receipt in accordance with section 10a AktG, to be received by the Company no later than 12.00 midnight (CEST) on **April 22nd, 2022** exclusively by one of the following methods communication at one of the addresses stated below:

(i)	Submission of a safe custody receipt in text form meeting the requirements of item V section 17 (8) of the Articles of Association
By fax	+43 1 8900 500 - 93
By e-mail	anmeldung.mm@hauptversammlung.at (Please supply any safe custody receipt in PDF format)
(ii)	Submission of the safe custody receipt in written form
By mail or courier	Mayr-Melnhof Karton Aktiengesellschaft c/o HV-Veranstaltungsservice GmbH 8242 St. Lorenzen am Wechsel, Köppel 60
By SWIFT	GIBAATWGGMS (Message type MT598 or MT599, ISIN AT0000938204 must be clearly indicated in the text)

It will **not** be possible to appoint a **special proxy and to exercise the shareholders' right to information without a safe custody receipt** being received by the Company in due time.

Shareholders are requested to contact their depositary bank to arrange for a safe custody receipt to be issued and submitted.

The record date will have no consequences for the salability of the shares and has no significance for dividend entitlement.

Safe custody receipt in accordance with Section 10a AktG

The safe custody receipt must be issued by the depositary bank headquartered in a state which must be either a member state of the European Economic Area or a full member of the OECD and must contain the following data (Section 10a (2) AktG):

- Information on the issuer: name/name of company and address or a code used for transactions between banks (SWIFT code),
- Information on the shareholder: name/name of company, address, date of birth for individuals, register and register number for legal entities, if applicable,
- Information on the shares: number of shares held by the shareholder, ISIN AT0000938204 (International Securities Identification Number),
- Custodian account number, securities account number, or other designation,
- Time or period to which the safe custody receipt relates.

The safe custody receipt as evidence for the shareholding and entitlement to participation in the Ordinary Shareholders' Meeting must refer to the record date of **April 17th, 2022**, (12.00 midnight, CEST).

The safe custody receipt will be accepted in German or English.

V. APPOINTMENT OF A SPECIAL VOTING PROXY AND THE PROCEDURE TO BE FOLLOWED IN THIS RESPECT

Every shareholder who is entitled to participate in the virtual Ordinary Shareholders' Meeting in accordance with COVID-19-GesG and COVID-19-GesV and who has provided proof of this to the Company in accordance with the stipulations in section IV of this convening notice has the right to appoint a special proxy.

In accordance with Section 3 (4) COVID-19-GesV, the submission of a proposal for a resolution, the casting of votes and the raising of an objection at this virtual Ordinary Shareholders' Meeting of **Mayr-Melnhof Karton Aktiengesellschaft** on **April 27th, 2022**, may only be performed by one of the special proxies, whose costs are borne by the Company.

The following persons, who are eligible and independent of the Company, are proposed as special proxies:

- (i) Attorney Dr. Marie-Agnes Arlt, LL.M.
c/o a2o.legal - Kooperation selbständiger Rechtsanwälte
1010 Vienna, Ebendorferstrasse 6/10
arlt.mm@hauptversammlung.at
- (ii) Dr. Michael Knap,
Member of the Management Board
IVA Interessenverband für Anleger
1130 Vienna, Feldmühlgasse 22
knap.mm@hauptversammlung.at
- (iii) Thomas Niss,
c/o Coown Technologies GmbH
1040 Vienna, Gusshausstrasse 3/2
niss.mm@hauptversammlung.at
- (iv) Attorney Ewald Oberhammer, LL.M.
c/o Oberhammer Rechtsanwälte GmbH
1010 Vienna, Karlsplatz 3/1
oberhammer.mm@hauptversammlung.at

Each shareholder may select one of the four persons named above as his or her special proxy and issue a power of attorney to this person.

The granting of a power of attorney to another person is not permissible in accordance with Section 3 (4) COVID-19- GesV.

A separate **authorization form** is available on **April 6th, 2022** at the latest on the Company's **website** at **www.mm.group/en/** or **<https://www.mm.group/en/for-investors/ordinary-shareholders-meeting/>** for the purpose of granting power of attorney to the special proxies. You are requested to use this authorization form.

The regulations contained in the **Participation Information** must be observed with regard to the granting of powers of attorney, the transmission options provided for this purpose and the deadlines.

Personal delivery of the power of attorney at the place of assembly is explicitly excluded.

VI. NOTICE OF THE RIGHTS OF THE SHAREHOLDERS IN ACCORDANCE WITH SECTIONS 109, 110, 118 AND 119 AKTG

1. Additions to the agenda by shareholders in accordance with Section 109 AktG
Shareholders whose shares individually or collectively amount to 5% of the share capital and who have been holders of such shares for at least three months prior to the application may request in writing that **additional items be included in the agenda** of this Ordinary Shareholders' Meeting and announced, provided that such request is made in writing and sent by post or courier to the Company no later than **April 6th, 2022** (12.00 midnight, CEST) exclusively to the address **1040 Vienna, Brahmplatz 6, Investor Relations Department, Attn. Mr. Stephan Sweerts-Sporck**, or by e-mail, with a qualified electronic signature to **investor.relations@mm.group** or by SWIFT to the address GIBAAT-WGGMS. "In writing" means signed by hand or in the company name of each applicant or, if by e-mail, with a qualified electronic signature or, if by SWIFT, with Message Type MT598 or Type MT599, and it is essential that ISIN AT0000938204 be indicated in the text.

Each agenda item requested in this way must contain a proposal for resolution and justification. The agenda item and the proposed resolution, but not its justification, must in any case also be written in German. The shareholder must provide evidence of their capacity as shareholder by providing a safe custody receipt in accordance with Section 10a AktG, confirming that the shareholder making the request has been the holder of the shares for a minimum period of three months prior to making the request; such receipt should be issued no longer than 7 days before its presentation to the Company. Several safe custody receipts for shares, which only together represent the participation level of 5%, must refer to the same time (day, time).

Reference is made to the statements concerning eligibility to participate with regard to the other requirements for the safe custody receipt (section IV. of this convening notice).

2. Proposals for resolutions by shareholders for the agenda in accordance with Section 110 AktG

Shareholders whose shares together amount to 1 % of the share capital may submit written **proposals for resolutions** for each item on the agenda, including reasons therefor, and request that such proposals, together with the names of the shareholders concerned and any statements thereto by the Management Board or Supervisory Board be made available on the Company website entered in the company register, provided such request is received by the Company no later than **April 15th, 2022** (12.00 midnight, CEST) either by fax to **+43 (0) 1 50136 91195** or by mail to **Brahmsplatz 6, 1040 Vienna, Investor Relations Department, Attn. Mr. Stephan Sweerts-Sporck**, or by e-mail to **investor.relations@mm.group**, whereby the request must be in a text form, e.g. PDF, and attached to the e-mail. If text form within the meaning of Section 13 (2) AktG is required for declarations, the declaration must be made in a document or in another manner suitable for permanent reproduction in writing, the person making the declaration must be named, and the conclusion of the declaration must be made recognizable by reproduction of the signature or otherwise. The proposed resolution, but not its justification, must in any case also be written in German.

The shareholder status must be evidenced by submission of a safe custody receipt in accordance with Section 10a AktG, which should be issued no earlier than seven days before its presentation. Several safe custody receipts for shares, which only together represent the participation level of 1 %, must refer to the same time (day, time).

Reference is made to the statements concerning eligibility to participate with regard to the other requirements for the safe custody receipt (section IV. of this convening notice).

3. Shareholders' right to information in accordance with Section 118 AktG

Upon request, each shareholder is entitled to receive information on the matters of the Company during the Ordinary Shareholders' Meeting, to the extent that such information is necessary for the proper evaluation of an item on the agenda. The obligation to disclose information also extends to the legal relationships of the company to an affiliated company, and to the situation of the Group and to the companies included in the consolidated financial statements.

The information may be refused if, in reasonable entrepreneurial assessment, such information is capable of causing serious disadvantage to the company or an affiliated company, or if its disclosure were to constitute a criminal offense.

A prerequisite for the exercise of the shareholders' right to information is the proof of eligibility to attend (section IV. of the convening notice) and the granting of a corresponding power of attorney to the special proxy (section V. of the convening notice).

Explicit reference is made to the fact that the **right to information and the right to speak during this virtual Ordinary Shareholders' Meeting** may be exercised by the shareholders themselves by way of electronic mail exclusively by transmitting questions or the contribution by e-mail directly to the Company exclusively at the e-mail address **fragen.mm@hauptversammlung.at**.

Shareholders are requested to submit all **questions in advance in text form** by e-mail to the address **fragen.mm@hauptversammlung.at** so that they are **received** by the Company no later than the third working day prior to the Ordinary Shareholders' Meeting, i.e. by **April 22nd, 2022**. This serves to ensure the efficiency of the meeting in the interest of all participants in the Ordinary Shareholders' Meeting, in particular for issues that require a lengthy period of preparation.

This will allow the Management Board to prepare as accurately as possible and to answer the questions you ask as promptly as possible.

We would ask you to use the **question form**, which is available on the Company's website at **www.mm.group/en/** and **https://www.mm.group/en/for-investors/ordinary-shareholders-meeting/**. If this question form is not used, the person (name/company, date of birth/company register number of the shareholder) must be named in the corresponding e-mail. We would also ask you to include your custodian account number in the e-mail in order to enable the Company to establish the identity of and conformity with the safe custody receipt.

Please note that the **Chair may impose reasonable time restrictions** during the Ordinary Shareholders' Meeting.

More detailed information and procedures for the exercise of shareholders' right to information in accordance with Section 118 AktG are set out in the **Participation Information**.

4. Motions by shareholders in accordance with Section 119 AktG

Every shareholder is entitled – irrespective of a specific shareholding – to submit motions at the virtual Ordinary Shareholders' Meeting in accordance with the provisions of COVID-19-GesG and COVID-19-GesV through his or her special proxy for each item on the agenda.

However, motions may only be transmitted to the proxy authorized by the relevant shareholder and submitted by the latter at the Ordinary Shareholders' Meeting.

The point in time up to which instructions on the submission of motions to the special proxy are possible will be determined by the Chair in the course of the virtual Ordinary Shareholders' Meeting.

The **prerequisite** for this is **proof of the right to participate** in accordance with section IV of this convening notice **and** the granting of a corresponding **power of attorney to a special proxy** in accordance with section V of this convening notice.

Further information and procedures for the exercise of the shareholders' right to submit applications in accordance with Section 119 AktG are set out in the **Participation Information**.

5. Information for shareholders relating to data protection

As controller, Mayr-Melnhof Karton Aktiengesellschaft, Brahmplatz 6, A-1040 Vienna, processes shareholders' **personal data** (in particular those in accordance with Section 10a (2) AktG, i.e. name, address, date of birth, securities account number, number of shares held by the shareholder, possible class of shares, voting slip number, and where applicable name and date of birth of any proxy) in order to enable shareholders to participate and exercise their rights during the Ordinary Shareholders' Meeting. These data are supplied to Mayr-Melnhof Karton Aktiengesellschaft directly by the data subjects or, at their instruction, by banks administering their securities accounts.

The legal basis for such processing is **Article 6 (1) c) of the GDPR**. The processing of shareholders' personal data is essential for shareholders and their representatives to participate in the Ordinary Shareholders' Meeting and to hold it in accordance with the Austrian Stock Corporation Act, as it is not possible to participate and exercise rights properly without the provision of data.

Mayr-Melnhof Karton Aktiengesellschaft employs external **service businesses** such as notaries, attorneys, banks and IT service providers in order to hold the Ordinary Share-

holders' Meeting. They only receive such personal data from Mayr-Melnhof Karton Aktiengesellschaft that are necessary for them to perform the service they are commissioned to provide. There is no intention to transfer data to locations outside of the EEA/EU. If a shareholder attends the Ordinary Shareholders' Meeting, all other shareholders present, or their representatives, members of the Management Board or Supervisory Board, the notary public and all other persons with a legal right of participation may inspect the **attendance list** prescribed by law (Section 117 AktG) and view the personal data listed therein (including name, place of residence, shareholding). Mayr-Melnhof Karton Aktiengesellschaft is also legally obliged to submit personal data of shareholders (in particular the attendance list) to the **commercial register** as part of the notarial record (Section 120 AktG).

Shareholder data are anonymized or erased as soon as they are no longer required for the purpose for which they were collected or processed unless other legal obligations require their further storage. **Legal obligations to provide documentary proof and retain data** arise in particular in connection with company, stock corporation and takeover legislation, tax and fiscal legislation and money-laundering provisions. In the context of clarifying and asserting claims, and possible in connection with legal proceedings, it may in individual cases be necessary to store data for the duration of the limitation period plus the time until the legal proceedings have been finally concluded.

Every shareholder has a right to **information, rectification, restriction, objection and erasure** at all times with regard the processing of personal data and also has a **right to data portability** in accordance with Chapter III GDPR.

Shareholders may assert these rights against Mayr-Melnhof Karton Aktiengesellschaft at no charge via the e-mail address **privacy@mm.group** or via the following **contact details of the Data Protection Officer**:

Dr. Thomas Balzer
c/o Mayr-Melnhof Karton Aktiengesellschaft
1040 Vienna, Brahmplatz 6
Fax: +43 (0)1 501 36 - 91016

In addition, shareholders have a **right to lodge a complaint** with the **data protection supervisory authority** in accordance with Article 77 GDPR.

You can find additional information concerning data protection in the data policy statement on the Mayr-Melnhof Karton Aktiengesellschaft website at **www.mm.group/en/**.

VII. FURTHER INFORMATION

1. Total number of shares and voting rights

At the time the virtual Ordinary Shareholders' Meeting is convened, the share capital of the Company amounts to EUR 80,000,000 divided into 20,000,000 no-par shares. Each share grants one vote in the virtual Ordinary Shareholders' Meeting.

The total number of shares and voting rights at the time the virtual Ordinary Shareholders' Meeting is convened is therefore 20,000,000. At the time the Ordinary Shareholders' Meeting is convened, the Company does not hold any own shares.

There are not several classes of shares.

2. No attendance in person

We would again explicitly point out that when the upcoming Ordinary Shareholders' Meeting is held as a virtual Ordinary Shareholders' Meeting in accordance with the COVID-19-GesV, neither shareholders nor guests will be admitted in person to the venue of the Ordinary Shareholders' Meeting.

Vienna, March 2022

The Management Board

The English version is a translation of the German original text.