



Report of the Management Board
of
Mayr-Melnhof Karton Aktiengesellschaft
Vienna, Commercial Register No. 81906 a,
on the
Authorization of the Management Board,
with the approval of the Supervisory Board,
to issue new shares subject to the exclusion of subscription rights
(Agenda item 9 – Authorized Capital 2022)

All members of the Management Board submit the following report of the Management Board of Mayr-Melnhof Karton Aktiengesellschaft registered in Vienna in accordance with Section 170 (2) AktG in connection with Section 153 (4) sentence 2 AktG to the 28th Annual General Meeting of Mayr-Melnhof Karton Aktiengesellschaft on April 27, 2022.

1. Mayr-Melnhof Karton Aktiengesellschaft, with its registered office in Vienna and its business address at 1040 Vienna, Brahmplatz 6, entered in the commercial register of the Commercial Court of Vienna under Commercial Register No. 81906 a (hereinafter referred to as "Mayr-Melnhof" or the "Company"), has to date issued 20,000,000 no-par bearer shares with voting rights. The Company's share capital currently totals EUR 80,000,000.
2. The Company's Management Board intends to propose the following resolution as **Agenda item 9** to the Company's 28th Shareholders' Meeting to be held on April 27, 2022:
 - a) Resolution on the authorization of the Management Board, for a period of five years after the entry of the corresponding amendment to the Articles of Association in the commercial register,
 - aa) to increase the share capital from the current nominal value of EUR 80,000,000 by up to a further EUR 8,000,000 by issuing up to 2,000,000 new ordinary bearer shares (no-par value shares) against cash and/or non-cash contributions – in several tranches if necessary – in accordance with Section 169 AktG, subject to the approval of the Supervisory Board, and to determine the amount and conditions of the issue and the further details of the implementation of the capital increase, in each case subject to the approval of the Supervisory Board,

- bb) to offer the new shares to the shareholders for subscription, subject to an exclusion of the subscription right in accordance with subsection cc), if necessary by way of indirect subscription rights in accordance with Section 153 (6) AktG,
 - cc) To exclude shareholders' subscription rights with the approval of the Supervisory Board,
 - (i) if the capital increase is made against non-cash contributions for the purpose of acquiring companies and businesses, or parts thereof, or shares in one or more companies in Germany and abroad, or
 - (ii) to exclude fractional amounts from shareholders' subscription rights, or
 - (iii) to service an over-allotment option granted to the issuing banks, with the Supervisory Board being authorized to resolve amendments to the Articles of Association resulting from the issue of shares from the authorized capital [Authorized Capital 2022], and
 - b) the corresponding amendment of the Articles of Association of the Company by the addition of a new section 4 (5).
3. With regard to the possibility of excluding the subscription right when using the Authorized Capital 2022, the Management Board must submit a written report to the Annual General Meeting on the reason for excluding the subscription right in accordance with Section 170 (2) AktG in conjunction with Section 153 (4) sentence 2 AktG.
 4. The Company's Management Board may only issue shares from the Authorized Capital 2022, with or without the exclusion of subscription rights, with the approval of the Supervisory Board. The amount and conditions of the issue and the further details of the implementation of the capital increase may only be determined by the Management Board in agreement with the Supervisory Board.
 5. The Authorized Capital 2022 in the amount of up to EUR 8,000,000 may be drawn on once or several times up to the proposed final date (five years after the entry of the relevant amendment to the Articles of Association in the commercial register). In total, a maximum of 2,000,000 new no-par value shares may be issued from the Authorized Capital 2022. This corresponds to 10% of the Company's current share capital.

6. New shares may be issued from the Authorized Capital 2022 subject to the exclusion of subscription rights if the sale of the shares is the consideration, or part of the consideration, for the acquisition of companies or businesses, or parts thereof, or shares in one or more companies in Austria and abroad.

The acquisition of companies, businesses, or parts thereof, can be structured in the form of the purchase of a company's assets (and liabilities) of a company, business or part thereof (*asset deal*) or in the form of the acquisition of shares in a company (*share deal*). Both types of (part) company or (part) business acquisition, i.e. *asset deal* and *share deal*, are referred to collectively as company acquisition below.

The consideration in a company acquisition may not just consist of money but also of shares in the acquiring company. This can be in the interest of Mayr-Melnhof as purchaser as well as in the interest of the seller. In the case of an acquisition where the seller contributes the company, or parts thereof (or shares in the company), as a contribution in kind to Mayr-Melnhof Karton Aktiengesellschaft against the issue of new shares – in this case from the Authorized Capital 2022 – the share capital and hence the equity of Mayr-Melnhof will be increased. Whereas in the case of the purchase of a company through payment of a cash purchase price, a high outflow of liquidity can occur for the Company, in the case of the acquisition of a company through non-cash contributions, there is no outflow of liquidity for the acquiring company (Mayr-Melnhof), but on the contrary an increase in equity. There may also be cases where, for strategic reasons, it is necessary and expedient for the seller of the company to acquire an interest in Mayr-Melnhof, or for the seller to demand a participation in the Company in return.

The acquisition of a company in such a way that the company or shares in the company are contributed to the Company in return for non-cash contributions is generally recognized as an objective justification for the exclusion of subscription rights. Mayr-Melnhof therefore has an interest in making it possible to acquire a company by means of a non-cash contribution while excluding subscription rights and at the same time preserving the Company's liquidity. The Authorized Capital 2022 allows the Company to act with the necessary speed and flexibility in such transactions.

The exclusion of subscription rights is necessary because, firstly, this is the only way in which the Company can secure the acquisition of a company against non-cash contributions without an outflow of liquidity and, secondly, the seller is often only prepared to transfer the company or the shares in it if it in turn receives a participation in the Company of equivalent value. From Mayr-Melnhof's perspective, it may be necessary to include the

seller as a shareholder for strategic or organizational reasons. Where a company is acquired by means of non-cash contributions, the seller, as a non-cash contributor, can only achieve the participation they seek if they are the only ones to receive the new shares; this is because a seller wishes to achieve a (percentage) participation in Mayr-Melnhof that corresponds to the ratio of the value of their company to the value of Mayr-Melnhof.

Finally, the exclusion of subscription rights is proportionate because Mayr-Melnhof regularly has a particular interest in acquiring the company in question or shares in the company in question. Existing shareholders' interests are safeguarded by granting shares on a pro rata basis in the event of a company acquisition – as a rule after a company valuation has been conducted. Where a company is acquired in return for non-cash contributions by issuing new shares from the Authorized Capital 2022, the value of the company to be contributed or of the shares in this company is set against the value of Mayr-Melnhof; in this ratio, the contributor in kind receives new shares in Mayr-Melnhof. Furthermore, existing shareholders will in future participate in the profits of the acquired company, which should usually increase as a result of synergies with Mayr-Melnhof.

With regard to the duration of the Authorized Capital 2022 of five years from the entry of the corresponding amendment to the Articles of Association in the commercial register, it is currently not possible to provide information on the issue amount of new shares to the seller of a company, as this will depend on both the development of Mayr-Melnhof and the development of the Mayr-Melnhof share price. Should subscription rights be excluded in the course of a capital increase against non-cash contributions, the Management Board will, with the approval of the Supervisory Board, draw on the authorized capital if the issue price of the shares or the number of shares in the Company to be issued and the non-cash contribution made as consideration are in an appropriate proportion to each other.

7. The purpose of the authorization to exclude subscription rights for fractional amounts is to be able to represent a practicable subscription ratio with regard to the amount of the capital increase in question. It is intended to utilize the new shares excluded from the shareholders' subscription rights as free fractions either by selling them on the stock exchange or in some other way to the best possible advantage of the Company.

8. It may be necessary to grant over-allotment options to issuing banks in the course of a capital increase from authorized capital. It may be necessary to exclude subscription rights in order to service these over-allotment options.
9. In summary, the Management Board of Mayr-Melnhof concludes that the granting of an authorization to the Management Board of the Company to increase the share capital of the Company with the approval of the Supervisory Board, if necessary excluding subscription rights, by issuing new shares from the Authorized Capital 2022 fully complies with the legal requirements.

Vienna, March 17, 2022

Management Board

Peter J. Oswald m.p.
Chairman

Franz Hiesinger m.p.

Andreas Blaschke m.p.

This English version is a translation of the German original text