



**Information on the organizational and technical requirements
for participation in the 28th Ordinary Shareholders' Meeting
at 10:00 am on Wednesday, April 27th, 2022, as a virtual Shareholders' Meeting**

Notice of the convening of the 28th Ordinary Shareholders' Meeting of Mayr-Melnhof Karton Aktiengesellschaft at **10:00 am**, CEST, on Wednesday, **April 27th, 2022**, was given on **March 29th, 2022**.

Shareholders' Meeting as a virtual event

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 28th Ordinary Shareholders' Meeting of **Mayr-Melnhof Karton Aktiengesellschaft** on **April 27th, 2022**, will be held as a virtual Shareholders' Meeting in accordance with the COVID-19 Company Law Act (COVID-19-GesG) as amended and the COVID-19 Company Law Ordinance (COVID-19-GesV) based thereon as amended.

This means that shareholders and their representatives (with the exception of special proxies) cannot be physically present at the 28th Ordinary Shareholders' Meeting of **Mayr-Melnhof Karton Aktiengesellschaft** on **April 27th, 2022**, so as not to endanger the health of the participants.

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 designated by the Company in the **Wiener Börsensäle, 1010 Vienna, Wipplingerstrasse 34**.

Holding the Shareholders' Meeting as a virtual meeting will, in the opinion of the Management Board, serve the interests of both the Company and the shareholders in the best possible way.

We would expressly point out that it is **not possible for shareholders to come to the venue of the Shareholders' Meeting in person**.

Transmission of the Shareholders' Meeting over the Internet

The virtual Shareholders' Meeting will be broadcast in its entirety over the Internet so that all Company shareholders can follow it on from **10:00 am**, CEST, on **April 27th, 2022**, on the Internet at **www.mm.group/en/** or **<https://www.mm.group/en/for-investors/ordinary-shareholders-meeting/>**.

Broadcasting the virtual Shareholders' Meeting **over the Internet** gives all shareholders the opportunity to follow the **proceedings of the 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. No registration or login is required.

The **technical requirements** on the part of shareholders are appropriately fast Internet access or a powerful Internet connection as well as an Internet-capable device that has an HTML5-capable web browser with JavaScript enabled and is capable of reproducing the sound and video of the transmission (e.g. computer, laptop, tablet, smartphone, etc.).

Exercise of voting rights, proposals and objections only through special proxies

In accordance with Section 3 (4) COVID-19-GesV, motions may only be proposed, votes cast, and objections lodged at this virtual Shareholders' Meeting of **Mayr-Melnhof Karton Aktiengesellschaft** on **April 27th, 2022**, by one of the following special proxies who are independent of the Company and whose costs will be borne by the Company.

Every shareholder who is eligible to participate in the Shareholders' Meeting and has proven this to the Company in accordance with the stipulations in the convening notice (see section IV of the convening notice) has the right to appoint **one of the proxies listed below to exercise his or her voting, proposal and objection rights**.

- (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

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

Shareholders are requested to restrict communication with the special proxies authorized by them in each case to orders to submit motions for resolutions, to vote and to raise an objection in order to facilitate the proceedings at the Shareholders' Meeting. In contrast, shareholders may exercise their right to information themselves by means of electronic communication.

Shareholders are advised to contact the special proxy authorized by them in good time if the special proxy authorized by the shareholder is instructed to propose resolutions, to vote and to object to one or more items on the agenda at the virtual Shareholders' Meeting.

To ensure smooth processing, we would ask you to always use the **authorization form** available on the Company's **website** at **www.mm.group/en/** or **https://www.mm.group/en/for-investors/ordinary-shareholders-meeting/** as well as the form for revoking authorization.

We would ask you to enter the e-mail address that you will use for sending instructions, motions or objections to the proxy, or for questions and contributions to the Company, in the field provided on the authorization form in order for us to **check your identity as a shareholder**, in particular during the Shareholders' Meeting.

In your own interest, **powers of attorney** should be received no later than **4:00 pm, CEST, on April 25th, 2022**, using one of the communication channels listed below:

Powers of attorney to the particular special proxies may be sent **by e-mail** to the **address of the person you have chosen as indicated above**. This method of transmission gives your chosen proxy immediate access to the power of attorney.

In addition, the following communication channels and addresses are available for the submission of powers of attorney:

By mail or courier

Mayr-Melnhof Karton Aktiengesellschaft
c/o HV-Veranstaltungsservice GmbH
8242 St. Lorenzen/Wechsel, Köppel 60

By fax:

+43 (1) 8900 500 - 93

Also possible by banks using **SWIFT** in accordance with Section 114 (1) (4) AktG:

GIBAATWGGMS
(message type MT598 or MT599,
ISIN AT0000938204 must be clearly
indicated in the text)

However, personal delivery of the power of attorney at the place of the meeting is explicitly excluded in order to comply with the special measures resulting from COVID-19.

When **authorizing another person**, it should be noted that an **effective chain** of proxies (sub-proxy) must ensure that one of the four special proxies is authorized to exercise voting rights, the right to propose motions, and the right to object at the Shareholders' Meeting itself. It is not possible to authorize a person other than the four special proxies to exercise these rights at the Shareholders' Meeting in accordance with Section 3 (4) COVID-19-GesV. However, it is **permissible to authorize other persons to exercise** other rights, in particular the **right to information and the right to speak**.

The aforementioned conditions governing the granting of power of attorney also apply to the revocation of power of attorney accordingly. If the power of attorney is revoked after **4:00 pm, CEST, on April 25th, 2022**, we recommend that the revocation be sent by e-mail to the proxy concerned or by fax, as otherwise timely receipt is not guaranteed.

Instructions to the special proxies

The special proxies will exercise voting rights, the right to propose motions, and the right to object only in accordance with instructions given. If no instructions are given for a proposed resolution, the proxy will abstain from voting. The proxy will also abstain from voting on motions for which unclear instructions were given (e.g. simultaneously FOR and AGAINST the same motion).

Shareholders are requested to give their instructions to the elected proxy in the section of the authorization form provided for this purpose, which will be available no later than **April 6th, 2022**, on the Company's website at www.mm.group/en/ or <https://www.mm.group/en/for-investors/ordinary-shareholders-meeting/>. A form for issuing instructions is available together with the voting power of attorney on the Company's website at www.mm.group/en/ or <https://www.mm.group/en/for-investors/ordinary-shareholders-meeting/>. We would ask you to send your instructions by **e-mail** to the address of your chosen proxy indicated above. This method of transmission means that your instructions will be immediately accessible to the proxy you have chosen.

Instructions may be issued together with the granting of power of attorney or at a later date. Instructions on the exercise of voting rights, the right to propose motions, and the right to object may be issued before or **during the Shareholders' Meeting up to the time determined by the Chair in each case**. Shareholders have the opportunity to modify instructions already issued or to issue new instructions up to these cut-off times.

Since, in view of the possible large number of simultaneous attempts to **contact the proxies**, and no guarantee can be given that they can be **reached** by telephone **during the Shareholders' Meeting**, the **only** means of communication to be used is by **e-mail** to the address of your proxy as specified above.

Each e-mail must state the person of the shareholder (name/company, date of birth/company register number of the shareholder), and the conclusion of the declaration must be made recognizable by replicating the signature of the name or otherwise, e.g. by stating the name/company (Section 13 (2) AktG). We would also ask you to state your custodian account number in the e-

mail in order to enable the proxy to verify your identity and conformity with the safe custody receipt.

It should be noted that it **may be necessary** to briefly **interrupt the virtual Shareholders' Meeting** in order to securely process instructions received from shareholders by the proxies during the Shareholders' Meeting.

Shareholders' right to information and to speak

Upon request, each shareholder is entitled to receive information on the matters of the Company during the Shareholders' Meeting, to the extent that such information is necessary for the proper evaluation of an item on the agenda.

The **right to information and the right to speak** may be exercised **exclusively by way of electronic mail by sending an e-mail** exclusively to the e-mail address **fragen.mm@hauptversammlung.at** set up for this purpose, provided that the shareholders have submitted a safe custody receipt in accordance with Section 10a AktG in good time and have authorized a special proxy accordingly. Please use the **question form**, which will be available on the Company's website at **www.mm.group/en/** and **https://www.mm.group/en/for-investors/ordinary-shareholders-meeting/** from **April 6th, 2022**, latest and attach the completed and signed form to the e-mail.

If you send your questions or contributions **without using the question form, the person of the shareholder** (name/company, date of birth/company register number of the shareholder) must be **indicated** and the conclusion of the statement must be made recognizable by **replicating the signature of the name** or otherwise, e.g. by stating the name/company (Section 13 (2) AktG). In this case, we would ask you to **also** include your **custodian account number** in the e-mail in order to allow the Company to establish your identity and conformity with the safe custody receipt.

Proof of power of attorney must also be provided in text form in the event that the right to information and/or to speak is exercised by an authorized representative. Please note that the **special proxies cannot be authorized to exercise the right to information and/or to speak.**

Shareholders are **requested to submit their questions in advance of the Shareholders' Meeting in text form by e-mail to the address fragen.mm@hauptversammlung.at** in time for them to be received by the Company no later than **April 22nd, 2022**. This will allow the Management Board to prepare as accurately as possible and to answer the questions you ask as promptly as possible. This will serve to ensure the efficiency of the meeting in the interest of all participants who wish to follow the Shareholders' Meeting from the beginning through to the voting process.

Shareholders will also have the opportunity **during the Shareholders' Meeting** to submit their questions and contributions electronically to the Company, exclusively in text form by e-mail, directly to the e-mail address **fragen.mm@hauptversammlung.at** of the Company. Please note that **time limits may be set for this by the Chair during the Shareholders' Meeting.**

In this regard, the Chair may, if necessary, order and expressly state that shareholders' written submissions, if requested to be read out, must not exceed a certain length. If this limit is exceeded, a corresponding reduction may be made by the Chair or by the member of the Management Board reading out the shareholder's request to speak at the Shareholders' Meeting, insofar as a reduction is not made by the shareholder him-/herself.

As a general rule, it is intended to read out and answer shareholders' questions received in accordance with Section 118 AktG, taking the above into account.

Convening notice

In addition, reference is made to the provisions of the convening notice of **March 29th, 2022**, in particular the requirement of timely transmission of the safe custody receipt for the exercise of shareholder rights in the virtual Shareholders' Meeting to be held on **April 27th, 2022**.

The Management Board

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