



Mayr-Melnhof Karton Aktiengesellschaft
Vienna, Commercial Register No. 81906 a

**Resolutions proposed by the Management Board and
Supervisory Board
for the 30th Ordinary Shareholders' Meeting
April 24th, 2024**

- 1. Presentation of the adopted annual financial statements including the management report and the consolidated corporate governance report, the consolidated non-financial 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 2023**

No resolution is required for this item of the agenda since the presentation of the aforementioned documents serves only as information to the Ordinary Shareholders' Meeting. The annual financial statements 2023 have already been approved by the Supervisory Board.

- 2. Resolution on the allocation of the balance sheet profit**

The Management Board and the Supervisory Board propose the distribution of a dividend of EUR 1.50 per share – a total amount of EUR 30,000,000 from the balance sheet profit of EUR 100,000,000 shown in the adopted financial statement as of December 31, 2023. The amount remaining after distribution is to be carried forward onto new account.

The dividend payment date is May 8, 2024.

- 3. Resolution on the discharge of the members of the Management Board for the financial year 2023**

The Management Board and the Supervisory Board propose a resolution on the discharge of the members of the Management Board in office in the financial year 2023 for this period.

4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2023

The Management Board and the Supervisory Board propose a resolution on the discharge of the members of the Supervisory Board in office in the financial year 2023 for this period.

5. Resolution on the remuneration of the members of the Supervisory Board for the financial year 2023

The Management Board and the Supervisory Board propose to set the remuneration for the shareholder representatives on the Supervisory Board at EUR 737,124 (2022: EUR 740,978) and to entrust the Supervisory Board with the setting of the remuneration within the Supervisory Board.

6. Appointment of the auditor and the Group auditor as well as the auditor of the sustainability report for the financial year 2024

The Supervisory Board proposes the appointment of PwC Wirtschaftsprüfung GmbH, Vienna, as the auditor and Group auditor and, if necessary - insofar as this is required by law for the financial year 2024 - also as the auditor of the mandatory sustainability report for the 2024 financial year.

EXPLANATION

The Corporate Sustainability Reporting Directive (Directive (EU) 2022/2464) (“CSRD” for short) adopted in December 2022 obliges large and listed companies and groups to include a sustainability report in their (consolidated) management report (sustainability reporting). At the same time, the CSRD makes an external audit with limited assurance mandatory for the first time for those companies that are obliged to provide corresponding sustainability reporting in the financial year 2024.

As the implementation of the CSRD is currently delayed in Austria, the general recommendation is to make this appointment by means of a “provisional resolution” in the event of a later legal requirement.

7. Resolution on the remuneration report for the financial year 2023

The Management Board and the Supervisory Board of a listed company must prepare a clear and comprehensible remuneration report for the remuneration of the members of the Management Board and the members of the Supervisory Board in accordance with Section 78c in connection with Section 98a of the Austrian Stock Corporation Act (AktG).

The remuneration report for the last financial year must be submitted to the Shareholders' Meeting for approval. The vote has a recommendatory character. The resolution is not contestable (Section 78d (1) AktG).

The Management Board and the Supervisory Board of **Mayr-Melnhof Karton Aktiengesellschaft** approved a remuneration report in accordance with Section 78c in connection with Section 98a AktG at the meeting of March 11, 2024 and proposed a resolution pursuant to Section 108 (1) AktG.

The Management Board and the Supervisory Board propose that the remuneration report for the financial year 2023, as made available on the website registered in the commercial register, is to be adopted.

8. Resolution on

- a. the authorisation of the Management Board to increase the capital in accordance with Section 169 AktG [Authorised Capital 2024] against cash and/or non-cash contributions, including the authorisation of the Management Board to exclude subscription rights, combined with the revocation of the existing authorisation to increase capital [Authorised Capital 2022] and**
- b. the corresponding amendment to the Articles of Association in Section 4 (5)**

The Management Board and Supervisory Board propose the following resolution:

- a. The authorisation of the Management Board resolved at the Ordinary Shareholders' Meeting on April 27, 2022 in accordance with Section 169 AktG to increase the share capital of currently EUR 80,000,000.00 by up to EUR 8,000,000.00 is revoked and replaced by the following authorisation:

The Management Board is authorised for a period of five years after entry of the corresponding amendment to the Articles of Association in the commercial register in accordance with Section 169 AktG, with the approval of the Supervisory Board, to increase the share capital (from the current EUR 80,000,000.00) by up to a further EUR 8,000,000.00 by issuing up to 2,000,000 new ordinary bearer shares (no-par value shares) in the Company against cash and/or non-cash contributions, also in several tranches, and to determine the issue amount, which may not be less than the pro rata amount of the share capital, the issue conditions and the further details of the implementation of the capital increase in agreement with the Supervisory Board and, if necessary, to offer the new shares to shareholders for subscription by way of indirect subscription rights in accordance with Section 153 (6) AktG. The Management Board is authorised, with the approval of the Supervisory Board, to

exclude shareholders' subscription rights in whole or in part. The Supervisory Board is authorised to adopt amendments to the Articles of Association resulting from the issue of shares from the authorised capital.

- b. Article 4 (Share capital) of the Articles of Association shall be amended so that (5) shall read as follows

„(5) *The Management Board is authorised for five years after the registration of this amendment to the Articles of Association to increase the share capital by up to a further EUR 8,000,000.00 by issuing up to 2,000,000 new ordinary bearer shares (no-par value shares) of the Company against cash and/or non-cash contributions, also in several tranches, with the approval of the Supervisory Board, in accordance with Section 169 AktG and to determine the issue amount, which may not be less than the pro rata amount of the share capital, the issue conditions and the further details of the implementation of the capital increase in agreement with the Supervisory Board and, if necessary, to offer the new shares to shareholders for subscription by way of indirect subscription rights in accordance with Section 153 (6) AktG. The Management Board is authorised, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in whole or in part. The Supervisory Board is authorised to adopt amendments to the Articles of Association resulting from the issue of shares from the authorised capital.*”

For further justification and explanation of the proposed resolution on item 8 of the agenda, please refer to the report of the Management Board published on the company's website in accordance with Section 170 (2) in conjunction with Section 153 (4) AktG on the authorisation to exclude subscription rights in connection with the authorisation of the Management Board to increase capital in accordance with Section 169 AktG against cash and/or non-cash contributions.

9. Resolution on the authorisation of the Management Board

- a. **Acquire treasury shares in accordance with Section 65 (1) (8) and (1a) and (1b) AktG via the stock exchange as well as off-market at an amount equaling up to 10 % of the share capital and excluding proportional selling rights that may accompany such an acquisition (inverse exclusion of right of subscription),**
- b. **In accordance with Section 65 (1b) AktG, decide a method of disposal for the sale or use of treasury shares other than via the stock exchange or through a public offering, applying arrangements corresponding to those relating to the exclusion of subscription rights for shareholders,**

c. Reduce the share capital through the cancelation of such treasury shares without further resolution of the Ordinary Shareholders' Meeting

The Management Board and the Supervisory Board recommend that the Ordinary Shareholders' Meeting pass the following resolution with regard to item 9 of the agenda on April 24th, 2024:

- a) The Management Board is authorised in accordance with Section 65 (1) (8) and (1a) and (1b) AktG to acquire bearer shares in the company at an amount equaling up to 10 % of the share capital over a period of 30 months commencing on April 25th, 2024, i.e. until October 24th, 2026, via the stock exchange as well as off-market, and only from individual shareholders, or from a single shareholder, at a minimum price equivalent to EUR 10.00 per share and at a maximum price equivalent to EUR 250.00 per share. It is not permitted to acquire treasury shares for the purpose of trading. The authorization may be exercised entirely, partially, or also in several tranches, and in pursuit of one or several purposes, by the Company, by a subsidiary (Section 189a line 7 of the Austrian Commercial Code – UGB), or by third parties for the Company's account.
- b) The Management Board of Mayr-Melnhof Karton Aktiengesellschaft may decide to acquire said shares via the stock exchange, but the Supervisory Board must subsequently be informed of this decision. The acquisition of shares off-market is subject to the prior consent of the Supervisory Board. Acquisition of shares off-market may be performed excluding proportional selling rights (inverse exclusion of right of subscription).
- c) The Management Board is authorised for a period of five years from the date of the resolution in accordance with Section 65 (1b) AktG and with the consent of the Supervisory Board to decide a method of disposal for the sale or use of treasury shares other than via the stock exchange, or through a public offering, applying arrangements corresponding to those relating to the exclusion of subscription rights for shareholders and to define the conditions for disposal. The authorisation may be exercised entirely, partially, or also in several tranches, and in pursuit of one or several purposes, by the Company, by a subsidiary (Section 189a line 7 UGB), or by third parties for the Company's account.
- d) The Management Board is also authorised, with the consent of the Supervisory Board, where necessary to reduce the share capital through the cancelation of treasury shares without further resolution of the Ordinary Shareholders' Meeting and in accordance with Section 65 (1) (8) final clause in conjunction with Section 122 AktG. The Supervisory Board is authorised to decide changes to the Articles of Association resulting from the cancelation of shares.

For the rest, reference is made to the report by the Management Board in accordance with Section 65 (1b) in conjunction with Section 170 (2) and Section 153 (4) (2) (AktG) relating to this topic of the agenda.

10. Resolution on the amendment to the Articles of Association in Section 22

The Management Board and Supervisory Board propose the following resolution:

Section 22 of the Articles of Association “Remote participation and remote voting, transmission and recording of the Shareholders’ Meeting, virtual Shareholders’ Meeting” is amended as follows:

(i) by inserting a new paragraph 7, which reads as follows:

„(7) The Management Board is authorised, with the approval of the Supervisory Board, in accordance with the provisions of the Federal Act on the Conduct of Virtual Shareholders' Meetings (VirtGesG) and the Company's Articles of Association, to provide individually for Shareholders' Meetings of the Company to be held by December 31, 2026 that the Shareholders' Meeting be held as a virtual or hybrid Shareholders' Meeting. The provisions of paragraphs 7 to 16 of Section 22 of these Articles of Association are therefore limited until December 31, 2026.”

Paragraphs 7 to 15 are now designated 8 to 16.

(ii) by adding the following provision to the end of the paragraph previously labelled 14, now labelled 15:

“The Management Board is authorised to make provision for shareholders to cast their votes electronically - for example by email - up to a point in time to be determined before the Shareholders' Meeting. The shareholders concerned may revoke their votes until the vote in the virtual or hybrid Shareholders' Meeting and, if necessary, vote again. Otherwise, Section 126 AktG applies mutatis mutandis.“

(iii) by changing the wording in the previous paragraph 15, now labelled 16, from “at least one suitable special proxy who is independent of the company” to “two suitable special proxies independent of the company”.

Section 22 of the Articles of Association in the new version, showing the proposed amendments, is attached to this proposed resolution as *Annex ./1.*

Vienna, March 11th, 2024

Management Board

Peter Oswald m.p.
Chairman

Franz Hiesinger m.p.
Member

For the Supervisory Board

Wolfgang Eder m.p.
Chairman

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



Section 22
Remote participation and remote voting,
transmission and recording of the Shareholders' Meeting,
virtual Shareholders' Meeting

- (1) The Management Board is authorised, with the consent of the Supervisory Board, to provide that shareholders may participate in the Shareholders' Meeting throughout its whole duration from any location by means of an acoustic and, if necessary, also optical two-way connection in real time, which enables shareholders to follow the course of the negotiations and, if the Chairman gives them the floor, to address the Shareholders' Meeting themselves (**remote participation**).
- (2) The Management Board is authorised, with the consent of the Supervisory Board, to provide that shareholders may cast their votes electronically from any location during the Shareholders' Meeting (**remote voting**). In this case, the Management Board shall regulate the manner in which shareholders may raise an objection.
- (3) The Management Board is authorised, with the consent of the Supervisory Board, to provide for the Shareholders' Meeting to be transmitted in whole or in part acoustically and, if necessary, also optically in real time for shareholders who are not present (**transmission of the Shareholders' Meeting**). Provision may also be made for the public broadcast of the Shareholders' Meeting. The Company is entitled to record the Shareholders' Meeting in sound and image.
- (4) For remote participation (1) and remote voting (2) a separate registration may be required and an earlier date deviating from Section 111 (2) AktG may be set for the end of the registration period.

- (5) Votes cast in the course of remote voting (2) shall be null and void if the resolution is passed in the Shareholders' Meeting with a different content than provided for in the form or in the input mask.
- (6) Proposals for resolutions by shareholders pursuant to Section 110 AktG shall only be put to the vote if the proposal is repeated at the meeting. In the case of resolution proposals of shareholders who participate in the Shareholders' Meeting by way of remote voting (2), the requirement pursuant to sentence 1 shall be replaced by the submission of votes by electronic means prior to the Shareholders' Meeting or the establishment of the connection for the submission of votes by electronic means during the Shareholders' Meeting by the shareholder who submitted the resolution proposal.
- (7) The Management Board is authorised, with the approval of the Supervisory Board, in accordance with the provisions of the Federal Act on the Conduct of Virtual Shareholders' Meetings (VirtGesG) and the Company's Articles of Association, to provide individually for Shareholders' Meetings of the Company to be held by December 31, 2026 that the Shareholders' Meeting be held as a virtual or hybrid Shareholders' Meeting. The provisions of paragraphs 7 to 16 of Section 22 of these Articles of Association are therefore limited until December 31, 2026.
- (8) A Shareholders' Meeting may be held without the physical presence of the participants in accordance with the legal provisions applicable on the day of the Shareholders' Meeting (**virtual Shareholders' Meeting**). The Management Board shall decide, with the consent of the Supervisory Board, on the form in which the Shareholders' Meeting is to be held, i.e. whether it is to be held (i) with the physical presence of the participants, (ii) without the physical presence of the participants (virtual Shareholders' Meeting) or (iii) as a Shareholders' Meeting at which the individual participants can choose between physical and virtual participation (hybrid Shareholders' Meeting). If the Shareholders' Meeting is convened by the Supervisory Board, it shall be left to the latter to decide on the form in which it is to be held in the afore-mentioned sense.

- (9) To the extent that organisational and technical specifications for a virtual or hybrid Shareholders' Meeting do not result from the legal provisions on virtual Shareholders' Meeting applicable on the day of the Shareholders' Meeting or from the Articles of Association, they shall be made by the Management Board or the Supervisory Board as the convening body.
- (10) In all other respects, the Management Board or the Supervisory Board, as the convening body, shall be called upon to take all decisions necessary to hold a virtual Shareholders' Meeting or a hybrid Shareholders' Meeting.
- (11) The notice convening the virtual Shareholders' Meeting or corresponding information provided on the company's website from the 21st day prior to the Shareholders' Meeting shall state the organisational and technical requirements for participation in the virtual Shareholders' Meeting.
- (12) The virtual Shareholders' Meeting is transmitted visually and acoustically in real time for the participants. Public transmission of the virtual Shareholders' Meeting may also be carried out.
- (13) During the virtual Shareholders' Meeting, the shareholders shall have the opportunity to speak by way of electronic communication, e.g. by e-mail, in accordance with the legal provisions in force on the day of the Shareholders' Meeting. If a shareholder is given the floor by the Chairman, he shall be granted an opportunity to speak by way of video communication by the Chairman. The Chairman decides on the order of the speeches and also on the time up to which speeches may be made or up to which questions may be asked.
- (14) In addition, the Company shall, in accordance with the legal provisions in force on the day of the Shareholders' Meeting, provide shareholders with an electronic means of communication, e.g. e-mail, by which they may submit questions and motions for resolutions to the Company no later than on the third working day prior to the Shareholders' Meeting. The questions and motions for resolutions submitted in this way shall be read out at the Shareholders' Meeting or brought to the attention of the shareholders in another

suitable manner, e.g. on the Company's website.

(15) In accordance with the legal provisions in force on the day of the Shareholders' Meeting, shareholders may exercise their voting rights in electronic communication for all votes in the virtual Shareholders' Meeting and, if necessary, also raise objections in this way. The Company may, in accordance with the technical possibilities on the day of the Shareholders' Meeting, set up and announce a special e-mail address to which the voting right exercise or the objection can be sent to the Company, offer the use of special voting software or a corresponding function on the Company's website (Shareholders' Meeting portal) for the purpose of exercising voting rights or raising objections. The Management Board is authorised to make provision for shareholders to cast their votes electronically - for example by email - up to a point in time to be determined before the Shareholders' Meeting. The shareholders concerned may revoke their votes until the vote in the virtual or hybrid Shareholders' Meeting and, if necessary, vote again. Otherwise, Section 126 AktG applies mutatis mutandis.

(16) In the case of a virtual Shareholders' Meeting, the company shall provide the shareholders, at its own expense, with two suitable special proxies who are independent of the company and who can be authorised by the shareholders to propose resolutions, to cast votes and, if necessary, to raise an objection in the virtual Shareholders' Meeting.

Gelöscht: at least one

Gelöscht: proxy

Gelöscht: is