



**Mayr-Melnhof Karton Aktiengesellschaft**

Vienna, Commercial Register No. 81906 a

ISIN AT0000938204

(“Company”)

**Convening of the 30<sup>th</sup> Ordinary Shareholders’ Meeting**

We would like to invite our shareholders to the  
30<sup>th</sup> Ordinary Shareholders’ Meeting of Mayr-Melnhof Karton Aktiengesellschaft

**at 10:00am on Wednesday, April 24<sup>th</sup>, 2024,**

at the Wiener Börsensäle,  
1010 Vienna, Wipplingerstraße 34.

**I. AGENDA**

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
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 2023
4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2023
5. Resolution on the remuneration of the members of the Supervisory Board for the financial year 2023
6. Appointment of the auditor and the Group auditor as well as the auditor of the sustainability report for the financial year 2024
7. Resolution on the remuneration report for the financial year 2023
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)

9. Resolution on the authorisation of the Management Board
  - a. to acquire treasury shares in accordance with Section 65 (1)(8) as well as (1a) and (1b) AktG both via the stock exchange as well as off-market to the extent of up to 10 % of the share capital and excluding proportional selling rights that may be associated with such an acquisition (inverse exclusion of subscription rights),
  - 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
10. Resolution on the amendment to the Articles of Association in Section 22

## **II. 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/](http://www.mm.group/en/) and <https://www.mm.group/en/for-investors/ordinary-shareholders-meeting/> from **April 3<sup>rd</sup>, 2024** at the latest:

- Annual Report 2023, with consolidated financial statements and Group management report,
- Annual financial statements with management report 2023,
- Consolidated corporate governance report 2023,
- Consolidated non-financial report 2023,
- Report of the Supervisory Board 2023,
- Remuneration report 2023,
- Proposal for the allocation of profit,
- Resolutions proposed by the Management Board and the Supervisory Board on agenda items 2 to 10,
- Report by the Management Board on the authorisation of the Management Board, with the approval of the Supervisory Board, to issue new shares with the exclusion of subscription rights (agenda item 8 - Authorised Capital 2024),
- Report by the Management Board in accordance with Section 65 (1b) in conjunction with Section 170 (2) and Section 153 (4) sentence 2 AktG concerning agenda item 9 – exclusion of right of subscription or inverse exclusion of right of subscription, acquisition of treasury shares,
- Comparison of Articles of Association

- Forms for granting proxy,
- Forms for revoking proxy,
- Full text of this invitation.

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

The entitlement to participate in the Ordinary Shareholders' Meeting and to exercise voting rights and other shareholder rights to be asserted in the course of this Ordinary Shareholders' Meeting will be determined by shareholdings at the close of **April 14<sup>th</sup>, 2024, (record date)**.

Only persons who are shareholders on this date and provide evidence thereof to the Company are entitled to participate in this Ordinary Shareholders' Meeting.

For the proof of shareholding on the record date, a safe custody receipt in accordance with Section 10a AktG is required, which refers to the record date and which is to be received by the Company no later than 12.00 midnight (CEST) on **April 19<sup>th</sup>, 2024** exclusively by one of the following communication methods 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 e-mail          | <b>anmeldung.mm@hauptversammlung.at</b><br>(Please supply any safe custody receipt in PDF format)                                  |
| By fax             | +43 1 8900 500 - 50  |
| (ii)               | Submission of the safe custody receipt in written form   |
| By mail or courier | Mayr-Melnhof Karton Aktiengesellschaft<br>c/o HV-Veranstaltungsservice GmbH<br>8242 St. Lorenzen am Wechsel, Köppel 60             |
| By SWIFT           | GIBAATWGGMS<br>(Message type MT598 or MT599,<br>ISIN AT0000938204 must be clearly indicated in the text)                           |

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 14<sup>th</sup>, 2024**, (12.00 midnight, CEST).

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

### **Proof of identity**

Mayr-Melnhof Karton Aktiengesellschaft reserves the right to establish the identity of persons wishing to participate in the Ordinary Shareholders' Meeting. Admission may be refused if it is not possible to establish the identity.

Shareholders and their proxies are requested to present an official valid photo identification at registration.

If you are attending the Ordinary Shareholders' Meeting as a proxy, please remember to bring the proxy together with official means of identification bearing a photograph. If the original proxy has already been sent to the Company, it will facilitate admission if you present a copy of the proxy.

#### IV. POSSIBILITY OF APPOINTING A PROXY AND THE PROCEDURE TO BE FOLLOWED IN THIS RESPECT

Every shareholder who is entitled to participate in the Ordinary Shareholders' Meeting and who has provided proof of this to the Company in accordance with the stipulations in section III. of this convening notice has the right to appoint a proxy to participate in the Ordinary Shareholders' Meeting on behalf of such shareholder and who will have the same rights as the shareholder he/she represents.

The proxy must be granted to a specific person (an individual or a legal entity) in writing (Section 13 (2) AktG), whereby the proxy may also be granted to several persons.

Proxy may be granted prior to as well as during the Ordinary Shareholders' Meeting.

The proxy must be received by the Company exclusively at one of the addresses listed below:

By mail or courier	Mayr-Melnhof Karton Aktiengesellschaft c/o HV-Veranstaltungsservice GmbH 8242 St. Lorenzen am Wechsel, Köppel 60
By e-mail	<b>anmeldung.mm@hauptversammlung.at</b> (Please supply proxy as PDF)
By fax	+43 1 8900 500 - 50
By SWIFT	GIBAATWGGMS (Message type MT598 or MT599, ISIN AT0000938204 must be clearly indicated in the text)
On the day of the Ordinary Shareholders' Meeting itself exclusively:	
In person	upon registration for the Ordinary Shareholders' Meeting at the place of the meeting

If the proxy is not handed over in person at the registration desk on the day of the Ordinary Shareholders' Meeting, the proxy must be received by the Company no later than **April 23<sup>rd</sup>, 2024, 4.00 p.m. CEST, Vienna time.**

A form for granting proxy and a form for revoking proxy will be available on the Company's website [www.mm.group/en/](http://www.mm.group/en/) and <https://www.mm.group/en/for-investors/ordinary-shareholders-meeting/> on **April 3<sup>rd</sup>, 2024** at the latest. The use of one of the forms is not mandatory within the meaning of Section 114 (3) AktG. However, we would ask you to always use the forms provided in order to ensure seamless processing.

The form for granting proxy provided to shareholders contain the details about granting proxy, in particular about the text form and the content of the authorisation.

If a shareholder grants its depositary bank proxy (Section 10 a AktG), it is then sufficient for the bank to present a declaration that it has been granted proxy when submitting the safe custody receipt to the Company in the manner provided for.

Shareholders are entitled to exercise their rights in person at the Ordinary Shareholders' Meeting even after granting proxy. Attendance at the Ordinary Shareholders' Meeting in person will be deemed to be a revocation of a previously granted proxy.

The aforementioned conditions governing granting proxy apply to revoking proxy accordingly.

### **Independent proxy**

As a special service, a representative of IVA - Austrian Shareholder Association, Feldmühlgasse 22, 1130 Vienna, Austria, will be available to shareholders as an independent proxy to exercise their voting rights at the Ordinary Shareholders' Meeting. Dr. Michael Knap will perform this function, but may be replaced by another representative of the IVA if he is unable to do so.

A special proxy form is available for this purpose on the Company's website at [www.mm.group/en/](http://www.mm.group/en/) or <https://www.mm.group/en/for-investors/ordinary-shareholders-meeting/>.

It is also possible to contact Dr. Michael Knap directly via tel. +43 664 213 87 40 or by e-mail at [knap.mm@hauptversammlung.at](mailto:knap.mm@hauptversammlung.at).

Please note that the proxy will accept no instructions to take the floor, raise objections to shareholder resolutions, ask questions or put forward motions.

The independent proxy must be given instructions for exercising voting rights. Voting rights will not be exercised without specific instructions.

Shareholders are entitled to exercise their rights in person at the Ordinary Shareholders' Meeting even after granting proxy. Attendance at the Ordinary Shareholders' Meeting in person will be deemed to be a revocation of a previously granted proxy.

## **V. 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 3<sup>rd</sup>, 2024** (12.00 midnight, CEST) exclusively to the address **1040 Vienna, Brahmsplatz 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 GIBAATWGGMS. "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 III. 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 its justification, and request that such proposals, together with the names of the shareholders concerned, the justification to be attached 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 15<sup>th</sup>, 2024** (12.00 midnight, CEST) either **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 to the Company. 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 III. 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.

In accordance with section 19 (3) of the Articles of Association, the chair of the Ordinary Shareholders' Meeting may limit the time allowed for shareholders' questions and statements where this is appropriate. He may order such general and individual limits on the time allowed for questions and statements, in particular at the start of the Ordinary Shareholders' Meeting, but also during its course.

Requests for information are as a general principle to be made verbally, but they may also be submitted in writing.

Responses to questions requiring lengthy preparation may be submitted to the Management Board in writing in advance of the Ordinary Shareholders' Meeting in order to keep



the timing of the meeting within manageable limits. Questions may be submitted to the Company by e-mail to [investor.relations@mm.group](mailto:investor.relations@mm.group).

#### **4. Motions by shareholders in accordance with Section 119 AktG**

Each shareholder is entitled to bring motions in respect of any item on the agenda during the Ordinary Shareholders' Meeting, regardless of the number of shares held. The prerequisite for this is proof of eligibility as defined in this convening notice. If there is more than one proposal for resolution regarding a particular item on the agenda, section 119 (3) AktG allows the chair to determine the order in which votes on these motions are held.

#### **5. Information for shareholders relating to data protection**

As controller, Mayr-Melnhof Karton Aktiengesellschaft, 1040 Vienna, Brahmplatz 6, 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 Shareholders' 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 Privacy Officer**:

Dr. Christian Wodnek, LL.M.  
Group Data Privacy Officer  
c/o Mayr-Melnhof Karton Aktiengesellschaft  
1040 Vienna, Brahmssplatz 6

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/**.

## **VI. FURTHER INFORMATION**

### **1. Total number of shares and voting rights**

At the time the 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 Ordinary Shareholders' Meeting.

The total number of shares and voting rights at the time the 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.

Admission for the collection of voting cards will begin at 09:00am.

Vienna, March 2024

The Management Board

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