



Mayr-Melnhof Karton Aktiengesellschaft
Vienna, FN 81906 a

Comparison of Articles of Association

previous version	intended version in accordance with the proposed resolution on agenda item 8
Section 4 Share capital	Section 4 Share capital
<p>(5) The Management Board is authorized for a period of five years after the entry of this amendment to the Articles of Association in the commercial register,</p> <p>a) 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</p>	<p>(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</p>

<p>subject to the approval of the Supervisory Board,</p> <p>b) to offer the new shares to the shareholders for subscription, subject to an exclusion of the subscription right in accordance with subsection c), if necessary by way of indirect subscription rights in accordance with Section 153 (6) AktG,</p> <p>c) to exclude shareholders' subscription rights with the approval of the Supervisory Board,</p> <p>(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 Austria and abroad, or</p> <p>(ii) to exclude fractional amounts from shareholders' subscription rights, or</p> <p>(iii) to service an over-allotment option granted to the issuing banks.</p> <p>The Supervisory Board is authorised to adopt amendments to the Articles of Association resulting from the issue of shares from the authorised capital.</p> <p>[Authorised capital 2022]</p>	<p>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.</p>
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previous version	intended version in accordance with the proposed resolution on agenda item 10
<p style="text-align: center;">Section 22</p> <p>Remote participation and remote voting, transmission and recording of the Shareholders' Meeting, virtual Shareholders' Meeting</p>	<p style="text-align: center;">Section 22</p> <p>Remote participation and remote voting, transmission and recording of the Shareholders' Meeting, virtual Shareholders' Meeting</p>
	<p>(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.</p>
<p>(14) 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</p>	<p>(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</p>

<p>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.</p>	<p>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.</p>
<p>(15) In the case of a virtual Shareholders' Meeting, the company shall provide the shareholders, at its own expense, with at least one suitable special proxy who is independent of the company and who can be authorized by the shareholders to propose resolutions, to cast votes and, if necessary, to raise an objection in the virtual Shareholders' Meeting.</p>	<p>(16) In the case of a virtual Shareholders' Meeting, the company shall provide the shareholders, at its own expense, with two suitable special proxies independent of the company and who can be authorized by the shareholders to propose resolutions, to cast votes and, if necessary, to raise an objection in the virtual Shareholders' Meeting.</p>

Paragraphs 7 to 15 of Section 22 are now renumbered 8 to 16.

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