Press Release

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MM GROUP TO SELL MAJORITY STAKE IN ITS PACKAGING BUSINESS TO KPS CAPITAL PARTNERS AND PLANS A SPECIAL DISTRIBUTION TO SHAREHOLDERS

- Packaging business to pursue an active, independent growth strategy supported by KPS, a leading private equity investor in manufacturing and industrial companies
- KPS will hold a 70 % equity stake in a new holding company that will acquire the Packaging business, while MM Group will hold a 30 % stake at completion of the transaction to participate in the future value creation
- Transaction values the Packaging business at an enterprise value of EUR 2.4 billion
- MM Group to focus on its Board & Paper business and support the Packaging business as minority partner in the partnership with KPS
- Use of cash proceeds to repay debt, pursue strategic opportunities and plan a special distribution to shareholders in the amount of EUR 0.5 to 0.6 billion after completion of the transaction

Mayr-Melnhof Karton AG ("MM Group") has signed a binding transaction agreement to sell its Packaging operations ("Packaging business") to a newly established company ("new holding company") of KPS Capital Partners, LP ("KPS"). KPS will hold 70% of that holding company and MM Group will hold 30% following completion of the transaction. The Packaging business comprises MM Group's Food & Premium Packaging operations (excluding the Iran and Tunisia operations) as well as the Pharma & Healthcare Packaging operations. Through its equity interest in the new holding company, MM Group will continue to participate in the future development and value creation of the Packaging business.

Strategic Rationale

The transaction will separate MM Group's Packaging and Board & Paper businesses, enabling each to pursue its strategy and capital allocation priorities with greater focus. The Packaging business already operates largely independently. As a standalone company, the Packaging business is expected to pursue organic growth as well as selective acquisitions, supported by KPS's experience in industrial carve outs and track record of driving operational improvement and sustainable growth.

Following completion of the transaction, MM Group will focus on its Board & Paper business. MM Group will also support the continued success of the Packaging business as a minority partner with KPS. A long-term cartonboard supply agreement will secure the continuous supply of cartonboard from the Board & Paper business to the Packaging business post completion of the transaction.

Deal Terms
The transaction values the Packaging business at an enterprise value of EUR 2.4 billion, corresponding to an implied 2026E EV / adj. EBITDA multiple of approximately 9x.

Net of the estimated investment of approximately EUR 0.4 billion for its 30 % equity interest in the new holding company, MM Group expects the transaction to generate cash proceeds of approximately EUR 1.8 to 1.9 billion upon completion of the transaction. The final cash proceeds will depend on the level of taxes arising from the transaction, standard purchase-price-adjustment mechanisms and the timing of completion.

MM Group's equity interest in the new holding company could be reduced to a minimum of 20 % if certain EBITDA targets for the financial year 2027 are not achieved, with no additional consideration payable to or by MM Group as a result.

Use of Proceeds
Following completion of the transaction, MM Group expects to have net cash of approximately EUR 0.8 to 0.9 billion and thus significantly improved financial flexibility. MM Group intends to use the proceeds to repay debt, for strategic opportunities and for planned distributions to shareholders. Subject to the receipt of all required corporate approvals, applicable legal and regulatory considerations, and the prevailing business conditions at the relevant time, MM Group is planning a special distribution of EUR 0.5 to 0.6 billion to its shareholders after completion of the transaction.

Peter Oswald, CEO of MM Group, comments: *"Over the last years, we have created substantial growth and shareholder value in MM Packaging. This transaction will allow the business to continue its growth under the leadership of KPS, a leading private equity investor in manufacturing and industrial companies. Our retained shareholding of 30 % will enable MM Group to participate in its future value creation. As the European leader in folding cartonboard, our Board & Paper business will become an independent supplier to the packaging industry. Following the transaction, MM Group will have a strong balance sheet and the financial resources to develop its business organically and through selected acquisitions and partnerships. At the same time, we plan a substantial distribution of capital to our shareholders."*

Michael Psaros, Co-Founder and Co-Managing Partner of KPS, comments: *"MM Packaging is an industry-leading business, and we are excited to take it to the next level as an independent company. We appreciate the trust MM Group is placing in KPS and look forward to our partnership. KPS has had extraordinary success investing in the packaging sector across paper, board and metal substrates. We will leverage our deep industry experience, financial resources, commitment to manufacturing excellence and global presence to drive MM Packaging's growth."*

Operations at both Packaging and Board & Paper will continue as normal following the signing of the transaction. The Packaging business will remain part of MM Group until completion of the transaction and retain the MM Packaging name after completion. Completion is subject to required corporate and regulatory approvals as well as other customary closing conditions and for the French Business, the acquisition is subject to consultation processes with workers representatives

and is expected in the first half of 2027. After completion, MM Group will account for its 30 % stake in the Packaging business using the equity method.

The transaction has been approved by MM Group's Supervisory Board.

J.P. Morgan is acting as sole financial advisor and Binder Grösswang and Linklaters LLP are serving as legal counsels to MM Group on the transaction.

MM Group will hold a webcast for analysts and investors tomorrow, 10 November 2026, at 10:00 a.m. CET. Registration details and the accompanying presentation are available on the MM Group website at https://mm.group/.

MM Group

MM Group is a global leader in fibre-based consumer packaging, committed to enabling people to live better lives on a better planet. With a portfolio that includes cartonboard, folding cartons, kraft and fine papers, leaflets, and labels, MM delivers innovation with recyclability at its core. As a publicly listed company, MM Group combines long-term orientation with clear environmental accountability.

About KPS Capital Partners, LP

KPS, through its affiliated management entities, is the manager of the KPS Special Situations Funds, a family of investment funds with approximately $19.1 billion of assets under management (as of June 30, 2026). For over three decades, the Partners of KPS have worked vigorously to realize significant capital appreciation by making controlling equity investments in manufacturing and industrial companies across a diverse array of industries, including basic materials, branded consumer, healthcare and luxury products, automotive parts, capital equipment and general manufacturing. KPS seeks to create value for its investors by working constructively with talented management teams to make businesses better, and generate investment returns by structurally improving the strategic position, competitiveness and profitability of its portfolio companies, rather than primarily relying on financial leverage. The KPS Funds' portfolio companies currently generate aggregate annual revenues of approximately $26.1 billion, operate 277 manufacturing facilities in 25 countries, and have approximately 62,000 employees, directly and through joint ventures worldwide (as of June 30, 2026). The KPS investment strategy and portfolio companies are described in detail at www.kpsfund.com.

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