



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

**Resolutions proposed by the Management Board and
Supervisory Board
for the 32nd Ordinary Shareholders' Meeting
April 29th, 2026**

- 1. Presentation of the annual financial statements including the management report and the consolidated corporate governance report, the consolidated financial statements and the management report of the Group including the consolidated non-financial statement (sustainability statement), the proposed allocation of profit and the report of the Supervisory Board for the financial year 2025**

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 2025 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 2.00 per dividend-bearing share from the balance sheet profit of EUR 100,000,000 shown in the adopted financial statement as of December 31, 2025. The amount remaining after distribution is to be carried forward onto new account.

The dividend payment date is May 13, 2026.

- 3. Resolution on the discharge of the members of the Management Board for the financial year 2025**

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 2025 for this period.

4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2025

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 2025 for this period.

5. Resolution on the remuneration of the members of the Supervisory Board for the financial year 2025

The Management Board and the Supervisory Board propose to set the remuneration for the shareholder representatives on the Supervisory Board at EUR 768,720 (2024: EUR 740,014) and that the allocation of this remuneration within the Supervisory Board be left to the discretion of the Supervisory Board.

6. Appointment of the auditor and the Group auditor as well as the auditor of the consolidated sustainability report for the financial year 2026

The Supervisory Board proposes the appointment of PwC Wirtschaftsprüfung GmbH, Vienna, as the auditor and Group auditor and, where applicable, also as the auditor of the consolidated sustainability reporting for the financial year 2026.

7. Resolution on the remuneration report for the financial year 2025

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).

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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 16, 2026 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 2025, as made available on the website registered in the commercial register, is to be adopted.

8. Resolution on the remuneration policy

The Supervisory Board of a listed company must draw up the principles for the remuneration of the members of the Management Board and the Supervisory Board (remuneration policy) in accordance with Section 78a in conjunction with Section 98a AktG.

The remuneration policy setting out the principles for the remuneration of members of the Management Board and the Supervisory Board was last submitted to the Shareholders' Meeting on April 27, 2022, for a resolution.

The remuneration policy must be submitted to the Shareholders' Meeting for approval at least every fourth financial year and whenever there is a significant change.

The vote on remuneration policy at the Shareholders' Meeting is of an advisory nature. The resolution is not contestable (Section 78b (1) AktG).

The Supervisory Board must submit a proposal for a resolution on the remuneration policy in accordance with Section 108 (1) AktG.

At its meeting on March 16, 2026, the Supervisory Board of Mayr-Melnhof Karton Aktiengesellschaft approved the principles for the remuneration of the members of the Management Board and the Supervisory Board in accordance with Section 78a AktG in conjunction with Section 98a AktG and proposed a resolution in accordance with Section 108 (1) AktG.

The Supervisory Board proposes that the remuneration policy (Remuneration Policy 2026), as published on the website registered in the commercial register, be adopted.

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 cancellation of such treasury shares without further resolution of the Shareholders' Meeting,**

d. Revocation of the authorisation granted by the resolution of the Shareholders' Meeting of April 24th, 2024, under item 9 of the agenda to acquire treasury shares to the extent not yet utilised.

Most recently, the company's Management Board was authorised by a resolution of the Shareholders' Meeting on April 24th, 2024, under item 9 of the agenda, to acquire treasury shares in accordance with Section 65 AktG.

This authorisation to acquire shares expires on 24 October 2026.

The Management Board and the Supervisory Board recommend that the Shareholders' Meeting pass the following resolution with regard to item 9 of the agenda on April 29th, 2026:

- 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 30th, 2026, i.e. until October 29th, 2028, 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 applicable 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.
- e) Revocation of the authorisation granted by the resolution of the Shareholders' Meeting of April 24th, 2024, under item 9 of the agenda to acquire treasury shares to the extent not yet utilised.

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 (7)

The Management Board and the Supervisory Board propose amending Section 22 (7) of the Articles of Association so that this provision now 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 May 31, 2031, 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 May 31, 2031.“

Explanation:

The provisions of the Articles of Association pursuant to Section 22 (7) to (16) concerning virtual Shareholders' Meetings are limited in time until December 31, 2026.

The option to hold virtual or hybrid general meetings is to be extended.

Accordingly, Section 22 (7) of the Articles of Association is to be amended.

Vienna, March 16th, 2026

Management Board

Peter J. Oswald m.p.
Chairman

Roman Billiani m.p.
Member

Franz Hiesinger m.p.
Member

For the Supervisory Board

Dr. Wolfgang Eder m.p.
Chairman

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