



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

**Resolutions proposed by the Management Board and  
Supervisory Board  
for the 31<sup>st</sup> Ordinary Shareholders' Meeting  
April 30<sup>th</sup>, 2025**

- 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, 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 2024 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 1.80 per dividend-bearing share from the balance sheet profit of EUR 100,000,000 shown in the adopted financial statement as of December 31, 2024. The amount remaining after distribution is to be carried forward onto new account.

The dividend payment date is May 14, 2025.

- 3. Resolution on the discharge of the members of the Management Board for the financial year 2024**

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 2024 for this period.

**4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2024**

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 2024 for this period.

**5. Resolution on the remuneration of the members of the Supervisory Board for the financial year 2024**

The Management Board and the Supervisory Board propose to set the remuneration for the shareholder representatives on the Supervisory Board at EUR 740,014 (2023: EUR 737,124) 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 2025**

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 2025 - also as the auditor of the legally required sustainability reporting for the financial year 2025.

**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 2025.

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. Election to the Supervisory Board**

The term of office of Johannes Goess-Saurau, Dr. Nikolaus Ankershofen, Dr. Alexander Leeb, Georg Mayr-Melnhof, Ferdinand Mayr-Melnhof-Saurau and Univ.-Prof. Dr. Klaus Rabel as members of the Supervisory Board will expire at the end of the next Ordinary Shareholders’ Meeting.

In accordance with Section 10 of the Articles of Association of Mayr-Melnhof Karton Aktiengesellschaft, the Supervisory Board consists of at least four and at most twelve members elected by the Shareholders' Meeting.

So far, i.e. since the last election by the Shareholders' Meeting, the Supervisory Board has consisted of seven members elected by the Shareholders' Meeting. (In addition, there are the members seconded under the Employment Constitution Act.)

Six members would now have to be elected at the next Shareholders' Meeting in order to return to the previous number.

The Supervisory Board proposes to fill all six positions, so that after the election at the Shareholders' Meeting on April 30<sup>th</sup>, 2025, the Supervisory Board will again comprise seven members elected by the Shareholders' Meeting.

Section 86 (7) AktG does not apply to Mayr-Melnhof Karton Aktiengesellschaft, so that the minimum shareholding requirement in accordance with to Section 86 (7) AktG did not need to be considered.

The following election proposals were made by the Supervisory Board on the basis of the requirements of Section 87 (2a) AKtG and the Corporate Governance Code and a proposal of the Nomination Committee.

The Supervisory Board proposes,

1. Johannes Goess-Saurau, year of birth 1955,
2. Dr. Nikolaus Ankershofen, year of birth 1969,
3. Dr. Alexander Leeb, year of birth 1959,
4. Georg Mayr-Melnhof, year of birth 1968,
5. Ferdinand Mayr-Melnhof-Saurau, year of birth, and
6. Univ.-Prof. Dr. Klaus Rabel, year of birth 1961,

be elected to the Supervisory Board with effect from the end of this Shareholders' Meeting, in accordance with Section 11 (1) of the Articles of Association and Section 87 AktG, until the end of the Shareholders' Meeting that resolves on the discharge for the financial year 2029.

It is planned to vote separately on each vacant position (six positions) at the next Shareholders' Meeting.

We reserve the right to rank the proposed persons according to the individual positions.

Each of the proposed persons has submitted a declaration in accordance with Section 87 (2) AktG, which is also available on the Company's website, and in particular has declared that

1. All circumstances in connection with Section 87 (2) AktG have been disclosed and, in the opinion of the nominee, there are no circumstances that could give rise to concern about their partiality,
2. The proposed person has not been convicted of any criminal offence by a court of law, in particular of an offence that would call into question their professional reliability in accordance with section 87 (2a) ( 3) AktG, and
3. there are no obstacles to appointment within the meaning of Section 86 (2) and (4) AktG.

The Shareholders' Meeting is bound by the election proposals in the manner set out below. Proposals for the election of Supervisory Board members including the declarations in accordance with section 87 (2) AktG for each proposed person must be made available on the Company's website by April 23<sup>rd</sup>, 2025, at the latest, otherwise the person concerned may not be included in the vote. This also applies to nominations by shareholders in accordance with Section 110 AktG, which must be received by the Company in text form by April 18<sup>th</sup>, 2025, at the latest,

#### **8. Resolution on the remuneration report for the financial year 2024**

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 17, 2025 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 2024, as made available on the website registered in the commercial register, is to be adopted.

Vienna, March 17<sup>th</sup>, 2025

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.