



INDEPENDENT PROXY

As a shareholder of **Mayr-Melnhof Karton Aktiengesellschaft**, I/we herewith authorise

Dr. Michael Knap, IVA – Austrian Shareholder Association

to represent me/us at the 30th Ordinary Shareholders' Meeting of Mayr-Melnhof Karton Aktiengesellschaft, Vienna, Commercial Register No. 81906 a, at the Wiener Börsensäle, Wipplingerstrasse 34, 1010 Vienna, at **10:00am** on Wednesday, **April 24th, 2024**, and to exercise all rights to which I am entitled as a shareholder of Mayr-Melnhof Karton Aktiengesellschaft, in particular my right to vote.

In particular, I/we authorize the above-mentioned representative to exercise voting rights and to take decisions on the agenda below:

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 cancellation 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

I/We hereby instruct the proxy named above to vote as follows on agenda items 2 to 10 on the proposed resolutions of the Management Board and the Supervisory Board, as these are available for download on the Company's website at www.mm.group/en/ and <https://www.mm.group/en/for-investors/ordinary-shareholders-meeting/> in accordance with the convening notice (tick as appropriate):

AGENDA ITEM 2

YES vote	NO vote	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

AGENDA ITEM 3

YES vote	NO vote	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

AGENDA ITEM 4

YES vote	NO vote	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

AGENDA ITEM 5

YES vote	NO vote	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

AGENDA ITEM 6

YES vote	NO vote	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>



AGENDA ITEM 7

YES vote	NO vote	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

AGENDA ITEM 8

YES vote	NO vote	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

AGENDA ITEM 9

YES vote	NO vote	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

AGENDA ITEM 10

YES vote	NO vote	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Voting rights are only exercised via instructions. If no instructions have been issued for a proposed resolution, the representative will abstain from voting.

If additional or amended instructions are issued after this form has been submitted, the instructions issued here remain valid unless they are amended or revoked.

The named proxy is authorised and empowered to issue sub-proxies.

The named proxy is authorised and empowered to carry out all actions and declarations with exemption from the prohibition of double representation.

Information for shareholders relating to data protection

Mayr-Melnhof Karton Aktiengesellschaft processes personal data on the basis of applicable data protection legislation and the Austrian Stock Corporation Act in order to enable shareholders to participate in and exercise their rights during the Ordinary Shareholders' Meeting. The legal basis for such processing is article 6 (1) c) of the General Data Protection Regulation.



You can obtain additional information concerning data protection, in particular about your right to information, rectification, erasure, objection and restriction of processing from the invitation to this shareholders' meeting or you can contact the Company's Data Privacy Officer at **privacy@mm.group**.

(Name/company and address/registered office of the shareholder in block letters)

(Number of shares)

(Name of the bank where the securities account is held)

(Date, shareholder's personal signature or image of signature or corporate signature)

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