



Mayr-Melnhof Karton AG

The voting results of the 15th Ordinary Shareholders' Meeting on April 29, 2009, 10.00 a.m., at the Grand Hotel, 1010 Vienna, Kärntner Ring 9.

Agenda:

1. Presentation of the adopted Annual Financial Statements and the Management Report, as well as the Consolidated Financial Statements and Management Report for the Group with the Report of the Supervisory Board for the 2008 business year.

2. Resolution on the appropriation of the profit for the financial year shown in the Annual Financial Statements 2008.

Shareholders:	220
Presence:	16,251,799
Yes-Votes:	16,251,799
No-Votes:	0
Abstention:	0

3. Resolution on the formal approval of the action of the members of the Management Board for the 2008 business year.

Shareholders:	220
Presence:	16,251,939
Yes-Votes:	16,249,171
No-Votes:	0
Abstention:	2,768

4. Resolution on the formal approval of the action of the members of the Supervisory Board for the 2008 business year.

Shareholders:	223
Presence:	16,169,161
Yes-Votes:	16,166,393
No-Votes:	0
Abstention:	2,768

5. Resolution on the remuneration of the members of the Supervisory Board for the 2008 business year.

Shareholders:	229
Presence:	16,561,949
Yes-Votes:	16,559,181
No-Votes:	1,800
Abstention:	968

6. Appointment of the auditors and the Group account auditors for the 2009 financial year.

Shareholders:	232
Presence:	16,562,639
Yes-Votes:	16,312,168
No-Votes:	199,593
Abstention:	50,878

7. Election of a member to the Supervisory Board.

Shareholders:	232
Presence:	16,562,888
Yes-Votes:	16,305,434
No-Votes:	204,776
Abstention:	52,678

8. Adoption of spin-off resolutions:

- a) **Adoption of a spin-off resolution for the transfer of a participation [business share in Neupack Polska Spółka z ograniczoną odpowiedzialnością (company with limited liability) with its seat in Bydgoszcz, Poland, in a nominal value of PLN 1,901,427.70] by spin-off for the purpose of merger in accordance with section 1, paragraph 1, numbers 2 and 17 of the Federal Law on the Spin-off of Companies Limited by Shares (SpaltG) and subject to Art. VI of the Corporate Restructuring Taxes Act (UmgrStG) from Mayr-Melnhof Packaging Austria GmbH, Vienna, Commercial Register no. FN 92108 d, as the transferring company, to Mayr-Melnhof Karton Aktiengesellschaft as the absorbing company in accordance with the provisions of the spin-off and acquisition agreement of 23 March 2009 and approval of the spin-off and acquisition agreement of 23 March 2009.**
- b) **Adoption of a spin-off resolution for the transfer of a participation [business share in Neupack Polska Spółka z ograniczoną odpowiedzialnością (company with limited liability) with its seat in Bydgoszcz, Poland, in a nominal value of PLN 7,358,200.00] by spin-**



off for the purpose of merger in accordance with section 1, paragraph 1, numbers 2 and 17 of the Federal Law on the Spin-off of Companies Limited by Shares (SpaltG) and subject to Art. VI of the Corporate Restructuring Taxes Act (UmgrStG) from Neupack Gesellschaft m.b.H., Reichenau an der Rax, Commercial Register no. FN 49312 v, as the transferring company, to Mayr-Melnhof Karton Aktiengesellschaft as the absorbing company in accordance with the provisions of the spin-off and acquisition agreement of 23 March 2009 and approval of the spin-off and acquisition agreement of 23 March 2009.

Shareholders:	222
Presence:	16,563,049
Yes-Votes:	16,561,741
No-Votes:	0
Abstention:	1,308