



**Mayr-Melnhof Karton Aktiengesellschaft
Vienna, FN 81906 a**

**Proposed Resolutions for the
17th Annual General Meeting
27 April 2011**

- 1. Presentation of the annual financial statements including the management report and the corporate governance report, the consolidated financial statements including the management report for the Group, the proposed allocation of profit and the report of the Supervisory Board for the business year 2010.**

No resolution is required for this item of the agenda.

- 2. Resolution on the allocation of balance sheet profits.**

The Management Board and the Supervisory Board propose the allocation of the balance sheet profits of EUR 50,000,000.00 (EUR 50 million) as follows:

distribution of a dividend of EUR 1.95 per participating share,

payable to the shareholders as of 9 May 2011,

and carry-forward onto new account of the remaining amount.

- 3. Resolution on the formal approval of the action of the members of the Management Board for the business year 2010.**

The Management Board and the Supervisory Board propose a resolution on the formal approval of the action of the members of the Management Board in office in the business year 2010 for such period.

- 4. Resolution on the formal approval of the action of the members of the Supervisory Board for the business year 2010.**

The Management Board and the Supervisory Board propose a resolution on the formal approval of the action of the members of the Supervisory Board in office in the business year 2010 for such period.

5. Resolution on the remuneration of the members of the Supervisory Board for the business year 2010.

The Management Board and the Supervisory Board propose the determination of the remuneration of the Supervisory Board at EUR 219,000.00 and that the Supervisory Board be entrusted with the allocation of the remuneration within the Supervisory Board.

6. Appointment of the auditors and the Group auditor for the business year 2011.

The Supervisory Board proposes the appointment of Grant Thornton Unitreu GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft 1200 Vienna, Austria, Handelskai 92, Gate 2, 7A as the auditor and Group auditor for the business year 2011.