



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

**Proposed Resolutions for the
16th Annual General Meeting
28 April 2010**

- 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 2009.**

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 1.70 per participating share,

payable to the shareholders as of 11 May 2010,

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 2009.**

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 2009 for such period.

- 4. Resolution on the formal approval of the action of the members of the Supervisory Board for the business year 2009.**

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 2009 for such period.

5. Resolution on the remuneration of the members of the Supervisory Board for the business year 2009.

The Management Board and the Supervisory Board propose the determination of the remuneration of the Supervisory Board at EUR 195,000.00 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 2010.

The Supervisory Board proposes the appointment of unitreu Wirtschaftsprüfungs- und Steuerberatungs GmbH, Apostelgasse 23, 1030 Vienna, Austria as the auditor and Group auditor for the business year 2010.

7. Election to the Supervisory Board.

At the end of the General Meeting on 28 April 2010, the term of office of all members of the Supervisory Board shall end.

In accordance with section 10 of the articles of association, the Supervisory Board has at least four and no more than twelve members.

So far, the Supervisory Board has had eight members elected by the General Meeting. In order to reach this number again, eight members must be elected in the next General Meeting.

The following candidates for the Supervisory Board are based on the Supervisory Board's recommendations. The recommendations were made on the basis of the requirements of the Corporate Governance Code.

The Supervisory Board proposes the election of Mr. Michael Gröller, Mr. Romuald Bertl, Mr. Johannes Goess-Saurau, Mr. Nikolaus Ankershofen, Mr. Guido Held, Mr. Alexander Leeb, Mr. Georg Mayr-Melnhof and Mr. Michael Schwarzkopf to the Supervisory Board effective as of the end of this General Meeting and up to the end of the General Meeting that passes the resolution on the formal approval for the fourth business year after the election, whereas the current business year shall not be taken into account. In case the current balance sheet date of 31 December is maintained, the term of office of the members of the Supervisory Board to be elected shall end at the end of the general meeting deciding on the formal approval for the business year 2014.

Each of the persons proposed made his declaration in accordance with section 87, paragraph 2 of the Stock Corporation Act, which is also available on the website of the Group.

The General Meeting shall be bound by the proposals made in the election in accordance with the method described below. Proposals for the election of members of the Supervisory Board together with the declarations in accordance with section 87, paragraph 2 of the Stock Corporation Act for each person proposed must be made available on the website of the Group no later than 21 April 2010; otherwise the persons may not be included in the election. This shall also apply to candidates proposed by shareholders in accordance with section 110 of the Stock Corporation Act, which must be received by the Group in writing no later than 19 April 2010, whereas concerning the details and pre-conditions in order to take into account such proposals, we make reference to "Information on the rights of the shareholders in accordance with sections 109, 110 and 118 of the Stock Corporation Act / Proposed resolutions by shareholders in accordance with section 110 of the Stock Corporation Act".

- 8. Resolution on the simplified decrease in the equity capital by EUR 8,000,000.00, from EUR 88,000,000.00 to EUR 80,000,000.00, in accordance with section 192, paragraph 3, no. 2 and section 192, paragraph 4 of the Stock Corporation Act by way of a redemption of 2,000,000 own shares with a pro-rata share in the equity capital of EUR 8,000,000.00. The purpose of this simplified capital decrease is the reduction of the number of own shares. The equity capital of EUR 80,000,000.00 is now divided into 20,000,000 no-par shares.**

Since 27 November 2007, the Group has been purchasing own shares.

The purpose therefore are capital structure improvement measures.

As of the record date 17 March 2010, the Group now holds 2,015,260 own shares. That constitutes 9.16 % of the equity capital (of a possible maximum of 10 %). So far, no opportunity has arisen to use such own shares in accordance with the authorisation to repurchase granted by the General Meeting.

The Management Board and the Supervisory Board propose to the General Meeting to pass a resolution on the decrease of the equity capital by EUR 8,000,000.00, from EUR 88,000,000.00 to EUR 80,000,000.000, in accordance with section 192, paragraph 3, no. 2 and section 192, paragraph 4 of the Stock Corporation Act by

way of a redemption of 2,000,000 own shares with a pro-rata share in the equity capital of EUR 8,000,000.00. The purpose of this simplified capital decrease is the reduction of the number of own shares. The equity capital of EUR 80,000,000.00 is now divided into 20,000,000 no-par shares.

9. Resolution on the modification to the Articles of Association, in particular the adjustments to the changed statutory provisions - Amending Law to Stock Corporation Law 2009.

The Management Board and the Supervisory Board addressed the modified statutory provisions, in particular the Amending Law to Stock Corporation Law 2009.

The Management Board and the Supervisory Board propose the modification of the articles of association, sections 2 (Object of the Group), 3 (Publications), 4 (Equity capital), 9 (Reporting to the Supervisory Board), 11 (Election and dismissal of members of the Supervisory Board), 17 (General on the General Meeting), 18 (Voting rights at the General Meeting), 19 (Chairmanship at the General Meeting), 21 (Annual General Meeting), 23 (Financial statements) and 24 (Allocation of profits) in accordance with the enclosure, in which the modifications are marked. The modifications to the articles of association proposed are to adjust the articles of association to modified statutory provisions, in particular the Amending Law to Stock Corporation Law 2009 (AktRÄG 2009) and the Business Enterprise Code (UGB); however, some of the modifications are necessary or reasonable in the opinion of the Management Board or the Supervisory Board.

Enclosure: Articles of association with marked modifications proposed