



## **Invitation**

We would like to invite our shareholders to the

**16<sup>th</sup> Annual General Meeting  
of Mayr-Melnhof Karton Aktiengesellschaft**

on **Wednesday, 28 April 2010 at 10.00 a.m.**  
in the Grand Hotel, Kärntner Ring 9, 1010 Vienna.

### **Agenda**

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.
2. Resolution on the allocation of the profit for the financial year shown in the Annual Financial Statements for 2009.
3. Resolution on the formal approval of the action of the members of the Management Board for the business year 2009.
4. Resolution on the formal approval of the action of the members of the Supervisory Board for the business year 2009.
5. Resolution on the remuneration of the members of the Supervisory Board for the business year 2009.
6. Appointment of the auditors and the Group auditors for the business year 2010.
7. Election to the Supervisory Board.
8. Resolution on the simplified decrease in the share 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 cancellation 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 share capital of EUR 80,000,000.00 is now divided into 20,000,000 no-par shares.

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

## **DOCUMENTATION FOR THE ANNUAL GENERAL MEETING**

The following documents will be available for inspection by the shareholders in the premises at the seat of the Company Brahmsplatz 6, 1041 Vienna, Austria, Investor Relations department, Mr. Stephan Sweerts-Sporck starting on **7 April 2010** at the latest:

- annual financial statements and management report
- corporate governance report
- consolidated financial statements and management report for the Group
- proposal for the allocation of profit
- report of the Supervisory Board

each for the business year 2009

- proposed resolutions as to the items 2 - 9 of the agenda
- statements of the nominees for the election to the Supervisory Board according to TOP 7 in accordance with section 87, paragraph 2 of the Stock Corporation Act.

These documents as well as the full text of this invitation and the form for the grant and revocation of a proxy will be made available online at [www.mayr-melnhof.com](http://www.mayr-melnhof.com) on **7 April 2010** at the latest and will also be available during the annual general meeting.

## **NOTICE OF THE RIGHTS OF THE SHAREHOLDERS IN ACCORDANCE WITH SECTION 109, 110 AND 118 OF THE STOCK CORPORATION ACT**

Shareholders whose shares together amount to **5 % of the share capital** and who have been holders of these shares for a period of at least three months before the application, may request in writing that **additional items be included in the agenda** for this annual general meeting and that an announcement be made in this respect, provided such request is received by the company in writing no later than **7 April 2010** and exclusively to the address Brahmsplatz 6, 1041 Vienna, Austria, Investor Relations department, Mr. Stephan Sweerts-Sporck.

Shareholders whose shares together amount to **1 % of the equity capital** may transmit written **proposals for resolutions** for each item on the agenda including reasons

therefore and may request that such proposal including the reasons be made available on the website of the Company, provided such request is received by the Company no later than **19 April 2010** via fax at +43 1 50 136 / 91195 or via mail to Brahmplatz 6, 1041 Vienna, Austria, Investor Relations department, Mr. Stephan Sweerts-Sporck or via e-mail to [investor.relations@mm-karton.com](mailto:investor.relations@mm-karton.com), whereas the request must be in a text format, e.g. PDF, and attached to the e-mail. The shareholders, in order to be able to exercise shareholders' rights, must provide evidence of their capacity as shareholder by providing a safe custody receipt in accordance with section 10a of the Stock Corporation Act for deposited bearer shares; such receipt should be issued no later than 7 days before its presentation to the Company. The other requirements for the safe custody receipt are included in the statements concerning the entitlement to participate in the annual general meeting.

Upon request, each shareholder is entitled to receive information on the matters of the Company during the annual general meeting, to the extent such information is necessary for the proper evaluation of an item on the agenda.

Additional information on the rights of the shareholders in accordance with sections 109, 110 and 118 of the Stock Corporation Act, in particular on how the evidence of the required shareholding is to be provided, are available on the website of the Company, [www.mayr-melnhof.com](http://www.mayr-melnhof.com).

#### **RECORD DATE AND PARTICIPATION IN THE ANNUAL GENERAL MEETING**

The entitlement to participate in the annual general meeting and to exercise the voting right and all the other shareholders' rights to be asserted in connection with the annual general meeting is subject to the shareholding at the end of **18 April 2010** (record date).

Only persons who are shareholders on the record date and provide evidence therefor shall be entitled to participate in the annual general meeting.

### **Deposited bearer shares**

In case of deposited bearer shares, the shareholding as of the record date may be evidenced by a safe custody receipt in accordance with section 10a of the Stock Corporation Act, to be received by the Company no later than **23 April 2010 (24.00 Vienna time)** exclusively at one of the addresses stated below.

Via mail                Mayr-Melnhof Karton AG  
Investor Relations  
Attn. Mr. Stephan Sweerts-Sporck  
Brahmsplatz 6  
1041 Vienna

Via SWIFT             GIBAATWGGMS  
(Message Type MT598; please state ISIN AT0000938204 in the text)

Via fax                 +43 1 50 136 91195

### **Non-deposited bearer shares**

In case of non-deposited bearer shares, a written confirmation by an Austrian public notary, which must be sent to the Company exclusively to one of the addresses stipulated above, shall be sufficient.

### **Safe custody receipt in accordance with section § 10a of the Stock Corporation Act**

The safe custody receipt must be issued by the depositary bank headquartered in a state which must be either a member state of the European Economic Area or a full member of the OECD and must contain the following data:

- Information on the issuer: name / name of company and address or a code used for transactions between banks (SWIFT code)
- Information on the shareholder: name / name of company, address, date of birth for individuals, register and register number for legal entities, if applicable
- Information on the shares: number of the shares held by the shareholder, ISIN AT0000938204
- Deposit number and/or another description
- Time to which the safe custody receipt refers.

The safe custody receipt as evidence for the shareholding must refer to the record date stated above, i.e. **18 April 2010**.

The safe custody receipt shall be accepted in German or in English.

The shareholders shall not be blocked due to their registration for the annual general meeting and/or the transmission of a safe custody receipt; therefore, shareholders may still freely dispose of their shares even after they are registered and/or transmitted a safe custody receipt.

### **REPRESENTATION BY PROXY**

Each shareholder entitled to participate in the annual general meeting has the right to appoint a proxy who participates in the annual general meeting in the name of such shareholder and who has the same rights as the shareholder he/she represents.

The proxy must be granted to a certain person (an individual or a legal entity) in writing.

The proxy must be received by the Company at one of the addresses stipulated below exclusively:

Via mail                      Mayr-Melnhof Karton AG  
Investor Relations  
Attn. Mr. Stephan Sweerts-Sporck  
Brahmsplatz 6  
1041 Vienna

Via fax:                        +43 1 50 136 91195

Via e-mail                    [investor.relations@mm-karton.com](mailto:investor.relations@mm-karton.com), whereas the proxy should be attached to the e-mail in text format, e.g. PDF.

In person                    in the course of the registration to the annual general meeting  
at the place of the meeting

A proxy form can be sent to you upon request or you can retrieve it on the Company's website at [www.mayr-melnhof.com](http://www.mayr-melnhof.com).

In case a shareholder granted proxy to his/her depositary bank, it shall suffice if such bank declares that it has proxy and provides the safe custody receipt. For the transmis-

sion of this declaration, section 10a, paragraph 3 of the Stock Corporation Act shall apply mutatis mutandis.

**Total number of shares and voting rights**

At the time the annual general meeting is convened, the share capital of the Company is divided into 22,000,000 no-par shares. Each share holds one vote. At the time the annual general meeting is convened, the Company holds 2,015,260 own shares. The Company derives no rights therefrom. At the time the annual general meeting is convened, the total number of participating and voting shares is 19,984,740.

In order to guarantee smooth entry controls, we would like to ask the shareholders to arrive in due time before the beginning of the annual general meeting and to have an official valid photo identification ready. Admission for the pickup of voting cards shall start at 9.15 a.m.

Vienna, March 2010

The Management Board