



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

**Supplementation of the agenda by shareholders in accordance with section § 109 AktG (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**.

Such additional items of shareholders to be exclusively received at the address stated below:

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

The phrasing of this item of the agenda and of the proposal put forward for the resolutions shall also be submitted in a German-language version.

In the case of deposited bearer shares, producing a safe custody receipt in accordance with section “§ 10a AktG” (Stock Corporation Act) shall serve as the required proof of ownership of the relevant share with a view to exercising the shareholder’s right.

**Proposals for resolutions put forward by the shareholders in accordance with section “§ 110 AktG” (Stock Corporation Act)”**

Shareholders whose shares put together reach **1 % of the share capital** shall be in a position to submit **proposals for resolution** concerning any item of the agenda of this annual general meeting in written form and may request that these proposals together with the names of the relevant shareholders, justification and, possibly, a statement made by the Management Board or by the Supervisory Board be made available on the internet page of the Company. Please note that each proposed resolution shall be accompanied by a justification. Proposals shall only be considered if the Group receives the same in written form by **19 April 2010**, at the latest. In the case of a proposal for the election of members of the Supervisory Board [re. TOP 7 Election to the Supervisory



Board] the giving of reasons shall be replaced by a statement made by the person proposed in accordance with section “§ 87 Para. 2 AktG.” (Stock Corporation Act). In making such a statement, the person proposed in the aforementioned way has to disclose his/her special qualification, professional or comparable functions as well as all circumstances that might incur a bias. Any motions made by the shareholders in this context shall be addressed exclusively to

Mayr-Melnhof Karton AG

Investor Relations

Attn. Mr. Stephan Sweerts-Sporck

Brahmsplatz 6

1041 Vienna,

or

via fax to +43 1 50 136 / 91195

or

via e-mail [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.

Every proposal for a resolution shall also be submitted in a German-language version.

In the case of deposited bearer shares, producing a safe custody receipt in accordance with section “§ 10a AktG” (Stock Corporation Act) shall serve as the required proof of ownership of the relevant share with a view to exercising the shareholder’s right.

### **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 shall be issued in German or English and shall be in written form.

Custody receipt to be exclusively received 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

The safe custody receipt in terms of the required proof of shareholder characteristics in the context of exercising the shareholder's right in accordance with section "§ 109 AktG" (Stock Corporation Act) (supplement to the agenda) and "§ 110 AktG" (Stock Corporation Act) (proposals for resolutions put forward by the shareholders) shall be issued no later than 7 days before its presentation to the Company.

The safe custody receipt in terms of the required proof of shareholder characteristics in the context of exercising the shareholder's right in accordance with section "§ 109 AktG" (Stock Corporation Act) (supplement to the agenda) shall state that the applicant has been a shareholder since a point in time at least three months before his/ her application without any interruption.

#### **Further proof of shareholder characteristics**

In the case of non-deposited bearer shares, the written confirmation on the part of a notary public shall suffice provided it contains, in meaning, the information stated above in the context of the safe custody receipt.



**Information concerning the right to information in accordance with section “§ 118 AktG” (Stock Corporation Act)**

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. The right to information shall extend to the legal and business relations of the company with an associated enterprise. If in the annual general meeting of a mother company (section „§ 244 UGB“ (Entrepreneurs Act) the consolidated financial statements and the management report for the group are submitted, the right to information shall comprise the situation of the group as well as any companies incorporated in the consolidated financial statements.

Any information given shall comply to the principles of accountability as prudent and faithful.

Information may be withheld under the proviso that

1. it is deemed fit on the basis of a reasonable entrepreneurial assessment to cause significant harm to the enterprise or an associated enterprise, or if
2. disclosing such information would be actionable.

Any shareholder taking part in the annual general meeting shall be entitled to give out information. Furthermore, the right to information of the shareholders shall extend to their legal or authorised representatives.

**Right to put forward a motion in accordance with section “§ 119 AktG” (Stock Corporation Act)**

Each shareholder shall, irrespective of the size of the share he/ she holds, have the right to pass motions on any item of the agenda. A shareholder’s motion concerning the election of a member of the Supervisory Board automatically presupposes the submission of a proposal for a resolution in accordance with section “§ 110 AktG” (Stock Corporation Act) together with a declaration in accordance with section „§ 87 Para. 2 AktG“ (Stock Corporation Act) (see above).

In accordance with section „§ 87 Para. 6 AktG“ (Stock Corporation Act), persons shall only then have a right to vote for members of the Supervisory Board if the relevant proposals for election together with the statements in accordance with section “§ 87 Para.. 2 AktG” (Stock Corporation Act) for each such candidate is made accessible on the internet page of the Company at least five working days before the annual general meeting, i.e. by 21 April 2010. This shall equally apply to election proposals made by



shareholders in accordance with section “§ 110 AktG.” (Stock Corporation Act). Proposals for candidates shall be made to the company by **19 April 2010**, at the latest, in the aforementioned manner.