



Mayr-Melnhof Karton Aktiengesellschaft
Vienna, Commercial Register No. 81906 a
ISIN AT0000938204

Publication of the resolution of the Ordinary Shareholders' Meeting of April 24th, 2019,
concerning the authorization to acquire treasury shares
in accordance with section 65 paragraph 1 line 8 and paragraphs 1a and 1b of the Austrian Stock Corporation Act (AktG) in combination with
section 82 paragraph 9 of the Austrian Stock Exchange Act (BörseG) and section 3 paragraph 1 of the
Austrian Publication Regulation (VeröffentlichungsV)

The following resolution was passed by the 25th Ordinary Shareholders' Meeting of Mayr-Melnhof Karton Aktiengesellschaft, Vienna, on April 24th, 2019, as the 7th item on the agenda:

- a) The Management Board is authorized in accordance with section 65 paragraph 1 line 8 and paragraphs 1a and 1b of the Austrian Stock Corporation Act (AktG) to acquire bearer shares in the company at an amount equaling up to 10 % of the share capital over a period of 30 months commencing on April 24th, 2019, i.e. until October 24th, 2021, via the stock exchange as well as off-market, and only from individual shareholders, or from a single shareholder, at a minimum price equivalent to EUR 1.00 per share and at a maximum price equivalent to EUR 200.00 per share. It is not permitted to acquire treasury shares for the purpose of trading. The authorization may be exercised entirely, partially or also in several tranches, and in pursuit of one or several purposes, by the Company, by a subsidiary (section 189a line 7 of the Austrian Commercial Code – UGB) or by third parties for the Company's account.
- b) The Management Board of Mayr-Melnhof Karton may decide to acquire said shares via the stock exchange, but the Supervisory Board must subsequently be informed of this decision. The acquisition of shares off-market is subject to the prior consent of the Supervisory Board. Acquisition of shares off-market may be performed excluding proportional selling rights (inverse exclusion of right of subscription).
- c) The Management Board is authorized for a period of five years from the date of the resolution in accordance with section 65 paragraph 1b of the Austrian Stock Corporation Act (AktG) and with the consent of the Supervisory Board to decide a method of disposal for the sale or use of treasury shares other than via the stock exchange or through a public offering, applying arrangements corresponding to those relating to the exclusion of subscription rights for shareholders and to define the conditions for disposal. The authorization may be exercised entirely, partially or also in several tranches, and in pursuit of one or several purposes, by the Company, by a subsidiary (section 189a line 7 of the Austrian Commercial Code – UGB) or by third parties for the Company's account.
- d) The Management Board is also authorized, with the consent of the Supervisory Board, where necessary to reduce the share capital through the cancelation of treasury shares without further resolution of the Ordinary Shareholders' Meeting and in accordance with section 65 paragraph 1 line 8 final clause in combination with section 122 of the Austrian Stock Corporation Act (AktG). The Supervisory Board is authorized to decide changes to the Articles of Association resulting from the cancelation of shares.