



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

## **I n v i t a t i o n**

We would like to invite our shareholders to the

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

on **Wednesday, April 24<sup>th</sup>, 2013, at 10.00 a.m.**  
in Wiener Börsesäle, 1010 Vienna, Wipplingerstraße 34

## **A g e n d a**

1. Presentation of the annual financial statement 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 2012.
2. Resolution on the allocation of the profit
3. Resolution on the formal approval of the action of the members of the Management Board for the business year 2012
4. Resolution on the formal approval of the action of the members of the Supervisory Board for the business year 2012
5. Resolution on the remuneration of the members of the Supervisory Board for the business year 2012
6. Appointment of the auditors and the Group auditors for the business year 2013

## DOCUMENTATION FOR THE ANNUAL GENERAL MEETING

Especially the following documents will be available online at [www.mayr-melnhof.com](http://www.mayr-melnhof.com) as of **April 3<sup>rd</sup>, 2013** at the latest and will also be available during the annual general meeting.

- annual financial statement 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 2012;
- proposed resolutions as to the items 2 – 6,
  - form for the grant of a proxy,
  - form for the revocation of a proxy,
  - full text of this invitation.

## 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 **April 3<sup>rd</sup>, 2013** 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 **April 15<sup>th</sup>, 2013** via fax at +43 1 50 136 / 91195 or via mail to Brahmsplatz 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 **April 14<sup>th</sup>, 2013** (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.

The shareholding may be evidenced by a safe custody receipt in accordance with article 10a of the Stock Corporation Act, to be received by the Company no later than **April 19<sup>th</sup>, 2013 (24.00 Vienna time)** exclusively at one of the addresses stated below.

Via mail or courier      Mayr-Melnhof Karton AG  
Investor Relations  
Attn. Herrn Stephan Sweerts-Sporck  
Brahmsplatz 6  
1041 Vienna  
Austria

Via fax              +43 1 50 136 / 91195

Via e-mail:        [investor.relations@mm-karton.com](mailto:investor.relations@mm-karton.com); whereas the  
safe custody receipt in text form, for example as PDF,  
has to be attached to the e-mail.

Mayr-Melnhof Karton AG does not accept safe custody receipts according to section 114 paragraph 1 fourth sentence of the Stock Corporation Act that are transferred via an internationally widespread, particularly secured communication network of banks (SWIFT) as other electronic ways of communication (fax and e-mail) are opened. This is because the Mayr-Melnhof Karton AG provided SWIFT as electronic way of communication at previous annual general meetings, however, the depository banks did not make any use of it.

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

The safe custody receipt must be issued by the depository 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
- 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. **April 14<sup>th</sup>, 2013**.

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

### **Cancellation of physical share certificates**

Mayr-Melnhof Karton AG has an obligation to replace all bearer share certificates (physical share certificates) still in circulation with a global certificate and to place this with the OeKB. This was reported at the 18<sup>th</sup> Annual General Meeting. After the appropriate approval was granted by Vienna Commercial Court on March 30<sup>th</sup>, 2012, all of the company's shareholders who hold ordinary bearer shares in physical share certificates were requested by way of three announcements in the "Amtsblatt" (official register) section of the Wiener Zeitung newspaper to hand in the share certificates by no later than September 27<sup>th</sup>, 2012. On the basis of a Management Board resolution passed on 4 October 4<sup>th</sup>, 2012, the ordinary bearer shares in physical share certificates were cancelled in accordance with section 67 of the Austrian Stock Corporation Act (AktG) in conjunction with section 262 paragraph 29 of the AktG. The corresponding announce-

ment was made in the “Amtsblatt” section of the Wiener Zeitung newspaper on October 16<sup>th</sup>, 2012.

With the declaration of their cancellation, the share certificates became invalid and they no longer provide the right to participate and vote in the Annual General Meeting of Mayr-Melnhof Karton AG. Shareholders who still possess physical share certificates may hand in the cancelled share certificates to UniCredit Bank Austria AG, 1010 Vienna, Schottengasse 6-8, as the receiving point or to the custodian credit institutes at any time during normal business hours. On the basis of this a credit which corresponds with the number of shares that have been handed in can be posted to a securities deposit account to be advised by the shareholder. In order for shareholders to retain their right to participate in the upcoming Annual General Meeting, they must arrange for this to be done in time so that the credit to the securities deposit account is made by no later than the record date for proof of the shareholding (Nachweisstichtag) of April 14<sup>th</sup>, 2013.

## **REPRESENTATION OF 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 or Courier	Mayr-Melnhof Karton AG Investor Relations z.Hd. Herrn Mag. Stephan Sweerts-Sporck Brahmsplatz 6 1041 Vienna Austria
Via fax	+43 1 50 136 / 91195
Via e-mail	<a href="mailto:investor.relations@mm-karton.com">investor.relations@mm-karton.com</a> 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 transmission 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 20,000,000 no-par shares. Each share holds one vote. At the time the annual general meeting is convened, the Company does not hold any own shares.

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 2013

The Management Board

The English text is a translation of the original German version.