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**Mondi Limited**

(Incorporated in the Republic of South Africa)  
(Registration number: 1967/013038/06)  
JSE share code: MND ISIN: ZAE000097051

**Mondi plc**

(Incorporated in England and Wales)  
(Registration number: 6209386)  
JSE share code: MNP ISIN: GB00B1CRLC47  
LSE share code: MNDI

30 June 2011

As part of the dual listed companies structure, Mondi Limited and Mondi plc (together "Mondi Group") notify both the JSE Limited ("JSE") and the London Stock Exchange ("LSE") of matters required to be disclosed under the Listings Requirements of the JSE and/or the Disclosure and Transparency and Listing Rules of the United Kingdom Listing Authority.

**Results of the Mondi Limited and Mondi plc general meetings and finalisation date announcement relating to the demerger of Mpack Limited by Mondi Limited to the ordinary shareholders of Mondi Limited**

**1. Introduction**

Shareholders of Mondi Group are referred to the announcement released on Tuesday, 31 May 2011 and the circulars to Shareholders of Mondi Limited and Mondi plc dated Tuesday, 31 May 2011 (the "Circulars") regarding:

- The proposed demerger of Mpack Limited ("Mpack") (formerly Mondi Packaging South Africa Limited) by Mondi Limited to the ordinary shareholders of Mondi Limited ("Mondi Limited Shareholders"), (the "Demerger");
- The proposed conversion of Mondi Limited Ordinary Shares and Mondi Limited Special Converting Shares with a par value of R0.20 per share to shares of no par value (the "Mondi Limited Conversion"); and
- The proposed consolidation of the Mondi Limited Ordinary Shares (the "Mondi Limited Consolidation").

At the Mondi Limited General Meeting held on Thursday, 30 June 2011 at 12.00 p.m. (South Africa), and the Mondi plc General Meeting held on Thursday, 30 June 2011 at 11.00 a.m. (United Kingdom) (the "Meetings"), all of the resolutions proposed at the Meetings (the "Resolutions"), details of which are contained below, were approved by the requisite majority of votes. If required, notice of amendments to Mondi Limited's Memorandum of Incorporation will be filed with the South African Companies and Intellectual Property Commission in due course. With the exception of Resolution 3 of the Mondi Limited General Meeting, the Resolutions were treated as Class Rights Actions (as defined in Mondi Limited's Memorandum of Incorporation and Mondi plc's Articles of Association) for the purposes of the dual listed companies structure, as explained in the notes to the respective notices of General Meeting, and accordingly were passed by independent votes in favour by the Shareholders of Mondi Limited and Mondi plc, respectively.

**Mondi Limited General Meeting voting result**

	<b>Resolution</b>	<b>Votes for</b>	<b>%</b>	<b>Votes against</b>	<b>%</b>	<b>Votes withheld</b>	<b>Votes total</b>
1	To approve the Demerger and authorise payment of Mpack ordinary shares as a dividend <i>in specie</i> to Mondi Limited Shareholders	116,001,714	99.86	162,644	0.14	1,743	116,164,358
2	To amend the Mondi Limited Articles of Association to provide for the Mondi Limited Consolidation*	116,001,714	99.86	162,644	0.14	1,743	116,164,358
3	To approve the Mondi Limited Conversion by the Mondi Limited Ordinary Shareholders*	116,001,504	99.86	162,644	0.14	1,953	116,164,148
4	To approve the Mondi Limited Conversion by all Mondi Limited Shareholders*	116,001,521	99.86	162,644	0.14	1,936	116,164,165
5	To approve the Mondi Limited Consolidation*	116,001,697	99.86	162,644	0.14	1,760	116,164,341
6	To approve the sub-division and consolidation of the Mondi plc Special Converting Shares	116,001,714	99.86	162,644	0.14	1,743	116,164,358

7	To authorise Mondi Group directors to do all things on behalf of Mondi Limited or Mondi plc that may be required in order to give effect to and implement the Resolutions	116,164,351	100	7	0.00	1,743	116,164,358
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\* = Special resolutions

75% of votes in favour are required pursuant to the South African Companies Act and the JSE Listings Requirements

#### Mondi plc General Meeting voting result

	Resolution	Votes for	%	Votes against	%	Votes withheld	Votes total
1	To approve the Demerger and authorise payment of Mpact ordinary shares as a dividend <i>in specie</i> to Mondi Limited Shareholders	262,311,609	100	2486	0.00	2,266,498	264,580,593
2	To amend the Mondi Limited Articles of Association to provide for the Mondi Limited Consolidation	264,065,332	100	2,486	0.00	512,775	264,580,593
3	To approve the Mondi Limited Conversion	264,064,551	100	3,058	0.00	512,984	264,580,593
4	To approve the Mondi Limited Consolidation	264,065,334	100	2,486	0.00	512,773	264,580,593
5	To approve the sub-division and consolidation of the Mondi plc Special Converting Shares	264,064,973	100	2,636	0.00	512,984	264,580,593
6	To authorise Mondi Group directors to do all things on behalf of Mondi Limited or Mondi plc that may be required in order to give effect to and implement the Resolutions	263,897,871	99.94	169,738	0.06	512,984	264,580,593

Accordingly, the Demerger, the Mondi Limited Consolidation and the Mondi Limited Conversion are unconditional in every respect and will progress in accordance with the detailed timetable set out below.

## 2. Salient dates and times

The Demerger	2011
Last day to trade in Mondi Limited Ordinary Shares on the JSE to participate in the Demerger	Friday, 8 July
Mondi Limited Ordinary Shares trade "ex" the entitlement to the Mpact ordinary shares from the commencement of business	Monday, 11 July
Listing of Mpact ordinary shares on the JSE under the share code "MPT" and ISIN ZAE000156501 from the commencement of business	Monday, 11 July
Demerger record date	Friday, 15 July
Demerger effected	Monday, 18 July
Share certificates in respect of Mpact ordinary shares posted to certificated Mondi Limited Shareholders on or about	Monday, 18 July
Dematerialised Mondi Limited Shareholders will have their accounts at their CSDP or broker updated with Mpact ordinary shares on	Monday, 18 July
Announcement of apportionment of base cost for capital gains tax purposes	Wednesday, 20 July

## **The Mondi Limited Consolidation and the Mondi Limited Conversion**

2011

VWAP period	from 8.00 a.m. (UK) / 9.00 a.m. (South Africa) on Monday, 11 July 2011 to 4.00 p.m. (UK) / 5.00 p.m. (South Africa) on Thursday, 21 July 2011
Announcement of the Mondi Limited Consolidation Ratio	Friday, 22 July
Last day to trade in existing Mondi Limited Ordinary Shares	Friday, 29 July
New Mondi Limited Ordinary Shares listed and commence trading at 9.00 a.m. (South Africa) on the JSE under new ISIN ZAE000156550 and the same JSE code MND	Monday, 1 August
Mondi Limited Conversion and Mondi Limited Consolidation record date	Friday, 5 August
Mondi Limited Conversion and Mondi Limited Consolidation effected	Monday, 8 August
Replacement certificates in respect of new Mondi Limited Ordinary Shares will be posted by registered post to certificated Mondi Limited Shareholders whose share certificates have been received by 12.00 p.m. (South Africa) on Friday, 5 August 2011 on or about	Monday, 8 August
If share certificates have not been received by 12.00 p.m. (South Africa) on Friday, 5 August 2011, replacement share certificates in respect of new Mondi Limited Ordinary Shares will be posted by registered post within five business days of receipt of the share certificates after	Monday, 8 August
Dematerialised Mondi Limited Shareholders will have their accounts at their CSDP or broker updated with new Mondi Limited Ordinary Shares on	Monday, 8 August

### **3. Further cautionary announcement**

Further to the announcement on Tuesday, 31 May 2011, the outcome of the Demerger and the Mondi Limited Consolidation may have a material effect on the price of Mondi Group's securities. Accordingly, shareholders are advised to continue exercising caution when dealing in their Mondi Group shares until a further announcement is made.

Rothschild is acting as financial adviser and transaction sponsor to the Mondi Group and Rand Merchant Bank is acting as financial adviser and transaction sponsor to Mpact.

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#### **Editors' notes**

About Mondi:

Mondi is an international paper and packaging group, with production operations across 31 countries and revenues of €6.2 billion in 2010. The Group's key operations are located in central Europe, Russia and South Africa and as at the end of 2010, Mondi employed 29,000 people.

Mondi is fully integrated across the paper and packaging process, from the growing of wood and the manufacture of pulp and paper (including recycled paper), to the conversion of packaging papers into corrugated packaging, industrial bags and coatings.

The Group is principally involved in the manufacture of packaging paper, converted packaging products and uncoated fine paper (UFP).

Mondi has a dual listed companies structure, with a primary listing on the JSE Limited for Mondi Limited under the ticker code MND and a premium listing on the London Stock Exchange for Mondi plc, under the ticker code MNDI, as well as a secondary listing for Mondi plc on the JSE under the ticker code MNP. The Group has been recognised for its sustainability through its inclusion in the FTSE4Good UK, Europe and Global indices in 2008, 2009 and 2010 and the JSE's Socially Responsible Investment (SRI) Index in 2007, 2008, 2009 and 2010.

#### **Notice to Shareholders**

*This announcement does not constitute an offer to sell nor a solicitation to buy securities as such terms are defined under the US Securities Act.*

*The securities referenced herein have not been and will not be registered under the US Securities Act or under any securities laws of any state or other jurisdiction of the United States and may not be offered, sold or taken up, directly or indirectly, within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There will be no public offer of Mpact Shares in the United States.*

*The securities referenced herein have not been and will not be registered under the securities laws of Australia, Canada or Japan and may not be offered, sold, taken up or renounced, directly or indirectly, within such jurisdictions except pursuant to an applicable exemption from and in compliance with any applicable securities laws.*