

Mondi Limited

(Incorporated in the Republic of South Africa)

(Registration number: 1967/013038/06)

JSE share code: MND ISIN: ZAE000156550

Mondi plc

(Incorporated in England and Wales)

(Registered number: 6209386)

JSE share code: MNP ISIN: GB00B1CRLC47

LSE share code: MNDI

14 May 2015

Annual General Meetings – Mondi Limited and Mondi plc

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

The Annual General Meetings of Mondi Limited and Mondi plc were both held on 13 May 2015. As required by the dual listed company structure, all resolutions were treated as Joint Electorate Actions and were decided on a poll. All resolutions at both meetings were passed. The voting results of the Joint Electorate Actions are identical and are given below. Overall in excess of 62% of the total Group shares were voted.

The directors have noted that the votes against resolutions 20, 21, 22, 29 and 30 were higher than for other resolutions. These resolutions relate to the authority to be given to directors to allot and issue shares. The voting is in line with the pattern Mondi has seen at previous Annual General Meetings. Having engaged with shareholders in this regard over recent years the directors are aware that South African shareholders in particular (who represent over 44% of the total voting shares) have particular concerns about these types of resolution. We understand from our engagement with shareholders that this is not specific to Mondi and they routinely vote against such resolutions as a matter of policy.

Resolution	Votes For	%	Votes Against	%	Votes Total	Votes Withheld

Common Business: Mondi Limited and Mondi plc							
1. To re-elect Stephen Harris as a director	301,806,334	99.69	930,561	0.31	302,736,895	697,262	
2. To re-elect David Hathorn as a director	301,388,397	99.55	1,348,398	0.45	302,736,795	697,362	
3. To re-elect Andrew King as a director	301,481,019	99.59	1,253,015	0.41	302,734,034	697,362	
4. To re-elect Imogen Mkhize as a director	302,103,279	99.79	630,855	0.21	302,734,134	697,262	
5. To re-elect John Nicholas as a director	301,763,412	99.68	973,483	0.32	302,736,895	697,262	
6. To re-elect Peter Oswald as a director	301,387,489	99.55	1,348,398	0.45	302,735,887	698,270	
7. To re-elect Fred Phaswana as a director	301,017,236	99.43	1,716,773	0.57	302,734,009	697,387	
8. To re-elect Anne Quinn as a director	302,008,613	99.76	727,374	0.24	302,735,987	698,170	
9. To re-elect David Williams as a director	300,690,632	99.32	2,045,230	0.68	302,735,862	698,295	
10. To elect Stephen Harris as a member of the DLC audit committee	301,982,118	99.75	751,831	0.25	302,733,949	697,447	
11. To elect John Nicholas as a member of the DLC audit committee	302,103,289	99.79	630,635	0.21	302,733,924	697,472	
12. To elect Anne Quinn as a member of the DLC audit committee	302,102,178	99.79	631,728	0.21	302,733,906	697,490	
Mondi Limited Business							
13. To receive the audited financial statements	301,786,013	100.00	53	0.00	301,786,066	1,645,330	

14. To endorse the remuneration policy	295,897,062	98.16	5,550,789	1.84	301,447,851	1,983,545
15. To authorise a maximum increase of 2.21% in non-executive director fees*	302,339,548	99.87	397,085	0.13	302,736,633	694,763
16. To declare a final dividend	302,739,307	100.00	0	0.00	302,739,307	692,089
17. To reappoint the auditors	301,334,201	99.54	1,403,506	0.46	302,737,707	693,689
18. To authorise the DLC audit committee to determine the auditors' remuneration	301,690,697	99.65	1,046,808	0.35	302,737,505	693,891
19. To authorise the directors to provide direct or indirect financial assistance*	302,289,467	99.85	444,407	0.15	302,733,874	697,522
20. To place 5% of the issued ordinary shares of Mondi Limited under the control of the directors of Mondi Limited	238,233,298	78.80	64,081,333	21.20	302,314,631	1,116,765
21. To place 5% of the issued special converting shares of Mondi Limited under the control of the directors of Mondi Limited	242,085,617	80.08	60,229,014	19.92	302,314,631	1,116,765
22. To authorise the directors to allot and issue ordinary shares of Mondi Limited for cash‡	237,761,901	78.65	64,555,481	21.35	302,317,382	1,116,775
23. To authorise Mondi Limited to purchase its own shares*	300,302,963	99.20	2,436,611	0.80	302,739,574	694,583
Mondi plc Business						
24. To receive the report and accounts	301,784,873	100.00	1,194	0.00	301,786,067	1,645,329
25. To approve the remuneration report (other than the policy)	296,923,777	98.50	4,521,602	1.50	301,445,379	1,986,017
26. To declare a final dividend	302,737,205	100.00	2,102	0.00	302,739,307	692,089
27. To reappoint the auditors	301,333,060	99.54	1,404,647	0.46	302,737,707	693,689

28. To authorise the DLC audit committee to determine the auditors' remuneration	301,688,945	99.65	1,047,949	0.35	302,736,894	694,502
29. To authorise the directors to allot relevant securities	246,961,005	81.63	55,590,988	18.37	302,551,993	879,403
30. To authorise the directors to disapply pre-emption rights*	244,697,440	80.88	57,859,175	19.12	302,556,615	877,542
31. To authorise Mondi plc to purchase its own shares*	298,576,911	98.62	4,162,723	1.38	302,739,634	694,523

* Special Resolutions

‡ 75% votes in favour required pursuant to the Listings Requirements of the JSE Limited.

Philip Laubscher
Company Secretary
Mondi Limited

Carol Hunt
Company Secretary
Mondi plc

Sponsor in South Africa: UBS South Africa (Pty) Ltd