

**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)
LEI: 213800LOZA69QFDC9N34
JSE share code: MNP ISIN: GB00B1CRLC47
LSE share code: MNDI

12 May 2017

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 Guidance and Transparency and Listing Rules of the United Kingdom Listing Authority. To comply with the requirements in Articles 7 and 9 of the regulatory technical standards of the Transparency Directive (2004/109/EC), this announcement is classified as additional regulated information required to be disclosed under the laws of a Member State.

The Annual General Meetings of Mondi Limited and Mondi plc were both held on 11 May 2017. 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 76% of the total Group shares were voted.

At the conclusion of the Annual General Meetings, David Hathorn retired as a director of Mondi Limited and Mondi plc and as Group Chief Executive Officer. The information required to be disclosed in accordance with section 430(2B) of the UK Companies Act 2006 will be available shortly on the Mondi Group website at www.mondigroup.com.



| Resolution | Votes For | % | Votes Against | % | Votes Total | Votes Withheld |
|--|-------------|-------|---------------|------|-------------|----------------|
| Common Business: Mondi Limited and Mondi plc | | | | | | |
| 1. To elect Tanya Fratto as a director | 370,045,279 | 99.81 | 704,508 | 0.19 | 370,749,787 | 344,616 |
| 2. To re-elect Stephen Harris as a director | 369,458,795 | 99.65 | 1,291,218 | 0.35 | 370,750,013 | 344,390 |
| 3. To re-elect Andrew King as a director | 366,397,399 | 98.83 | 4,352,888 | 1.17 | 370,750,287 | 344,116 |
| 4. To re-elect John Nicholas as a director | 365,785,908 | 98.66 | 4,964,105 | 1.34 | 370,750,013 | 344,390 |
| 5. To re-elect Peter Oswald as a director | 368,697,561 | 99.45 | 2,052,626 | 0.55 | 370,750,187 | 344,216 |
| 6. To re-elect Fred Phaswana as a director | 366,375,415 | 98.82 | 4,375,279 | 1.18 | 370,750,694 | 343,709 |
| 7. To re-elect Dominique Reiniche as a director | 367,104,763 | 99.02 | 3,644,750 | 0.98 | 370,749,513 | 344,890 |
| 8. To re-elect David Williams as a director | 361,722,243 | 97.57 | 9,009,607 | 2.43 | 370,731,850 | 362,553 |
| 9. To elect Tanya Fratto as a member of the DLC audit committee | 369,368,172 | 99.63 | 1,380,348 | 0.37 | 370,748,520 | 345,883 |
| 10. To elect Stephen Harris as a member of the DLC audit committee | 369,325,044 | 99.62 | 1,423,202 | 0.38 | 370,748,246 | 346,157 |
| 11. To elect John Nicholas as a | 368,629,679 | 99.43 | 2,118,567 | 0.57 | 370,748,246 | 346,157 |



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|--|-------------|--------|------------|------|-------------|-----------|--|
| member of the DLC audit committee | | | | | | | |
| Mondi Limited Business | | | | | | | |
| 12. To receive the audited financial statements | 369,114,634 | 99.66 | 1,274,002 | 0.34 | 370,388,636 | 704,967 | |
| 13. To endorse the remuneration policy | 350,978,897 | 95.09 | 18,136,071 | 4.91 | 369,114,968 | 1,978,635 | |
| 14. To authorise a maximum increase of 2.1% in non-executive director fees* | 370,597,620 | 99.96 | 143,150 | 0.04 | 370,740,770 | 352,833 | |
| 15. To declare a final dividend | 370,711,551 | 99.99 | 43,421 | 0.01 | 370,754,972 | 338,631 | |
| 16. To appoint the auditors | 370,688,841 | 99.98 | 58,557 | 0.02 | 370,747,398 | 346,205 | |
| 17. To authorise the DLC audit committee to determine the auditors' remuneration | 370,735,001 | 100.00 | 1,969 | 0.00 | 370,736,970 | 356,633 | |
| 18. To authorise the directors to provide direct or indirect financial assistance* | 365,188,632 | 99.05 | 3,497,310 | 0.95 | 368,685,942 | 2,407,661 | |
| 19. To place 5% of the issued ordinary shares of Mondi Limited under the control of the directors of Mondi Limited | 334,339,153 | 90.18 | 36,409,855 | 9.82 | 370,749,008 | 344,595 | |
| 20. To place 5% of the issued special converting shares of Mondi Limited under the control of the directors of Mondi Limited | 337,599,877 | 91.06 | 33,149,006 | 8.94 | 370,748,883 | 344,720 | |
| 21. To authorise the directors to allot and issue ordinary shares of Mondi Limited for cash‡ | 336,816,116 | 90.85 | 33,934,103 | 9.15 | 370,750,219 | 343,384 | |
| 22. To authorise Mondi Limited | 363,617,840 | 98.46 | 5,672,376 | 1.54 | 369,290,216 | 1,803,387 | |



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|--|-------------|--------|------------|------|-------------|-----------|--|
| to purchase its own shares* | | | | | | | |
| Mondi plc Business | | | | | | | |
| 23. To receive the report and accounts | 370,290,080 | 99.98 | 79,169 | 0.02 | 370,369,249 | 725,154 | |
| 24. To approve the remuneration policy | 350,932,350 | 95.57 | 16,263,381 | 4.43 | 367,195,731 | 3,898,672 | |
| 25. To approve the remuneration report (other than the policy) | 362,028,426 | 98.92 | 3,967,572 | 1.08 | 365,995,998 | 5,098,405 | |
| 26. To declare a final dividend | 370,711,620 | 99.99 | 43,421 | 0.01 | 370,755,041 | 339,362 | |
| 27. To appoint the auditors | 370,689,183 | 99.98 | 62,636 | 0.02 | 370,751,819 | 342,584 | |
| 28. To authorise the DLC audit committee to determine the auditors' remuneration | 370,733,489 | 100.00 | 2,012 | 0.00 | 370,735,501 | 358,902 | |
| 29. To authorise the directors to allot relevant securities | 337,818,091 | 91.12 | 32,925,926 | 8.88 | 370,744,017 | 350,386 | |
| 30. To authorise the directors to disapply pre-emption rights* | 336,275,295 | 90.70 | 34,471,482 | 9.30 | 370,746,777 | 347,626 | |
| 31. To authorise Mondi plc to purchase its own shares* | 365,805,338 | 98.73 | 4,711,061 | 1.27 | 370,516,399 | 578,004 | |

* Special Resolutions

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

Philip Laubscher
Company Secretary
Mondi Limited

Jenny Hampshire
Company Secretary
Mondi plc

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