

Mondi plc 2019 Annual General Meeting – Share Capital and Voting Information

In accordance with the Dual Listed Company (DLC) structure, Mondi plc and Mondi Limited have convened annual general meetings to be held on Thursday 9 May 2019.

For the purposes of Joint Electorate Actions:

The total number of issued ordinary shares in Mondi plc on 18 March 2019, which is the latest practicable date before the publication of the AGM Notice, contained in the Mondi plc circular, is 367,240,805 ordinary shares of €0.20 each. The total number of votes attaching to the special voting share of Mondi plc issued to Mondi SCS (UK) Limited, to reflect the votes of Mondi Limited ordinary shareholders on Joint Electorate Actions, pursuant to the DLC structure is 118,312,975. Therefore, the aggregate number of votes on any Joint Electorate Action is 485,553,780.

For the purposes of Class Rights Actions:

The total number of issued ordinary shares in Mondi plc on 18 March 2019, which is the latest practicable date before the publication of the AGM Notice, contained in the Mondi plc circular, is 367,240,805 ordinary shares of €0.20 each. The total number of votes attaching to the special voting share of Mondi plc issued to Mondi SCS (UK) Limited, to reflect the votes of Mondi Limited ordinary shareholders on Class Rights Actions, pursuant to the DLC structure will either be:

- on receipt of a notice from Mondi Limited confirming the relevant resolution has been passed, zero votes, meaning Mondi SCS (UK) Limited will not vote on the relevant resolution, and therefore the aggregate number of votes on a Class Rights Action in this case will be 367,240,805; or
- on receipt of a notice from Mondi Limited confirming the relevant resolution has not been passed, 123,067,346 votes against the relevant resolutions (i.e. a number equal to 25.1% of the aggregate number of votes attaching to all classes of issued shares in the Company which could be cast rounded up to the next whole number in accordance with Article 64.2(b) of the Mondi plc Articles of Association), a number sufficient to defeat the relevant resolution and the aggregate number of votes on a Class Rights Action in this case will be 490,308,151.