



Mondi plc

Notice of Annual General Meeting on Thursday 8 May 2025

This document is important and requires your immediate attention

If you are in any doubt as to any aspects of the proposals referred to in this document or as to what action you should take, you are recommended to seek your own advice from a stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents at once to the purchaser or transferee, or the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Key dates:**Tuesday 6 May 2025 (by 10:30 (UK time))**

Last date for submission of form of proxy

Thursday 8 May 2025

Annual General Meeting

Time: 10:30 (UK time)

Place: Mercedes-Benz World

Brooklands Drive

Weybridge

KT13 0SL

Voting:

Each ordinary resolution requires the support of a simple majority of the total votes cast. Each special resolution requires the support of 75% of the total votes cast.

Mondi plc

Ground Floor, Building 5,
The Heights, Brooklands,
Weybridge, Surrey KT13 0NY
UK

Incorporated in England and Wales
Registered No. 6209386

To the holders of Mondi plc shares

Annual General Meeting 2025

The Annual General Meeting of Mondi plc (the "Company") will be held at Mercedes-Benz World, Brooklands Drive, Weybridge KT13 0SL, UK at 10:30 (UK time) on Thursday 8 May 2025. Directions to the venue can be found on page 17.

The Notice of Annual General Meeting is set out on pages 3 and 4, followed on pages 5 to 16 by an explanation of each resolution proposed and notes about your rights as a shareholder and information regarding the appointment of proxies. All voting at the meeting will be conducted on a poll.

Enclosed or otherwise made available with this Notice of Annual General Meeting ("Notice") is the Mondi Group Integrated report and financial statements 2024 containing the audited consolidated financial information for the Company for the year ended 31 December 2024.

Arrangements for attending the Annual General Meeting

We encourage shareholders to participate in the Annual General Meeting by attending in person. However, there will also be a webinar facility so that those shareholders who cannot attend in person are still able to listen to the meeting and ask questions. While listening to the webinar does not of itself constitute attendance at the Annual General Meeting, it will provide an opportunity for shareholders to hear the events of the Annual General Meeting. Shareholders using the webinar facility will not however be able to vote and are therefore requested to submit proxy votes by the stated deadline. Details on how you can participate in the Annual General Meeting via the webinar facility are set out in the notes to the Notice of Annual General Meeting on page 15.

For the last three years, our Annual General Meetings have been held as fully hybrid meetings. The number of shareholders using the hybrid facility has remained extremely low, however, and therefore we have decided not to hold a fully hybrid meeting this year, instead offering the simplified webinar facility detailed above.

Should there be any changes to the arrangements set out above, these will be communicated to shareholders in advance of the Annual General Meeting through our website at www.mondigroup.com.

Final dividend

Shareholders are being asked to give their consent for the Company to pay a final dividend of 46.67 euro cents per ordinary share. If the recommended final dividend is approved, the dividend will be paid on 16 May 2025 to all ordinary shareholders on the Company's register of members on 4 April 2025.

Renewal of share plans

The Company's existing long-term incentive plan (LTIP) and bonus share plan (BSP) for executive directors and other selected senior employees were approved for 10 years in May 2016. The Remuneration Committee recently conducted a review of the existing plans and considered the practical implications of the expiry of those plans in 2026. The Remuneration Committee concluded that through resolutions 16 and 17, shareholder authority should be sought to in effect renew the LTIP and BSP plans in advance of their expiry.

The terms of the renewed plans have been designed to materially continue the elements of the existing plans that have been operated to date but with flexibility to take account of the prevailing best practice expectations. A summary of the principal terms of the renewed plans is set out in appendix 2 to this Notice.

Action to be taken

Your involvement in the Annual General Meeting is valued and is an important part of our dialogue with shareholders. If you are entitled to vote but are unable to attend the Annual General Meeting in person, we encourage you to submit your voting instruction using the enclosed proxy form or alternatively electronically as explained in the notes to the Notice of Annual General Meeting on page 13. Please ensure that your proxy appointment reaches the registrar by no later than 10:30 (UK time) on Tuesday 6 May 2025. A proxy need not be a member of the Company but must attend the Annual General Meeting in person to represent you. Submission of a proxy appointment will not prevent you from attending the Annual General Meeting.

Asking questions

Shareholders attending the Annual General Meeting either in person or using the webinar facility can ask verbal questions during the course of the meeting. In addition, shareholders can submit written questions by email in advance of the Annual General Meeting, either to be read out and answered at the Annual General Meeting or for response prior to the proxy appointment deadline. Please email these questions to AGM.questions@mondigroup.com by Friday 2 May 2025. Please make it clear if you would like your question to be read out and answered at the meeting or if you would like a response prior to the meeting.

Where a response prior to the meeting is requested, we will aim to provide a written response to questions submitted by Friday 2 May 2025 before 10:30 (UK time) on Tuesday 6 May 2025, i.e. before the deadline for submission of a proxy appointment. Where appropriate, we will also publish answers to frequently asked questions on Mondi's website.

Further information about the approach to questions at the Annual General Meeting can be found in the notes to the Notice of Annual General Meeting on page 15.

Recommendation

The Board believes that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely

Philip Yea

Chair

4 March 2025

Mondi plc

Incorporated in England and Wales
Registered No. 6209386

London Stock Exchange share code: MNDI
JSE share code: MNP ISIN: GB00BMWC6P49

Notice is hereby given that the Annual General Meeting of Mondi plc will be held at Mercedes-Benz World, Brooklands Drive, Weybridge KT13 0SL, UK commencing at 10:30 (UK time) on Thursday 8 May 2025 to transact the following business:

To consider and, if deemed fit, to pass, with or without modification, the following resolutions:

Ordinary resolutions

1. To receive the audited financial statements of Mondi plc for the year ended 31 December 2024, together with the reports of the Audit Committee, the directors and the auditors of Mondi plc.
2. To approve the directors' remuneration report of Mondi plc, other than the part containing the Directors' Remuneration Policy, for the year ended 31 December 2024 as set out on pages 125 to 135 of the Mondi Group Integrated report and financial statements 2024.
3. To declare a final dividend of 46.67 euro cents per ordinary share in Mondi plc for the year ended 31 December 2024.
4. To elect Sucheta Govil as a director of Mondi plc in accordance with the provisions of the Articles of Association.
5. To re-elect Svein Richard Brandtzaeg as a director of Mondi plc in accordance with the provisions of the Articles of Association.
6. To re-elect Sue Clark as a director of Mondi plc in accordance with the provisions of the Articles of Association.
7. To re-elect Anke Groth as a director of Mondi plc in accordance with the provisions of the Articles of Association.
8. To re-elect Andrew King as a director of Mondi plc in accordance with the provisions of the Articles of Association.
9. To re-elect Saki Macozoma as a director of Mondi plc in accordance with the provisions of the Articles of Association.
10. To re-elect Mike Powell as a director of Mondi plc in accordance with the provisions of the Articles of Association.
11. To re-elect Dame Angela Strank as a director of Mondi plc in accordance with the provisions of the Articles of Association.
12. To re-elect Philip Yea as a director of Mondi plc in accordance with the provisions of the Articles of Association.
13. To re-elect Stephen Young as a director of Mondi plc in accordance with the provisions of the Articles of Association.
14. To appoint PricewaterhouseCoopers LLP as auditors of Mondi plc to hold office until the conclusion of the Annual General Meeting to be held in 2026.
15. To authorise the Audit Committee to determine the remuneration of PricewaterhouseCoopers LLP.
16. That the rules of the Mondi plc Long-Term Incentive Plan 2025 (the "LTIP"), the principal features of which are described in appendix 2 to this Notice of Annual General Meeting and in the form produced in draft to the meeting and for the purposes of identification initialled by the Chair of the meeting, are approved and adopted and that the directors of Mondi plc be authorised to:
 - i. do all such other acts and things as they may consider appropriate to implement the LTIP; and
 - ii. establish further plans based on the LTIP but modified to take account of local tax, exchange controls or securities laws outside the UK, provided that any new issue or treasury shares made available under such further plans are treated as counting against the plan limits as set out in the LTIP.
17. That the rules of the Mondi plc Bonus Share Plan 2025 (the "BSP"), the principal features of which are described in appendix 2 to this Notice of Annual General Meeting and in the form produced in draft to the meeting and for the purposes of identification initialled by the Chair of the meeting, are approved and adopted and that the directors of Mondi plc be authorised to:
 - i. do all such other acts and things as they may consider appropriate to implement the BSP; and
 - ii. establish further plans based on the BSP but modified to take account of local tax, exchange controls or securities laws outside the UK, provided that any new issue or treasury shares made available under such further plans are treated as counting against the plan limits as set out in the BSP.
18. That the directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of Mondi plc to allot shares or grant rights to subscribe for or to convert any security into shares up to an aggregate nominal amount of €4,855,537.83. Such authority to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006 and to expire at the conclusion of the next Annual General Meeting to be held in 2026 or, if earlier, 30 June 2026, but so that Mondi plc may make offers or enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any shares to be granted after the authority expires.

Special resolutions

19. That, subject to the passing of resolution 18, the directors be authorised to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) for cash under the authority given in resolution 18 and/or to sell ordinary shares held by Mondi plc as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority being limited to:

- i. a Rights Issue to ordinary shareholders (excluding any holding of treasury shares) where the rights of each shareholder are, as nearly as practicable, proportionate to the number of shares held. The directors may exclude certain shareholders, deal with fractions and generally manage the Rights Issue as they think fit; and
- ii. the allotment (otherwise than under paragraph i. above) of equity securities or sale of treasury shares up to a nominal value of €4,855,537.83 being 5% of the nominal value of the existing issued share capital as at 24 February 2025,

such authority to expire at the conclusion of the next Annual General Meeting to be held in 2026 or, if earlier, 30 June 2026, but, in each case, so that the Company may make offers and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this resolution 19, 'Rights Issue' has the meaning given to the term in the Articles of Association.

20. That Mondi plc is generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 to make market purchases (as defined in Section 693 of the Companies Act 2006) of its own ordinary shares of €0.22 each in the capital of Mondi plc provided that:

- i. the maximum number of ordinary shares which may be purchased is 22,070,626 (representing 5% of Mondi plc's issued ordinary share capital as at 24 February 2025);
- ii. the minimum price which may be paid for any ordinary share is €0.22;
- iii. the maximum price which may be paid for any ordinary share is no more than 5% above the average of the middle market quotations of the ordinary shares of Mondi plc as derived from the London Stock Exchange Daily Official List for the five business days immediately before the day on which such share is contracted to be purchased; and
- iv. this authority will expire at the conclusion of the Annual General Meeting to be held in 2026 or, if earlier, 30 June 2026 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which may be executed wholly or partly after such expiry).

21. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

Jenny Hampshire
Company Secretary

4 March 2025

Registered office:
Ground Floor, Building 5,
The Heights, Brooklands,
Weybridge, Surrey KT13 0NY
UK

Incorporated in England and Wales No. 6209386

Resolution 1 – Mondi Group Integrated report and financial statements 2024

The directors are required by the Companies Act 2006 to present to the meeting the audited financial statements, together with the reports of the Audit Committee, the directors and the auditors, for the financial year ended 31 December 2024.

Enclosed or otherwise made available with this Notice of Annual General Meeting is a copy of the Mondi Group Integrated report and financial statements 2024 containing the audited consolidated financial information of the Company for the year ended 31 December 2024.

Resolution 2 – directors' remuneration

The Companies Act 2006 requires that the directors present a report on their remuneration during the period under review. The report for the year ended 31 December 2024 is set out on pages 125 to 135 of the Mondi Group Integrated report and financial statements 2024.

Shareholders are being asked to approve the Directors' remuneration report, other than the part containing the Directors' Remuneration Policy.

The Directors' Remuneration Policy remains unchanged since it was approved by shareholders at the 2023 Annual General Meeting. Under the Companies Act 2006, the Remuneration Policy is required to be put to a binding shareholder vote every three years (or sooner if changes are proposed) and it is not being presented for shareholder approval at this meeting.

Shareholders should note that this vote is advisory only and the directors' entitlement to remuneration is not conditional on it.

Resolution 3 – final dividend

A final dividend for the year ended 31 December 2024 of 46.67 euro cents per ordinary share is recommended by the directors. Shareholder approval for the declaration of this final dividend is required. If approved, the dividend will be paid on 16 May 2025 to shareholders on the share register on 4 April 2025.

Resolutions 4 to 13 – election and re-election of directors

As Sucheta Govil has been appointed to the Board since the last Annual General Meeting, she will retire from office at this year's Annual General Meeting in accordance with the Articles of Association and has agreed to offer herself for election by shareholders.

In accordance with governance best practice, all other directors will stand for re-election in 2025. The Nominations Committee reviewed and recommended to the Board the election of Sucheta Govil and re-election of each of the other directors. The committee has considered the collective skills, experience and independence of the non-executive directors. The committee and Board confirm that there continues to be an appropriate balance of skills and knowledge and that all non-executive directors are independent in character and judgement. As a result of the 2024 Board performance review, the Board concluded that each of the directors continues to make an effective and valuable contribution to the Board and demonstrates commitment to their role, and are therefore recommended for re-election.

Full biographical details of each director and their contribution to the long-term sustainable success of the Company are set out in the Mondi Group Integrated report and financial statements 2024 on pages 75 to 77. These details can also be found in appendix 1 to this Notice.

Resolutions 14 and 15 – appointment and remuneration of auditors

The Companies Act 2006 requires that, at each general meeting at which accounts are laid, the Company appoints auditors for the ensuing financial year. The Board, having accepted the recommendation of the Audit Committee, proposes that PricewaterhouseCoopers LLP be appointed as the Company's auditor. Resolution 14 relates to the appointment and resolution 15 authorises the Audit Committee to agree the auditor's remuneration.

Resolutions 16 and 17 – approval of the Mondi plc Long-Term Incentive Plan 2025 and Mondi plc Bonus Share Plan 2025

Shareholders are asked to approve the adoption of the Mondi plc Long-Term Incentive Plan 2025 (the "LTIP"), and the Mondi plc Bonus Share Plan 2025 (the "BSP", together the "Plans"). The principal terms of the Plans are summarised in appendix 2 to this Notice on pages 10 to 12.

The Plans are being adopted as renewed versions of the current Long-Term Incentive Plan and Bonus Share Plan, each of which were previously approved by shareholders in 2016 and for which the prior shareholder approval will expire within the next year. The Long-Term Incentive Plan is Mondi's primary share plan for the grant of long-term incentive awards, including granting performance-based share plan awards. The Bonus Share Plan is used to operate Mondi's annual bonus arrangements and in particular to ensure Mondi is able to deliver a portion of the bonus as a deferred award over shares.

The new Plans have been prepared to be able to operate in the same way as the previous plans, and, in respect of awards made to Executive Directors, in accordance with the current Directors' Remuneration Policy as approved by shareholders in 2023. The Plans have, however, been updated in light of current best practice and corporate governance, including that the Remuneration Committee retains discretion to adjust the vesting level of awards under the LTIP where it considers it appropriate to do so, that awards under the LTIP are able to be granted subject to post-vesting holding periods and that the rules of the Plans include malus and clawback arrangements aligned to best practice, each as described further in appendix 2 to this Notice.

Recent revisions to investor guidelines in relation to remuneration have amended previous guidance that companies should limit the number of scheme awards granted under executive share plans and capable of being satisfied with new issue or treasury shares to 5% of the share capital in any rolling 10-year period. The guidelines retain the limit of 10% applicable to all share plans, including executive plans. As a result, and in line with the revised guidance, the Company has determined that the Plans will be subject to a single overall plan limit for all company share plans, of 10% of the share capital in any rolling 10-year period. The Company intends to maintain careful control over share plan grants and is very mindful of the need to ensure appropriate control of dilution for shareholders, but also is mindful of the need for flexibility in the way the plans are operated, for the benefit of shareholders through incentivising and retaining key staff, over the coming 10-year life of the new plans.

The first grants under the Plans would be proposed to be made in 2026.

A copy of the draft rules of the Plans will be available for inspection on the National Storage Mechanism from the date of this Notice and at the place of the meeting from at least 15 minutes before the meeting until the end of the meeting.

Resolution 18 – directors’ authority to allot Mondi plc’s shares

The purpose of resolution 18 is to renew the directors’ power to allot shares. The authority will allow the directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a maximum nominal amount of €4,855,537.83, exclusive of treasury shares, which is equivalent to approximately 5% of the issued capital.

At 24 February 2025 (being the latest practicable date prior to the publication of this Notice), the Company did not hold any shares in treasury.

There are no present plans to undertake a Rights Issue or to allot new shares. The directors consider it desirable to have the flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

Although UK companies would generally seek an authority over 33.3% of issued capital, the Company is aware that a large proportion of the investment community in South Africa prefers to see this authority restricted to no more than 5% of issued capital. In view of the Company’s South African shareholder base, it has decided to limit the authority to 5%.

If the resolution is passed, the authority will expire at the end of the Annual General Meeting to be held in 2026 or, if earlier, 30 June 2026.

Resolution 19 – Special resolution – disapplication of Mondi plc’s pre-emption rights

If the directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), UK company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

The purpose of resolution 19 is to authorise the directors to allot new shares pursuant to the authority given by resolution 18, or to sell treasury shares, for cash (i) in connection with a Rights Issue (as defined in the Articles of Association) or (ii) otherwise up to a maximum aggregate nominal value of €4,855,537.83, which is equivalent to 5% of the issued ordinary share capital of the Company as at 24 February 2025 (being the latest practicable date prior to publication of this Notice), in each case without the shares first being offered to existing shareholders in proportion to their existing holdings. The authority will expire at the end of the next Annual General Meeting to be held in 2026 or, if earlier, 30 June 2026.

The directors confirm that, as and when they exercise such authorities, they intend to follow emerging best practice in regards to its use as recommended in the Investment Association guidelines.

The directors consider the authority in resolution 19 to be appropriate in order to allow the Company flexibility to finance business opportunities without the need to comply with the strict requirements of the statutory pre-emption provisions.

Although UK companies are permitted to seek an authority over 20% of issued capital, subject to certain conditions, the Company is aware that a large proportion of the investment community in South Africa prefers to see this authority restricted to no more than 5% of issued capital. In view of the Company’s South African shareholder base, it has decided to limit the authority to 5%.

Resolution 20 – Special resolution – Mondi plc’s purchase of own shares

The directors consider it may, in certain circumstances, be in the best interests of shareholders generally for the Company to purchase its own ordinary shares. Accordingly, the effect of this resolution is to renew the general authority, subject to specified limits, granted to the Company to purchase its own ordinary shares, until the Annual General Meeting in 2026 or, if earlier, 30 June 2026. Shareholders are asked to consent to the purchase by the Company of up to a maximum of 22,070,626 ordinary shares of €0.22 each. This represents 5% of the ordinary shares in issue as at 24 February 2025 (the latest practicable date prior to publication of this Notice) and the Company’s exercise of this authority is subject to the stated upper and lower limits on the price payable. If this authority is exercised by the Company, ordinary shares may be purchased by brokers on the Company’s behalf on the London Stock Exchange, Johannesburg Stock Exchange or other trading venues.

As of 24 February 2025 (the latest practicable date prior to publication of this Notice), there were options outstanding over 2,983,612 ordinary shares, representing 0.68% of the Company’s issued ordinary share capital at that date. If the authority to buy back shares was exercised in full, the total number of options to subscribe for ordinary shares would represent 0.71% of the Company’s reduced issued ordinary share capital.

The directors have no present intention of making any purchases of its own ordinary shares, but believe that the Company should retain the flexibility to take further action if future purchases were considered desirable and in the best interests of shareholders. Pursuant to the Companies Act 2006, the Company can hold the shares which have been repurchased itself as treasury shares and either resell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. The directors presently intend to cancel any shares purchased under this authority.

Resolution 21 – Special resolution – notice of general meetings

Under the Companies Act 2006, the notice period required for all general meetings of the Company is 21 days. Annual General Meetings will always be held on at least 21 clear days’ notice but shareholders can approve a shorter notice period for other general meetings, as long as this is not less than 14 days.

In order to maintain flexibility for the Company, resolution 21 seeks such approval. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. The approval will be effective until the next Annual General Meeting, when it is intended that a similar resolution will be proposed.

Biographies of directors standing for election and re-election pursuant to resolutions 4 to 13.

Sucheta Govil

Non-executive director

Appointed to the Board October 2024

Independent: Yes

Committee memberships: Nominations, Remuneration

Qualifications: Degree in Economics with Mathematics from Delhi University and an MBA from the Indian Institute of Management, Calcutta.

Skills and experience: Sucheta has extensive commercial and operational leadership experience having held senior positions across a range of sectors. Her experience operating in multinational industrial businesses including in her current executive role brings knowledge and insight to the Board.

Sucheta started her career with GlaxoSmithKline plc, spending 17 years there in various management roles, before moving to PepsiCo, Inc. in 2003. In 2011, she was appointed Global Head of Marketing, Decorative Paints at AkzoNobel NV, a role she held until 2015. In 2015, Sucheta became Chief Marketing Officer of DSM NV, before moving in 2019 to her current role of Chief Commercial Officer and member of the board at Covestro AG, one of the world's leading manufacturers of high-quality polymer materials and their components.

Sucheta was previously a non-executive director of Eurocell plc between 2018 and 2022.

Current external appointments: Chief Commercial Officer and member of the board of Covestro AG.

Svein Richard Brandtzaeg

Non-executive director

Appointed to the Board April 2021

Independent: Yes

Committee memberships: Audit, Nominations, Sustainable Development

Qualifications: PhD in Chemical Engineering from the Norwegian University of Science and Technology.

Skills and experience: Svein Richard has a strong commercial and strategic background as a former chief executive of Norsk Hydro ASA and more recently as a non-executive director on a number of boards. His experience of leading a global industrial group brings valuable insight to the Board's strategic planning and driving growth in key geographies. His leadership experience in developing business synergies and harnessing sustainable opportunities is a valuable addition to Board discussions.

He started his career at Ardal og Sunndal Verk AS, the Norwegian state-owned aluminium business, before it merged with Norsk Hydro ASA. Svein Richard went on to hold a variety of management roles at Norsk Hydro ASA, leading a number of its businesses, before being appointed chief executive in 2009, a position he held until retiring in 2019. Svein Richard was also Chair of Veidekke ASA from 2019 until May 2022, Vice Chair of Den Norske Bank ASA until April 2023, Vice Chair of Swiss Steel Holding AG until October 2023 and a non-executive director of Eramet Norway until December 2024.

Current external appointments: Chair of dormakaba Holding AG and a non-executive director of Rotork plc.

Sue Clark

Senior Independent Director

Appointed to the Board: April 2021

Independent: Yes

Committee memberships: Audit, Nominations, Remuneration (Chair)

Qualifications: BSc in Biological Sciences from the University of Manchester and an MBA from Heriot-Watt University.

Skills and experience: Sue has a wealth of commercial and strategic experience gained across different industries and geographies, having worked with a broad range of stakeholders in both an executive and non-executive capacity. She understands the challenges of changing customer and consumer preferences and the need to build and protect the Group's reputation with all its stakeholders. Sue's experience enables her to bring knowledge and insight to her new roles as Senior Independent Director and Chair of the Remuneration Committee.

Starting her career with the Central Electricity Generating Board, Sue held communication roles at National Power plc, moving to Scottish Power plc, where she became Director of Corporate Affairs. In 2000, Sue joined Railtrack Group plc, before moving to SABMiller plc in 2003, where she was a member of the executive management team, Director of Corporate Affairs and then Managing Director, Europe, until the business was acquired in 2016.

Sue was a non-executive director of Bakkavor Group plc until 2020, Tulchan Communications LLP until 2023 and Britvic plc until March 2024, and a member of the Supervisory Board of AkzoNobel NV until April 2021.

Sue was the non-executive director responsible for engaging with employees until the end of September 2024, stepping down to become Senior Independent Director and Remuneration Committee Chair,

Current external appointments: Senior Independent Director and remuneration committee chair at Imperial Brands plc and easyJet plc.

Anke Groth

Non-executive director

Appointed to the Board April 2023

Independent: Yes

Committee memberships: Audit, Nominations

Qualifications: Degree in Business Economics from the University of Dortmund.

Skills and experience: Anke has a strong financial and commercial background and extensive leadership experience. Her experience operating in large international listed companies covering energy and industrial sectors, and her strategic and operationally focused knowledge bring valuable insight and perspective to the Board.

Anke began her career in the energy industry, initially in business development and mergers and acquisitions in two regional energy companies, before working for E.ON SE from 2001 to 2018. Her roles at E.ON SE included Vice President of Mergers & Acquisitions; Chief Financial Officer, Spain; Senior Vice President Investor Relations; and, from 2016 to 2018, Chief Financial Officer of E.ON UK plc. In 2018 Anke joined KION Group AG, active in the capital goods sector and publicly listed on the German stock exchange, as Group Chief Financial Officer & HR Director, a role she held until stepping down in 2022.

Anke was appointed as the non-executive director responsible for engaging with employees on behalf of the Board in October 2024.

Current external appointments: Member of the Supervisory Board at E.ON SE and the Administrative Board at DKV Mobility Group SE.

Andrew King Group CEO

Appointed to the Board: October 2008 and as Group CEO in April 2020

Independent: No

Committee memberships: Executive (Chair), Sustainable Development

Qualifications: Graduated in Commerce from the University of Cape Town, Chartered Accountant (South Africa).

Skills and experience: Andrew has more than 22 years' experience with Mondi in various strategy, business development and leadership roles, giving him a detailed understanding of Mondi's strategy, capital allocation priorities and financial structure and the environment in which the Group operates. He has played a key role in defining the Group's strategic direction and re-shaping the capital structure since listing. Andrew's long and varied experience with Mondi brings extensive knowledge of the markets and conditions in which the Group operates, providing a key contribution in developing and executing Mondi's strategy to enhance competitiveness and deliver sustainably into the future.

Andrew completed articles with Deloitte & Touche in Johannesburg in 1994. In 1995 he joined Minorco, part of Anglo American, as a financial analyst, before assuming responsibility for the group's investment management activities, and transferring to its corporate finance department in 1998. He worked on a number of group M&A activities before being appointed a vice president of Anglo American Corporate Finance in 1999.

He was appointed Mondi's Vice President of Business Development in 2002 and Corporate Development Director in 2004. He served as CFO of Mondi from June 2005 to May 2006. He was then appointed as Group Strategy and Business Development Director before becoming the CFO of the Mondi Group in 2008.

Andrew was appointed CEO of the Mondi Group on 1 April 2020.

Current external appointments: None.

Saki Macozoma Non-executive director

Appointed to the Board: May 2022

Independent: Yes

Committee memberships: Audit, Nominations

Qualifications: BA in Economics and Politics from the University of South Africa.

Skills and experience: Saki has a strong track record as a chair and non-executive director across a number of listed and private entities and brings to the Board significant experience from a range of industries. He also brings extensive insight into the South African business environment, including into key regulatory and sustainability considerations for Mondi's operations in South Africa.

From 1993 to 1994, Saki worked for South African Breweries as Business Development Manager, before being elected a member of South African Parliament in 1994, a position he held until 1996. Saki went on to be appointed a managing director at Transnet Limited, the company responsible at that time for South Africa's rail network and harbours and South African Airways. In 2001, he joined New African Investments Limited, a publicly listed investment company, as Chief Executive Officer, a role he held until 2004. He was also previously chair of MTN Group Limited and a non-executive director of Standard Bank Group Limited, Liberty Holdings and Murray and Roberts Holdings Limited.

Current external appointments: Chair of Vodacom Group Limited, Safika Holdings (Pty) Ltd, Tshipi é Ntle Manganese Mining (Pty) Ltd and Ntsimbintle Mining (Pty) Ltd.

Mike Powell Group CFO

Appointed to the Board: November 2020

Independent: No

Committee membership: Executive

Qualifications: Graduated in Computer Science & Accounting from the University of Manchester, member of the Chartered Institute of Management Accountants (UK).

Skills and experience: Mike has significant financial and strategic experience and extensive experience leading finance teams, having been chief financial officer and an executive director of a number of large international listed companies.

He brings a clear operational focus, strong leadership experience and knowledge of operating in large industrial groups across a variety of geographies. The strategic financial insight Mike brings drives Mondi's strong financial performance and culture of continuous improvement.

Mike started his career at Pilkington plc, spending 15 years in a variety of finance and operational roles. He went on to become Chief Financial Officer at Nippon Sheet Glass and then AZ Electronic Materials plc.

He was subsequently appointed Group Finance Director at BBA Aviation plc, before being appointed Group Chief Financial Officer at Ferguson plc, a multinational distributor of plumbing and heating products. Mike also served as a non-executive director of Low & Bonar from December 2016 to May 2020.

Mike joined Mondi as Group CFO in November 2020.

Current external appointments: None.

Dame Angela Strank Non-executive director

Appointed to the Board: April 2021

Independent: Yes

Committee memberships: Nominations, Remuneration, Sustainable Development (Chair)

Qualifications: BSc and PhD in Geology from the University of Manchester and a Chartered Engineer.

Skills and experience: Angela has extensive experience of operating in large, international companies in both executive and non-executive roles, with expertise including operations, technology and sustainability. Her valuable knowledge of combining technology, sustainability and low-carbon energy brings key insight into innovation for circular driven solutions and business growth, and her experience of international executive leadership in the UK listed environment enables her to bring guidance and challenge to the Board.

Angela started her career with the Institute of Geological Sciences before joining BP plc in 1982, where she held various international senior leadership and strategic technology/engineering-focused roles, including Chief Scientist and Head of Downstream Technology, and was a member of the group executive committee from 2018 until her retirement in 2020. Angela was honoured with a Damehood (DBE) in 2017, and is a Fellow of the Royal Society, the Royal Academy of Engineers and the Institute of Chemical Engineers, as well as an honorary Fellow of the UK Energy Institute.

Angela was also a non-executive director of Severn Trent plc until March 2022.

Angela was Chair of Mondi plc's Remuneration Committee from May 2022 until the end of September 2024 when she stepped down from the role to become Chair of the Sustainable Development Committee.

Current external appointments: Non-executive director of SSE plc and Rolls-Royce Holdings plc.

Philip Yea Chair

Appointed to the Board: April 2020 and as Chair in May 2020

Independent: Yes (on appointment)

Committee memberships: Nominations (Chair), Remuneration

Qualifications: Graduated with an MA in Modern Languages from Oxford University, Fellow of the Chartered Institute of Management Accountants (UK).

Skills and experience: Philip has extensive listed company experience, both as an executive and non-executive director, across a range of sectors. His broad industry background and knowledge of operating within large, international corporates, as well as his significant leadership experience, bring valuable insight to the Board and are relevant to the future growth and development of Mondi.

Philip's experience and knowledge of UK listed companies underpin the Board's commitment to delivering best practice corporate governance.

Philip started his career as a graduate trainee at Perkins Engines before holding a range of finance roles at companies including Mars Ltd and Guinness plc, becoming Group Finance Director of Diageo plc on its creation in 1997. He was a managing director at Investcorp from 1999 to 2004, leaving to become CEO of 3i Group plc, a role he held until 2009.

He has held a number of non-executive roles, including Chair at Equiniti Group plc, Greene King plc and bwin.party digital entertainment plc; Senior Independent Director at Vodafone Group plc, Manchester United plc and Computacenter plc; and non-executive director at Marshall of Cambridge (Holdings) Ltd, Aberdeen Standard Asia Focus plc, Rocket Internet SE and HBOS plc.

Current external appointments: None.

Stephen Young Non-executive director

Appointed to the Board: May 2018

Independent: Yes

Committee memberships: Audit (Chair), Nominations, Sustainable Development

Qualifications: Graduated in Mathematics from Southampton University, member of the Chartered Institute of Management Accountants (UK).

Skills and experience: Stephen brings a strong financial and general management background to the Board with experience gained internationally across a variety of sectors, including industrial and engineering. Stephen's experience brings crucial insight to maintaining and developing Mondi's robust risk management system and allows him to act as an experienced sounding board for executive management.

He spent his early career in commercial accounting and finance roles at companies including Ford Motor Company, Mars, Inc and Grand Metropolitan plc (now Diageo plc). He was Group Finance Director of the Automobile Association until its acquisition by Centrica in 2000 before becoming Group Finance Director at Thistle Hotels plc.

In 2004 Stephen was appointed Group Finance Director at Meggitt plc, an international engineering business specialising in aerospace equipment. He held this role for nine years, before being appointed CEO in 2013. Stephen stepped down from the board of Meggitt plc on 31 December 2017. He was also a non-executive director and audit committee chair of Derwent London plc from 2010 until May 2019 and of The Weir Group plc from January 2018 until July 2024.

Current external appointments: None.

The principal terms of the Mondi plc (the "Company") Long-Term Incentive Plan 2025 (the "LTIP") and the Mondi plc Bonus Share Plan 2025 (the "BSP", together the "Plans") are set out below.

1 Administration

The Plans may be administered by the directors, or a duly authorised committee or delegate. It is intended that the Plans will be operated by the Company's Remuneration Committee (the "Committee"), which will always be the case in respect of awards granted to executive directors of the Company (the "Executive Directors").

2 Eligibility

All employees (including Executive Directors) of the Company and its group are eligible to participate in the Plans. Awards may also be made under the BSP to former employees in accordance with the terms of the BSP (for example, in cases where a bonus award is made to a good leaver).

Participation by the Executive Directors in the Plans shall be in accordance with the Company's directors' remuneration policy as approved by shareholders from time to time (or such other approval as may be granted by shareholders from time to time) (the "Directors' Remuneration Policy").

3 Types of share awards that may be granted

Share awards under the Plans ("Awards") may take the form of a conditional right to receive shares ("Shares") in the Company (a "Conditional Award"), an option to acquire Shares at an exercise price set by the Committee at grant (which may be nil) (an "Option") or in such other form which the Committee may determine as economically equivalent.

The Committee retains discretion to settle Awards in cash.

4 Operation and timing of grant

Under the LTIP, Awards to Executive Directors will normally only be granted within 42 days of the announcement of the Company's results for any period. Awards may also be granted within 42 days following the approval of the Plans or any Directors' Remuneration Policy by shareholders or following changes to legislation affecting share plans. Grants may also be made in connection with recruitment; as soon as practicable following the lifting of a restriction on dealing ("Dealing Restrictions"); or in exceptional circumstances as determined by the Committee.

For all other employees (who are not Executive Directors), the Committee may grant Awards at any time it determines, subject to there being no Dealing Restrictions in place.

Under the BSP, Awards over shares are primarily granted as the means of delivering the deferred portion of the participant's annual bonus. Consequently, Awards are normally made in connection with the Company's normal annual bonus process.

5 Individual limits

Under each of the Plans, any Award granted to an Executive Director shall not exceed any limit set out in the Company's Directors' Remuneration Policy applicable at the time of grant. The limits set out in the Directors' Remuneration Policy shall also apply to Awards granted to any other employee save where the Committee decides otherwise. These limits do not apply to Awards made in connection with recruitment, or, in respect of the LTIP, in other exceptional circumstances.

6 Plan limits

In any 10-year period, the number of Shares issued or issuable under the Plans and under any other employees' share plan adopted by the Company must not exceed 10% of the issued Share capital of the Company from time to time.

For the purposes of this limit, treasury Shares are treated as newly issued until such time as guidelines published by institutional investor representative bodies determine otherwise. Shares issuable in connection with dividend equivalents, or issued under Awards granted which have lapsed, or issued or issuable in relation to an Award in respect of which the Committee has determined shall be satisfied otherwise than by the issue of Shares, will not count towards these limits.

7 LTIP terms, vesting conditions and holding period

Vesting period and conditions

Awards under the LTIP will normally vest over a period set by the Committee at grant and only to the extent that any conditions (which may or may not be linked to performance) set by the Committee at grant have been met.

However, Awards granted to Executive Directors will always be subject to performance conditions to the extent required by the Directors' Remuneration Policy, and the vesting period of Awards granted to Executive Directors will be set in accordance with the Directors' Remuneration Policy. Currently, this means Awards under the LTIP will be granted subject to a three-year performance period followed by a two-year post-vesting holding period, and Awards under the BSP will be subject to a deferral period of three years.

Ability to delay or adjust vesting

The Committee may adjust the level of vesting in respect of an Award under the LTIP, including adjusting any formulaic outcome, if it considers that it is appropriate to do so, including taking into account factors such as the underlying performance of the business and the occurrence of exceptional events. The Committee also retains a discretion to be able to delay a vesting if it determines that it is appropriate to do so.

Holding periods

LTIP Awards may also be granted subject to a post-vesting holding period. During a holding period, the participant cannot normally sell or transfer any Shares received on vesting, except to cover tax and in other limited circumstances such as in connection with certain corporate events. The Committee also has discretion to implement a holding period through other means, including by delaying delivery of the Shares in respect of which the Award has vested until the end of the holding period.

For Awards granted to Executive Directors, the Committee will set the length of any holding period at the time of grant in accordance with the Directors' Remuneration Policy.

8 BSP terms and vesting conditions

Awards will normally vest on the vesting date specified by the Committee at grant, provided that the Committee retains a discretion to be able to delay a vesting if it determines that it is appropriate to do so.

For Executive Directors, the basis on which the BSP operates and the terms of Awards granted to Executive Directors will be set in accordance with the Directors' Remuneration Policy as approved by shareholders from time to time.

9 Dividend equivalent and dividends

An Award may be granted on the basis that the number of Shares in respect of which the Award vests will be increased to take account of dividends paid between grant and vesting on the number of Shares which vest. The basis for calculating dividend equivalents will be determined by the Committee and may assume notional re-investment of the dividends. Dividend equivalents may be paid in Shares or in cash and may take account of special dividends and/or dividends paid during a holding period if the Committee so determines. In line with the current Directors' Remuneration Policy, the dividend equivalents paid to Executive Directors will be delivered in shares.

10 Leaving employment

Participants who leave employment prior to vesting will normally forfeit their Awards. However, Awards will not be forfeited if participants leave due to: (i) ill-health, injury or disability; (ii) retirement; (iii) the sale or transfer of their employing company or business out of the Company's group; (iv) redundancy; or, at the discretion of the Committee, for any other reason, or in the event of a participant's death (a "Good Leaver").

Under the LTIP, Awards held by Good Leavers will generally continue and vest at the end of the vesting period, unless the Committee determines that the Award will instead vest on leaving or any later date, provided that such date is prior to the vesting date. Awards subject to conditions will only vest to the extent the Committee determines that any conditions have or were likely to have been met and, unless the Committee decides otherwise, the number of Shares under Award will be reduced on a pro rata basis. The same will apply in the event of a participant's death provided that the Award will vest on the date of death and the Committee may deem any conditions to have been met.

Under the BSP, Awards held by Good Leavers would normally vest in full on the date of leaving.

Unvested BSP and LTIP Awards will, in any event, lapse if a participant is dismissed on grounds of misconduct.

Options which do not lapse on leaving can be exercised, to the extent vested, for 12 months (or such longer period as the Committee may permit) from the date of leaving or, if later, from the date on which it vests.

11 Malus and clawback

Both Plans include both malus and clawback provisions. Under these provisions, the Committee can:

- reduce the number of Shares in respect of which an Award would otherwise vest ("malus"); and/or
- clawback Shares or cash received by a participant on vesting or exercise ("clawback").

Clawback may be applied within six years from the date on which the Award is made (or three years from payment in the case of a cash bonus payment under the BSP), or such other period as the Committee may determine.

Circumstances in which malus or clawback may be applied include: (i) a misstatement of results leading to the Award vesting to a greater degree than would have been the case; (ii) an error in the assessment of the performance conditions; (iii) evidence of serious or gross misconduct by the participant; (iv) a member of the Company's group suffering a severe downturn in its financial or operational performance which is wholly or partly due to failure in management of the Company to which the participant made a material contribution; (v) the Committee determining that any member of the Company's group has suffered corporate failure which has resulted in the appointment of a liquidator or administrator or the entry by any member of the Company's group into a voluntary arrangement with its creditor; or (vi) material reputational damage to any member of the Company's group or business unit due to failure of risk management or regulatory non-compliance to which the participant made a material contribution.

12 Change of control and other corporate events

Awards will vest early in the event of a takeover or scheme of arrangement, or, if the Committee so determines, certain other corporate events such as a demerger, distribution or other transactions which may affect the current or future value of Awards.

Under the LTIP, the Committee will determine the extent to which Awards vest, taking account of the extent to which any applicable conditions have been or are likely to be satisfied and such other factors as the Committee determines. Awards will be subject to time prorating, unless the Committee decides otherwise.

Under the BSP, Awards will normally vest in full.

Alternatively, participants may be required or allowed to exchange their Awards for equivalent awards granted by the acquiring company.

Options can be exercised, to the extent vested, for a limited period and will then lapse to the extent not exercised.

13 Amendments and adjustments

The Committee may amend the rules of the Plans in any way. However, provisions relating to eligibility; individual and plan limits; a participant's entitlement to cash or Shares under the Plans; the adjustment of Awards on a variation of capital; and the amendment of the Plans cannot be amended to the advantage of participants without prior approval of the shareholders in a general meeting.

The Committee can without shareholder approval amend performance conditions and make minor adjustments to benefit the administration of the Plan; comply with legislation or any changes in legislation; and maintain favourable tax treatment, exchange controls or regulatory treatment for the Company, any subsidiary or any participant.

The Committee may waive or change a performance condition if, following grant, anything happens which causes the Committee to reasonably consider it appropriate to do so, provided that the terms of the revised condition are not, in the opinion of the Committee, materially less challenging in the circumstances, taking account of the intervening event that happens, than was intended when originally granting the Award.

Awards (including any option price) may also be adjusted following a variation in the share capital of the Company, a demerger, a special dividend or any other corporate event which might affect the value of an Award.

The Committee may also lapse or amend an Award to correct any administrative error in the grant of Awards.

14 General

Awards may be satisfied using cash, newly issued Shares, treasury Shares or Shares purchased in the market (e.g. through an employee trust).

Participants will not have any shareholder rights until the Shares subject to Awards have been issued or transferred to the participant. Any shares issued under the Plans will rank equally with Shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date.

If the amount a participant is required to pay to receive a newly issued Share under the Plans is less than the nominal value of a Share, the Committee may decide to capitalise reserves of the Company equal to the difference.

The Plans may be terminated at any time, and, in any event, no grants may be made after the 10th anniversary of the Plans' approval by shareholders.

All allotments, issues and transfers of Shares will be subject to any necessary consent under relevant enactments or regulation for the time being in force in the United Kingdom or elsewhere.

Awards are personal to the participant and may not generally be transferred or assigned.

Awards granted under the Plans are not pensionable.

15 Overseas plans

Each of the Plans contains provisions which permit the Company to establish further plans or sub-plans for the benefit of overseas employees based on the relevant plan but modified to take account of local law, tax, exchange control and securities laws in non-UK territories. However, any Shares made available under such plans shall be treated as counting towards the individual and overall plan limits outlined above.

The Company intends to adopt schedules to the Plans, to govern the application of the Plans for participants resident in certain jurisdictions, in order to take account of local tax or other legal requirements.

1. Proxy appointment

- 1.1. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, to speak and to vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company but must attend the Annual General Meeting to represent you. Shareholders can register their proxy appointment (as described in this Section 1) electronically or use the proxy form accompanying this Notice to make a proxy appointment and give proxy instructions.
- 1.2. For shareholders on the UK share register, electronic voting facilities are available to all shareholders to register the appointment of their proxy through Equiniti's website www.sharevote.co.uk using the series of numbers printed under the headings Voting ID, Task ID and Shareholder Reference Number on the proxy form. Alternatively, shareholders who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk by using their usual user ID and password. Once logged in, simply click 'view' on the 'My Investments' page, click on the link to vote and then follow the on screen instructions. Full details and instructions on these electronic proxy facilities are given on the respective websites. A proxy appointment made electronically will not be valid if sent to any electronic address other than those provided or if received after 10:30 (UK time) on Tuesday 6 May 2025. Please note that any electronic communication found to contain a computer virus will not be accepted.
- 1.3. Alternatively, to appoint a proxy by post, complete the proxy form (accompanying this Notice) in accordance with the instructions printed thereon. Shareholders can also request a hard copy proxy form directly from Equiniti by calling +44 (0)371 384 2576 (lines are open between 08:30 and 17:30 (UK time), Monday to Friday excluding public holidays in England & Wales). The proxy form, and any power of attorney or authority under which it is executed (or a duly certified copy of any such power or authority), must be sent to the Company's registrars:

For shareholders on the UK share register: to Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom by post or delivered by hand (during normal business hours only) in each case so as to be received no later than 10:30 (UK time) on Tuesday 6 May 2025;

or

For shareholders on the South African branch register: to JSE Investor Services (Pty) Limited, One Exchange Square, 2 Gwen Lane, Sandown, Sandton 2196, Republic of South Africa, or PO Box 4844, Johannesburg 2000, Republic of South Africa by post or delivered by hand (during normal business hours only) in each case so as to be received no later than 11:30 (SA time) on Tuesday 6 May 2025.
- 1.4. The return of a completed proxy form, or other such instrument or any voting instruction given electronically through Equiniti's website (as described in Section 1.2 above) or a CREST Proxy Instruction (as described in Section 5 below) or the Proxymity platform (as described in Section 6 below), will not prevent a shareholder attending the Annual General Meeting and voting in person if they wish to do so.
- 1.5. Shareholders on the South African branch register who have dematerialised their shares and are not registered as 'own name' dematerialised shareholders who wish to vote but not to attend the Annual General Meeting must provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker. Such shareholders must not complete a proxy form.

2. Nominated persons

- 2.1. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- 2.2. The statement of the rights of shareholders in relation to the appointment of proxies in Section 1 above does not apply to Nominated Persons. The rights described in Section 1 above can only be exercised by shareholders of the Company.

3. Entitlement to attend and vote

- 3.1. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes that may be cast):
- 3.1.1 shareholders on the UK share register: must be registered in the register of members of the Company as at 18:30 (UK time) on Tuesday 6 May 2025 (or, in the event of any adjournment, at 18:30 (UK time) on the date which is two working days (as defined in Section 1173(i) of the Companies Act 2006) before the day of the adjourned meeting); and
- 3.1.2 shareholders on the South African branch register: must be registered on the branch register as at 18:00 (SA time) on Tuesday 6 May 2025 (or, in the event of any adjournment, at 18:00 (SA time) on the date which is two working days before the day of the adjourned meeting). Shareholders who have dematerialised their ordinary shares through Strate, other than those whose shareholding is recorded in their 'own name' in the sub-register maintained by their CSDP, and who wish to attend the meeting in person, will need to request their CSDP or broker to provide them with the authority to do so in terms of the custody agreement entered into between the dematerialised shareholder and their CSDP or broker.
- 3.2. Changes to entries on either share register after the relevant deadlines set out above will be disregarded in determining the rights of any person to attend and vote (and the number of votes they may cast) at the Annual General Meeting or adjourned meeting.

4. Total voting rights

Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares in the Company on 24 February 2025, which is the latest practicable date before the publication of this Notice, is 441,412,530 carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 24 February 2025 is 441,412,530.

5. Appointment of proxies electronically through CREST

- 5.1. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 5.2. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available at www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: RA19) by 10:30 (UK time) on Tuesday 6 May 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 5.3. CREST members and, where applicable, their CREST sponsors, or voting service providers, should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that the relevant CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 5.4. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

6. Appointment of proxies electronically through Proxymity

Institutional investors may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's registrar. Further information regarding Proxymity can be found at www.proxymity.io. Your proxy must be lodged electronically via the Proxymity platform by 10:30 (UK time) on Tuesday 6 May 2025 in order to be considered valid. Before appointing a proxy by this process you will need to agree to Proxymity's terms and conditions. It is important that these are read carefully as they are binding and such terms and conditions govern the electronic appointment of your proxy.

7. Corporate representatives

Any corporation which is a shareholder of the Company can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder, provided that they do not do so in relation to the same shares.

8. Electronic participation

- 8.1. Shareholders, their proxies (other than the Chair of the meeting) or corporate representatives may participate in (but not vote at) the Annual General Meeting by way of a webinar facility. While listening to the webinar does not of itself constitute attendance at the Annual General Meeting, it will provide an opportunity for shareholders to hear the events of the meeting. Although shareholders may join the Annual General Meeting, no voting service will be provided as part of these arrangements, so shareholders are requested to submit proxy votes by the deadline as set out above if they do wish to make use of these arrangements. In order to participate in the Annual General Meeting via the webinar facility, shareholders will need to pre-register their interest before 10:30 (UK time) on Tuesday 6 May 2025 at <https://www.mondigroup.com/investors/shareholder-information/shareholder-meetings/>. The registration link will be available from 22 April 2025. Shareholders, their proxies or corporate representatives, will be asked to provide sufficient information to the registrars to verify their identity.
- 8.2. The Company shall use reasonable endeavours to provide each shareholder, proxy or corporate representative who has pre-registered in accordance with the instructions set out above, the relevant access details to join the Annual General Meeting by webinar on or before 10:30 (UK time) on Tuesday 6 May 2025.
- 8.3. The Company will not be liable for any loss, damage, penalty or claim arising in any way from electronic participation in the Annual General Meeting, whether or not as a result of any act or omission on the part of the Company or anyone else.

9. Audit concerns

Shareholders should note that, pursuant to requests made by shareholders of the Company meeting the threshold requirements set out in Section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous general meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to its auditor before it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required to publish on a website under Section 527 of the Companies Act 2006.

10. Polls

Each of the resolutions to be put to the Annual General Meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each shareholder and so the directors consider it a more democratic method of voting.

11. Right to ask questions

Any shareholder attending the Annual General Meeting in person has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Annual General Meeting, but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or good order of the meeting that the question be answered.

Shareholders participating electronically will also be able to ask questions verbally at the Annual General Meeting via the webinar facility using the 'raise a hand' function during the Q&A session when invited to do so.

In addition, shareholders can submit written questions by email in advance of the Annual General Meeting, either to be read out and answered at the Annual General Meeting or for response prior to the proxy appointment deadline. Please email these questions to AGM.questions@mondigroup.com by Friday 2 May 2025. Please make it clear if you would like your question to be read out and answered at the meeting or if you would like a response prior to the meeting.

During the Q&A session we will endeavour to answer all questions raised at or emailed ahead of the meeting. Please keep your questions concise and relevant to the business of the meeting. Where a number of similar questions are received, these may be grouped together to avoid repetition and to cover as many topics as possible.

Where a response prior to the meeting is requested, we will aim to provide a written response to questions submitted by Friday 2 May 2025 before 10:30 (UK time) on Tuesday 6 May 2025, i.e. before the deadline for submission of a proxy appointment. Where appropriate, we will also publish answers to frequently asked questions on Mond's website.

To the extent a question cannot be answered during the Annual General Meeting, written answers will be provided after the meeting wherever practical and answers to frequently asked questions will be published on the Company's website where appropriate.

12. Shareholder rights

Under Section 338 and Section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to members entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than the date six weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

13. Website information

A copy of this Notice and other information required by Section 311A of the Companies Act 2006 can be found on the Mondi Group website at: www.mondigroup.com. Should it become appropriate to revise the current arrangements for the Annual General Meeting, we will notify shareholders of any change on the shareholder meetings page of Mondi's website.

14. Documents available for inspection

Copies of the following documents will be available at the registered office of the Company during normal business hours on any business day (excluding public holidays) and also at the Annual General Meeting venue for at least 15 minutes prior to and during the meeting:

- the executive directors' service contracts; and
- the terms of appointment of the non-executive directors.

Copies of the draft rules of the Mondi plc Long-Term Incentive Plan 2025 and Mondi plc Bonus Share Plan 2025 will be available for inspection on the National Storage Mechanism (<https://data.fca.org.uk/#/nsm/nationalstoragemechanism>) and at the Annual General Meeting venue for at least 15 minutes prior to and during the meeting.

Communication with Mondi

Except as provided above, shareholders who have general queries about the Annual General Meeting should use the following means of communication (no other methods of communication will be accepted):

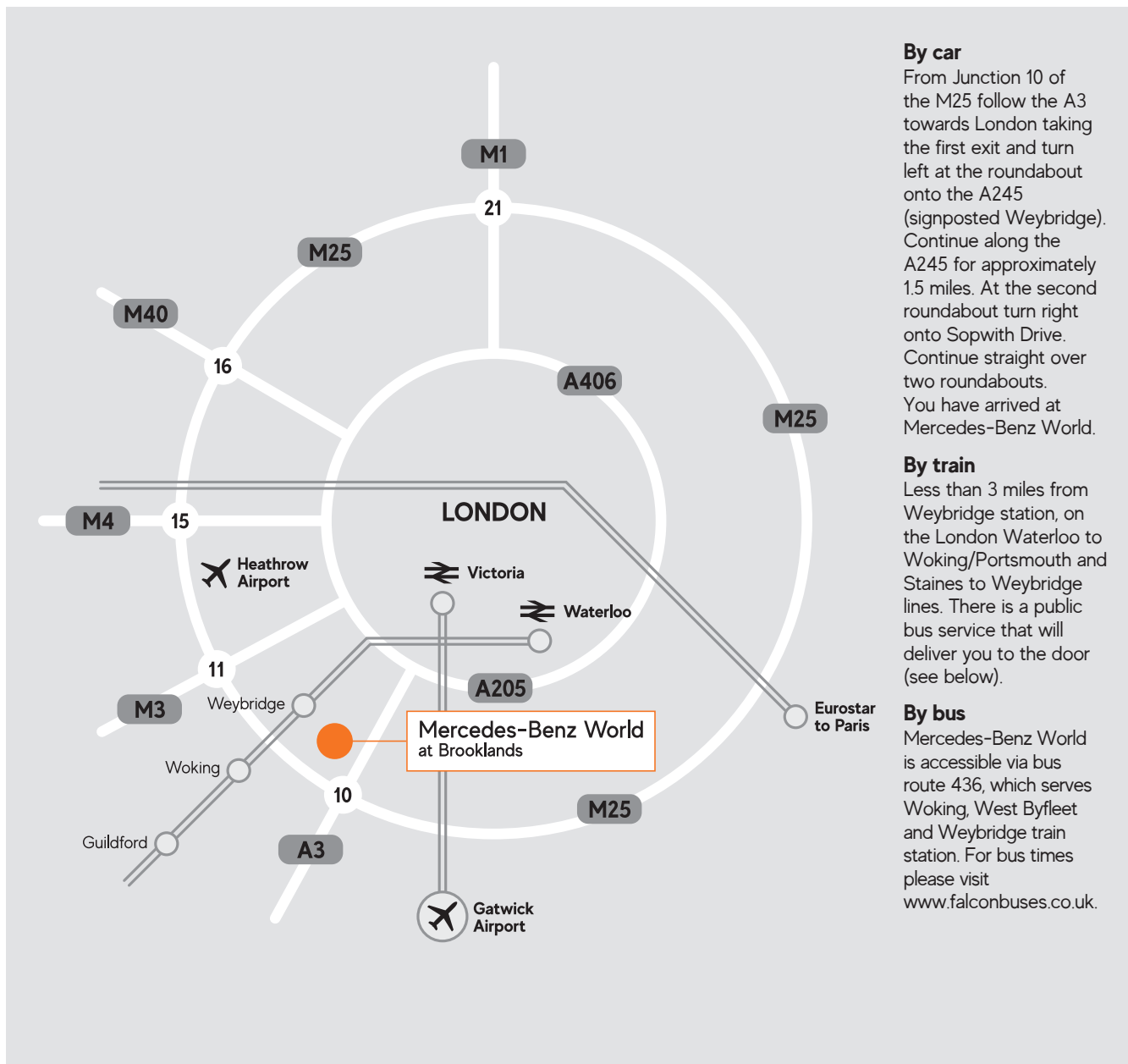
- calling +44 (0) 1932 826300; or
- writing to the Company Secretary at Mondi, Ground Floor, Building 5, The Heights, Brooklands, Weybridge, Surrey KT13 0NY UK; or
- emailing: AGM.questions@mondigroup.com.

You may not use any electronic address provided in either:

- this Notice of Annual General Meeting; or
- any related documents (including the form of proxy)

to communicate with the Company for any purpose other than those expressly stated.

Directions for shareholders attending the meeting in person



By car

From Junction 10 of the M25 follow the A3 towards London taking the first exit and turn left at the roundabout onto the A245 (signposted Weybridge). Continue along the A245 for approximately 1.5 miles. At the second roundabout turn right onto Sopwith Drive. Continue straight over two roundabouts. You have arrived at Mercedes-Benz World.

By train

Less than 3 miles from Weybridge station, on the London Waterloo to Woking/Portsmouth and Staines to Weybridge lines. There is a public bus service that will deliver you to the door (see below).

By bus

Mercedes-Benz World is accessible via bus route 436, which serves Woking, West Byfleet and Weybridge train station. For bus times please visit www.falconbuses.co.uk.

For more information on how to get to the venue, go to www.mercedes-benzworld.co.uk/contact-us/.



Mondi plc
Ground Floor, Building 5
The Heights, Brooklands
Weybridge, Surrey KT13 0NY
UK