

## Notes to the Form of Proxy

For use by shareholders who:

- hold shares in certificated form; or
- have dematerialised their shares with 'own name' registration.

Shareholders who have dematerialised their shares and are not registered as 'own name' dematerialised shareholders who wish to attend the Annual General Meeting, must instruct their CSDP or broker to provide them with the relevant letter of representation to enable them to attend such meeting, or, alternatively, should they wish to vote but not to attend the Annual General Meeting, they 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 this form of proxy.

1. As a member of Mondi plc you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting of Mondi plc. Each resolution is to be decided on a poll and a member or proxy shall have one vote for every share held. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of Mondi plc but must attend the meeting to represent you. To appoint as your proxy a person other than the chair of the meeting, insert their full name in the box.  
If you sign and return this proxy form with no name inserted in the box, the chair of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the chair, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chair and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional form(s) may be obtained by contacting the Link Market Services South Africa Proprietary Limited helpline on +27 11 713 0800 or you may photocopy this form. Please indicate in the box provided the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together.

5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant 'Vote Withheld' box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.
6. To appoint a proxy using this form, the form must be:
  - completed and signed; and
  - sent or delivered to Link Market Services South Africa Proprietary Limited at 13th Floor, 19 Ameshoff Street, Braamfontein 2001, Republic of South Africa or PO Box 4844, Johannesburg 2000, Republic of South Africa.

We recommend that you arrange for your proxy appointment to reach Link Market Services South Africa Proprietary Limited by 10:30am (UK time) / 11:30am (SA time) on Tuesday 7 May 2019.

Please return the proxy form in the enclosed envelope.
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company, an attorney for the company or other person duly authorised by the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in Mondi plc's register of members in respect of the joint holding (the first-named being the most senior).
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. Any alteration or correction made to this proxy form must be initialled by the signatory or signatories.

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# Mondi plc Annual General Meeting Shareholder pack 2019



## Mondi plc Shareholder information Important documents enclosed

### Key dates

7 May 2019	Recommended last date for lodgement of form of proxy (for administration purposes only): by 11:30 a.m. (SA time)
9 May 2019	Annual General Meeting

# Mondi plc Annual General Meeting

## Attendance card

Date  
**Thursday 9 May 2019 at 10:30am (UK time)**

Place  
**Haberdashers' Hall**  
**18 West Smithfield, London EC1A 9HQ. United Kingdom**

If you wish to attend this meeting in your capacity as a holder of ordinary shares, please sign this card and on arrival hand it to Mondi plc's registrars. This will facilitate entry to the meeting.

Signature of person attending



Barcode:

## FORM OF PROXY MONDI plc – ANNUAL GENERAL MEETING

I/We being a member of Mondi plc hereby appoint the Chair of the meeting or (see note 3)

Name of proxy  Number of shares proxy appointed over

as my/our proxy to attend, to speak and to vote on my/our behalf at the Annual General Meeting of Mondi plc to be held at 10:30am on Thursday, 9 May 2019 and at any adjournment thereof. I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

If you wish to appoint multiple proxies please see note 4.  Please also tick here if you are appointing more than one proxy.

### RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

**Common business: Mondi Limited and Mondi plc**

- 1. To re-elect Tanya Fratto as a director
- 2. To re-elect Stephen Harris as a director
- 3. To re-elect Andrew King as a director
- 4. To re-elect Peter Oswald as a director
- 5. To re-elect Fred Phaswana as a director
- 6. To re-elect Dominique Reiniche as a director
- 7. To re-elect David Williams as a director
- 8. To re-elect Stephen Young as a director
- 9. To elect Tanya Fratto as a member of the DLC audit committee
- 10. To elect Stephen Harris as a member of the DLC audit committee
- 11. To elect Stephen Young as a member of the DLC audit committee

**Mondi Limited business**

- 12. To receive the audited financial statements
- 13. To endorse the remuneration policy
- 14. To endorse the remuneration report (other than the policy)
- 15. To authorise an increase of approximately 2.8% in non-executive director fees\*
- 16. To declare a final dividend
- 17. To appoint the auditors
- 18. To authorise the DLC audit committee to determine the auditors' remuneration
- 19. To authorise the directors to provide direct or indirect financial assistance\*
- 20. To place 5% of the issued share capital of Mondi Limited under the control of the directors of Mondi Limited
- 21. To place 5% of the issued special converting shares of Mondi Limited under the control of the directors of Mondi Limited
- 22. To authorise the directors to allot and issue ordinary shares of Mondi Limited for cash
- 23. To authorise Mondi Limited to purchase its own shares\*

### RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

**Mondi plc business**

- 24. To receive the report and accounts
- 25. To approve the remuneration report (other than the policy)
- 26. To declare a final dividend
- 27. To appoint the auditors
- 28. To authorise the DLC audit committee to determine the auditors' remuneration
- 29. To authorise the directors to allot relevant securities
- 30. To authorise the directors to disapply pre-emption rights\*
- 31. To authorise Mondi plc to purchase its own shares\*

**Simplification resolutions**

**Special business: Mondi Limited and Mondi plc**

- 32. To approve the Simplification\*
- 33. To authorise the amendment to the Mondi plc Articles of Association to enable the Simplification\*
- 34. To authorise the cancellation of all deferred shares of Mondi plc\*
- 35. To authorise the amendment to the Mondi Limited Memorandum of Incorporation to enable the Simplification\*
- 36. To authorise the cancellation of all deferred shares of Mondi Limited\*
- 37. To authorise the allotment and issue by Mondi Limited of non-voting shares to Mondi plc\*

**Post-Simplification resolutions**

**Special business: Mondi plc**

- 38. To authorise the adoption of new Mondi plc Articles of Association from admission of the new Mondi plc shares issued as part of the Simplification\*
- 39. To authorise the directors to disapply additional pre-emption rights to reflect the new Mondi plc ordinary shares issued as part of the Simplification\*
- 40. To authorise Mondi plc to purchase additional of its own shares\*

\* special resolutions

Signature

Date