

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations in Part VI of this Circular apply throughout this entire Circular, including this cover page (unless specifically defined where used or the context indicates a contrary intention).

This Circular is important and should be read in its entirety with particular attention to the section entitled: "Action Required by Mondi Limited Shareholders in relation to the Simplification", which commences on page 10 of this Circular.

If you are in any doubt as to what action you should take, please consult your banker, Broker, CSDP, legal adviser, accountant or other professional adviser immediately. If you have disposed of all your Mondi Limited Shares, then this Circular, together with the accompanying notice convening the Annual General Meeting of Mondi Limited, Form of Proxy and Form of Election, Surrender and Transfer (*green*), should be forwarded to the purchaser of such Mondi Limited Shares or to the banker, Broker, CSDP or other agent through whom the disposal was effected.

Mondi Limited does not accept responsibility, and will not be held liable, for any action of, or omission by, any CSDP, Broker, banker or other intermediary including, without limitation, any failure on the part of the CSDP, Broker, banker or other intermediary of any beneficial owner of Mondi Limited Shares to notify such beneficial owner of the transactions set out in this Circular or to take any action on behalf of such beneficial owner.



MONDI LIMITED

(Incorporated in the Republic of South Africa)
(Registration number 1967/013038/06)
ISIN: ZAE000156550
JSE share code: MND
("Mondi Limited")

MONDI PLC

(Incorporated in England and Wales)
(Registered number 6209386)
ISIN: GB00B1CRLC47
LSE share code: MNDI
JSE share code: MNP
("Mondi plc")

CIRCULAR TO SHAREHOLDERS OF MONDI LIMITED AND NOTICE OF ANNUAL GENERAL MEETING OF MONDI LIMITED

regarding, amongst others:

- the Simplification, which includes, amongst other things:
 - a scheme of arrangement proposed by the Mondi Limited Board between Mondi Limited and the Mondi Limited Shareholders, in terms of section 114 of the SA Companies Act, which, if implemented, will result in:
 - Mondi plc acquiring all of the Mondi Limited Ordinary Shares held by Scheme Participants for the Scheme Consideration (being the issue by Mondi plc of one New Mondi plc Share per Scheme Share);
 - alternatively, if and to the extent so elected by the Scheme Participants and subject to statutory requirements under the SA Companies Act, Mondi Limited purchasing from such Scheme Participants their Mondi Limited Ordinary Shares for the Scheme Consideration (being the issue by Mondi plc of one New Mondi plc Share per Scheme Share) and, in such instance, for each such Mondi Limited Ordinary Share bought back by Mondi Limited, Mondi Limited allotting and issuing to Mondi plc one New Mondi Limited Ordinary Share,

in each such case subject to the terms and conditions of the Scheme as further set out in Part V of this Circular;

- the delisting of Mondi Limited Ordinary Shares from the main board of the JSE, subject to the Scheme becoming effective;
- the admission of the New Mondi plc Shares to the premium listing segment of the UK Official List of the FCA and to trading on the main market for listed securities of the LSE and to listing and trading on the main board for listed securities of the JSE; and
- related actions for the termination of the DLC arrangements,

and incorporating:

- a notice convening the Annual General Meeting of Mondi Limited (at which, amongst other things and in addition to the usual business customarily conducted at an Annual General Meeting of Mondi Limited, resolutions will be proposed in relation to the Scheme and other aspects of the Simplification);
- a report prepared by the Independent Expert, in terms of section 114 of the SA Companies Act and regulations 90 and 110 of the Companies Regulations;

- a statement of Dissenting Shareholders' Appraisal Rights in terms of section 164(2) of the SA Companies Act;
- extracts of, amongst others, section 115 of the SA Companies Act, dealing with the approvals required for fundamental transactions (which include schemes of arrangement), and section 164 of the SA Companies Act, dealing with Dissenting Shareholders' Appraisal Rights;
- a Form of Proxy accompanying this Circular as a separate document for use by Certificated Shareholders and Dematerialised Shareholders with "own-name" registration only; and
- a Form of Election, Surrender and Transfer (green) accompanying this Circular as a separate document for use by Certificated Shareholders only.

This Circular should be read as a whole. Your attention is drawn to the letter from the Joint Chairs of Mondi Limited which is set out at Part I of this Circular and which recommends that you vote in favour of the Resolutions to be proposed at the Annual General Meeting of Mondi Limited.

Notice of an Annual General Meeting of Mondi Limited to be held at The Venue, 17 The High Street, Melrose Arch, Melrose, Johannesburg, 2196, South Africa at 11:30 a.m. (SA time) on Thursday, 9 May 2019 is set out in this Circular.

Date of issue: **Tuesday, 26 March 2019**

Publication on website and availability of hard copies

A copy of this Circular, together with any accompanying documentation, is and will be available for electronic access on the Group's website at www.mondigroup.com from the time this Circular is published up to and including the date of the Annual General Meeting of Mondi Limited, being Thursday, 9 May 2019. For the avoidance of doubt, neither the contents of (or information on or accessible through) the websites referred to in this Circular nor any documents accompanying or referred to in this Circular (or information referred to therein) are incorporated into or form part of this Circular other than the Form of Proxy and Form of Election, Surrender and Transfer (green). The annexes to this Circular, as well as the Form of Proxy and the Form of Election, Surrender and Transfer (green), form part thereof.

If you have received this Circular in electronic form, or require additional physical copies of this Circular, you may, up to and including the date of the Annual General Meeting of Mondi Limited, being Thursday, 9 May 2019, request a hard copy of this Circular by contacting the SA Registrars at Link Market Services South Africa (Proprietary) Limited, at 13th Floor, 19 Ameshoff Street, Braamfontein, 2001, South Africa, or phone 0861 736 628 (South Africa) or +27 10 288 0399 (International) (between 8:00 a.m. and 4:30 p.m. (SA time), Monday to Friday (excluding public holidays in South Africa), with your full name and the full address to which the hard copy may be sent. In addition, you may contact Link Market Services South Africa (Proprietary) Limited at the helpline above if you have any general queries in relation to the Simplification. (Calls are charged at the standard geographic rate and will vary by provider. Calls outside of South Africa will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that Link Market Services South Africa (Proprietary) Limited cannot provide any financial, legal or tax advice and calls may be recorded and monitored for training and security purposes.)

Copies of this Circular are available in the English language only.

CORPORATE INFORMATION AND ADVISERS

Mondi Limited

4th Floor, No 3 Melrose Boulevard
Melrose Arch, 2196
Gauteng, South Africa
(PostNet Suite #444, Private Bag X1, Melrose Arch, 2076)

Registration number: 1967/013038/06

Date of incorporation: 11 December 1967

Place of incorporation: South Africa

Mondi plc

Building 1, 1st Floor
Aviator Park, Station Road,
Addlestone, Surrey,
KT15 2PG
United Kingdom

Registered number: 6209386

Date of incorporation: 11 April 2007

Place of incorporation: England and Wales

Company Secretary of Mondi Limited

Philip Laubscher
4th Floor, No 3 Melrose Boulevard
Melrose Arch, 2196
Gauteng, South Africa
(PostNet Suite #444, Private Bag X1, Melrose Arch, 2076)

Company Secretary of Mondi plc

Jenny Hampshire
Building 1, 1st Floor
Aviator Park, Station Road,
Addlestone, Surrey,
KT15 2PG
United Kingdom

South African Sponsor to Mondi Limited and Mondi plc

UBS South Africa (Pty) Limited

(Registration number: 1995/011140/07)
64 Wierda Road East
Sandton, 2196
South Africa

Financial adviser and Sponsor to Mondi plc

UBS AG London Branch

(Company number: 02035362)
5 Broadgate
London
EC2M 2QS
United Kingdom

Legal adviser to Mondi Limited and Mondi plc as to South African law

Webber Wentzel

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Sandton
Johannesburg, 2196
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(PO Box 61771, Marshalltown, 2107)

Legal adviser to Mondi Limited and Mondi plc as to English and US law

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London
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United Kingdom

Legal adviser to Sponsor as to English and US law

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London
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Transfer Secretary to Mondi Limited

Link Market Services South Africa (Proprietary) Limited

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Transfer Secretary to Mondi plc

Link Asset Services Limited

34 Beckenham Road
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Kent
BR3 4TU
United Kingdom

Independent Expert

BDO Corporate Finance Proprietary Limited

(Registration number 1983/002903/07)

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Parktown, Johannesburg, 2193

South Africa

(Private Bag X60500, Houghton, 2041, South Africa)

Auditors

PricewaterhouseCoopers LLP

1 Embankment Place

London WC2N 6RH

United Kingdom

CONTENTS

IMPORTANT LEGAL NOTES	6
FORWARD-LOOKING STATEMENTS	9
ACTION REQUIRED BY MONDI LIMITED SHAREHOLDERS IN RELATION TO THE SIMPLIFICATION	10
INDICATIVE TIMETABLE OF PRINCIPAL EVENTS	22
PART I LETTER FROM THE JOINT CHAIRS OF MONDI LIMITED	24
PART II FURTHER DETAILS OF THE TERMS OF THE SIMPLIFICATION	32
PART III TAXATION	38
PART IV ADDITIONAL INFORMATION	45
PART V TERMS AND CONDITIONS OF THE SCHEME	56
PART VI DEFINITIONS AND GLOSSARY	69
MONDI LIMITED NOTICE OF ANNUAL GENERAL MEETING.....	83
APPENDIX 1	109
ANNEX I INDEPENDENT EXPERT'S REPORT	117
SECTION 115 OF THE SA COMPANIES ACT: REQUIRED APPROVAL FOR TRANSACTIONS CONTEMPLATED IN CHAPTER 5 OF THE COMPANIES ACT	130
SECTION 164 OF THE SA COMPANIES ACT: DISSENTING SHAREHOLDERS' APPRAISAL RIGHTS	132
ANNEX II HISTORICAL ABRIDGED COMBINED AND CONSOLIDATED FINANCIAL INFORMATION OF THE GROUP	136
ANNEX III EXCHANGE CONTROL REGULATIONS.....	142
ANNEX IV SECTION 115 OF THE SA COMPANIES ACT: REQUIRED APPROVAL FOR TRANSACTIONS CONTEMPLATED IN CHAPTER 5 OF THE COMPANIES ACT.....	144
ANNEX V SECTION 164 OF THE SA COMPANIES ACT: DISSENTING SHAREHOLDERS' APPRAISAL RIGHTS	146
ANNEX VI TRADING HISTORY OF MONDI LIMITED	150
ANNEX VII US INVESTOR LETTER.....	152

IMPORTANT LEGAL NOTES

DISCLAIMER

This Circular has been prepared for the purposes of complying with the SA Companies Act, the Takeover Regulations published in terms thereof and the JSE Listings Requirements (each as applicable), and the information disclosed may not be the same as that which would have been disclosed if this Circular had been prepared in accordance with the laws and regulations of any jurisdiction outside South Africa or the listings requirements of any other stock exchange. The release, publication or distribution of this Circular, in whole or in part, in, into or from jurisdictions other than the UK and South Africa may be restricted by the laws of those jurisdictions and, therefore, persons into whose possession this Circular comes should inform themselves about and observe any applicable requirements and restrictions. Any failure to comply with these requirements or restrictions may constitute a violation of the securities laws of one or more of such jurisdictions. To the fullest extent permitted by applicable law, the Group disclaims any responsibility or liability for the violation of such restrictions or requirements by any person.

This Circular is not a prospectus and neither this Circular nor any accompanying documentation is intended to, and does not, constitute or form part of an offer, invitation or any solicitation of any offer or invitation, to sell, purchase, acquire, dispose of, issue or subscribe for any securities or a solicitation of any vote or approval, including in any jurisdiction where such offer, invitation or solicitation would be unlawful. Mondi Limited Shareholders are advised to read this Circular, which contains the terms and conditions of the Scheme, with care. Any decision to approve the Simplification (which includes the Scheme) and/or other response to the proposals should be made only on the basis of the information in this Circular.

APPLICABLE LAWS AND OVERSEAS SHAREHOLDERS

The Scheme, which is the subject of this Circular, may be affected by the laws of the relevant jurisdictions of Overseas Shareholders. Each Mondi Limited Shareholder who is not resident in, or who has a registered address outside, South Africa, should inform itself about and observe any applicable legal requirements of such jurisdictions. It is the responsibility of any Overseas Shareholders to satisfy themselves as to the full observance of the laws and regulatory requirements of the relevant jurisdiction in connection with the Simplification (which includes the Scheme), which is the subject of this Circular, including the obtaining of any governmental, exchange control or other consents or the making of any filings which may be required, the compliance with other necessary formalities, the payment of any issue, transfer or other taxes or other requisite payments due to such jurisdiction. Overseas Shareholders who are in any doubt as to their positions should consult their professional advisers immediately.

The Scheme is governed by the laws of South Africa and is subject to any applicable laws and regulations, including the SA Companies Act and the Takeover Regulations.

Any Mondi Limited Shareholder who is in doubt as to their position, including, without limitation, their tax status, should consult an appropriate professional adviser in their jurisdiction without delay.

NOTICE TO US SHAREHOLDERS

This Circular is not an offer of securities for sale in the United States. The New Mondi plc Shares to be issued under the Scheme will not be, and are not required to be, registered under the US Securities Act or under the applicable securities laws or the regulations of any state or other jurisdiction of the United States, and will be issued in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 4(a)(2) thereof, which is available for an offer and sale of securities not involving any public offering in the United States.

Accordingly, the New Mondi plc Shares to be issued under the Scheme will be issued to Scheme Participants who are US Shareholders only if such US Shareholders have demonstrated to Mondi plc and/or their relevant CSDP, Broker, custodian or nominee (as applicable) that they are QIBs and agreed to certain transfer restrictions applicable to the New Mondi plc Shares delivered to QIBs. Accordingly, each US Shareholder that is a QIB and that wishes to receive New Mondi plc Shares in terms of the Scheme will be required to execute a US Investor Letter in the format set out in Annex VII of this Circular. The US Investor Letter must be received by the Required Notice Recipient, before the QIB Notification Time (presently indicatively expected to be 5:00 p.m. (SA time) on Tuesday, 25 June 2019), failing which any such US Investor Letter will not be effective and will be disregarded. The US Investor Letter will require the relevant US Shareholder to represent and agree, among other things, that (i) it is a QIB and (ii) for so long as the New Mondi plc Shares are "restricted securities" within the meaning of the

US Securities Act, it will only offer, sell, transfer, assign, pledge or otherwise dispose of the New Mondi plc Shares (a) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A under the US Securities Act, (b) in accordance with Rule 144 under the US Securities Act (if available), (c) in accordance with another applicable exemption from the registration requirements of the US Securities Act, or (d) in an offshore transaction complying with the provisions of Regulation S under the US Securities Act (including, for the avoidance of doubt, a *bona fide* sale on the LSE or the JSE), in each case in accordance with any applicable securities laws of any state of the United States or any other jurisdiction.

Any Scheme Participant who is a US Shareholder who is not a QIB or in respect of which no US Investor Letter is received by the Required Notice Recipient before the QIB Notification Time, will be an Excluded US Shareholder and will be treated as set out under paragraph 6.12 of Part V of this Circular.

The New Mondi plc Shares have not been and will not be listed on a US securities exchange or quoted on any inter-dealer quotation system in the United States. Mondi plc does not intend to take any action to facilitate a market in the New Mondi plc Shares in the United States. Consequently, it is unlikely that an active trading market in the United States will develop for the New Mondi plc Shares.

US Shareholders should consult their own legal and tax advisers with respect to the legal and tax consequences of the Simplification in their particular circumstances.

NEITHER THE US SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION IN THE UNITED STATES NOR ANY OTHER US REGULATORY AUTHORITY HAS APPROVED OR DISAPPROVED OF THE NEW MONDI PLC SHARES OR PASSED UPON OR ENDORSED THE ACCURACY OR ADEQUACY OF THIS CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

NOTICE TO CUSTODIANS AND NOMINEES HOLDING MONDI LIMITED SHARES IN DEMATERIALIZED FORM ON BEHALF OF US SHAREHOLDERS

Each US Shareholder that is a QIB and wishes to receive New Mondi plc Shares under the Scheme will be required to execute a US Investor Letter to be received by the Required Notice Recipient before the QIB Notification Time.

Any custodian or nominee holding Mondi Limited Shares in Dematerialised form on behalf of any US Shareholder must either:

- in respect of such US Shareholder that is a QIB, receive an executed US Investor Letter from such US Shareholders before the QIB Notification Time, with a copy to the Transfer Secretary before the QIB Notification Time, in which case it may accept New Mondi plc Shares (or a beneficial entitlement thereto) on behalf of such US Shareholders in the same manner as for any other Scheme Participant that is not an Excluded US Shareholder; or
- in respect of such US Shareholder that is an Excluded US Shareholder, transfer such New Mondi plc Shares (or a beneficial entitlement thereto) to the Transfer Secretary. Should you have any questions as to how to facilitate the transfer, please contact your CSDP or Broker.

NOTICE TO INVESTORS IN CANADA

The New Mondi plc Shares have not been nor will they be qualified for distribution to the public under applicable Canadian securities laws and, accordingly, any distribution of the New Mondi plc Shares in Canada will be made on a basis which is exempt from the circular requirements of Canadian securities laws. Any resale of the New Mondi plc Shares must be made in accordance with, or pursuant to an exemption from, or in a transaction not subject to, the circular requirements of those laws. In addition, in order to comply with the dealer registration requirements of Canadian securities laws, any resale of the New Mondi plc Shares must be made either by a person not required to register as a dealer under applicable Canadian securities laws, or through an appropriately registered dealer or in accordance with an exemption from the dealer registration requirements. These Canadian resale restrictions may in some circumstances apply to resales made outside Canada. Investors in New Mondi plc Shares are advised to seek Canadian legal advice prior to any resale of New Mondi plc Shares. No securities commission or similar regulatory authority in Canada has reviewed or in any way passed upon the information contained herein or the merits of the New Mondi plc Shares, and any representation to the contrary is an offence.

ADDITIONAL NOTICES

UBS, which is authorised and regulated by the Financial Market Supervisory Authority in Switzerland, and is authorised by the PRA and subject to regulation by the FCA and limited regulation by the PRA in the UK, is acting exclusively as sponsor and financial adviser to Mondi plc and no one else in connection with the Simplification, Admission and other matters referred to in this Circular. UBS SA, which is registered with the Financial Services Board in South Africa, is acting as sponsor in South Africa to Mondi Limited and Mondi plc and no one else in connection with the Simplification, Admission and other matters referred to in this Circular. UBS and UBS SA will not be responsible to anyone other than Mondi Limited and Mondi plc for providing the protections afforded to their clients or for providing any advice and will not regard any other person (whether or not a recipient of this Circular) as their client in relation to the Simplification, the contents of this Circular or any other matter referred to in this Circular.

Apart from the responsibilities and liabilities, if any, which may be imposed on UBS by FSMA or the regulatory regime established thereunder, or on UBS SA by the Financial Sector Conduct Authority and the Prudential Authority of South Africa or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where the exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, UBS, UBS SA and each of their respective affiliates assume no responsibility whatsoever for and make no representation or warranty, express or implied, in respect of the contents of this Circular including its accuracy, completeness or verification or for any other statement made or purported to be made by them or on their behalf or by or on behalf of Mondi plc or Mondi Limited in connection with Mondi plc, Mondi Limited, the Group, Admission and the Simplification and nothing in this Circular shall be relied upon as a promise or representation in this respect whether as to the past, present or future. UBS and UBS SA and their respective subsidiaries, branches and affiliates accordingly disclaim, to the fullest extent permitted by applicable law, all and any liability whatsoever, whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise have to any person, other than Mondi plc or Mondi Limited, in respect of this Circular or any such statement or otherwise.

You are advised to read this Circular in its entirety.

FORWARD-LOOKING STATEMENTS

This Circular includes statements that are, or may be, “forward-looking statements”. All statements other than statements of historical facts included herein, including, without limitation, those regarding the Group’s financial position, business strategy, market growth and developments, expectations of growth and profitability and plans and objectives of management for future operations, are or may be forward-looking statements. Forward-looking statements are sometimes identified by the use of forward-looking terminology such as “believe”, “expects”, “may”, “will”, “could”, “should”, “shall”, “risk”, “intends”, “estimates”, “aims”, “plans”, “predicts”, “continues”, “assumes”, “positioned” or “anticipates” or the negative thereof, other variations thereon or comparable terminology. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Group, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements and other statements contained in this Circular regarding matters that are not historical facts involve predictions and are based on numerous assumptions regarding the Group’s present and future business strategies and the environment in which the Group will operate in the future. Important factors that could cause the Group’s actual results to differ materially from estimates or forecasts contained in the forward-looking statements include, among others: (i) operating factors, such as continued success of manufacturing activities and the achievement of efficiencies therein, continued success of product development plans and targets, changes in the degree of protection created by Mondi’s patents and other intellectual property rights and the availability of capital on acceptable terms; (ii) industry conditions, such as strength of product demand, intensity of competition, prevailing and future global market prices for Mondi’s products and raw materials and the pricing pressures thereto, financial condition of the customers, suppliers and the competitors of Mondi and potential introduction of competing products and technologies by competitors; (iii) general economic conditions, such as rates of economic growth in Mondi’s principal geographical markets or fluctuations of exchange rates and interest rates; and (iv) the failure to realise anticipated benefits from the Simplification or the occurrence of difficulties in connection with the Simplification, including obtaining the approval of the Group Shareholders.

Any forward-looking statement has not been reviewed or reported on by any experts.

ACTION REQUIRED BY MONDI LIMITED SHAREHOLDERS IN RELATION TO THE SIMPLIFICATION

If you have disposed of all of your Mondi Limited Shares, then this Circular, together with the accompanying notice convening the Annual General Meeting of Mondi Limited, Form of Proxy and Form of Election, Surrender and Transfer (*green*), should be forwarded to the purchaser of such Mondi Limited Shares or to the Broker, banker, CSDP or other agent through whom the disposal was effected.

This Circular is important and requires your immediate attention. Please take careful note of the following provisions regarding the action required by Mondi Limited Shareholders in relation to the Simplification. If you are in any doubt as to the action you should take in relation to this Circular, please consult your Broker, CSDP, banker, attorney, accountant or other professional adviser immediately.

Without derogating from the generality of the foregoing, the attention of Certificated Shareholders is specifically drawn to the provisions of paragraph 8 of this Section “Action required by Mondi Limited Shareholders in relation to the Simplification” below.

- 1** This Circular contains information relating to the proposed Simplification of the Group to be effected by the Scheme, and by the actions authorised by the passing of the Simplification Resolutions. As part of the proposed Simplification, Mondi Limited will cease to be listed on the JSE. Mondi Limited Shareholders are advised of the issue of the Prospectus which contains prescribed information relating to, amongst other things, the rights and the proposed listing and admission to trading of New Mondi plc Shares to be issued by Mondi plc to Scheme Participants pursuant to the Scheme and in connection with the Simplification described in Part II of this Circular. Copies of the Prospectus may be obtained by Mondi Limited Shareholders from the Group’s website at www.mondigroup.com and from the registered office of Mondi Limited, UBS SA, as sponsor to Mondi Limited, and the Transfer Secretary, whose details are set out in the “Corporate Information and Advisers” section on pages 3 and 4 of this Circular. The contents of the Prospectus do not form part of this Circular.
- 2** Notice of the Annual General Meeting of Mondi Limited is given in terms of the Notice of the Annual General Meeting commencing on page 83 of this Circular for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions necessary to: (i) approve the usual business of the annual general meetings of the Group; (ii) approve and authorise the implementation of the Simplification, including the Scheme, and approve related matters; and (iii) approve certain post-Simplification matters. The Annual General Meeting of Mondi Limited will be held at The Venue, 17 The High Street, Melrose Arch, Melrose, Johannesburg, 2196, South Africa, at 11:30 a.m. (SA time) on Thursday, 9 May 2019, and via electronic communication.
- 3** The notice convening the Annual General Meeting of Mondi Limited is attached to, and forms part of, this Circular.
- 4** The Annual General Meeting of Mondi plc will take place at the same time as the Annual General Meeting of Mondi Limited. Further information relating to the way in which the shareholders of each of Mondi Limited and Mondi plc will together be asked to approve the Simplification and related matters is set out in the Letter from the Joint Chairs of Mondi which is set out at Part I of this Circular and in the Notice.
- 5** You should carefully read through this Circular and decide how you wish to vote on the Resolutions to be proposed at the Annual General Meeting of Mondi Limited.
- 6 DEMATERIALISED SHAREHOLDERS WHO ARE NOT “OWN-NAME” DEMATERIALISED SHAREHOLDERS**
 - 6.1 Attending the Annual General Meeting of Mondi Limited and voting at the Annual General Meeting of Mondi Limited, in each case including in relation to the Simplification (which includes the Scheme)**
 - 6.1.1** If you wish to attend the Annual General Meeting of Mondi Limited (including to vote thereat), you should instruct your CSDP or Broker to issue you with the necessary letter of representation to attend the Annual General Meeting of Mondi Limited in person, in the manner stipulated in the custody agreement governing the relationship between you and your CSDP or Broker. These instructions must be provided to the CSDP or Broker by the cut-off time and date advised by the CSDP or Broker for instructions of this nature.

- 6.1.2** If you do not wish to or are unable to attend the Annual General Meeting of Mondi Limited, but wish to vote thereat, you should provide your CSDP or Broker with your voting instructions in the manner stipulated in the custody agreement governing the relationship between you and your CSDP or Broker. These instructions must be provided to the CSDP or Broker by the cut-off time and date advised by the CSDP or Broker for instructions of this nature. If your CSDP or Broker does not obtain voting instructions from you, it will be obliged to vote (or abstain from casting your vote) in accordance with the instructions contained in the custody agreement concluded between you and your CSDP or Broker.
- 6.1.3** If you have not been contacted by your CSDP or Broker, it is advisable for you to contact your CSDP or Broker and furnish them with your voting instructions.
- 6.1.4** You must **not** complete a Form of Proxy (or other proxy form).

6.2 Election of the Buyback Option

- 6.2.1** There is no obligation on Scheme Participants to make an election under the Scheme, unless Scheme Participants wish to elect the Buyback Option.
- 6.2.2** If you wish for the Buyback Option to apply in respect of all or some of your Mondi Limited Ordinary Shares, you must advise your CSDP or Broker, in the manner stipulated in the custody agreement governing the relationship between you and your CSDP or Broker, as to whether, and to what extent, you are electing the Buyback Option. If you fail to advise your CSDP or Broker of your election, your CSDP or Broker will make (or not make) an election on your behalf in the manner stipulated in the custody agreement governing the relationship between you and your CSDP or Broker.
- 6.2.3** You may revise your election in respect of the Buyback Option in the manner stipulated in the custody agreement governing the relationship between you and your CSDP or Broker.
- 6.2.4** No election or revised election which is received by the Transfer Secretary after the Election Record Time (presently indicatively expected to be 12:00 p.m. (SA time) on Friday, 28 June 2019) will be effective and any such election or revised election shall be disregarded.
- 6.2.5** If your election is not received by the Transfer Secretary before the Election Record Time, you will be deemed not to have elected the Buyback Option. If any revised election is not received by the Transfer Secretary before the Election Record Time, your previous election will apply.
- 6.2.6** You must **not** complete a Form of Election, Surrender and Transfer (*green*).

6.3 SA Dividends Tax consequences

- 6.3.1** The exercise of the Buyback Option is subject to SA Dividends Tax at the applicable rate (presently 20%) on the Scheme Consideration unless (or to the extent that) an exemption or reduced rate applies to you.
- 6.3.2** If you elect the Buyback Option and are either exempt from SA Dividends Tax or subject to SA Dividends Tax at a reduced rate, and do not wish the SA Dividends Tax to be withheld in full, you **must** provide the regulated intermediary with the requisite SARS declaration and undertaking as soon as possible, but in any event before the Election Record Time (or such earlier date and/or time as may be required in terms of your mandate with your CSDP or Broker).
- 6.3.3** If you hold Dematerialised Shares in respect of which you have elected the Buyback Option (to the extent of such election) and you are not exempt from SA Dividends Tax or are subject to SA Dividends Tax at a rate of greater than 0%, your CSDP or Broker (as regulated intermediary) is legally obligated to pay the SA Dividends Tax to SARS and accordingly will or may, amongst other things, (i) debit your account with the amount of the SA Dividends Tax, (ii) and/or withhold (and dispose of), from the Scheme Consideration due to you, New Mondi plc Shares (or a beneficial entitlement thereto) to settle SA Dividends Tax (and all taxes, withholdings, expenses,

fees and commissions incurred in connection with such sale), in accordance with the agreements governing the relationship between you and your CSDP or Broker. For the purposes of such withholding and disposal of the New Mondi plc Shares (or a beneficial entitlement thereto) forming part of the Scheme Consideration by a CSDP and/or Broker, (i) the number of New Mondi plc Shares (or a beneficial entitlement thereto) withheld may exceed 20% of the aggregate number of New Mondi plc Shares (or a beneficial entitlement thereto) to which you are entitled and (ii) the withheld New Mondi plc Shares (or a beneficial entitlement thereto) may in whole or in part be sold together with other New Mondi plc Shares (or a beneficial entitlement thereto) withheld by the CSDP and/or Broker, and/or other CSDPs and/or Brokers and/or Mondi Limited and/or Mondi plc, in connection with SA Dividends Tax under the Scheme and, in such instance, the average price realised on such aggregated sale/s (less all taxes, withholdings, expenses, fees and commissions incurred in connection with such sale) will be applied to settle the SA Dividends Tax and the balance (if any) credited to you (it being anticipated that such sales and crediting will be complete within 10 Business Days after the admission of the New Mondi plc Shares to the JSE and commencement of dealings in the New Mondi plc Shares on the JSE).

- 6.3.4** If (i) you are subject to SA Dividends Tax or (ii) you are exempt or taxed at a reduced rate but fail to provide the regulated intermediary with the requisite SARS declaration timeously, SA Dividends Tax at the full applicable rate will be assumed to apply to you.

6.4 Surrender of Documents of Title

You do **not** have to surrender any Documents of Title or complete a Form of Election, Surrender and Transfer (*green*).

6.5 Operation of the Scheme and settlement of the Scheme Consideration

- 6.5.1** If the Scheme becomes effective, your accounts held at your CSDP or Broker will be debited with your Mondi Limited Ordinary Shares and credited with a beneficial entitlement to New Mondi plc Shares calculated in accordance with the Exchange Ratio, in terms of the custody agreement entered into between you and your CSDP or Broker.

- 6.5.2** As a result of the Exchange Ratio being on a one-for-one basis, no rounding down of or fractional entitlements in respect of Scheme Consideration is applicable. Should the Scheme not become effective, you will retain your Mondi Limited Ordinary Shares and will not be entitled to receive the Scheme Consideration.

7 DEMATERIALISED SHAREHOLDERS WHO ARE “OWN-NAME” DEMATERIALISED SHAREHOLDERS

7.1 Attending the Annual General Meeting of Mondi Limited and voting at the Annual General Meeting of Mondi Limited, in each case including in relation to the Simplification (which includes the Scheme)

- 7.1.1** You may attend the Annual General Meeting of Mondi Limited and vote thereat.

- 7.1.2** Alternatively, if you do not wish to or are unable to attend the Annual General Meeting of Mondi Limited, but wish to be represented (including to vote) thereat, you must complete a Form of Proxy in accordance with the instructions contained therein (or other permitted form of proxy, as noted therein). It is requested that, for administrative purposes, the Form of Proxy (or other permitted form of proxy) be returned to the registered office of Mondi Limited or the Transfer Secretary to be received by them by no later than 11:30 a.m. (SA time) on Tuesday, 7 May 2019. The Form of Proxy (or other permitted form of proxy) may, however, be handed to the chair of the Annual General Meeting of Mondi Limited at any time before the proxy exercises any rights of the Mondi Limited Shareholder at the Annual General Meeting of Mondi Limited.

7.2 Election of the Buyback Option

- 7.2.1** There is no obligation on Scheme Participants to make an election under the Scheme, unless Scheme Participants wish to elect the Buyback Option.

- 7.2.2** If you wish for the Buyback Option to apply in respect of all or some of your Mondi Limited Ordinary Shares, you must advise your CSDP or Broker in the manner stipulated in the custody agreement governing the relationship between you and your CSDP or Broker, as to whether, and to what extent, you are electing the Buyback Option. If you fail to advise your CSDP or Broker of your election, your CSDP or Broker will make (or not make) an election on your behalf in the manner stipulated in the custody agreement governing the relationship between you and your CSDP or Broker.
- 7.2.3** You may revise your election in respect of the Buyback Option in the manner stipulated in the custody agreement governing the relationship between you and your CSDP or Broker.
- 7.2.4** No election or revised election which is received by the Transfer Secretary after the Election Record Time (presently indicatively expected to be 12:00 p.m. (SA time) on Friday, 28 June 2019) will be effective and any such election or revised election shall be disregarded.
- 7.2.5** If your election is not received by the Transfer Secretary before the Election Record Time, you will be deemed not to have elected the Buyback Option. If any revised election is not received by the Transfer Secretary before the Election Record Time, your previous election will apply.
- 7.2.6** You must **not** complete a Form of Election, Surrender and Transfer (*green*).

7.3 SA Dividends Tax consequences

- 7.3.1** The exercise of the Buyback Option is subject to SA Dividends Tax at the applicable rate (presently 20%) on the Scheme Consideration unless (or to the extent that) an exemption or reduced rate applies to you.
- 7.3.2** If you elect the Buyback Option and are either exempt from SA Dividends Tax or subject to SA Dividends Tax at a reduced rate, and do not wish the SA Dividends Tax to be withheld in full, you **must** provide the regulated intermediary with the requisite SARS declaration and undertaking as soon as possible, but in any event before the Election Record Time (or such earlier date and/or time as may be required in terms of your mandate with your CSDP or Broker).
- 7.3.3** If you hold Dematerialised Shares in respect of which you have elected the Buyback Option (to the extent of such election) and you are not exempt from SA Dividends Tax or are subject to SA Dividends Tax at a rate of greater than 0%, your CSDP or Broker (as regulated intermediary) is legally obligated to pay the SA Dividends Tax to SARS and accordingly will or may, amongst other things, (i) debit your account with the amount of the SA Dividends Tax, (ii) and/or withhold (and dispose of), from the Scheme Consideration due to you, New Mondi plc Shares (or a beneficial entitlement thereto) to settle SA Dividends Tax (and all taxes, withholdings, expenses, fees and commissions incurred in connection with such sale), in accordance with the agreements governing the relationship between you and your CSDP or Broker. For the purposes of such withholding and disposal of the New Mondi plc Shares (or a beneficial entitlement thereto) forming part of the Scheme Consideration by a CSDP and/or Broker, (i) the number of New Mondi plc Shares (or a beneficial entitlement thereto) withheld may exceed 20% of the aggregate number of New Mondi plc Shares (or a beneficial entitlement thereto) to which you are entitled and (ii) the withheld New Mondi plc Shares (or a beneficial entitlement thereto) may in whole or in part be sold together with other New Mondi plc Shares (or a beneficial entitlement thereto) withheld by the CSDP and/or Broker, and/or other CSDPs and/or Brokers and/or Mondi Limited and/or Mondi plc, in connection with SA Dividends Tax under the Scheme and, in such instance, the average price realised on such aggregated sale/s (less all taxes, withholdings, expenses, fees and commissions incurred in connection with such sale) will be applied to settle the SA Dividends Tax and the balance (if any) credited to you (it being anticipated that such sales and crediting will be complete within 10 Business Days after the admission of the New Mondi plc Shares to the JSE and commencement of dealings in the New Mondi plc Shares on the JSE).

7.3.4 If (i) you are subject to SA Dividends Tax or (ii) you are exempt or taxed at a reduced rate but fail to provide the regulated intermediary with the requisite SARS declaration timeously, SA Dividends Tax at the full applicable rate will be assumed to apply to you.

7.4 Surrender of Documents of Title

You do **not** have to surrender any Documents of Title or complete a Form of Election, Surrender and Transfer (*green*).

7.5 Operation of the Scheme and settlement of the Scheme Consideration

7.5.1 If the Scheme becomes effective, your accounts held at your CSDP or Broker will be debited with your Mondi Limited Ordinary Shares and credited with a beneficial entitlement to New Mondi plc Shares calculated in accordance with the Exchange Ratio, in terms of the custody agreement entered into between you and your CSDP or Broker.

7.5.2 As a result of the Exchange Ratio being on a one-for-one basis, no rounding down of or fractional entitlements in respect of Scheme Consideration is applicable. Should the Scheme not become effective, you will retain your Mondi Limited Ordinary Shares and will not be entitled to receive the Scheme Consideration.

8 CERTIFICATED SHAREHOLDERS

If you hold Certificated Shares, you should pay special attention to the provisions of this paragraph 8. If you are in any doubt as to what action you should take, please consult your Broker, CSDP, banker, attorney, accountant or other professional adviser.

8.1 Attending the Annual General Meeting of Mondi Limited and voting at the Annual General Meeting of Mondi Limited, in each case including in relation to the Simplification (which includes the Scheme)

8.1.1 You may attend the Annual General Meeting of Mondi Limited and vote thereat.

8.1.2 Alternatively, if you do not wish to or are unable to attend the Annual General Meeting of Mondi Limited, but wish to be represented thereat, you must complete a Form of Proxy in accordance with the instructions contained therein (or other permitted form of proxy, as noted therein). It is requested that, for administrative purposes, the Form of Proxy (or other permitted form of proxy) be returned to the registered office of Mondi Limited or the Transfer Secretary to be received by them by no later than 11:30 a.m. (SA time) on Tuesday, 7 May 2019. The Form of Proxy (or other permitted form of proxy) may, however, be handed to the chair of the Annual General Meeting of Mondi Limited at any time before the proxy exercises any rights of the Mondi Limited Shareholder at the Annual General Meeting of Mondi Limited.

8.2 Election of Buyback Option

8.2.1 There is no obligation on Scheme Participants to make an election under the Scheme, unless Scheme Participants wish to elect the Buyback Option.

8.2.2 If you wish for the Buyback Option to apply in respect of all or some of your Mondi Limited Ordinary Shares, you **must** make an election under the Scheme by completing a Form of Election, Surrender and Transfer (*green*).

8.2.3 You may revise your election in respect of the Buyback Option by arrangement with the Transfer Secretary and by re-completing a Form of Election, Surrender and Transfer (*green*).

8.2.4 No election or revised election which is received by the Transfer Secretary after the Election Record Time (presently indicatively expected to be 12:00 p.m. (SA time) on Friday, 28 June 2019) will be effective and any such election or revised election shall be disregarded.

8.2.5 If your election is not received by the Transfer Secretary before the Election Record Time, you will be deemed not to have elected the Buyback Option. If any revised election is not received by the Transfer Secretary before the Election Record Time, your previous election will apply.

8.3 SA Dividends Tax consequences

- 8.3.1** The exercise of the Buyback Option is subject to SA Dividends Tax at the applicable rate (presently 20%) on the Scheme Consideration unless (or to the extent that) an exemption or reduced rate applies to you.
- 8.3.2** If you elect the Buyback Option and are either exempt from SA Dividends Tax or subject to SA Dividends Tax at a reduced rate, and do not wish the SA Dividends Tax to be withheld in full, you **must** provide Mondi Limited with the requisite SARS declaration and undertaking as soon as possible, but in any event before the Election Record Time.
- 8.3.3** If you elect the Buyback Option (to the extent of such election) and you are not exempt from SA Dividends Tax or are subject to SA Dividends Tax at a rate of greater than 0%, Mondi Limited and Mondi plc shall be entitled to withhold, from the Scheme Consideration due to you, such number of New Mondi plc Shares (or a beneficial entitlement thereto) as is equal to such SA Dividends Tax rate percentage plus an additional 5% ("**Withheld New Mondi plc Shares**"), and will not issue such Withheld New Mondi plc Shares to you and will instead issue such Withheld New Mondi plc Shares and sell them on your behalf and at your risk, with the relevant portion of the average net proceeds of such sales (after the deduction of all taxes, withholdings, expenses, fees and commissions incurred in connection with such sale) being utilised to settle SA Dividends Tax and thereafter:
- (a) any balance remaining will be remitted to you, as soon as reasonably practicable following such sales by electronic funds transfer to your bank account, if known, or otherwise by cheque by registered post at your risk (it being anticipated that such sales and remission will be complete within 10 Business Days after the admission of the New Mondi plc Shares to the JSE and commencement of dealings in the New Mondi plc Shares on the JSE); and
 - (b) you will receive, in accordance with the provisions of paragraph 6 of Part V of this Circular, any Withheld New Mondi plc Shares which have not been sold as set out above.

In this regard, all the relevant Withheld New Mondi plc Shares (or a beneficial entitlement thereto) may be aggregated and disposed of in one or more tranches, in an orderly manner by the Transfer Secretaries or any other agent nominated by Mondi Limited, including together with other New Mondi plc Shares (or a beneficial entitlement thereto) withheld by Mondi Limited, Mondi plc and/or regulated intermediaries in connection with SA Dividends Tax under the Scheme. By way of example, if you elect the Buyback Option in respect of 100 Certificated Shares and you will have SA Dividends Tax levied at 20%, you will receive 75 New Mondi plc Shares and have 25 New Mondi plc Shares withheld, in order to enable Mondi Limited to settle the SA Dividends Tax as set out above.

- 8.3.4** If (i) you are subject to SA Dividends Tax or (ii) you are exempt or taxed at a reduced rate but fail to provide the regulated intermediary with the requisite SARS declaration timeously, SA Dividends Tax at the full applicable rate will be assumed.

8.4 Surrender of Documents of Title

- 8.4.1** If the Scheme becomes effective, you will be required to surrender your Documents of Title in respect of your Mondi Limited Ordinary Shares in order to claim the Scheme Consideration due to you in respect of such Mondi Limited Ordinary Shares. No receipts will be issued for Documents of Title which have been surrendered.
- 8.4.2** If you wish to expedite receipt of the Scheme Consideration owing to you in respect of your Mondi Limited Ordinary Shares and surrender your Documents of Title in anticipation of the Scheme becoming effective, you should complete a Form of Election, Surrender and Transfer (*green*) and return it, together with the relevant Documents of Title, in accordance with the instructions contained therein, to be received by the Transfer Secretary by no later than the Election Record Time.

- 8.4.3** If Documents of Title relating to any Mondi Limited Ordinary Shares to be surrendered are lost or destroyed, Mondi Limited and Mondi plc may dispense with the surrender of such Documents of Title upon production of evidence satisfactory to Mondi Limited and Mondi plc that the Documents of Title to the Mondi Limited Ordinary Shares in question have been lost or destroyed, and upon provision of a suitable indemnity on terms satisfactory to them. Accordingly, if the Documents of Title in respect of any of your Mondi Limited Ordinary Shares have been lost or destroyed, you should nevertheless return a Form of Election, Surrender and Transfer (*green*), duly signed and completed, together with a duly signed and completed indemnity form which is obtainable from the Transfer Secretary.
- 8.4.4** Should you surrender your Documents of Title in anticipation of the Scheme becoming effective and the Scheme then does not become effective, the Transfer Secretary shall, within five Business Days of either the date upon which it becomes known that the Scheme will not be implemented or on receipt by the Transfer Secretary of the relevant Documents of Title, whichever is the later, return the Documents of Title to you by registered post at your risk.
- 8.4.5** If you have surrendered your Documents of Title and you have completed a Form of Election, Surrender and Transfer (*green*) and returned it, in accordance with the instructions contained therein, to the Transfer Secretary by no later than the Election Record Time and you have provided valid details of your nominated account held at your CSDP or Broker:
- (a) if the Scheme becomes effective, your nominated accounts held at your CSDP or Broker will be credited with a beneficial entitlement to New Mondi plc Shares calculated in accordance with the Exchange Ratio, in terms of the custody agreement entered into between you and your CSDP or Broker; and
 - (b) as a result of the Exchange Ratio being on a one-for-one basis, no rounding down of or fractional Scheme Consideration is applicable. Should the Scheme not become effective, you will retain your Mondi Limited Ordinary Shares and will not be entitled to receive the Scheme Consideration.
- 8.4.6** If you have surrendered your Documents of Title but (i) you fail to complete a Form of Election, Surrender and Transfer (*green*) and/or return it, in accordance with the instructions contained therein, to the Transfer Secretary by no later than the Election Record Time; or (ii) you fail to provide valid details of your nominated account held at your CSDP or Broker:
- (a) an account in the name of a nominee, being Pacific Custodian Nominees (RF) (Pty) Limited will be credited with a beneficial entitlement to New Mondi plc Shares calculated in accordance with the Exchange Ratio, and Link Investor Services (Pty) Limited will, subject to what is stated below, hold such beneficial entitlement to such New Mondi plc Shares on trust absolutely for and on your behalf and you will be recorded on a sub-register (also commonly known as the nominee sub-register) maintained by Link Investor Services (Pty) Limited. You will receive a statement from Link Investor Services (Pty) Limited, which will confirm your beneficial entitlements to New Mondi plc Shares;
 - (b) immediately following this (and in accordance with the process provided therefor in Strate), the New Mondi plc Shares in respect of which Link Investor Services (Pty) Limited holds a beneficial entitlement on trust absolutely for and on your behalf will be rematerialised and appropriate Documents of Title in respect of your Certificated New Mondi plc Shares will be posted to you, at your risk, within seven Business Days of such New Mondi plc Shares having been rematerialised; and
 - (c) as a result of the Exchange Ratio being on a one-for-one basis, no rounding down of or fractional Scheme Consideration is applicable. Should the Scheme not become effective, you will retain your Mondi Limited Ordinary Shares and will not be entitled to receive the Scheme Consideration.

9 General

9.1 Approval of the Scheme at the Annual General Meeting of Mondi Limited

9.1.1 To become effective, the Scheme must be approved by a special resolution, in accordance with section 115(2)(a) of the SA Companies Act, at a meeting of Mondi Limited at which sufficient Mondi Limited Shareholders (not being less than three) are present to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised on such special resolution. In order to be approved, the special resolution must be supported by at least 75% of the voting rights exercised thereon.

9.1.2 In addition, pursuant to the DLC structure, the Simplification (which includes the Scheme) must be approved as a Class Rights Action in order for the Simplification to become effective.

9.2 Electronic participation at the Annual General Meeting of Mondi Limited

9.2.1 Mondi Limited Shareholders or their proxies may participate in (but not vote at) the Annual General Meeting of Mondi Limited (including in relation to the Simplification, which includes the Scheme) by way of a teleconference call. Mondi Limited will use reasonable endeavours to ensure that teleconference facilities will be made available for this purpose, which may then be accessed at the Mondi Limited Shareholders' cost. In order to participate in this way, Mondi Limited Shareholders:

- (a) must deliver written notice to Mondi Limited at the offices of the Transfer Secretary, being Link Market Services South Africa (Proprietary) Limited, 13th Floor, 19 Ameshoff Street, Braamfontein 2001, South Africa (marked for the attention of The Proxy Team) by no later than 2:00 p.m. (SA time) on the Trading Day after the last day to trade in order to be recorded in the Mondi Limited Register at the Voting Record Time (which means that such written notice must be delivered by no later than 2:00 p.m. (SA time) on a date presently expected to be Thursday, 2 May 2019);
- (b) will be required to provide reasonably satisfactory identification; and
- (c) will be billed separately by their own telephone service providers for their telephone call to participate in the Annual General Meeting of Mondi Limited,

provided that Mondi Limited Shareholders and their proxies will not be able to vote telephonically at the Annual General Meeting of Mondi Limited and will still need to appoint a proxy to vote on their behalf at the Annual General Meeting of Mondi Limited should they wish to vote thereat.

9.2.2 Mondi Limited shall use its reasonable endeavours on or before 2:00 p.m. (SA time) on the date the Voting Record Time falls, to notify each Mondi Limited Shareholder who has requested electronic participation, at its respective contact address/number, of the relevant details as to how the Mondi Limited Shareholder can participate via electronic communication.

9.2.3 Neither Mondi Limited nor Mondi plc will be liable for any loss, damage, penalty or claim arising in any way from electronic participation whether or not as a result of any act or omission on the part of Mondi Limited or Mondi plc or anyone else.

9.3 Tax

Mondi Limited Shareholders are advised to consult their relevant professional advisers about the applicable tax consequences of the Scheme, including receipt of the Scheme Consideration.

9.4 Court approval

9.4.1 Mondi Limited Shareholders are advised that, in accordance with section 115(3) of the SA Companies Act, Mondi Limited may in certain circumstances not proceed to implement the special resolution required to approve the Scheme, despite the fact that it may have been adopted at the Annual General Meeting of Mondi Limited, without the approval of the Court. Such Court approval, if required, is also a Scheme Condition.

9.4.2 A copy of section 115 of the SA Companies Act pertaining to the required approval for the Scheme is set out in Annex IV to this Circular.

9.5 Dematerialisation and rematerialisation

If you wish to Dematerialise your Certificated Shares, please contact your CSDP or Broker. Mondi Limited Shareholders are advised that no Mondi Limited Ordinary Shares may be Dematerialised or rematerialised after the Scheme Last Day to Trade (presently indicatively expected to be Tuesday, 25 June 2019). You do not need to Dematerialise or rematerialise your Mondi Limited Ordinary Shares in order to receive the Scheme Consideration.

9.6 Suspension of Mondi Limited's JSE listing

9.6.1 Subject to the Scheme becoming unconditional in accordance with its terms, Mondi Limited's listing on the JSE will be suspended with effect from commencement of trading on the JSE on the first Trading Day immediately after the Scheme Last Day to Trade (such suspension date therefore presently indicatively expected to be Wednesday, 26 June 2019). After that date, Mondi Limited Shareholders will no longer be able to trade their Mondi Limited Ordinary Shares pending implementation of the Scheme at the Scheme Effective Time (presently indicatively expected to be 5:00 p.m. (SA time) on Friday, 28 June 2019).

9.6.2 The Scheme Last Day to Trade is presently indicatively expected to be Tuesday, 25 June 2019.

9.6.3 On the first Trading Day after the Scheme Last Day to Trade, dealings in the New Mondi plc Shares are permitted on the JSE, provided that:

- (a) Scheme Participants who are Excluded US Shareholders and Scheme Participants holding Certificated Shares (to the extent of such Certificated Shares) will not be permitted to conduct any such dealings; and
- (b) Scheme Participants holding Dematerialised Shares in respect of which they have elected the Buyback Option (to the extent of such election) may pursuant to the arrangements between them and their Brokers and/or CSDP's, have a portion of their prospective New Mondi plc Shares (or a beneficial entitlement thereto) withheld from such dealings to facilitate the processes in paragraphs 6.3.3 and/or 7.3.3 of this Section "*Action Required by Mondi Limited Shareholders in relation to the Simplification*".

From the first Trading Day after the Scheme Last Day to Trade and until admission of the New Mondi plc Shares to the JSE on the first Trading Day after the Scheme Effective Time (presently indicatively expected to be Monday, 1 July 2019), these dealings reflect the expectation of the New Mondi plc Shares to be received pursuant to the Scheme, which will be issued on the Mondi plc SA Register. During this period, there cannot be any transfers of Mondi plc Ordinary Shares between the Mondi plc SA Register and the Mondi plc UK Register. Such dealings may also be limited or restricted by the rules of Strate, and the applicable mandate between a Mondi Limited Shareholder and its CSDP or Broker, as applicable from time to time, and are effected entirely at the Mondi Limited Shareholders' risk.

9.6.4 Mondi Limited Shareholders are encouraged to instruct their Brokers, CSDPs or nominees (as the case may be) to execute any required buy or sell orders in respect of Mondi Limited Ordinary Shares by no later than the Scheme Last Day to Trade.

9.6.5 If the Scheme fails to become effective, the suspension of Mondi Limited's listing on the JSE will cease.

9.6.6 If the Scheme becomes effective, it is expected that Admission will become effective and that dealings in the New Mondi plc Shares on the JSE will commence at 9:00 a.m. (SA time) and dealings in the New Mondi plc Shares on the LSE will commence at 8:00 a.m. (UK time) in each case on the first Trading Day after the Scheme Effective Time.

9.7 Overseas Shareholders (including US Shareholders)

- 9.7.1** This Circular and any accompanying documentation is not intended to, and does not constitute, or form part of, an offer, invitation or any solicitation of any offer or invitation, to sell, purchase, acquire, dispose of, issue or subscribe for any securities or a solicitation of any vote or approval, including in any jurisdiction where such offer, invitation or solicitation would be unlawful. In those circumstances, this Circular and any accompanying documentation are sent for information purposes only and should not be copied or redistributed.
- 9.7.2** The Scheme is governed by the laws of South Africa and is subject to any applicable laws and regulations. The Simplification may be affected by the laws of the relevant jurisdictions of Mondi Limited Shareholders who have registered addresses outside South Africa or the UK and/or who are nationals, citizens or residents of a country other than South Africa or the UK and such Mondi Limited Shareholders may be prohibited from continuing to beneficially or otherwise hold the New Mondi plc Shares issued to them.
- 9.7.3** Each Mondi Limited Shareholder must inform and satisfy itself as to the full observance of the laws and regulatory requirements of any applicable territory, in relation to all aspects of this Circular that may affect them, including the Simplification (which includes the Scheme and the receipt of the Scheme Consideration), and including obtaining any requisite governmental, exchange control or other consents or the making of any filings which may be required, observing any other requisite formalities and paying any issue, transfer or other taxes or requisite payments due in such territory.
- 9.7.4** Neither Mondi Limited nor Mondi plc accepts any responsibility for the failure by a Mondi Limited Shareholder to inform itself about, and/or to observe, any applicable legal requirements in any relevant jurisdiction. Mondi Limited Shareholders who are in any doubt as to their position should consult their professional advisers immediately.
- 9.7.5** In this regard, the attention of Mondi Limited Shareholders outside the UK and South Africa is in particular drawn to paragraphs 6.11, 6.12, 11 and 12 of Part V of this Circular which address specific aspects relating to Overseas Shareholders.
- 9.7.6** Overseas Shareholders are reminded that they may dispose of their Mondi Limited Ordinary Shares prior to the Scheme Last Day to Trade, in which case they will not participate in the Simplification.

US Shareholders are referred to the notice set out in the Section headed "*Important Legal Notices*". Each US Shareholder that is a QIB and wishes to receive New Mondi plc Shares under the Scheme will be required to execute a US Investor Letter (in the form set out in Annex VII to this Circular) to be received by the Required Notice Recipient before the QIB Notification Time, failing which the relevant US Shareholder will be an Excluded US Shareholder and will be treated as set out under paragraph 6.12 of Part V of this Circular.

9.8 TRP approval

Mondi Limited Shareholders should take note that the TRP does not consider commercial advantages or disadvantages of the affected transactions when it approves transactions such as the Scheme.

9.9 Elections for the Buyback Option, alteration of such elections and effect of subsequent trading

- 9.9.1** There is no obligation on Scheme Participants to make an election under the Scheme, unless Scheme Participants wish to elect the Buyback Option.
- 9.9.2** Save as otherwise provided in paragraph 9.10 of this Section "*Action Required by Mondi Limited Shareholders in relation to the Simplification*", Scheme Participants who wish to dispose of all or some of their Mondi Limited Ordinary Shares under the Scheme pursuant to the Buyback Option must make valid and timeous elections to do so in accordance with the provisions of paragraphs 6.2, 7.2 and/or 8.2, as applicable,

of this Section “*Action Required by Mondi Limited Shareholders in relation to the Simplification*”.

- 9.9.3** If no election is made, or if an election is not validly or timeously made, the Buyback Option shall not apply and the relevant Mondi Limited Ordinary Shares of Scheme Participants will be subject to the Scheme as Transfer Shares.
- 9.9.4** The Buyback Option is subject to Mondi Limited meeting the Solvency and Liquidity Requirements on the relevant date on which such Buyback Option is implemented. The Board of Mondi Limited has considered, and Mondi Limited has met, the Solvency and Liquidity Requirements as at 19 March 2019, subject to the Scheme Conditions being fulfilled. In accordance with the SA Companies Act, the implementation of the Buyback Option will therefore remain authorised and continue to satisfy the Solvency and Liquidity Requirements (and thus be authorised to be implemented) for a period of 120 Business Days thereafter, i.e. until the Renewal Date. In the event that the Scheme Condition in paragraph 3.1.4 of Part V of this Circular is waived, or the Buyback Option under the Scheme (or part thereof) is implemented after the Renewal Date, Mondi Limited would need to consider the Solvency and Liquidity Requirements again in light of the then prevailing circumstances.
- 9.9.5** If, at any relevant time, Mondi Limited is unable to implement the Buyback Option due to it failing to meet the Solvency and Liquidity Requirements, or otherwise, the Buyback Option shall cease to apply at such time, any applicable elections in respect thereof shall cease and the Mondi Limited Ordinary Shares held by Scheme Participants shall be classified as Transfer Shares and subject to the Scheme as such.
- 9.9.6** Elections for the Buyback Option may be altered in accordance with, and subject to, the applicable provisions set out in paragraphs 6.2, 7.2 and/or 8.2, as applicable, of this Section “*Action Required by Mondi Limited Shareholders in relation to the Simplification*”.
- 9.9.7** If Scheme Participants who elect the Buyback Option for some or all of their Mondi Limited Ordinary Shares either hold fewer Mondi Limited Ordinary Shares than those stated in the election or subsequently sell or transfer those Mondi Limited Ordinary Shares, or acquire additional Mondi Limited Ordinary Shares, such Scheme Participants must update their election for their exact revised shareholding and/or the remaining (and, if applicable, additional) Mondi Limited Ordinary Shares with the Transfer Secretary, or their CSDP, Broker or nominee (as the case may be). In the absence of updating their election:
- (a) should any Scheme Participants elect for the Buyback Option and subsequently sell or transfer those Mondi Limited Ordinary Shares, or acquire additional Mondi Limited Ordinary Shares, Mondi Limited will not be liable for any costs, expenses, liabilities, taxes and/or losses incurred or suffered by such Scheme Participants, whether directly or indirectly, as a result of or relating to such Scheme Participant not participating in the Buyback Option, and/or receiving the Scheme Consideration thereunder, in accordance with their original election;
 - (b) in respect of Scheme Participants who are Dematerialised Shareholders, their choice of the Buyback Option will be adjusted in accordance with the rules of Strate and the Buyback Option may not necessarily apply to the same extent as originally elected for; and
 - (c) in respect of Scheme Participants who are Certificated Shareholders, the following rules will apply:
 - (i) in the event that a Scheme Participant has validly elected the Buyback Option in respect of a stated or determinable number of Mondi Limited Ordinary Shares, and it holds a greater number of Mondi Limited Ordinary Shares, that election shall be applied first, and the balance (if any) of such Mondi Limited Shareholder’s shareholding of Mondi Limited Ordinary Shares shall be subject to the Transfer Option under the Scheme; and

- (ii) in the event that a Scheme Participant has validly elected the Buyback Option in respect of a stated or determinable number of Mondi Limited Ordinary Shares, and it holds a lesser number of Mondi Limited Ordinary Shares, that election shall be applied to all such Mondi Limited Ordinary Shares subject to the election and no Mondi Limited Ordinary Shares shall accordingly be categorised as Transfer Shares and be purchased by Mondi plc under the Scheme.

9.10 Dissenting Shareholders

9.10.1 A Mondi Limited Shareholder who is entitled to vote at the Annual General Meeting of Mondi Limited is entitled to seek relief under section 164 of the SA Companies Act if that Mondi Limited Shareholder notified Mondi Limited in advance in writing of its intention to oppose the special resolution relating to the Scheme (and/or, as applicable, the special resolution to amend the Existing Mondi Limited Memorandum of Incorporation), was present at the Annual General Meeting of Mondi Limited, voted against the special resolution and thereafter complied with the procedural requirements of section 164 of the SA Companies Act, which includes sending a demand to Mondi Limited as contemplated in section 164(5) of the SA Companies Act. A detailed explanation of the Mondi Limited Shareholders' Appraisal Rights is contained in paragraph 10 of Part V of this Circular.

9.10.2 Copies of sections 115 and 164 of the SA Companies Act, pertaining to Dissenting Shareholders' Appraisal Rights, are set out in Annex IV and Annex V respectively to this Circular.

INDICATIVE TIMETABLE OF PRINCIPAL EVENTS

All dates and times are indicative only, are based on current expectations and are subject to change.

Principal events	Indicative time and/or date
Record date to determine which Mondi Limited Shareholders are entitled to receive this Circular	5:00 p.m. (SA time) on Tuesday, 19 March
Publication and posting of the Prospectus and this Circular and notice convening the Annual General Meeting of Mondi Limited released on SENS and RIS	Tuesday, 26 March 2019
Last day to trade Mondi Limited Ordinary Shares in order to participate in the Mondi Limited Annual General Meeting	Tuesday, 30 April 2019
Voting Record Time for Mondi Limited Shareholders in respect of the Mondi Limited Annual General Meeting	5:00 p.m. (SA time) on Monday, 6 May 2019
For administrative purposes, latest recommended time for receipt of forms of proxy for the Mondi Limited Annual General Meeting	by 11:30 a.m. (SA time) on Tuesday, 7 May 2019
Forms of proxy for the Mondi Limited Annual General Meeting to be handed to the chair of the Mondi Limited Annual General Meeting, at any time before the proxy exercises any rights of the shareholders of Mondi Limited at the Mondi Limited Annual General Meeting	Thursday, 9 May 2019
Last date and time for Dissenting Shareholders to give notice of their objections to the Scheme Resolution by no later than the time of the exercise of the vote	Thursday, 9 May 2019
Annual General Meetings of Mondi Limited and Mondi plc – for Mondi Limited, at The Venue, 17 The High Street, Melrose Arch, Melrose, Johannesburg, 2196, South Africa and via electronic communication	10:30 a.m. (UK time) / 11:30 a.m. (SA time) on Thursday, 9 May 2019
Results of the Annual General Meetings in relation to the Simplification Resolutions and the Scheme Resolution released on SENS and RIS	Thursday, 9 May 2019
Full results of the Annual General Meetings released on SENS and RIS	Friday, 10 May 2019
Results of the Mondi Limited Annual General Meeting published in the South African press	Monday, 13 May 2019
If the Simplification Resolutions and the Scheme Resolution are passed by the requisite majority of the Group Shareholders at the Annual General Meetings	
Mondi Limited to send notice of the passing of the Scheme Resolution in terms of section 164(4) of the SA Companies Act	Friday, 10 May 2019
Last day for Mondi Limited Shareholders who voted against the Scheme Resolution to require Mondi Limited to seek court approval for the Scheme in terms of section 115(3)(a) of the SA Companies Act (if applicable)	Thursday, 16 May 2019
Last day for Mondi Limited Shareholders who voted against the Scheme Resolution to apply to court for leave to apply for a review of the Scheme in terms of section 115(3)(b) of the SA Companies Act	Thursday, 23 May 2019
Last date for Mondi Limited to give notice in terms of section 164(4) of the SA Companies Act, of adoption of the Scheme Resolution to Dissenting Shareholders objecting to the Scheme Resolution	Thursday, 23 May 2019
Expected date of receipt of the Simplification Notice ¹	Monday, 10 June 2019

1. Notice being given by either Mondi Limited to Mondi plc or vice versa specifying the date and time on which the DLC Shares will be converted into Deferred Shares (in terms of the Simplification, the date and time set in this notice will be immediately before the Scheme Effective Time).

If all Scheme Conditions are fulfilled or waived (to the extent applicable)

Expected Finalisation Date ²	Tuesday, 11 June 2019
Finalisation Date announcement expected to be released on SENS before 11:00 a.m. (SA time) and on RIS	Tuesday, 11 June 2019
Finalisation Date announcement expected to be published in the South African press	Wednesday, 12 June 2019
Expected Scheme Last Day to Trade for Mondi Limited Shareholders	Tuesday, 25 June 2019
Expected QIB Notification Time.....	5:00 p.m. (SA time) on Tuesday, 25 June 2019
Expected suspension of listing of Mondi Limited Ordinary Shares on the JSE	9:00 a.m. (SA time) on Wednesday, 26 June 2019
Expected commencement of dealings in the anticipated holdings of New Mondi plc Shares on the JSE	9:00 a.m. (SA time) on Wednesday, 26 June 2019
Expected Election Record Time	12:00 p.m. (SA time) on Friday, 28 June 2019
Expected Scheme Record Time.....	5:00 p.m. (SA time) on Friday, 28 June 2019
Expected Scheme Effective Time.....	5:00 p.m. (SA time) on Friday, 28 June 2019
Expected Admission of the New Mondi plc Shares to the LSE and commencement of dealings in the New Mondi plc Shares on the LSE	8:00 a.m. (UK time) on Monday, 1 July 2019
Expected Admission of the New Mondi plc Shares to the JSE and commencement of dealings in the New Mondi plc Shares on the JSE	9:00 a.m. (SA time) on Monday, 1 July 2019
Expected crediting of New Mondi plc Shares to accounts in the Strate System.....	As soon as possible after 9:00 a.m. (SA time) on Monday, 1 July 2019
Expected commencement of rematerialisation of New Mondi plc Shares and posting of share certificates to Certificated Shareholders	Monday, 1 July 2019
Expected termination of listing of Mondi Limited Ordinary Shares on the JSE	9:00 a.m. (SA time) on Tuesday, 2 July 2019

2. Under the JSE Listings Requirements, finalisation occurs once the Scheme has become unconditional. A public finalisation announcement will be made once finalisation has taken place.

Notes:

1. All dates and times in respect of the simplification and the Scheme are subject to change (subject to the approval of the JSE and/or the TRP, if required). The dates have been determined based on certain assumptions, including as regards the date by which certain regulatory approvals will have been obtained and that no Court approval of the special resolutions required to approve the implementation of the Scheme will be required, and the dates and times stated above will change if such circumstances change. Any change in the dates and times will be released on SENS, RIS and published in the South African press.
2. Mondi Limited Shareholders should note that, as transactions in Mondi Limited Ordinary Shares are settled in the electronic settlement system used by Strate, settlement of trades takes place three Business Days after such trade. Therefore, Mondi Limited Shareholders who acquire Mondi Limited Ordinary Shares on the JSE after the last day to trade in Mondi Limited Ordinary Shares so as to be recorded in the Mondi Limited Register on the Voting Record Time will not be entitled to vote at the Mondi Limited Annual General Meeting.
3. Mondi Limited Ordinary Shares may not be Dematerialised or rematerialised after the Scheme Last Day to Trade, which is presently indicatively expected to be Tuesday, 25 June 2019.
4. If the Scheme is approved by an insufficient number of Mondi Limited Shareholders at the Mondi Limited Annual General Meeting so that a Mondi Limited Shareholder may require Mondi Limited to obtain Court approval of the Scheme, as contemplated in section 115(3)(a) of the SA Companies Act, and a Mondi Limited Shareholder in fact delivers such a request, the dates and times set out above will not be relevant. If this is the case, Mondi Limited Shareholders will be notified separately of the applicable dates and times under this process.
5. If any Mondi Limited Shareholder who votes against the Scheme exercises its rights in accordance with section 115(3)(b) of the SA Companies Act and applies to Court for a review of the transaction, the dates and times set out above will not be relevant. If this is the case, Mondi Limited Shareholders will be notified separately of the applicable dates and times under this process.
6. It should be noted that although Mondi Limited intends to send the required notice to Dissenting Shareholders, if any, in terms of section 164(4) of the SA Companies Act on the first Business Day following the Mondi Limited Annual General Meeting, the last day for sending this notice is 10 Business Days after the date of the Mondi Limited Annual General Meeting.
7. If the Mondi Limited Annual General Meeting is adjourned or postponed, Forms of Proxy submitted for the initial Annual General Meeting will remain valid in respect of any adjournment or postponement of the Annual General Meeting, and the dates and times stated above will change.
8. Although the salient dates and times are stated to be subject to change, such statement may not be regarded as consent or dispensation for any change to time periods which may be required in terms of the Takeover Regulations, where applicable, and any such consents or dispensations must be specifically applied for and granted.
9. From the first Trading Day after the Scheme Last Day to Trade and until Admission of the New Mondi plc Shares to the JSE on the first Trading Day after the Scheme Effective Time (presently indicatively expected to be Monday, 1 July 2019), the permitted dealings reflect the expectation of the New Mondi plc Shares to be received pursuant to the Scheme, which will be issued on the Mondi plc SA Register. During this period, there cannot be any transfers of Mondi plc Ordinary Shares between the Mondi plc SA Register and the Mondi plc UK Register. Such dealings may also be limited or restricted by the rules of Strate, and the applicable mandate between a Mondi Limited Shareholder and its CSDP or Broker, as applicable from time to time, and are effected entirely at the Mondi Limited Shareholders' risk. Temporary Documents of Title will not be issued.

PART I

LETTER FROM THE JOINT CHAIRS OF MONDI LIMITED

Mondi Limited incorporated in the Republic of South Africa under registration number 1967/013038/06

JSE share code: MND ISIN: ZAE000156550

Mondi Limited
4th Floor, No 3 Melrose Boulevard
Melrose Arch, 2196
Gauteng
South Africa

26 March 2019

To the holders of Mondi Limited shares

Dear Shareholder

Notice of Annual General Meeting of Mondi Limited and the proposed Simplification of the existing dual listed company structure of the Group

1 Introduction

We have pleasure in inviting you to the Annual General Meeting of Mondi Limited, which will be held at The Venue, 17 The High Street, Melrose Arch, Melrose, Johannesburg, 2196, South Africa at 11:30 a.m. (SA time) on Thursday, 9 May 2019.

A Notice convening the Annual General Meeting of Mondi Limited is attached to, and forms part of, this Circular. Along with the usual annual general meeting business, the Group Shareholders will be asked to consider and, if deemed fit, approve the proposed Simplification of the existing Group corporate structure, which was first announced on 19 November 2018, from the current DLC structure to a single parent company structure under Mondi plc, along with certain ancillary matters as described more fully below.

In summary, it is proposed that the Simplification will be implemented by way of a South African scheme of arrangement proposed by the Mondi Limited Board between Mondi Limited and the Mondi Limited Shareholders, whereby Mondi plc will become the holder of all of the Mondi Limited Ordinary Shares, and by other actions authorised by the passing of the Simplification Resolutions. Pursuant to the Scheme, Mondi Limited Shareholders will receive one New Mondi plc Share in exchange for each Mondi Limited Ordinary Share held. Following the Simplification, and the resulting exchange of each Mondi Limited Ordinary Share for a New Mondi plc Share, each Mondi plc Shareholder will have the same voting and capital interests in the Group as each Mondi plc Shareholder and Mondi Limited Shareholder currently has.

The principal purpose of this Circular is to:

- (i) give notice of the Annual General Meeting of Mondi Limited to consider and, if deemed fit, approve: (a) the AGM Resolutions; (b) the Simplification Resolutions; (c) the Scheme Resolution; and (d) the Post-Simplification Resolutions, in each case as set out in the Notice;
- (ii) provide Mondi Limited Shareholders with the information that the Boards consider to be material to such shareholders in deciding whether to approve the Simplification (which includes the Scheme), including the background to and reasons for the Simplification;
- (iii) set out the terms and conditions of the Scheme by which all Scheme Participants will be bound should the Scheme be approved and become effective;
- (iv) provide Mondi Limited Shareholders with the relevant information regarding the Scheme, and the procedure surrounding settlement of the Scheme Consideration, including, *inter alia*, the Independent Expert's Report prepared in accordance with the relevant requirements of the SA Companies Act and the Takeover Regulations;
- (v) advise Mondi Limited Shareholders of the recommendation of the Mondi Limited Independent Board in respect of the Scheme (as supported by the Independent Expert's Report), in order

to enable Mondi Limited Shareholders to make an informed decision as to whether or not they should vote in favour of the Scheme Resolution and the Simplification Resolutions to be proposed at the Annual General Meeting of Mondi Limited; and

- (vi) inform Mondi Limited Shareholders of their Appraisal Rights and the manner in which they may exercise these rights should they wish to do so.

2 AGM business

The Notice of Annual General Meeting of Mondi Limited is set out on pages 83 to 96, followed on pages 97 to 116 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.

AGM Resolutions

The Group Shareholders will be asked to vote on the usual resolutions proposed at the Annual General Meetings, including for the re-election of directors. These resolutions will be voted on as Joint Electorate Actions and will follow the approach adopted by Mondi Limited at previous annual general meetings.

The AGM Resolutions will not be conditional on the Simplification Resolutions, the Scheme Resolution or the Post-Simplification Resolutions. Therefore, even if the Mondi Limited Shareholders, and, where applicable, the Mondi plc Shareholders, do not approve the Simplification Resolutions, the Scheme Resolution and/or the Post-Simplification Resolutions, the AGM Resolutions will still be effective if passed as Joint Electorate Actions.

However, if the Scheme Resolution and the Simplification Resolutions are approved and the Simplification becomes effective, certain additional resolutions that have been proposed as Post-Simplification Resolutions will become effective so as to amend the scope of certain of the AGM Resolutions as explained further below.

The Directors recommend that you vote in favour of the AGM Resolutions to be proposed at the Annual General Meeting.

Simplification Resolutions

The Group Shareholders will be asked to vote on various resolutions to approve the Simplification, including the amendment to the Existing Mondi plc Articles of Association and the Existing Mondi Limited Memorandum of Incorporation. Each of the Simplification Resolutions and the Scheme Resolution must be approved for the Simplification, including the Scheme, to become effective.

The Simplification Resolutions are to be passed as Class Rights Actions and 75% of the voting rights exercised by Mondi Limited Shareholders and 75% of the voting rights exercised by Mondi plc Shareholders will each need to approve such resolutions. Separate resolutions of the holders of each of the DLC Shares and the Mondi Limited SA DAS Share will be required. These holders will be directed to approve (or decline) such resolutions by the Mondi Limited Shareholders and Mondi plc Shareholders as part of the Simplification Resolutions.

By way of summary, the Group Shareholders will be asked to vote on and approve:

- (i) a resolution approving the Simplification and the Scheme on the terms set out in this Circular, including but not limited to the following actions:
- (a) the acquisition by Mondi plc of the Scheme Shares from the relevant Scheme Participants pursuant to the Transfer Option under the Scheme at or with effect from the Scheme Effective Time;
 - (b) subject to Mondi Limited meeting the statutory requirements under the SA Companies Act, the buyback by Mondi Limited of those Scheme Shares held by the Scheme Participants that have elected the Buyback Option, pursuant to the Buyback Option under the Scheme at or with effect from the Scheme Effective Time;
 - (c) the assumption by Mondi plc of the obligation to discharge the Scheme Consideration for the Buyback Shares;
 - (d) authorising the allotment and issue of New Mondi plc Shares under the Scheme, which allotment and issue will occur immediately before Admission;

- (e) authorising the allotment and issue of New Mondi Limited Ordinary Shares to Mondi plc pursuant to the Buyback Option under the Scheme, which allotment and issue will occur at the Scheme Effective Time immediately prior to the transfer and cancellation of the Buyback Shares (or such later time as Mondi Limited and Mondi plc may agree);
 - (f) amending the Existing Mondi plc Articles of Association and Existing Mondi Limited Memorandum of Incorporation in order to authorise and enable the approved Simplification; and
 - (g) directing the holders of the DLC Shares and the Mondi Limited SA DAS Share to approve a resolution of that separate class in connection with the Simplification;
- (ii) a resolution approving the amendment to the Existing Mondi plc Articles of Association to provide for the Mondi plc DLC Shares to be automatically converted to Deferred Shares at such time as specified in the Simplification Notice, being immediately prior to the Scheme Effective Time;
 - (iii) a resolution approving the subsequent cancellation (at such time as specified in the Simplification Notice, being the Scheme Effective Time) of each of: (i) the Deferred Shares then in issue; and (ii) the Deferred Shares arising from the conversion of the Mondi plc DLC Shares;
 - (iv) a resolution approving the amendment to the Existing Mondi Limited Memorandum of Incorporation to: (i) create the Deferred Shares and the Non-Voting Shares; and (ii) provide for the Mondi Limited DLC Shares to be automatically converted to Deferred Shares at such time as specified in the Simplification Notice, being immediately prior to the Scheme Effective Time;
 - (v) a resolution approving the subsequent cancellation and/or surrender (at such time as specified in the Simplification Notice, being the Scheme Effective Time) of each of the Deferred Shares then in issue (being the Deferred Shares arising from the conversion of the Mondi Limited DLC Shares); and
 - (vi) a resolution approving the allotment and issue by Mondi Limited of nine Non-Voting Shares to Mondi plc at the Scheme Effective Time.

Scheme Resolution

The Scheme must be approved by a special resolution of the Mondi Limited Shareholders, in accordance with section 115(2)(a) of the SA Companies Act, and the Mondi Limited Shareholders will be asked to vote on the Scheme Resolution to approve the Scheme. The Simplification Resolutions and the Scheme Resolution are inter-conditional, and all such resolutions must be approved for the Simplification, including the Scheme, to become effective.

The Scheme Resolution is to be passed as a special resolution of the Mondi Limited Shareholders; therefore, 75% of the voting rights exercised by Mondi Limited Shareholders will need to approve the Scheme Resolution. The Mondi plc Shareholders will not be required to vote on the Scheme Resolution.

The Directors unanimously consider the Simplification (including the Scheme) to be in the best interests of the Group and the Group Shareholders as a whole (and the respective bodies of shareholders of Mondi Limited and shareholders of Mondi plc separately) and recommend that you vote in favour of the Simplification Resolutions and the Scheme Resolution to be proposed at the Annual General Meetings.

If any of the Simplification Resolutions or the Scheme Resolution are not passed, the Simplification and the Scheme will not be implemented.

Post-Simplification Resolutions

Following the completion of the Simplification, the Group wishes to take certain actions to reflect the fact that Mondi plc will have become the holding company of the Group and that the DLC structure is no longer in place. These actions will be proposed as resolutions at the Annual General Meetings but will be conditional on the Scheme Resolution and the Simplification Resolutions being passed and the Simplification becoming effective.

The Post-Simplification Resolution to adopt the New Mondi plc Articles of Association will be passed as a Class Rights Action as required by the Existing Mondi plc Articles of Association.

The Group Shareholders will vote together on the other Post-Simplification Resolutions as Joint Electorate Actions as, although these relate only to Mondi plc, following completion of the Simplification, Mondi Limited Shareholders will have become shareholders of Mondi plc.

By way of summary, the Group Shareholders will be asked to vote on and approve:

- (i) a resolution approving the adoption of the New Mondi plc Articles of Association;
- (ii) a resolution disapplying the pre-emption rights of Mondi plc Shareholders up to 5% of the total number of New Mondi plc Shares issued upon the Simplification becoming effective; and
- (iii) a resolution authorising Mondi plc to purchase Mondi plc Shares up to an aggregate amount representing 5% of the total number of New Mondi plc Shares issued pursuant to the Simplification.

The Directors recommend that you vote in favour of the Post-Simplification Resolutions to be proposed at the Annual General Meetings.

3 Background to and reasons for the Simplification

The Boards believe the Simplification will simplify cash and dividend flows, increase transparency, remove the complexity associated with the current DLC structure and enhance strategic flexibility.

Since its formation in 2007, Mondi has been an integrated corporate group established under a DLC structure with dual holding companies. Mondi plc is listed on the LSE with a secondary listing on the JSE, holding the Non-South African Operations of the Group, and Mondi Limited is listed on the JSE, holding the South African Operations of the Group.

Operating as a combined group, the Group is governed by complex arrangements to maintain parity between the economic and voting rights of the Mondi Limited Shareholders and Mondi plc Shareholders. At the time of its formation, the DLC structure reflected the fact that the majority of Mondi's business was located in Europe, whilst recognising its South African heritage and its significant ongoing operations in the country. The ordinary shares in Mondi Limited and Mondi plc currently represent approximately 24% and 76%, respectively, of the Group's combined ordinary share capital.

As the Group has evolved, its Non-South African Operations have grown faster than its South African Operations, reflecting the relative scale of opportunities in each respective market. For the year ended 31 December 2018, over 90% of the Group's underlying earnings were generated outside South Africa. This results in an imbalance between the share of the Group dividend which Mondi Limited is required to support, being approximately 24%, and the contribution of Mondi Limited to the Group's profits available for distribution. The Simplification will simplify cash and dividend flows.

Streamlining the corporate structure will also facilitate continued investment in the South African Operations, estimated at over 8 billion Rand over the next five years, including the ongoing investment in forestry assets and modernisation of the Group's pulp, containerboard and paper assets in the country.

The Simplification will not result in any changes to the management, operations, locations, activities or staffing levels of the Group, nor is it expected to have any significant impact on the reported profits or net assets of the Group.

Mondi plc will continue to have a premium listing on the LSE quoted in pound sterling and will have an inward secondary listing on the JSE quoted in Rand, and, as part of the Simplification, will apply for the New Mondi plc Shares to be listed and admitted to trading on the LSE with a secondary listing on the JSE. Following completion of the Simplification, Mondi plc will hold 100% of the Mondi Limited Ordinary Shares and therefore the listing of those shares on the JSE will consequently be cancelled.

Mondi plc will continue to be incorporated and tax resident in the UK. Mondi Limited will remain incorporated and tax resident in South Africa and will become a wholly-owned subsidiary of Mondi plc. Dividends will continue to be declared in euro. Shareholders holding Mondi plc Ordinary Shares on the JSE will continue to receive payments for their dividends in Rand on the same basis as currently applies for such shareholders.

Mondi plc Ordinary Shares will continue to be included in the FTSE 100 Index. Currently, Mondi Limited Ordinary Shares are not eligible for inclusion in the FTSE 100 Index. Following the issue of the New Mondi plc Shares in exchange for Mondi Limited Ordinary Shares as a result of the Simplification, it is expected that Mondi plc's weighting in the FTSE 100 Index will increase. Mondi plc Ordinary Shares are expected to continue to be eligible for inclusion in the key JSE indices.

4 Details of the Simplification

4.1 Scheme

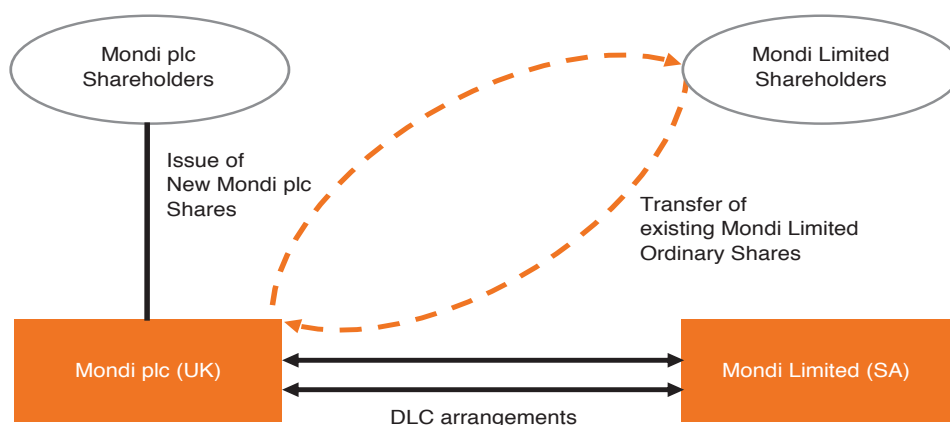
The Simplification will be effected by actions authorised under the resolutions approving the Simplification and the Scheme proposed by the Mondi Limited Board between Mondi Limited and the Mondi Limited Shareholders pursuant to which Mondi plc will become the holding company of the Group and the former Mondi Limited Shareholders will become Mondi plc Shareholders. The Scheme will provide for two alternative structures at the election of the Mondi Limited Shareholders to achieve the Simplification: an acquisition structure (Option A - default position); or a buyback structure (Option B - alternative position). The default option is the acquisition of the Mondi Limited Ordinary Shares by Mondi plc (Option A), with the alternative being the elective buyback structure (Option B). There is no obligation on Mondi Limited Shareholders to make an election. If no election is made, their Mondi Limited Ordinary Shares will be dealt with by way of the acquisition structure (Option A). If the Mondi Limited Shareholders elect to have only some of their Mondi Limited Ordinary Shares bought back, their remaining Mondi Limited Ordinary Shares will be acquired by Mondi plc by way of the acquisition structure (Option A). Mondi plc will also be bound by the Scheme.

Part III of this Circular sets out a short description of the anticipated tax consequences of certain aspects of the Simplification for certain Mondi Limited Shareholders who are resident in South Africa, the UK or US for tax purposes. Mondi Limited Shareholders who are in any doubt as to their tax position, or who are resident or otherwise subject to taxation outside these jurisdictions, should consult their professional advisers when considering whether to participate in the default Transfer Option or to elect for the Buyback Option.

Option A – default position: acquisition by Mondi plc of the Mondi Limited Ordinary Shares in consideration for the issue of New Mondi plc Shares

- The default position under the terms of the proposed Scheme is that if the Scheme becomes effective, the Scheme Participants will transfer 100% of their Mondi Limited Ordinary Shares to Mondi plc in consideration for the issue of New Mondi plc Shares to such shareholders (on the basis of one New Mondi plc Share being issued for each Mondi Limited Ordinary Share so acquired).
- The New Mondi plc Shares will be listed and admitted to trading on the LSE with a secondary listing on the JSE. The listing of the Mondi Limited Ordinary Shares on the JSE will consequently be cancelled.

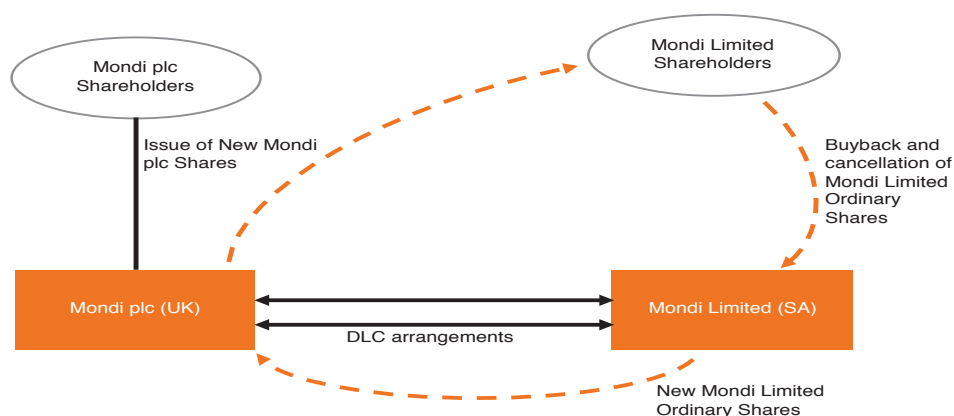
Option A



Option B – alternative position: buyback by Mondi Limited of the Mondi Limited Ordinary Shares satisfied by the issuance of New Mondi plc Shares

- Instead of transferring their Mondi Limited Ordinary Shares to Mondi plc under Option A, the Scheme will contain an option for Scheme Participants to elect to have some or all of their Mondi Limited Ordinary Shares bought back by Mondi Limited in consideration for the issue of New Mondi plc Shares to such shareholders (on the basis of one New Mondi plc Share being issued for each Mondi Limited Ordinary Share bought back). Such Mondi Limited Ordinary Shares will be automatically cancelled.
- In consideration for Mondi plc agreeing to discharge the consideration for the buyback under the Scheme, Mondi Limited will issue New Mondi Limited Ordinary Shares to Mondi plc (on the basis of one New Mondi Limited Ordinary Share for each New Mondi plc Share issued by Mondi plc pursuant to the Buyback Option).
- The New Mondi plc Shares will be listed and admitted to trading on the LSE with a secondary listing on the JSE. The listing of the Mondi Limited Ordinary Shares on the JSE will consequently be cancelled.
- The Buyback Option is subject to Mondi Limited satisfying the statutory requirements under the SA Companies Act. If, for any reason, the Buyback Option is unable to be implemented, the Transfer Option will apply.

Option B



4.2 DLC Shares

On the Simplification becoming effective, Scheme Participants will receive New Mondi plc Shares pursuant to the Scheme. The Mondi Limited Special Converting Shares and the Mondi plc Special Converting Shares will not convert into the corresponding ordinary shares. Further, following the Simplification, the DLC Shares will no longer be required as the dual company structure will no longer exist. It is therefore proposed that: (i) the Existing Mondi plc Articles of Association will be amended to provide for the Mondi plc DLC Shares to be automatically converted to Deferred Shares immediately prior to the Scheme Effective Time; and (ii) the Existing Mondi Limited Memorandum of Incorporation will be amended to create Deferred Shares and to provide for the Mondi Limited DLC Shares to be automatically converted to Deferred Shares immediately prior to the Scheme Effective Time.

4.3 Dividend access share

The Mondi Limited SA DAS Share (which for the purpose of this Circular is not a DLC Share) will remain in place and continue to be held by the SA Trust Co following the Simplification becoming effective and the preferences, rights, limitations and other terms of the Mondi Limited SA DAS Share will not be amended in any way. The Mondi Limited SA DAS Share will continue to allow dividends, if the Board determines it to be appropriate, to be paid from Mondi Limited to Mondi plc Shareholders who are resident in South Africa. Mondi Limited will issue 9 Non-Voting Shares to Mondi plc for an aggregate amount of nine Rand at the Scheme Effective Time so as to ensure that Mondi plc will, following the Simplification, hold the majority of each of Mondi Limited's voting and non-voting share capital.

Simplified Post-Simplification Structure



5 Post-Simplification actions

Following the Simplification, it is further proposed that the agreements in place which govern the DLC arrangements of the Mondi Group are terminated and the New Mondi plc Articles of Association are adopted which will reflect the fact that Mondi plc is the new holding company of the Group and no longer part of a DLC structure. Therefore, the provisions relating to the DLC structure and the DLC Shares will be removed in the proposed New Mondi plc Articles of Association.

Further, post-Simplification, the issued share capital of Mondi plc will be greater than prior to the Simplification due to the issuance of the New Mondi plc Shares. Therefore, (i) the disapplication of pre-emption authority; and (ii) the buyback authority, each proposed as part of the AGM Resolutions, will not represent 5% of the total number of Mondi plc Ordinary Shares in issue upon the Simplification becoming effective. As a result, the Directors propose to grant (i) an additional authority to dis-apply pre-emption rights up to 5% of the total number of New Mondi plc Shares issued upon the Simplification becoming effective; and (ii) an additional buyback authority in respect of up to 5% of the total number of New Mondi plc Shares issued upon the Simplification becoming effective. These resolutions will be in addition to the disapplication of pre-emption authority and buyback authority being sought as part of the AGM Resolutions). Therefore, assuming these resolutions are passed, the disapplication of pre-emption authority and the buyback authority will be 5% of the total number of Mondi plc Shares in issue immediately following Admission.

These actions are set out in the Notice as Post-Simplification Resolutions which are conditional on the Simplification becoming effective. A summary of the principal changes to the Existing Mondi plc Articles of Association is set out in Appendix 2 of the Notice on page 113 of this Circular.

6 Further information

Shareholders should read the whole of this Circular and not rely solely on information summarised in this letter.

7 Recommendation

The Directors unanimously consider the Simplification (including the Scheme) to be in the best interests of the Group and the Group Shareholders as a whole (and the respective bodies of shareholders of Mondi Limited and shareholders of Mondi plc separately) and recommend that you vote in favour of the Simplification Resolutions and the Scheme Resolution to be proposed at the Annual General Meetings, as they intend to do in respect of their own beneficial holdings.

For the purposes of considering the terms of the Simplification and fulfilling its obligations under the SA Companies Act and the Takeover Regulations, an independent board of Mondi Limited has been constituted and meets separately from the rest of the board of Mondi Limited. In accordance with these obligations, and as further detailed in paragraph 13 of Part IV of the Circular, the Mondi Limited Independent Board are unanimously of the opinion that the terms and conditions of the Scheme are both fair and reasonable to Mondi Limited Shareholders and, accordingly, recommend that Mondi Limited Shareholders vote in favour of the Scheme Resolution.

Yours faithfully

Fred Phaswana
Joint Chair

David Williams
Joint Chair

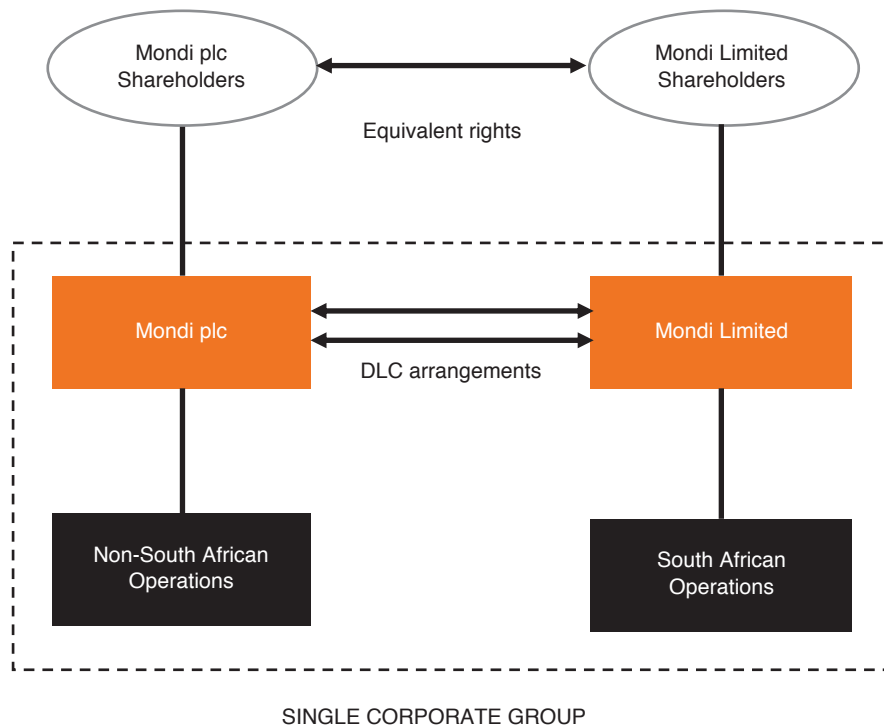
PART II FURTHER DETAILS OF THE TERMS OF THE SIMPLIFICATION

1 Introduction to current corporate structure

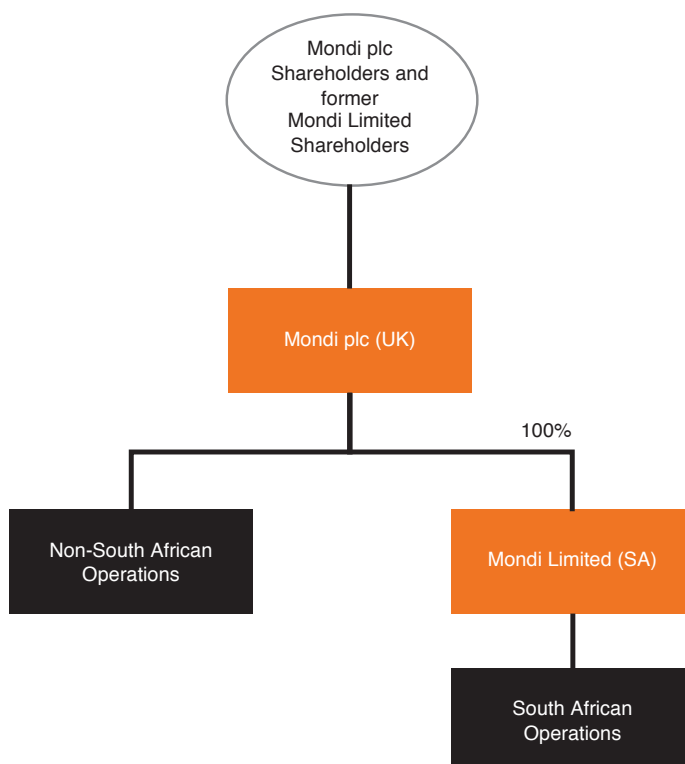
Mondi is an integrated corporate group established under a DLC structure. Mondi plc is a UK incorporated company listed on the LSE with a secondary listing on the JSE, and Mondi Limited is a South African incorporated company listed on the JSE.

The following is a simplified illustration of the current pre-Simplification DLC structure.

Pre-Simplification Structure



Simplified Post-Simplification Structure



Mondi operates as a single corporate group. As Mondi Limited and Mondi plc are separate corporate entities, each has a separate board of directors, but these Boards comprise the same persons. The Boards, in addition to their duties to the company concerned, have regard to the interests of the shareholders of both Mondi Limited and Mondi plc as if the two companies were a single economic enterprise.

Mondi Limited Shareholders and Mondi plc Shareholders have economic and voting interests in the Group. The economic and voting interests represented by an ordinary share in one company relative to the economic and voting interests represented by an ordinary share in the other company are determined by reference to the Equalisation Ratio. As at the Latest Practicable Date, the Equalisation Ratio is 1:1 (i.e. an ordinary share in either Mondi Limited or Mondi plc gives the holder an equivalent effective economic and voting interest in the Group).

2 Conditions to the Simplification

The implementation of the Scheme and, in turn, the Simplification, will be subject to the fulfilment, or, if applicable, waiver (in whole or in part), on or before the Longstop Date, of the Scheme Conditions, which are as follows:

- 2.1 the Simplification Resolutions are declared adopted by the requisite Group Shareholders (as indicated in the Notice);
- 2.2 the Scheme Resolution is declared adopted by the requisite Mondi Limited Shareholders (as indicated in the Notice), which Scheme Resolution is a special resolution approving the Scheme pursuant to section 115(2)(a) of the SA Companies Act, and in the event of the provisions of section 115(2)(c) of the SA Companies Act becoming applicable:
 - 2.2.1 the High Court of South Africa approves the Scheme; and
 - 2.2.2 if applicable, Mondi Limited not treating the Scheme Resolution as a nullity as contemplated in section 115(5)(b) of the SA Companies Act;
- 2.3 all Regulatory Consents are received on an unconditional basis, or to the extent that any such Regulatory Consents are subject to any obligation, undertaking, condition or qualification,

Mondi Limited and Mondi plc confirm in writing to each other that the obligation, undertaking, condition or qualification is acceptable to them;

- 2.4** with regard to Mondi Limited Shareholders exercising their Appraisal Rights (if any), either:
- 2.4.1** Mondi Limited Shareholders give notice objecting to the Scheme as contemplated in section 164(3) of the SA Companies Act and vote against the Scheme at the Mondi Limited Annual General Meeting in respect of less than or equal to 5% of all of the Mondi Limited Ordinary Shares; or
- 2.4.2** if Mondi Limited Shareholders give notice objecting to the Scheme and vote against the Scheme at the Mondi Limited Annual General Meeting in respect of more than 5% of all of the Mondi Limited Ordinary Shares, then, within the time period permitted in terms of the SA Companies Act, Dissenting Shareholders have exercised Appraisal Rights, by giving valid demands in terms of sections 164(5) to 164(8) of the SA Companies Act, in respect of less than or equal to 5% of all the Mondi Limited Ordinary Shares, or not at all,
- provided that this Scheme Condition will not fail unless and until Mondi Limited or Mondi plc give the other written notice that not all of the Scheme Conditions have been fulfilled or waived on or before the Longstop Date;
- 2.5** the amendments to the Existing Mondi Limited Memorandum of Incorporation approved as part of the Simplification Resolutions are filed with, and accepted by, the CIPC;
- 2.6** the JSE and the LSE have given in principle approval to admit the New Mondi plc Shares to trading and the FCA has given in principle approval to admit the New Mondi plc Shares to the UK Official List, each such approval being on terms and/or conditions satisfactory to Mondi Limited and Mondi plc, or Mondi Limited and Mondi plc otherwise being satisfied that the New Mondi plc Shares have been or will be admitted to trading on the LSE and JSE and admitted to the UK Official List on or before the first Trading Day after the Scheme Effective Time; and
- 2.7** the Simplification Notice being given by either Mondi Limited to Mondi plc or *vice versa*.

All of the Scheme Conditions are for the benefit of Mondi Limited and Mondi plc. The Scheme Conditions in paragraphs 2.3, 2.4 and 2.5 may be waived, in whole or in part, by written agreement between Mondi Limited and Mondi plc on or before the date for fulfilment of such Scheme Conditions; provided that Mondi Limited and Mondi plc will not be entitled to waive the requirement for the issue by the TRP of a compliance certificate without the prior written consent of the TRP. The Scheme Conditions in paragraphs 2.1, 2.2, 2.6 and 2.7 may be waived, in whole or in part, by written agreement between Mondi Limited and Mondi plc on or before the date for fulfilment of such Scheme Conditions but only to the extent that such waiver results in an outcome which is not materially adversely different to the position which would have prevailed had such Scheme Condition been wholly fulfilled.

The dates and times for the fulfilment or waiver of any one or more of the Scheme Conditions may be extended by written agreement between Mondi Limited and Mondi plc from time to time.

The Scheme will be unconditional for all purposes upon the issue on SENS of the Finalisation Announcement jointly approved by Mondi Limited and Mondi plc.

As at the Latest Practicable Date, merger filings have been made with the SA Competition Authorities and the Morocco Competition Authority and their decisions are awaited.

3 Scheme

- 3.1** Mondi Limited Shareholders are referred to the Transaction Announcement released on SENS and RNS on Tuesday, 26 March 2019 and planned to be published in the press on Wednesday, 27 March 2019, in terms of which, *inter alia*, Mondi Limited Shareholders were advised by Mondi Limited and Mondi plc of the details of the Simplification and the proposed Scheme.
- 3.2** In summary, the Scheme, if implemented, will result in:
- 3.2.1** Mondi plc acquiring all of the Mondi Limited Ordinary Shares held by Mondi Limited Shareholders (other than the Mondi Limited Ordinary Shares held by Dissenting

Shareholders) in consideration for the issue by Mondi plc of New Mondi plc Shares to Scheme Participants, on a one for one basis;

- 3.2.2** alternatively, if and to the extent so elected by the Scheme Participants and subject to the statutory requirements under the SA Companies Act, Mondi Limited purchasing from such Scheme Participants their Mondi Limited Ordinary Shares in consideration for the issue by Mondi plc of New Mondi plc Shares to Scheme Participants, on a one for one basis and, in such instance, for each such Mondi Limited Ordinary Share bought back by Mondi Limited, Mondi plc subscribing for one New Mondi Limited Ordinary Share,

in each such case subject to the terms and conditions of the Scheme as further set out in this Circular.

- 3.3** The terms and conditions of the Scheme (including in relation to Appraisal Rights for Dissenting Shareholders) are set out in Part V of this Circular.
- 3.4** Following the implementation of the Scheme, Mondi plc will become the registered and beneficial owner of all of the Mondi Limited Ordinary Shares, excluding any Excluded Shares (which will be transferred to Mondi Limited and cancelled, as more fully set out in Part V of this Circular).

4 Appraisal Rights for Dissenting Shareholders

- 4.1** A Mondi Limited Shareholder who is entitled to vote at the Annual General Meeting of Mondi Limited is entitled to seek relief under section 164 of the SA Companies Act if that Mondi Limited Shareholder notified Mondi Limited in advance in writing of its intention to oppose the special resolution relating to the Scheme, was present at the Annual General Meeting of Mondi Limited, voted against the special resolution and thereafter complied with the procedural requirements of section 164 of the SA Companies Act, which includes sending a demand to Mondi Limited as contemplated in section 164(5) of the SA Companies Act. A detailed explanation of the Mondi Limited Shareholders' Appraisal Rights is contained in paragraph 10 of Part V of this Circular.
- 4.2** Copies of sections 115 and 164 of the SA Companies Act, pertaining to Dissenting Shareholders' Appraisal Rights, are set out in Annex IV and Annex V respectively to this Circular.

5 Issue of the New Mondi plc Shares

- 5.1** Applications will be made to: (i) the FCA for the New Mondi plc Shares to be admitted to the premium listing segment of the UK Official List; (ii) the LSE for the New Mondi plc Shares to be admitted to trading on its main market for listed securities; and (iii) the JSE for the New Mondi plc Shares to be admitted to listing and trading on the main board of the JSE for listed securities.
- 5.2** It is expected that the New Mondi plc Shares will be admitted to trading on the LSE on or after 8:00 a.m. (UK time) on the first Trading Day after the Scheme Effective Time and dealings for normal settlement in the New Mondi plc Shares on the LSE will commence at or shortly after that time. The New Mondi plc Shares are also expected to be admitted to trading on the JSE by 9:00 a.m. (SA time) on the first Trading Day after the Scheme Effective Time and dealings for normal settlement in the New Mondi plc Shares on the JSE will commence at or shortly after that time.

6 Conversion of the DLC Shares to Deferred Shares and cancellation and/or surrender of all Deferred Shares

Subject to the passing of the Simplification Resolutions by the Group Shareholders and the Scheme Resolution by the Mondi Limited Shareholders, and such resolutions becoming effective:

- 6.1** the Existing Mondi plc Articles of Association will be amended to provide for the Mondi plc DLC Shares to be automatically converted to Deferred Shares at such time as specified in the Simplification Notice, being immediately prior to the Scheme Effective Time;
- 6.2** the Existing Mondi Limited Memorandum of Incorporation will be amended to provide for the: (i) creation of the Deferred Shares and the Non-Voting Shares; and (ii) Mondi Limited DLC

Shares to be automatically converted to Deferred Shares at such time as specified in the Simplification Notice, being immediately prior to the Scheme Effective Time;

- 6.3 the Deferred Shares then in issue (including the Deferred Shares arising from the conversion of the Mondi plc DLC Shares) will be cancelled at the Scheme Effective Time; and
- 6.4 the Deferred Shares then in issue (being the Deferred Shares arising from the conversion of the Mondi Limited DLC Shares) will be cancelled and/or surrendered at the Scheme Effective Time.

7 Mondi Limited SA DAS Share and Non-Voting Shares

- 7.1 The Mondi Limited SA DAS Share (which for the purpose of this Circular is not a DLC Share) will remain in place and continue to be held by the SA Trust Co following the Simplification becoming effective and the preferences, rights, limitations and other terms of the Mondi Limited SA DAS Share will not be amended in any way. The Mondi Limited SA DAS Share will continue to allow dividends to be paid from Mondi Limited to Mondi plc Shareholders who are resident in South Africa.
- 7.2 At the Scheme Effective Time, so as to ensure that Mondi plc will, following the Simplification, hold the majority of each of Mondi Limited's voting and non-voting share capital, Mondi Limited will issue nine Non-Voting Shares to Mondi plc for an aggregate amount of nine Rand.

8 Suspension and termination of Mondi Limited listing and trading of the New Mondi plc Shares

- 8.1 Subject to the Scheme becoming unconditional in accordance with its terms, which triggers the Finalisation Date for the purposes of the Scheme, the JSE has granted approval for the suspension of the listing on the JSE of the Mondi Limited Ordinary Shares. The suspension will take place at the commencement of trading on the first Trading Day after the Scheme Last Day to Trade.
- 8.2 From the first Trading Day after the Scheme Last Day to Trade and until Admission of the New Mondi plc Shares to the JSE on the first Trading Day after the Scheme Effective Time (presently indicatively expected to be Monday, 1 July 2019), dealings will be permitted which reflect the expectation of the New Mondi plc Shares to be received pursuant to the Scheme, which will be issued on the Mondi plc SA Register, provided that:
 - 8.2.1 Scheme Participants who are Excluded US Shareholders and Scheme Participants holding Certificated Shares (to the extent of such Certificated Shares) will not be able to conduct any such dealings; and
 - 8.2.2 Scheme Participants holding Dematerialised Shares in respect of which they have elected the Buyback Option (to the extent of such election) may pursuant to the arrangements between them and their Brokers and/or CSDPs, have a portion of their prospective New Mondi plc Shares (or a beneficial entitlement thereto) withheld from such dealing to facilitate the processes in paragraphs 6.3.3 and 7.3.3 of the Section "*Action Required by Mondi Limited Shareholders in relation to the Simplification*".

During this period there cannot be any transfers of Mondi plc Ordinary Shares between the Mondi plc SA Register and the Mondi plc UK Register. Such dealings may also be limited or restricted by the rules of Strate, and the applicable mandate between a Mondi Limited Shareholder and its CSDP or Broker, as applicable from time to time, and are effected entirely at the Mondi Limited Shareholders' risk.

- 8.3 It is expected that Admission will become effective and that dealings in the New Mondi plc Shares on the JSE will commence at 9:00 a.m. (SA time) and dealings in the New Mondi plc Shares on the LSE will commence at 8:00 a.m. (UK time) in each case on the first Trading Day after the Scheme Effective Time.
- 8.4 The listing of the Mondi Limited Ordinary Shares on the JSE will be cancelled with effect from the commencement of trading on the second Trading Day after the Scheme Effective Time.

9 Trading and settlement of the New Mondi plc Shares

- 9.1** An application has been made to the FCA for the Admission of the New Mondi plc Shares to the premium listing segment of the UK Official List and to the LSE for the New Mondi plc Shares to be admitted to trading on the LSE's main market for listed securities. An application has also been made to the JSE for a secondary inward listing of the New Mondi plc Shares on the main board of the JSE. If the Scheme becomes effective, it is expected that Admission will become effective and that dealings in the New Mondi plc Shares on the JSE will commence at 9:00 a.m. (SA time) and on the LSE will commence at 8:00 a.m. (UK time) on Monday, 1 July 2019. This date may be changed, *inter alia*, if it is necessary to adjourn the Annual General Meetings for any reason or if there is any change in timing for the Scheme becoming effective.
- 9.2** Settlement of transactions in the New Mondi plc Shares following Admission may take place in Dematerialised Form within the Strate System.
- 9.3** The Strate System is the authorised central securities depository for the electronic settlement of all financial instruments on the JSE. Shares that are not represented by Documents of Title and that have been replaced with electronic records of ownership are referred to as being Dematerialised or held in Uncertificated Form. Shares that are evidenced by share certificates or other Documents of Title are referred to as Certificated or shares held in Certificated Form. CSDPs are the only market participants who can liaise directly with the Strate System. Under the Strate System, there are two types of clients, controlled and non-controlled. Controlled clients elect to receive their shares or cash in the custody of their Broker and, therefore, indirectly the Broker's chosen CSDP. Controlled clients deal directly and exclusively with their Broker. Non-controlled clients appoint their own CSDP. Non-controlled clients receive share statements directly from their CSDP.

10 Mondi Limited employee share plans

Pursuant to the terms of the Mondi Limited LTIP and the Mondi Limited BSP, if the Scheme becomes effective, all current awards in Mondi Limited Ordinary Shares will be amended to be in respect of Mondi plc Ordinary Shares, and are expected to continue to be settled by Mondi plc Ordinary Shares held for such purposes from time to time by the Mondi Incentive Schemes Trust.

PART III TAXATION

1 SA Taxation

The following is a summary of the material South African tax consequences in connection with the disposal of Mondi Limited Ordinary Shares pursuant to either the Transfer Option or the Buyback Option. This summary is based on the laws as in force and as applied in practice in South Africa as at the Latest Practicable Date and is subject to changes to those laws and practices subsequent to such date. In the case of persons who are non-residents of South Africa for income tax purposes, this summary should be read in conjunction with the provisions of any applicable double tax agreement between South Africa and their country of tax residence. The following summary is not a comprehensive description of all of the tax considerations that may be relevant to the proposed Simplification and does not cover tax consequences that depend upon your particular tax circumstances or jurisdictions outside South Africa. This summary is only a general discussion and it is not a substitute for tax advice. Changes in the law (or the interpretation or application thereof) may alter the tax treatment of the Mondi Limited Ordinary Shares, as applicable, possibly on a retrospective basis. It is recommended that you consult your own tax adviser about the consequences of the proposed Simplification in your particular situation.

1.1 General considerations applicable to both the Transfer Option and Buyback Option

Residence-based system of taxation

Residents of South Africa are taxed in South Africa on their worldwide income including capital gains, whereas non-residents are taxed in South Africa only on income and certain capital gains sourced in South Africa or deemed to be from a source in South Africa.

An individual will be a resident of South Africa for tax purposes if such individual is “ordinarily resident” in South Africa or if the requirements of the physical presence test are met. The physical presence test requires an individual to have been present in South Africa for more than 91 days in each of the most recent six years (including the current year) and more than 915 days during the first five years thereof.

A person’s residence status for exchange control purposes may be different to that person’s residence status for tax purposes.

A legal person (i.e. a company, close corporation or trust) is considered to be a South African resident if it is incorporated, established or formed in South Africa or has its place of effective management in South Africa.

The SA Income Tax Act excludes from the definition of resident all persons (legal or natural) that are deemed to be exclusively resident in another country for the purposes of an agreement for the avoidance of double taxation to which South Africa is a party.

1.2 Disposal of Mondi Limited Ordinary Shares pursuant to the Transfer Option

SA tax on gains

The disposal of Mondi Limited Ordinary Shares pursuant to the Transfer Option will give rise to either a capital or revenue receipt or accrual in the hands of a Mondi Limited Shareholder who is resident for tax purposes in South Africa. As dealt with more fully below, capital gains are subject to a lower effective tax rate than revenue receipts or accruals. This is because only a portion (the inclusion amount) of a capital gain is included in a South African resident taxpayer’s taxable income and then subjected to income tax. In determining whether the amount derived from the disposal of such Mondi Limited Ordinary Shares is of a capital or revenue nature, regard should be had to section 9C of the SA Income Tax Act, which deems proceeds from the disposal of Mondi Limited Ordinary Shares that are held for a continuous period of at least three years to be capital in nature. Conversely, the capital or revenue nature of proceeds realised in respect of shares held for less than three years is determined in accordance with principles well-established by South African courts over the years, which predominantly focus on the taxpayer’s speculative or long-term holding intentions. Subject to certain reliefs available under double taxation agreements, if a non-resident shareholder trades in South African shares, such non-resident Mondi Limited Shareholder could be subject to South African income tax if the proceeds from the disposal are from a South African

source, which would be the case if the share is attributable to a permanent establishment of that non-resident in South Africa.

SA resident Mondi Limited Shareholders participating in the Transfer Option will, therefore, incur SA CGT (on the difference between the value of the New Mondi plc Shares received and the historical base cost of the Mondi Limited Ordinary Shares disposed of), assuming that such shareholders hold their Mondi Limited Ordinary Shares on capital account. SA resident Mondi Limited Shareholders who hold their Mondi Limited Ordinary Shares on revenue account will incur normal income tax at the applicable marginal rate for individuals and trusts (on a scale from 18% to 45%) and a rate of 28% for corporate entities. Non-SA resident Mondi Limited Shareholders participating in the Transfer Option will not incur SA CGT on the disposal of their Mondi Limited Ordinary Shares assuming that: (i) their shares are not held as part of a permanent establishment in South Africa; and (ii) either Mondi Limited is not a land-rich company within the meaning contemplated in paragraph 2 of the Eighth Schedule to the SA Income Tax Act or the relevant Mondi Limited Shareholder, either alone or together with any connected party, holds less than 20% of the Mondi Limited Ordinary Shares.

The following table sets out the normal income tax rates applicable to certain types of taxpayers, the prescribed portion of a capital gain that would be included in a taxpayer's taxable income, and, consequently, the effective rate at which capital gains would be taxed in the hands of the different types of Mondi Limited Shareholders.

Type of taxpayer	Statutory income tax rate on taxable income	Prescribed portion of the capital gain included in taxable income	Maximum effective rate on net capital gain realised
Individuals	18%-45%	40%	18%
Trusts			
Special	18%-45%	40%	18%
Other (including discretionary trusts)	45%	80%	36%
UK, US and Overseas Shareholders	N/A	N/A	N/A
Pension funds	Exempt	Exempt	Exempt
Companies/Permanent establishments	28%	80%	22.4%

SA Securities Transfer Tax

No SA Securities Transfer Tax will be payable by Mondi Limited Shareholders on the transfer of the Mondi Limited Ordinary Shares or the issue of the New Mondi plc Shares, in each case pursuant to the Transfer Option.

1.3 Disposal of Mondi Limited Ordinary Shares pursuant to the Buyback Option

SA income tax and Dividends Tax

A dividend is broadly defined as meaning any amount transferred or applied by a South African tax resident company for the benefit or on behalf of any person in respect of any share in that company, whether that amount is transferred or applied: (i) by way of a distribution made by, or (ii) as consideration for the acquisition of any share in, that company. However, a dividend does not include any amount so transferred or applied to the extent that the amount so transferred or applied: (i) results in a reduction of the CTC of the company, (ii) constitutes shares in the company, or (iii) constitutes a general repurchase by the company of its shares listed on the JSE.

CTC, in its basic form, will comprise amounts received by or accrued to a company as consideration for the issue of its shares. This would therefore typically be share capital and share premium (excluding any portion thereof which comprises capitalised reserves).

The consideration under the Buyback Option will be treated as a "dividend" in the hands of those Mondi Limited Shareholders electing for the Buyback Option.

Dividends declared by a South African company, like Mondi Limited, are generally exempt from income tax in the hands of shareholders.

SA Dividends Tax is a withholding tax that is levied on the payment of any amount by way of a dividend, subject to certain exemptions. SA Dividends Tax is triggered by the payment of a dividend and is currently levied at the rate of 20%. Whilst the company paying the dividend has the obligation to withhold SA Dividends Tax, the liability for the tax is that of the beneficial owner of the dividend. There are various exemptions available in respect of SA Dividends Tax, subject to meeting administrative formalities within prescribed timeframes.

South African Mondi Limited Shareholders who are individuals and discretionary trusts will suffer SA Dividends Tax on the consideration under the Buyback Option.

SA corporate Mondi Limited Shareholders, including South African resident companies, pension funds and provident funds will be exempt from SA Dividends Tax in terms of section 64F(1) of the SA Income Tax Act.

Non-South African resident Mondi Limited Shareholders electing to participate in the Buyback Option will incur SA Dividends Tax at a rate of up to 20%, depending on their respective jurisdictions and the terms of any applicable double taxation agreement. The rate of SA Dividends Tax is reduced to at least 10% under a double taxation agreement between the UK and South Africa and to at least 15% under the double taxation agreement between the US and South Africa. In order for a non-resident shareholder to benefit from the reduced rate under a relevant double taxation agreement they will be required to complete a beneficial owner declaration and undertaking form, prescribed by SARS, by the Scheme Effective Time. This applies to all non-South African resident Mondi Limited Shareholders who are entitled to the benefit of an applicable double taxation agreement that are the beneficial owners of Mondi Limited Ordinary Shares listed directly on the JSE and who elect to participate in the Buyback Option.

Mondi Limited Shareholders electing the Buyback Option, as part of such election, also give consent to Mondi Limited or the Transfer Secretary to sell such number of New Mondi plc Shares (the consideration under the Buyback Option) received on the market as is necessary to realise sufficient net after tax proceeds to defray any SA Dividends Tax relating to the buyback of the Mondi Limited Ordinary Shares, as well as any brokerage and other direct costs associated with the disposal of such New Mondi plc Shares.

SA Securities Transfer Tax

No SA Securities Transfer Tax will be payable by Mondi Limited Shareholders in respect of the buyback of the Mondi Limited Ordinary Shares or the issue of the New Mondi plc Shares pursuant to the Buyback Option.

1.4 Conversion of the Mondi Limited DLC Shares to Deferred Shares and the subsequent cancellation of such Deferred Shares

The conversion of the Mondi Limited DLC Shares to Deferred Shares and the subsequent cancellation of those Deferred Shares, is not expected to result in any South African tax consequences for Mondi Limited Shareholders.

1.5 Conversion of the Mondi plc DLC Shares to Deferred Shares and the subsequent cancellation of such Deferred Shares

The conversion of the Mondi plc DLC Shares to Deferred Shares and the subsequent cancellation of those Deferred Shares, is not expected to result in any South African tax consequences for Mondi Limited Shareholders.

2 UK Taxation

The comments set out below are based on current UK tax law as applied in England and Wales and HMRC published practice (which may not be binding on HMRC) as at the Latest Practicable Date, both of which are subject to change, possibly with retrospective effect. The discussion does not address any possible UK tax consequences relating to an investment in New Mondi plc Shares.

The comments below are intended as a general guide to certain limited aspects of the UK tax treatment of the Simplification which, it is assumed, is being entered into on arm's length terms and

is such that the only consideration that is or could be available to Mondi Limited Shareholders is the issue to them of New Mondi plc Shares in accordance with the Exchange Ratio. The comments apply only to Mondi Limited Shareholders resident and, in the case of an individual, domiciled or deemed domiciled (under both UK domestic law and any relevant double tax treaty) for tax purposes in the UK and to whom “split year” treatment does not apply, who hold shares in Mondi Limited as an investment and who are the absolute beneficial owners thereof. Certain categories of shareholders, including Dissenting Shareholders, those carrying on certain financial activities, those subject to specific tax regimes or benefitting from certain reliefs and exemptions, those connected with Mondi Limited or the Group and those for whom the shares are employment related securities may be subject to special rules and this summary does not apply to such shareholders.

Shareholders or prospective shareholders who are in any doubt about their tax position, or who are resident or otherwise subject to taxation in a jurisdiction outside the UK, should consult their own professional advisers immediately.

2.1 Acquisition of New Mondi plc Shares pursuant to the Transfer Option

UK tax on capital gains

A Mondi Limited Shareholder who receives New Mondi plc Shares in exchange for its Mondi Limited Ordinary Shares pursuant to the Transfer Option and does not hold (either alone or together with persons connected with him or her) more than 5% of, or of any class of, the shares in or debentures of Mondi Limited, should not be treated as having made a disposal of its Mondi Limited Ordinary Shares as a result of the Simplification. Instead, the New Mondi plc Shares should be treated as the same asset as the Mondi Limited Ordinary Shares acquired at the same time and for the same consideration as those Mondi Limited Ordinary Shares.

Any Mondi Limited Shareholder who holds (either alone or together with persons connected with him or her) more than 5% of, or of any class of, the shares in or debentures of Mondi Limited will only be eligible for the treatment described in the preceding paragraph if the Simplification is effected for bona fide commercial reasons and does not form part of a scheme or arrangement of which the main purpose, or one of the main purposes, is the avoidance of liability to tax on capital gains. Such holders are advised that clearance has been obtained from HMRC under section 138 of the Taxation of Chargeable Gains Act 1992 in respect of the Transfer Option. As a result, any such shareholder will be treated in the manner described in the preceding paragraph.

UK stamp duty and Stamp Duty Reserve Tax

No UK stamp duty or stamp duty reserve tax will be payable by Mondi Limited Shareholders on the exchange of Mondi Limited Ordinary Shares for New Mondi plc Shares.

2.2 Acquisition of New Mondi plc Shares pursuant to the Buyback Option

UK tax on capital gains

Mondi Limited Shareholders electing for the Buyback Option will be regarded as having disposed of their Mondi Limited Ordinary Shares in consideration for the issuance of New Mondi plc Shares which may, depending on the shareholder’s individual circumstances (including the availability of exemptions, reliefs or allowable losses), give rise to UK tax on capital gains.

UK tax on income

To the extent that the value of the New Mondi plc Shares received exceeds the nominal value of the Mondi Limited Ordinary Shares together with any applicable share premium, such excess will be treated in the same way as a dividend for Mondi Limited Shareholders within the charge to UK corporation tax. Such shareholders will be subject to UK corporation tax on the excess unless (subject to special rules for such shareholders that are small companies) such payments fall within an exempt class and certain other conditions are met. Each shareholder’s position will depend on its own individual circumstances, although it would normally be expected that the payments would fall within an exempt class. In these circumstances however, the full consideration would still fall to be treated as disposal proceeds for the purposes of UK corporation tax on chargeable gains.

The Buyback Option should not give rise to any income tax liability for Mondi Limited Shareholders.

Mondi Limited Shareholders will suffer SA Dividends Tax to the extent that they participate in the Buyback Option (see paragraph 1.3 of this Part III).

UK stamp duty and Stamp Duty Reserve Tax

No UK stamp duty or stamp duty reserve tax should arise on the Buyback Option.

Mondi Limited Shareholders who are resident in the UK for tax purposes should consider their tax treatment carefully and, if in any doubt, consult their own professional advisers, when considering whether or not to participate in the Buyback Option.

3 Conversion of the Mondi plc Special Converting Shares and Mondi plc UK DAN Share to Deferred Shares and cancellation of such Deferred Shares

The conversion of the Mondi plc Special Converting Shares and Mondi plc UK DAN Share to Deferred Shares, and the subsequent cancellation of those Deferred Shares, is not expected to result in any UK tax consequences for Mondi Limited Shareholders.

4 US Taxation

The following is a summary of certain US federal income tax consequences relevant to Mondi Limited Shareholders receiving New Mondi plc Shares pursuant to the Simplification that are US Holders (as defined below) that hold their Mondi Limited Ordinary Shares as capital assets. The discussion does not cover all aspects of US federal income taxation that may be relevant to, or the actual tax effect that any of the matters described herein will have on, the receipt of New Mondi plc Shares by a particular US Holder (including consequences under the alternative minimum tax or net investment income tax), and does not address state, local, non-US or other tax laws. This summary also does not address tax considerations applicable to US Holders that own (directly, indirectly or by attribution) 5% or more of the stock (by vote or value) of Mondi Limited, nor does this summary discuss all of the tax considerations that may be relevant to certain types of investors subject to special treatment under US federal income tax laws (such as financial institutions, insurance companies, entities and arrangements treated as partnerships for US federal income tax purposes or holders of interests in such entities, individual retirement accounts and other tax-deferred accounts, tax-exempt organisations, dealers in securities or currencies, holders who acquired their Mondi Limited Ordinary Shares upon the exercise of employee stock options or otherwise as compensation, holders that have held their Mondi Limited Ordinary Shares as part of straddles, hedging transactions or conversion transactions for US federal income tax purposes, persons that have ceased to be US citizens or lawful permanent residents of the United States, investors holding the Mondi Limited Ordinary Shares in connection with a trade or business conducted outside the United States, or investors whose functional currency is not the US dollar).

As used herein, the term “**US Holder**” means a beneficial owner of Mondi Limited Ordinary Shares that is, for US federal income tax purposes, (i) an individual citizen or resident of the United States, (ii) a corporation created or organised in or under the laws of the United States, any State thereof or the District of Columbia, (iii) an estate the income of which is subject to US federal income tax without regard to its source or (iv) a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more US persons have the authority to control all substantial decisions of the trust, or the trust has validly elected to be treated as a domestic trust for US federal income tax purposes.

The US federal income tax treatment of a partner in an entity or arrangement treated as a partnership for US federal income tax purposes that holds Mondi Limited Ordinary Shares will depend on the status of the partner and the activities of the partnership. US Holders that are entities or arrangements treated as partnerships for US federal income tax purposes should consult their tax advisers concerning the US federal income tax consequences to them and their partners in respect of the Simplification.

Except as otherwise noted, this summary assumes that Mondi Limited is not currently and was never a passive foreign investment company (a “**PFIC**”) for US federal income tax purposes. A company’s possible status as a PFIC must be determined annually and therefore may be subject to change. If Mondi Limited is or has been a PFIC in any taxable year during which a US Holder

held its Mondi Limited Ordinary Shares, materially adverse consequences could result for such US Holder. US Holders should consult their tax advisers regarding the consequences to them if Mondi Limited is or has been treated as a PFIC in any taxable year during which such US Holders held their Mondi Limited Ordinary Shares.

This summary is based on the tax laws of the United States, including the Internal Revenue Code of 1986, as amended, its legislative history, existing and proposed regulations thereunder, published rulings and court decisions, all as of the date hereof and all of which are subject to change at any time, possibly with retroactive effect.

THE SUMMARY OF US FEDERAL INCOME TAX CONSEQUENCES SET OUT BELOW IS FOR GENERAL INFORMATION ONLY. ALL SHAREHOLDERS SHOULD CONSULT THEIR TAX ADVISERS AS TO THE PARTICULAR TAX CONSEQUENCES TO THEM OF THE SIMPLIFICATION, THE APPLICABILITY AND EFFECT OF STATE, LOCAL, NON-US AND OTHER TAX LAWS AND POSSIBLE CHANGES IN TAX LAW.

4.1 US federal income tax treatment of the Simplification

Acquisition of New Mondi plc Shares pursuant to the Transfer Option and Buyback Option

Although there is no authority directly addressing a transaction similar to the Simplification, and the treatment of such transaction for US federal income tax purposes is not free from doubt, Mondi intends for the Transfer Option and the Buyback Option to be treated as occurring pursuant to a tax-free reorganisation for US federal income tax purposes under section 368(a) of the US Internal Revenue Code. However, at this time it is not known whether the relevant requirements will be satisfied. In addition, no ruling has been sought from US tax authorities about the proper US tax treatment of the Simplification and no assurance can be provided that the Transfer Option and the Buyback Option will be treated as a tax-free reorganisation.

If the Transfer Option and the Buyback Option are treated as occurring pursuant to a tax-free reorganisation, a US Holder will recognise no gain or loss on the exchange of Mondi Limited Ordinary Shares for New Mondi plc Shares. A US Holder's aggregate adjusted tax basis in New Mondi plc Shares will equal its aggregate adjusted tax basis in Mondi Limited Ordinary Shares exchanged, and its holding period in the New Mondi plc Shares will include the holding period of the Mondi Limited Ordinary Shares exchanged. If a US Holder acquired different blocks of Mondi Limited Ordinary Shares at different times or at different prices, the US Holder's adjusted tax basis and holding period in the New Mondi plc Shares will be determined separately for each block of shares.

A US Holder may be required to attach to its US federal income tax return for the year in which it receives New Mondi plc Shares a statement regarding application of the tax-free reorganisation requirements (including information about Mondi Limited Ordinary Shares it exchanged and New Mondi plc Shares it received) and to retain records regarding the Simplification.

If the Transfer Option and the Buyback Option are not treated as occurring pursuant to a tax-free reorganisation, a US Holder receiving New Mondi plc Shares in exchange for Mondi Limited Ordinary Shares would recognise gain or loss equal to the difference between the fair market value of the New Mondi plc Shares and its adjusted basis in the Mondi Limited Ordinary Shares exchanged. This capital gain or loss will be long-term capital gain or loss if the US Holder held Mondi Limited Ordinary Shares for more than one year. Any gain or loss generally would be treated as arising from US sources. Deductions for capital losses are subject to limitations. The holder would have a tax basis in the New Mondi plc Shares equal to their fair market value and a holding period beginning on the day after the New Mondi plc Shares were acquired.

Conversion of Mondi plc Special Converting Shares and Mondi plc UK DAN Share to Deferred Shares and cancellation of such Deferred Shares

The conversion of the Mondi plc Special Converting Shares and Mondi plc UK DAN Share to Deferred Shares, and the subsequent cancellation of those Deferred Shares, is not expected to result in any US tax consequences for Mondi Limited Shareholders.

4.2 Information Reporting and Backup Withholding

Distributions paid pursuant to the Simplification by a US paying agent or other US intermediary will be reported to the IRS and to the US Holder as may be required under applicable regulations. Backup withholding may apply to these distributions if the US Holder fails to provide an accurate taxpayer identification number or certification of exempt status or fails to comply with applicable certification requirements. Certain US Holders are not subject to backup withholding. US Holders should consult their tax advisers about these rules and any other reporting obligations that may apply to the receipt of the New Mondi plc Shares, including requirements related to the holding of certain “specified foreign financial assets”.

PART IV ADDITIONAL INFORMATION

1 Directors

As at the Latest Practicable Date, the Directors and their principal functions were as follows:

Name	Age	Position	Date appointed as a Mondi Limited Director
Fred Phaswana	74	Joint Chair	1 June 2013
David Williams	73	Joint Chair	23 May 2007 4 August 2009 (as Joint Chair)
Peter Oswald	56	Chief Executive Officer	1 January 2008 11 May 2017 (as Chief Executive Officer)
Andrew King	49	Chief Financial Officer	23 October 2008
Tanya Fratto	58	Independent Non- Executive Director	1 January 2017
Stephen Harris	60	Senior Independent Director	1 March 2011
Dominique Reiniche	63	Independent Non- Executive Director	1 October 2015
Stephen Young	63	Independent Non- Executive Director	1 May 2018

Upon completion of the Simplification, Mondi Limited will no longer be a listed company and will be a wholly owned subsidiary of Mondi plc. As such, following the Simplification, the composition of the board of Mondi Limited will be changed to that of one appropriate to a company of such nature.

The Boards currently comprise two Joint Chairs, two Executive Directors and four independent Non-Executive Directors, who bring a wide range of skills and experience to their roles.

On 19 March 2019, Mondi announced that:

- (i) Fred Phaswana, Joint Chair of the Boards, had informed the Boards of his decision to retire following completion of the Simplification. Fred is fully supportive of, and committed to, ensuring the smooth implementation of the Simplification. Given the proposed timetable of the Simplification, Fred will stand for re-election at the AGMs on 9 May 2019.
- (ii) David Williams, Joint Chair of the Boards, intends to retire in early 2020 having served more than 9 years as Joint Chair and almost 12 years on the Boards.
- (iii) The Boards, led by Stephen Harris, Senior Independent Director, have initiated the search for a new chair and further details will be announced in due course.

Following completion of the Simplification in accordance with the conditions subject to which the Minister of Finance granted approval for the Simplification (see paragraph 2 of Annex III to this Circular), Mondi plc will have at least one South African resident Director and Mondi will no longer be required to have Joint Chairs.

2 Service contracts of Directors

2.1 Executive Directors' existing service contracts

- 2.1.1 The service contract for Andrew King provides for one year's notice by either party. It includes pay in lieu of notice provisions which may be invoked at the discretion of the Group. The payment in lieu of notice would comprise base salary, benefits and pension contributions for the notice period and an amount in compensation for annual bonus only for that part of the financial year the individual has worked.

2.1.2 Peter Oswald was recruited, and is based, in Austria. His service contract is required under Austrian law to be for a fixed period, which renewable fixed period expires on 30 April 2022. However, the contract has also been structured as far as possible to conform to the accepted practice for directors in the UK, and can be terminated on one year's notice by either party. Prior to 2008, he did not have a notice period, and was entitled to receive compensation on termination equivalent to remuneration for the unexpired term of the five-year fixed term contract. The DLC Remuneration Committee re-negotiated this contract in 2008 to substantially reduce the Group's potential liabilities, and introduced a standard 12-month notice period, together with an accompanying lump sum payment on termination, which was necessary to facilitate the transition from the previous contract. In the event of termination by Mondi, other than for "cause", the current contract provides for payment of base salary, benefits and pension contribution in respect of the 12-month notice period and eligibility for annual bonus in respect of the period he has worked. He would also be eligible for a lump sum amount calculated as €908,800 plus interest on this amount accrued at the Euribor interest rate for the period since 1 January 2008.

2.1.3 Any share-based entitlements granted to an Executive Director under the Group's share plans will be determined based on the relevant plan rules. The default treatment is that any outstanding awards lapse on cessation of employment. However, in certain prescribed circumstances, such as death, disability, retirement or other circumstances, at the discretion of the DLC Remuneration Committee (taking into account the individual's performance and the reasons for their departure), "good leaver" status can be applied. For good leavers, vesting of BSP awards that are not subject to performance conditions is accelerated to as soon as practical after employment termination. LTIP awards remain subject to performance conditions (measured over the original time period) and are reduced pro-rata to reflect the proportion of the performance period actually served. The DLC Remuneration Committee has the discretion to disapply the application of performance conditions and/or time pro-rating if it considers it appropriate to do so. However, it is envisaged that this would only be applied in exceptional circumstances. In determining whether an executive should be treated as a good leaver or not, the DLC Remuneration Committee will take into account the performance of the individual and the reasons for their departure.

2.1.4 Notice periods for the Executive Directors who served during the period under review are as follows:

	<u>Unexpired term/notice period</u>
Peter Oswald	A fixed term expiring on 30 April 2022 but terminable at any time on 12 months' notice
Andrew King	Terminable on 12 months' notice

2.1.5 The service contracts of Peter Oswald and Andrew King remain valid and are available for inspection as set out in paragraph 10 of this Part IV.

2.1.6 There will be no change in the remuneration of any of the Directors as a result of the Scheme or the Simplification, save as set out below.

2.1.7 Should the Scheme become effective, the Executive Directors will remain on their existing terms of employment. The Scheme will not have an impact on the remuneration payable to the Executive Directors except in relation to Mondi Limited share plan entitlements, which will be replaced with comparable rights to Mondi plc Ordinary Shares on the SA Register as further detailed in paragraph 9 of Part V of this Circular. Post-Simplification, any share-based awards granted to the Executive Directors will relate solely to Mondi plc Ordinary Shares.

2.1.8 No other service contracts have been entered into or amended within six months before the Latest Practicable Date.

2.2 Non-Executive Directors' letters of appointment

All Non-Executive Directors currently have letters of appointment with Mondi Limited and Mondi plc pursuant to which they were appointed for an initial period of three years. In accordance with best practice, Non-Executive Directors are subject to annual re-election at the annual general meetings of Mondi Limited and Mondi plc. Appointments may be terminated by either party with six months' notice. No compensation is payable on termination, other than accrued fees and expenses. Following the Simplification, the Non-Executive Directors will have letters of appointment with Mondi plc on similar terms.

3 Authorised and Issued Shares of Mondi Limited; Options

As at the Latest Practicable Date, the authorised and issued Mondi Limited Shares were as follows:

	<u>Authorised</u>	<u>Issued</u>
Mondi Limited Ordinary Shares	250,000,000	118,312,975
Mondi Limited Special Converting Shares.....	650,000,000	367,240,805
Mondi Limited Special Rights Share.....	1	1
Mondi Limited SA DAN Share	1	1
Mondi Limited SA DAS Share	1	1

As at the Latest Practicable Date, the Mondi Limited BSP/LTIP Participants hold awards in respect of 97,924 Mondi Limited Ordinary Shares, which will be impacted by the Simplification as further detailed in paragraph 9 of Part V of this Circular.

4 Interests of the Directors of Mondi Limited in Mondi Limited Shares

At the Latest Practicable Date, the Directors of Mondi Limited held, directly and indirectly, beneficial interests in, or holdings of, 208 Mondi Limited Ordinary Shares, representing approximately 0.0002% of the total issued ordinary share capital of Mondi Limited. The direct and indirect beneficial interests, or holdings, of the Directors of Mondi Limited are as follows:

Director	Beneficial		Total Mondi Limited Ordinary Shares	Total %
	Direct	Indirect		
Andrew King	0	208	208	0
Peter Oswald	0	0	0	0
Fred Phaswana	0	0	0	0
David Williams	0	0	0	0
Dominique Reiniche	0	0	0	0
Stephen Harris.....	0	0	0	0
Tanya Fratto	0	0	0	0
Stephen Young.....	0	0	0	0

As at the Latest Practicable Date, the Directors of Mondi Limited had the outstanding awards over Mondi Limited Shares set out in the following table:

Director	Group Share Plan	Date of original award	Expected first date of exercise / date of vesting	Number of Mondi Limited Ordinary Shares over which awards are outstanding as at the Latest Practicable Date
Fred Phaswana	N/A	N/A	N/A	N/A
David Williams	N/A	N/A	N/A	N/A
Peter Oswald	N/A	N/A	N/A	N/A
Andrew King	Mondi Limited Bonus Share Plan	24 March 2017	March 2020	3,608
	Mondi Limited Long Term Incentive Plan	12 May 2017	March 2020	15,796
Dominique Reiniche	N/A	N/A		N/A
Stephen Harris	N/A	N/A		N/A
Tanya Fratto	N/A	N/A		N/A
Stephen Young	N/A	N/A		N/A

The Directors of Mondi Limited did not engage in any dealings in Mondi Limited Shares during the period beginning six months before the Latest Practicable Date, except as set out below:

Director	Date	Volume acquired / (sold)	Price (cents)
Andrew King	7 March 2019	(21,323)	34,063.3951 per share

5 Interests of Mondi plc and its Directors in Mondi Limited Shares

At the Latest Practicable Date, the Directors of Mondi plc held, directly and indirectly, beneficial interests in, or holdings of, 208 Mondi Limited Ordinary Shares, representing approximately 0.0002% of the total issued ordinary share capital of Mondi Limited. The direct and indirect beneficial interests, or holdings, of the Directors of Mondi plc are as follows:

Director	Beneficial		Total Mondi Limited Ordinary Shares	Total %
	Direct	Indirect		
Andrew King	0	208	208	0
Peter Oswald	0	0	0	0
Fred Phaswana	0	0	0	0
David Williams	0	0	0	0
Dominique Reiniche	0	0	0	0
Stephen Harris	0	0	0	0
Tanya Fratto	0	0	0	0
Stephen Young	0	0	0	0

As at the Latest Practicable Date, the Directors of Mondi plc had the outstanding awards over Mondi Limited Shares set out in the following table:

Director	Group Share Plan	Date of original award	Expected first date of exercise / date of vesting	Number of Mondi Limited Ordinary Shares over which awards are outstanding as at the Latest Practicable Date
Fred Phaswana	N/A	N/A	N/A	N/A
David Williams	N/A	N/A	N/A	N/A
Peter Oswald	N/A	N/A	N/A	N/A
Andrew King	Mondi Limited Bonus Share Plan	24 March 2017	March 2020	3,608
	Mondi Limited Long Term Incentive Plan	12 May 2017	March 2020	15,796
Dominique Reiniche	N/A	N/A	N/A	N/A
Stephen Harris.....	N/A	N/A	N/A	N/A
Tanya Fratto	N/A	N/A	N/A	N/A
Stephen Young.....	N/A	N/A	N/A	N/A

The Directors of Mondi plc did not engage in any dealings in Mondi Limited Shares during the period beginning six months before the Latest Practicable Date, except as set out below:

Director	Date	Volume acquired / (sold)	Price (cents)
Andrew King	7 March 2019	(21,323)	34,063.3951 per share

At the Latest Practicable Date, Mondi plc did not hold, directly and indirectly, beneficial interests in, or holdings of, Mondi Limited Shares.

Mondi plc did not engage in any dealings in Mondi Limited Shares during the period beginning six months before the Latest Practicable Date.

At the Latest Practicable Date, the Mondi Incentive Schemes Trust held, directly and indirectly, beneficial interests in, or holdings of, 262,658 Mondi Limited Ordinary Shares.

6 Interests of the Directors of Mondi plc in Mondi plc Shares

At the Latest Practicable Date, the Directors of Mondi plc held, directly and indirectly, beneficial interests in, or holdings of, 275,287 Mondi plc Ordinary Shares, representing approximately 0.075% of the total issued ordinary share capital of Mondi plc. The direct and indirect beneficial interests, or holdings, of the Directors of Mondi plc are as follows:

Director	Beneficial		Total Mondi plc Ordinary Shares	Total %
	Direct	Indirect		
Andrew King	7,970	65,000	72,970	0.02
Peter Oswald	0	186,518	186,518	0.05
Fred Phaswana	0	5,773	5,773	0
David Williams	5,000	0	5,000	0
Dominique Reiniche	1,000	0	1,000	0
Stephen Harris.....	0	1,000	1,000	0
Tanya Fratto	0	1,000	1,000	0
Stephen Young.....	0	2,026	2,026	0

As at the Latest Practicable Date, the Directors of Mondi plc had the outstanding awards over Mondi plc Shares set out in the following table:

<u>Director</u>	<u>Group Share Plan</u>	<u>Date of original award</u>	<u>Expected first date of exercise / date of vesting</u>	<u>Number of Mondi plc Ordinary Shares over which awards are outstanding as at the Latest Practicable Date</u>
Fred Phaswana	N/A	N/A	N/A	N/A
David Williams	N/A	N/A	N/A	N/A
Peter Oswald	Mondi plc Bonus Share Plan	24 March 2017	March 2020	17,730
	Mondi plc Bonus Share Plan	27 March 2018	March 2021	23,030
	Mondi plc Long Term Incentive Plan	12 May 2017	March 2020	99,555
	Mondi plc Long Term Incentive Plan	27 March 2018	March 2021	104,879
Andrew King	Mondi plc Bonus Share Plan	24 March 2017	March 2020	8,427
	Mondi plc Bonus Share Plan	27 March 2018	March 2021	12,501
	Mondi plc Long Term Incentive Plan	12 May 2017	March 2020	36,894
	Mondi plc Long Term Incentive Plan	27 March 2018	March 2021	52,719
Dominique Reiniche	N/A	N/A	N/A	N/A
Stephen Harris.....	N/A	N/A	N/A	N/A
Tanya Fratto	N/A	N/A	N/A	N/A
Stephen Young.....	N/A	N/A	N/A	N/A

The Directors of Mondi plc did not engage in any dealings in Mondi plc Shares during the period beginning six months before the Latest Practicable Date, except as set out below:

<u>Director</u>	<u>Date</u>	<u>Volume acquired / (sold)</u>	<u>Price (pence)</u>
Peter Oswald	14 December 2018	5,000	1,597 per share
Peter Oswald	7 March 2019	(82,063)	1,791.0698 per share
Andrew King	7 March 2019	(41,350)	1,791.0698 per share

In addition to the dealings noted above, Andrew King participates in the Mondi plc SIP in terms of which employees may, on a monthly recurring basis, invest up to £150.00 per month in Mondi plc Ordinary Shares (at the prevailing market price), which investment is then matched in an equal amount by Mondi plc.

7 Interests of Mondi Limited and its Directors in Mondi plc Shares

At the Latest Practicable Date, the Directors of Mondi Limited held, directly and indirectly, beneficial interests in, or holdings of, 275,287 Mondi plc Ordinary Shares, representing approximately 0.075% of the total issued ordinary share capital of Mondi plc. The direct and indirect beneficial interests, or holdings, of the Directors of Mondi Limited are as follows:

Director	Beneficial		Total Mondi plc Ordinary Shares	Total %
	Direct	Indirect		
Andrew King	7,970	65,000	72,970	0.02
Peter Oswald	0	186,518	186,518	0.05
Fred Phaswana	0	5,773	5,773	0
David Williams	5,000	0	5,000	0
Dominique Reiniche	1,000	0	1,000	0
Stephen Harris.....	0	1,000	1,000	0
Tanya Fratto	0	1,000	1,000	0
Stephen Young.....	0	2,026	2,026	0

As at the Latest Practicable Date, the Directors of Mondi Limited had the outstanding awards over Mondi plc Shares set out in the following table:

Director	Group Share Plan	Date of original award	Expected first date of exercise / date of vesting	Number of Mondi plc Ordinary Shares over which awards are outstanding as at the Latest Practicable Date
Fred Phaswana	N/A	N/A	N/A	N/A
David Williams.....	N/A	N/A	N/A	N/A
Peter Oswald	Mondi plc Bonus Share Plan	24 March 2017	March 2020	17,730
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	Mondi plc Long Term Incentive Plan	12 May 2017	March 2020	36,894
	Mondi plc Long Term Incentive Plan	27 March 2018	March 2021	52,719
Dominique Reiniche	N/A	N/A	N/A	N/A
Stephen Harris.....	N/A	N/A	N/A	N/A
Tanya Fratto	N/A	N/A	N/A	N/A
Stephen Young.....	N/A	N/A	N/A	N/A

Mondi Limited and the Directors of Mondi Limited did not engage in any dealings in Mondi plc Shares during the period beginning six months before the Latest Practicable Date, except as set out below:

Director	Date	Volume acquired / (sold)	Price (pence)
Peter Oswald.....	14 December 2018	5,000	1,597 per share
Peter Oswald.....	7 March 2019	(82,063)	1,791.0698 per share
Andrew King	7 March 2019	(41,350)	1,791.0698 per share

In addition to the dealings noted above, Andrew King participates in the Mondi plc SIP in terms of which employees may, on a monthly recurring basis, invest up to £150.00 per month in Mondi plc Ordinary Shares (at the prevailing market price), which investment is then matched in an equal amount by Mondi plc.

At the Latest Practicable Date, Mondi Limited did not hold, directly and indirectly, beneficial interests in, or holdings of, Mondi plc Shares.

Mondi Limited did not engage in any dealings in Mondi plc Shares during the period beginning six months before the Latest Practicable Date.

At the Latest Practicable Date, the Mondi Employee Share Trust held, directly and indirectly, beneficial interests in, or holdings of, 697,221 Mondi plc Ordinary Shares.

8 Pro forma financial information and historical financial information

8.1 Mondi Limited and Mondi plc operate under a DLC structure. Mondi Limited and Mondi plc currently prepare and report combined and consolidated financial information and statements that incorporate the combined assets and activities of Mondi Limited and Mondi plc. All public disclosures and interactions with the market in relation to the financial position and performance of the Group are based on the combined and consolidated accounts of the Group.

8.2 The Simplification would combine these assets and activities under Mondi plc, but would have no impact on the total assets, total liabilities and total ordinary equity interests of the Group. The Simplification will also result in no significant change to the basis of preparation of the financial statements or the accounting policies applied. There would be different allocations to the capital and reserves in the consolidated accounts (as the Simplification will result in only one class of ordinary shares). In particular, given Mondi Limited will become a subsidiary of the Group, Mondi Limited share capital will be eliminated on consolidation and, in consequence, the consolidated financial statements of the Group will only reflect Mondi plc share capital and a capital redemption reserve, which arises on the cancellation of the deferred shares. The difference between the nominal value of the new shares issued by Mondi Limited and Mondi plc stated capital recorded within the Group equity immediately prior to the Simplification will be recognised in a merger reserve within equity. The estimated costs for the implementation of the Simplification are between €20 million and €22 million of which around €15 million are contingent on the successful implementation of the Simplification. Save for these one-off items, the Simplification is not expected to have any other impact on the reported profits or equity of the business. The above summary of accounting implications assumes that the Appraisal Rights process is not invoked.

8.3 Given the above, no pro forma financial information in relation to the Simplification has been presented.

8.4 The full set of audited combined and consolidated annual financial statements for the Group for the years ended 31 December 2018, 31 December 2017 and 31 December 2016 are available on the Group's website: www.mondigroup.com. Physical copies may also be requested up to and including the date of the Annual General Meeting of Mondi Limited, being Thursday, 9 May 2019, from the SA Registrars at Link Market Services South Africa (Proprietary) Limited, at 13th Floor, 19 Ameshoff Street, Braamfontein, 2001, South Africa, or phone 0861 736 628

(South Africa) or +27 10 288 0399 (International) between 8:00 a.m. and 4:30 p.m. (SA time), Monday to Friday (excluding public holidays in South Africa), with your full name and the full address to which the hard copy may be sent. In addition, you may contact Link Market Services South Africa (Proprietary) Limited at the helpline above if you have any general queries in relation to the Simplification. (Calls are charged at the standard geographic rate and will vary by provider. Calls outside of South Africa will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that Link Market Services South Africa (Proprietary) Limited cannot provide any financial, legal or tax advice and calls may be recorded and monitored for training and security purposes.)

9 Agreements in relation to the Scheme

No agreements that are considered to be material to a decision regarding the Scheme to be taken by Mondi Limited Shareholders have been entered into between any of the following parties: Mondi Limited, Mondi plc, any Directors of Mondi plc (and persons who were directors of Mondi plc within the 12 months preceding the Latest Practicable Date), any Directors of Mondi Limited (and persons who were directors of Mondi Limited within the 12 months preceding the Latest Practicable Date), any holder of Mondi Limited securities (or persons who were holders thereof within the 12 months preceding the Latest Practicable Date) and any holders of Mondi plc securities or a beneficial interest in Mondi plc (or persons who were holders thereof or interested therein within the 12 months preceding the Latest Practicable Date).

10 Documents available for inspection

The following documents, or copies thereof, will be available for inspection at the registered offices of each of Mondi Limited and Mondi plc, as well as the office of UBS SA, as sponsor to Mondi Limited, during normal business hours from the date of this Circular to and including the date of the Annual General Meeting of Mondi Limited:

- the Prospectus, together with any supplementary prospectus thereto (from the date of publication of any such supplementary prospectus);
- the Existing Mondi Limited Memorandum of Incorporation;
- the Amended Mondi Limited Memorandum of Incorporation;
- the Existing Mondi plc Articles of Association;
- the Amended Mondi plc Articles of Association;
- the New Mondi plc Articles of Association;
- the Independent Expert's Report, together with sections 115 and 164 of the SA Companies Act which have been attached to the Independent Expert's Report as Appendix A;
- Mondi Limited's and Mondi plc's consolidated audited annual financial statements for the three years ended 31 December 2018, 31 December 2017 and 31 December 2016;
- a copy of the Mondi Limited LTIP rules;
- a copy of the Mondi Limited BSP rules;
- copies of the Mondi Limited Directors' service contracts referred to in paragraph 2 of this Part IV;
- copies of the written consents referred to in paragraph 11 of this Part IV;
- the TRP's written approval of this Circular;
- a signed copy of this Circular; and
- a copy of the Mondi plc Circular.

11 Consents

The Legal Advisers, Independent Expert, Sponsor, Auditor and the Transfer Secretary listed in the section entitled "*Corporate Information and Advisers*" have consented in writing to act in the capacities stated and to their names being stated in this Circular and, where applicable, to the inclusion of their reports in the form and context in which they have been reproduced in this

Circular, and have not, prior to the Latest Practicable Date, withdrawn their consents prior to publication of this Circular.

12 Directors' responsibility statement

12.1 Mondi Limited Independent Board responsibility statement

The Mondi Limited Independent Board collectively and individually accept responsibility for the information contained in this Circular to the extent that it relates to Mondi Limited. In addition, they certify that, to the best of their knowledge and belief, the information contained in this Circular pertaining to Mondi Limited is true and, where appropriate, this Circular does not omit anything that is likely to affect the importance of the information contained in this Circular pertaining to Mondi Limited. No Director on the Mondi Limited Independent Board is excluded from this statement.

12.2 Mondi Limited responsibility statement

The Mondi Limited Board collectively and individually accept responsibility for the information contained in this Circular to the extent that it relates to Mondi Limited. In addition, they certify that, to the best of their knowledge and belief, the information contained in this Circular pertaining to Mondi Limited is true and, where appropriate, this Circular does not omit anything that is likely to affect the importance of the information contained in this Circular pertaining to Mondi Limited. No Director of Mondi Limited is excluded from this statement.

12.3 Mondi plc responsibility statement

The Mondi plc Board collectively and individually accept responsibility for the information contained in this Circular to the extent that it relates to Mondi plc. In addition, they certify that, to the best of their knowledge and belief, the information contained in this Circular pertaining to Mondi plc is true and, where appropriate, this Circular does not omit anything that is likely to affect the importance of the information contained in this Circular pertaining to Mondi plc. No Director of Mondi plc is excluded from this statement.

13 Opinions and recommendations

13.1 Appointment of an Independent Expert

The Mondi Limited Independent Board has appointed the Independent Expert, an independent adviser acceptable to the TRP, to provide an independent professional expert's opinion regarding the Scheme, and to make appropriate recommendations to the Mondi Limited Independent Board and Mondi Limited Shareholders in the form of a report contemplated in section 114 of the SA Companies Act and regulations 90 and 110 of the Takeover Regulations, as applicable.

13.2 Report of the Independent Expert

13.2.1 The Independent Expert has, as contemplated in regulation 110(1) of the Takeover Regulations, performed a valuation on the Mondi Limited Ordinary Shares and has, as contemplated in regulation 110(10) of the Takeover Regulations, performed a valuation on the New Mondi plc Shares to be issued as Scheme Consideration.

13.2.2 The report of the Independent Expert also includes the matters required by section 114(3) of the SA Companies Act.

13.2.3 Taking into consideration the terms and conditions of the Scheme, the Independent Expert is of the opinion that such terms and conditions are fair and reasonable to Mondi Limited Shareholders. Mondi Limited Shareholders are referred to Annex I to this Circular, which sets out the full text of the Independent Expert's Report.

13.3 Views of the Mondi Limited Independent Board

13.3.1 As required under the DLC arrangements, all of the Directors serve on the boards of both Mondi Limited and Mondi plc. The Non-Executive Directors and the Joint Chairs have been appointed by the Group Shareholders to serve, and have since their respective appointments served, in an independent capacity for both Mondi Limited and Mondi plc and for the Group as a whole. The Non-Executive Directors

have accordingly been appointed as the Mondi Limited Independent Board for the purposes of the Takeover Regulations.

13.3.2 The Mondi Limited Independent Board, after due consideration of the Independent Expert's Report, and in accordance with its responsibilities in terms of regulation 110 of the Takeover Regulations, has formed a view of the range of the fair value of the Mondi Limited Ordinary Shares, which accords with the valuation range contained in the Independent Expert's Report.

13.3.3 The Mondi Limited Independent Board has, in accordance with regulation 110(6) of the Takeover Regulations, considered whether there are any factors that are difficult to quantify, or are unquantifiable, in determining the fairness of the Scheme and has determined that there are no such factors of which it is aware. The Mondi Limited Independent Board endorses the rationale for the Simplification as set out in paragraph 3 of Part I of this Circular.

13.3.4 The Mondi Limited Independent Board has not received any other offers within six months before the Latest Practicable Date.

13.3.5 The Mondi Limited Independent Board, taking into account the Independent Expert's Report, has considered the terms and conditions thereof, and are unanimously of the opinion that the terms and conditions of the Scheme are both fair and reasonable to Mondi Limited Shareholders and, accordingly, recommend that Mondi Limited Shareholders vote in favour of the Scheme Resolution.

13.4 Voting of Mondi Limited Directors

The Directors of Mondi Limited intend to vote their beneficial holdings of Mondi Limited Ordinary Shares in favour of the Scheme Resolution, the Simplification Resolutions and the Post-Simplification Resolutions.

PART V

TERMS AND CONDITIONS OF THE SCHEME

In terms of section 114(1) of the SA Companies Act, the Mondi Limited Board hereby proposes the Scheme, on the terms set out in this Part V, between Mondi Limited and the Mondi Limited Shareholders, and to which Mondi plc agrees and is hereby bound.

1 The Scheme

1.1 Subject to the Scheme becoming unconditional in accordance with its terms and save as further provided in this Part V, on and with effect from the Scheme Effective Time:

1.1.1 in respect of all of the Buyback Shares, the relevant Scheme Participants (whether or not they voted in favour of the Scheme or abstained from voting) holding such Buyback Shares will:

- (a) be deemed to have disposed of and automatically transferred all such Buyback Shares, free of encumbrances, to Mondi Limited by way of a buyback of the relevant Buyback Shares, without any further act or instrument being required, which Buyback Shares will automatically be cancelled and returned to the status of authorised but unissued ordinary shares of Mondi Limited; and
- (b) be entitled to receive the Scheme Consideration for each such Buyback Share bought back by Mondi Limited pursuant to the Scheme, subject to the remaining provisions of this Part V, and the Transfer Secretary will, in accordance with its mandate from each of Mondi Limited and Mondi plc, administer the issue of the New Mondi plc Shares to such Scheme Participants, which will be settled in accordance with the provisions of paragraph 6 of this Part V;

1.1.2 in respect of all of the Transfer Shares (i.e. all Scheme Shares other than those subject to paragraph 1.1.1(a) of this Part V), the relevant Scheme Participants (whether or not they voted in favour of the Scheme or abstained from voting) holding such Transfer Shares will:

- (a) be deemed to have disposed of and automatically transferred all such Transfer Shares, free of encumbrances, to Mondi plc, and Mondi plc will be deemed to have acquired registered and beneficial ownership of all such Transfer Shares, without any further act or instrument being required; and
- (b) be entitled to receive the Scheme Consideration for each Transfer Share transferred to Mondi plc pursuant to the Scheme, subject to the remaining provisions of this Part V, and the Transfer Secretary will, in accordance with its mandate from each of Mondi Limited and Mondi plc, administer the issue of the New Mondi plc Shares to such Scheme Participants, which will be settled in accordance with the provisions of paragraph 6 of this Part V.

1.2 In respect of each Buyback Share, Mondi Limited delegates to Mondi plc, and Mondi plc assumes, the obligation to discharge the Scheme Consideration (being, for the avoidance of doubt, one New Mondi plc Share for every one Buyback Share) in consideration for which Mondi Limited agrees to issue to Mondi plc one New Mondi Limited Ordinary Share (in Certificated Form or, if Mondi Limited and Mondi plc agree, in Dematerialised Form) for each one New Mondi plc Share to be issued to the holders of the Buyback Shares at the Scheme Effective Time. The New Mondi Limited Ordinary Shares shall be issued to Mondi plc immediately prior to the transfer and cancellation of the Buyback Shares at the Scheme Effective Time (or such later time/s as Mondi Limited and Mondi plc may agree).

1.3 Each Scheme Participant irrevocably and *in rem suam* authorises and nominates Mondi Limited, as principal, with power of substitution, to cause the Scheme Shares disposed of by the Scheme Participants in terms of the Scheme to (i) in respect of the Buyback Shares, be transferred to, and cancelled by, Mondi Limited and (ii) in respect of the Transfer Shares, be transferred to, and registered in the name of, Mondi plc, in each such case on or at any time after the Scheme Effective Time, and to do all such things and take all such steps (including the signing of any transfer form) as Mondi Limited, in its discretion, considers necessary in order to give effect to such transfer, cancellation and/or registration, as applicable.

- 1.4 The Scheme Consideration will be satisfied, in full, in accordance with the terms of the Scheme without regard to any lien, right of set-off, counterclaim or other analogous right to which Mondi Limited or Mondi plc may otherwise be, or claim to be, entitled against a Scheme Participant.
- 1.5 Mondi Limited, as principal, will procure that Mondi plc complies with its obligations under the Scheme, and Mondi Limited alone will have the right to enforce those obligations (if necessary) against Mondi plc.
- 1.6 The rights of the Scheme Participants to receive the Scheme Consideration will be rights enforceable by Scheme Participants against Mondi Limited only. Scheme Participants will be entitled to require Mondi Limited to enforce its rights in terms of the Scheme against Mondi plc.
- 1.7 No part of the Scheme Consideration will bear interest.
- 1.8 The effect of the Scheme will be that, *inter alia*, Mondi plc will, with effect from the Scheme Effective Time, become the registered and beneficial owner of all Scheme Shares (other than the Buyback Shares which will return to the status of authorised but unissued Mondi Limited Ordinary Shares).
- 1.9 Mondi Limited and Mondi plc agree in favour of one another that, upon the Scheme becoming effective, they will give effect to the terms and conditions of the Scheme and will take all actions and sign all necessary documents to give effect to the Scheme.

2 Buyback Option

- 2.1 There is no obligation on Scheme Participants to make an election under the Scheme, unless Scheme Participants wish to elect the Buyback Option.
- 2.2 Save as otherwise provided in this Part V, Scheme Participants who wish to dispose of all or some of their Mondi Limited Ordinary Shares under the Scheme pursuant to the Buyback Option must make valid and timeous elections to do so in accordance with the provisions of paragraphs 6.2, 7.2 and/or 8.2, as applicable, of the Section of this Circular titled "*Action Required by Mondi Limited Shareholders in relation to the Simplification*".
- 2.3 If no election is made, or if an election is not validly or timeously made, the Buyback Option shall not apply and the relevant Mondi Limited Ordinary Shares will be subject to the Scheme as Transfer Shares.
- 2.4 The Buyback Option is subject to Mondi Limited meeting the Solvency and Liquidity Requirements on the relevant date on which such Buyback Option is implemented. The Board of Mondi Limited has considered, and Mondi Limited has met, the Solvency and Liquidity Requirements as at 19 March 2019, subject to the Scheme Conditions being fulfilled. In accordance with the SA Companies Act, the implementation of the Buyback Option will therefore remain authorised and continue to satisfy the Solvency and Liquidity Requirements (and thus be authorised to be implemented) for a period of 120 Business Days thereafter, i.e. until the Renewal Date. In the event that the Scheme Condition in paragraph 3.1.4 of this Part V of this Circular is waived, or the Buyback Option under the Scheme (or part thereof) is implemented after the Renewal Date, Mondi Limited would need to consider the Solvency and Liquidity Requirements again in light of the then prevailing circumstances.
- 2.5 If, at any relevant time, Mondi Limited is unable to implement the Buyback Option due to it failing to meet the Solvency and Liquidity Requirements, or otherwise, the Buyback Option shall cease to apply at such time, any applicable elections in respect thereof shall cease and the Mondi Limited Ordinary Shares held by Scheme Participants shall be classified as Transfer Shares and subject to the Scheme as such.
- 2.6 Elections for the Buyback Option may be altered in accordance with, and subject to, the applicable provisions set out in paragraphs 6.2, 7.2 and/or 8.2, as applicable, of the Section of this Circular titled "*Action Required by Mondi Limited Shareholders in relation to the Simplification*".
- 2.7 If Scheme Participants who elect the Buyback Option for some or all of their Mondi Limited Ordinary Shares either hold fewer shares than those stated in the election or subsequently sell or transfer those Mondi Limited Ordinary Shares, or acquire additional Mondi Limited Ordinary Shares, such Scheme Participants must update their election for their exact revised

shareholding and/or the remaining (and, if applicable, additional) Mondi Limited Ordinary Shares with the Transfer Secretary, or through their CSDP, Broker or nominee (as the case may be). In the absence of updating their election:

- 2.7.1** should any Scheme Participants elect for the Buyback Option and subsequently sell or transfer those Mondi Limited Ordinary Shares, or acquire additional Mondi Limited Ordinary Shares, Mondi Limited will not be liable for any costs, expenses, liabilities, taxes and/or losses incurred or suffered by such Scheme Participants, whether directly or indirectly, as a result of or relating to such Scheme Participant not participating in the Buyback Option, and/or receiving the Scheme Consideration thereunder, in accordance with their original election;
- 2.7.2** in respect of Scheme Participants who are Dematerialised Shareholders, their choice of the Buyback Option will be adjusted in accordance with the rules of Strate and the Buyback Option may not necessarily apply to the same extent as originally elected for; and
- 2.7.3** in respect of Scheme Participants who are Certificated Shareholders, the following rules will apply:
 - (a) in the event that a Scheme Participant has validly elected the Buyback Option in respect of a stated or determinable number of Mondi Limited Ordinary Shares, and it holds a greater number of Mondi Limited Ordinary Shares which are subject to the election, that election shall be applied first, and the balance (if any) of such Scheme Participant's shareholding of Mondi Limited Ordinary Shares shall be subject to the Transfer Option under the Scheme; and
 - (b) in the event that a Scheme Participant has validly elected the Buyback Option in respect of a stated or determinable number of Mondi Limited Ordinary Shares, and it holds a lesser number of Mondi Limited Ordinary Shares, that election shall be applied to all such Mondi Limited Ordinary Shares subject to the election and no Mondi Limited Ordinary Shares shall accordingly be categorised as Transfer Shares and be purchased by Mondi plc under the Scheme.

3 Scheme Conditions

- 3.1** The implementation of the Scheme will be subject to the fulfilment or, if applicable, waiver (in whole or in part), on or before the Longstop Date, of the following Scheme Conditions:
 - 3.1.1** the Simplification Resolutions are declared adopted by the requisite Group Shareholders (as indicated in the Notice);
 - 3.1.2** the Scheme Resolution is declared adopted by the requisite Mondi Limited Shareholders (as indicated in the Notice), which Scheme Resolution is a special resolution approving the Scheme pursuant to section 115(2)(a) of the SA Companies Act, and in the event of the provisions of section 115(2)(c) of the SA Companies Act becoming applicable:
 - (a) the High Court of South Africa approves the Scheme; and
 - (b) if applicable, Mondi Limited not treating the Scheme Resolution as a nullity as contemplated in section 115(5)(b) of the SA Companies Act;
 - 3.1.3** all Regulatory Consents are received on an unconditional basis, or to the extent that any such Regulatory Consents are subject to any obligation, undertaking, condition or qualification, Mondi Limited and Mondi plc confirm in writing to each other that the obligation, undertaking, condition or qualification is acceptable to them;
 - 3.1.4** with regard to Mondi Limited Shareholders exercising their Appraisal Rights (if any), either:
 - (a) Mondi Limited Shareholders give notice objecting to the Scheme as contemplated in section 164(3) of the SA Companies Act and vote against the Scheme at the Mondi Limited Annual General Meeting in respect of less than or equal to 5% of all of the Mondi Limited Ordinary Shares; or

- (b) if Mondi Limited Shareholders give notice objecting to the Scheme and vote against the Scheme at the Mondi Limited Annual General Meeting in respect of more than 5% of all of the Mondi Limited Ordinary Shares, then, within the time period permitted in terms of the SA Companies Act, Dissenting Shareholders have exercised Appraisal Rights, by giving valid demands in terms of sections 164(5) to 164(8) of the SA Companies Act, in respect of less than or equal to 5% of all the Mondi Limited Ordinary Shares, or not at all,

provided that this Scheme Condition will not fail unless and until Mondi Limited or Mondi plc give the other written notice that not all of the Scheme Conditions have been fulfilled or waived on or before the Longstop Date;

- 3.1.5** the amendments to the Existing Mondi Limited Memorandum of Incorporation approved as part of the Simplification Resolutions are filed with, and accepted by, the CIPC;
- 3.1.6** the JSE and the LSE have given in principle approval to admit the New Mondi plc Shares to trading and the FCA has given in principle approval to admit the New Mondi plc Shares to the UK Official List, each such approval being on terms and/or conditions satisfactory to Mondi Limited and Mondi plc, or Mondi Limited and Mondi plc otherwise being satisfied that the New Mondi plc Shares have been or will be admitted to trading on the LSE and JSE and admitted to the UK Official List on or before the first Trading Day after the Scheme Effective Time; and
- 3.1.7** the Simplification Notice being given by either Mondi Limited to Mondi plc or *vice versa*.
- 3.2** All of the Scheme Conditions are for the benefit of Mondi Limited and Mondi plc. The Scheme Conditions in paragraphs 3.1.3, 3.1.4 and 3.1.5 may be waived, in whole or in part, by written agreement between Mondi Limited and Mondi plc on or before the date for fulfilment of such Scheme Conditions; provided that Mondi Limited and Mondi plc will not be entitled to waive the requirement for the issue by the TRP of a compliance certificate without the prior written consent of the TRP. The Scheme Conditions in paragraphs 3.1.1, 3.1.2, 3.1.6 and 3.1.7 may be waived, in whole or in part, by written agreement between Mondi Limited and Mondi plc on or before the date for fulfilment of such Scheme Conditions but only to the extent that such waiver results in an outcome which is not materially adversely different to the position which would have prevailed had such Scheme Condition been wholly fulfilled.
- 3.3** The dates and times for the fulfilment or waiver of any one or more of the Scheme Conditions may be extended by written agreement between Mondi Limited and Mondi plc from time to time.
- 3.4** If a Regulatory Consent is granted subject to an obligation, undertaking, condition or qualification, either Mondi Limited or Mondi plc shall be entitled to bring appeal or review proceedings if the other of them consents thereto in writing and if after the review or appeal the original order or decision granted by the relevant Authority is upheld or it is substituted for a decision which equally fails the Scheme Condition, then the Scheme Condition in paragraph 3.1.3 of this Part V shall fail unless Mondi Limited and Mondi plc waive the Scheme Condition or revise their acceptance of the relevant obligation, undertaking, condition or qualification such that the Scheme Condition is satisfied.
- 3.5** Notwithstanding anything to the contrary in this paragraph 3 of this Part V, but without prejudice to any other rights and/or obligations which Mondi Limited or Mondi plc may have in law, the Scheme Conditions will be read *pro non-scripto* for all purposes upon the issue on SENS of the Finalisation Announcement jointly approved by Mondi Limited and Mondi plc.

4 Termination events

- 4.1** The Scheme will terminate and the Scheme Resolution shall be treated as a nullity forthwith:
- 4.1.1** upon written notice from either Mondi Limited to Mondi plc, or Mondi plc to Mondi Limited, if not all the Scheme Conditions have been fulfilled or waived, on or before the relevant date/s for fulfilment or waiver; or
- 4.1.2** by written agreement between Mondi Limited and Mondi plc to such effect.

4.2 Neither Mondi plc nor Mondi Limited shall be entitled to terminate or otherwise cancel the Scheme on or prior to the Scheme Last Day to Trade, other than as set out in paragraph 4.1 of this Part V.

4.3 Neither Mondi plc nor Mondi Limited shall be entitled to terminate or otherwise cancel the Scheme after the Scheme Last Day to Trade.

5 Issue and allotment of the New Mondi plc Shares

5.1 The New Mondi plc Shares will be issued credited as fully paid and will rank *pari passu* in all respects with (i) each other; and (ii) the existing Mondi plc Ordinary Shares at the time of such issue.

5.2 The direct costs of the allotment and issue of the New Mondi plc Shares will be borne by Mondi plc. (For the avoidance of doubt, Scheme Participants will be liable for their own costs, expenses and taxes arising from the buyback and/or transfer of the Scheme Shares and/or receipt of the New Mondi plc Shares and otherwise arising from the implementation of the Scheme.) All New Mondi plc Shares to be issued are subject to the provisions of the articles of association of Mondi plc as in force from time to time.

5.3 New Mondi plc Shares can only be traded on the JSE trading system in electronic form, as detailed more fully in paragraph 8 of this Part V.

5.4 Mondi plc will adhere to the recognised and standardised electronic clearing and settlement procedures operating within the JSE environment in respect of the New Mondi plc Shares on the Mondi plc SA Register.

5.5 Subsequent to implementation of the Scheme, Mondi plc Shareholders are entitled to rematerialise their Dematerialised New Mondi plc Shares at any time, should they so wish, in accordance with the applicable rules.

6 Settlement of the Scheme Consideration

6.1 Subject to the Scheme becoming effective, and subject to the remainder of this paragraph 6 of this Part V, Scheme Participants will be entitled to receive the Scheme Consideration in respect of each Scheme Share disposed by them under the Scheme.

6.2 Settlement of the Scheme Consideration is subject, amongst others, to the Exchange Control Regulations, the salient provisions of which are set out in Annex III to this Circular.

6.3 From the first Trading Day after the Scheme Last Day to Trade and until admission of the New Mondi plc Shares to the JSE on the first Trading Day after the Scheme Effective Time (presently indicatively expected to be Monday, 1 July 2019), dealings will be permitted which reflect the expectation of the New Mondi plc Shares to be received pursuant to the Scheme, which will be issued on the Mondi plc SA Register, provided that:

6.3.1 Scheme Participants who are Excluded US Shareholders and Scheme Participants holding Certificated Shares (to the extent of such Certificated Shares) will not be able to conduct any such dealings; and

6.3.2 Scheme Participants holding Dematerialised Shares in respect of which they have elected the Buyback Option (to the extent of such election) may pursuant to the arrangements between them and their Brokers and/or CSDPs, have a portion of their prospective New Mondi plc Shares (or a beneficial entitlement thereto) withheld from such dealing to facilitate the processes in paragraphs 6.3.3 and 7.3.3 of the Section “*Action Required by Mondi Limited Shareholders in relation to the Simplification*”.

During this period there cannot be any transfers of Mondi plc Ordinary Shares between the Mondi plc SA Register and the Mondi plc UK Register. Such dealings may also be limited or restricted by the rules of Strate, and the applicable mandate between a Mondi Limited Shareholder and its CSDP or Broker, as applicable from time to time, and are effected entirely at the Mondi Limited Shareholders’ risk.

6.4 Against transfer of the Transfer Shares to Mondi plc and the Buyback Shares to Mondi Limited, Mondi Limited or its agents will administer the delivery of the New Mondi plc Shares to Scheme Participants in accordance with the provisions of the remainder of this paragraph 6 of this Part V.

- 6.5** In order to facilitate trading on the JSE through the Strate System of the New Mondi plc Shares which will be held in Dematerialised Form, such New Mondi plc Shares will, upon or following issue, be immobilised and registered in Certificated Form in the name of the Strate Nominee on the Mondi plc SA Register. This will not, however, affect the operation of the Strate System. The beneficial holders of such New Mondi plc Shares will be Underlying Shareholders and transfer and settlement of such beneficial title to the New Mondi plc Shares will be effected through the Strate System and in accordance with the Strate System Rules.
- 6.6** Scheme Participants who hold Dematerialised Shares will:
- 6.6.1** if they are not Dissenting Shareholders at the Scheme Record Time, have their accounts held at their CSDPs or Brokers debited with the Scheme Shares that are transferred to Mondi plc or bought back by Mondi Limited (as applicable) pursuant to the Scheme and credited with a beneficial entitlement to New Mondi plc Shares in accordance with the Exchange Ratio on the day of Admission; or
- 6.6.2** if they are still Dissenting Shareholders at the Scheme Record Time, have their accounts held at their CSDPs or Brokers debited with the Scheme Shares that are transferred to Mondi plc or bought back by Mondi Limited (as applicable) pursuant to the Scheme and credited with a beneficial entitlement to New Mondi plc Shares in accordance with the Exchange Ratio within five Business Days of the date on which they cease to be Dissenting Shareholders and become Scheme Participants.
- 6.7** Scheme Participants who hold Certificated Shares should note that if the Scheme becomes effective, they will have to surrender their Documents of Title in respect of their Mondi Limited Ordinary Shares in order to claim the New Mondi plc Shares owing to them in respect of the Scheme, irrespective of whether they voted in favour of the Scheme or not.
- 6.8** Scheme Participants who hold Certificated Shares and who are not Dissenting Shareholders at the Scheme Record Time:
- 6.8.1** who wish to receive New Mondi plc Shares in Dematerialised Form, who already have an account with a Broker or CSDP and have provided valid details of their CSDP or Broker account in the appropriate box in Part B and/or C of the Form of Election, Surrender and Transfer (*green*), will have their accounts held at their CSDPs or Brokers credited with a beneficial entitlement to New Mondi plc Shares in accordance with the Exchange Ratio: (i) on the day of Admission, if they surrendered their Documents of Title on or before the Election Record Time; or (ii) within five Business Days of the date on which they surrender their Documents of Title after the Election Record Time;
- 6.8.2** who: (i) wish to receive New Mondi plc Shares in Dematerialised Form, but do not already have an account with a Broker or CSDP and/or have not provided valid details of their CSDP or Broker account in the appropriate box in Part B and/or C of the Form of Election, Surrender and Transfer (*green*); or (ii) wish to receive New Mondi plc Shares in Certificated Form, then (A) on the day of Admission, if they surrendered their Documents of Title on or before the Election Record Time; or (B) within five Business Days of the date on which they surrender their Documents of Title after the Election Record Time:
- (a) an account in the name of a nominee, being Pacific Custodian Nominees (RF) (Pty) Limited will be credited with a beneficial entitlement to New Mondi plc Shares calculated in accordance with the Exchange Ratio, and Link Investor Services (Pty) Limited will, subject to what is stated below, hold such beneficial entitlement to such New Mondi plc Shares on trust absolutely for and on behalf of such Scheme Participant who will be recorded on a sub-register (also commonly known as the nominee sub-register) maintained by Link Investor Services (Pty) Limited. Such Scheme Participant will receive a statement from Link Investor Services (Pty) Limited, which will confirm the number of beneficial entitlements to New Mondi plc Shares held by such Scheme Participant; and
- (b) immediately following this (and in accordance with the process provided therefor in Strate), the New Mondi plc Shares in respect of which Link Investor Services (Pty) Limited holds a beneficial entitlement on trust absolutely for such Scheme Participant will be rematerialised and appropriate Documents of Title in respect of

the Certificated New Mondi plc Shares will be posted to such Scheme Participant, at the Scheme Participant's risk, within (I) seven Business Days of such shares having been rematerialised, if they surrendered their Documents of Title on or before the Election Record Time; or (II) five Business Days after the date on which they surrender their Documents of Title after the Election Record Time.

6.9 Scheme Participants who hold Certificated Shares and who were Dissenting Shareholders at the Scheme Record Time, but subsequently cease to be Dissenting Shareholders:

6.9.1 who wish to receive New Mondi plc Shares in Dematerialised form, who already have an account with a Broker or CSDP and have provided valid details of their CSDP or Broker account in the appropriate box in Part B and/or C of the Form of Election, Surrender and Transfer (*green*), will have their accounts held at their CSDPs or Brokers credited with a beneficial entitlement to New Mondi plc Shares in accordance with the Exchange Ratio within five Business Days of the later of: (i) the date on which they cease to be Dissenting Shareholders and become Scheme Participants; and (ii) the date on which they surrender their Documents of Title;

6.9.2 who: (i) wish to receive New Mondi plc Shares in Dematerialised Form, but do not already have an account with a Broker or CSDP and/or have not provided valid details of their CSDP or Broker account in the appropriate box in Part B and/or C of the Form of Election, Surrender and Transfer (*green*); or (ii) wish to receive New Mondi plc Shares in Certificated Form, then within five Business Days of the later of (A) the date on which they cease to be Dissenting Shareholders and become Scheme Participants; and (B) the date on which they surrender their Documents of Title:

(a) an account in the name of a nominee, being Pacific Custodian Nominees (RF) (Pty) Limited will be credited with a beneficial entitlement to New Mondi plc Shares calculated in accordance with the Exchange Ratio, and Link Investor Services (Pty) Limited will, subject to what is stated below, hold such beneficial entitlement to such New Mondi plc Shares on trust absolutely for and on behalf of such Scheme Participant who will be recorded on a sub-register (also commonly known as the nominee sub-register) maintained by Link Investor Services (Pty) Limited. Such Scheme Participant will receive a statement from Link Investor Services (Pty) Limited, which will confirm the number of beneficial entitlements to New Mondi plc Shares held by such Scheme Participant; and

(b) immediately following this (and in accordance with the process provided therefor in Strate), the New Mondi plc Shares in respect of which Link Investor Services (Pty) Limited holds a beneficial entitlement on trust absolutely for such Scheme Participant will be rematerialised and appropriate Documents of Title in respect of Certificated New Mondi plc Shares will be posted to such Scheme Participant, at the Scheme Participant's risk, within seven Business Days of the later of: (I) the date on which they cease to be Dissenting Shareholders and become Scheme Participants; and (II) the date on which they surrender their Documents of Title.

6.10 Where, on or subsequent to the Scheme Effective Time, a person who was not a registered holder of Scheme Shares at the Scheme Record Time tenders to the Transfer Secretary Documents of Title, together with a Form of Election, Surrender and Transfer (*green*), purporting to have been executed by or on behalf of the registered holder of such Scheme Shares and, provided that the Scheme Consideration has not already been delivered to the registered holder of the relevant Scheme Shares as contemplated in terms of this paragraph 6 of this Part V, then such delivery of the Documents of Title may be accepted by Mondi Limited and Mondi plc as if it were a valid action by the registered holder of the Scheme Shares concerned, provided that Mondi Limited and Mondi plc have been, if so required by either or both of them, provided with an indemnity on terms acceptable to them in respect of such Scheme Consideration.

6.11 In the case of:

6.11.1 Scheme Participants who are emigrants from (and whose registered addresses in the Mondi Limited Register are outside) the Common Monetary Area, if the complete

information regarding Authorised Dealers is not provided, as required in terms of Parts B and C of the Form of Election, Surrender and Transfer (*green*); and/or

6.11.2 the Scheme Consideration not being delivered to Scheme Participants who are Certificated Shareholders entitled thereto because the relevant Documents of Title have not been surrendered,

then an account in the name of a nominee, being Pacific Custodian Nominees (RF) (Pty) Limited will be credited with a beneficial entitlement to relevant New Mondi plc Shares calculated in accordance with the Exchange Ratio, and Link Investor Services (Pty) Limited will, subject to what is stated below, hold such beneficial entitlement to such New Mondi plc Shares on trust absolutely for and on behalf of such Scheme Participant who will be recorded on a sub-register (also commonly known as the nominee sub-register) maintained by Link Investor Services (Pty) Limited, pending receipt of (i) the necessary information or instructions (in the case of paragraph 6.11.1); and (ii) the relevant Documents of Title (in the case of paragraph 6.11.2. If, however, the necessary (i) information or instructions or (ii) Documents of Title have not been provided after a period of five years after the Scheme Effective Time, such New Mondi plc Shares (or a beneficial entitlement thereto) may be sold on behalf of and at such Scheme Participant's risk, with the relevant portion of the average net proceeds of such sales (after the deduction of all taxes, withholdings, expenses, fees and commissions incurred in connection with such sale) being paid to the benefit of the Guardian's Fund. Such proceeds may be claimed by the relevant Scheme Participant, subject to the requirements imposed by the Master of the High Court and applicable law. In this regard, all the relevant New Mondi plc Shares (or beneficial entitlements thereto) may be aggregated and disposed of in one or more tranches, in an orderly manner by the Transfer Secretaries or any other agent nominated by Mondi Limited. The payment of the proceeds from the sale of the relevant New Mondi plc Shares to the Guardian's Fund in accordance with the arrangements described above will be in full satisfaction of the rights of the relevant Scheme Participants to receive New Mondi plc Shares. Each relevant Scheme Participant irrevocably and *in rem suam* authorises and nominates Mondi Limited, as principal, with power of substitution, to dispose of such New Mondi plc Shares (or beneficial entitlements thereto) and pay such proceeds to the Guardian's Fund, and to do all such things and take all such steps as Mondi Limited, in its discretion, considers necessary in order to give effect thereto.

6.12 Mondi Limited and Mondi plc reserve the right (but shall not be obliged) to not effect or to treat as invalid, any issue and/or delivery of New Mondi plc Shares (or a beneficial entitlement thereto) to Scheme Participants who are Excluded US Shareholders, or some of them, in terms of the Scheme. In relation to Scheme Participants who are Excluded US Shareholders, the relevant persons shall be entitled (in their discretion), to do all things necessary or desirable to ensure compliance with applicable law and/or regulation, including not issuing or crediting New Mondi plc Shares (or a beneficial entitlement thereto) to such Excluded US Shareholders and instead issuing such New Mondi plc Shares and selling them (or a beneficial entitlement thereto) on behalf of and at such Excluded US Shareholders' risk, with the relevant portion of the average net proceeds of such sale (after the deduction of all taxes, withholdings, expenses, fees and commissions incurred in connection with such sale) being remitted to such Excluded US Shareholders, as soon as reasonably practicable following such sales by electronic funds transfer to such Excluded US Shareholders' bank accounts, if known, or otherwise by cheque by registered post at such Excluded US Shareholders' risk. In this regard, all the relevant New Mondi plc Shares (or beneficial entitlements thereto) may be aggregated and disposed of in one or more tranches, in an orderly manner by the Transfer Secretaries or any other agent nominated by Mondi Limited, including together with other New Mondi plc Shares (or beneficial entitlements thereto) so aggregated under the Scheme. The payment of the proceeds from the sale of the relevant New Mondi plc Shares (or beneficial entitlements thereto) to Excluded US Shareholders in accordance with the arrangements described above will be in full satisfaction of the rights of such Excluded US Shareholders to receive New Mondi plc Shares. Each relevant Scheme Participant irrevocably and *in rem suam* authorises and nominates Mondi Limited, as principal, with power of substitution, to dispose of such New Mondi plc Shares (or beneficial entitlements thereto), and to do all such things and take all such steps as Mondi Limited, in its discretion, considers necessary in order to give effect thereto.

- 6.13** In relation to Scheme Participants holding Certificated Shares in respect of which they have elected the Buyback Option (to the extent of such election) who are not exempt from SA Dividends Tax or are subject to SA Dividends Tax at a rate of greater than 0%, Mondi Limited and Mondi plc shall be entitled to withhold, from the Scheme Consideration due to such Scheme Participants, such number of New Mondi plc Shares (or a beneficial entitlement thereto) as is equal to such SA Dividends Tax rate percentage plus an additional 5% ("**Withheld New Mondi plc Shares**"), and will not issue such Withheld New Mondi plc Shares to such Scheme Participants and will instead issue such Withheld New Mondi plc Shares and sell them on behalf of and at such Scheme Participant's risk, with the relevant portion of the average net proceeds of such sales (after the deduction of all taxes, withholdings, expenses, fees and commissions incurred in connection with such sale) being utilised to settle SA Dividends Tax and thereafter:
- (a) any balance remaining will be remitted to such Scheme Participants, as soon as reasonably practicable following such sales by electronic funds transfer to such Scheme Participants' bank accounts, if known, or otherwise by cheque by registered post at such Scheme Participants' risk; and
 - (b) such Scheme Participants will receive, in accordance with the remaining provisions of this paragraph 6 of this Part V, any Withheld New Mondi plc Shares which have not been sold as set out above.

In this regard, all the relevant Withheld New Mondi plc Shares (or a beneficial entitlement thereto) may be aggregated and disposed of in one or more tranches, in an orderly manner by the Transfer Secretaries or any other agent nominated by Mondi Limited, including together with other New Mondi plc Shares (or a beneficial entitlement thereto) withheld by Mondi Limited, Mondi plc and/or regulated intermediaries in connection with SA Dividends Tax under the Scheme. Each relevant Scheme Participant irrevocably and *in rem suam* authorises and nominates Mondi Limited, as principal, with power of substitution, to dispose of such New Mondi plc Shares (or beneficial entitlements thereto), and to do all such things and take all such steps as Mondi Limited, in its discretion, considers necessary in order to give effect thereto. By way of example, such a Scheme Participant who elects the Buyback Option in respect of 100 Certificated Shares and who will have SA Dividends Tax levied at 20%, will receive 75 New Mondi plc Shares and have 25 New Mondi plc Shares withheld, in order to enable Mondi Limited to settle the SA Dividends Tax as set out above.

- 6.14** In relation to Scheme Participants holding Dematerialised Shares in respect of which they have elected the Buyback Option (to the extent of such election) who are not exempt from SA Dividends Tax or are subject to SA Dividends Tax at a rate of greater than 0%, their CSDPs or Brokers (as regulated intermediary) are legally obligated to pay the SA Dividends Tax to SARS and accordingly will or may, amongst other things, (i) debit the Scheme Participant/s account/s with the amount of the SA Dividends Tax, (ii) and/or withhold (and dispose of), from the Scheme Consideration due to such Scheme Participants, New Mondi plc Shares (or a beneficial entitlement thereto) to settle SA Dividends Tax (and all taxes, withholdings, expenses, fees and commissions incurred in connection with such sale), in accordance with the agreements governing the relationship between such Scheme Participants and their CSDPs' or Brokers. For the purposes of such withholding and disposal of the New Mondi plc Shares (or a beneficial entitlement thereto) forming part of the Scheme Consideration by a CSDP and/or Broker, (i) the number of New Mondi plc Shares (or a beneficial entitlement thereto) withheld may exceed 20% of the aggregate number of New Mondi plc Shares (or a beneficial entitlement thereto) to which a Scheme Participant is entitled and (ii) the withheld New Mondi plc Shares (or a beneficial entitlement thereto) may in whole or in part be sold together with other New Mondi plc Shares (or a beneficial entitlement thereto) withheld by the CSDP and/or Broker, and/or other CSDPs and/or Brokers and/or Mondi Limited and/or Mondi plc, in connection with SA Dividends Tax under the Scheme and, in such instance, the average price realised on such aggregated sale/s (less all taxes, withholdings, expenses, fees and commissions incurred in connection with such sale) will be applied to settle the SA Dividends Tax and the balance (if any) credited to the Scheme Participant.
- 6.15** Where, at the Scheme Record Time, a Scheme Participant is also a Mondi plc Shareholder on the Mondi plc SA Register, the CSDP account of such shares in respect of the Mondi plc Ordinary Shares held as at the Scheme Record Time and, following the Scheme becoming effective, the New Mondi plc Shares, will not be combined.

6.16 All New Mondi plc Shares will be settled on the Mondi plc SA Register. Following Admission, the normal rules with regard to transferring Mondi plc Ordinary Shares between the Mondi plc SA Register and the Mondi plc UK Register will apply and any mandate received by the SA Registrar from a Mondi Limited Shareholder in respect of Mondi Limited Ordinary Shares will be applied in respect of the New Mondi plc Shares for such Mondi Limited Shareholder.

7 Funding of the Scheme Consideration

Mondi plc has confirmed to the Mondi Limited Board that, subject to the Simplification Resolutions being passed, it has sufficient securities available to issue the maximum number of New Mondi plc Shares which may be required to satisfy the Scheme Consideration fully and that it has the necessary authority to issue such New Mondi plc Shares.

8 Trading of New Mondi plc Shares on the JSE

8.1 New Mondi plc Shares may only be traded on the JSE in electronic (Dematerialised) form and will be trading for electronic settlement in terms of Strate following the Admission.

8.2 Strate is a system of “paperless” transfer of shares. If any Scheme Participant has any doubt as to the mechanics of Strate, such Scheme Participant should consult with its CSDP or Broker or other appropriate adviser and is also referred to the Strate website at www.strate.co.za for more information.

8.3 Some of the principal features of Strate are as follows:

8.3.1 trades executed on the JSE must be settled on a T+3 basis, being three Business Days after the date of the trade;

8.3.2 there are penalties for late settlement;

8.3.3 electronic record of ownership replaces share certificates and physical delivery thereof; and

8.3.4 all participants in the Strate System are required to appoint either a Broker or CSDP to act on their behalf and to handle their settlement requirements.

9 Effects of the Scheme on the Mondi Limited LTIP and the Mondi Limited BSP

9.1 Mondi Limited presently operates the Mondi Limited LTIP and Mondi Limited BSP, being share incentive schemes for the incentivisation of its, and its subsidiaries’, employees, in connection with Mondi Limited Ordinary Shares. Awards and grants under these schemes are settled through Mondi Limited Ordinary Shares held from time to time by the Mondi Incentive Schemes Trust.

9.2 Subject to the Scheme Resolution being passed and the Scheme becoming effective:

9.2.1 all of the Mondi Limited Ordinary Shares held by the Mondi Incentive Schemes Trust will be exchanged for New Mondi plc Shares;

9.2.2 accordingly, pursuant to the terms of the Mondi Limited LTIP and Mondi Limited BSP, the DLC Remuneration Committee has resolved that all “Awards” under the Mondi Limited BSP (as defined therein) and all “Grants” under the Mondi Limited LTIP in respect of Mondi Limited Ordinary Shares which have not been settled as at the Scheme Effective Time shall be amended such that all of the Mondi Limited BSP/ LTIP Participants’ rights to Mondi Limited Ordinary Shares shall be replaced with comparable rights to Mondi plc Ordinary Shares on the SA Register;

9.2.3 Mondi Limited, and its subsidiaries, will become “Participating Companies” under the Mondi plc LTIP and the Mondi plc BSP, and future awards and grants in respect of their employees will accordingly be made pursuant to these share plans, adapted as appropriate. Accordingly, no further awards and grants will be made under the Mondi Limited LTIP and Mondi Limited BSP; and

9.2.4 the trust deed of the Mondi Incentive Schemes Trust will be amended so as to enable ongoing settlement of the existing awards and grants (as amended) under the Mondi Limited LTIP and Mondi Limited BSP, and of future awards and grants made under the Mondi plc LTIP and Mondi plc BSP.

10 Dissenting Shareholders

10.1 Mondi Limited Shareholders are advised of their Appraisal Rights under section 164 of the SA Companies Act:

10.1.1 Mondi Limited Shareholders who wish to exercise their rights in terms of the aforementioned section of the SA Companies Act are required, before the Scheme Resolution to approve the Scheme is voted on at the Annual General Meeting of Mondi Limited, to give notice to Mondi Limited in writing objecting to the Scheme Resolution in accordance with the requirements of section 164(3) of the SA Companies Act.

10.1.2 If the Scheme Resolution is adopted by Mondi Limited, Mondi Limited is required, in accordance with section 164(4) of the SA Companies Act, within 10 Business Days after the Mondi Limited Shareholders adopt the Scheme Resolution, to send a notice to Mondi Limited Shareholders who gave written notice to Mondi Limited objecting to the Scheme Resolution and did not withdraw such written notice or vote in support of the Scheme Resolution, notifying them that the Scheme Resolution has been adopted.

10.1.3 Mondi Limited Shareholders who gave written notice to Mondi Limited in accordance with the requirements of section 164(3) of the SA Companies Act (and have not withdrawn that notice), who voted against the Scheme Resolution and who have complied with all the procedural requirements set out in section 164 may, in accordance with sections 164(5) to 164(8) of the SA Companies Act, demand that Mondi Limited pay them fair value of the Mondi Limited Ordinary Shares held by them and in respect of which they have given the aforesaid written notice.

10.1.4 If Mondi Limited receives a demand in terms of sections 164(5) to 164(8) of the SA Companies Act and such demand is not withdrawn by the Scheme Effective Time, Mondi Limited will, in accordance with section 164(11) of the SA Companies Act, within five Business Days of the Scheme Effective Time, make an offer to those Mondi Limited shareholders to purchase their Mondi Limited Ordinary Shares at fair value.

10.1.5 A Dissenting Shareholder who has sent a demand in accordance with the requirements of sections 164(5) to 164(8) of the SA Companies Act may withdraw that demand before Mondi Limited makes an offer in accordance with section 164(11) of the SA Companies Act or if Mondi Limited fails to make such an offer. If a Dissenting Shareholder voluntarily withdraws its demand made in accordance with the requirements of sections 164(5) to 164(8) of the SA Companies Act, it will cease to be a Dissenting Shareholder and will become a Scheme Participant whose Mondi Limited Ordinary Shares will be acquired by Mondi Limited and/or Mondi plc, with retrospective effect from the Scheme Effective Time and the Scheme Consideration will be settled in accordance with paragraph 6 of this Part V.

10.1.6 A Dissenting Shareholder who has sent a demand in accordance with the requirements of sections 164(5) to 164(8) of the SA Companies Act has no further rights in respect of the Mondi Limited Ordinary Shares in respect of which it has made such demand, other than to be paid the fair value of such Mondi Limited Ordinary Shares, unless:

- (a) that Dissenting Shareholder withdraws that demand before Mondi Limited makes an offer in accordance with section 164(11) of the SA Companies Act; or
- (b) Mondi Limited fails to make an offer in accordance with section 164(11) of the SA Companies Act and that Dissenting Shareholder withdraws its demand; or
- (c) Mondi Limited makes an offer in accordance with section 164(11) of the SA Companies Act and the Dissenting Shareholder allows such offer to lapse; or
- (d) Mondi Limited revokes the Scheme Resolution, by means of a subsequent special resolution,

in which case that Mondi Limited Shareholder's rights will, in accordance with section 164(10) of the SA Companies Act, be reinstated without interruption.

- 10.1.7** The offer made by Mondi Limited in accordance with section 164(11) of the SA Companies Act will, in accordance with the requirements of section 164(12)(b) of the SA Companies Act, lapse if it is not accepted by the Dissenting Shareholder within 30 Business Days after it was made. If the Dissenting Shareholder allows that offer to lapse, it will cease to be a Dissenting Shareholder and will become a Scheme Participant whose Mondi Limited Ordinary Shares will be acquired by Mondi Limited and/or Mondi plc under the Scheme with retrospective effect from the Scheme Effective Time, and the Scheme Consideration will be settled in accordance with paragraph 6 of this Part V.
- 10.1.8** A Dissenting Shareholder who accepts an offer made in accordance with the requirements of section 164(11) of the SA Companies Act will become an Excluded Dissenting Shareholder and will not participate in the Scheme. The Excluded Dissenting Shareholder must thereafter, if it: (i) holds Certificated Shares, tender the Documents of Title in respect of such Certificated Shares to Mondi Limited or the Transfer Secretary; or (ii) holds Dematerialised Shares, instruct its CSDP or Broker to transfer those Mondi Limited Ordinary Shares to Mondi Limited or the Transfer Secretary. Mondi Limited must pay that Excluded Dissenting Shareholder the agreed amount within 10 Business Days after the Excluded Dissenting Shareholder has accepted the offer and tendered the Documents of Title or directed the transfer to Mondi Limited or the Transfer Secretary of the Dematerialised Shares.
- 10.1.9** A Dissenting Shareholder may (if such Dissenting Shareholder does not accept the offer by Mondi Limited), in accordance with section 164(14) of the SA Companies Act, apply to a Court to determine a fair value in respect of the Mondi Limited Ordinary Shares that were the subject of that demand, and an order requiring Mondi Limited to pay the Dissenting Shareholder the fair value so determined. The Court will, in accordance with section 164(15)(c)(v) of the SA Companies Act, be obliged to make an order requiring:
- (a) the Dissenting Shareholders to either withdraw their respective demands or to tender their Mondi Limited Ordinary Shares as contemplated in paragraph 10.1.8 of this Part V; or
 - (b) Mondi Limited to pay the fair value in respect of the Mondi Limited Ordinary Shares (as determined by the Court) to each Dissenting Shareholder who tenders its Mondi Limited Ordinary Shares, subject to any conditions the Court considers necessary to ensure that Mondi Limited fulfils its obligations under section 164 of the SA Companies Act.
- 10.1.10** If, pursuant to the order of the Court, any Dissenting Shareholder withdraws its demand, the Dissenting Shareholder will cease to be a Dissenting Shareholder and will become a Scheme Participant whose Mondi Limited Ordinary Shares will be acquired by Mondi Limited and/or Mondi plc under the Scheme with retrospective effect from the Scheme Effective Time, and the Scheme Consideration will be settled in accordance with paragraph 6 of this Part V.
- 10.1.11** If, pursuant to the order of the Court, a Dissenting Shareholder tenders its Mondi Limited Ordinary Shares to Mondi Limited pursuant to an exercise of Appraisal Rights, such Dissenting Shareholder will become an Excluded Dissenting Shareholder and will not participate in the Scheme. The Excluded Dissenting Shareholder must thereafter, if it: (i) holds Certificated Shares, tender the Documents of Title in respect of such Certificated Shares to Mondi Limited or the Transfer Secretary; or (ii) holds Dematerialised Shares, instruct its CSDP or Broker to transfer those Mondi Limited Ordinary Shares to Mondi Limited or the Transfer Secretary. Mondi Limited must pay that Excluded Dissenting Shareholder the fair value determined by the Court within 10 Business Days after the Excluded Dissenting Shareholder has accepted the offer and tendered the Documents of Title or directed the transfer to Mondi Limited or the Transfer Secretary of the Dematerialised Shares.
- 10.2** A copy of section 164 of the SA Companies Act, which sets out the Appraisal Rights, is included in Annex V to this Circular.

11 Overseas Shareholders and Exchange Control Regulations

Annex III to this Circular contains a summary of the Exchange Control Regulations as they apply to Scheme Participants. Scheme Participants who are Overseas Shareholders must satisfy themselves as to the full observance of the laws of any relevant jurisdiction concerning the receipt of the Scheme Consideration, including (without limitation) obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such jurisdiction. If in doubt, Scheme Participants should consult their professional advisers immediately.

The Minister of Finance has granted approval for the Simplification subject to certain exchange control conditions. These are summarised in paragraph 2 (*South African Reserve Bank Requirements*) of Annex III (*Exchange Control Regulations*) of this Circular.

12 Overseas Shareholders

12.1 To the extent that the release, publication or distribution of this Circular in certain jurisdictions outside South Africa may be restricted or prohibited by the laws of such jurisdiction, then this Circular is deemed to have been provided for information purposes only and neither Mondi Limited nor Mondi plc (or any of their directors or officers) accept any responsibility for any failure by Overseas Shareholders to inform themselves about, and to observe, any applicable legal requirements in any such relevant foreign jurisdiction.

12.2 Shareholders who are in doubt as to their position should consult their professional advisers immediately.

13 Amendment of the terms and conditions in this Part V

The terms and conditions of the Scheme in this Part V may be amended by written agreement between Mondi Limited and Mondi plc.

PART VI DEFINITIONS AND GLOSSARY

The following definitions apply throughout this Circular, unless stated otherwise:

Admission	(i) the admission of the New Mondi plc Shares to the premium segment of the UK Official List and to trading on the main market for listed securities of the LSE; and/or (ii) the admission to listing and trading of the New Mondi plc Shares on the main board of the securities exchange of the JSE, as the context requires;
AGM Resolutions	the resolutions proposed at the Annual General Meeting of Mondi Limited as set out in resolutions 1 to 31 of the Notice on pages 86 to 90 of this Circular;
Amended Mondi Limited Memorandum of Incorporation	the conformed Existing Mondi Limited Memorandum of Incorporation, as amended by the passing of the Simplification Resolutions;
Amended Mondi plc Articles	the conformed Existing Mondi plc Articles of Association, which include such amendments approved as part of the Simplification Resolutions;
Annual General Meetings or AGMs	(i) the annual general meeting of Mondi Limited, to be held at 11:30 a.m. (SA time) on Thursday, 9 May 2019 at The Venue, 17 The High Street, Melrose Arch, Melrose, Johannesburg, 2196, South Africa and via electronic communication (including any adjournment or postponement thereof) to consider and, if deemed fit, pass, with or without modification, the AGM Resolutions, the Simplification Resolutions, the Scheme Resolution and the Post-Simplification Resolutions; and (ii) the annual general meeting of Mondi plc, to be held at 10:30 a.m. (UK time) on Thursday, 9 May 2019 at Haberdashers' Hall, 18 West Smithfield, London, EC1A 9HQ, United Kingdom (including any adjournment or postponement thereof) to consider, and, if deemed fit, pass, with or without modification, the AGM Resolutions, the Simplification Resolutions and the Post-Simplification Resolutions, or one or both of them, as the context requires;
Appraisal Rights	the rights afforded to Mondi Limited Shareholders under section 164 of the SA Companies Act as a consequence of the adoption by Mondi Limited Shareholders of the special resolution approving the Scheme, an extract of which section is set out in Annex V to this Circular;
Authorised Dealer	a person authorised to deal in foreign exchange as contemplated in the Exchange Control Regulations;
Authority	any country, any national body, any state, province, municipality, or subdivision of any of the foregoing, any governmental department, or any agency, court, entity, commission, board, ministry, bureau, locality or authority of any of the foregoing, or any quasi-governmental or private body exercising any regulatory, taxing, importing, exporting, or other governmental or quasi-governmental function, including, for the avoidance of doubt, any Competition Authorities, the JSE and the TRP;

Beneficial Holder	in relation to any Dematerialised Shares, the person who from time to time: (i) holds the beneficial interests in such shares directly through “own name” registration in the Uncertificated Securities Register; or (ii) where such shares are registered in the Uncertificated Securities Register in the name of a nominee holder, the holder/s of the beneficial interests in such Dematerialised Shares;
Boards	the Mondi Limited Board and the Mondi plc Board, and “Board” shall mean either of them, as the context requires;
Broker	any person registered as a “broking member equities” in terms of the rules of the JSE in accordance with the provisions of the SA FMA;
BSP	the Mondi Limited BSP or the Mondi plc BSP, or both of them, as the context requires;
Business Day	any day other than a Saturday, a Sunday or an official public holiday in South Africa;
Buyback Option	the component of the Scheme in terms of which, subject to the provisions of the Scheme and the requisite election being made by Scheme Participants, Mondi Limited will buy back from such electing Scheme Participants their Buyback Shares, the consideration for which will be the issue of New Mondi plc Shares by Mondi plc to such electing Scheme Participants and Mondi Limited will issue one New Mondi Limited Ordinary Share to Mondi plc for each such New Mondi plc Share issued, as set out further in Part V of this Circular;
Buyback Shares	the Scheme Shares to which the Buyback Option applies, being therefore the Scheme Shares which are bought back by Mondi Limited pursuant to the Scheme;
Certificated or in Certificated Form	recorded in physical paper form on the relevant register without reference to CREST or the Strate System and that have not been Dematerialised;
Certificated Shareholder	a Mondi Limited Shareholder holding Certificated Shares;
Certificated Shares	Mondi Limited Ordinary Shares that are in Certificated Form;
CIPC	the South African Companies and Intellectual Property Commission, established in terms of section 185 of the SA Companies Act, or its successor from time to time;
Circular	this document, dated Tuesday, 26 March 2019, including the annexes hereto and incorporating a notice convening the Annual General Meeting of Mondi Limited, a Form of Proxy accompanying this Circular as a separate document and a Form of Election, Surrender and Transfer (<i>green</i>) accompanying this Circular as a separate document;
Class Rights Action	has the meaning given to it in the Existing Mondi Limited Memorandum of Incorporation and the Existing Mondi plc Articles of Association;
Common Monetary Area	South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Swaziland;
Companies Regulations	the Companies Regulations, 2011, promulgated under the SA Companies Act;
Competition Authority / Authorities	for: (i) South Africa: the Competition Commission, Competition Tribunal and/or Competition Appeal Court established in accordance with the SA Competition Act, as applicable; and (ii) Morocco: the Competition Council established in accordance with Law No. 20-13 of 30 June 2014 (Dahir No. 1-14-117) and its Enforcement Decree No. 2-15-109 of 4 June 2015;

Court	any South African court with competent jurisdiction to approve the implementation of the Scheme Resolution pursuant to section 115 of the SA Companies Act and/or to determine the fair value of Mondi Limited Ordinary Shares and make an order pursuant to sections 164(14) and 164(15) of the SA Companies Act, as applicable;
CREST	the system for the paperless settlement of trades in securities and the holding of Uncertificated securities operated by Euroclear in accordance with the CREST Regulations;
CSD	a person who is licensed as a central securities depository under section 29 of the SA FMA;
CSDP	a person that holds in custody and administers securities or an interest in securities, and that has been accepted in terms of section 31 of the SA FMA by a CSD as a participant in that CSD;
CTC	contributed tax capital as defined in section 1 of the SA Income Tax Act, which essentially comprises (i) a company's share capital and share premium immediately before 1 January 2011, excluding any portion thereof which represents capitalised reserves, plus (ii) the consideration received by or accrued to a company upon the issue of its shares on or after that date, and less (iii) any amounts of contributed tax capital repaid on or after that date;
Currency and Exchanges Act	the South African Currency and Exchanges Act, 9 of 1933;
Deferred Shares	the deferred shares (of any class) of Mondi plc and/or Mondi Limited, as the context requires, with the preferences, rights, limitations and other terms set out in the Existing Mondi plc Articles of Association, the Amended Mondi plc Articles of Association or the Amended Mondi Limited Memorandum of Incorporation (as relevant);
Dematerialise or Dematerialised or in Dematerialised Form	the process by which Certificated shares are converted into electronic format and are replaced by an electronic record of such shares in the Strate System;
Dematerialised Shareholder	a Mondi Limited Shareholder holding Dematerialised Shares;
Dematerialised Shares	Mondi Limited Ordinary Shares which have been Dematerialised or have been issued in Dematerialised Form, and recorded in Mondi Limited's Uncertificated Securities Register;
Directors	the directors that comprise the board of directors of Mondi Limited or Mondi plc, from time to time, or both of them, as the context requires. As at the Latest Practicable Date, the Directors' names are set out on page 45 of this Circular;
Dissenting Shareholders	at any relevant time, those Mondi Limited Shareholders who have validly exercised their Appraisal Rights in accordance with section 164(5) to section 164(8) of the SA Companies Act for so long as none of the circumstances contemplated in section 164(9) of the SA Companies Act has occurred and/or the relevant Mondi Limited Shareholder has not withdrawn its demand pursuant to an order of court as contemplated in section 164(15)(c)(v)(aa) of the SA Companies Act, or otherwise;
DLC	dual listed company;
DLC Agreements	the agreements which govern the DLC arrangements entered into <i>inter alia</i> between Mondi Limited and Mondi plc;

DLC Remuneration Committee	the remuneration committee of Mondi plc and, until the Scheme Effective Time, Mondi Limited;
DLC Shares	the Mondi Limited DLC Shares and the Mondi plc DLC Shares;
Documents of Title	a share certificate, certified transfer deed, balance receipt and/or any other form of document of title acceptable to Mondi Limited or Mondi plc, as the context requires;
Election Record Time	12:00 p.m. (SA time) on the date on which the Scheme Record Time falls, being the time by which the Transfer Secretary must have received a valid election in respect of the Buyback Option;
Equalisation Ratio	the ratio being 1:1 as at the Latest Practicable Date, where an ordinary share in either Mondi Limited or Mondi plc gives the holder an equivalent effective economic and voting interest in the Group;
Exchange Control Regulations	the Exchange Control Regulations, promulgated in terms of section 9 of the Currency and Exchanges Act;
Exchange Ratio	the ratio of one New Mondi plc Share in exchange for every Mondi Limited Ordinary Share held at the Scheme Record Time;
Excluded Dissenting Shareholders	Dissenting Shareholders who validly accept an offer made to them by Mondi Limited in accordance with the requirements of section 164(11) of the SA Companies Act or, pursuant to an order of Court, tender their Mondi Limited Ordinary Shares to Mondi Limited in accordance with the requirements of section 164(15)(c)(v) of the SA Companies Act;
Excluded Shares	the Excluded Dissenting Shareholders' Mondi Limited Ordinary Shares;
Excluded US Shareholder	a US Shareholder that is not a QIB or in respect of which the Required Notice Recipient has not received a US Investor Letter before the QIB Notification Time;
Executive Directors	the executive Directors of Mondi Limited or Mondi plc, or both of them, as the context requires;
Existing Mondi Limited Memorandum of Incorporation	the memorandum of incorporation of Mondi Limited as at the date of this Circular, which was adopted by special resolution passed on 3 May 2012;
Existing Mondi plc Articles of Association	the articles of association of Mondi plc as at the date of this Circular, which were adopted by special resolution passed on 3 May 2012 and amended by special resolution passed on 3 May 2013;
FCA	the UK Financial Conduct Authority or its successor from time to time;
Finalisation Announcement	the announcement by Mondi Limited and Mondi plc released on SENS, before 11:00 a.m. (SA time) to the effect that the Scheme has become unconditional in accordance with its terms;
Finalisation Date	the date on which all the Scheme Conditions shall have been fulfilled or waived, as the case may be, or on which the Scheme is otherwise rendered unconditional in accordance with its terms;

Form of Election, Surrender and Transfer	the form of election, surrender and transfer (<i>green</i>) accompanying this Circular for use by Mondi Limited Shareholders in order for Certificated Shareholders to surrender and exchange their Documents of Title in respect of Mondi Limited Ordinary Shares, and receive the New Mondi plc Shares and for Certificated Shareholders to elect for either the Transfer Option or Buyback Option under the Scheme;
Form of Proxy	the form of proxy accompanying this Circular for use by shareholders of Mondi Limited in relation to the Annual General Meeting of Mondi Limited;
FSMA	the UK Financial Services and Markets Act 2000;
FTSE	the Financial Times stock exchange 100 index, which is a share index of the 100 companies listed on the LSE with the highest market capitalisation;
Generally Accepted Accounting Practice	the UK GAAP body of accounting standards and guidance published by the Financial Reporting Council;
Group or Mondi or Mondi Group	(i) Mondi Limited and Mondi plc and their consolidated Subsidiaries and Subsidiary Undertakings prior to the implementation of the Simplification; and (ii) Mondi plc and its consolidated Subsidiaries and Subsidiary Undertakings after the implementation of the Simplification (which shall include Mondi Limited and its Subsidiaries and Subsidiary Undertakings);
Group Integrated Report and Financial Statements 2018	the Group's integrated annual report and financial statements for the year ended 31 December 2018;
Group Shareholders	the Mondi Limited Shareholders and Mondi plc Shareholders and the holders of each of the DLC Shares and the Mondi Limited SA DAS Share, or one or more or all of them, as applicable;
Guardian's Fund	the fund created to hold and administer funds under the administration of the Master of the South African High Court;
HMRC	HM Revenue & Customs;
Independent Expert	BDO Corporate Finance Proprietary Limited, registration number 1983/002903/07, a private company incorporated in accordance with the laws of South Africa appointed as independent expert to provide external advice to the Mondi Limited Board and the Mondi Limited Independent Board in relation to the Scheme, in accordance with the requirements of section 114 of the SA Companies Act and regulations 90 and 110 of the Takeover Regulations, as applicable;
Independent Expert's Report	the report prepared by the Independent Expert, in respect of the Scheme and prepared in accordance with the relevant requirements of the SA Companies Act and the Takeover Regulations, a copy of which is set out in Annex I to this Circular;
IRS	the United States federal government revenue service, the Internal Revenue Service
Joint Chairs of Mondi	Fred Phaswana and David Williams, as at the Latest Practicable Date;
Joint Electorate Actions	has the meaning given to it in the Existing Mondi plc Articles of Association and the Existing Mondi Limited Memorandum of Incorporation;
JSE	the securities exchange operated by JSE Limited and licensed as an exchange under the SA FMA;

JSE Limited	JSE Limited, incorporated and registered in South Africa with registration number 2005/022939/06 and its registered office address at One Exchange Square, 2 Gwen Lane, Sandown, 2196, South Africa;
JSE Listings Requirements	the listings requirements of the JSE, as amended from time to time;
Latest Practicable Date	Monday, 18 March 2019, being the latest practicable date prior to publication of this Circular;
Legal Advisers	Linklaters LLP and Webber Wentzel;
London Stock Exchange plc	London Stock Exchange plc, incorporated and registered in England and Wales, with registered number 02075721 and its registered office address at 10 Paternoster Square, London, EC4M 7LS, United Kingdom;
Longstop Date	31 December 2019 or such later date/s as Mondi Limited and Mondi plc agree in writing from time to time;
LSE	the securities exchange operated by London Stock Exchange plc under the FSMA;
LTIP	the Mondi Limited LTIP or the Mondi plc LTIP, or both of them, as the context requires;
Mondi Incentive Schemes Trust	the South African trust established by Mondi Limited and the first trustee thereof under master's reference IT 869/2008, named "Mondi Incentive Schemes Trust";
Mondi Limited Board or Mondi Limited Directors or Directors of Mondi Limited	the directors that comprise the board of directors of Mondi Limited from time to time. As at the Latest Practicable Date, the Mondi Limited Directors' names are set out on page 45 of this Circular;
Mondi Limited	Mondi Limited, incorporated in South Africa as a public company with registration number 1967/013038/06 and whose registered office is situated at 4th Floor, No. 3 Melrose Boulevard, Melrose Arch 2196, Gauteng, South Africa;
Mondi Limited BSP	the share incentive plan titled "Mondi Limited 2016 Bonus Share Plan" approved by the Mondi Limited Shareholders on 12 May 2016;
Mondi Limited BSP/LTIP Participants	the persons from time to time holding Mondi Limited Ordinary Shares, or options or other rights in or to Mondi Limited Ordinary Shares, under or subject to (i) the Mondi Limited LTIP and/or (ii) the Mondi Limited BSP;
Mondi Limited DLC Shares	the Mondi Limited Special Converting Shares, Mondi Limited Special Rights Share and Mondi Limited SA DAN Share;
Mondi Limited Independent Board	an independent sub-committee of the Mondi Limited Board, consisting of all of the independent non-executive Directors of Mondi Limited (being Fred Phaswana, David Williams, Dominique Reiniche, Stephen Harris, Tanya Fratto and Stephen Young), constituted in accordance with the Companies Regulations;
Mondi Limited LTIP	the share incentive plan titled "Mondi Limited 2016 Long Term Incentive Plan" approved by the shareholders of Mondi Limited on 12 May 2016;
Mondi Limited Ordinary Shares	the no par value ordinary shares in the share capital of Mondi Limited from time to time;
Mondi Limited Register	Mondi Limited's securities register, including the Uncertificated Securities Register;

Mondi Limited SA DAN Share	the dividend access share in the share capital of Mondi Limited held by SA Trust Co for the benefit of holders of Mondi plc Ordinary Shares who are not resident in South Africa and having the preferences, rights, limitations and other terms set out in the Existing Mondi Limited Memorandum of Incorporation;
Mondi Limited SA DAS Share	the dividend access share in the share capital of Mondi Limited held by SA Trust Co for the benefit of holders of Mondi plc Ordinary Shares who are resident in South Africa and having the preferences, rights, limitations and other terms set out in the Existing Mondi Limited Memorandum of Incorporation;
Mondi Limited Shareholders	in the case of: (i) Certificated Shares, the person who is the registered holder of such shares from time to time; and (ii) Dematerialised Shares, the person who is the Beneficial Holder of such shares from time to time and includes, where applicable and as the context requires, the nominee holder thereof as reflected in the Uncertificated Securities Register;
Mondi Limited Shares	all of the classes of shares of Mondi Limited;
Mondi Limited Special Converting Shares	the special converting shares in the share capital of Mondi Limited held by SA Trust Co and having the preferences, rights, limitations and other terms set out in the Existing Mondi Limited Memorandum of Incorporation;
Mondi Limited Special Rights Share	the redeemable preference share in the share capital of Mondi Limited held by SA Trust Co, to be used at the discretion of the Mondi Limited Directors to capitalise reserves in order to issue additional Mondi Limited Special Converting Shares, and having the preferences, rights, limitations and other terms set out in the Existing Mondi Limited Memorandum of Incorporation;
Mondi plc	Mondi plc, incorporated with limited liability in England and Wales with registration number 6209386 and whose registered office is situated at Building 1, 1st Floor, Aviator Park, Station Road, Addlestone, Surrey KT15 2PG, United Kingdom;
Mondi plc Board or Mondi plc Directors or Directors of Mondi plc	the directors that comprise the board of directors of Mondi plc from time to time. As at the Latest Practicable Date, the Mondi plc Directors' names are set out on page 45 of this Circular;
Mondi plc BSP	the share incentive plan titled "Mondi plc 2016 Bonus Share Plan" approved by the Mondi plc Shareholders on 12 May 2016, as amended;
Mondi plc Circular	the circular dated Tuesday, 26 March 2019, sent or made available by Mondi plc to Mondi plc Shareholders containing the Notice of Annual General Meeting for Mondi plc and summarising the background to and the reasons for the Simplification;
Mondi plc DLC Shares	the Mondi plc Special Converting Shares, Mondi plc Special Rights Share, Mondi plc Special Voting Share, Mondi plc UK DAN Share and Mondi plc UK DAS Share;
Mondi plc LTIP	the share incentive plan titled "Mondi plc 2016 Long Term Incentive Plan" approved by the shareholders of Mondi plc on 12 May 2016, as amended;
Mondi plc Ordinary Shares	the ordinary shares of €0.20 nominal value each in the share capital of Mondi plc from time to time;
Mondi plc Register	the Mondi plc UK Register or the Mondi plc SA Register or both of them, as the context requires;

Mondi plc SA Register	the South African branch of Mondi plc's ordinary share register maintained in South Africa;
Mondi plc Shareholders	the holders of Mondi plc Ordinary Shares from time to time (any such holder being a Mondi plc Shareholder);
Mondi plc Shares	all of the classes of shares of Mondi plc;
Mondi plc SIP	the share incentive plan titled Mondi plc 2007 Share Incentive Plan approved by the shareholders of Mondi plc on 28 May 2007, as amended;
Mondi plc Special Converting Shares	the special converting shares in Mondi plc issued to UK Trust Co and having the preferences, rights, limitations and other terms set out in the Existing Mondi plc Articles of Association;
Mondi plc Special Rights Share	the share in the share capital of Mondi plc held by UK Trust Co to be used at the discretion of the Mondi plc Directors to capitalise reserves in order to issue additional Mondi plc Special Converting Shares and having the preferences, rights, limitations and other terms set out in the Existing Mondi plc Articles of Association;
Mondi plc Special Voting Share	the special voting share in the share capital of Mondi plc held by UK Trust Co and having the preferences, rights, limitations and other terms set out in the Existing Mondi plc Articles of Association;
Mondi plc UK DAN Share	the dividend access share issued by Mondi plc and held by UK Trust Co for the benefit of the registered holders of Mondi Limited Ordinary Shares other than those who are resident in South Africa and having the preferences, rights, limitations and other terms set out in the Existing Mondi plc Articles of Association;
Mondi plc UK DAS Share	the dividend access share issued by Mondi plc and held by UK Trust Co for the benefit of the registered holders of Mondi Limited Ordinary Shares and having the preferences, rights, limitations and other terms set out in the Existing Mondi plc Articles of Association;
Mondi plc UK Register	the principal share register of Mondi plc maintained in the UK in respect of the Mondi plc Ordinary Shares;
Morocco Competition Act	Moroccan Law No. 104-12 of 30 June 2014 on Free Pricing and Competition (Dahir No. 1-14-116) and its Enforcement Decree No. 2-14-652 of 1 December 2014 and Law No. 20-13 relating to the Competition Council of 30 June 2014 (Dahir No. 1-14-117) and its Enforcement Decree No. 2-15-109 of 4 June 2015;
New Mondi Limited Ordinary Shares	the Mondi Limited Ordinary Shares issued by Mondi Limited to Mondi plc pursuant to the Buyback Option;
New Mondi plc Articles of Association	the articles of association of Mondi plc proposed to be adopted with effect following Admission;
New Mondi plc Shares	the Mondi plc Ordinary Shares proposed to be issued, credited as fully paid, to Scheme Participants pursuant to the Simplification;
Non-Executive Directors	the non-executive directors of Mondi Limited or Mondi plc from time to time, or both of them, as the context requires. As at the Latest Practicable Date, the Non-Executive Directors' names are set out on page 45 of this Circular;
Non-South African Operations	the business and assets held by Mondi plc;

Non-Voting Shares	the redeemable no par value non-voting shares in the share capital of Mondi Limited and having the preferences, rights, limitations and other terms set out in the Amended Mondi Limited Memorandum of Incorporation;
Notice	notice of the Annual General Meeting of Mondi Limited to be held at 11:30 a.m. (SA time) on Thursday, 9 May 2019 and related resolutions of the Mondi Limited Shareholders incorporated on pages 83 to 108 of this Circular;
Overseas Shareholders	a Mondi Limited Shareholder who is not resident in, or who has a registered address outside, South Africa as contemplated in the Exchange Control Regulations;
PFIC	a passive foreign investment company;
Post-Simplification Resolutions	the resolutions proposed to approve the post-Simplification matters required following the completion of the Simplification as set out in resolutions 39 to 41 in the Notice;
PRA premium listing	the Prudential Regulation Authority as defined by the FSMA; a listing by the FCA by virtue of which a company is subject to the full requirements of the UK Listing Rules;
Prospectus	the prospectus published by Mondi plc in relation to the New Mondi plc Shares and approved by the FCA in accordance with the Prospectus Rules and any supplementary prospectus thereto;
Prospectus Rules	the prospectus rules made by the FCA pursuant to Part VI of the FSMA, as amended, referred to in section 73A(4) of the FSMA and contained in the FCA's publication of the same name;
QIB	a "qualified institutional buyer", as such term is defined in the US Securities Act;
QIB Notification Time	5:00 p.m. (SA time) on the Scheme Last Day to Trade, being the time and date before which the Required Notice Recipient must have received a US Investor Letter;
Rand or R	South African Rand, the official currency of South Africa;
Register	the Mondi plc Register or the Mondi Limited Register or both of them, as the context requires;
Registrar	the UK Registrar or the SA Registrar, as applicable;
Regulatory Consents	approvals, consents or waivers from those Authorities necessary in terms of any law to implement the Scheme, comprising (a) the issue by the TRP of a compliance certificate with respect to the Scheme in terms of section 119(4)(b) of the SA Companies Act; and (b) the approval of, or confirmation of no jurisdiction in respect of, the SA Competition Authorities under the SA Competition Act and the Morocco Competition Authority under the Morocco Competition Act;
Renewal Date	the date falling 120 Business Days after 19 March 2019;
Required Notice Recipient	in the case of (i) Dematerialised Shareholders, the relevant CSDP, Broker, custodian or nominee, with a copy to the Transfer Secretary (at the following e-mail address: specialprojects@linkmarketservices.co.za); and (ii) Certificated Shareholders, the Transfer Secretary (at the following e-mail address: specialprojects@linkmarketservices.co.za);
Resolutions	the AGM Resolutions, the Simplification Resolutions, the Scheme Resolution and the Post-Simplification Resolutions;
RIS	Regulatory Information Services;

SA CGT	capital gains tax as levied in terms of the Eighth Schedule of the SA Income Tax Act;
SA Companies Act	the South African Companies Act, 71 of 2008;
SA Competition Act	the South African Competition Act, 89 of 1998;
SA Dividends Tax	a shareholder-borne withholding tax on dividends currently levied at 20% under Part VIII of the SA Income Tax Act, unless reduced or exempted under a convention for the avoidance of double taxation or a specified exemption under the SA Income Tax Act;
SA FMA	the South African Financial Markets Act, 19 of 2012;
SA Income Tax Act	the South African Income Tax Act, 58 of 1962;
SA Registrar	Link Market Services South Africa Proprietary Limited, registration number 2000/007239/07, a private company duly incorporated in accordance with the laws of South Africa or such other person or persons as may be appointed by Mondi Limited from time to time as SA Registrar;
SA Securities Transfer Tax	South African securities transfer tax;
SA Securities Transfer Tax Act	the South African Securities Transfer Tax Act, 25 of 2007;
SA Trust Co	Mondi SSC (SA) (Proprietary) Limited, a private company incorporated in South Africa with registration number 2007/011747/07 or such other entity as replaces SA Trust Co from time to time;
SARB	the South African Reserve Bank;
SARS	the South African Revenue Service;
Scheme	the scheme of arrangement between Mondi Limited and the Mondi Limited Shareholders in terms of section 114 of the SA Companies Act, the terms and conditions of which are set out in Part V of this Circular;
Scheme Conditions	the conditions to which the Scheme is subject, as set out in Part V of this Circular;
Scheme Consideration	the consideration for the Scheme Shares in terms of the Scheme, as set out in this Circular, being the issue by Mondi plc of one New Mondi plc Share for every one Scheme Share held by a Scheme Participant at the Scheme Record Time;
Scheme Effective Time	the date and time upon which the Scheme becomes effective following it becoming unconditional in accordance with its terms, which date and time will be the same as the Scheme Record Time and is presently indicatively expected to be at 5:00 p.m. (SA time) on Friday, 28 June 2019;
Scheme Last Day to Trade	the last day to trade Mondi Limited Ordinary Shares on the JSE in order to be recorded in the Mondi Limited Register at the Scheme Record Time, which is presently indicatively expected to be at 5:00 p.m. (SA time) on Tuesday, 25 June 2019;
Scheme Participants	the Mondi Limited Shareholders recorded in the Mondi Limited Register at the Scheme Record Time; provided that: (i) Mondi Limited Shareholders who become Excluded Dissenting Shareholders after the Scheme Record Time will not be regarded as Scheme Participants; and (ii) since Dissenting Shareholders may become Excluded Dissenting Shareholders, Dissenting Shareholders will only be regarded as Scheme Participants once they cease to be Dissenting Shareholders as contemplated in paragraph 10 of Part V of this Circular;

Scheme Record Time	the date and time at which Scheme Participants must be recorded in the Mondi Limited Register to participate in the Scheme at the Scheme Effective Time and receive the Scheme Consideration, as set in the Finalisation Announcement, which is presently indicatively expected to be 5:00 p.m. (SA time) on Friday, 28 June 2019;
Scheme Resolution	the special resolution of Mondi Limited Shareholders required to give effect to and implement the Scheme as set out in resolution 38 of the Notice;
Scheme Shares	all of the Mondi Limited Ordinary Shares in issue at the Scheme Record Time, save only for the Excluded Shares;
SENS	the Stock Exchange News Service, the announcement service in relation to securities listed on the JSE;
Simplification	the proposed simplification of the existing DLC structure of Mondi Limited and Mondi plc, to be effected by Mondi plc becoming the holder of all of the issued and to be issued Mondi Limited Ordinary Shares and related actions for the termination of the DLC arrangements;
Simplification Notice	notice being given by either Mondi Limited to Mondi plc or <i>vice versa</i> specifying the date and time on which the DLC Shares will be converted into Deferred Shares. (In terms of the Simplification, the date and time set in this notice will be immediately before the Scheme Effective Time.);
Simplification Resolutions	the resolutions proposed to approve the Simplification as set out at resolutions 32 to 37 in the Notice on pages 91 to 94 of this Circular;
Solvency and Liquidity Requirements	the requirements set out in section 46(1) of the SA Companies Act applicable to the Buyback Option, as read with the solvency and liquidity test set out in section 4 of the SA Companies Act;
South Africa or SA	the Republic of South Africa;
South African Operations	the businesses and assets held by Mondi Limited in South Africa, including the shareholding in the Group's 50% holding of the Côte d'Ivoire business;
Sponsor	(i) UBS as sponsor for Mondi plc in connection with the Simplification and Admission of the New Mondi plc Shares to listing on the premium segment of the UK Official List and to trading on the main market for listed securities of the LSE; and (ii) UBS SA as sponsor for Mondi Limited and Mondi plc in connection with the Simplification and Admission to listing and trading of the New Mondi plc Shares on the main board of the securities exchange of the JSE, and (iii) UBS SA as sponsor for Mondi Limited in respect of the Circular and delisting of the Mondi Limited Ordinary Shares, or both UBS and UBS SA as the context may require;
Strate	Strate Proprietary Limited, a private company incorporated in South Africa with registration number 1998/022242/07 and registered as a central securities depository responsible for the electronic clearing and settlement of trades on the JSE;
Strate Nominee	PLC Nominees Proprietary Limited, a private company incorporated in South Africa with registration number 1989/002235/07 and its registered office address at First Floor, 9 St David's Park, St David Place, Parktown, 2193, a company indirectly wholly owned by Strate, acting as nominee for the Underlying Shareholders of Mondi plc Ordinary Shares in Dematerialised Form on the Mondi plc SA Register;

Strate Nominee Register	the register of beneficial entitlements to Mondi plc Ordinary Shares held in Dematerialised Form on the Mondi plc SA Register maintained by the Strate Nominee;
Strate System	the system operated by Strate for dealings in Uncertificated securities listed on the JSE that take place on the JSE;
Strate System Rules	the depository rules, directives, regulations and notices issued by Strate from time to time, as amended;
Subsidiary	has the meaning given in section 1159 of the UK Companies Act;
Subsidiary Undertakings	has the meaning given in section 1162 of the UK Companies Act;
Takeover Regulations	the regulations set out in chapter 5 of the Companies Regulations;
Trading Day	in relation to (i) Mondi Limited Ordinary Shares, any Business Day that is an ordinary trading day on the exchange operated by the JSE; and (ii) Mondi plc Ordinary Shares, any Business Day that is an ordinary trading day on the exchange operated by the JSE and the exchange operated by the LSE;
Transaction Announcement	an announcement by Mondi Limited setting out the terms for Mondi plc to acquire all of the Mondi Limited Ordinary Shares by way of the Scheme, released on SENS and RIS on Tuesday, 26 March 2019;
Transfer Option	the default component of the Scheme (to the extent that the Buyback Option does not apply) in terms of which Scheme Participants will have their Scheme Shares acquired by Mondi plc in exchange for New Mondi plc Shares;
Transfer Secretary	Link Market Services South Africa Proprietary Limited, registration number 2000/007239/07, a private company duly incorporated in accordance with the laws of South Africa or such other person or persons as may be appointed by Mondi Limited from time to time as Transfer Secretary for purposes of the Scheme;
Transfer Shares	all Scheme Shares, other than the Buyback Shares, being therefore the Scheme Shares which are acquired by Mondi plc pursuant to the Scheme;
TRP	the Takeover Regulation Panel, established in terms of section 196 of the SA Companies Act;
UBS	UBS AG London Branch;
UBS SA	UBS South Africa (Pty) Limited;
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland;
UK Companies Act	the UK Companies Act 2006;
UK Listing Rules	the rules and regulations made by the FCA in its capacity as the FCA under the FSMA, as amended, and contained in the FCA's publication of the same name, as amended;
UK Official List	the official list of the FCA;
UK Registrar	Link Asset Services Limited;
UK Trust Co	Mondi SCS (UK) Limited, a limited liability company incorporated in England and Wales with registered number 6301023 or such other entity as replaces UK Trust Co from time to time;

Uncertificated or in Uncertificated Form	in relation to Mondi plc Shareholders, recorded on the Mondi plc UK Register as being held in uncertificated form in CREST and title to which, by virtue of the Uncertificated Securities Regulations 2001, may be transferred by means of CREST; and in relation to Mondi Limited Shareholders, recorded on the Mondi Limited Register as being held in uncertificated form in the Strate System and title to which, by virtue of the SA Companies Act, may be transferred by means of the Strate System;
Uncertificated Securities Register	the record of Dematerialised Shares administered and maintained by a CSDP and which forms part of the Mondi Limited Register;
Underlying Shareholder	a holder of a beneficial entitlement to Mondi plc Ordinary Shares as recorded in the Uncertificated Securities Register;
US or United States	the United States of America, its territories and possessions, any State of the United States of America and the District of Columbia;
US Investor Letter	an investor letter in the format set out in Annex VII to this Circular. This is the letter that US Shareholders that are QIBs wishing to receive New Mondi plc Shares will be required to execute and deliver to the Required Notice Recipient before the QIB Notification Time;
US Securities Act	means the United States Securities Act of 1933;
US Shareholders	Mondi Limited Shareholders with registered addresses in the United States;
VAT	value-added tax, payable in terms of the SA Value-Added Tax Act, 89 of 1991; and
Voting Record Time	the last date and time on which the Group Shareholders must be recorded in the relevant Register for the Group Shareholders to be eligible to attend, speak and vote at the relevant Annual General Meeting (or any adjournment or postponement thereof), which is presently indicatively expected to be 5:00 p.m. (SA time) on Monday, 6 May 2019.

All times referred to in this Circular are South Africa times unless otherwise stated.

All references to legislation in this Circular are to the legislation of South Africa unless otherwise stated. Any reference to any provision of any legislation shall include any amendment, modification, re-enactment or extension thereof.

In this Circular, words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

SIGNED ON BEHALF OF THE MONDI LIMITED INDEPENDENT BOARD

Director

SIGNED ON BEHALF OF THE MONDI LIMITED BOARD

Director

SIGNED ON BEHALF OF THE MONDI PLC BOARD

Director

MONDI LIMITED NOTICE OF ANNUAL GENERAL MEETING

This document is important and requires your immediate attention

Shareholders of Mondi Limited are reminded that:

- a shareholder of Mondi Limited entitled to attend and vote at the Annual General Meeting of Mondi Limited is entitled to appoint one or more proxies to attend, speak and vote in its stead at the Annual General Meeting of Mondi Limited in the place of that shareholder, and that shareholders may (but are not obliged to) use the provided Form of Proxy in this regard;
- a proxy need not also be a shareholder of Mondi Limited, but must be a natural person; and
- in terms of section 63(1) of the South African Companies Act, 71 of 2008, any person attending or participating in a meeting of shareholders of Mondi Limited must present reasonably satisfactory identification to the Chair, and the Chair must be reasonably satisfied that the right of any person to participate in and vote (whether as a shareholder of Mondi Limited or as proxy for a shareholder of Mondi Limited) has been reasonably verified.

If you are in any doubt as to what action you should take in respect of the Annual General Meeting of Mondi Limited and/or the following resolutions, please consult your CSDP, Broker, banker, attorney, accountant or other professional adviser immediately.

A. NOTICE

NOTICE IS HEREBY GIVEN to the shareholders of Mondi Limited recorded in the securities register of Mondi Limited (the “**Mondi Limited Register**”) at 5:00 p.m. (SA time) on Tuesday, 19 March 2019 (being the record date for receiving this notice (“**Notice**”) as determined by the board of directors of Mondi Limited (the “**Mondi Limited Board**”)), that an ANNUAL GENERAL MEETING of Mondi Limited will be held at The Venue, 17 The High Street, Melrose Arch, Melrose, Johannesburg, 2196, South Africa on Thursday, 9 May 2019 at 11:30 a.m. (SA time) (the “**Mondi Limited Annual General Meeting**”).

B. RECORD DATE

The Mondi Limited Board determined that, in accordance with the requirements of section 62(3) (a), read with section 59 of the South African Companies Act, 71 of 2008, the voting record time, being the time and date on which shareholders of Mondi Limited who are entitled to attend and vote at the Mondi Limited Annual General Meeting will be determined, will be close of trade on Monday, 6 May 2019. Accordingly, the last day to trade Mondi Limited Ordinary Shares (as defined below) in order to be recorded in the Mondi Limited Register to vote at the Mondi Limited Annual General Meeting will be Tuesday, 30 April 2019.

C. OTHER

This Notice includes 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 Mondi Limited Annual General Meeting will be conducted on a poll.

The shareholders of Mondi Limited and the shareholders of Mondi plc (together, the “**Group Shareholders**”) (or one or more or all of the classes thereof, as applicable) will be asked to vote on the resolutions which comprise the usual business of the annual general meetings, as set out in resolutions 1 to 31 (the “**AGM Resolutions**”). These resolutions are proposed to be approved irrespective of whether or not the resolutions to approve the proposed simplification of the existing dual listed company (“**DLC**”) structure of Mondi Limited and Mondi plc pursuant to which Mondi plc will become the holding company of the Mondi Group and the participants in the Scheme (as defined below) will become Mondi plc Shareholders (as defined below) as described in the Circular accompanying this Notice (“**Circular**”) (the “**Simplification**”) and set out in resolutions 32 to 37 (the “**Simplification Resolutions**”), the scheme resolution set out in resolution 38 to approve the South African scheme of arrangement between Mondi Limited and the Mondi Limited Shareholders (as defined below) (the “**Scheme**”) (the “**Scheme Resolution**”), and/or the post-simplification resolutions set out in resolutions 39 to 41 proposed as post-simplification resolutions conditional on completion of the Simplification (“**Post-Simplification Resolutions**”), are approved, as required.

Voting

Joint Electorate Actions

Resolutions which are classified as “**Joint Electorate Actions**” under (and as defined in) the Memorandum of Incorporation of Mondi Limited as amended from time to time (the “**Mondi Limited Memorandum of Incorporation**”) shall not be effective unless approved by the required majority as:

- (i) an ordinary resolution (or a special resolution if required by applicable regulation or the articles of association of Mondi plc as amended from time to time (the “**Mondi plc Articles of Association**”) of the holders of the ordinary shares of €0.20 nominal value each in the share capital of Mondi plc from time to time (the “**Mondi plc Ordinary Shares**”) (the “**Mondi plc Shareholders**”) and the holder of the special voting share in the capital of Mondi plc issued to Mondi SCS (UK) Limited (“**UK Trust Co**”), having the rights set out in the Mondi plc Articles of Association (the “**Mondi plc Special Voting Share**”), voting as a single class; and as
- (ii) an ordinary resolution (or a special resolution if required by applicable regulation or the Mondi Limited Memorandum of Incorporation or the Mondi plc Articles of Association) of the holders of the no par value ordinary shares in the share capital of Mondi Limited from time to time (the “**Mondi Limited Ordinary Shares**”) (the “**Mondi Limited Shareholders**”) and the holder of the special converting shares in Mondi Limited held by Mondi SSC (SA) (Proprietary) Limited (the “**SA Trust Co**”) (the “**Mondi Limited Special Converting Shares**”), voting as a single class,

obtained in accordance with the procedures set out in the Mondi Limited Memorandum of Incorporation (“**Joint Electorate Approvals**”). In certain limited instances as a result of the nature of the resolution, the holders of one or more of the classes of the DLC Shares and/or the SA DAS Share, as defined below, are also permitted to vote on a Joint Electorate Action.

Class Rights Actions

Resolutions which are classified as “**Class Rights Actions**” under (and as defined in) the Mondi Limited Memorandum of Incorporation shall not be effective unless approved by:

- (i) a vote in favour of at least the requisite majority of the votes cast by the Mondi Limited Shareholders;
- (ii) a vote in favour by at least the requisite majority of the votes cast by the Mondi plc Shareholders and the Mondi plc Special Voting Share, voting as a single class; and
- (iii) the written consent of the holder of the Mondi Limited Special Converting Shares,

(“**Class Rights Approvals**”), obtained in accordance with the procedures set out in the Mondi Limited Memorandum of Incorporation. In certain limited instances as a result of the nature of the resolution, the holders of one or more of the classes of the DLC Shares and/or the SA DAS Share, as defined below, are also permitted to vote on a Class Rights Action.

DLC Share Approvals

Due to the content of the Simplification Resolutions, separate resolutions of the holders of:

- (i) the Mondi plc DLC Shares, together defined as:
 - (a) the special converting shares in Mondi plc issued to UK Trust Co, having the preferences, rights, limitations and other terms set out in the Mondi plc Articles of Association (the “**Mondi plc Special Converting Shares**”);
 - (b) the share in Mondi plc held by UK Trust Co to be used at the discretion of the directors of Mondi plc to capitalise reserves in order to issue additional Mondi plc Special Converting Shares, having the preferences, rights, limitations and other terms set out in the Mondi plc Articles of Association (the “**Mondi plc Special Rights Share**”);
 - (c) the Mondi plc Special Voting Share;
 - (d) the dividend access share in the capital of Mondi plc held by UK Trust Co for the benefit of the holders of Mondi Limited Ordinary Shares who are not resident in South Africa, having the preferences, rights, limitations and other terms set out in the Mondi plc Articles of Association (the “**Mondi plc UK DAN Share**”); and

- (e) the dividend access share in the capital of Mondi plc held by UK Trust Co for the benefit of the holders of Mondi Limited Ordinary Shares who are resident in South Africa, having the preferences, rights, limitations and other terms set out in the Mondi plc Articles of Association (the “**Mondi plc UK DAS Share**”),
(together, the “**Mondi plc DLC Shares**”); and
- (ii) the Mondi Limited DLC Shares, together defined as:
 - (a) the Mondi Limited Special Converting Shares;
 - (b) the redeemable preference share held by SA Trust Co to be used at the discretion of the directors of Mondi Limited to capitalise reserves in order to issue additional Mondi Limited Special Converting Shares, having the preferences, rights, limitations and other terms set out in the Mondi Limited Memorandum of Incorporation (the “**Mondi Limited Special Rights Share**”); and
 - (c) the dividend access share in the capital of Mondi Limited held by SA Trust Co for the benefit of holders of Mondi plc Ordinary Shares who are not resident in South Africa, having the preferences, rights, limitations and other terms set out in the Mondi Limited Memorandum of Incorporation (the “**Mondi Limited SA DAN Share**”),
(together, the “**Mondi Limited DLC Shares**”), (and the Mondi Limited DLC Shares together with the Mondi plc DLC Shares, the “**DLC Shares**”); and
- (iii) the dividend access share in the share capital of Mondi Limited held by SA Trust Co for the benefit of holders of Mondi plc Ordinary Shares who are resident in South Africa, having the preferences, rights, limitations and other terms set out in the Mondi Limited Memorandum of Incorporation (the “**Mondi Limited SA DAS Share**”),
will be required (the “**DLC Share Approvals**”).

The holders of each of the DLC Shares and the Mondi Limited SA DAS Share will be directed to approve (or decline) such resolutions by the Mondi Limited Shareholders and Mondi plc Shareholders (as the respective beneficiaries of the DLC shareholding arrangements effected through the DLC Shares and Mondi Limited SA DAS Share) as part of the Simplification Resolutions.

Required majority

The percentage of votes needed to approve the AGM Resolutions, the Simplification Resolutions, the Scheme Resolution and the Post-Simplification Resolution (each a “**Resolution**” and together, “**Resolutions**”) is set out in the Explanation of Resolutions section of this Notice. Where required under the South African Companies Act, 71 of 2008 and/or the Listings Requirements of the JSE Limited, the Mondi plc Ordinary Shares and/or the Mondi Limited Ordinary Shares held by the Mondi Employee Share Trust, the Mondi Incentive Schemes Trust (master’s reference IT 869/2008) and the Directors shall not be voted and/or, if voted, shall not be taken into account when determining whether the requisite voting approval has been obtained.

Quorum

For commencement of the Annual General Meeting

For the Mondi Limited Annual General Meeting to commence, at least three shareholders of Mondi Limited entitled to vote on a matter at the meeting must be present or represented, and shareholders of Mondi Limited in aggregate entitled to exercise at least 25% of the voting rights on at least one matter to be decided at the meeting must be present or represented.

For adoption of the Resolutions

The quorum requirement for the adoption of each Resolution is shareholders of Mondi Limited holding in aggregate at least 25% of the voting rights exercisable on that Resolution being present or represented at the time that such Resolution is called on the agenda. For resolutions required to be passed in terms of the Listings Requirements of the JSE Limited, once a quorum has been established for purposes of such resolution, a quorum must be maintained at the meeting for all matters to be considered at the meeting.

Appraisal Rights for Dissenting Shareholders

In accordance with section 164 of the South African Companies Act, 71 of 2008, at any time before the Scheme Resolution is voted on (and, as applicable, Resolution 35), a Mondi Limited Shareholder may give Mondi Limited a written notice objecting to the special resolution.

Within 10 Business Days after Mondi Limited has adopted the special resolution, Mondi Limited must send a notice that the special resolution has been adopted to each Mondi Limited Shareholder who: (i) gave Mondi Limited a written notice of objection as contemplated above; and (ii) has neither withdrawn that notice nor voted in support of the special resolution.

A Mondi Limited Shareholder may demand that Mondi Limited pay the Mondi Limited Shareholder the fair value of all of the Mondi Limited Ordinary Shares of Mondi Limited held by that person if: (i) the Mondi Limited Shareholder has sent Mondi Limited a written notice of objection; (ii) Mondi Limited has adopted the special resolution; and (iii) the Mondi Limited Shareholder voted against the special resolution and has complied with all of the procedural requirements of section 164 of the South African Companies Act, 71 of 2008.

The right to receive such fair value is subject to the provisions of the South African Companies Act, 71 of 2008, including section 164(9).

A copy of section 164 of the South African Companies Act, 71 of 2008 is set out in Annex V to the Circular. Further detail regarding the process and consequences of a Mondi Limited Shareholder exercising its Appraisal Rights are set out in paragraph 10 of Part V of the Circular.

To the extent applicable, these provisions apply *mutatis mutandis* to the holder of the Mondi Limited DLC Shares in respect of Resolution 35.

AGM Resolutions

Common business: Mondi Limited and Mondi plc

To consider and, if deemed fit, to pass, with or without modification, the following ordinary resolutions of Mondi Limited and Mondi plc:

1. To re-elect Tanya Fratto as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Mondi Limited Memorandum of Incorporation and the Mondi plc Articles of Association.
2. To re-elect Stephen Harris as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Mondi Limited Memorandum of Incorporation and the Mondi plc Articles of Association.
3. To re-elect Andrew King as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Mondi Limited Memorandum of Incorporation and the Mondi plc Articles of Association.
4. To re-elect Peter Oswald as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Mondi Limited Memorandum of Incorporation and the Mondi plc Articles of Association.
5. To re-elect Fred Phaswana as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Mondi Limited Memorandum of Incorporation and the Mondi plc Articles of Association.
6. To re-elect Dominique Reiniche as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Mondi Limited Memorandum of Incorporation and the Mondi plc Articles of Association.
7. To re-elect David Williams as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Mondi Limited Memorandum of Incorporation and the Mondi plc Articles of Association of Mondi plc.
8. To re-elect Stephen Young as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Mondi Limited Memorandum of Incorporation and the Mondi plc Articles of Association.

9. Subject to her re-election as a director pursuant to resolution 1, to elect Tanya Fratto, who fulfils the requirements of section 94(4) of the South African Companies Act, 71 of 2008, as a member of the DLC audit committee of Mondi Limited and Mondi plc, to hold office until the conclusion of the Annual General Meetings of Mondi Limited and Mondi plc to be held in 2020.
10. Subject to his re-election as a director pursuant to resolution 2, to elect Stephen Harris, who fulfils the requirements of section 94(4) of the South African Companies Act, 71 of 2008, as a member of the DLC audit committee of Mondi Limited and Mondi plc, to hold office until the conclusion of the Annual General Meetings of Mondi Limited and Mondi plc to be held in 2020.
11. Subject to his re-election as a director pursuant to resolution 8, to elect Stephen Young, who fulfils the requirements of section 94(4) of the South African Companies Act, 71 of 2008, as a member of the DLC audit committee of Mondi Limited and Mondi plc, to hold office until the conclusion of the Annual General Meetings of Mondi Limited and Mondi plc to be held in 2020.

Mondi Limited business

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

Ordinary resolutions

12. To receive the audited financial statements of Mondi Limited for the year ended 31 December 2018, together with the reports of the DLC audit committee, the directors and the auditors of Mondi Limited.
13. To endorse Mondi Limited's remuneration policy for the year ended 31 December 2018 as set out on pages 123 to 129 of the Mondi Group integrated report and financial statements 2018.
14. To endorse the directors' remuneration report of Mondi Limited, other than the part containing the directors' remuneration policy, for the year ended 31 December 2018 as set out on pages 130 to 141 of the Mondi Group integrated report and financial statements 2018.

Special resolutions

15. That the remuneration of the non-executive directors of Mondi Limited (including in their capacity as non-executive directors of Mondi plc) be approved, in terms of section 66(9) of the South African Companies Act, 71 of 2008 and the Mondi Limited Memorandum of Incorporation, at the level of remuneration payable in respect of duties performed in the year ended 31 December 2018, escalated by a maximum of approximately 2.8% (the specific such amounts being set out in the explanatory note to this resolution in the Notice) with effect from the date of this Mondi Limited Annual General Meeting (plus such value added tax as may be payable thereon).

Ordinary resolutions

16. Subject to the passing of resolution 26, to declare a final dividend of 867.53211 rand cents per ordinary share in Mondi Limited for the year ended 31 December 2018.
17. To appoint PricewaterhouseCoopers Inc as auditors of Mondi Limited for the 2019 financial year and to hold office until the conclusion of the Annual General Meeting of Mondi Limited to be held in 2020.
18. To authorise the DLC audit committee to determine the remuneration of PricewaterhouseCoopers Inc.

Special resolution

19. That, to the extent required by the South African Companies Act, 71 of 2008 and subject to compliance with the requirements of the South African Companies Act, 71 of 2008, the Listings Requirements of the JSE Limited (if and to the extent applicable at the relevant time)

and the Mondi Limited Memorandum of Incorporation (each as presently constituted and as amended from time to time), the directors of Mondi Limited may authorise Mondi Limited to provide direct or indirect financial assistance to any person, including (but not limited to) by way of lending money, guaranteeing a loan or other obligation, and securing any debt or obligation, or otherwise to any related or inter-related company or corporation (or to any future related or inter-related company or corporation), and/or to a present or future member of a related or inter-related company or corporation, and/or to a person related to any such company, corporation or member all as contemplated in sections 44 and/or 45 of the South African Companies Act, 71 of 2008, as applicable, for such amounts and on such terms and conditions as the directors of Mondi Limited may determine. This authority will expire at the earlier of the second anniversary of the date on which this special resolution is adopted and the date of the Annual General Meeting of Mondi Limited to be held in 2020.

Ordinary resolutions

20. That the directors of Mondi Limited be authorised to allot and issue and/or to grant options to subscribe for, a number of authorised but unissued ordinary shares equal to 5% of the issued ordinary shares of Mondi Limited as at the date of this Notice, at their discretion, until the Annual General Meeting of Mondi Limited to be held in 2020, subject to the provisions of the South African Companies Act, 71 of 2008, the Listings Requirements of the JSE Limited (if and to the extent applicable at the relevant time) and the Mondi Limited Memorandum of Incorporation (each as presently constituted and as amended from time to time).
21. That the directors of Mondi Limited be authorised to allot and issue and/or to grant options to subscribe for, a number of authorised but unissued special converting shares equal to 5% of the issued special converting shares of Mondi Limited as at the date of this Notice, at their discretion, until the Annual General Meeting of Mondi Limited to be held in 2020, subject to the provisions of the South African Companies Act, 71 of 2008, the Listings Requirements of the JSE Limited (if and to the extent applicable at the relevant time) and the Mondi Limited Memorandum of Incorporation (each as presently constituted and as amended from time to time).
22. That, subject to the passing of resolution 20, in accordance with the South African Companies Act, 71 of 2008, the Listings Requirements of the JSE Limited (if and to the extent applicable at the relevant time) and the Mondi Limited Memorandum of Incorporation (each as presently constituted and as amended from time to time), the directors of Mondi Limited are authorised by way of a general authority to allot and issue up to 5,915,648 Mondi Limited ordinary shares (representing 5% of Mondi Limited's issued ordinary shares as at the date of this Notice), at their discretion, for cash, subject to the specific limitations as required by the Listings Requirements of the JSE Limited (if and to the extent applicable at the relevant time).

Special resolution

23. That, in accordance with the Mondi Limited Memorandum of Incorporation and with effect from 9 May 2019, Mondi Limited hereby approves as a general authority contemplated in paragraph 5.72 of the Listings Requirements of the JSE Limited (if and to the extent applicable at the relevant time), the acquisition by Mondi Limited, or any of its subsidiaries from time to time, of the issued ordinary shares of Mondi Limited from any person and upon such terms and conditions and in such amounts as the directors of Mondi Limited or any of its subsidiaries may from time to time decide, but subject to the provisions of the South African Companies Act, 71 of 2008, the Listings Requirements of the JSE Limited (if and to the extent applicable at the relevant time) and the Mondi Limited Memorandum of Incorporation (each as presently constituted and as amended from time to time).

Mondi plc business

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

Ordinary resolutions

24. To receive the audited financial statements of Mondi plc for the year ended 31 December 2018, together with the reports of the DLC audit committee, the directors and the auditors of Mondi plc.
25. To approve the directors' remuneration report of Mondi plc, other than the part containing the directors' remuneration policy, for the year ended 31 December 2018 as set out on pages 130 to 141 of the Mondi Group integrated report and financial statements 2018.
26. Subject to the passing of resolution 16, to declare a final dividend of 54.55 euro cents per ordinary share in Mondi plc for the year ended 31 December 2018.
27. To appoint PricewaterhouseCoopers LLP as auditors of Mondi plc to hold office until the conclusion of the Annual General Meeting of Mondi plc to be held in 2020.
28. To authorise the DLC audit committee to determine the remuneration of PricewaterhouseCoopers LLP.
29. That the directors of Mondi plc be generally and unconditionally authorised pursuant to and in accordance with section 551 of the UK 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 €4,855,537.60. Such authority to apply in substitution for all previous authorities pursuant to section 551 of the UK Companies Act 2006 and to expire at the conclusion of the next Annual General Meeting of Mondi plc to be held in 2020 or, if earlier, 30 June 2020, 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

30. That, subject to the passing of resolution 29, the directors of Mondi plc be authorised to allot equity securities (as defined in section 560(1) of the UK Companies Act 2006) for cash under the authority given in resolution 29 and/or to sell ordinary shares held by Mondi plc as treasury shares for cash as if section 561 of the UK 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 of Mondi plc 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 €3,672,408, being 5% of the nominal value of the existing issued share capital as at 18 March 2019,

such authority to expire at the conclusion of the next Annual General Meeting of Mondi plc to be held in 2020 or, if earlier, 30 June 2020, but, in each case, so that Mondi plc 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 30, 'Rights Issue' has the meaning given to the term in the Mondi plc Articles of Association.

31. That Mondi plc is generally and unconditionally authorised for the purpose of section 701 of the UK Companies Act 2006 to make market purchases (as defined in section 693 of the UK Companies Act 2006) of its own ordinary shares of €0.20 each in the capital of Mondi plc, provided that:
- (i) the maximum number of ordinary shares which may be purchased is 18,362,040 (representing 5% of Mondi plc's issued ordinary share capital);
 - (ii) the minimum price which may be paid for any ordinary share is €0.20;
 - (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 next Annual General Meeting of Mondi plc to be held in 2020 or, if earlier, 30 June 2020 (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).

Simplification Resolutions

Special business: Mondi Limited and Mondi plc

To consider and, if deemed fit, pass the following special resolutions of Mondi Limited and Mondi plc:

Special resolutions

32. That the Simplification (being, in summary, the simplification of the DLC structure of Mondi Limited and Mondi plc to be effected by way of a scheme of arrangement proposed by Mondi Limited to the Mondi Limited Shareholders under the South African Companies Act, 71 of 2008, on the terms set out in the Circular, and the actions authorised by the passing of the Simplification Resolutions) and the Scheme be and are hereby approved, including, but not limited to, the following actions:
- (i) the acquisition by Mondi plc of Mondi Limited ordinary shares from the relevant Mondi Limited Shareholders pursuant to a transfer under the Scheme;
 - (ii) subject to Mondi Limited meeting the requirements in section 46(1) of the South African Companies Act, 71 of 2008, as read with the solvency and liquidity test in the South African Companies Act, 71 of 2008 (the “**Solvency and Liquidity Requirements**”), and separately from the authority granted in resolution 23 (if any), the buyback by Mondi Limited of those Mondi Limited ordinary shares held by the Mondi Limited Shareholders that have elected under the Scheme (the “**Buyback Option**”) for such Mondi Limited ordinary shares to be repurchased (such repurchased shares being the “**Buyback Shares**”);
 - (iii) the assumption by Mondi plc of the obligation to discharge the scheme consideration for the Buyback Shares;
 - (iv) that, in addition to the authority granted in resolution 29 (if any), the directors of Mondi plc be generally and unconditionally authorised pursuant to and in accordance with section 551 of the UK Companies Act 2006 to exercise all the powers of Mondi plc to allot and issue ordinary shares up to an aggregate number of shares required to be issued to those Mondi Limited Shareholders whose shares are acquired by Mondi plc and/or Mondi Limited pursuant to the Scheme, on the basis of one Mondi plc ordinary share for each such Mondi Limited ordinary share so acquired;
 - (v) that, separately from the authority granted in resolutions 20, 21 and 22 (if any), the directors of Mondi Limited be authorised to allot and issue (including under sections 41(1) and 41(3) of the South African Companies Act, 71 of 2008) up to 118,312,975 authorised but unissued ordinary shares (being equal to the number of issued Mondi Limited Ordinary Shares as at 18 March 2019) to Mondi plc in connection with the Buyback Option;
 - (vi) that each of Mondi Limited, Mondi plc and their respective directors are authorised to terminate the DLC sharing agreement between Mondi Limited and Mondi plc dated 2 July 2007 and to effect such other amendments or terminations to the DLC Agreements (as defined in the Mondi Limited Memorandum of Incorporation) as they consider appropriate to effect, or in consequence of, the Simplification;
 - (vii) each of the Mondi Limited Memorandum of Incorporation and the Mondi plc Articles of Association shall be amended to include as a New Article 139 and Article 142 respectively, as follows: “Nothing in the articles of association of Mondi plc and nothing in the memorandum of incorporation of Mondi Limited shall operate so as to limit or preclude Mondi plc and/or Mondi Limited from proposing and effecting a simplification in terms of which Mondi Limited will become a subsidiary of Mondi plc on the terms and in the manner approved by the requisite shareholders (including, for the avoidance of doubt, approval as a Class Rights Action) at the 2019 Annual General Meetings (or any adjournment or postponement thereof)”; and
 - (viii) that the holders of each of the DLC Shares and the Mondi Limited SA DAS Share be instructed to take any such actions, including the approval of any shareholder

resolutions, as are necessary in order to effect, or reasonably required in connection with, the Simplification.

The approvals granted in this resolution 32 (other than the approvals under paragraphs (vii) and (viii) which will be immediately effective) will be subject to all of the other Simplification Resolutions and the Scheme Resolution being passed and the requisite DLC Share Approvals being granted.

33. That, subject to all of the other Simplification Resolutions and the Scheme Resolution being passed, the Mondi plc Articles of Association be amended by the adoption and inclusion of: (i) new definitions for “Deferred Shares” and “Simplification Notice”; and (ii) a new Article 6.2 as follows:

“ **Deferred Shares**” Any class of deferred shares in the share capital of the Company each having the rights set out in Article 5.1 of these Articles;

“ **Simplification Notice**” The written notice served by either the Company to Limited or *vice versa* stipulating the date and time that certain classes of shares are converted into Deferred Shares.

6.2 On and from the date and time specified in the Simplification Notice, the PLC Special Converting Shares, the PLC Special Rights Shares, the PLC Special Voting Share, the UK DAS Share and the UK DAN Share shall each automatically convert to Deferred Shares on a one-for-one basis”.

34. That, subject to all of the other Simplification Resolutions and the Scheme Resolution being passed and the requisite DLC Share Approvals being obtained and, following the service of the Simplification Notice (as such term is defined in the Mondi plc Articles of Association) at the time and date specified therein, the conversion of the shares identified therein to Deferred Shares (as such term is defined in the Mondi plc Articles of Association), all Deferred Shares (including any shares which have been converted into Deferred Shares pursuant to and in accordance with the Simplification Notice) which are outstanding at the date and time at which the Scheme becomes effective in accordance with its terms (the “**Scheme Effective Time**”) shall be cancelled at the Scheme Effective Time in accordance with Article 5.6 of the Mondi plc Articles of Association.
35. That, subject to all of the other Simplification Resolutions and the Scheme Resolution being passed and the requisite DLC Share Approvals being obtained, the existing Mondi Limited Memorandum of Incorporation be amended by the adoption and inclusion of: (i) a new definition of, and provisions in respect of, “Deferred Shares”; (ii) a new definition of “Simplification Notice”; (iii) a new definition of, and provisions in respect of, “Non-Voting Shares”; and (iv) new articles 4.1.6, 4.1.7, 6A and 6B as follows:

“ **Deferred Shares**” means any class of deferred shares in the share capital of the Company each having the preferences, rights, limitations and other terms set out in Article 6A.1 of this MOI;

“ **Non-Voting Shares**” means the no par value redeemable non-voting shares in the share capital of the Company each having the preferences, rights, limitations and other terms set out in Article 6B.1 of this MOI;

“ **Simplification Notice**” means the written notice served by either PLC to the Company or *vice versa* stipulating the date and time that certain classes of shares are converted into Deferred Shares;

4.1.6 650,000,003 no par value Deferred Shares;

4.1.7 nine no par value Non-Voting Shares;

6A. Deferred Shares

6A.1 The preferences, rights, limitations and other terms of the Deferred Shares are as set out below:

6A.1.1 a Deferred Share:

6A.1.1.1 does not entitle the holder of the share to receive any dividend or distribution declared, made or paid or any return of capital (save as provided below) and do not entitle the holder of the share to any further or other right of participation in the assets of the Company;

6A.1.1.2 entitles the holder of the share to participate on a return of assets on a winding-up of the Company, such entitlement to be limited to the repayment of the amount paid up or credited as paid up on such share and shall be paid only after the holders of any and all Limited Ordinary Shares then in issue shall have received (A) payment in respect of such amount as is paid up or credited as paid up on those Limited Ordinary Shares held by them at that time plus (B) the payment in cash or in specie of £10,000,000 on each such Limited Ordinary Share. Such entitlement shall rank after the rights of the holder/s of the Limited Special Converting Shares, the SA DAN Share, the SA DAS Share and the Limited Special Rights Share;

6A.1.1.3 does not entitle the holder of the share to receive a share certificate in respect of its shareholding, save as required by law;

6A.1.1.4 does not entitle the holder of the share to receive notice of, nor attend, speak or vote at, any meeting of the Company or any meeting of any class of share, save as required by law; and

6A.1.1.5 shall not be transferable at any time other than with the prior written consent of the Board;

6A.1.2 the Company shall have the irrevocable authority to authorise and instruct the secretary (or any other person appointed for the purpose by the Board) as agent for the holders of Deferred Shares to surrender the Deferred Shares to the Company for no consideration and to execute on behalf of such holders such documents as are necessary in connection with such surrender without obtaining the sanction of the holder or holders thereof, and, pending such surrender, to retain the certificates, to the extent issued, for such Deferred Shares;

6A.1.3 any cancellation of Deferred Shares or, as applicable, request by the Company to surrender such shares may be made by the Board depositing at the registered office of the Company a notice addressed to such person as the Board shall have nominated on behalf of the holders of such Deferred Shares;

6A.1.4 the Company shall have the irrevocable authority to appoint a single holder or any other person on behalf of all holders of Deferred Shares to exercise any vote to which holders of such Deferred Shares may be entitled in any circumstances or for any other matter connected to such shares;

6A.1.5 the preferences, rights, limitations and other terms attached to the Deferred Shares shall not be deemed to be varied or abrogated by the creation or issue of any new shares ranking in priority to or *pari passu* with or subsequent to such shares, any amendment or variation of the rights of any other class of shares of the Company, the Company reducing its share capital or the surrender, or purchase, of any share, whether a Deferred Share or otherwise; and

6A.1.6 the Company shall have the irrevocable authority to cancel (and thus terminate any ongoing rights applicable to) any Deferred Shares without making any payment to the holder and such cancellation shall not be deemed to be a variation or abrogation of the preferences, rights, limitations and other terms attaching to such shares.

6A.2 On and from the date and time specified in the Simplification Notice, the Limited Special Converting Shares, the Limited Special Rights Share and the SA DAN Share shall each automatically convert to Deferred Shares on a one-for-one basis.

6B. Non-Voting Shares

6B.1 The rights and privileges attached to the Non-Voting Shares, and the limitations and restrictions to which they are subject, are as set out below:

6B.1.1 A Non-Voting Share:

6B.1.1.1 does not entitle the holder of the share to receive any dividend or distribution declared, made or paid or any return of capital (save as provided below) and does not entitle the holder of the share to any further or other right of participation in the assets of the Company; and

6B.1.1.2 does not entitle the holder of the share to receive notice of, nor attend, speak or vote at, any meeting of the Company or any meeting of any class of share, save as required by law.

6B.1.2 On a winding-up of the Company, but not on a return of capital on any class of shares of the Company otherwise than on a winding-up of the Company, the holders of the Non-Voting Shares shall be entitled in priority to any payment to the holders of any other class of shares to the repayment of a sum equal to the nominal amount paid up or credited as paid up on the Non-Voting Shares held by them. Such entitlement shall rank after the rights of the holder/s of the Limited Special Converting Shares, the SA DAN Share, the SA DAS Share and the Limited Special Rights Share. The holders of the Non-Voting Shares shall not be entitled to any further or other right of participation in the assets of the Company.

6B.1.3 The Company shall have the right to redeem the Non-Voting Shares at any time on written notice to the holders thereof and shall pay for each Non-Voting Share an amount equal to the nominal value paid up thereon upon redemption”.

36. That, subject to all of the other Simplification Resolutions and the Scheme Resolution being passed and the requisite DLC Share Approvals being obtained and, following the service of the Simplification Notice (as such term is defined in the Mondi Limited Memorandum of Incorporation) at the time and date specified therein, the conversion of the shares identified therein to Deferred Shares (as such term is defined in the Mondi Limited Memorandum of Incorporation), all Deferred Shares (including any shares which have been converted into Deferred Shares pursuant and in accordance with the Simplification Notice) which are outstanding at the Scheme Effective Time shall be cancelled and/or may be required to be, and be, surrendered at the Scheme Effective Time in accordance with Articles 6A.1.3 and/or 6A.1.6 of the Mondi Limited Memorandum of Incorporation as amended pursuant to resolution 35.

37. That, subject to all of the other Simplification Resolutions and the Scheme Resolution being passed, Mondi Limited be and is hereby authorised (including under sections 41(1) and 41(3) of the South African Companies Act, 71 of 2008) to allot and issue at or about the Scheme Effective Time, 9 Non-Voting Shares (as defined in the Mondi Limited Memorandum of Incorporation as amended pursuant to resolution 35) to Mondi plc for an aggregate amount of 9 Rand.

Scheme Resolution

Special business: Mondi Limited

To consider and, if deemed fit, pass the following resolution which will be proposed as a special resolution of Mondi Limited:

Special resolution

38. That, subject to all of the Simplification Resolutions being passed and becoming effective,
- (i) the entry into and implementation of the Scheme (in summary, being the scheme of arrangement proposed by the Mondi Limited Board between Mondi Limited and the Mondi Limited Shareholders in terms of section 114 of the South African Companies Act, 71 of 2008), and pursuant to which (if approved and subject to it becoming effective) *inter alia*:
 - (a) Mondi plc will acquire all of the Mondi Limited Ordinary Shares held by Mondi Limited Shareholders (other than the Mondi Limited Ordinary Shares held by Dissenting Shareholders) for the Scheme Consideration (being the issue by Mondi plc of one New Mondi plc Share per Scheme Share);
 - (b) alternatively, if and to the extent so elected by Scheme Participants and subject to Mondi Limited meeting the Solvency and Liquidity Requirements, Mondi Limited will purchase from such Scheme Participants their Mondi Limited Ordinary Shares for the Scheme Consideration (being the issue by Mondi plc of one New Mondi plc Share per Scheme Share) and, in such instance, for each such Mondi Limited Ordinary Share bought back by Mondi Limited, Mondi Limited will allot and issue to Mondi plc one New Mondi Limited Ordinary Share,

in each such case subject to the terms and conditions of the Scheme as further set out in the Circular, be and is hereby authorised and approved under the South African Companies Act, 71 of 2008 (including, as applicable, pursuant to section 115(2)(a) thereof) and the Mondi Limited Memorandum of Incorporation; and
 - (ii) without derogating from the authority conferred in paragraph (i) of this resolution 38, the entry into and implementation of the Buyback Option is authorised and approved under the South African Companies Act, 71 of 2008 (including, as applicable, pursuant to sections 114(8), 48(8)(a), 48(8)(b), 41(1) and/or 41(3) thereof) and the Mondi Limited Memorandum of Incorporation (including, without limitation, pursuant to article 13 of the Mondi Limited Memorandum of Incorporation), including the issue to Mondi plc of New Mondi Limited Ordinary Shares on the basis of one New Mondi Limited Ordinary Share for each New Mondi plc Share issued by Mondi plc pursuant to the Buyback Option.

For the purposes of this resolution 38, all capitalised words have the meanings given to them in the Circular.

Post-Simplification Resolutions

Special business: Mondi plc

To consider and, if deemed fit, pass the following resolutions of Mondi plc:

Special resolutions

39. That, subject to all of the Simplification Resolutions and the Scheme Resolution being passed and subject to and conditional on the Simplification becoming effective, the articles of association produced to the meeting, and for the purposes of identification, initialled by the chair, be adopted as the articles of association of Mondi plc from admission of the new Mondi plc Shares in substitution for, and to the exclusion of, the existing articles of association of Mondi plc.
40. That, subject to all of the Simplification Resolutions and the Scheme Resolution being passed and subject to and conditional on the Simplification becoming effective and subject to the passing of resolution 29 and in addition to the authority granted under resolution 30, the directors of Mondi plc be authorised to allot equity securities (as defined in section 560(1) of the UK Companies Act 2006) for cash under the authority given in resolution 29 and/or to sell ordinary shares held by Mondi plc as treasury shares for cash as if section 561 of the UK Companies Act 2006 did not apply to any such allotment or sale, such authority being limited to:
- the allotment of equity securities or sale of treasury shares up to 5% of the nominal value of the new Mondi plc Shares issued upon the Simplification becoming effective, such authority to expire at the conclusion of the next Annual General Meeting of Mondi plc to be held in 2020 or, if earlier, 30 June 2020, but, in each case, so that Mondi plc 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.
41. That, in addition to the authority granted under resolution 31, Mondi plc is generally and unconditionally authorised for the purpose of section 701 of the UK Companies Act 2006 to make market purchases (as defined in section 693 of the UK Companies Act 2006) of its own ordinary shares of €0.20 each in the capital of Mondi plc, provided that:
- (i) the maximum number of ordinary shares which may be purchased is 5,915,648 (representing 5% of the new Mondi plc Shares);
 - (ii) the minimum price which may be paid for any ordinary share is €0.20;
 - (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 next Annual General Meeting of Mondi plc to be held in 2020 or, if earlier, 30 June 2020 (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).

Dated: 26 March 2019

By order of the Board

Company secretary, Mondi Limited

Registered office: 4th Floor, No.3 Melrose Boulevard, Melrose Arch, 2196, Gauteng, South Africa.

EXPLANATION OF RESOLUTIONS

1 Resolutions 1 to 8 – re-election of directors

In accordance with governance best practice, the boards of Mondi Limited and Mondi plc (“Boards”) have decided that all directors will stand for re-election in 2019. The DLC nominations committee reviewed and recommended to the Boards the re-election of each of the directors. The committee has considered the collective skills, experience and independence of each of the non-executive directors. The committee and Boards 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. The 2018 board evaluation confirmed that each of the directors make an effective and valuable contribution to the Boards and demonstrate commitment to their respective roles, including as they relate to committees, and are therefore recommended for re-election.

Biographical details of each director are set out in Appendix 1 to this Notice and on pages 88 to 89 of the Mondi Group integrated report and financial statements 2018.

Resolutions 1 to 8 will respectively be passed if approved by way of a Joint Electorate Approval by more than 50% of the voting rights exercised on such resolutions.

2 Resolutions 9 to 11 – election of DLC audit committee members

South African company law requires that, at each Annual General Meeting, the shareholders elect the members of an audit committee. The three members proposed, each an independent non-executive director of both Mondi Limited and Mondi plc, are Tanya Fratto, Stephen Harris and Stephen Young. The DLC nominations committee reviewed the suitability and qualifications of each director as members of the DLC audit committee and considers that each of Tanya Fratto, Stephen Harris and Stephen Young has adequate relevant financial knowledge and experience to fulfil their duties as members of the DLC audit committee. In addition, they each have competence relevant to the sector in which Mondi operates having commercial expertise gained from industries with similar capital intensive manufacturing, engineering and technology-focused international operations.

Biographical details of each director are set out in Appendix 1 to this Notice and on page 89 of the Mondi Group integrated report and financial statements 2018.

Resolutions 9 to 11 will respectively be passed if approved by way of a Joint Electorate Approval by more than 50% of the voting rights exercised on such resolutions.

3 Resolutions 12 and 24 – Group integrated report and financial statements 2018

The directors of Mondi Limited and Mondi plc are required by company law to present to the meeting the audited financial statements, together with the reports of the DLC audit committee, the directors and the auditors, for the financial year ended 31 December 2018 of the respective company.

Enclosed or otherwise made available with this Notice of Annual General Meeting is a copy of the Mondi Group integrated report and financial statements 2018 containing the audited combined and consolidated financial information of Mondi Limited and Mondi plc for the year ended 31 December 2018.

Resolutions 12 and 24 will be passed if approved by way of a Joint Electorate Approval by more than 50% of the voting rights exercised on such resolutions.

4 Resolutions 13, 14 and 25 – directors’ remuneration

Regulation in South Africa and the UK requires that the directors present a report on their remuneration during the period under review. The report for the year ended 31 December 2018 is set out on pages 122 to 141 of the Mondi Group integrated report and financial statements 2018.

The directors’ remuneration report, other than the part containing the remuneration policy, is being put to a non-binding advisory vote to shareholders under resolution 14 for Mondi Limited and resolution 25 for Mondi plc. The directors’ remuneration policy, which remains unchanged since it was approved by shareholders at the 2017 Annual General Meetings, is being tabled under resolution 13 for a non-binding advisory vote to Mondi Limited shareholders in accordance with South African governance practices. Under UK regulations, the policy report is required to be put

to a binding shareholder vote every three years (or sooner if changes are proposed) and is not being presented for Mondi plc shareholder approval at this meeting.

Resolutions 13, 14 and 25 will respectively be passed if approved by way of a Joint Electorate Approval by more than 50% of the voting rights exercised on such resolutions.

5 Resolution 15 – Special resolution – directors’ fees

Regulation in South Africa requires that shareholders approve, by special resolution, the remuneration paid to directors for their services as directors.

Resolution 15 is seeking approval to increase the fees payable for the services of the non-executive directors by a maximum of approximately 2.8% with effect from the date of this meeting (as set out below), and to clarify that any value-added tax payable on such remuneration is authorised to be paid thereon.

The current and proposed level of fees for the non-executive directors (excluding VAT) is set out in the table below and explained more fully in the Mondi Group integrated report and financial statements 2018 on page 129.

Item	Current fee	Proposed fee
Joint chair fee ⁽¹⁾	£296,500	£304,500
Non-executive base fee.....	£47,350	£48,630
Supplement for DLC audit committee chair.....	£11,840	£12,160
Supplement for DLC remuneration committee chair	£11,270	£11,570
Combined supplement for DLC sustainable development committee and Mondi Limited social and ethics committee chair	£11,270	£11,570
Supplement for senior independent director.....	£11,270	£11,570
Supplement for senior independent director role if held by a non-executive who already chairs a committee.....	£6,150	£6,320
Attendance fee per day (inside country of residence).....	£1,770	£1,820
Attendance fee per meeting (outside country of residence).....	£5,920	£6,080

Note:

(1) No supplement is payable for additional commitments in relation to this role.

Resolution 15 will be passed if approved by way of a Joint Electorate Approval by 75% or more of the voting rights exercised on such resolution.

6 Resolutions 16 and 26 – final dividend

Final dividends for the year ended 31 December 2018 for Mondi Limited and Mondi plc of 867.53211 rand cents per ordinary share and 54.55 euro cents per ordinary share, respectively, are recommended by the directors. Shareholder approval for the declaration of these final dividends is required. If approved, the dividends will be paid on 16 May 2019 to shareholders on each share register on 12 April 2019.

The directors of Mondi Limited have applied the solvency and liquidity tests contemplated in the South African Companies Act, 71 of 2008, in terms of which it has been concluded that Mondi Limited will satisfy such tests immediately after completing the proposed distribution and that the Company is accordingly authorised to effect the proposed distribution.

Resolutions 16 and 26 will be passed if approved by way of a Joint Electorate Approval by more than 50% of the voting rights exercised on such resolutions.

7 Resolutions 17, 18, 27 and 28 – reappointment and remuneration of auditors

South African and UK company law requires that, at each general meeting at which accounts are laid, Mondi Limited and Mondi plc appoint auditors for the ensuing financial year. The boards of Mondi Limited and Mondi plc, having accepted the recommendation of the DLC audit committee, propose that PricewaterhouseCoopers Inc and PricewaterhouseCoopers LLP be appointed as Mondi Limited and Mondi plc’s auditors, respectively. Resolutions 17 and 27 relate to the appointment and resolutions 18 and 28 will authorise the DLC audit committee to agree the auditors’ remuneration.

Resolutions 17, 18, 27 and 28 will respectively be passed if approved by way of a Joint Electorate Approval by more than 50% of the voting rights exercised on such resolutions.

8 Resolution 19 – Special resolution – financial assistance

This resolution is being proposed in order to comply with the requirements of sections 44 and 45 of the South African Companies Act, 71 of 2008, to the extent that the approval of shareholders is required for the directors to authorise specific forms of financial assistance by Mondi Limited. Sections 44 and 45 of the Act both provide, *inter alia*, that such financial assistance must be approved by a special resolution of the shareholders, adopted within the previous two years. Following such shareholder approval the directors may not authorise any such financial assistance unless they are satisfied that:

- (i) immediately after providing the financial assistance, Mondi Limited would satisfy the solvency and liquidity test contemplated in the South African Companies Act, 71 of 2008; and
- (ii) the terms under which the financial assistance is proposed to be given are fair and reasonable to Mondi Limited.

In the normal course of business Mondi Limited is required to grant financial assistance to subsidiaries and other juristic persons in the Group, including but not limited to financial assistance in the form of loans, guarantees in favour of third parties, such as financial institutions, service providers and counterparties (in respect of the provision of banking facilities, acquisition transactions, project financing, debt capital and structured financing transactions) for the obligations of such subsidiaries and any persons related to such subsidiaries. Financial assistance is also granted to the Mondi Incentive Schemes Trust (master's reference IT 869/2008) and/or the relevant directors and prescribed officers in connection with the Company's shareholder-approved employee share plans. This resolution will enable Mondi Limited to provide financial assistance within the Group which may be required from time to time in the normal course of business.

During the period since the passing of the equivalent financial assistance resolutions at the 2018 Mondi Limited Annual General Meeting, the Mondi Limited directors have approved financial assistance relating to Mondi Zimele Proprietary Limited (R42,000,000), Mondi Timber (Wood Products) Proprietary Limited (R48,000,000) and, as applicable, Mondi plc (under the Deed Poll Guarantee which is part of the documents underlying the DLC structure) in respect of the principal and interest on the notes issued under the €2.5 billion Euro Medium Term Note Programme.

Resolution 19 will be passed if approved by way of a Joint Electorate Approval by 75% or more of the voting rights exercised on such resolution

9 Resolution 20 – general authority to the directors to issue Mondi Limited ordinary shares

This authority, in accordance with the Listings Requirements of the JSE Limited, grants the directors the authority to allot and issue or grant options to subscribe for, a number of ordinary shares equal to 5% of the ordinary shares of Mondi Limited in issue at the date of this Notice.

Resolution 20 will be passed if approved by way of a Joint Electorate Approval by more than 50% of the voting rights exercised on such resolution.

10 Resolution 21 – general authority to the directors to issue Mondi Limited special converting shares

This authority grants the directors the authority to allot and issue or grant options to subscribe for, a number of special converting shares equal to 5% of the special converting shares of Mondi Limited in issue at the date of this Notice.

The special converting shares are very specific to the Mondi DLC administration.

The special converting shares are shares issued by Mondi Limited that are held by a South African trust and which convert into ordinary shares only in the event of and upon termination of the DLC structure so as to ensure economic equalisation for shareholders. Mondi plc also has a number of special converting shares in issue to a UK trust. The two companies are required under the DLC Agreements to ensure that the correct number of special converting shares is always in issue. Therefore, should the authority under resolution 30 (relating to the number of Mondi plc ordinary shares in issue) be used, an equivalent authority is required in respect of the special converting shares of Mondi Limited in order to maintain the protection for Mondi plc shareholders. Equalisation

on termination is achieved by ensuring that the shareholders of each company receive such shares in the other company as will ensure that they have the same proportionate holding in each of the companies as they previously had in the combined group. Prior to termination of the DLC structure the special converting shares have limited rights.

Resolution 21 will be passed if approved by way of a Joint Electorate Approval by more than 50% of the voting rights exercised on such resolution.

11 Resolution 22 – authority to allot Mondi Limited shares for cash

Resolution 22 provides authority to the directors to allot shares for cash other than by way of rights issue in respect of Mondi Limited up to the limit specified in the resolution. In such circumstances, the directors confirm that, as and when they exercise such authority, they intend to follow emerging best practice as regards its use as recommended by the Investment Association.

The directors also confirm that the exercise of any such authority is subject to the following specific limitations as required by the Listings Requirements of the JSE Limited (as presently constituted and as amended from time to time):

- (i) this authority shall not extend beyond the next Annual General Meeting of Mondi Limited to be held in 2020 or 15 months from the date on which this resolution is passed, whichever is the shorter;
- (ii) the equity securities which are the subject of the issue for cash shall be of a class already in issue, or where this is not the case, shall be limited to such securities or rights that are convertible into a class already in issue;
- (iii) a paid press announcement giving full details, as prescribed by the Listings Requirements of the JSE Limited, will be published at the time of an issue representing, on a cumulative basis within one financial year, 5% or more of the number of ordinary shares in issue prior to such issue;
- (iv) the issue in the aggregate in any one financial year will (excluding treasury shares) not exceed 30% of Mondi Limited's listed equity securities as at the date of the Notice (although it should be noted that the resolution limits the directors to a maximum of 5% of the ordinary shares in issue);
- (v) in determining the price at which an allotment and issue of ordinary shares may be made in terms of this authority, the maximum discount permitted will be 10% of the weighted average traded price of the ordinary shares in question as determined over the 30 business days prior to the date the price of the issue is determined or agreed between Mondi Limited and the party subscribing for the securities; and
- (vi) the equity securities/shares must be issued to public shareholders and not to related parties.

Resolution 22 will be passed if approved by way of a Joint Electorate Approval by 75% or more of the voting rights exercised on such resolution.

12 Resolution 23 – Special resolution – Mondi Limited purchase of own shares

Resolution 23 grants a renewable general authority to Mondi Limited, or a subsidiary of Mondi Limited, to acquire ordinary shares in Mondi Limited which are in issue from time to time. Such repurchases are subject to the relevant provisions of the Listings Requirements of the JSE Limited (“JSE”) (as presently constituted and as amended from time to time), which presently provide that:

- (i) any such acquisition of ordinary shares be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between Mondi Limited and the counterparty;
- (ii) authorisation thereto is given by the Mondi Limited Memorandum of Incorporation;
- (iii) this general authority shall be valid until Mondi Limited's next Annual General Meeting or 15 months from the date of passing this special resolution, whichever is earlier;
- (iv) an announcement will be published as soon as Mondi Limited or any of its subsidiaries has acquired ordinary shares constituting, on a cumulative basis, 3% of the number of ordinary shares in issue prior to the acquisition pursuant to which the aforesaid 3% threshold is

reached, and for each 3% in aggregate acquired thereafter, containing full details of such acquisitions;

- (v) acquisitions of ordinary shares in aggregate in any one financial year may not exceed 20% of Mondi Limited's issued ordinary share capital of that class as at the date of passing of this resolution (although it should be noted that the directors will limit the aggregate purchases to a maximum of 5% of the issued ordinary share capital);
- (vi) in determining the price at which ordinary shares issued by Mondi Limited are acquired by it or any of its subsidiaries in terms of this general authority, the maximum premium at which such ordinary shares may be acquired will be 10% of the weighted average of the market value at which such ordinary shares are traded on the JSE as determined over the five business days immediately preceding the date of buyback of such ordinary shares by Mondi Limited or any of its subsidiaries;
- (vii) at any point in time, Mondi Limited or any of its subsidiaries may only appoint one agent to effect any buyback on Mondi Limited's behalf;
- (viii) Mondi Limited or any of its subsidiaries may not buyback any shares during a prohibited period as defined by the Listings Requirements of the JSE, unless they have in place a buyback programme where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and has been submitted to the JSE in writing. Mondi Limited must instruct an independent third party, which makes its investment decisions in relation to its securities independently of and uninfluenced by Mondi, prior to the commencement of the prohibited period to execute the buyback programme submitted to the JSE; and
- (ix) the directors have passed a resolution authorising the buyback, confirming that Mondi Limited, and its subsidiary/ies, have passed the solvency and liquidity test contemplated in the South African Companies Act, 71 of 2008 and that from the time the test was done there were no material changes to the financial position of the Group.

The directors of Mondi Limited have no present intention of making any buyback pursuant to this authority but believe that Mondi Limited should retain the flexibility to take action in the future should buybacks be considered desirable and in the best interests of shareholders. The directors of Mondi Limited are of the opinion that, after considering the effect of such acquisition of ordinary shares, if implemented and on the assumption that Mondi Limited acquires the maximum of 5% of the current issued ordinary share capital of Mondi Limited at the latest practical date prior to the date of the Notice or during a period of 12 months after the date of the Notice:

- (a) Mondi Limited and its subsidiaries will be able, in the ordinary course of business, to pay its debts;
- (b) the consolidated assets of Mondi Limited and its subsidiaries, fairly valued in accordance with Generally Accepted Accounting Practice, will be in excess of the consolidated liabilities of Mondi Limited and its subsidiaries;
- (c) Mondi Limited and its subsidiaries will have adequate capital and reserves for ordinary business purposes; and
- (d) the working capital of Mondi Limited and its subsidiaries will be adequate for ordinary business purposes.

This authority includes an authority, by special resolution, to repurchase, through the JSE's order book, as contemplated in section 48(8)(a) of the South African Companies Act, 71 of 2008, shares disposed of by a director or prescribed officer of the company or a person related to a director or prescribed officer of Mondi Limited.

Directors' responsibility statement

The directors, whose names appear on pages 88 and 89 of the Mondi Group integrated report and financial statements 2018, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that the

special resolution contains all information required by law and the Listings Requirements of the JSE.

Material changes

Other than the facts and developments reported on in the Mondi Limited 2018 statutory accounts, there have been no material changes in the affairs or financial position of Mondi Limited and its subsidiaries since the date of signature of the audit report and up to the date of this Notice.

The following additional information, some of which may appear elsewhere in the Mondi Group integrated report and financial statements 2018, is provided in terms of the Listings Requirements of the JSE for purposes of the general authority:

- (i) major beneficial shareholders – integrated report and financial statements page 142; and
- (ii) share capital of Mondi Limited – integrated report and financial statements page 184.

Resolution 23 will be passed if approved by way of a Joint Electorate Approval by 75% or more of the voting rights exercised on such resolution.

13 Resolution 29 – directors’ authority to allot Mondi plc shares

The purpose of resolution 29 is to renew the Mondi plc directors’ power to allot shares. The authority will allow the directors of Mondi plc to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a maximum nominal amount of €4,855,537.60, as set out in the table below and exclusive of treasury shares, which is equivalent to approximately 5% of the issued capital:

	Number of shares	Par value	Relative part of section 551 amount
Ordinary shares	18,362,040	€0.20	€3,672,408.0
Special converting shares	5,915,648	€0.20	€1,183,129.6
Total			€4,855,537.6

This authority covers the issued ordinary share capital of Mondi plc, as would normally be the case for a UK company at its Annual General Meeting, but also the issued special converting shares of Mondi plc. An authority is included for the special converting shares to enable the directors of Mondi plc to issue these as and when required in accordance with the agreements which constitute Mondi’s DLC structure.

At Monday, 18 March 2019 (being the latest practicable date prior to the publication of this Notice), Mondi plc did not hold any shares in treasury.

There are no present plans to undertake a rights issue or to allot new shares under this authority. The directors of Mondi plc 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, Mondi plc is aware that the investment community in South Africa prefers to see this authority restricted to no more than 5% of issued capital. In view of the DLC structure, Mondi plc has decided to limit the authority to 5%.

If the resolution is passed, the authority will expire at the end of the next Annual General Meeting of Mondi plc to be held in 2020 or, if earlier, 30 June 2020.

Resolution 29 will be passed if approved by way of a Joint Electorate Approval by more than 50% of the voting rights exercised on such resolution.

If the Simplification is approved, the authority will cover the enlarged ordinary share capital of Mondi plc (including the existing Mondi plc Shares and the new Mondi plc Shares to be issued to Mondi Limited Shareholders as part of the Simplification) and will be equivalent to approximately 5% of the enlarged issued ordinary share capital.

14 Resolution 30 – Special resolution – disapplication of Mondi plc pre-emption rights

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

The purpose of resolution 30 is to authorise the directors of Mondi plc to allot new shares pursuant to the authority given by resolution 29, or to sell treasury shares, for cash: (i) in connection with a Rights Issue (as defined in the Mondi plc Articles of Association); or (ii) otherwise up to a maximum aggregate nominal value of €3,672,408, which is equivalent to 5% of the issued ordinary share capital of Mondi plc as at Monday, 18 March 2019 (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 of Mondi plc to be held in 2020 or, if earlier, 30 June 2020.

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

In accordance with the provisions of the Pre-emption Group's Statement of Principles, the directors do not intend to issue more than 7.5% of the total issued ordinary share capital of Mondi plc for cash on a non pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in any rolling three-year period without prior consultation with shareholders and the investment committees of the Investment Association and the Pensions and Lifetime Savings Association.

The directors also confirm that pursuant to the DLC structure, the exercise of any such authority is subject to the following specific limitations as required by the Listings Requirements of the JSE Limited (as presently constituted and as amended from time to time):

- (i) this authority shall not extend beyond the next Annual General Meeting of Mondi plc to be held in 2020 or 15 months from the date on which this resolution is passed, whichever is the shorter;
- (ii) the equity securities which are the subject of the issue for cash shall be of a class already in issue or, where this is not the case, shall be limited to such securities or rights that are convertible into a class already in issue;
- (iii) a paid press announcement giving full details, as prescribed by the Listings Requirements of the JSE Limited, will be published at the time of an issue representing, on a cumulative basis within one financial year, 5% or more of the number of ordinary shares in issue prior to such issue;
- (iv) the issue in the aggregate in any one financial year will (excluding treasury shares) not exceed 30% of Mondi plc's listed equity securities as at the date of the Notice of Annual General Meeting (although it should be noted that the resolution limits the directors to a maximum of 5% of the ordinary shares in issue);
- (v) in determining the price at which an allotment and issue of ordinary shares may be made in terms of this authority, the maximum discount permitted will be 10% of the weighted average traded price of the ordinary shares in question as determined over the 30 business days prior to the date that the price of the issue is determined or agreed between Mondi plc and the party subscribing for the securities; and
- (vi) the equity securities/shares must be issued to public shareholders and not to related parties.

The directors of Mondi plc consider the authority in resolution 30 to be appropriate in order to allow Mondi plc 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 10% of issued capital, subject to certain conditions, Mondi plc is aware that the investment community in South Africa prefers to see this authority restricted to no more than 5% of issued capital. In view of the DLC structure, Mondi plc has decided to limit the authority to 5%.

Resolution 30 will be passed if approved by way of a Joint Electorate Approval by 75% or more of the voting rights exercised on such resolution.

15 Resolution 31 – Special resolution – Mondi plc purchase of own shares

The directors of Mondi plc consider it may, in certain circumstances, be in the best interests of shareholders generally for Mondi plc to purchase its own ordinary shares. Accordingly, the effect of this resolution is to renew the general authority, subject to specified limits, granted to Mondi plc to purchase its own ordinary shares, until the Annual General Meeting in 2020 or, if earlier, 30 June 2020. Shareholders are asked to consent to the purchase by Mondi plc of up to a maximum of 18,362,040 ordinary shares of €0.20 each. This represents 5% of the ordinary shares in issue as at Monday, 18 March 2019 (the latest practicable date prior to publication of this Notice) and Mondi plc's exercise of this authority is subject to the upper and lower limits on the price payable stated in the resolution.

As of Monday, 18 March 2019 (the latest practicable date prior to publication of this Notice), there were options outstanding over 1,290,922 ordinary shares, representing 0.35% of Mondi plc'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 0.37% of Mondi plc's reduced issued ordinary share capital.

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

Resolution 31 will be passed if approved by way of a Joint Electorate Approval by 75% or more of the voting rights exercised on such resolution.

16 Resolution 32 – Special resolution – Simplification

The purpose of resolution 32 is to approve the simplification of the DLC structure of Mondi Limited and Mondi plc to be effected by way of a scheme of arrangement proposed by Mondi Limited to the holders of the ordinary shares in Mondi Limited on the terms set out in the Scheme and the actions authorised by the passing of the Simplification Resolutions, including the approval of the ancillary and enabling actions required to effect the transaction.

The Mondi Limited Shareholders and Mondi plc Shareholders are required to approve this resolution as a Class Rights Action. As the Simplification also includes the creation and issue of new shares and the conversion of the DLC Shares into Deferred Shares, the Simplification will require the approval of the holders of each of the DLC Shares by way of separate written consent and/or vote. The DLC Shares are held in trust by either Mondi SSC (SA) (Proprietary) Limited or Mondi SCS (UK) Limited, who will each be directed under this resolution 32 to grant the required approvals and vote in favour of such resolutions as are necessary to enable the Simplification to proceed.

Mondi Limited Shareholders have the choice under the Scheme to elect for: (i) the acquisition by Mondi plc of the ordinary shares of Mondi Limited from those Mondi Limited Shareholders who exchange their shares in Mondi Limited pursuant to the transfer mechanism under the Scheme; or (ii) the buy-back of some or all of their ordinary shares in Mondi Limited by Mondi Limited pursuant to the Buyback Option under the Scheme. For the shares in Mondi Limited subject to the Buyback Option, Mondi Limited will issue to Mondi plc ordinary shares in Mondi Limited on a one for one basis in consideration for the new Mondi plc ordinary shares to be issued to the Mondi Limited Shareholders who elected for this option.

Therefore, as part of this resolution, shareholders are requested to authorise Mondi Limited to acquire the issued ordinary shares of Mondi Limited from those Mondi Limited Shareholders who have elected for the Buyback Option. Further, the Group Shareholders are requested to authorise Mondi Limited to issue and allot shares to Mondi plc in order to satisfy the maximum consideration that may be due to Mondi plc in connection with the Buyback Option.

Authority is also requested from the shareholders for the directors of Mondi plc to be authorised to allot shares to those Mondi Limited Shareholders who participate in the Scheme either by way of the Transfer Option or the Buyback Option pursuant to the Scheme.

The respective constitutional documents of Mondi Limited and Mondi plc are amended to provide for the approved Simplification to be effected in the manner approved by the Group Shareholders.

Save for the approved authorisations and general enabling provisions which apply following the passing of the resolution, this resolution is conditional on the passing of the Simplification Resolutions and the Scheme Resolution and the receipt of the requisite DLC Share Approvals.

Resolution 32 will be passed if approved by way of a Class Rights Approval as a special resolution by 75% of the votes cast thereon, including with the approval of (i) 75% or more of the votes cast thereon by the Mondi Limited Shareholders and (ii) 75% or more of the votes cast thereon by the Mondi plc Shareholders and the Mondi plc Special Voting Share, voting as a single class.

17 Resolution 33 – Special resolution – amendment of Mondi plc’s articles of association

Following the Simplification, the Mondi plc DLC Shares will no longer be required as the dual company structure will no longer exist. It is proposed that the Mondi plc Articles of Association are amended to provide, subject to resolution 33 being approved and becoming effective, for the Mondi plc DLC Shares to convert into Deferred Shares of Mondi plc. It is also proposed that the Mondi plc Articles of Association are amended to allow for the cancellation, for no consideration, of the Mondi plc DLC Shares, which have been converted into Deferred Shares. The conversion of the Mondi plc DLC Shares into Deferred Shares will occur immediately prior to the Scheme Effective Time, and the cancellation of the Deferred Shares (including the Mondi plc DLC Shares which have been converted into Deferred Shares) will occur at the Scheme Effective Time.

This resolution is conditional on the passing of the Simplification Resolutions and the Scheme Resolution and the receipt of the requisite DLC Share Approvals.

Resolution 33 will be passed if approved by way of a Class Rights Approval as a special resolution by 75% of the votes cast thereon, including with the approval of (i) 75% or more of the votes cast thereon by the Mondi Limited Shareholders and (ii) 75% or more of the votes cast thereon by the Mondi plc Shareholders and the Mondi plc Special Voting Share, voting as a single class.

18 Resolution 34 – Special resolution – cancellation of the Mondi plc Deferred Shares

Following the service of the notice (the “**Simplification Notice**”) which stipulates the date and time that the Mondi plc DLC Shares convert into Deferred Shares, the directors request that the shareholders approve the cancellation of all classes of Deferred Shares of Mondi plc outstanding at the Scheme Effective Time (including the Mondi plc DLC Shares which have been converted into Deferred Shares pursuant to and in accordance with the Simplification Notice) in accordance with Article 5.6 of the Mondi plc Articles of Association.

This resolution is conditional on the passing of the Simplification Resolutions and the Scheme Resolution and the receipt of the requisite DLC Share Approvals.

Resolution 34 will be passed if approved by way of a Class Rights Approval as a special resolution by 75% of the votes cast thereon, including with the approval of (i) 75% or more of the votes cast thereon by the Mondi Limited Shareholders and (ii) 75% or more of the votes cast thereon by the Mondi plc Shareholders and the Mondi plc Special Voting Share, voting as a single class.

19 Resolution 35 – Special resolution – amendment of the Mondi Limited Memorandum of Incorporation

Following the Simplification, the Mondi Limited DLC Shares will no longer be required as the dual company structure will no longer exist. It is proposed that the Mondi Limited Memorandum of Incorporation is amended to provide, subject to resolution 35 being approved and becoming effective, for the establishment of Deferred Shares of Mondi Limited and the conversion of the Mondi Limited DLC Shares into Deferred Shares of Mondi Limited. It is also proposed that the Mondi Limited Memorandum of Incorporation is amended to allow for the cancellation and/or surrender, for no consideration, of the Mondi Limited DLC Shares, which have been converted into Deferred Shares. The conversion of the Mondi Limited DLC Shares into Deferred Shares will occur immediately prior to the Scheme Effective Time, and the cancellation of the Deferred Shares will occur at the Scheme Effective Time.

This resolution is conditional on the passing of the Simplification Resolutions and the Scheme Resolution and the receipt of the requisite DLC Share Approvals, and will be effective once the

amendments to the Mondi Limited Memorandum of Incorporation set out in this resolution 35 are approved and become effective under the Companies Act.

Resolution 35 will be passed if approved by way of a Class Rights Approval as a special resolution by 75% of the votes cast thereon, including with the approval of (i) 75% or more of the votes cast thereon by the Mondi Limited Shareholders and (ii) 75% or more of the votes cast thereon by the Mondi plc Shareholders and the Mondi plc Special Voting Share, voting as a single class.

20 Resolution 36 – Special resolution – cancellation of the Mondi Limited Deferred Shares

Following the service of the Simplification Notice, the directors request that the shareholders approve the cancellation and/or required surrender of all Deferred Shares of Mondi Limited outstanding at the Scheme Effective Time (being the Mondi Limited DLC Shares which have been converted to Deferred Shares pursuant to and in accordance with the Simplification Notice) in accordance with Articles 6A.1.3 and/or 6A.1.6 of the Mondi Limited Memorandum of Incorporation as amended pursuant to resolution 35. This resolution is conditional on the passing of the Simplification Resolutions and the Scheme Resolution and the receipt of the requisite DLC Share Approvals.

Resolution 36 will be passed if approved by way of a Class Rights Approval as a special resolution by 75% of the votes cast thereon, including with the approval of (i) 75% or more of the votes cast thereon by the Mondi Limited Shareholders and (ii) 75% or more of the votes cast thereon by the Mondi plc Shareholders and the Mondi plc Special Voting Share, voting as a single class.

21 Resolution 37 – Special resolution – issuance of Non-Voting Shares

On completion of the Simplification and so as to ensure that Mondi plc will, following the Simplification, hold the majority of each of Mondi Limited's voting and non-voting share capital, the directors have proposed this resolution which authorises Mondi Limited to issue 9 Non-Voting Shares of no par value to Mondi plc for 9 Rand.

This resolution is conditional on the passing of the Simplification Resolutions and the Scheme Resolution.

Resolution 37 will be passed if approved by way of a Class Rights Approval as a special resolution by 75% of the votes cast thereon, including with the approval of (i) 75% or more of the votes cast thereon by the Mondi Limited Shareholders and (ii) 75% or more of the votes cast thereon by the Mondi plc Shareholders and the Mondi plc Special Voting Share, voting as a single class.

22 Resolution 38 – Special resolution – Scheme

The purpose of this resolution is for the Mondi Limited Shareholders to approve the entry into and implementation of the scheme of arrangement proposed by the Mondi Limited Board between Mondi Limited and its ordinary shareholders, and to which Mondi plc is a party. Pursuant to the Scheme, inter alia:

- (a) Mondi plc will acquire all of the Mondi Limited Ordinary Shares held by Mondi Limited Shareholders (other than the Mondi Limited Ordinary Shares held by Dissenting Shareholders) for the Scheme Consideration (being the issue by Mondi plc of one New Mondi plc Share per Scheme Share);
- (b) alternatively, if and to the extent so elected by participants of the Scheme and subject to Mondi Limited meeting the Solvency and Liquidity Requirements, Mondi Limited will purchase from such participants of the Scheme their Mondi Limited Ordinary Shares for the consideration pursuant to the Scheme (being the issue by Mondi plc of one New Mondi plc Share per Scheme Share) and, in such instance, for each such Mondi Limited Ordinary Share bought back by Mondi Limited, Mondi Limited will allot and issue to Mondi plc one New Mondi Limited Ordinary Share,

in each such case subject to the terms and conditions of the Scheme as further set out in the Circular. This authority includes an authorisation for Mondi Limited to issue an equal number of its Mondi Limited Ordinary Shares to Mondi plc as are repurchased by Mondi Limited pursuant to the alternative in (b) above.

Pursuant to the implementation of the Scheme, Mondi plc will thus become the sole holder of all of Mondi Limited's issued Mondi Limited Ordinary Shares, other than those shares held by

Dissenting Shareholders which will be acquired by Mondi Limited (and cancelled) pursuant to the exercise of appraisal rights in respect thereof.

This resolution is subject to all of the Simplification Resolutions being passed and becoming effective.

Resolution 38 will be passed if approved by 75% or more of the votes cast thereon by Mondi Limited Shareholders.

23 Resolution 39 – Special resolution – adoption of new articles of association by Mondi plc

Following the Simplification becoming effective, it is proposed that Mondi plc adopts new articles of association (the “**New Mondi plc Articles of Association**”) to reflect the fact that Mondi plc is the new holding company of the group and no longer part of a DLC structure. Therefore, the New Mondi plc Articles of Association (i) do not include provisions relating to the DLC structure, the agreements between Mondi Limited and Mondi plc which govern the DLC structure, the Mondi plc DLC Shares and the Mondi Limited DLC Shares; and (ii) reflect the fact that Mondi plc will continue to have a premium listing on the LSE and the listing of Mondi Limited on the JSE will be cancelled.

Other principal changes introduced in the New Mondi plc Articles of Association are summarised in Appendix 2 to this Notice. Certain changes, which are of a minor, technical or clarifying nature have not been noted.

This resolution is conditional on all of the Simplification Resolutions and the Scheme Resolution being passed and the Simplification becoming effective.

Resolution 39 will be passed if approved by way of a Class Rights Approval as a special resolution by 75% of the votes cast thereon, including with the approval of (i) 75% or more of the votes cast thereon by the Mondi Limited Shareholders and (ii) 75% or more of the votes cast thereon by the Mondi plc Shareholders and the Mondi plc Special Voting Share, voting as a single class.

24 Resolution 40 – Special resolution – disapplication of pre-emption rights of Mondi plc

Following the Simplification becoming effective, the issued ordinary share capital of Mondi plc will be greater than prior to the Simplification due to the issuance of new Mondi plc shares. Therefore, the disapplication of pre-emption authority proposed at resolution 30 as part of the AGM Resolutions will no longer represent 5% of the ordinary share capital of Mondi plc and as a result the directors propose to increase the disapplication of pre-emption authority to 5% of the ordinary share capital of Mondi plc in issue following the Simplification. This authority will be in addition to the authority granted by the shareholders pursuant to resolution 30 and will relate to 5% of the new Mondi plc Shares issued as part of the Simplification.

The purpose of resolution 40 is to authorise the directors of Mondi plc to allot new shares pursuant to the authority given by resolution 29, or to sell treasury shares, for cash otherwise up to an aggregate nominal value of the new Mondi plc ordinary shares, which is equivalent to 5% of the ordinary share capital of Mondi plc upon the Simplification becoming effective, 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 of Mondi plc to be held in 2020.

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

In accordance with the provisions of the Pre-emption Group’s Statement of Principles, the directors do not intend to issue more than 7.5% of the total issued ordinary share capital of Mondi plc for cash on a non pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in any rolling three-year period without prior consultation with shareholders and the investment committees of the Investment Association and the Pensions and Lifetime Savings Association.

The directors of Mondi plc consider the authority in resolution 40 to be appropriate in order to allow Mondi plc 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 10% of issued capital, subject to certain conditions, Mondi plc is aware that the investment community in South Africa prefers to see this authority restricted to no more than 5% of issued capital. In view of this, Mondi plc has decided to limit the authority to 5%.

The Group Shareholders will vote together on this resolution as a Joint Electorate Action as, although this resolution relates only to Mondi plc, following completion of the Simplification of the existing DLC structure of Mondi Limited and Mondi plc, Mondi Limited Shareholders will also be shareholders of Mondi plc.

This resolution is conditional on all of the Simplification Resolutions and the Scheme Resolution being passed and the Simplification becoming effective.

25 Resolution 41 – Special resolution – Mondi plc purchase of own shares

Following the Simplification becoming effective, the issued share capital of Mondi plc will be greater than prior to the Simplification due to the issuance of new Mondi plc shares. Therefore, the authority for Mondi plc to purchase its own shares proposed at resolution 31 as part of the AGM Resolutions will no longer represent 5% of the ordinary share capital of Mondi plc and as a result the directors propose to increase the purchasing authority to 5% of the ordinary share capital of Mondi plc in issue following the Simplification. This authority will be in addition to the authority granted by the shareholders pursuant to resolution 31 and will relate to 5% of the new Mondi plc Shares issued as part of the Simplification. Such authority, together with the authority granted under resolution 31 (if passed) will allow the directors of Mondi plc to buyback Mondi plc ordinary shares up to a maximum nominal amount of €4,855,537.60.

The directors of Mondi plc consider it may, in certain circumstances, be in the best interests of shareholders generally for Mondi plc to purchase its own ordinary shares. The directors of Mondi plc have no present intention of making any purchases of Mondi plc's own ordinary shares, but believe that Mondi plc should retain the flexibility to take further action if future purchases were considered desirable and in the best interests of shareholders. Pursuant to the UK Companies Act 2006, Mondi plc can hold the shares which have been bought back itself as treasury shares and can either resell them for cash or cancel them, immediately or at a point in the future, or use them for the purposes of its employee share plans. The directors of Mondi plc intend to cancel any shares purchased under this authority.

Resolution 41 will be passed if approved by way of a Joint Electorate Approval by 75% or more of the voting rights exercised on such resolution.

APPENDIX 1

Biographies of directors standing for re-election pursuant to resolutions 1 to 8 and for the election of members of the DLC audit committee pursuant to resolutions 9 to 11.

FRED PHASWANA, 74

Joint Chair

Appointed: June 2013

Independent: Yes (on appointment)

Committee memberships: Nominations, social and ethics

Qualifications: MA (Unisa), BCom (Hons) (RAU), BA (Philosophy, Politics and Economics) (Unisa)

Experience: Fred brings to the DLC Board a wealth of experience in African and global businesses, together with well developed strategic and commercial skills. He was previously regional president of BP Africa, a non-executive director of Anglo American plc and chair of Anglo American South Africa, Anglo Platinum, Transnet, Ethos Private Equity, the South African Energy Association and the Advisory Board of the Cape Town Graduate School of Business. Fred was chair of Standard Bank group and The Standard Bank of South Africa between 2010 and 2015. He was also the former vice chairman of WWF South Africa and Business Leadership of South Africa and was the honorary president of the Cape Town Press Club.

External appointments: Chair of the South African Institute of International Affairs and non-executive director of Naspers Limited.

DAVID WILLIAMS, 73

Joint Chair

Appointed: May 2007 and as Joint Chair in August 2009

Independent: Yes (on appointment)

Committee memberships: Nominations (chair), remuneration

Qualifications: Graduated in economics from Manchester University, chartered accountant (UK)

Experience: David has significant experience in senior financial roles held across a range of multinational companies, with board experience as both an executive and non-executive director. David served as finance director of Bunzl plc for 14 years before retiring in January 2006. He was previously a member of the Tootal management board and Finance Director of Tootal plc and has held a number of senior independent director and committee chair roles. David was formerly a non-executive director of the Peninsular & Oriental Steam Navigation Company, Dewhirst Group plc, Medeva plc, George Wimpey plc, Taylor Wimpey plc, Tullow Oil plc, Meggitt plc and Dubai-based DP World Limited. David continues to contribute significant financial and business experience to the DLC Board and has an extensive understanding of Mondi and its history since listing.

External appointments: None.

PETER OSWALD, 56

Chief Executive Officer

Appointed: January 2008 and as Chief Executive Officer in May 2017

Independent: No

Committee memberships: Executive (chair), sustainable development, social and ethics

Qualifications: Graduated in law from the University of Vienna and in business administration from WU-Vienna Business School

Experience: Peter brings significant packaging and paper experience to the DLC Board, having worked in the sector for more than 27 years. He has detailed knowledge of operations and extensive experience in acquisitions, the restructuring, turnaround and organic growth of businesses and inspiring large teams. Peter began his career with Deutsche Bank and automotive company KTM. He joined the Frantschach Group in 1992 as the Head of Internal Audit, later becoming Corporate Controller. After serving as chief executive of the bags and flexibles business from 1995 to 2001, he was appointed chief executive of Mondi Packaging Europe in 2002, leading its subsequent integration with Frantschach into the new Mondi Packaging division. Having held a number of senior executive roles within Mondi, Peter was appointed Chief Executive Officer of the former Europe & International Division in January 2008 and Chief Executive Officer of the Mondi Group in May 2017. He was a non-executive director of Telekom Austria AG between 2008 and 2014 and of MIBA AG between 2014 and 2015 and chair of the supervisory board of OMV AG between 2015 and 2016.

External appointments: None.

ANDREW KING, 49

Chief Financial Officer

Appointed: October 2008

Independent: No

Committee membership: Executive

Qualifications: Graduated in commerce from the University of Cape Town, chartered accountant (South Africa)

Experience: Andrew has more than 16 years' experience with Mondi in various strategy, business development and finance roles, giving him a detailed understanding of Mondi's strategy, capital allocation priorities, 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 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 their 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 Chief Financial Officer of Mondi from June 2005 to May 2006. He was then appointed as Group Strategy and Business Development Director before becoming the Chief Financial Officer of the Mondi Group in 2008.

External appointments: None.

TANYA FRATTO, 58

Non-Executive Director

Appointed: January 2017

Independent: Yes

Committee memberships: Audit, nominations, remuneration (chair)

Qualifications: BSc in electrical engineering

Experience: Tanya has wide experience in product innovation, profit and loss, sales and marketing and engineering in a range of sectors. This experience, together with Tanya's extensive knowledge of operating in the US, brings a vital perspective to the DLC Board. She was CEO of Diamond Innovations, Inc., a world-leading manufacturer of super-abrasive products, until 2010. Before that she enjoyed a successful 20-year career with General Electric where she ran a number of businesses and built an experience base in product management, operations, Six Sigma and supply chain management. Prior to starting her career with General Electric, she worked at International Paper Company.

External appointments: Non-executive director of Advanced Drainage Systems, Inc., Smiths Group plc and Ashtead Group plc.

STEPHEN HARRIS, 60

Senior Independent Director

Appointed: March 2011

Independent: Yes

Committee memberships: Audit, nominations, remuneration, sustainable development, social and ethics

Qualifications: Chartered engineer, graduated in engineering from Cambridge University, master's degree in business administration from the University of Chicago, Booth School of Business

Experience: Stephen brings to the DLC Board extensive experience in engineering and manufacturing having spent his early career with Courtaulds plc before moving to the USA to join APV Inc, where he held several senior management positions between 1984 and 1995. Stephen was appointed to the board of Powell Duffryn plc as an executive director in 1995 and then went on to join Spectris plc as an executive director from 2003 until 2008. He was also a non-executive director of Brixton plc from 2006 to 2009.

External appointments: Chief Executive Officer of Bodycote plc.

DOMINIQUE REINICHE, 63

Non-Executive Director

Appointed: October 2015

Independent: Yes

Committee memberships: Nominations, remuneration, sustainable development (chair), social and ethics (chair)

Qualifications: MBA from ESSEC Business School in Paris

Experience: Dominique has extensive business understanding of operating in senior leadership positions in Europe as well as international strategic, consumer marketing and innovation experience, allowing her to provide valuable insight to the DLC Board. She started her career with Procter & Gamble before moving to Kraft Jacobs Suchard as Director of Marketing and Strategy where she was also a member of their executive committee. After helping Jacobs Suchard through its acquisition by Kraft-Mondelez, Dominique joined The Coca-Cola System in 1992, starting as Marketing and Sales Director and then holding various roles of increasing responsibility up to general manager France. From 2002 to early 2005 she was CEO Europe for Coca-Cola Enterprises and from 2005 she was CEO Europe for the Coca-Cola Company and then chair from 2013 until stepping down in 2014. Dominique was a non-executive director of Peugeot-Citroen SA between 2012 and 2015 and of AXA SA between 2005 and 2017.

External appointments: Non-executive director and chair of Chr. Hansen Holding A/S and a non-executive director of Paypal (Europe) and Severn Trent Plc.

STEPHEN YOUNG, 63

Non-Executive Director

Appointed: 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)

Experience: Stephen has a strong financial and general management background with experience gained internationally across a variety of sectors, including the industrial and engineering sectors. Stephen 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 Chief Executive Officer in 2013. Stephen stepped down from the board of Meggitt plc on 31 December 2017.

External appointments: Non-executive director and audit committee chair at Derwent London plc and at Weir Group plc

APPENDIX 2

The New Mondi plc Articles of Association

The New Mondi plc Articles of Association contain, among others, the following principal changes:

1 Redeemable shares

The New Mondi plc Articles of Association provide that the Directors may determine the terms, conditions and manner of redemption of any redeemable shares in the capital of Mondi plc, in accordance with the UK Companies Act 2006.

2 Overseas branch register

The New Mondi plc Articles of Association contain a provision to allow for members with a registered address in South Africa to be directed to hold shares on the South African branch register of Mondi plc, in order to comply with any applicable law or other regulatory requirements.

3 Capitalisation of profits and reserves

The Existing Mondi plc Articles of Association provide that capitalised sums should be applied for the benefit of those who would have been entitled to such sums if they had been distributed by way of dividend. However, this can lead to ambiguity and therefore normal practice, as reflected by the New Mondi plc Articles of Association, now provides that capitalised sums will be applied for the benefit of shareholders in proportion to their number of shares, unless there is an ordinary resolution requiring otherwise.

As permitted by the UK Companies Act 2006, the New Mondi plc Articles of Association provide that fully paid bonus shares may be issued in respect of treasury shares, unless the ordinary resolution approving the capitalisation provides otherwise.

4 Election or appointment of Directors

For the orderly conduct of general meetings, and in line with market practice, the New Mondi plc Articles of Association provide that no person shall be elected as a Director unless recommended by the Board or Mondi plc has received confirmation in writing of willingness to act, no later than seven days before the general meeting at which the resolution is proposed.

5 Mondi Limited SA DAS share

The New Mondi plc Articles of Association contain provisions regarding the operation of the Mondi Limited SA DAS share as the arrangements governing the DLC structure, including the operation of the Mondi Limited SA DAS share, will be terminated as part of the Simplification.

6 General

The opportunity has been taken generally to clarify minor inconsistencies in certain other parts of the Existing Mondi plc Articles of Association. The New Mondi plc Articles of Association update existing provisions to reflect current statutory and regulatory rules and to remove redundant provisions.

IMPORTANT NOTES

The following notes explain your general rights as a shareholder and your right to attend and vote at the Annual General Meeting or to appoint someone else to vote on your behalf.

1 Class Rights Actions

The resolutions that are Class Rights Actions under the Existing Mondi Limited Memorandum of Incorporation shall not be effective unless: (i) passed by a vote in favour by the holders of the Mondi plc Ordinary Shares and the Mondi plc Special Voting Share voting as a single class; (ii) passed by a vote in favour by the holders of the Mondi Limited Ordinary Shares; and (iii) through the written notice of the holders of the Mondi Limited Special Converting Shares, and such approvals and consents shall be obtained in accordance with the following procedure:

- 1.1** Mondi plc shall hold a general meeting at which both the holders of the Mondi plc Ordinary Shares and the holder of the Mondi plc Special Voting Share are entitled to vote on a poll as a single class on the relevant resolution. The poll will not be closed in relation to the Mondi plc Special Voting Share until its holder has either cast its vote or given written notice that they will not vote (in accordance with paragraph 1.6 below);
- 1.2** Mondi Limited shall hold a parallel general meeting at which the holders of the Mondi Limited Ordinary Shares will also vote on the relevant resolutions;
- 1.3** when the votes cast by the holders of the Mondi plc Ordinary Shares have been determined, Mondi plc will send to Mondi Limited and to the holders of the Mondi Limited Special Converting Shares written notice confirming whether or not the relevant resolutions have been approved by the required majority;
- 1.4** when the result of the vote on the relevant resolutions at the meeting of the holders of the Mondi Limited Ordinary Shares have been declared or determined, Mondi Limited will send to Mondi plc and the holder of the Mondi plc Special Voting Share written notice confirming whether or not the relevant resolutions have been approved;
- 1.5** the holders of the Mondi Limited Special Converting Shares shall:
 - 1.5.1** on receipt of a notice from Mondi plc confirming that the relevant resolutions have been passed by the required majority, give its written consent to the relevant resolution; and
 - 1.5.2** on receipt of a notice from Mondi plc confirming that the relevant resolutions have not been passed by the required majority, withhold its written consent to the relevant resolution;
- 1.6** the holder of the Mondi plc Special Voting Share shall:
 - 1.6.1** on receipt of a notice from Mondi Limited confirming the relevant resolutions have been passed by the required majority, not vote on the relevant Simplification Resolutions and shall send written notice to Mondi plc to this effect; or
 - 1.6.2** on receipt of a notice from Mondi Limited confirming the relevant resolution has not been passed by the required majority, vote against the relevant resolution and, pursuant to the terms of the Mondi plc Articles of Association, shall have sufficient votes to defeat such resolution.

2 Joint Electorate Actions

- 2.1** Resolutions that are Joint Electorate Actions under the Mondi Limited Memorandum of Incorporation are voted on by both the holders of ordinary shares in Mondi Limited and the holders of the Mondi Limited Special Converting Shares. Voting will be on a poll which will remain open for sufficient time to allow the Mondi plc Annual General Meeting to be held and for the votes of the holders of the Mondi Limited Special Converting Shares to be ascertained on a poll.
- 2.2** On the poll:
 - (i) each fully paid ordinary share in Mondi Limited (other than those subject to voting restrictions) will have one vote;

- (ii) the holders of the Mondi Limited Special Converting Shares will cast the same number of votes as were validly cast for and against the equivalent resolution by Mondi plc Shareholders on the poll at the Mondi plc Annual General Meeting;
- (iii) the holders of the Mondi Limited Special Converting Shares will be obliged to cast these votes for and against the relevant resolution in accordance with the votes cast for and against the equivalent resolution by Mondi plc Shareholders on the poll at the Mondi plc Annual General Meeting;
- (iv) through this mechanism, the votes of the Mondi plc Shareholders at the Mondi plc Annual General Meeting will be reflected at Mondi Limited's Annual General Meeting in respect of each Joint Electorate Action; and
- (v) the results of the Joint Electorate Actions will be announced after both polls have closed.

3 Proxy appointment

- 3.1** If you hold Dematerialised Shares which are registered in your own-name or if you are the registered holder of Certificated Shares: (i) you may attend the Annual General Meeting in person; or (ii) you may appoint a proxy to represent you at the Annual General Meeting by completing the Form of Proxy in accordance with the instructions contained therein (or other valid form of proxy) and returning it to the Transfer Secretary, for administrative purposes only, to be received by not later than 11:30 a.m. (SA time) on Tuesday, 7 May 2019. Alternatively, the Form of Proxy (or other valid form of proxy) may be handed to the Chair of the Annual General Meeting at any time before the proxy exercises any rights of the shareholders of Mondi Limited at the Annual General Meeting on Thursday, 9 May 2019. A proxy need not be a shareholder of Mondi Limited, but must be a natural person.
- 3.2** The Form of Proxy (or other valid form of proxy) is only to be completed by those Mondi Limited Ordinary Shareholders who: (i) hold Mondi Limited Ordinary Shares in certificated form; or (ii) are recorded on the Uncertificated Securities Register in "own-name" dematerialised form.
- 3.3** If you hold Dematerialised Shares which are not registered in your name: (i) and wish to attend the Annual General Meeting in person or by proxy, you must obtain the necessary letter of representation from your CSDP or Broker to attend the Annual General Meeting; (ii) and do not wish to or are unable to attend the Annual General Meeting but would like your vote to be recorded at the meeting, you should contact your CSDP or Broker and furnish them with your voting instructions in terms of the relevant custody agreement entered into between you and your CSDP or Broker; and (iii) you must not complete the Form of Proxy (or other valid form of proxy).
- 3.4** The return of a completed Form of Proxy will not prevent a shareholder attending the Annual General Meeting and voting in person if they wish to do so.

4 Electronic Participation

- 4.1** Shareholders or their proxies may participate in (but not vote at) the Annual General Meeting by way of a teleconference call. Mondi Limited will use reasonable endeavours to ensure that teleconference facilities will be made available for this purpose, which may then be accessed at the shareholders' cost. In order to participate in this way, shareholders: (i) must deliver written notice to Mondi Limited at the offices of the Transfer Secretary, being Link Market Services South Africa (Proprietary) Limited, 13th Floor, 19 Ameshoff Street, Braamfontein 2001, South Africa (marked for the attention of The Proxy Team) by no later than 2:00 p.m. (SA time) on the Trading Day after the last day to trade in order to be recorded in the Mondi Limited Register at the Voting Record Time (which means that such written notice must be delivered by no later than 2:00 p.m. (SA time) on a date presently expected to be Thursday, 2 May 2019); (ii) will be required to provide reasonably satisfactory identification; and (iii) will be billed separately by their own telephone service providers for their telephone call to participate in the Annual General Meeting, provided that shareholders and their proxies will not be able to vote telephonically at the Annual General Meeting and will still need to appoint a proxy to vote on their behalf at the Annual General Meeting should they wish to vote thereat.

- 4.2** Mondi Limited shall use its reasonable endeavours on or before 2:00 p.m. (SA time) on the date the Voting Record Time falls (being Monday, 6 May 2019) to notify each shareholder who has requested electronic participation, at its respective contact address/number, of the relevant details as to how the shareholder can participate via electronic communication.
- 4.3** Mondi Limited and Mondi plc will not be liable for any loss, damage, penalty or claim arising in any way from electronic participation whether or not as a result of any act or omission on the part of Mondi Limited, Mondi plc or anyone else.

5 Identification

In terms of section 63(1) of the South African Companies Act, 71 of 2008, any person attending or participating in a meeting of shareholders must present reasonably satisfactory identification and the person presiding at the meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as shareholder or as proxy for a shareholder) has been reasonably verified. Accordingly, all shareholders will be required to provide reasonably satisfactory identification to the Chair of the Annual General Meeting in order to participate in and vote at the Annual General Meeting.

6 Entitlement to attend and vote

- 6.1** To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by Mondi Limited of the votes that may be cast), shareholders must be registered in the share register of Mondi Limited as at 5:00 p.m. (SA time) on Monday, 6 May 2019 (or, in the event of any adjournment, at 5:00 p.m. (SA time) on the date which is two business days before the day of the adjourned meeting). Changes to the share register after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote (and the number of votes they may cast) at the meeting or adjourned meeting.
- 6.2** 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.

7 Documents available for inspection

Copies of the executive directors' service contracts and the terms of appointment of the non-executive directors will be available at the registered offices of Mondi Limited and Mondi plc during normal business hours on any business day (excluding public holidays) and also at the Annual General Meeting venues for at least 15 minutes prior to and during the meetings.

Mondi Limited

4th Floor
No. 3 Melrose Boulevard
Melrose Arch, 2196
Gauteng
South Africa

www.mondigroup.com

ANNEX I INDEPENDENT EXPERT'S REPORT

The Board and Independent Board

Mondi Limited

3 Melrose Blvd

Melrose

Johannesburg 2196

19 March 2019

Dear Sirs/ Mesdames

REPORT OF THE INDEPENDENT PROFESSIONAL EXPERT ON THE PROPOSED SCHEME OF ARRANGEMENT BETWEEN MONDI LIMITED AND ITS ORDINARY SHAREHOLDERS IN TERMS OF WHICH MONDI PLC WILL BECOME THE HOLDER OF ALL OF THE THEN ISSUED ORDINARY SHARES IN MONDI LIMITED

INTRODUCTION

In terms of the announcement published by Mondi Limited ("Mondi Limited" or the "Company") and Mondi plc (together "Mondi" or the "Group"), on the JSE Limited ("JSE") and London Stock Exchange ("LSE") on 19 November 2018, shareholders of Mondi were advised that the boards of directors of Mondi Limited and Mondi plc (the "Boards") are proposing to simplify the existing Mondi structure from the current dual listed company structure ("DLC") into a single holding company structure under Mondi plc ("Simplification"). Mondi plc will continue to have a premium listing on the LSE quoted in pound sterling and an inward secondary listing on the JSE quoted in Rand.

The Simplification will be implemented by way of a scheme of arrangement in terms of section 114 of the Companies Act (No 71 of 2008) as amended ("Companies Act"), read together with section 115 of the Companies Act ("Scheme"), whereby all of the ordinary issued shares of Mondi Limited (other than those repurchased by Mondi Limited pursuant to the exercise of appraisal rights) will be acquired by Mondi plc or, if elected by Mondi Limited ordinary shareholders, repurchased by Mondi Limited ("Repurchase Option"), in each case in consideration for the issue by Mondi plc of new Mondi plc ordinary shares.

Mondi Limited ordinary shareholders other than those exercising appraisal rights ("Scheme Participants") will receive one new Mondi plc ordinary share ("Scheme Consideration") in exchange for each Mondi Limited ordinary share acquired by either Mondi plc or Mondi Limited from them. For every Mondi Limited ordinary share repurchased by Mondi Limited under the Repurchase Option (and thereafter automatically cancelled), Mondi plc will be issued with a matching number of new Mondi Limited ordinary shares.

As at 18 March 2019, being the latest practicable date prior to the publication of this opinion ("Latest Practicable Date"), the issued share capital of Mondi Limited comprises:

- 118,312,975 ordinary shares with no par value ("Mondi Limited ordinary shares") listed on the JSE;
- 367,240,805 special converting shares with no par value;
- 1 special rights share of R1.00 par value;
- 1 South African dividend access share of R1.00 par value; and
- 1 Non-South African dividend access share of R1.00 par value.

As at the Latest Practicable Date, the issued share capital of Mondi plc comprises:

- 367,240,805 €0.20 ordinary shares (“Mondi plc ordinary shares”) issued on the LSE;
- 118,312,975 €0.20 special converting shares;
- 1 special rights share;
- 1 special voting share;
- 1 South African dividend access share;
- 1 Non-South African dividend access share; and
- 146,896,322 Mondi plc €0.04 deferred shares.

Under the terms of the DLC agreements and constitutional documents, special voting arrangements are in place so that the shareholders of Mondi Limited and Mondi plc vote together as a single decision-making body on matters affecting the shareholders of both companies in similar ways. Each Mondi plc ordinary share has the same voting rights as each Mondi Limited ordinary share on such matters. Certain significant matters, referred to as Class Rights Actions, require the approval of both sets of shareholders, voting separately (thus giving each set of shareholders an effective veto on the resolution).

The special converting shares, dividend access shares, special rights shares and special voting share (the “DLC Shares”) are held in trust and do not carry dividend rights¹. These shares are specially formed for the purpose of Mondi’s current DLC structure, including providing a mechanism (i) for equality of treatment on termination of the DLC agreement for both Mondi Limited and Mondi plc ordinary shareholders; (ii) to effect the voting arrangements described above; and (iii) for addressing imbalances in the distributable reserves of Mondi Limited and Mondi plc and/or to address the effects of South African exchange controls if the Boards of Mondi plc and Mondi Limited consider it necessary or desirable. Except for the Mondi Limited South African dividend access share, the DLC Shares will be cancelled as part of the Simplification.

The Mondi plc deferred shares are held in trust and do not carry any dividend or voting rights.

Mondi Limited ordinary shares are held by the Mondi Incentive Schemes Trust and Mondi plc ordinary shares are held by the Mondi Employee Share Trust, and have been purchased to satisfy share awards under the Group’s employee share schemes.

The Group operates the following employee share plans (together the “Group Share Plans”):

- the Mondi Limited Long-Term Incentive Plan and the Mondi plc Long-Term Incentive Plan (together, the “LTIP”);
- the Mondi Limited Bonus Share Plan and the Mondi plc Bonus Share Plan (together, the “BSP”); and
- the Mondi plc Share Incentive Plan.

Pursuant to the terms of the Mondi Limited Long-Term Incentive Plan and the Mondi Limited Bonus Share Plan, if the Scheme becomes effective, all current awards in Mondi Limited ordinary shares will be amended to be in respect of Mondi plc ordinary shares, and are expected to continue to be settled by Mondi plc ordinary shares held for such purposes from time to time by the Mondi Incentive Schemes Trust.

Full details of the Simplification (including the Scheme) are contained in the Circular, which will include a copy of this letter.

Copies of sections 115 and 164 of the Companies Act are set out in Annexes IV and V of the Circular and in accordance with section 114(3)(g) of the Companies Act, a copy of sections 115 and 164 is attached to this letter as Appendix A.

The interests of the Mondi Limited and Mondi plc directors in the shares of Mondi Limited and Mondi plc are set out in Part IV of the Circular.

¹ Save in respect of the dividend access shares, to the extent that the directors resolve to pay dividends on one or more of the dividend access shares in order to enable Mondi Limited and Mondi plc to equalise dividend payments that would otherwise be due on the ordinary shares of one of them and maintain the 1:1 equalisation ratio applicable to them.

INTERESTS OF THE DIRECTORS OF MONDI LIMITED IN MONDI LIMITED SHARES

At the Latest Practicable Date, the directors of Mondi Limited held, directly and indirectly, beneficial interests in, or holdings of, 208 Mondi Limited ordinary shares, representing approximately 0.0002% of the total issued ordinary share capital of Mondi Limited. The direct and indirect beneficial interests, or holdings, of the directors of Mondi Limited are as follows:

Director	Beneficial		Total Mondi Limited ordinary shares	Total %
	Direct	Indirect		
Andrew King	0	208	208	0
Peter Oswald	0	0	0	0
Fred Phaswana	0	0	0	0
David Williams	0	0	0	0
Dominique Reiniche	0	0	0	0
Stephen Harris.....	0	0	0	0
Tanya Fratto	0	0	0	0
Stephen Young.....	0	0	0	0

As at the Latest Practicable Date, the directors of Mondi Limited had the outstanding awards over Mondi Limited shares set out in the following table:

Director	Group Share Plan	Date of original award	Expected first date of exercise / date of vesting	Number of Mondi Limited ordinary shares over which awards are outstanding as at the Latest Practicable Date
Fred Phaswana	N/A	N/A	N/A	N/A
David Williams	N/A	N/A	N/A	N/A
Peter Oswald	N/A	N/A	N/A	N/A
Andrew King	Mondi Limited Bonus Share Plan	24 March 2017	March 2020	3,608
	Mondi Limited Long Term Incentive Plan	12 May 2017	March 2020	15,796
Dominique Reiniche	N/A	N/A	N/A	N/A
Stephen Harris.....	N/A	N/A	N/A	N/A
Tanya Fratto	N/A	N/A	N/A	N/A
Stephen Young.....	N/A	N/A	N/A	N/A

The directors of Mondi Limited did not engage in any dealings in Mondi Limited shares during the period beginning six months before the Latest Practicable Date, except as set out below:

Director	Date	Volume acquired/ (sold)	Price (cents)
Andrew King	7 March 2019	(21,323)	34,063.3951 per share

INTERESTS OF MONDI PLC AND ITS DIRECTORS IN MONDI LIMITED SHARES

At the Latest Practicable Date, the directors of Mondi plc held, directly and indirectly, beneficial interests in, or holdings of, 208 Mondi Limited ordinary shares, representing approximately 0.0002% of the total issued ordinary share capital of Mondi Limited. The direct and indirect beneficial interests, or holdings, of the directors of Mondi plc are as follows:

Director	Beneficial		Total Mondi Limited ordinary shares	Total %
	Direct	Indirect		
Andrew King	0	208	208	0
Peter Oswald	0	0	0	0
Fred Phaswana	0	0	0	0
David Williams	0	0	0	0
Dominique Reiniche	0	0	0	0
Stephen Harris.....	0	0	0	0
Tanya Fratto	0	0	0	0
Stephen Young.....	0	0	0	0

As at the Latest Practicable Date, the directors of Mondi plc had the outstanding awards over Mondi Limited shares set out in the following table:

Director	Group Share Plan	Date of original award	Expected first date of exercise / date of vesting	Number of Mondi Limited ordinary shares over which awards are outstanding as at the Latest Practicable Date
Fred Phaswana	N/A	N/A	N/A	N/A
David Williams	N/A	N/A	N/A	N/A
Peter Oswald	N/A	N/A	N/A	N/A
Andrew King	Mondi Limited Bonus Share Plan	24 March 2017	March 2020	3,608
	Mondi Limited Long Term Incentive Plan	12 May 2017	March 2020	15,796
Dominique Reiniche	N/A	N/A	N/A	N/A
Stephen Harris.....	N/A	N/A	N/A	N/A
Tanya Fratto	N/A	N/A	N/A	N/A
Stephen Young.....	N/A	N/A	N/A	N/A

The directors of Mondi plc did not engage in any dealings in Mondi Limited shares during the period beginning six months before the Latest Practicable Date, except as set out below:

Director	Date	Volume acquired / (sold)	Price (cents)
Andrew King	7 March 2019	(21,323)	34,063.3951 per share

At the Latest Practicable Date, Mondi plc did not hold, directly and indirectly, beneficial interests in, or holdings of, Mondi Limited shares.

Mondi plc did not engage in any dealings in Mondi Limited shares during the period beginning six months before the Latest Practicable Date.

At the Latest Practicable Date, the Mondi Incentive Schemes Trust held, directly and indirectly, beneficial interests in, or holdings of, 262,658 Mondi Limited ordinary shares.

INTERESTS OF THE DIRECTORS OF MONDI PLC IN MONDI PLC SHARES

At the Latest Practicable Date, the directors of Mondi plc held, directly and indirectly, beneficial interests in, or holdings of, 275,287 Mondi plc ordinary shares, representing approximately 0.075% of the total issued ordinary share capital of Mondi plc. The direct and indirect beneficial interests, or holdings, of the directors of Mondi plc are as follows:

Director	Beneficial		Total Mondi plc ordinary shares	Total %
	Direct	Indirect		
Andrew King	7,970	65,000	72,970	0.02
Peter Oswald	0	186,518	186,518	0.05
Fred Phaswana	0	5,773	5,773	0
David Williams	5,000	0	5,000	0
Dominique Reiniche	1,000	0	1,000	0
Stephen Harris	0	1,000	1,000	0
Tanya Fratto	0	1,000	1,000	0
Stephen Young	0	2,026	2,026	0

As at the Latest Practicable Date, the directors of Mondi plc had the outstanding awards over Mondi plc shares set out in the following table:

Director	Group Share Plan	Date of original award	Expected first date of exercise / date of vesting	Number of Mondi plc ordinary shares over which awards are outstanding as at the Latest Practicable Date
Fred Phaswana	N/A	N/A	N/A	N/A
David Williams	N/A	N/A	N/A	N/A
Peter Oswald	Mondi plc Bonus Share Plan	24 March 2017	March 2020	17,730
	Mondi plc Bonus Share Plan	27 March 2018	March 2021	23,030
	Mondi plc Long Term Incentive Plan	12 May 2017	March 2020	99,555
	Mondi plc Long Term Incentive Plan	27 March 2018	March 2021	104,879
Andrew King	Mondi plc Bonus Share Plan	24 March 2017	March 2020	8,427
	Mondi plc Bonus Share Plan	27 March 2018	March 2021	12,501
	Mondi plc Long Term Incentive Plan	12 May 2017	March 2020	36,894
	Mondi plc Long Term Incentive Plan	27 March 2018	March 2021	52,719
Dominique Reiniche	N/A	N/A	N/A	N/A
Stephen Harris	N/A	N/A	N/A	N/A
Tanya Fratto	N/A	N/A	N/A	N/A
Stephen Young	N/A	N/A	N/A	N/A

The directors of Mondi plc did not engage in any dealings in Mondi plc shares during the period beginning six months before the Latest Practicable Date, except as set out below:

Director	Date	Volume acquired / (sold)	Price (pence)
Peter Oswald	14 December 2018	5,000	1,597 per share
Peter Oswald	7 March 2019	(82,063)	1,791.0698 per share
Andrew King	7 March 2019	(41,350)	1,791.0698 per share

In addition to the dealings noted above, Andrew King participates in the Mondi plc Mondi plc Share Incentive Plan in terms of which employees may, on a monthly recurring basis, invest up to £150.00 per month in Mondi plc ordinary shares (at the prevailing market price), which investment is then matched in an equal amount by Mondi plc.

INTERESTS OF MONDI LIMITED AND ITS DIRECTORS IN MONDI PLC SHARES

At the Latest Practicable Date, the directors of Mondi Limited held, directly and indirectly, beneficial interests in, or holdings of, 275,287 Mondi plc ordinary shares, representing approximately 0.075% of the total issued ordinary share capital of Mondi plc. The direct and indirect beneficial interests, or holdings, of the directors of Mondi Limited are as follows:

Director	Beneficial		Total Mondi plc ordinary shares	Total %
	Direct	Indirect		
Andrew King	7,970	65,000	72,970	0.02
Peter Oswald	0	186,518	186,518	0.05
Fred Phaswana	0	5,773	5,773	0
David Williams	5,000	0	5,000	0
Dominique Reiniche	1,000	0	1,000	0
Stephen Harris.....	0	1,000	1,000	0
Tanya Fratto	0	1,000	1,000	0
Stephen Young.....	0	2,026	2,026	0

As at the Latest Practicable Date, the directors of Mondi Limited had the outstanding awards over Mondi plc shares set out in the following table:

Director	Group Share Plan	Date of original award	Expected first date of exercise / date of vesting	Number of Mondi plc ordinary shares over which awards are outstanding as at the Latest Practicable Date
Fred Phaswana	N/A	N/A	N/A	N/A
David Williams	N/A	N/A	N/A	N/A
Peter Oswald	Mondi plc Bonus Share Plan	24 March 2017	March 2020	17,730
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	Mondi plc Long Term Incentive Plan	12 May 2017	March 2020	36,894
	Mondi plc Long Term Incentive Plan	27 March 2018	March 2021	52,719
Dominique Reiniche	N/A	N/A	N/A	N/A
Stephen Harris.....	N/A	N/A	N/A	N/A
Tanya Fratto	N/A	N/A	N/A	N/A
Stephen Young.....	N/A	N/A	N/A	N/A

Mondi Limited and the directors of Mondi Limited did not engage in any dealings in Mondi plc shares during the period beginning six months before the Latest Practicable Date, except as set out below:

Director	Date	Volume acquired/ (sold)	Price (pence)
Peter Oswald	14 December 2018	5,000	1,597 per share
Peter Oswald	7 March 2019	(82,063)	1,791.0698 per share
Andrew King	7 March 2019	(41,350)	1,791.0698 per share

In addition to the dealings noted above, Andrew King participates in the Mondi plc Share Incentive Plan in terms of which employees may, on a monthly recurring basis, invest up to £150.00 per month in Mondi plc ordinary shares (at the prevailing market price), which investment is then matched in an equal amount by Mondi plc.

At the Latest Practicable Date, Mondi Limited did not hold, directly and indirectly, beneficial interests in, or holdings of, Mondi plc shares.

Mondi Limited did not engage in any dealings in Mondi plc shares during the period beginning six months before the Latest Practicable Date.

At the Latest Practicable Date, the Mondi Employee Share Trust held, directly and indirectly, beneficial interests in, or holdings of, 697,221 Mondi plc ordinary shares.

Copies of sections 115 and 164 of the Companies Act are included as Annexure A to this Report.

The effect of the Scheme will be to result in the expropriation of all Scheme Shares (including those held by the Mondi plc and the Mondi Limited directors) in exchange for Mondi plc ordinary shares in a 1:1 ratio.

FAIR AND REASONABLE OPINION REQUIRED IN TERMS OF THE COMPANIES ACT

The Scheme is an affected transaction as defined in Section 117(1)(c) of the Companies Act. In terms of Section 114(2) of the Companies Act, as read with Regulation 90 and 110 of the Companies Regulations, 2011, promulgated under the Companies Act, as amended (“Companies Regulations”), the Company is required to retain an independent expert to provide an independent expert report (in the form of a fair and reasonable opinion) in terms of section 114(3) of the Companies Act and Regulations 90 and 110 of the Companies Regulations (the “Fair and Reasonable Opinion” or “Opinion”).

BDO Corporate Finance Proprietary Limited (“BDO Corporate Finance”) has been appointed as the independent expert by the Company, acting through its independent directors, to assess the terms and conditions of the Scheme as well as the Scheme Consideration as required in terms of section 114 of the Companies Act and Regulation 90 and 110 of the Companies Regulations which will be provided for the sole purpose of assisting the Board of directors of Mondi Limited and any relevant independent sub-committee thereof (“Independent Board”) in forming and expressing an opinion on the Scheme and the Scheme Consideration for the benefit of the Mondi Limited ordinary shareholders, and for distribution of the Opinion to Mondi Limited ordinary shareholders pursuant to the requirements of the Companies Act.

RESPONSIBILITY

Compliance with the Companies Act and the Companies Regulations is the responsibility of the Board and Independent Board. Our responsibility is to report to the Board and Independent Board on whether the terms and conditions of the proposed Scheme are fair and reasonable to the Mondi Limited ordinary shareholders and to advise in relation to the matters specified in section 114(3) of the Companies Act and Regulations 90 and 110 of the Companies Regulations.

DEFINITION OF THE TERMS “FAIR” AND “REASONABLE” APPLICABLE IN THE CONTEXT OF THE SCHEME

The “fairness” of a Scheme is primarily based on quantitative issues. A Scheme will generally be considered to be fair to a company’s shareholders if the benefits received, as a result of the Scheme, are equal to or greater than the value given up.

An offer may generally be considered to be fair to shareholders if the offer consideration is equal to or greater than the fair value of an offer share, or unfair if the offer consideration is less than the fair value of an offer share. Furthermore, in terms of Regulation 110(8) of the Companies Regulations, an offer with a consideration per offeree regulated company security within the fair-value range is generally considered to be fair.

The assessment of reasonableness of an offer is generally based on qualitative considerations surrounding the Scheme. Hence, even though the consideration to be paid in respect of an offer may be lower than the market value, the offer may be considered reasonable after considering other significant qualitative factors. The offer may be said to be reasonable if the offer consideration is greater than the trading price of an offer share as at the time of announcement of the offer consideration, or at some other more appropriate identifiable time.

Ordinary shareholders of Mondi Limited and Mondi plc have, by virtue of the DLC arrangements, economic and voting interests in Mondi. The economic and voting interests represented by an ordinary share in one company relative to the economic and voting interests represented by an ordinary share in the other company are determined by reference to a ratio known as the “Equalisation Ratio”. As at the Latest Practicable Date, the Equalisation Ratio is 1:1 (i.e. one ordinary share in Mondi Limited gives the holder an equivalent effective economic and voting interest in Mondi as per one ordinary share in Mondi plc, and *vice versa*). Based on the number of ordinary shares in issue as at the Latest Practicable Date, Mondi Limited ordinary shareholders hold a 24.4% equity interest in Mondi and Mondi plc ordinary shareholders hold a 75.6% equity interest in Mondi. Following implementation of the Simplification, the rights of all ordinary shareholders in Mondi plc to participate in earnings and dividends will be the same

as those that existed prior to the Simplification. Ultimately the economic rights and interests of ordinary shareholders in the Group will not be varied pursuant to the Simplification and voting rights will remain on a one share one vote basis with all of the votes to be exercised at Mondi plc general meetings (as opposed to separate Mondi plc and Mondi Limited meetings as at present).

Whilst we have set out a range of valuations for Mondi Limited and Mondi plc ordinary shares, we note that (i) the value of a Mondi Limited and a Mondi plc ordinary share remains unchanged by the Simplification in accordance with generally accepted valuation approaches and methods, barring the aggregate costs of the Simplification, which are not expected to be material, and (ii) and that Scheme Participants will receive one new Mondi plc ordinary share in exchange for each Mondi Limited ordinary share held.

DETAILS AND SOURCES OF INFORMATION

In arriving at our opinion we have relied upon the following principal sources of information:

- the terms and conditions of the Scheme, as set out in the Circular;
- the Integrated Audited Annual Reports of Mondi Group for the years ended 31 December 2016 and 31 December 2017;
- the unaudited management accounts of Mondi Group for the year ended 31 December 2018;
- discussions with executive directors and management of Mondi and Mondi's professional advisors regarding the rationale for the Scheme (and other aspects of the Simplification);
- discussions with executive directors and management of Mondi on prevailing market, economic, legal and other conditions which may affect underlying value;
- market research on appropriate discounts and premia to be applied in our analysis;
- publicly available information relating to the paper and packaging sector in general; and
- publicly available information relating to Mondi Group that we deemed to be relevant, including Mondi Group announcements and media articles.

The information above was secured from:

- executive directors and management of Mondi and their professional advisors; and
- third party sources, including information related to publicly available economic, market and other data which we considered applicable to, or potentially influencing, Mondi.

PROCEDURES

In arriving at our opinion we have undertaken the following procedures and taken into account the following factors in evaluating the fairness and reasonableness of the Scheme:

- reviewed the terms and conditions of the Scheme;
- reviewed the audited and unaudited financial information related to Mondi Group, as detailed above;
- considered the economic cost to Mondi of the Simplification being transaction costs which are not considered material;
- performed such other studies and analyses as we considered appropriate and have taken into account our assessment of general economic, market and financial conditions and our experience in other transactions, as well as our experience in securities valuation and knowledge of the paper and packaging sector generally;
- held discussions with executive directors and management of Mondi regarding the past and current business operations, regulatory requirements, financial condition and future prospects of the Group and such other matters as we have deemed relevant to our inquiry;
- reviewed precedent simplifications of DLC's elsewhere in the world;
- held discussions with executive directors and management of Mondi and Mondi's professional advisors regarding the implications of the Simplification (including the Scheme) in relation to tax and accounting;

- assessed the long-term potential of Mondi and its underlying operations;
- evaluated the relative risks associated with Mondi Group and the paper and packaging sector;
- reviewed certain publicly available information relating to Mondi Group and the paper and packaging sector that we deemed to be relevant, including Mondi Group/Company announcements and media articles and available analyst coverage; and
- where relevant, representations made by management and/or executive directors of Mondi were corroborated by source documents or independent analytical procedures performed by us, to examine and understand the industry in which Mondi operates, and to analyse external factors that could influence the business of Mondi and its underlying operations.

ASSUMPTIONS

We arrived at our opinion based on the following assumptions:

- that all documents intended to have binding force that have been or will be issued or adopted in terms of the Scheme are or will be legally enforceable as against the relevant parties thereto; that the Scheme will have the legal, accounting and taxation consequences described in the Circular and discussions with, and materials furnished to us by representatives and advisors of Mondi; and
- that reliance can be placed on the financial information of Mondi.

APPROPRIATENESS AND REASONABLENESS OF UNDERLYING INFORMATION AND ASSUMPTIONS

We satisfied ourselves as to the appropriateness and reasonableness of the information and assumptions employed in arriving at our opinion by:

- placing reliance on audit reports in the financial statements of Mondi Group; and
- determining the extent to which representations from management of Mondi were confirmed by documentary and audited financial evidence as well as our understanding of Mondi and the economic environment in which the Company operates.

LIMITING CONDITIONS

This opinion is provided in connection with and for the purposes of the Scheme. The opinion does not purport to cater for each individual Mondi Limited ordinary shareholder's perspective, but rather that of the general body of such shareholders. Should such a shareholder be in doubt as to what action to take, he or she should consult an independent adviser.

Individual Mondi Limited ordinary shareholders' decisions regarding the Scheme may be influenced by such shareholders' particular circumstances and accordingly such individual shareholders should consult an independent advisor if in any doubt as to the merits or otherwise of the Scheme.

The nature of the Scheme does not require us to express, and nor do we express, a view on the future growth prospects, earnings potential or value of a Mondi plc ordinary share. We do not express any view as to the price at which Mondi plc ordinary shares may trade nor on the future value, financial performance or condition of Mondi.

We have also assumed that the Scheme will have the legal consequences described in the Circular and in discussions with, and materials furnished to us by representatives and professional advisors of Mondi and we express no opinion on such consequences.

Our opinion is based on current economic, regulatory and market as well as other conditions. Subsequent developments may affect the opinion, and we are under no obligation to update, review or re-affirm our opinion based on such developments.

INDEPENDENCE, COMPETENCE AND FEES

We confirm that neither we nor any person related to us (as contemplated in the Companies Act) have a direct or indirect interest in the Scheme, nor have or have had within the immediately preceding two years, any relationship as contemplated in section 114(2)(b) of the Companies Act, and specifically declare, as required by Regulations 90(6)(i) and 90(3)(a) of the Companies Regulations, that we are independent in relation to the Scheme and will reasonably be perceived to be independent. We also

confirm that we have the necessary competence to provide the Fair and Reasonable Opinion and meet the criteria set out in section 114(2)(a) of the Companies Act.

Furthermore, we confirm that our professional fees of R1,000,000 (excluding VAT) are not contingent upon the success of the Scheme. Our fees are payable in cash and not payable in shares.

APPROACH TO FAIRNESS AND REASONABLENESS OF THE SIMPLIFICATION

In assessing the fairness and reasonableness of the Scheme Consideration, BDO Corporate Finance considered the following:

- The context under which the DLC structure was created;
- The legal attributes and voting rights of each class of Mondi Limited and Mondi plc shares; and
- The net benefits that accrue to each class of Mondi plc and Mondi Limited shares as a result of the Simplification (i.e. the economic and voting rights before and after the Simplification).

BDO Corporate Finance reviewed and considered the terms and conditions and consequences of the Simplification. The following factors, *inter alia*, were considered:

- **Economic and voting interests:** Ultimately the economic rights and interests of ordinary shareholders in the Group will not be varied pursuant to the Simplification and voting rights will remain on a one share one vote basis with all of the votes to be exercised at Mondi plc general meetings (as opposed to separate Mondi plc and Mondi Limited meetings as at present);
- **Tax residence:** Mondi plc will continue to be incorporated and tax resident in the UK. Mondi Limited will remain incorporated and tax resident in South Africa and will become a wholly owned subsidiary of Mondi plc;
- **Stock exchange listings:** Mondi plc will continue to have a premium listing on the LSE quoted in pound sterling and retain its listing on the JSE as an inward secondary listing quoted in Rand;
- **Increased FTSE 100 weighting:** As at the Latest Practicable Date, Mondi plc would continue to be included in the FTSE 100 index and would see an increased weighting in the index, as Mondi Limited ordinary shares (24.4% of group) are currently not eligible for inclusion. Mondi plc ordinary shares are expected to remain eligible for inclusion in key JSE indices;
- **Dividends:** The new structure will simplify the cash and dividend flows of the Group. Currently, with c.90% of underlying earnings generated outside of South Africa, there is an imbalance between the cash/profits generated in South Africa to support Mondi Limited (24.4% of group) ordinary shareholder returns. Mondi Group dividend policy remains unchanged and dividends will continue to be declared in Euro. Shareholders holding Mondi plc ordinary shares on the JSE will continue to receive payments for their dividends in Rand on the same basis as currently applies for such shareholders;
- **Simplification benefits:** The new corporate structure will simplify cash/dividend flows and reduce the need for the complex arrangements currently in place to ensure parity between the voting and economic rights of Mondi plc and Mondi Limited ordinary shareholders;
- **Costs of the Simplification:** The aggregate costs of the Simplification are not expected to be material;
- **Impact on operations:** The Simplification will not result in any changes to management, operations, locations or staffing levels; and
- **Relative share price:** Over the last five years, the Mondi Plc and Mondi Ltd ordinary share prices have traded in a relatively tight band, with an average variance of less than 0.1%.

VALUATION APPROACH AND RESULTS

We have performed a valuation of a Mondi Limited and Mondi plc ordinary share by applying the DCF methodology as the primary valuation methodology and applying a suitable minority discount and the capitalisation of maintainable earnings methodology as a secondary methodology to support the results of the DCF valuation.

We were provided with forecast financial information of Mondi Group, on a consolidated basis, for the financial years ending 31 December 2019, 2020 and 2021 prepared by management of Mondi Group. We considered the forecast cash flows and the basis of the assumptions therein including the prospects of the business of Mondi Group and its underlying operations. This review included an assessment of the recent historical performance to date as well as the reasonableness of the outlook assumed, based on discussions with management, and assessed the achievability thereof by considering historical information as well as macro-economic and industry-specific data.

The valuations were performed taking cognisance of risk and other market and industry factors affecting Mondi Group. Additionally, sensitivity analyses were performed considering key value drivers.

Key internal value drivers to the DCF valuation included revenue growth, gross profit margins, EBITDA margins, the discount rate (represented by the weighted average cost of capital ("WACC")), working capital and capital expenditure requirements. Revenue growth and operating profit margins are the main drivers of expected free cash flows to be generated over the forecast period.

External value drivers, including; key macro-economic parameters such as, GDP growth, interest rates, exchange rates, headline inflation rates, commodity prevailing and forecast prices and prevailing market and industry conditions were considered in assessing the forecast cash flows and risk profile of Mondi Group.

Our valuation results are also sensitive to working capital balance movements, capital expenditure requirements and WACC applied in the DCF valuation.

Given the specific structure of the Mondi Group, the nature of the Transaction and the specific circumstances of the DLC structure, the value of a Mondi plc Ordinary Share and the value of a Mondi Limited Ordinary Share is the same before and after the Transaction. We assessed the value of a Mondi Limited Share prior to the implementation of the Scheme, on a minority interest basis, as between GBP16.61 (ZAR317.79)² and GBP20.29 (ZAR388.24)² per Mondi Limited Ordinary Share, which equates to an equal range for the Scheme Consideration of between GBP16.61 (ZAR317.79)² and GBP20.29 (ZAR388.24)² per Mondi plc Ordinary Share. In light of the nature of the transaction, for the purposes of this opinion we consider the core value to be the prevailing trading price within this range which, as at the Latest Practicable Date, is GBP17.545 (ZAR335.78)².

The valuation ranges above are provided solely in respect of this Independent Expert Report in assessing the Transaction and should not be used for any other purposes.

OPINION

The Scheme will result in the expropriation of Scheme Shares from Scheme Participants. As at Friday, 16 November 2018, the last trading date prior to publication of the announcement, the closing price of a Mondi plc ordinary share on the LSE was a discount of 0.698% to the closing price of a Mondi Limited ordinary share on the JSE. The rights of all Mondi Group ordinary shareholders to participate in earnings and dividends of the Mondi Group will be the same before and after the Simplification.

The rationale for the Simplification on the business and prospects of Mondi are set out in Part I, paragraph 3 of the Circular.

BDO Corporate Finance has considered the proposed terms and conditions of the Scheme, based upon and subject to the conditions set out herein, is of the opinion that the terms and conditions of the Scheme, based on quantitative considerations, are fair to Scheme Participants.

Furthermore, based on qualitative factors, we are of the opinion that the terms and conditions of the Scheme are reasonable from the perspective of Scheme Participants.

Our opinion is necessarily based upon the information available to us up to Monday, 18 March 2019, including in respect of the financial, market and other conditions and circumstances existing and disclosed to us at the date thereof. We have furthermore assumed that all conditions to the Scheme, including any material regulatory and other approvals and consents required in connection with the Scheme will be fulfilled or obtained.

Accordingly, it should be understood that subsequent developments may affect this Independent Expert Report, which we are under no obligation to update, revise or re-affirm.

² the GBP value per Mondi plc ordinary share has been converted at the prevailing ZAR:GBP exchange rate per Thomson Reuters at the Latest Practicable Date

CONSENT

We hereby consent to the inclusion of this opinion, in whole or in part, and references thereto in the Circular and any other announcement or document pertaining to the Scheme, in the form and context in which they appear.

Yours faithfully

N Lazanakis

Director

BDO Corporate Finance Proprietary Limited

Wanderers Office Park

52 Corlett Drive

Illovo

2196

Sections 115 and 164 of the Companies Act

**SECTION 115 OF THE SA COMPANIES ACT:
REQUIRED APPROVAL FOR TRANSACTIONS CONTEMPLATED IN
CHAPTER 5 OF THE COMPANIES ACT**

- (1) Despite section 65, and any provision of a company's Memorandum of Incorporation, or any resolution adopted by its board or holders of its securities, to the contrary, a company may not dispose of, or give effect to an agreement or series of agreements to dispose of, all or the greater part of its assets or undertaking, implement an amalgamation or a merger, or implement a scheme of arrangement, unless:
 - (a) the disposal, amalgamation or merger, or scheme of arrangement -
 - (i) as been approved in terms of this section; or
 - (ii) is pursuant to or contemplated in an approved business rescue plan for that company, in terms of Chapter 6; and
 - (b) to the extent that Parts B and C of this Chapter and the Takeover Regulations apply to a company that proposes to -
 - (i) dispose of all or the greater part of its assets or undertaking;
 - (ii) amalgamate or merge with another company; or
 - (iii) implement a scheme of arrangement, the Panel has issued a compliance certificate in respect of the transaction, in terms of section 119(4)(b), or exempted the transaction in terms of section 119(6).
- (2) A proposed transaction contemplated in subsection (1) must be approved -
 - (a) by a special resolution adopted by persons entitled to exercise voting rights on such a matter, at a meeting called for that purpose and at which sufficient persons are present to exercise, in aggregate, at least 25% of all of the voting rights that are entitled to be exercised on that matter, or any higher percentage as may be required by the company's Memorandum of Incorporation, as contemplated in section 64(2); and
 - (b) by a special resolution, also adopted in the manner required by paragraph (a), by the shareholders of the company's holding company if any, if -
 - (i) the holding company is a company or an external company;
 - (ii) the proposed transaction concerns a disposal of all or the greater part of the assets or undertaking of the subsidiary; and
 - (iii) having regard to the consolidated financial statements of the holding company, the disposal by the subsidiary constitutes a disposal of all or the greater part of the assets or undertaking of the holding company; and
 - (c) by the court, to the extent required in the circumstances and manner contemplated in subsections (3) to (6).
- (3) Despite a resolution having been adopted as contemplated in subsections (2)(a) and (b), a company may not proceed to implement that resolution without the approval of a court if -
 - (a) the resolution was opposed by at least 15% of the voting rights that were exercised on that resolution and, within five business days after the vote, any person who voted against the resolution requires the company to seek court approval; or
 - (b) the court, on an application within 10 business days after the vote by any person who voted against the resolution, grants that person leave, in terms of subsection (6), to apply to a court for a review of the transaction in accordance with subsection (7).
- (4) For the purposes of subsections (2) and (3), any voting rights controlled by an acquiring party, a person related to an acquiring party, or a person acting in concert with either of them, must not be included in calculating the percentage of voting rights -

- (a) required to be present, or actually present, in determining whether the applicable quorum requirements are satisfied; or
 - (b) required to be voted in support of a resolution, or actually voted in support of the resolution.
- (4A) In subsection (4), “act in concert” has the meaning set out in section 117(1)(b).
- (5) If a resolution requires approval by a court as contemplated in terms of subsection (3)(a), the company must either -
- (a) within 10 business days after the vote, apply to the court for approval, and bear the costs of that application; or
 - (b) treat the resolution as a nullity.
- (6) On an application contemplated in subsection (3)(b), the court may grant leave only if it is satisfied that the applicant -
- (a) is acting in good faith;
 - (b) appears prepared and able to sustain the proceedings; and
 - (c) has alleged facts which, if proved, would support an order in terms of subsection (7).
- (7) On reviewing a resolution that is the subject of an application in terms of subsection (5)(a), or after granting leave in terms of subsection (6), the court may set aside the resolution only if -
- (a) the resolution is manifestly unfair to any class of holders of the company’s securities; or
 - (b) the vote was materially tainted by conflict of interest, inadequate disclosure, failure to comply with the Act, the Memorandum of Incorporation or any applicable rules of the company, or other significant and material procedural irregularity.
- (8) The holder of any voting rights in a company is entitled to seek relief in terms of section 164 if that person -
- (a) notified the company in advance of the intention to oppose a special resolution contemplated in this section; and
 - (b) was present at the meeting and voted against that special resolution.
- (9) If a transaction contemplated in this Part has been approved, any person to whom assets are, or an undertaking is, to be transferred, may apply to a court for an order to effect -
- (a) the transfer of the whole or any part of the undertaking, assets and liabilities of a company contemplated in that transaction;
 - (b) the allotment and appropriation of any shares or similar interests to be allotted or appropriated as a consequence of the transaction;
 - (c) the transfer of shares from one person to another;
 - (d) the dissolution, without winding-up, of a company, as contemplated in the transaction;
 - (e) incidental, consequential and supplemental matters that are necessary for the effectiveness and completion of the transaction; or
 - (f) any other relief that may be necessary or appropriate to give effect to, and properly implement, the amalgamation or merger.

**SECTION 164 OF THE SA COMPANIES ACT:
DISSENTING SHAREHOLDERS' APPRAISAL RIGHTS**

- (1) This section does not apply in any circumstances relating to a transaction, agreement or offer pursuant to a business rescue plan that was approved by shareholders of a company, in terms of section 152.
- (2) If a company has given notice to shareholders of a meeting to consider adopting a resolution to -
 - (a) amend its Memorandum of Incorporation by altering the preferences, rights, limitations or other terms of any class of its shares in any manner materially adverse to the rights or interests of holders of that class of shares, as contemplated in section 37(8); or
 - (b) enter into a transaction contemplated in section 112, 113, or 114,that notice must include a statement informing shareholders of their rights under this section.
- (3) At any time before a resolution referred to in subsection (2) is to be voted on, a dissenting shareholder may give the company a written notice objecting to the resolution.
- (4) Within 10 business days after a company has adopted a resolution contemplated in this section, the company must send a notice that the resolution has been adopted to each shareholder who -
 - (a) gave the company a written notice of objection in terms of subsection (3); and
 - (b) has neither -
 - (i) withdrawn that notice; or
 - (ii) voted in support of the resolution.
- (5) A shareholder may demand that the company pay the shareholder the fair value for all of the shares of the company held by that person if -
 - (a) the shareholder -
 - (i) sent the company a notice of objection, subject to subsection (6); and
 - (ii) in the case of an amendment to the company's Memorandum of Incorporation, holds shares of a class that is materially and adversely affected by the amendment;
 - (b) the company has adopted the resolution contemplated in subsection (2); and
 - (c) the shareholder -
 - (i) voted against that resolution; and
 - (ii) has complied with all of the procedural requirements of this section.
- (6) The requirement of subsection (5)(a)(i) does not apply if the company failed to give notice of the meeting, or failed to include in that notice a statement of the shareholders rights under this section.
- (7) A shareholder who satisfies the requirements of subsection (5) may make a demand contemplated in that subsection by delivering a written notice to the company within -
 - (a) 20 business days after receiving a notice under subsection (4); or
 - (b) if the shareholder does not receive a notice under subsection (4), within 20 business days after learning that the resolution has been adopted.
- (8) A demand delivered in terms of subsections (5) to (7) must also be delivered to the Panel, and must state -
 - (a) the shareholder's name and address;
 - (b) the number and class of shares in respect of which the shareholder seeks payment; and
 - (c) a demand for payment of the fair value of those shares.

- (9) A shareholder who has sent a demand in terms of subsections (5) to (8) has no further rights in respect of those shares, other than to be paid their fair value, unless -
- (a) the shareholder withdraws that demand before the company makes an offer under subsection (11), or allows an offer made by the company to lapse, as contemplated in subsection (12)(b);
 - (b) the company fails to make an offer in accordance with subsection (11) and the shareholder withdraws the demand; or
 - (c) the company, by a subsequent special resolution, revokes the adopted resolution that gave rise to the shareholder's rights under this section.
- (10) If any of the events contemplated in subsection (9) occur, all of the shareholder's rights in respect of the shares are reinstated without interruption.
- (11) Within five business days after the later of -
- (a) the day on which the action approved by the resolution is effective;
 - (b) the last day for the receipt of demands in terms of subsection (7)(a); or
 - (c) the day the company received a demand as contemplated in subsection (7)(b), if applicable, the company must send to each shareholder who has sent such a demand a written offer to pay an amount considered by the company's directors to be the fair value of the relevant shares, subject to subsection (16), accompanied by a statement showing how that value was determined.
- (12) Every offer made under subsection (11) -
- (a) in respect of shares of the same class or series must be on the same terms; and
 - (b) lapses if it has not been accepted within 30 business days after it was made.
- (13) If a shareholder accepts an offer made under subsection (12) -
- (a) the shareholder must either in the case of -
 - (i) shares evidenced by certificates, tender the relevant share certificates to the company or the company's transfer agent; or
 - (ii) uncertificated shares, take the steps required in terms of section 53 to direct the transfer of those shares to the company or the company's transfer agent; and
 - (b) the company must pay that shareholder the agreed amount within 10 business days after the shareholder accepted the offer and -
 - (i) tendered the share certificates; or
 - (ii) directed the transfer to the company of uncertificated shares.
- (14) A shareholder who has made a demand in terms of subsections (5) to (8) may apply to a court to determine a fair value in respect of the shares that were the subject of that demand, and an order requiring the company to pay the shareholder the fair value so determined, if the company has—
- (a) failed to make an offer under subsection (11); or
 - (b) made an offer that the shareholder considers to be inadequate, and that offer has not lapsed.
- (15) On an application to the court under subsection (14) -
- (a) all dissenting shareholders who have not accepted an offer from the company as at the date of the application must be joined as parties and are bound by the decision of the court;
 - (b) the company must notify each affected dissenting shareholder of the date, place and consequences of the application and of their right to participate in the court proceedings; and

- (c) the court -
 - (i) may determine whether any other person is a dissenting shareholder who should be joined as a party;
 - (ii) must determine a fair value in respect of the shares of all dissenting shareholders, subject to subsection (16);
 - (iii) in its discretion may -
 - (aa) appoint one or more appraisers to assist it in determining the fair value in respect of the shares; or
 - (bb) allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective, until the date of payment;
 - (iv) may make an appropriate order of costs, having regard to any offer made by the company, and the final determination of the fair value by the court; and
 - (v) must make an order requiring -
 - (aa) the dissenting shareholders to either withdraw their respective demands, or to comply with subsection (13)(a); and
 - (bb) the company to pay the fair value in respect of their shares to each dissenting shareholder who complies with subsection (13)(a), subject to any conditions the court considers necessary to ensure that the company fulfils its obligations under this section.
- (15A) At any time before the court has made an order contemplated in subsection (15)(c)(v), a dissenting shareholder may accept the offer made by the company in terms of subsection (11), in which case -
 - (a) that shareholder must comply with the requirements of subsection 13(a); and
 - (b) the company must comply with the requirements of subsection 13(b);
- (16) The fair value in respect of any shares must be determined as at the date on which, and time immediately before, the company adopted the resolution that gave rise to a shareholder's rights under this section.
- (17) If there are reasonable grounds to believe that compliance by a company with subsection (13)(b), or with a court order in terms of subsection (15)(c)(v)(bb), would result in the company being unable to pay its debts as they fall due and payable for the ensuing 12 months -
 - (a) the company may apply to a court for an order varying the company's obligations in terms of the relevant subsection; and
 - (b) the court may make an order that -
 - (i) is just and equitable, having regard to the financial circumstances of the company; and
 - (ii) ensures that the person to whom the company owes money in terms of this section is paid at the earliest possible date compatible with the company satisfying its other financial obligations as they fall due and payable.
- (18) If the resolution that gave rise to a shareholder's rights under this section authorised the company to amalgamate or merge with one or more other companies, such that the company whose shares are the subject of a demand in terms of this section has ceased to exist, the obligations of that company under this section are obligations of the successor to that company resulting from the amalgamation or merger.

- (19) For greater certainty, the making of a demand, tendering of shares and payment by a company to a shareholder in terms of this section do not constitute a distribution by the company, or an acquisition of its shares by the company within the meaning of section 48, and therefore are not subject to -
- (a) the provisions of that section; or
 - (b) the application by the company of the solvency and liquidity test set out in section 4.
- (20) Except to the extent -
- (a) expressly provided in this section; or
 - (b) that the Panel rules otherwise in a particular case,
- a payment by a company to a shareholder in terms of this section does not obligate any person to make a comparable offer under section 125 to any other person.

ANNEX II

HISTORICAL ABRIDGED COMBINED AND CONSOLIDATED FINANCIAL INFORMATION OF THE GROUP

The report of historical financial information is the responsibility of the directors of Mondi Limited and of Mondi plc. The full set of audited annual financial statements for the years ended 31 December 2018, 31 December 2017 and 31 December 2016 are available on the Group's website at www.mondigroup.com. Physical copies may also be requested from the Company Secretary.

Combined and consolidated income statement

€ million	Year ended 31 December			
	2018	2017 Restated ⁽¹⁾	2017 Reported	2016
Group revenue	7,481	7,096	7,096	6,662
Materials, energy and consumables used.....	(3,526)	(3,452)	(3,456)	(3,249)
Variable selling expenses.....	(534)	(525)	(525)	(499)
Gross margin.....	3,421	3,119	3,115	2,914
Maintenance and other indirect expenses.....	(346)	(319)	(319)	(301)
Personnel costs.....	(1,054)	(1,062)	(1,062)	(1,009)
Other net operating expenses.....	(302)	(279)	(313)	(256)
Depreciation, amortisation and impairments ...	(527)	(491)	(464)	(405)
Operating profit	1,192	968	957	943
Net profit from equity accounted investees	1	1	1	1
Total profit from operations and equity accounted investees.....	1,193	969	958	944
Net finance costs.....	(88)	(85)	(71)	(101)
Profit before tax	1,105	884	887	843
Tax charge.....	(239)	(173)	(173)	(157)
Profit for the year	866	711	714	686
Attributable to:				
Non-controlling interests.....	42	43	43	48
Shareholders	824	668	671	638

Note:

(1) Restated to reflect the change in accounting policy as a result of the early adoption of the new standard IFRS 16, 'Leases', with full retrospective application.

Combined and consolidated statement of comprehensive income

€ million	Year ended 31 December			
	2018	2017 Restated ⁽¹⁾	2017 Reported	2016
Profit for the year	866	711	714	686
Items that may subsequently be reclassified to the combined and consolidated income statement				
Fair value gains arising from cash flow hedges.....	1	—	—	—
Gains on available-for-sale investments	—	—	—	1
Exchange differences on translation of foreign operations.....	(219)	(71)	(73)	150
Share of other comprehensive expense of equity accounted investees	—	(2)	(2)	—
Items that will not subsequently be reclassified to the combined and consolidated income statement				
Remeasurements of retirement benefits plans	(13)	8	8	(15)
Other comprehensive (expense)/income for the year	(231)	(65)	(67)	136
Other comprehensive (expense)/income attributable to:				
Non-controlling interests.....	(12)	(2)	(2)	(4)
Shareholders	(219)	(63)	(65)	140
Total comprehensive income attributable to:				
Non-controlling interests.....	30	41	41	44
Shareholders	605	605	606	778
Total comprehensive income for the year...	635	646	647	822

Note:

(1) Restated to reflect the change in accounting policy as a result of the early adoption of the new standard IFRS 16, 'Leases', with full retrospective application.

Combined and consolidated statement of financial position

€ million	As of 31 December			
	2018	2017 Restated ⁽¹⁾	2017 Reported	2016
Property, plant and equipment	4,340	4,128	3,962	3,788
Goodwill.....	942	698	698	681
Intangible assets.....	91	111	111	120
Forestry assets.....	340	325	325	316
Investment in equity accounted investees.....	9	3	3	9
Financial instruments.....	21	23	23	25
Deferred tax assets	49	26	25	26
Net retirement benefits asset.....	6	7	7	1
Total non-current assets.....	5,798	5,321	5,154	4,966
Inventories	968	867	867	850
Trade and other receivables.....	1,190	1,106	1,106	1,049
Current tax assets	22	29	29	32
Financial instruments.....	9	14	14	8
Cash and cash equivalents	52	38	38	404
Assets held for sale	3	1	1	1
Total current assets.....	2,244	2,055	2,055	2,344
Total assets	8,042	7,376	7,209	7,310
Short-term borrowings	(268)	(291)	(267)	(651)
Trade and other payables.....	(1,186)	(1,074)	(1,074)	(1,100)
Current tax liabilities	(140)	(126)	(126)	(95)
Provisions	(61)	(50)	(50)	(49)
Financial instruments.....	(13)	(8)	(8)	(23)
Total current liabilities	(1,668)	(1,549)	(1,525)	(1,918)
Medium and long-term borrowings.....	(2,002)	(1,280)	(1,098)	(1,119)
Net retirement benefits liability	(234)	(232)	(232)	(240)
Deferred tax liabilities	(253)	(248)	(255)	(267)
Provisions	(46)	(41)	(41)	(44)
Other non-current liabilities.....	(14)	(19)	(19)	(26)
Total non-current liabilities.....	(2,549)	(1,820)	(1,645)	(1,696)
Total liabilities.....	(4,217)	(3,369)	(3,170)	(3,614)
Net assets.....	3,825	4,007	4,039	3,696
Equity				
Combined share capital and stated capital.....	542	542	542	542
Retained earnings and other reserves	2,943	3,141	3,172	2,850
Total attributable to shareholders.....	3,485	3,683	3,714	3,392
Non-controlling interests in equity	340	324	325	304
Total equity.....	3,825	4,007	4,039	3,696

Note:

(1) Restated to reflect the change in accounting policy as a result of the early adoption of the new standard IFRS 16, 'Leases', with full retrospective application.

Combined and consolidated statement of changes in equity

€ million	Combined share capital and stated capital	Treasury shares	Retained earnings	Other reserves	Equity attribut- able to share- holders	Non-con- trolling interests	Total equity
At 1 January 2016	542	(29)	2,868	(476)	2,905	282	3,187
Total comprehensive income for the year	—	—	638	140	778	44	822
Dividends	—	—	(274)	—	(274)	(32)	(306)
Purchases of treasury shares.....	—	(20)	—	—	(20)	—	(20)
Distribution of treasury shares.....	—	25	(25)	—	—	—	—
Mondi share schemes' charge.....	—	—	—	13	13	—	13
Issue of shares under employee share schemes.....	—	—	10	(11)	(1)	—	(1)
Acquisition of business.....	—	—	—	—	—	3	3
Put option held by non- controlling interests.....	—	—	—	(9)	(9)	—	(9)
Other movements in non- controlling interests.....	—	—	—	—	—	7	7
At 31 December 2016	542	(24)	3,217	(343)	3,392	304	3,696
Impact of change in accounting policy ⁽¹⁾	—	—	(30)	—	(30)	(1)	(31)
Restated balance at 1 January 2017	542	(24)	3,187	(343)	3,362	303	3,665
Total comprehensive income/(expense) for the year (restated)	—	—	668	(63)	605	41	646
Dividends.....	—	—	(273)	—	(273)	(22)	(295)
Purchases of treasury shares.....	—	(24)	—	—	(24)	—	(24)
Distribution of treasury shares.....	—	21	(21)	—	—	—	—
Mondi share schemes' charge.....	—	—	—	15	15	—	15
Issue of shares under employee share schemes.....	—	—	14	(14)	—	—	—
Put option held by non- controlling interests.....	—	—	(5)	5	—	—	—
Other movements in non- controlling interests.....	—	—	(2)	—	(2)	2	—
Restated balance at 31 December 2017	542	(27)	3,568	(400)	3,683	324	4,007

€ million	Combined share capital and stated capital	Treasury shares	Retained earnings	Other reserves	Equity attributable to shareholders	Non-controlling interests	Total equity
Restated balance at 31 December 2017	542	(27)	3,568	(400)	3,683	324	4,007
Impact of change in accounting policy ⁽²⁾	—	—	3	(3)	—	—	—
Restated balance at 1 January 2018	542	(27)	3,571	(403)	3,683	324	4,007
Total comprehensive income/(expense) for the year.....	—	—	824	(219)	605	30	635
Dividends.....	—	—	(793)	—	(793)	(18)	(811)
Purchases of treasury shares.....	—	(15)	—	—	(15)	—	(15)
Distribution of treasury shares.....	—	16	(16)	—	—	—	—
Mondi share schemes' charge.....	—	—	—	11	11	—	11
Issue of shares under employee share schemes.....	—	—	11	(13)	(2)	—	(2)
Put option held by non-controlling interests.....	—	—	(4)	4	—	—	—
Other movements in non-controlling interests.....	—	—	(4)	—	(4)	4	—
At 31 December 2018	542	(26)	3,589	(620)	3,485	340	3,825

Notes:

- (1) Restated to reflect the change in accounting policy as a result of the early adoption of the new standard IFRS 16, 'Leases', with full retrospective application.
- (2) IFRS 9, 'Financial Instruments', was adopted without restating comparative information. The reclassification arising from the change of classification categories from 'available-for-sale' to 'at fair value through profit or loss' is recognised in the opening balance sheet on 1 January 2018.

Other reserves

€ million	As of 31 December			
	2018	2017 Restated ⁽¹⁾	2017 Reported	2016
Cumulative translation adjustment reserve.....	(820)	(604)	(606)	(536)
Post-retirement benefits reserve.....	(75)	(71)	(71)	(75)
Share-based payment reserve.....	22	23	23	22
Cash flow hedge reserve	—	(1)	(1)	(2)
Merger reserve	259	259	259	259
Put option liability reserve.....	—	(4)	(4)	(9)
Other sundry reserve	(6)	(2)	(2)	(2)
Total other reserves	(620)	(400)	(402)	(343)

Combined and consolidated statement of cash flows

€ million	Year ended 31 December			2016
	2018	2017 Restated ⁽¹⁾	2017 Reported	
Cash flows from operating activities				
Cash generated from operations.....	1,654	1,363	1,325	1,401
Dividends received from equity accounted investees	—	—	—	1
Dividends received from other investments	1	1	1	—
Income tax paid	(248)	(151)	(151)	(173)
Net cash generated from operating activities.....	1,407	1,213	1,175	1,229
Cash flows from investing activities				
Investment in property, plant and equipment	(709)	(611)	(611)	(465)
Investment in intangible assets	(10)	(16)	(16)	(13)
Investment in forestry assets.....	(53)	(49)	(49)	(45)
Investment in equity accounted investees.....	(7)	—	—	—
Proceeds from the disposal of property, plant and equipment and forestry assets	13	14	14	14
Proceeds from the disposal of financial asset investments	—	1	1	1
Acquisition of businesses, net of cash and cash equivalents	(402)	(37)	(37)	(162)
Proceeds from the disposal of businesses, net of cash and cash equivalents	3	—	—	—
Loan repayments from external parties.....	—	1	1	—
Interest received	8	3	3	5
Net cash used in investing activities.....	(1,157)	(694)	(694)	(665)
Cash flows from financing activities				
Proceeds from medium and long-term borrowings..	165	25	25	1
Repayment of medium and long-term borrowings...	—	(11)	(11)	(166)
Proceeds from Eurobonds.....	600	—	—	500
Repayment of Eurobonds.....	—	(500)	(500)	—
Net proceeds from/(repayment of) short-term borrowings	9	23	20	(152)
Repayment of lease liabilities	(25)	(27)	—	—
Interest paid.....	(73)	(97)	(83)	(82)
Dividends paid to shareholders	(793)	(273)	(273)	(274)
Dividends paid to non-controlling interests.....	(18)	(22)	(22)	(33)
Purchases of treasury shares.....	(15)	(24)	(24)	(20)
Net cash (outflow)/inflow from held-for-trading derivatives	(25)	(47)	(47)	4
Other financing activities	(8)	(5)	(5)	3
Net cash used in financing activities.....	(183)	(958)	(920)	(219)
Net increase/(decrease) in cash and cash equivalents.....	67	(439)	(439)	345
Cash and cash equivalents at beginning of year.....	(66)	377	377	36
Cash movement in the year.....	67	(439)	(439)	345
Effects of changes in foreign exchange rates.....	7	(4)	(4)	(4)
Cash and cash equivalents at end of year⁽²⁾	8	(66)	(66)	377

Notes:

(1) Restated to reflect the change in accounting policy as a result of the early adoption of the new standard IFRS 16, 'Leases', with full retrospective application.

(2) Cash and cash equivalents presented in the combined and consolidated statement of cash flows are net of overdrafts.

ANNEX III EXCHANGE CONTROL REGULATIONS

- 1 The following is a summary of the Exchange Control Regulations insofar as relates to Scheme Participants. It is intended as a guide only and is not a comprehensive statement of the Exchange Control Regulations which apply to Scheme Participants and should not be construed as advice. Scheme Participants who have any queries regarding the Exchange Control Regulations should contact their own professional advisers without delay.

1.1 Residents of the Common Monetary Area

In the case of:

- 1.1.1 Scheme Participants holding Certificated Shares whose registered address in the Mondi Limited Register are within the Common Monetary Area and whose Documents of Title are not restrictively endorsed in terms of the Exchange Control Regulations, the New Mondi plc Shares will be transferred to such Scheme Participants in accordance with Part V of this Circular; or
- 1.1.2 Scheme Participants holding Dematerialised Shares whose registered addresses in the Mondi Limited Register are within the Common Monetary Area and whose accounts with their CSDP or Broker have not been restrictively designated in terms of the Exchange Control Regulations, the New Mondi plc Shares will be transferred to such Scheme Participants in accordance with Part V of this Circular.

1.2 Emigrants from the Common Monetary Area

In the case of Scheme Participants who are emigrants from (and whose registered addresses in the Mondi Limited Register are outside) the Common Monetary Area (“**Emigrants**”) and whose Scheme Shares form part of their blocked assets, the New Mondi plc Shares will:

- 1.2.1 in the case of Scheme Participants holding Certificated Shares whose Documents of Title are restrictively endorsed in terms of the Exchange Control Regulations, be forwarded to the Authorised Dealer in South Africa controlling such Scheme Participants’ remaining assets in terms of the Exchange Control Regulations. The Documents of Title will be restrictively endorsed in terms of the Exchange Control Regulations. The Form of Election, Surrender and Transfer (*green*) makes provision for details of the Authorised Dealer concerned to be given; or
- 1.2.2 in the case of Scheme Participants holding Dematerialised Shares, be credited to their CSDP controlling their remaining assets in terms of the Exchange Control Regulations.

1.3 All other non-residents of the Common Monetary Area

The New Mondi plc Shares accruing to non-resident Scheme Participants whose registered addresses are outside the Common Monetary Area and who are not Emigrants will:

- 1.3.1 in the case of Scheme Participants holding Certificated Shares whose Documents of Title have been restrictively endorsed in terms of the Exchange Control Regulations, be posted to their registered address, unless written instructions to the contrary are received and an address provided. The Documents of Title will be restrictively endorsed in terms of the Exchange Control Regulations. The Form of Election, Surrender and Transfer (*green*) makes provision for a substitute address or bank details; or
- 1.3.2 in the case of Scheme Participants holding Dematerialised Shares, be credited to their duly appointed CSDP.

2 South African Reserve Bank Requirements

The Minister of Finance has granted approval for the Simplification subject to certain exchange control conditions. These exchange control conditions are set out in a letter dated 10 October 2018 from the SARB to the Joint Chair of Mondi and are also set out in full below.

The Minister of Finance has granted approval that Mondi Group be permitted to:

- 2.1 Cancel the dual listing structure and simplify the Mondi Dual Listing Company Structure into a standard structure under a single holding company, Mondi plc.

- 2.2** Mondi plc shall retain its premium listing on the London Stock Exchange and secondary listing on the JSE Limited (JSE).
- 2.3** Mondi Limited shall delist from the JSE and become a wholly-owned subsidiary of Mondi plc.
- 2.4** The condition for all future acquisitions in Africa (ex-South Africa) to be structured under Mondi Limited (the South African Operation), is lifted.
- 2.5** Mondi plc undertakes to appoint at least one South African resident as a member of its board of directors.
- 2.6** Mondi Limited may not provide guarantees on any new debt raised by Mondi plc.
- 2.7** Mondi Limited shall have its permanent establishment in South Africa and be liable for any South African taxes due on any South African income from its South African operations.
- 2.8** All South African shareholders in Mondi plc will be required to hold their shares on the JSE.
- 2.9** Normal inward listing conditions as stipulated in section H of the Currency and Exchanges Manual for Authorised Dealers will remain applicable to Mondi plc and normal exchange control conditions will apply to Mondi Limited.

ANNEX IV
SECTION 115 OF THE SA COMPANIES ACT: REQUIRED APPROVAL FOR
TRANSACTIONS CONTEMPLATED IN CHAPTER 5 OF
THE COMPANIES ACT

- (1) Despite section 65, and any provision of a company's Memorandum of Incorporation, or any resolution adopted by its board or holders of its securities, to the contrary, a company may not dispose of, or give effect to an agreement or series of agreements to dispose of, all or the greater part of its assets or undertaking, implement an amalgamation or a merger, or implement a scheme of arrangement, unless:
- (a) the disposal, amalgamation or merger, or scheme of arrangement -
 - (i) as been approved in terms of this section; or
 - (ii) is pursuant to or contemplated in an approved business rescue plan for that company, in terms of Chapter 6; and
 - (b) to the extent that Parts B and C of this Chapter and the Takeover Regulations apply to a company that proposes to -
 - (iii) dispose of all or the greater part of its assets or undertaking;
 - (iv) amalgamate or merge with another company; or
 - (v) implement a scheme of arrangement, the Panel has issued a compliance certificate in respect of the transaction, in terms of section 119(4)(b), or exempted the transaction in terms of section 119(6).
- (2) A proposed transaction contemplated in subsection (1) must be approved -
- (a) by a special resolution adopted by persons entitled to exercise voting rights on such a matter, at a meeting called for that purpose and at which sufficient persons are present to exercise, in aggregate, at least 25% of all of the voting rights that are entitled to be exercised on that matter, or any higher percentage as may be required by the company's Memorandum of Incorporation, as contemplated in section 64(2); and
 - (b) by a special resolution, also adopted in the manner required by paragraph (a), by the shareholders of the company's holding company if any, if -
 - (i) the holding company is a company or an external company;
 - (ii) the proposed transaction concerns a disposal of all or the greater part of the assets or undertaking of the subsidiary; and
 - (iii) having regard to the consolidated financial statements of the holding company, the disposal by the subsidiary constitutes a disposal of all or the greater part of the assets or undertaking of the holding company; and
 - (c) by the court, to the extent required in the circumstances and manner contemplated in subsections (3) to (6).
- (3) Despite a resolution having been adopted as contemplated in subsections (2)(a) and (b), a company may not proceed to implement that resolution without the approval of a court if -
- (a) the resolution was opposed by at least 15% of the voting rights that were exercised on that resolution and, within five business days after the vote, any person who voted against the resolution requires the company to seek court approval; or
 - (b) the court, on an application within 10 business days after the vote by any person who voted against the resolution, grants that person leave, in terms of subsection (6), to apply to a court for a review of the transaction in accordance with subsection (7).
- (4) For the purposes of subsections (2) and (3), any voting rights controlled by an acquiring party, a person related to an acquiring party, or a person acting in concert with either of them, must not be included in calculating the percentage of voting rights -

- (a) required to be present, or actually present, in determining whether the applicable quorum requirements are satisfied; or
 - (b) required to be voted in support of a resolution, or actually voted in support of the resolution.
- (4A) In subsection (4), “act in concert” has the meaning set out in section 117(1)(b).
- (5) If a resolution requires approval by a court as contemplated in terms of subsection (3)(a), the company must either -
- (a) within 10 business days after the vote, apply to the court for approval, and bear the costs of that application; or
 - (b) treat the resolution as a nullity.
- (6) On an application contemplated in subsection (3)(b), the court may grant leave only if it is satisfied that the applicant -
- (a) is acting in good faith;
 - (b) appears prepared and able to sustain the proceedings; and
 - (c) has alleged facts which, if proved, would support an order in terms of subsection (7).
- (7) On reviewing a resolution that is the subject of an application in terms of subsection (5)(a), or after granting leave in terms of subsection (6), the court may set aside the resolution only if -
- (a) the resolution is manifestly unfair to any class of holders of the company’s securities; or
 - (b) the vote was materially tainted by conflict of interest, inadequate disclosure, failure to comply with the Act, the Memorandum of Incorporation or any applicable rules of the company, or other significant and material procedural irregularity.
- (8) The holder of any voting rights in a company is entitled to seek relief in terms of section 164 if that person -
- (a) notified the company in advance of the intention to oppose a special resolution contemplated in this section; and
 - (b) was present at the meeting and voted against that special resolution.
- (9) If a transaction contemplated in this Part has been approved, any person to whom assets are, or an undertaking is, to be transferred, may apply to a court for an order to effect -
- (a) the transfer of the whole or any part of the undertaking, assets and liabilities of a company contemplated in that transaction;
 - (b) the allotment and appropriation of any shares or similar interests to be allotted or appropriated as a consequence of the transaction;
 - (c) the transfer of shares from one person to another;
 - (d) the dissolution, without winding-up, of a company, as contemplated in the transaction;
 - (e) incidental, consequential and supplemental matters that are necessary for the effectiveness and completion of the transaction; or
 - (f) any other relief that may be necessary or appropriate to give effect to, and properly implement, the amalgamation or merger.

ANNEX V
SECTION 164 OF THE SA COMPANIES ACT:
DISSENTING SHAREHOLDERS' APPRAISAL RIGHTS

- (1) This section does not apply in any circumstances relating to a transaction, agreement or offer pursuant to a business rescue plan that was approved by shareholders of a company, in terms of section 152.
- (2) If a company has given notice to shareholders of a meeting to consider adopting a resolution to -
 - (a) amend its Memorandum of Incorporation by altering the preferences, rights, limitations or other terms of any class of its shares in any manner materially adverse to the rights or interests of holders of that class of shares, as contemplated in section 37(8); or
 - (b) enter into a transaction contemplated in section 112, 113, or 114,that notice must include a statement informing shareholders of their rights under this section.
- (3) At any time before a resolution referred to in subsection (2) is to be voted on, a dissenting shareholder may give the company a written notice objecting to the resolution.
- (4) Within 10 business days after a company has adopted a resolution contemplated in this section, the company must send a notice that the resolution has been adopted to each shareholder who -
 - (a) gave the company a written notice of objection in terms of subsection (3); and
 - (b) has neither -
 - (i) withdrawn that notice; or
 - (ii) voted in support of the resolution.
- (5) A shareholder may demand that the company pay the shareholder the fair value for all of the shares of the company held by that person if -
 - (a) the shareholder -
 - (i) sent the company a notice of objection, subject to subsection (6); and
 - (ii) in the case of an amendment to the company's Memorandum of Incorporation, holds shares of a class that is materially and adversely affected by the amendment;
 - (b) the company has adopted the resolution contemplated in subsection (2); and
 - (c) the shareholder -
 - (i) voted against that resolution; and
 - (ii) has complied with all of the procedural requirements of this section.
- (6) The requirement of subsection (5)(a)(i) does not apply if the company failed to give notice of the meeting, or failed to include in that notice a statement of the shareholders rights under this section.
- (7) A shareholder who satisfies the requirements of subsection (5) may make a demand contemplated in that subsection by delivering a written notice to the company within -
 - (a) 20 business days after receiving a notice under subsection (4); or
 - (b) if the shareholder does not receive a notice under subsection (4), within 20 business days after learning that the resolution has been adopted.
- (8) A demand delivered in terms of subsections (5) to (7) must also be delivered to the Panel, and must state -
 - (a) the shareholder's name and address;
 - (b) the number and class of shares in respect of which the shareholder seeks payment; and

- (c) a demand for payment of the fair value of those shares.
- (9) A shareholder who has sent a demand in terms of subsections (5) to (8) has no further rights in respect of those shares, other than to be paid their fair value, unless -
 - (a) the shareholder withdraws that demand before the company makes an offer under subsection (11), or allows an offer made by the company to lapse, as contemplated in subsection (12)(b);
 - (b) the company fails to make an offer in accordance with subsection (11) and the shareholder withdraws the demand; or
 - (c) the company, by a subsequent special resolution, revokes the adopted resolution that gave rise to the shareholder's rights under this section.
- (10) If any of the events contemplated in subsection (9) occur, all of the shareholder's rights in respect of the shares are reinstated without interruption.
- (11) Within five business days after the later of -
 - (a) the day on which the action approved by the resolution is effective;
 - (b) the last day for the receipt of demands in terms of subsection (7)(a); or
 - (c) the day the company received a demand as contemplated in subsection (7)(b), if applicable, the company must send to each shareholder who has sent such a demand a written offer to pay an amount considered by the company's directors to be the fair value of the relevant shares, subject to subsection (16), accompanied by a statement showing how that value was determined.
- (12) Every offer made under subsection (11) -
 - (a) in respect of shares of the same class or series must be on the same terms; and
 - (b) lapses if it has not been accepted within 30 business days after it was made.
- (13) If a shareholder accepts an offer made under subsection (12) -
 - (a) the shareholder must either in the case of -
 - (i) shares evidenced by certificates, tender the relevant share certificates to the company or the company's transfer agent; or
 - (ii) uncertificated shares, take the steps required in terms of section 53 to direct the transfer of those shares to the company or the company's transfer agent; and
 - (b) the company must pay that shareholder the agreed amount within 10 business days after the shareholder accepted the offer and -
 - (i) tendered the share certificates; or
 - (ii) directed the transfer to the company of uncertificated shares.
- (14) A shareholder who has made a demand in terms of subsections (5) to (8) may apply to a court to determine a fair value in respect of the shares that were the subject of that demand, and an order requiring the company to pay the shareholder the fair value so determined, if the company has—
 - (a) failed to make an offer under subsection (11); or
 - (b) made an offer that the shareholder considers to be inadequate, and that offer has not lapsed.
- (15) On an application to the court under subsection (14) -
 - (a) all dissenting shareholders who have not accepted an offer from the company as at the date of the application must be joined as parties and are bound by the decision of the court;
 - (b) the company must notify each affected dissenting shareholder of the date, place and consequences of the application and of their right to participate in the court proceedings; and

- (c) the court -
 - (i) may determine whether any other person is a dissenting shareholder who should be joined as a party;
 - (ii) must determine a fair value in respect of the shares of all dissenting shareholders, subject to subsection (16);
 - (iii) in its discretion may -
 - (aa) appoint one or more appraisers to assist it in determining the fair value in respect of the shares; or
 - (bb) allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective, until the date of payment;
 - (viii) may make an appropriate order of costs, having regard to any offer made by the company, and the final determination of the fair value by the court; and
 - (ix) must make an order requiring -
 - (aa) the dissenting shareholders to either withdraw their respective demands, or to comply with subsection (13)(a); and
 - (bb) the company to pay the fair value in respect of their shares to each dissenting shareholder who complies with subsection (13)(a), subject to any conditions the court considers necessary to ensure that the company fulfils its obligations under this section.
- (15A) At any time before the court has made an order contemplated in subsection (15)(c)(v), a dissenting shareholder may accept the offer made by the company in terms of subsection (11), in which case -
- (a) that shareholder must comply with the requirements of subsection 13(a); and
 - (b) the company must comply with the requirements of subsection 13(b);
- (16) The fair value in respect of any shares must be determined as at the date on which, and time immediately before, the company adopted the resolution that gave rise to a shareholder's rights under this section.
- (17) If there are reasonable grounds to believe that compliance by a company with subsection (13)(b), or with a court order in terms of subsection (15)(c)(v)(bb), would result in the company being unable to pay its debts as they fall due and payable for the ensuing 12 months -
- (a) the company may apply to a court for an order varying the company's obligations in terms of the relevant subsection; and
 - (b) the court may make an order that -
 - (i) is just and equitable, having regard to the financial circumstances of the company; and
 - (ii) ensures that the person to whom the company owes money in terms of this section is paid at the earliest possible date compatible with the company satisfying its other financial obligations as they fall due and payable.
- (18) If the resolution that gave rise to a shareholder's rights under this section authorised the company to amalgamate or merge with one or more other companies, such that the company whose shares are the subject of a demand in terms of this section has ceased to exist, the obligations of that company under this section are obligations of the successor to that company resulting from the amalgamation or merger.
- (19) For greater certainty, the making of a demand, tendering of shares and payment by a company to a shareholder in terms of this section do not constitute a distribution by the company, or an acquisition of its shares by the company within the meaning of section 48, and therefore are not subject to -
- (a) the provisions of that section; or
 - (b) the application by the company of the solvency and liquidity test set out in section 4.

(20) Except to the extent -

(a) expressly provided in this section; or

(b) that the Panel rules otherwise in a particular case,

a payment by a company to a shareholder in terms of this section does not obligate any person to make a comparable offer under section 125 to any other person.

ANNEX VI TRADING HISTORY OF MONDI LIMITED

The highest, lowest and closing price of shares of Mondi Limited on the JSE for each quarter commencing from 1 January 2018 to 31 December 2018 and the quarterly volume is as follows:

Quarter ended	High (R)	Low (R)	Close (R)	Volume
March 2018	333.0	288.1	322.2	36 902 124
June 2018.....	373.7	310.4	371.6	32 734 845
September 2018.....	421.2	354.9	388.5	32 394 332
December 2018.....	393.1	296.2	309.6	42 100 377

The highest, lowest and closing price of shares of Mondi Limited on the JSE for the 12 months prior to the Latest Practicable Date and aggregated monthly volume is as follows:

Month ended	High (R)	Low (R)	Close (R)	Volume
March 2018	329.0	298.8	322.2	13 724 285
April 2018.....	364.0	310.4	364.0	9 498 648
May 2018.....	364.0	323.7	350.7	11 197 104
June 2018.....	373.7	349.3	371.6	12 039 093
July 2018	370.0	354.9	361.1	6 919 343
August 2018.....	411.0	362.0	410.2	14 123 295
September 2018.....	421.2	388.5	388.5	11 351 694
October 2018.....	393.1	328.6	352.9	16 900 625
November 2018.....	345.8	305.0	305.0	16 056 993
December 2018.....	314.0	296.2	309.6	9 142 759
January 2019.....	338.5	305.9	328.1	11 057 519
February 2019.....	353.9	324.5	349.2	8 831 318

The highest, lowest and closing price of shares of Mondi Limited on the JSE, for the last 30 Trading Days, for each day commencing from 5 February 2019 to 18 March 2019 (being the Latest Practicable Date prior to the finalisation of this Circular) and the daily volume are as follows:

Day ended	High (cents)	Low (cents)	Close (cents)	Volume
05/02/2019.....	334.9	329.4	334.0	249,180
06/02/2019.....	337.9	330.0	336.4	457,013
07/02/2019.....	343.0	328.0	329.0	498,942
08/02/2019.....	334.5	324.5	324.5	397,503
11/02/2019.....	335.8	321.5	332.9	419,731
12/02/2019.....	338.7	329.5	334.0	370,183
13/02/2019.....	345.3	328.5	342.5	546,485
14/02/2019.....	354.2	342.7	349.7	582,569
15/02/2019.....	363.2	347.0	353.0	882,502
19/02/2019.....	357.5	351.8	353.9	327,572
20/02/2019.....	356.8	350.8	351.3	685,115
21/02/2019.....	358.2	349.2	350.8	388,727
22/02/2019.....	352.8	340.0	350.7	601,535
25/02/2019.....	355.8	348.2	348.2	399,029
26/02/2019.....	353.3	340.5	352.2	497,248
27/02/2019.....	359.7	346.0	349.2	568,469
28/02/2019.....	351.5	330.3	331.2	679,254
01/03/2019.....	351.5	327.1	336.7	611,217
04/03/2019.....	344.5	336.0	340.6	549,227
05/03/2019.....	341.0	335.5	338.0	633,060
06/03/2019.....	342.9	335.3	341.9	635,927
07/03/2019.....	344.8	337.9	340.6	439,799
08/03/2019.....	347.0	330.7	331.3	309,245
11/03/2019.....	334.3	330.0	332.7	441,995
12/03/2019.....	337.5	329.4	330.0	525,816
13/03/2019.....	336.0	329.0	333.9	743,262
14/03/2019.....	341.2	332.5	336.5	338,304
15/03/2019.....	340.7	330.5	339.3	756,604
18/03/2019.....	350.0	335.2	336.2	295,743

Source: JSE

ANNEX VII US INVESTOR LETTER

To: CSDP or broker and Link Market Services South Africa (Proprietary) Limited

Ladies and Gentlemen:

This letter (the “**US Investor Letter**”) relates to the issuance of new ordinary shares of Mondi plc (the “**New Mondi plc Shares**”) in connection with a scheme of arrangement in terms of section 114 of the South African Companies Act, 71 of 2008, as amended, proposed between Mondi Limited and the Mondi Limited ordinary shareholders. This US Investor Letter is to be delivered on behalf of the person acquiring beneficial ownership of the New Mondi plc Shares by the investor named below or the accounts listed on the attachment hereto (each, an “**Investor**”).

1. The Investor hereby confirms that it is a “qualified institutional buyer” (as such term is defined in Rule 144A (“**Rule 144A**”) under the US Securities Act of 1933 (the “**Securities Act**”) (a “**QIB**”).
2. The Investor understands and agrees that (i) the New Mondi plc Shares have not been and will not be registered under the Securities Act, or with any securities regulatory authority of any state of the United States, and (ii) the New Mondi plc Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 under the Securities Act (“**Rule 144**”) for resales of any New Mondi plc Shares. The Investor agrees that, for so long as the New Mondi plc Shares are restricted securities, if, in the future, it decides to offer, resell, pledge or otherwise transfer such New Mondi plc Shares, or any economic interest therein, such New Mondi plc Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only: (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A; (ii) in accordance with Rule 144 (if available), (iii) in accordance with another applicable exemption from the registration requirements of the Securities Act; or (iv) in an offshore transaction complying with the provisions of Regulation S under the Securities Act (including, for the avoidance of doubt, a *bona fide* sale on the London Stock Exchange or the Johannesburg Stock Exchange), in each case, in accordance with any applicable securities laws of any state of the United States or any other jurisdiction.
3. Each of the foregoing restrictions is subject to any requirement of law that the disposition of the Investor’s property or the property of such investor account or accounts on behalf of which the Investor holds the New Mondi plc Shares be, at all times, within the control of the Investor or of such accounts and subject to compliance with any applicable state securities laws.
4. The Investor acknowledges that Mondi plc and others will rely on the acknowledgements, representations and warranties contained in this US Investor Letter as a basis for Mondi plc’s exemption from the registration requirements of the Securities Act. The Investor signing this US Investor Letter agrees to notify Mondi plc promptly if any of the acknowledgements, representations or warranties set forth herein are no longer accurate.
5. Each of Mondi plc and its affiliates are irrevocably authorised to produce this US Investor Letter or a copy hereof to any interested party in any administrative or legal proceeding or official inquiry with respect to the matters covered hereby.
6. This US Investor Letter shall be governed by, and construed in accordance with, the laws of the State of New York.
7. The Investor understands, and acknowledges, that no agency of the United States, or any state thereof has made any finding or determination as to the fairness of the terms of, or any recommendation or endorsement in respect of the New Mondi plc Shares.

Very truly yours,

NAME OF PURCHASER: _____
By: _____
Name: _____
Title: _____
Address: _____

Date: _____
Name of account holder: _____
Name of broker: _____
Name of CSDP: _____
Account number of broker: _____
Account number of CSDP: _____
Telephone number of broker/CSDP: _____
SCA number of broker/CSDP: _____

