

Mondi plc

Annual General Meeting

Attendance card

Date
Thursday 3 May 2012

Time
11:00 (UK time)

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

If attending the Annual General Meeting in person, please bring this attendance card with you and hand it in at the registration desk.



If undeliverable please return to:

Capita Registrars
34 Beckenham Road
Beckenham
Kent BR3 4TU



Mondi plc

Annual General Meeting

Shareholder pack 2012



Mondi plc
Shareholder
information

**Important
documents
enclosed**

**Receive future
shareholder
documents
electronically**

If you would prefer to receive your Mondi Group Integrated Report and other shareholder documentation electronically you can register via the online service offered by Capita, at **www.capitashareportal.com**

Vote online

As an alternative to completing and returning this proxy form, you can appoint a proxy electronically by logging on to the Capita website, **www.capitashareportal.com**, and following the instructions provided.

Key dates

1 May 2012

Submission of
form of proxy

3 May 2012

Annual General
Meeting

Notes to the form of proxy

1.

As a member of Mondi plc you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting of Mondi plc. Each resolution is to be decided on a poll and a member or proxy shall have one vote for every share held. You can only appoint a proxy using the procedures set out in these notes.
2.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3.

A proxy does not need to be a member of Mondi plc but must attend the meeting to represent you. To appoint as your proxy a person other than the chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chairman and give them the relevant instructions directly.
4.

You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional form(s) may be obtained by contacting the Capita Registrars helpline on 0871 664 0300 (calls cost 10p per minute plus network extras - lines are open 8.30am - 5.30pm Monday to Friday) (or +44 208 639 3399 if calling from outside the UK) or you may photocopy this form. Please indicate in the box provided the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together.
5.

To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant 'Vote Withheld' box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.
6.

To appoint a proxy using this form, the form must be:

– completed and signed;

– sent or delivered to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, United Kingdom; and

– received by Capita Registrars no later than 11:00 (UK time) on Tuesday 1 May 2012.

Please return the proxy form in the enclosed envelope.
7.

In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company, an attorney for the company or other person duly authorised by the company.
8.

Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9.

As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by logging on to the Capita Registrars website www.capitashareportal.com and following the instructions provided. You will be required to enter your investor code as detailed on this proxy form. For an electronic proxy appointment to be valid, your appointment must be received by Capita Registrars no later than 11:00 (UK time) on Tuesday 1 May 2012. An electronic proxy appointment will not be valid if sent to any electronic address other than those provided. Any electronic communication found to contain a computer virus will not be accepted.
10.

CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Capita Registrars (CREST ID: RA10) by 11:00 (UK time) on Tuesday 1 May 2012. See the notes to the notice of meeting for further information on proxy appointment through CREST.
11.

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in Mondi plc's register of members in respect of the joint holding (the first-named being the most senior).
12.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
13.

Any alteration or correction made to this proxy form must be initialled by the signatory or signatories.
14.

You may not use any electronic address provided in this proxy form to communicate with Mondi plc for any purposes other than those expressly stated.

ATTENDANCE CARD
MONDI plc – ANNUAL GENERAL MEETING



To be held at Haberdashers' Hall, 18 West Smithfield, London, EC1A 9HQ, United Kingdom.
If you wish to attend this meeting in your capacity as a holder of ordinary shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of person attending

Barcode:

Investor Code:

FORM OF PROXY
MONDI plc – ANNUAL GENERAL MEETING

I/We being a member of the Company hereby appoint the Chairman of the meeting or (see note 3)

Barcode:

Name of proxy

Investor Code:

Number of shares proxy appointed over

Event Code:

as my/our proxy to attend, to speak and to vote on my/our behalf at the Annual General Meeting of the Company to be held at 11:00am on Thursday, 3 May 2012 and at any adjournment thereof. I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.
If you wish to appoint multiple proxies please see note 4. ☐ Please also tick here if you are appointing more than one proxy.

RESOLUTIONS

	Please mark 'X' to indicate how you wish to vote		
	For	Against	Vote Withheld
Common business: Mondi Limited and Mondi plc			
1. To re-elect Stephen Harris as a director	X	X	X
2. To re-elect David Hathorn as a director	X	X	X
3. To re-elect Andrew King as a director	X	X	X
4. To re-elect Imogen Mkhize as a director	X	X	X
5. To re-elect John Nicholas as a director	X	X	X
6. To re-elect Peter Oswald as a director	X	X	X
7. To re-elect Anne Quinn as a director	X	X	X
8. To re-elect Cyril Ramaphosa as a director	X	X	X
9. To re-elect David Williams as a director	X	X	X
10. To elect Stephen Harris as a member of the DLC audit committee	X	X	X
11. To elect John Nicholas as a member of the DLC audit committee	X	X	X
12. To elect Anne Quinn as a member of the DLC audit committee	X	X	X
Mondi Limited business			
13. To receive the report and accounts	X	X	X
14. To approve the remuneration policy	X	X	X
15. To confirm the director fees*	X	X	X
16. To declare a final dividend	X	X	X
17. To reappoint the auditors	X	X	X
18. To authorise the DLC audit committee to determine the auditors' remuneration	X	X	X

RESOLUTIONS

	Please mark 'X' to indicate how you wish to vote		
	For	Against	Vote Withheld
Mondi Limited business - continued			
19. To authorise the directors to provide direct or indirect financial assistance*	X	X	X
20. To place 5% of the issued ordinary shares of Mondi Limited under the control of the directors of Mondi Limited	X	X	X
21. To place 5% of the issued special converting shares of Mondi Limited under the control of the directors of Mondi Limited	X	X	X
22. To authorise the directors to allot and issue ordinary shares of Mondi Limited for cash	X	X	X
23. To authorise Mondi Limited to purchase its own shares*	X	X	X
24. To adopt a new Memorandum of Incorporation of Mondi Limited*	X	X	X
25. To amend the borrowing powers in the Memorandum of Incorporation of Mondi Limited*	X	X	X
Mondi plc business			
26. To receive the report and accounts	X	X	X
27. To approve the remuneration report	X	X	X
28. To declare a final dividend	X	X	X
29. To reappoint the auditors	X	X	X
30. To authorise the DLC audit committee to determine the auditors' remuneration	X	X	X
31. To authorise the directors to allot relevant securities	X	X	X
32. To authorise the directors to disapply pre-emption rights*	X	X	X
33. To authorise Mondi plc to purchase its own shares*	X	X	X
34. To adopt new Articles of Association of Mondi plc*	X	X	X
35. To amend the borrowing powers in the Articles of Association of Mondi plc*	X	X	X

* special resolutions

Signature

Date