

**Company Number 06209386**

**The Companies Act 2006**

**COMPANY LIMITED BY SHARES**

**Mondi plc (the 'Company')**

At the Annual General Meeting of the Company held on Friday 3 May 2013 the following Resolutions were duly passed as special business of the Company of which Resolutions 24, 26, 36 and 38 were duly passed as Ordinary resolutions of the Company and Resolutions 25, 35 and 37 were duly passed as Special resolutions of the Company.

24. That, subject to the passing of resolutions 25 and 35 to 37 inclusive, the directors be and are hereby authorised to make and implement the Odd-lot Offer to shareholders holding less than 100 ordinary shares in Mondi Limited as envisaged in and in accordance with the terms and conditions of the Odd-lot Offer set out on pages 19 to 29 of the Notice of Annual General Meeting, but so that such authority shall expire 18 months after the date on which this resolution is passed.
25. That, subject to the passing of resolutions 24 and 35 to 37 inclusive and in accordance with the South African Companies Act 71 of 2008, the Listings Requirements of the JSE Limited and the Memorandum of Incorporation of Mondi Limited (each as presently constituted and as amended from time to time), Mondi Limited or the Mondi Incentive Schemes Trust Trustees or a subsidiary of Mondi Limited, as determined by Mondi Limited, be and is hereby authorised to acquire, at a 5% premium to the volume weighted average price of Mondi Limited ordinary shares traded on the JSE Limited over the five trading days prior to the date on which the Offer Price is finalised, as determined by the directors, the ordinary shares of shareholders holding less than 100 ordinary shares in Mondi Limited who do not make an express election to retain such ordinary shares in Mondi Limited pursuant to the terms of the Odd-lot Offer.
26. That the amendments to the terms of the Long-Term Incentive Plan operated by Mondi Limited (the 'Mondi Limited LTIP') as shown in the marked version of the rules of the Mondi Limited LTIP a draft of which has been tabled at the Annual General Meeting and initialled by the chairman, for the purposes of identification, be approved and the directors of Mondi Limited be authorised to adopt such amendments into the Mondi Limited LTIP.
35. That the addition of a new Article 45A to the Mondi plc Articles of Association, as set out in Appendix 1 on page 18 of the Notice of Annual General Meeting, be and is hereby approved.
36. That, subject to the passing of resolutions 24, 25, 35 and 37, the directors be and are hereby authorised to make and implement the Odd-lot Offer to shareholders holding less than 100 ordinary shares in Mondi plc as envisaged in and in accordance with the terms and conditions of the Odd-lot Offer set

out on pages 19 to 29 of the Notice of Annual General Meeting, and in particular are authorised to repurchase Ordinary Shares in Mondi plc from shareholders holding less than 100 ordinary shares in Mondi plc who do not make an express election to retain such ordinary shares in Mondi plc pursuant to the terms of the Odd-lot Offer, but so that such authority shall expire 18 months after the date on which this resolution is passed.

37. That, subject to the passing of resolutions 24, 25, 35 and 36, the terms of the draft contract, tabled at the Annual General Meeting and initialled by the chairman for the purposes of identification, which it is proposed would be entered into between (i) participating shareholders of Mondi plc and (ii) Mondi plc providing for the purchase by Mondi plc of certain of its own shares, be and are hereby approved and authorised for the purposes of section 694 of the UK Companies Act 2006 and otherwise, but so that such approval and authority shall expire 18 months after the date on which this resolution is passed.
38. That the amendments to the terms of the Long-Term Incentive Plan operated by Mondi plc (the 'Mondi plc LTIP') as shown in the marked version of the rules of the Mondi plc LTIP a draft of which has been tabled at the Annual General Meeting and initialled by the chairman for the purposes of identification, be approved and the directors of Mondi plc be authorised to adopt such amendments into the Mondi plc LTIP.

Carol Hunt  
Company Secretary