

**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 Thursday 12 May 2016 the following Resolutions were duly passed as special business of the Company. Each of the following Resolutions was duly passed as an Ordinary resolution of the Company.

24. That the rules of the Mondi Limited 2016 Long-Term Incentive Plan (the 'MLTD 2016 LTIP') referred to in appendix 2 to this Notice and in the explanation of resolutions section of this document and produced in draft to this meeting and, for the purposes of identification, initialled by the chairman of the meeting, be approved and the directors of Mondi Limited be authorised to:
- i. make such modifications to the MLTD 2016 LTIP as they may consider appropriate to take account of the requirements of relevant best practice and for the implementation of the MLTD 2016 LTIP and to adopt the MLTD 2016 LTIP as so modified and to do all such other acts and things as they may consider appropriate to implement the MLTD 2016 LTIP; and
  - ii. establish further plans based on the MLTD 2016 LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the MLTD 2016 LTIP.
25. That the rules of the Mondi Limited 2016 Bonus Share Plan (the 'MLTD 2016 BSP') referred to in appendix 2 to this Notice and in the explanation of resolutions section of this document and produced in draft to this meeting and, for the purposes of identification, initialled by the chairman of the meeting, be approved and the directors of Mondi Limited be authorised to:
- i. make such modifications to the MLTD 2016 BSP as they may consider appropriate to take account of the requirements of relevant best practice and for the implementation of the MLTD 2016 BSP and to adopt the MLTD 2016 BSP as so modified and to do all such other acts and things as they may consider appropriate to implement the MLTD 2016 BSP; and
  - ii. establish further plans based on the MLTD 2016 BSP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the MLTD 2016 BSP.
34. That the rules of the Mondi plc 2016 Long-Term Incentive Plan (the 'MPLC 2016 LTIP') referred to in appendix 2 to this Notice and in the explanation of resolutions section of this document and produced in draft to this meeting and,

for the purposes of identification, initialled by the chairman of the meeting, be approved and the directors of Mondi plc be authorised to:

- i. make such modifications to the MPLC 2016 LTIP as they may consider appropriate to take account of the requirements of relevant best practice and for the implementation of the MPLC 2016 LTIP and to adopt the MPLC 2016 LTIP as so modified and to do all such other acts and things as they may consider appropriate to implement the MPLC 2016 LTIP; and
- ii. establish further plans based on the MPLC 2016 LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the MPLC 2016 LTIP.

35. That the rules of the Mondi plc 2016 Bonus Share Plan (the 'MPLC 2016 BSP') referred to in appendix 2 to this Notice and in the explanation of resolutions section of this document and produced in draft to this meeting and, for the purposes of identification, initialled by the chairman of the meeting, be approved and the directors of Mondi plc be authorised to:

- i. make such modifications to the MPLC 2016 BSP as they may consider appropriate to take account of the requirements of relevant best practice and for the implementation of the MPLC 2016 BSP and to adopt the MPLC 2016 BSP as so modified and to do all such other acts and things as they may consider appropriate to implement the MPLC 2016 BSP; and
- ii. establish further plans based on the MPLC 2016 BSP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the MPLC 2016 BSP.

Carol Hunt  
Company Secretary