

**Company Number 06209386**

**The Companies Act 2006**

**COMPANY LIMITED BY SHARES**

**Resolutions**

**of**

**Mondi plc (the ‘Company’)**

At the General Meeting of the Company held on Monday 15 January 2024, the following Resolutions were duly passed as special business of the Company.

The following resolutions were duly passed as Ordinary Resolutions:

1. THAT, subject to and conditional upon:
  - (a) the passing of Resolution 2; and
  - (b) admission of the New Ordinary Shares (as defined in Resolution 2) to the premium listing segment of the Official List, to trading on the London Stock Exchange’s main market for listed securities becoming effective by or as soon as practicable after 8:00 a.m. (UK time) on 29 January 2024, and to listing and trading on the main board of the Johannesburg Stock Exchange by or as soon as practicable after 9:00 a.m. (SA time) on 29 January 2024 (or such later time and/or date as the Directors may in each case in their absolute discretion determine)(“Admission”),

a dividend of €1.60 per Existing Ordinary Share (as defined in Resolution 2) be, and is hereby declared to be, paid to each Shareholder on the Register as at 5:00 p.m. (SA time) on 26 January 2024 (in respect of Shareholders on the South African Branch Register) and as at 6:00 p.m. (UK time) on 26 January 2024 (in respect of Shareholders on the UK Register).
2. THAT, subject to and conditional upon the passing of Resolution 1 and Admission (as defined in Resolution 1) becoming unconditional, every 11 existing ordinary shares of €0.20 each in the capital of the Company (the “Existing Ordinary Shares” and each an “Existing Ordinary Share”) in issue and as shown in the Register as at 5:00 p.m. (SA time) on 26 January 2024 (in respect of Shareholders on the South African Branch Register) and as at 6:00 p.m. (UK time) on 26 January 2024 (in respect of Shareholders on the UK Register) (or such other time and/or date as the Directors may in their absolute discretion determine) be and are consolidated into one ordinary share of €2.20 each in the capital of the Company (an “Intermediate Ordinary Share”), and immediately following such consolidation, every one Intermediate Ordinary Share be divided into 10 new ordinary shares of €0.22 each in the capital of the Company (the “New Ordinary Shares”), provided that:
  - a) the Intermediate Ordinary Shares and the New Ordinary Shares shall have the same rights and be subject to the same restrictions (save as to nominal value) as the Existing Ordinary Shares as set out in the Articles; and

- (b) no Shareholder shall be entitled to a fraction of a New Ordinary Share arising out of such consolidation and division, and the aggregate number of New Ordinary Shares to which a Shareholder shall be entitled shall be rounded down to the nearest whole number of New Ordinary Shares. Any fraction of a New Ordinary Share to which a Shareholder would otherwise have been entitled shall, so far as practicable, be aggregated into the maximum whole number of New Ordinary Shares resulting therefrom and the Directors be and are hereby authorised and entitled to sell (or appoint any other person to sell) in the market such whole number of New Ordinary Shares so arising. For the purposes of implementing such sale:
    - (i) any Director may appoint and authorise any person to execute and deliver an instrument (or instruments) or instruction (or instructions) of transfer and to do any and all acts and things and make any and all arrangements as such Director considers necessary, expedient or appropriate to effect the transfer, settlement and/or disposal of such fractional entitlements;
    - (ii) in respect of Shareholders the net proceeds of such sale (after the deduction of any expenses and/or commissions associated with such sale, including any value added tax payable on the proceeds of sale) shall be paid in due proportion (rounded down to the nearest penny) to the relevant Shareholders entitled to such fractions. For the purposes of determining fractional entitlements, each portion of a Shareholder's holding which is recorded in the Register by reference to a separate designation as at 5:00 p.m. (SA time) on 26 January 2024 (in respect of Shareholders on the South African Branch Register) and as at 6:00 p.m. (UK time) on 26 January 2024 (in respect of Shareholders on the UK Register) (or such other time and/or date as the Directors may in their absolute discretion determine), whether in certificated or uncertificated form, shall be treated as a separate holding; and
    - (iii) in the absence of bad faith or wilful default, neither the Company nor any person appointed pursuant to sub-paragraph (i) of this Resolution 2 shall have any liability for any loss or damage arising as a result of the timing or terms of any sale pursuant to this Resolution 2.
- 3. THAT, subject to and conditional on the passing of Resolutions 1 and 2 and Admission (as defined in Resolution 1), and in place of the equivalent authority given to the Directors at the last annual general meeting of the Company (but without prejudice to the continuing authority of the Directors to allot equity securities pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot New Ordinary Shares or grant rights to subscribe for or to convert any security into New Ordinary Shares up to an aggregate nominal amount of €4,855,537.83, such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Act and expire at the conclusion of the Company's next annual general meeting or at the close of business on 30 June 2024, whichever is the earlier, but, in each case, so that the Company may, before such expiry, make offers and enter into agreements during the relevant period which would, or might, require New Ordinary Shares to be allotted or rights to

subscribe for or to convert any security into New Ordinary Shares to be granted after the authority given by this Resolution 3 has expired.

The following resolutions were duly passed as Special Resolutions:

4. THAT, subject to and conditional on the passing of Resolutions 1, 2 and 3 and Admission (as defined in Resolution 1), and in place of the equivalent authority given to the Directors at the last annual general meeting of the Company (but without prejudice to the continuing authority of the Directors to disapply pre-emption rights in connection with an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Act) for cash under the authority given by Resolution 3 above and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if Section 561(1) of the Act did not apply to any such allotment or sale, such authority being limited to:
  - i. a Rights Issue to 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 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 €4,855,537.83, being 5% of the nominal value of the issued Ordinary Share capital, excluding treasury shares, immediately after the Share Consolidation referred to in Resolution 2,

such authority to expire at the conclusion of the next annual general meeting of the Company or at the close of business on 30 June 2024, whichever is the earlier, but in each case so that the Company may, before such expiry, 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 granted by this Resolution 4 has expired 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 4, 'Rights Issue' has the meaning given to the term in the Articles of Association.

5. THAT, subject to and conditional on the passing of Resolutions 1 and 2 and Admission (as defined in Resolution 1), and in place of the similar authority given to the Directors at the last annual general meeting of the Company (but without prejudice to the continuing authority of the Directors to make market purchases of Ordinary Shares pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), the Company is hereby unconditionally and generally authorised for the purpose of Section 701 of the Act to make market purchases (as defined in Section 693 of the Act) of New Ordinary Shares, provided that:
  - (a) the maximum aggregate number of New Ordinary Shares which may be purchased under this authority is 22,070,626 (representing five per cent. of the total issued Ordinary Share capital of the Company, excluding treasury shares, immediately after the Share Consolidation referred to in Resolution 2);

- (b) the minimum price which may be paid for a New Ordinary Share is €0.22;
- (c) the maximum price which may be paid for a New Ordinary Share is no more than five per cent. above the average of the middle market quotations of the ordinary shares of the Company 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
- (d) this authority shall expire at the conclusion of the next annual general meeting of the Company or at the close of business on 30 June 2024, whichever is earlier (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry), unless such authority is renewed prior to such time.

Jennifer Hampshire  
Secretary