

Frequently asked questions

Special Dividend and Share Consolidation: shareholder meeting held on 15 January 2024

These Q&A should be read in conjunction with the circular to shareholders (the “Circular”) and are subject to terms of the disclaimer set out on pages 5-7 of the Circular. Part II of the Circular sets out the detailed terms and conditions of the Special Dividend and Share Consolidation with respect to Ordinary Shares. In the event of any inconsistency between the contents of these Q&A and the terms and conditions set out in the Circular, the terms and conditions set out in the Circular shall prevail.

| Question | Answer |
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| What issues were shareholders asked to vote on at the shareholder meeting on 15 January 2024? | We asked shareholders to approve the payment of a special dividend, the associated share consolidation and related matters. This was done at the ‘General Meeting’. All resolutions were passed. The results of the General Meeting can be found here |
| Special dividend payable to shareholders | |
| What is a special dividend? | A special dividend is a payment to shareholders, separate from the normal dividend cycle. It's a way of returning capital to shareholders. We proposed a special dividend of €1.60 per share. |
| Why is Mondi paying a special dividend to shareholders? | Mondi is returning the net proceeds from the sale of all the Group's Russian assets. |
| How much is the special dividend? | The special dividend is €1.60 per share. The special dividend will be calculated on your shareholding before the share consolidation. |
| How do I know if I'm entitled to the special dividend? | All shareholders 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. on 26 January 2024 (in respect of Shareholders on the UK Register) are entitled to the special dividend. |
| Is there also a final dividend? | If there is to be a final dividend, it will be recommended by the Board at the time of the publication of Mondi's Full Year 2023 results on 22 February 2024 and subject to shareholder approval at the AGM on 3 May 2024. |
| What's the difference between a special dividend and a final/interim dividend? | A special dividend is a payment to shareholders separate from the normal dividend cycle. The final/interim dividend forms part of the normal dividend cycle. |
| Consolidation of shares | |
| What is the share consolidation? | The share consolidation reduced the number of shares that Mondi has in issue. On 29 January, each shareholder exchanged a set number of their existing shares for a set number of new shares (being 10 new shares for 11 existing shares). The proportion of the total number of shares in Mondi held by each shareholder will remain unchanged (subject to fractional entitlements) before and after the share consolidation. |
| Why is Mondi doing a share consolidation? | When companies like Mondi pay a considerable proportion of their market capitalisation back to shareholders as a |

| | special dividend, it's common to combine this with a share consolidation. What we're trying to do is keep our share price at approximately the same level before and after payment of the special dividend. If we paid the special dividend and didn't combine this with a share consolidation, the share price would be likely to reduce. | | | | | | | | | | | | | | | | | | |
|---|--|--------------------------------------|----------------------------|--------------------------------------|-------------|---|--------|---------------|----|----------|---------------|-----|----------|---------------|-----|----------|-----------------|-----|-----------|
| How does a share consolidation work? | All existing ordinary shares in Mondi were consolidated at a ratio of 10 for 11. This means that for every 11 existing ordinary shares a shareholder owned prior to the share consolidation, they received 10 new ordinary shares to replace the existing ordinary shares held. See illustrative table below (extracted from the circular) | | | | | | | | | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th><u>Existing Ordinary Shares</u></th> <th><u>New Ordinary Shares</u></th> <th><u>Special Dividends²</u></th> </tr> </thead> <tbody> <tr> <td>1</td> <td>0</td> <td>€ 1.60</td> </tr> <tr> <td>100</td> <td>90</td> <td>€ 160.00</td> </tr> <tr> <td>250</td> <td>227</td> <td>€ 400.00</td> </tr> <tr> <td>500</td> <td>454</td> <td>€ 800.00</td> </tr> <tr> <td>1,000</td> <td>909</td> <td>€1,600.00</td> </tr> </tbody> </table> <p>These examples do not show fractional entitlements, which will be dealt with in accordance with the process described below. Note that any Shareholders holding one Existing Ordinary Share would be entitled to a fraction of a New Ordinary Share post-consolidation; however, as with all fractional entitlements, such fractional entitlement will be dealt with in accordance with the process described below. As a result, and as set out in the table above, any such Shareholders would no longer hold any Existing Ordinary Shares in the Company following the Share Consolidation.</p> <p>² Note: subject to any currency elections in respect of the Special Dividend.</p> | | <u>Existing Ordinary Shares</u> | <u>New Ordinary Shares</u> | <u>Special Dividends²</u> | 1 | 0 | € 1.60 | 100 | 90 | € 160.00 | 250 | 227 | € 400.00 | 500 | 454 | € 800.00 | 1,000 | 909 | €1,600.00 |
| <u>Existing Ordinary Shares</u> | <u>New Ordinary Shares</u> | <u>Special Dividends²</u> | | | | | | | | | | | | | | | | | |
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| 100 | 90 | € 160.00 | | | | | | | | | | | | | | | | | |
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| 1,000 | 909 | €1,600.00 | | | | | | | | | | | | | | | | | |
| What happens if my shareholding couldn't be divided by the agreed consolidation ratio? | If your shareholding couldn't be divided exactly by 11 then your new shareholding would have been rounded down to the nearest whole number of shares. Any amounts left over following the calculation are called fractional entitlements. The value of any such fractional entitlements will always be less than the value of one new share. These fractional entitlements were aggregated and sold in the market with the proceeds paid in due proportion to the relevant shareholders. | | | | | | | | | | | | | | | | | | |
| I have a share certificate – what happens to my fractional entitlements? | It's not possible to hold a fraction of a share on the main Mondi share register. Any fractional entitlement you had was aggregated with those of other shareholders and sold in the market with the proceeds paid in due proportion to the relevant shareholders. | | | | | | | | | | | | | | | | | | |
| What if I held 1 share prior to the share consolidation? | If your shareholding prior to the share consolidation was 1 share, you were not entitled to a whole number of new shares following the consolidation. Your fractional entitlement will be confirmed to you now that the consolidation has taken place. These fractional entitlements were aggregated and sold in the market with the proceeds paid in due proportion to the relevant shareholders. | | | | | | | | | | | | | | | | | | |

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| Will I receive a new share certificate? | If you currently have a share certificate, you'll receive a new share certificate following the consolidation, representing your holding of new shares. From 29 January 2024, all share certificates previously issued are invalid. We'll start to send new share certificates out no later than 12 February 2024 that will show the updated position post-share consolidation. If you haven't received a new share certificate by 29 February 2024 please contact our Registrar, Equiniti (contact details below). |
| Do I need to send off my old share certificate? | No, you don't need to send your old share certificates to us or to the Registrar. These can be destroyed on receipt of the new share certificate representing your new holding. |
| Dividend Reinvestment Plan | |
| Will my Dividend Reinvestment Plan ("DRIP") election apply to a special dividend | Yes, all existing evergreen or recurring instructions relating to the DRIP will apply in respect of the Special Dividend. |
| How can I revoke my DRIP Election for the special dividend | The date to do this has passed. Shareholders on the UK register, were required to contact Equiniti, using the contact details below or in the circular, to revoke their participation by no later than 6.00 p.m. on 26 January 2024. Shareholders on the South African register were required to contact JSE Investor Services, using the contact details below or in the circular, to revoke their participation by no later than 1.00 p.m. on 26 January 2024. |
| If I cancelled my DRIP will I have to re-elect for the normal dividend | Yes. |
| Will I pay income tax on the special dividend and Share Consolidation | Please refer to section 8 of the Circular |
| Currency elections | |
| Do I need to make a Currency election and by when? | The date to do this has passed. If you are on the UK register and are resident in the UK, you will receive your dividend in GBP unless you elected to receive it in EUR. If you are on the UK register and reside outside the UK, you will receive your dividend in EUR unless you elected to receive it in GBP. The currency election deadline for election to receive the special dividend in EUR or GBP was 26 January 2024. For those shareholders on the South African register, the special dividend will be paid in rand. Transfers between the UK and South African registers were not permitted between 22 January 2024 and the record date, 26 January 2024. |
| Next steps | |
| What happens next? | We held the shareholder meeting on 15 January 2024. All resolutions were passed, and the consolidation took effect on 29 January 2024 and the special dividend will be paid on 13 February 2024. The full timetable can be found in the circular. |

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| What happens if I bought or sold shares on or around the dividend record date? | This depends on the exact dates and whether you hold shares on the UK register or SA branch register, please see our trading timeline. |
| What's the consolidation effective date? | The consolidation effective date, 29 January 2024, was the date on which your existing shares were be exchanged for new shares. |
| What happens if I bought or sold shares on or around the consolidation effective date? | This depends on the exact dates and whether you are buying or selling shares on the LSE or the JSE, please see our trading timeline |
| I've got a share certificate – how and when will I receive my dividends? | <p> Holders on the UK register: You will receive your dividend in the same way as you receive other Mondi dividends, this can be by cheque or directly to your bank account if you have provided Equiniti with your bank details.</p> <p> Holders on the SA register: Dividends can only be paid into a bank account. You will receive the dividend into the same bank account that you receive your other Mondi dividends into. If you have not provided your bank details to JSE Investor Services, please contact them (contact details below) to ensure you get this (and any outstanding dividends).</p> |
| If there is a final dividend to be proposed will it be based on the number of Ordinary Shares held before or after the share consolidation? | Any proposed final dividend will be based on the number of new ordinary shares held at the relevant record time. |
| Can I trade my New Ordinary Shares? | <p>The new ordinary shares have been admitted to the premium segment of the Official List and are traded on the London Stock Exchange's main market for listed securities and on the main board of the Johannesburg Stock Exchange as a secondary listing. The new ordinary shares are equivalent in all material respects (including as to the right to transfer) to Existing Ordinary Shares.</p> <p>New ordinary shares were available for trading from 8am (UK time) on the London Stock Exchange and 9am (SA time) on the Johannesburg Stock Exchange on 29 January 2024.</p> |
| Shareholder meetings and voting | |
| Where and when was the shareholder meeting held? | The meeting was held at Mercedes-Benz World, Brooklands Drive, Weybridge, KT13 0SL, United Kingdom 12.00 pm (UK time) on Monday 15 January 2024 (with the option to participate but not vote electronically). |
| Why has the nominal value of €0.20 per share changed? | Nominal value is different to the market value per share that you see quoted on the stock exchange. On the consolidation, the nominal value of €0.20 per share increased in proportion to the consolidation ratio meaning post consolidation, the nominal value per share is €0.22. It is standard practice for the per share nominal value to change because of share consolidations. |

Find out more

Where can I find out more?

Registrar details:

UK:

Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA

+44 (0) 333 207 6530 (Lines open 08:30 to 17:30 (UK time), Monday to Friday (excl public holidays in England & Wales))

Email: customer@equiniti.com

SA:

JSE Investor Services (Pty) Limited, PO Box 4844, Johannesburg, 2000, South Africa

086 147 2644 (SA callers)

+27 11 029 0112 (if calling from outside South Africa)

Email: info@jseinvestorservices.co.za