



Mondi Limited

Notice of Annual General Meeting

on Wednesday 14 May 2014



This document is important and requires your immediate attention

If you are in any doubt as to what action you should take, you are recommended to seek your own advice from a stockbroker, CSDP, attorney, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents at once to the purchaser or transferee, or the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Mondi Limited

Annual General Meeting 2014



Date

Wednesday 14 May 2014

Time

11:30 (SA time)

Place

Hyatt Regency
191 Oxford Road
Rosebank
Johannesburg 2132
Republic of South Africa

Key dates

12 May 2014
14 May 2014

Last date for submission of form of proxy
Annual General Meeting

Voting

With the exception of ordinary resolution 22, each ordinary resolution requires the support of a simple majority of the total votes. The adoption of ordinary resolution 22 requires the support of 75% of the total votes, as does each special resolution.

Joint chairmen's letter

To the holders of Mondi Limited shares

Mondi Limited
4th Floor
No. 3 Melrose Boulevard
Melrose Arch 2196
Gauteng
Republic of South Africa

Incorporated in the Republic of South Africa
Registration No. 1967/013038/06

Annual General Meeting 2014

We have pleasure in inviting you to the Annual General Meeting of Mondi Limited which will be held at the Hyatt Regency, 191 Oxford Road, Rosebank, Johannesburg 2132, Republic of South Africa at 11:30 (SA time) on Wednesday 14 May 2014.

The Notice of Annual General Meeting is set out on pages 3 to 6, followed on pages 7 to 15 by an explanation of each resolution proposed and notes about your rights as a shareholder and information regarding the appointment of proxies. All voting at the meeting will be conducted on a poll.

Enclosed with this Notice of Annual General Meeting is the Mondi Group Integrated report and financial statements 2013 containing the audited combined and consolidated financial information for Mondi Limited and Mondi plc for the year ended 31 December 2013.

Remuneration report

In accordance with changes made to the UK Companies Act 2006 regarding the content and approval of the directors' remuneration report you will note that this year there are two resolutions under the Mondi plc business relating to directors' remuneration. The first, resolution 25, requests approval of the remuneration policy which is forward looking and relates to future payments to directors. Unless there is a need to change the policy, once approved, this will remain in place for three years. The second, resolution 26, is the annual approval of the remuneration report, but excluding the policy, and sets out the payments made during 2013.

Final dividend

Shareholders are being asked to give their consent for Mondi Limited and Mondi plc to pay final dividends of 387.39464 rand cents per ordinary share and 26.45 euro cents per ordinary share, respectively. If the recommended final dividends are approved, the dividends will be paid on Thursday 22 May 2014 to all ordinary shareholders on each share register on Friday 25 April 2014.

Action to be taken

Your involvement in the meeting is valued either in person or by proxy and is an important part of our dialogue with shareholders. If you are entitled to but are unable to attend the Annual General Meeting in person you can submit your voting instruction using the enclosed proxy form as explained in the notes to the Notice of Annual General Meeting on page 14. Please ensure that your proxy appointment reaches the transfer secretaries by no later than 11:30 (SA time) on Monday 12 May 2014. A proxy need not be a shareholder of Mondi Limited or Mondi plc but must attend the meeting to represent you.

Shareholders who have dematerialised their shares and are not registered as 'own name' dematerialised shareholders who wish to attend the Annual General Meeting, must instruct their CSDP or broker to provide them with the relevant letter of representation to enable them to attend such meeting, or alternatively, should they wish to vote but not to attend the Annual General Meeting, they must provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker. Such shareholders must not complete a form of proxy.

Joint chairmen's letter continued

To be entitled to attend and vote at the Annual General Meeting shareholders must be registered in the share register of Mondi Limited on Friday 9 May 2014.

Submission of a proxy appointment will not prevent you from attending and voting in person should you wish to do so. You or your proxy must bring reasonably satisfactory identification with you to the Annual General Meeting. Forms of identification include valid identity documents, driver's licences and passports.

Recommendation

The board of Mondi Limited believe that all the proposals to be considered at the Annual General Meeting of Mondi Limited are in the best interests of Mondi Limited and its shareholders as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely

Fred Phaswana
Joint chairman

David Williams
Joint chairman

2 April 2014

Notice of Annual General Meeting of Mondi Limited

Mondi Limited

Incorporated in the Republic of South Africa
Registration No. 1967/013038/06
JSE share code: MND ISIN: ZAE000156550

Notice is hereby given that the Annual General Meeting of Mondi Limited will be held at 11:30 (SA time) on Wednesday 14 May 2014 at the Hyatt Regency, 191 Oxford Road, Rosebank, Johannesburg 2132, Republic of South Africa.

The Annual General Meeting will transact the following business:

Common business: Mondi Limited and Mondi plc

To consider and, if deemed fit, to pass, with or without modification, the following ordinary resolutions of Mondi Limited and Mondi plc:

1. To elect Fred Phaswana as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Memorandum of Incorporation of Mondi Limited and the Articles of Association of Mondi plc.
2. To re-elect Stephen Harris as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Memorandum of Incorporation of Mondi Limited and the Articles of Association of Mondi plc.
3. To re-elect David Hathorn as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Memorandum of Incorporation of Mondi Limited and the Articles of Association of Mondi plc.
4. To re-elect Andrew King as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Memorandum of Incorporation of Mondi Limited and the Articles of Association of Mondi plc.
5. To re-elect Imogen Mkhize as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Memorandum of Incorporation of Mondi Limited and the Articles of Association of Mondi plc.
6. To re-elect John Nicholas as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Memorandum of Incorporation of Mondi Limited and the Articles of Association of Mondi plc.
7. To re-elect Peter Oswald as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Memorandum of Incorporation of Mondi Limited and the Articles of Association of Mondi plc.
8. To re-elect Anne Quinn as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Memorandum of Incorporation of Mondi Limited and the Articles of Association of Mondi plc.
9. To re-elect David Williams as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Memorandum of Incorporation of Mondi Limited and the Articles of Association of Mondi plc.
10. Subject to his re-election as a director pursuant to resolution 2, to elect Stephen Harris, who fulfils the requirements of section 94(4) of the South African Companies Act 71 of 2008, as a member of the DLC audit committee of Mondi Limited and Mondi plc, to hold office until the conclusion of the Annual General Meetings of Mondi Limited and Mondi plc to be held in 2015.
11. Subject to his re-election as a director pursuant to resolution 6, to elect John Nicholas, who fulfils the requirements of section 94(4) of the South African Companies Act 71 of 2008, as a member of the DLC audit committee of Mondi Limited and Mondi plc, to hold office until the conclusion of the Annual General Meetings of Mondi Limited and Mondi plc to be held in 2015.
12. Subject to her re-election as a director pursuant to resolution 8, to elect Anne Quinn, who fulfils the requirements of section 94(4) of the South African Companies Act 71 of 2008, as a member of the DLC audit committee of Mondi Limited and Mondi plc, to hold office until the conclusion of the Annual General Meetings of Mondi Limited and Mondi plc to be held in 2015.

Notice of Annual General Meeting of Mondi Limited

continued

Mondi Limited business

To consider and, if deemed fit, to pass, with or without modification, the following resolutions of Mondi Limited:

Ordinary resolutions

13. To receive the audited financial statements of Mondi Limited for the year ended 31 December 2013, together with the reports of the DLC audit committee, the directors and the auditors of Mondi Limited.
14. To endorse Mondi Limited's remuneration policy as set out in the remuneration report of Mondi Limited for the year ended 31 December 2013.

Special resolution number 1

15. That the remuneration of the non-executive directors be approved, in terms of the Mondi Limited Memorandum of Incorporation and section 66(9) of the South African Companies Act 71 of 2008, at the level of fees paid in respect of the 2013 financial year escalated by 2.6% with effect from the date of this meeting.

Ordinary resolutions

16. Subject to the passing of resolution 27, to declare a final dividend of 387.39464 rand cents per ordinary share in Mondi Limited for the year ended 31 December 2013.
17. To reappoint Deloitte & Touche as auditors, and Bronwyn Kilpatrick as the registered auditor responsible for the audit, of Mondi Limited to hold office until the conclusion of the Annual General Meeting of Mondi Limited to be held in 2015.
18. To authorise the DLC audit committee of Mondi Limited to fix the remuneration of Deloitte & Touche.

Special resolution number 2

19. That, to the extent required by the South African Companies Act 71 of 2008 (the 'SA Companies Act') and subject to compliance with the requirements of the Memorandum of Incorporation of Mondi Limited, the SA Companies Act and the Listings Requirements of the JSE Limited (each as presently constituted and as amended from time to time), the directors of Mondi Limited may authorise Mondi Limited to provide direct or indirect financial assistance, including by way of lending money, guaranteeing a loan or other obligation, and securing any debt or obligation, or otherwise to any related or inter-related company or corporation, and/or to a member of a related or inter-related company or corporation, and/or to a person related to any such company, corporation or member all as contemplated in section 44 and/or 45 of the SA Companies Act, for such amounts and on such terms and conditions as the Mondi Limited directors may determine. This authority will expire at the earlier of the second anniversary of the date on which this special resolution is adopted and the date of the Annual General Meeting of Mondi Limited to be held in 2015.

Ordinary resolutions

20. That the directors of Mondi Limited be authorised to allot and issue and/or to grant options to subscribe for, a number of authorised but unissued shares equal to 5% of the issued ordinary shares of Mondi Limited, at their discretion until the Annual General Meeting of Mondi Limited to be held in 2015, subject to the provisions of 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).
21. That the directors of Mondi Limited be authorised to allot and issue and/or to grant options to subscribe for, a number of authorised but unissued shares equal to 5% of the issued special converting shares of Mondi Limited, at their discretion until the Annual General Meeting of Mondi Limited to be held in 2015, subject to the provisions of 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).
22. That, subject to the passing of resolution 20, in accordance with the Memorandum of Incorporation of Mondi Limited, the South African Companies Act 71 of 2008 and the Listings Requirements of the JSE Limited (each as presently constituted and as amended from time to time), the directors of Mondi Limited are authorised by way of a general authority to allot and issue up to 5,915,648 Mondi Limited ordinary shares (representing 5% of Mondi Limited's issued ordinary shares) for cash as and when suitable situations arise, subject to the specific limitations as required by the Listings Requirements of the JSE Limited.

Special resolution number 3

23. That, in accordance with the Memorandum of Incorporation of Mondi Limited and with effect from 14 May 2014, Mondi Limited hereby approves as a general approval contemplated in paragraph 5.72 of the Listings Requirements of the JSE Limited, the acquisition by Mondi Limited, or any of its subsidiaries from time to time, of the issued ordinary shares of Mondi Limited, upon such terms and conditions and in such amounts as the directors of Mondi Limited or any of its subsidiaries may from time to time decide, but subject to the provisions of the Memorandum of Incorporation of Mondi Limited, the South African Companies Act 71 of 2008 and the Listings Requirements of the JSE Limited (each as presently constituted and as amended from time to time).

Mondi plc business

To consider and, if deemed fit, to pass, with or without modification, the following resolutions of Mondi plc:

Ordinary resolutions

24. To receive the audited financial statements of Mondi plc for the year ended 31 December 2013, together with the reports of the DLC audit committee, the directors and the auditors of Mondi plc.
25. To approve the directors' remuneration policy of Mondi plc as set out on pages 81 to 89 of the Mondi Group Integrated report and financial statements 2013.
26. To approve the directors' remuneration report of Mondi plc, other than the part containing the directors' remuneration policy, for the year ended 31 December 2013 as set out on pages 80 to 100 of the Mondi Group Integrated report and financial statements 2013.
27. Subject to the passing of resolution 16, to declare a final dividend of 26.45 euro cents per ordinary share in Mondi plc for the year ended 31 December 2013.
28. To reappoint Deloitte LLP as auditors of Mondi plc to hold office until the conclusion of the Annual General Meeting of Mondi plc to be held in 2015.
29. To authorise the DLC audit committee of Mondi plc to fix the remuneration of Deloitte LLP.
30. That the directors of Mondi plc be generally and unconditionally authorised pursuant to and in accordance with section 551 of the UK Companies Act 2006 to exercise all the powers of Mondi plc to allot shares or grant rights to subscribe for or to convert any security into shares up to an aggregate nominal amount of €4,855,537.60. Such authority to apply in substitution for all previous authorities pursuant to section 551 of the UK Companies Act 2006 and to expire at the conclusion of the next Annual General Meeting of Mondi plc to be held in 2015 or, if earlier, 30 June 2015, but so that Mondi plc may make offers or enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any shares to be granted after the authority expires.

Special resolution number 4

31. That, subject to the passing of resolution 30, the directors of Mondi plc be empowered to allot equity securities (as defined in section 560(1) of the UK Companies Act 2006) wholly for cash pursuant to the authority given in resolution 30 in connection with:
- a Rights Issue to ordinary 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 of Mondi plc may exclude certain shareholders, deal with fractions and generally manage the Rights Issue as they think fit; and
 - the allotment of equity securities up to an aggregate nominal value of €3,672,408, as if section 561(1) of the UK Companies Act 2006, to the extent applicable, did not apply to any such allotment;

such power to expire at the conclusion of the next Annual General Meeting of Mondi plc to be held in 2015 or, if earlier, 30 June 2015, but so that Mondi plc may make offers and enter into agreements which would, or might, require equity securities to be allotted after the power expires.

For the purposes of this resolution 31, 'Rights Issue' has the meaning given to the term in the Articles of Association of Mondi plc.

Notice of Annual General Meeting of Mondi Limited

continued

Special resolution number 5

32. That Mondi plc is generally and unconditionally authorised for the purpose of section 701 of the UK Companies Act 2006 to make market purchases (as defined in section 693 of the UK Companies Act 2006) of its own ordinary shares of €0.20 each in the capital of Mondi plc provided that:
- i. the maximum number of ordinary shares which may be purchased is 18,362,040 (representing 5% of Mondi plc's issued ordinary share capital);
 - ii. the minimum price which may be paid for any ordinary share is €0.20;
 - iii. the maximum price which may be paid for any ordinary share is no more than 5% above the average of the middle market quotations of the ordinary shares of Mondi plc 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
 - iv. this authority will expire at the conclusion of the Annual General Meeting of Mondi plc to be held in 2015 or, if earlier, 30 June 2015 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which may be executed wholly or partly after such expiry).

By order of the board

Philip Laubscher

Company secretary, Mondi Limited

2 April 2014

Registered office:

4th Floor

No. 3 Melrose Boulevard

Melrose Arch 2196

Gauteng

Republic of South Africa

Incorporated in the Republic of South Africa No. 1967/013038/06

Explanation of resolutions

Resolutions 1 to 9 – re-election of directors

In June 2013 Fred Phaswana was appointed a director of Mondi Limited and Mondi plc (the 'Boards') and is joint chairman in place of Cyril Ramaphosa who resigned from the Boards in May 2013. Fred was considered to be independent upon appointment, having no other relationship with Mondi. As he was appointed by the directors during 2013 he is standing for election by shareholders at this meeting, being the first general meeting since his appointment.

In accordance with governance best practice the Boards have decided that all directors will stand for re-election in 2014. The DLC nominations committee reviewed and recommended to the Boards the re-election of each of the directors. The independence of each of Stephen Harris, Imogen Mkhize, John Nicholas, Anne Quinn and David Williams as non-executive directors was reviewed and confirmed. The 2013 independent external board evaluation also confirmed that each of the directors make an effective and valuable contribution to the Boards and demonstrate commitment to their respective roles and are therefore recommended for re-election.

Full biographical details of each director are set out in the Mondi Group Integrated report and financial statements 2013 on pages 50 to 52.

Resolutions 10 to 12 – election of DLC audit committee members

South African company law requires that, at each Annual General Meeting, the shareholders elect the members of an audit committee. The three members proposed, each an independent non-executive director of both Mondi Limited and Mondi plc, are Stephen Harris, John Nicholas and Anne Quinn. The DLC nominations committee reviewed the suitability and qualifications of each director as members of the DLC audit committee and considers that each of Stephen Harris, John Nicholas and Anne Quinn has adequate relevant financial knowledge and experience to fulfil their duties as members of the DLC audit committee.

Full biographical details of each director are set out in the Mondi Group Integrated report and financial statements 2013 on pages 51 and 52.

Resolutions 13 and 24 – 2013 integrated report and financial statements

The directors of Mondi Limited and Mondi plc are required by company law to present the audited financial statements, together with the reports of the DLC audit committee, the directors and the auditors for the financial year ended 31 December 2013 of the respective company to the meeting.

Enclosed with this Notice of Annual General Meeting is a copy of the Mondi Group Integrated report and financial statements 2013 containing the audited combined and consolidated financial information of Mondi Limited and Mondi plc for the year ended 31 December 2013.

Resolutions 14, 25 and 26 – directors' remuneration

Regulation in South Africa and the UK requires that the directors present a report on their remuneration during the period under review and details of the remuneration policy, for approval by shareholders. The report for the year ended 31 December 2013 is set out on pages 80 to 100 of the Mondi Group Integrated report and financial statements 2013.

In accordance with changes made to the UK Companies Act 2006 regarding the content and approval of the directors' remuneration report you will note that this year there are two resolutions for Mondi plc relating to directors' remuneration. Resolution 25 requests approval of the remuneration policy which is forward looking and relates to future payments to directors. Unless there is a need to change the policy, once approved, this will remain in place for three years. Resolution 26 is the annual approval of the remuneration report, but excluding the policy, and sets out the payments made during 2013.

Explanation of resolutions continued

Resolution 15 – Special resolution number 1 – director fees

Regulation in South Africa requires that shareholders approve the fees paid to directors for their services as directors. Resolution 15 is seeking approval to increase these fees for the non-executive directors by an average of 2.6% with effect from the date of this meeting.

The current and proposed level of fees for the non-executive directors are set out in the table below and explained more fully in the Mondi Group Integrated report and financial statements 2013 on page 88.

Item	Current fee	Proposed fee
Joint chairman fee ¹	£265,000	£272,000
Non-executive base fee	£42,400	£43,500
Supplement per meeting in home country (per day)	£1,590	£1,630
Supplement per meeting outside home country (per meeting)	£5,300	£5,450
Supplement for senior independent director and DLC remuneration committee chair	£15,900	£16,350
Supplement for DLC audit committee chair	£10,600	£10,900
Supplement for DLC sustainable development committee chair	£8,480	£8,700
Supplement for Mondi Limited social and ethics committee chair	£8,480	£8,700

¹ No supplement is payable for additional commitments in relation to this role.

Resolutions 16 and 27 – final dividend

Final dividends for the year ended 31 December 2013 for Mondi Limited and Mondi plc of 387.39464 rand cents per ordinary share and 26.45 euro cents per ordinary share, respectively, are recommended by the directors. Shareholder approval for the declarations of these final dividends is required. If approved, the dividends will be paid on Thursday 22 May 2014 to shareholders on each register on Friday 25 April 2014.

The directors of Mondi Limited have applied the solvency and liquidity tests contemplated in the South African Companies Act 71 of 2008 in terms of which it has been concluded that Mondi Limited will satisfy such tests immediately after completing the proposed distribution.

Resolutions 17, 18, 28 and 29 – reappointment and remuneration of auditors

South African and UK company law requires that, at each general meeting at which accounts are laid, Mondi Limited and Mondi plc appoint auditors who will remain in office until the next general meeting at which accounts are laid. The boards of Mondi Limited and Mondi plc, having accepted the recommendation of the DLC audit committee, propose that Deloitte & Touche and Deloitte LLP be reappointed as Mondi Limited and Mondi plc's auditors, respectively. Resolutions 17 and 28 relate to the reappointment and resolutions 18 and 29 will authorise the DLC audit committee to agree the auditors' remuneration.

Resolution 19 – Special resolution number 2 – financial assistance

This resolution is being proposed in order to comply with the requirements of sections 44 and 45 of the South African Companies Act 71 of 2008, to the extent that, on an interpretation thereof, the approval of shareholders is required for the directors to authorise any financial assistance by Mondi Limited. Sections 44 and 45 of the Act both provide, *inter alia*, that such financial assistance

must be approved by a special resolution of the shareholders, adopted within the previous two years. Following such shareholder approval the directors may not authorise any such financial assistance unless they are satisfied that:

- i. immediately after providing the financial assistance, Mondi Limited would satisfy the solvency and liquidity test; and
- ii. the terms under which the financial assistance is proposed to be given are fair and reasonable to Mondi Limited.

In the normal course of business Mondi Limited is required to grant financial assistance to subsidiaries and other juristic persons in the Mondi Group, including but not limited to financial assistance in the form of loans, guarantees in favour of third parties, such as financial institutions, service providers and counterparties (in respect of the provision of banking facilities, acquisition transactions, project financing, debt capital and structured financing transactions) for the obligations of such subsidiaries and any persons related to such subsidiaries. This resolution will enable Mondi Limited to provide financial assistance within the Mondi Group which may be required from time to time in the normal course of business.

During the period since the passing of the equivalent resolution at the 2013 Annual General Meeting, the directors approved financial assistance relating to Mondi Shanduka Newsprint Proprietary Limited (ZAR185 million), Mondi Zimele Proprietary Limited (ZAR82 million) and Ivory Coast (Main Street 1180) Proprietary Limited (ZAR6 million).

Resolution 20 – general authority to the directors to issue Mondi Limited ordinary shares

This authority, in accordance with the Listings Requirements of the JSE Limited, grants the directors the authority to allot and issue or grant options to subscribe for, a number of shares equal to 5% of the issued ordinary shares of Mondi Limited.

Resolution 21 – general authority to the directors to issue Mondi Limited special converting shares

This authority, in accordance with the Listings Requirements of the JSE Limited, grants the directors the authority to allot and issue or grant options to subscribe for, a number of shares equal to 5% of the issued special converting shares of Mondi Limited.

The special converting shares are very specific to the Mondi dual listed company (DLC) administration and can only be used upon termination of the DLC arrangements.

The special converting shares are shares issued by Mondi Limited that are held by a South African trust and which convert into ordinary shares only in the event of and upon termination of the DLC structure so as to ensure economic equalisation for shareholders. Mondi plc also has a number of special converting shares in issue to a UK trust. The two companies are required under the DLC agreements to ensure that the correct number of special converting shares is always in issue. Therefore, should the authority under resolution 30 (relating to the number of Mondi plc ordinary shares in issue) be used an equivalent authority is required in respect of the special converting shares of Mondi Limited in order to maintain the protection for shareholders. Equalisation on termination is achieved by ensuring that the shareholders of each company receive such shares in the other company as will ensure that they have the same proportionate holding in each of the companies as they previously had in the combined group. Prior to termination of the DLC structure the special converting shares have limited rights.

Resolution 22 – allot Mondi Limited shares for cash

Resolution 22 provides authority to the directors to allot shares for cash other than by way of rights issue in respect of Mondi Limited up to the limit specified in the resolution. In such circumstances, the directors confirm that, as and when they exercise such authority, they intend to follow emerging best practice as regards its use as recommended by the Association of British Insurers.

The directors also confirm that the exercise of any such authority would be subject to the following specific limitations as required by the Listings Requirements of the JSE Limited:

- i. this authority shall not extend beyond the next Annual General Meeting of Mondi Limited;
- ii. the equity securities which are the subject of the issue for cash shall be of a class already in issue, or where this is not the case, shall be limited to such securities or rights that are convertible into a class already in issue;
- iii. a paid press announcement giving full details, including the impact on the net asset value and earnings per ordinary share, will be published at the time of an issue representing, on a cumulative basis within one financial year, 5% or more of the number of ordinary shares in issue prior to such issue;

Explanation of resolutions continued

- iv. the issue in the aggregate in any one financial year will not exceed 15% of Mondi Limited's listed equity securities as at the date of the Notice of Annual General Meeting (although it should be noted that the resolution limits the directors to a maximum of 5% of the ordinary shares in issue);
- v. in determining the price at which an allotment and issue of ordinary shares may be made in terms of this authority, the maximum discount permitted will be 10% of the weighted average traded price of the ordinary shares in question as determined over the 30 business days prior to the date the price of the issue is determined or agreed between Mondi Limited and the party subscribing for the securities; and
- vi. the equity securities/shares must be issued to public shareholders and not to related parties.

In terms of the Listings Requirements of the JSE Limited, the approval of 75% of the votes cast in favour of this resolution by all equity securities holders present or represented by proxy at the Annual General Meeting is required to approve this resolution.

Resolution 23 – Special resolution number 3 – Mondi Limited purchase of own shares

The reason and effect of resolution 23 is to grant a renewable general authority to Mondi Limited, or a subsidiary of Mondi Limited, to acquire ordinary shares in Mondi Limited which are in issue from time to time in terms of the following Listings Requirements of the JSE Limited (JSE) (as presently constituted and as amended from time to time):

- i. any such acquisition of ordinary shares be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between Mondi Limited and the counter party;
- ii. authorisation thereto is given by Mondi Limited's Memorandum of Incorporation;
- iii. this general authority shall be valid until Mondi Limited's next Annual General Meeting or 15 months from the date of passing this special resolution, whichever is earlier;
- iv. an announcement will be published as soon as Mondi Limited or any of its subsidiaries has acquired ordinary shares constituting, on a cumulative basis, 3% of the number of ordinary shares in issue prior to the acquisition pursuant to which the aforesaid 3% threshold is reached, and for each 3% in aggregate acquired thereafter, containing full details of such acquisitions;
- v. acquisitions of ordinary shares in aggregate in any one financial year may not exceed 20% of Mondi Limited's issued ordinary share capital of that class as at the date of passing of this resolution (although it should be noted that the directors will limit any purchase to a maximum of 5% of the issued ordinary share capital);
- vi. the number of ordinary shares purchased and held by a subsidiary or subsidiaries of Mondi Limited shall not exceed 10% in aggregate of the number of issued shares of Mondi Limited at the relevant time;
- vii. in determining the price at which ordinary shares issued by Mondi Limited are acquired by it or any of its subsidiaries in terms of this general authority, the maximum premium at which such ordinary shares may be acquired will be 10% of the weighted average of the market value at which such ordinary shares are traded on the JSE as determined over the five business days immediately preceding the date of repurchase of such ordinary shares by Mondi Limited or any of its subsidiaries;
- viii. at any point in time, Mondi Limited or any of its subsidiaries may only appoint one agent to effect any repurchase on Mondi Limited's behalf;
- ix. Mondi Limited or any of its subsidiaries may not repurchase any shares during a prohibited period as defined by the Listings Requirements of the JSE, unless they have in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and full details of the programme have been disclosed in an announcement over the JSE's Security Exchange News Service (SENS) prior to the commencement of the prohibited period; and
- x. the directors have passed a resolution authorising the repurchase, confirming that Mondi Limited passed the solvency and liquidity test and that from the time that the test was done there were no material changes to the financial position of the Group.

The directors of Mondi Limited have no present intention of making any repurchases but believe that Mondi Limited should retain the flexibility to take action if future repurchases were considered desirable and in the best interests of shareholders. The directors of Mondi Limited are of the opinion that, after considering the effect of such acquisition of ordinary shares, if implemented and on the assumption that Mondi Limited acquires the maximum of 5% of the current issued ordinary share capital of Mondi Limited at the last practical date prior to the date of the Notice of Annual General Meeting of Mondi Limited convened for 14 May 2014 or during a period of 12 months after the date of the Notice of Annual General Meeting of Mondi Limited:

- Mondi Limited and its subsidiaries will be able, in the ordinary course of business, to pay its debts;

- the consolidated assets of Mondi Limited and its subsidiaries, fairly valued in accordance with Generally Accepted Accounting Practice, will be in excess of the consolidated liabilities of Mondi Limited and its subsidiaries;
- Mondi Limited and its subsidiaries will have adequate capital and reserves for ordinary business purposes; and
- the working capital of Mondi Limited and its subsidiaries will be adequate for ordinary business purposes. Mondi Limited will ensure that its sponsor will provide the necessary letter on the adequacy of the working capital in terms of the Listings Requirements of the JSE, prior to the commencement of any purchase of Mondi Limited's shares on the open market.

Litigation statement

In terms of section 11.26 of the Listings Requirements of the JSE, the directors, whose names appear on pages 50 to 52 of the Mondi Group Integrated report and financial statements 2013, are not aware of any litigation proceedings that are pending or threatened, that may have or have had in the recent past, being at least the previous 12 months, a material effect on Mondi Limited and its subsidiaries' financial position.

Directors' responsibility statement

The directors, whose names appear on pages 50 to 52 of the Mondi Group Integrated report and financial statements 2013, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that the special resolution contains all information required by law and the Listings Requirements of the JSE.

Material changes

Other than the facts and developments reported on in the Mondi Limited 2013 statutory accounts, there have been no material changes in the affairs or financial position of Mondi Limited and its subsidiaries since the date of signature of the audit report and up to the date of this Notice.

The following additional information, some of which may appear elsewhere in the Mondi Group Integrated report and financial statements 2013, is provided in terms of the Listings Requirements of the JSE for purposes of the general authority:

- directors and management – integrated report and financial statements pages 50 to 53;
- major beneficial shareholders – integrated report and financial statements page 101;
- directors' interests in ordinary shares – integrated report and financial statements page 95; and
- share capital of Mondi Limited – integrated report and financial statements pages 168 and 169.

Resolution 30 – directors' authority to allot Mondi plc shares

The purpose of resolution 30 is to renew the directors of Mondi plc's power to allot shares. The authority will allow the directors of Mondi plc to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a maximum nominal amount of €4,855,537.60, as set out in the table below and exclusive of treasury shares, which is equivalent to approximately 5% of the issued capital:

	Number of shares	Par value	Relative part of section 551 amount
Ordinary shares	18,362,040	€0.20	€3,672,408.00
Special converting shares	5,915,648	€0.20	€1,183,129.60
Total			€4,855,537.60

This authority covers the issued ordinary share capital of Mondi plc, as would normally be the case for a UK company at its Annual General Meeting, but also the issued special converting shares of Mondi plc. An authority is included for the special converting shares to enable the directors of Mondi plc to issue these as and when required in accordance with the agreements which constitute Mondi's dual listed company structure (this is explained in more detail on page 9).

Explanation of resolutions continued

At 14 March 2014 (being the latest practicable date prior to the publication of this Notice), Mondi plc did not hold any shares in treasury.

There are no present plans to undertake a rights issue or to allot new shares. The directors of Mondi plc consider it desirable to have the flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

Although UK companies would generally seek an authority over 33.3% of issued capital, Mondi plc is aware that the investment community in South Africa prefers to see this authority restricted to no more than 5% of issued capital. In view of the dual listed company structure, Mondi plc has decided to limit the authority to 5%.

If the resolution is passed, the authority will expire at the end of the Annual General Meeting of Mondi plc to be held in 2015 or, if earlier, 30 June 2015.

Resolution 31 – Special resolution number 4 – disapplication of Mondi plc pre-emption rights

If the directors of Mondi plc wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), UK company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

The purpose of resolution 31 is to authorise the directors of Mondi plc to allot new shares pursuant to the authority given by resolution 30, or to sell treasury shares, for cash (i) in connection with a Rights Issue (as defined in the Mondi plc Articles of Association) or (ii) otherwise up to a maximum aggregate nominal value of €3,672,408, which is equivalent to 5% of the issued ordinary share capital of Mondi plc as at 14 March 2014 (being the latest practicable date prior to publication of this Notice), in each case without the shares first being offered to existing shareholders in proportion to their existing holdings. The authority will expire at the end of the next Annual General Meeting of Mondi plc to be held in 2015 or, if earlier, 30 June 2015.

The directors confirm that, as and when they exercise such authorities, they intend to follow emerging best practice as regards its use as recommended by the Association of British Insurers.

In accordance with the provisions of the Pre-emption Group's Statement of Principles, the directors do not intend to issue more than 7.5% of the total issued ordinary share capital of Mondi plc for cash on a non pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in any rolling three year period without prior consultation with shareholders and the investment committees of the Association of British Insurers and the National Association of Pension Funds.

The directors also confirm that pursuant to the dual listed company structure, the exercise of any such authority would be subject to the following specific limitations as required by the Listings Requirements of the JSE Limited:

- i. this authority shall not extend beyond the next Annual General Meeting of Mondi plc;
- ii. the equity securities which are the subject of the issue for cash shall be of a class already in issue or, where this is not the case, shall be limited to such securities or rights that are convertible into a class already in issue;
- iii. a paid press announcement giving full details, including the impact on net asset value and earnings per ordinary share, will be published at the time of an issue representing, on a cumulative basis within one financial year, 5% or more of the number of ordinary shares in issue prior to such issue;
- iv. the issue in the aggregate in any one financial year will not exceed 15% of Mondi plc's listed equity securities as at the date of the Notice of Annual General Meeting (although it should be noted that the resolution limits the directors to a maximum of 5% of the ordinary shares in issue);
- v. in determining the price at which an allotment and issue of ordinary shares may be made in terms of this authority, the maximum discount permitted will be 10% of the weighted average traded price of the ordinary shares in question as determined over the 30 business days prior to the date that the price of the issue is determined or agreed by the directors of Mondi plc; and
- vi. the equity securities/shares must be issued to public shareholders and not to related parties.

The directors of Mondi plc consider the authority in resolution 31 to be appropriate in order to allow Mondi plc flexibility to finance business opportunities without the need to comply with the strict requirements of the statutory pre-emption provisions.

Resolution 32 – Special resolution number 5 – Mondi plc purchase of own shares

The directors of Mondi plc consider it may, in certain circumstances, be in the best interests of shareholders generally for Mondi plc to purchase its own ordinary shares. Accordingly, the effect of this resolution is to renew the general authority, subject to specified limits, granted to Mondi plc to purchase its own ordinary shares, until the Annual General Meeting in 2015 or, if earlier, 30 June 2015. You are asked to consent to the purchase by Mondi plc of up to a maximum of 18,362,040 ordinary shares of €0.20 each. This represents 5% of the ordinary shares in issue as at 14 March 2014 and Mondi plc's exercise of this authority is subject to the stated upper and lower limits on the price payable.

As of 14 March 2014 (the latest practicable date prior to publication of this Notice), there were options outstanding over 3,030,995 ordinary shares, representing 0.83% of Mondi plc's issued ordinary share capital at that date. If the authority to buy back shares was exercised in full, the total number of options to subscribe for ordinary shares would represent 0.87% of Mondi plc's reduced issued ordinary share capital.

The directors of Mondi plc have no present intention of making any purchases of its own ordinary shares, but believe that Mondi plc should retain the flexibility to take further action if future purchases were considered desirable and in the best interests of shareholders. Pursuant to the UK Companies Act 2006, Mondi plc can hold the shares which have been repurchased itself as treasury shares and either resell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. The directors of Mondi plc believe that it is desirable for Mondi plc to have this choice and therefore intend to hold any shares purchased under this authority as treasury shares. Holding the repurchased shares as treasury shares will give Mondi plc the ability to resell them or transfer them in the future, and so provide Mondi plc with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares.

Notes to the Notice of Annual General Meeting

Joint Electorate Actions

1. All of the resolutions are Joint Electorate Actions under the Memorandum of Incorporation of Mondi Limited and, accordingly, both the holders of ordinary shares in Mondi Limited and the holder of the special converting shares in Mondi Limited are entitled to vote. Voting will be on a poll which will remain open for sufficient time to allow the Mondi plc Annual General Meeting to be held and for the votes of the holder of the Mondi Limited special converting shares to be ascertained on a poll.

On the poll:

- i. each fully paid ordinary share in Mondi Limited (other than those subject to voting restrictions) will have one vote;
- ii. the holder of the Mondi Limited special converting shares will cast the same number of votes as were validly cast for and against the equivalent resolution by Mondi plc shareholders on the poll at the Mondi plc Annual General Meeting;
- iii. the holder of the Mondi Limited special converting shares will be obliged to cast these votes for and against the relevant resolution in accordance with the votes cast for and against the equivalent resolution by Mondi plc shareholders on the poll at the Mondi plc Annual General Meeting;
- iv. through this mechanism, the votes of the Mondi plc shareholders at the Mondi plc Annual General Meeting will be reflected at Mondi Limited's Annual General Meeting in respect of each Joint Electorate Action; and
- v. the results of the Joint Electorate Actions will be announced after both polls have closed.

Proxy appointment

2. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, to speak and to vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of either Mondi Limited or Mondi plc but must attend the meeting to represent you. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice.
3. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Link Market Services South Africa Proprietary Limited, Rennie House, 13th Floor, 19 Ameshoff Street, Braamfontein 2001, Republic of South Africa or PO Box 4844, Johannesburg 2000, Republic of South Africa in each case so as to be received no later than 11:30 (SA time) on Monday 12 May 2014.
4. Shareholders who have dematerialised their shares and are not registered as 'own name' dematerialised shareholders who wish to vote but not to attend the Annual General Meeting must provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker. Such shareholders must not complete a proxy form.
5. The return of a completed proxy form will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.

Entitlement to attend and vote

6. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by Mondi Limited of the votes that may be cast), shareholders must be registered in the share register of Mondi Limited as at 18:00 (SA time) on Friday 9 May 2014 (or, in the event of any adjournment, at 18:00 (SA time) on the date which is three days before the day of the adjourned meeting). Changes to the share register after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. Shareholders who have dematerialised their ordinary shares through Strate, other than those whose shareholding is recorded in their 'own name' in the sub-register maintained by their CSDP, and who wish to attend the meeting in person, will need to request their CSDP or broker to provide them with the authority to do so in terms of the custody agreement entered into between the dematerialised shareholder and their CSDP or broker.
8. In accordance with the South African Companies Act 71 of 2008, shareholders will be able to participate in the meeting by means of electronic communication, by dialing +27 (0)11 535 3600, providing the password, which is 667205, and identifying themselves. Shareholders participating in this manner will still have to appoint a proxy to vote on their behalf at the meeting (see item 2 above). Access to the means of electronic participation will be at the expense of the shareholder.

Documents available for inspection

9. Copies of the executive directors' service contracts and the terms of appointment of the non-executive directors will be available at the registered offices of Mondi Limited and Mondi plc during normal business hours on any business day (excluding public holidays) and also at the Annual General Meeting venues for at least 15 minutes prior to and during the meetings.



Mondi Limited

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