



Mondi Limited

(Incorporated in the Republic of South Africa)

(Registration number: 1967/013038/06)

JSE share code: MND ISIN: ZAE000156550

Mondi plc

(Incorporated in England and Wales)

(Registered number: 6209386)

JSE share code: MNP ISIN: GB00B1CRLC47

LSE share code: MNDI

13 May 2016

Annual General Meetings – Mondi Limited and Mondi plc

As part of the dual listed company structure, Mondi Limited and Mondi plc notify both the JSE Limited and the London Stock Exchange of matters required to be disclosed under the Listings Requirements of the JSE Limited and/or the Disclosure and Transparency and Listing Rules of the United Kingdom Listing Authority.

The Annual General Meetings of Mondi Limited and Mondi plc were both held on 12 May 2016. As required by the dual listed company structure, all resolutions were treated as Joint Electorate Actions and were decided on a poll. All resolutions at both meetings were passed. The voting results of the Joint Electorate Actions are identical and are given below. Overall in excess of 76% of the total Group shares were voted.

The directors have noted that the votes against resolutions 20, 21, 22, 31 and 32 were higher than for other resolutions. These resolutions relate to the authority to be given to directors to allot and issue shares. The voting is in line with the pattern Mondi has seen at previous Annual General Meetings. Having engaged with shareholders in this regard over recent years the directors are aware that South African shareholders in particular (who represent over 33% of the total voting shares) have particular concerns about these types of resolution. We understand from our engagement with shareholders that this is not specific to Mondi and they routinely vote against such resolutions as a matter of policy.

Resolution	Votes For	%	Votes Against	%	Votes Total	Votes Withheld



Common Business: Mondi Limited and Mondi plc						
1. To elect Dominique Reiniche as a director	370,949,437	99.64	1,358,351	0.36	372,307,788	1,325,147
2. To re-elect Stephen Harris as a director	370,698,749	99.57	1,609,039	0.43	372,307,788	1,325,147
3. To re-elect David Hathorn as a director	371,503,468	99.56	1,636,404	0.44	373,139,872	493,063
4. To re-elect Andrew King as a director	369,781,665	99.32	2,525,998	0.68	372,307,663	1,325,272
5. To re-elect John Nicholas as a director	369,614,536	99.28	2,693,227	0.72	372,307,763	1,325,172
6. To re-elect Peter Oswald as a director	370,610,679	99.32	2,529,163	0.68	373,139,842	493,093
7. To re-elect Fred Phaswana as a director	369,687,542	99.33	2,488,228	0.67	372,175,770	1,457,165
8. To re-elect Anne Quinn as a director	371,228,322	99.71	1,079,465	0.29	372,307,787	1,325,147
9. To re-elect David Williams as a director	368,606,634	99.04	3,563,280	0.96	372,169,914	1,463,020
10. To elect Stephen Harris as a member of the DLC audit committee	372,273,170	99.99	32,552	0.01	372,305,722	1,327,213
11. To elect John Nicholas as a member of the DLC audit committee	372,243,076	99.98	62,521	0.02	372,305,597	1,327,338
12. To elect Anne Quinn as a member of the DLC audit committee	372,302,947	100.00	2,775	0.00	372,305,722	1,327,213
Mondi Limited Business						



13. To receive the audited financial statements	371,075,068	99.90	370,996	0.10	371,446,064	2,186,871
14. To endorse the remuneration policy	343,062,824	94.32	20,649,980	5.68	363,712,804	9,920,130
15. To authorise a maximum increase of 2.1% in non-executive director fees*	371,478,693	99.82	657,438	0.18	372,136,131	1,496,804
16. To declare a final dividend	372,149,275	100.00	0	0.00	372,149,275	1,483,660
17. To reappoint the auditors	371,145,866	99.73	999,406	0.27	372,145,272	1,487,663
18. To authorise the DLC audit committee to determine the auditors' remuneration	371,439,352	99.81	706,595	0.19	372,145,947	1,486,988
19. To authorise the directors to provide direct or indirect financial assistance*	365,445,821	98.63	5,091,625	1.37	370,537,446	3,095,489
20. To place 5% of the issued ordinary shares of Mondi Limited under the control of the directors of Mondi Limited	314,244,370	84.44	57,898,985	15.56	372,143,355	1,489,580
21. To place 5% of the issued special converting shares of Mondi Limited under the control of the directors of Mondi Limited	314,298,530	84.46	57,840,454	15.54	372,138,984	1,493,951
22. To authorise the directors to allot and issue ordinary shares of Mondi Limited for cash‡	315,023,797	84.65	57,104,467	15.35	372,128,264	1,504,671
23. To authorise Mondi Limited to purchase its own shares*	363,492,593	98.51	5,511,432	1.49	369,004,025	4,628,909
24. To approve the Mondi Limited 2016 Long-Term Incentive Plan	345,063,631	93.97	22,157,516	6.03	367,221,147	6,411,787
25. To approve the Mondi Limited 2016 Bonus Share Plan	361,732,417	98.36	6,027,771	1.64	367,760,188	5,872,746



Mondi plc Business							
26. To receive the report and accounts	371,621,035	99.79	795,008	0.21	372,416,043	1,216,892	
27. To approve the remuneration report (other than the policy)	339,522,104	94.03	21,554,976	5.97	361,077,080	12,555,854	
28. To declare a final dividend	372,345,500	99.79	795,882	0.21	373,141,382	491,553	
29. To reappoint the auditors	371,345,844	99.52	1,794,361	0.48	373,140,205	492,730	
30. To authorise the DLC audit committee to determine the auditors' remuneration	371,637,206	99.60	1,501,550	0.40	373,138,756	494,179	
31. To authorise the directors to allot relevant securities	314,484,153	84.28	58,652,156	15.72	373,136,309	496,626	
32. To authorise the directors to disapply pre-emption rights*	310,626,797	83.25	62,493,790	16.75	373,120,587	512,348	
33. To authorise Mondi plc to purchase its own shares*	367,587,792	98.87	4,209,589	1.13	371,797,381	1,835,553	
34. To approve the Mondi plc 2016 Long-Term Incentive Plan	344,308,490	92.87	26,437,451	7.13	370,745,941	2,886,993	
35. To approve the Mondi plc 2016 Bonus Share Plan	361,852,111	98.13	6,901,566	1.87	368,753,677	4,879,256	

* Special Resolutions

‡ 75% votes in favour required pursuant to the Listings Requirements of the JSE Limited.

Philip Laubscher
Company Secretary
Mondi Limited

Carol Hunt
Company Secretary
Mondi plc

Sponsor in South Africa: UBS South Africa (Pty) Ltd