#### **Summary of** rights contained in section 58 of the SA **Companies Act**

In terms of section 58 of the SA Companies Act:

- (i) a shareholder may, at any time and in accordance with the provisions of section 58 of the SA Companies Act, appoint any individual (including an individual who is not a shareholder) as a proxy to participate in, and speak and vote at. a shareholders' meeting on behalf of such
- (ii) a proxy may delegate their authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing such proxy:
- (iii) irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant shareholder chooses to act directly and in person in the exercise of any of such shareholder's rights as a shareholder;
- (iv) any appointment by a shareholder of a proxy is revocable unless the form of instrument used to appoint such proxy
- (v) any appointment remains valid until the end of the Annual General Meeting (or any adjournment or postponement thereof), unless it is revoked in the manner contemplated
- (vi) if an appointment of a proxy is revocable, a shareholder may revoke the proxy appointment by: (i) cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy and to the Company; and
  - (vii) a proxy appointed by a shareholder is entitled to exercise. or abstain from exercising, any voting right of such shareholder without direction, except to the extent that or the instrument appointing the proxy, provides otherwise (see notes iv and v below)
- (i) Only shareholders who are registered in the Mondi Limited Notes to the Register, or in the sub-Register of the Company under Form of Proxy their "own name", on the relevant record date for the Annual General Meeting may complete a proxy or alternatively attend the Annual General Meeting.
  - (ii) Beneficial owners who are not the registered holder and who wish to attend the Annual General Meeting in person may do so by requesting the registered holder (being their CSDP or Broker) to issue them with a letter of representation or proxy in terms of the custody agreements entered into with the registered holder. Beneficial owners who are not the registered holder who do not wish to, or are unable to, attend, but wish to vote, at 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.
  - (iii) A shareholder may insert the name of a proxy or the names of two alternative proxies of his/her/its choice in the space/s provided, with or without deleting "Either of the Joint Chairs of Mondi Limited who attends the Annual General Meeting, or failing him, the Chair of the Annual General Meeting", but any such deletion or insertion must be initialled by the shareholder. Any insertion or deletion not complying with the foregoing will be declared not to have been validly effected. The person whose name stands first on the Form of Proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow. In the event that no names are indicated, the proxy shall be exercised by either of the Joint Chair of Mondi Limited who attends the Annual General Meeting, or failing him, the Chair of the Annual General Meeting.
  - (iv) A shareholder's instructions to the proxy must be indicated by the insertion of an "X" or the relevant number of votes exercisable by that shareholder in the appropriate box provided. An "X" in the appropriate box indicates the maximum number of votes exercisable by that shareholder. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the Annual General Meeting as he/she deems fit in respect of the entire shareholder's votes exercisable thereat. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her/its proxy, but the total of the votes cast and in respect of which abstention is recorded, may not exceed the maximum number of votes exercisable by the shareholder or by his/her proxy.
  - (v) The proxy shall (unless this sentence is struck out and countersigned) have the authority to vote, as he/she deems fit, on any other resolution which may validly be proposed at the Annual General Meeting, including in respect of any proposed amendment to the above resolutions. If the foregoing sentence is struck out, the proxy shall be deemed to be instructed to vote against any such proposed additional resolution and/or proposed amendment to an existing resolution as proposed in the Notice unless such additional resolutions and/or proposed amendment is supported by the Mondi Limited Board, in which event the proxy may vote as he/she thinks fit. If. however, the shareholder has provided separate written instructions which accompany this Form of Proxy and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to above, then the proxy shall comply with those instructions.
  - (vi) To be effective, completed Forms of Proxy and letter of authority, if any, under which they signed, and/or letter or representation, must be lodged at the Transfer Secretary at the address, fax number or email address stipulated below. or the registered office of the Company or lodged with the Chair of the Annual General Meeting prior to the time

- during the holding of the Annual General Meeting (or adjournment or postponement thereof, as applicable) at which the proxy exercises a vote.
- (vii) The completion and lodging of this Form of Proxy will not preclude the relevant shareholder from attending the Annual General Meeting and speaking and voting in person thereat instead of any proxy appointed in terms
- (viii) The Chair of the Annual General Meeting may reject or accept any Form of Proxy which is completed and/or received other than in compliance with these notes.
- (ix) Any alteration to this Form of Proxy, other than a deletion of alternatives, must be initialled by the signatory.
- Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative or other legal capacity must be attached to this Form of Proxy, unless previously recorded by the Company or waived by the Chair of the Annual General Meeting.
- (xi) Where there are joint holders of shares:
  - (a) any one holder may sign the Form of Proxy; and
- (b) the vote of the senior shareholder (for which purpose seniority will be determined by the order in which the names of the shareholders appear in the Mondi Limited Register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholders.
- (xii) A minor must be assisted by his/her parent or legal guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Transfer Secretary
- (xiii) A proxy may not delegate his/her authority to act on behalf of the shareholder, to another person.
- (xiv) A vote given in accordance with the terms of this Form of Proxy shall be valid notwithstanding the death or mental disorder of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, mental disorder, revocation or transfer as aforesaid shall have been received by the Company at its registered address or at the Transfer Secretary at the address stipulated below before the commencement of the Annual General Meeting or adjourned Annual General Meeting at which the proxy
- (xv) Any appointment of a proxy in terms hereof is revocable unless expressly stated otherwise, and may be revoked by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy, and to the Company at its registered address or at the Transfer Secretary at the address stipulated below. The appointment shall be suspended at any time and to the extent that the shareholder entitled to vote chooses to act directly and in person in the exercise of any rights as a shareholder entitled to vote at the Annual General Meeting.
- (xvi) The address for the lodgement of Forms of Proxy lodged with the Transfer Secretary, being Link Market Services South Africa (Proprietary) Limited, is as follows:

Hand deliveries to: 13th Floor, 19 Ameshoff Street, Braamfontein 2001, South Africa

Postal deliveries to:

PO Box 4844, Johannesburg, 2000, South Africa.

to be received by them by no later than 11:30 a.m. (SA time) on Tuesday, 7 May 2019. The Form of Proxy may, however, also be handed to the Chair of the AGM at any time before the proxy exercises any rights of the Mondi Limited Shareholder at the AGM.

Delivered by





**AIRMAIL** 

# **Mondi Limited Annual General Meeting** Shareholder pack 2019



### **Mondi Limited**

Shareholder information

## **Important documents enclosed**

#### **Key dates**

7 May 2019 Recommended last date for lodgement of form of proxy (for administration purposes only): by 11:30 a.m. (SA time)

9 May 2019 Annual General Meeting



## **Mondi Limited Annual General Meeting**

## Attendance card

Date

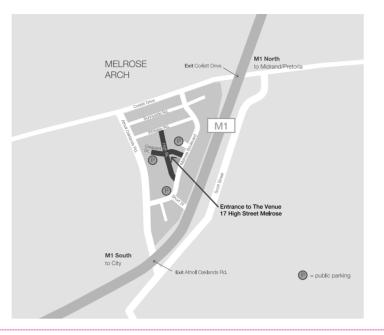
Thursday 9 May 2019 at 11:30am (SA time)

Place

The Venue, 17 The High Street, Melrose Arch, Melrose, Johannesburg, 2196, Republic of South Africa.

If you wish to attend this meeting in your capacity as a holder of ordinary shares, please sign this card and on arrival hand it to Mondi Limited's transfer secretaries. This will facilitate entry to the meeting.

Signature of person attending



#### **MONDI LIMITED FORM OF PROXY**

Mondi Limited
Incorporated in the Republic of South Africa
(Registration number: 1967/013038/06)
Share code: MND ISIN: ZAE000156550
(the "Company")

All terms used in this Form of Proxy shall, unless the context otherwise requires or they are otherwise defined herein, have the meaning attributed to them in the Circular

This Form of Proxy is for use **only** by shareholders that hold shares in Certificated Form or shareholders who have Dematerialised their shares and are registered with "own-name" registration in the sub-register maintained by the CSDP, at the Annual General Meeting of Mondi Limited to be held at The Venue, 17 The High Street, Melrose Arch, Melrose, Johannesburg, 2196, South Africa and via electronic communication at 11:30 a.m. on 9 May 2019 (the "**Annual General Meeting**").

Dematerialised Mondi Limited shareholders holding shares other than with "own-name" registration, who wish to attend the Annual General Meeting must inform their CSDP or Broker of their intention to attend the Annual General Meeting and request their CSDP or Broker to issue them with the necessary letter of representation and/or proxy form to attend the Annual General Meeting in person and vote. If they do not wish to, or are unable to, attend, but wish to vote, 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 Mondi Limited shareholders must not use this Form of Proxy**.

Companies and other corporate bodies who are Mondi Limited shareholders having Mondi Limited shares registered in their own names may, instead of completing this Form of Proxy, appoint a duly authorised representative to represent them and exercise all of their rights at the Annual General Meeting by giving written notice of the appointment of that representative.

Each Mondi Limited shareholder is entitled to appoint one or more proxies (who need not be a shareholder of the Company, but must be a natural person) to attend, speak and vote in place of that Mondi Limited shareholder at the Annual General Meeting.

Please read the notes on the reverse hereof carefully, which, amongst other things, set out the rights of Mondi Limited shareholders in terms of section 58 of the SA Companies Act with regard to the appointment of proxies.

#### FORM OF PROXY (CONTINUED)

I/We							
of							
being the holders of							
1							
2			or failing him/her,				
3. either of the Joint Chairs of Mondi Limited who attends the Annual General Meeting, or failing him, the Chair of the Annual General Meeting, as my/our proxy to represent and act for me/us at the Annual General Meeting for purposes of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment or postponement thereof; and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares in the issued share capital of Mondi Limited registered in my/our name in accordance with the following instructions:							
	<del>p</del> e			Please mark 'X' to indicate	. <u>p</u> e		
<b>RESOLUTIONS</b>	how you wish to vote or insert number of shares voted (see	For Against	Vote Withheld	RESOLUTIONS	how you wish to vote or insert number of shares voted (see	For Against Vote Withheld	
Common business: Mondi Li	note iv)	For Aga	Vote	Mondi plc business	note iv)	For Aga Vote	
To re-elect Tanya Fratto as a d	-	XX	X	24. To receive the report and acco	unts	XXX	
2. To re-elect Stephen Harris as a	a director	XX	X	25. To approve the remuneration report (other than the policy)		XXX	
3. To re-elect Andrew King as a d	lirector	XX	X	26. To declare a final dividend		XXX	
4. To re-elect Peter Oswald as a director		XX	X	27. To appoint the auditors		XXX	
5. To re-elect Fred Phaswana as a director		XX	X	28. To authorise the DLC audit committee to determine the auditors' remuneration		XXX	
6. To re-elect Dominique Reiniche as a director		XX	X	29. To authorise the directors to allot relevant securities		XXX	
7. To re-elect David Williams as a director		XX	X	30. To authorise the directors to disapply pre-emption rights*		XXX	
8. To re-elect Stephen Young as a director		XX	X	31. To authorise Mondi plc to purchase its own shares*		XXX	
9. To elect Tanya Fratto as a member of the DLC audit committee		XX	X	Simplification resolutions Special business: Mondi Limited and Mondi plc			
10. To elect Stephen Harris as a member of the DLC audit committee		XX	X	32. To approve the Simplification*		XXX	
11. To elect Stephen Young as a member of the DLC audit committee		XX	X	<ol> <li>To authorise the amendment to Association to enable the Simp</li> </ol>		XXX	
Mondi Limited business				34. To authorise the cancellation of	f all deferred shares of Mondi plc*	XXX	
12. To receive the audited financial statements		XX		35. To authorise the amendment to	•		
13. To endorse the remuneration p	13. To endorse the remuneration policy		X	of Incorporation to enable the S	Simplification*	XXX	
14. To endorse the remuneration re	eport (other than the policy)	XX	X	<ol> <li>To authorise the cancellation o Mondi Limited*</li> </ol>	f all deferred shares of	XXX	
<ol> <li>To authorise an increase of app director fees*</li> </ol>	proximately 2.8% in non-executive	XX	X	<ol> <li>To authorise the allotment and non-voting shares to Mondi plo</li> </ol>		XXX	
16. To declare a final dividend		XX	X	Scheme resolution			
17. To appoint the auditors		XX	X	Special business: Mondi Lim 38. To authorise entry into and imp scheme of arrangement*		XXX	
To authorise the DLC audit con auditors' remuneration	nmittee to determine the	XX	X	Post-Simplification resolution	ns		
<ol> <li>To authorise the directors to pr financial assistance*</li> </ol>	rovide direct or indirect	XX	X	Special business: Mondi plc  39. To authorise the adoption of new Mondi plc Articles of			
	To place 5% of the issued share capital of Mondi Limited under the control of the directors of Mondi Limited		X	Association from admission of the new Mondi plc shares issued as part of the Simplification*		XXX	
To place 5% of the issued spec Limited under the control of the	cial converting shares of Mondi	XX	X		40. To authorise the directors to disapply additional pre-emption rights to reflect the new Mondi plc ordinary shares issued as part of the Simplification*		
To authorise the directors to allot and issue ordinary shares of Mondi Limited for cash		XX	X	41. To authorise Mondi plc to purc	hase additional of its own shares*	XXX	
23. To authorise Mondi Limited to purchase its own shares*		XX	X	* special resolutions			
Please indicate in the appropriate spaces provided above how you wish your vote to be cast. If no indication is given, the proxy will be entitled to vote or abstain as he/she deems fit.							

For the purpose of resolutions now proposed in terms of the JSE Listings Requirements or the Companies Act wherein any votes are to be excluded from that resolution, any proxy given by a holder of securities to the holder of such an excluded vote shall also be excluded from voting for the purposes of that resolution.

Please read the notes on the reverse hereof carefully, which, amongst other things, set out the rights of Mondi Limited shareholders in terms of section 58 of the SA Companies Act with regard to the appointment of proxies.

Signed at	on	201
Signature		
Assisted by me (where applicable)		