

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 shareholder;
- (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 states otherwise;
- (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 herein;
- (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).

Notes to the Form of Proxy

- (i) Only shareholders who are registered in the Mondi Limited Register, or in the sub-Register of the Company under 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 hereof.
- (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.
- (x) 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 is used.
- (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

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| 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 |

