

Mondi plc
Sustainable Development Committee
Terms of Reference

In these Terms of Reference, references to:

“the Group” shall mean Mondi plc and its subsidiaries from time to time;

“the Board” shall mean the Board of Directors of Mondi plc;

“the Committee” shall mean the Sustainable Development Committee of the Board;

“Sustainable Development” shall mean safety, health and environmental matters, corporate social responsibility and such other matters as are covered under the Group’s Sustainable Development policy;

“Sustainable Development Policy” shall mean the Group’s framework policies and targets for the management of Sustainable Development issues;

“Code of Business Ethics” shall mean the Code setting out the standards of behaviour which the Board and employees of the Group are required to observe in conducting the Group’s business.

1 Membership

1.1 The Committee shall be appointed annually by the Board and shall comprise at least three Directors and such other persons (whether Directors or otherwise) as the Board shall determine.

1.2 The Board shall appoint the Chair of the Committee, who shall be an independent Non-executive Director. In the absence of the Chair of the Committee and/or an appointed deputy, the remaining members present shall elect a Director who is present to chair the meeting.

1.3 If a member of the Committee is unable to act due to absence, illness or any other cause, the Chair of the Committee may appoint another Director to cover as an alternate member.

1.4 Only members of the Committee shall have the right to attend Committee meetings. However, other individuals such as members of the Company’s management and external advisers may be invited to attend for all or part of any meeting as and when considered appropriate by the Committee.

2 Secretary

2.1 The Company Secretary of Mondi plc or their nominee shall act as the Secretary of the Committee.

3 Quorum

3.1 The quorum necessary for the transaction of business shall be two Directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4 Meetings

- 4.1** The Committee shall meet as and when required but in any event at least twice a year at such times as the Chair of the Committee shall require.

5 Notice of Meetings

- 5.1** Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chair of the Committee.
- 5.2** Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, and any other person required to attend, normally no later than four working days before the date of the meeting. Supporting papers shall be sent to Committee members, and to other attendees as appropriate, at the same time.

6 Minutes of Meetings

- 6.1** The Secretary shall minute the proceedings and resolutions of the Committee meetings, including the names of those present and in attendance.
- 6.2** Minutes of Committee meetings shall be circulated promptly to all members of the Committee and once agreed, to all members of the Board, unless a conflict of interest exists.

7 Annual General Meeting

- 7.1** The Chair of the Committee shall attend the Annual General Meeting of Mondi plc and be prepared to respond to any shareholder questions on the Committee's activities.

8 Duties

The role of the Committee shall be:

- 8.1** to recommend for the approval of the Board the Group's Sustainable Development Policy and Code of Business Ethics;
- 8.2** to review the performance of the Group in implementing the Sustainable Development Policy and the provisions of the Code of Business Ethics relating to Human Rights, Stakeholders and Sustainability;
- 8.3** to review material risks and liabilities relating to the Group in relation to Sustainable Development and the provisions of the Code of Business Ethics relating to Human Rights, Stakeholders and Sustainability;
- 8.4** to receive reports on material incidents relating to compliance with the Sustainable Development Policy and the Code of Business Ethics by the Group and to satisfy itself that appropriate action is being taken to respond to such incidents;
- 8.5** to consider material regulatory and technical developments in the fields of Sustainable Development and business ethics; and
- 8.6** to review the Group's relationships on Sustainable Development and business ethics matters with governments, national and international organisations and other relevant bodies.

9 Reporting Responsibilities

- 9.1** The Chair of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2** The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3** The Committee shall procure the production and publication of an annual report setting out the Group's Sustainable Development policy and reporting on the Group's Sustainable Development performance.

10 Other

- 10.1** The Committee shall, at least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11 Authority

- 11.1** The Committee is authorised by the Board to seek any information it requires from any employee of any company in the Group in order to perform its duties.
- 11.2** The Committee is authorised by the Board to obtain, at the Group's expense, any outside legal or other professional advice it shall reasonably require in connection with the performance of its duties.

12 Tenure

- 12.1** The Committee shall remain in existence until the Board determines otherwise.

4 August 2020