



Mondi plc

2021 Annual General Meeting (“AGM”)

Frequently Asked Questions

Q - Why have the fees payable to the Chair and non-executive directors (NEDs) increased?

A - Following a review of the NED fee framework, it was agreed that the overall fee framework would be simplified and aligned with UK market practice. As a result, the fee per day for attending meetings in the director’s home country was consolidated into the annual base fee. Each set of Board and committee meetings is held over two days and we generally have 7 sets of meetings a year, therefore a total of £26,180 was added to the 2020 annual fee of £49,890, giving a revised annual fee of £76,070 effective from 1 January 2021.

Our directors generally attend all meetings, with few exceptions, so the overall base fees received by the NEDs have not changed. The supplemental fees for chairing Board committees (and undertaking the role of Senior Independent Director) were increased to market levels after falling significantly below market. The increase to the Chair’s fee was as a result of the retirement of David Williams in May 2020 and the appointment of Philip Yea – given Philip’s significant experience, the increased fee was considered appropriate.

Q - Why is digital voting not being offered at Mondi’s AGM?

A - We are disappointed that Mondi is unable to hold a normal AGM again this year and have made arrangements for shareholders to register to join virtually to listen and type questions. These arrangements do not allow for shareholders to vote because Mondi plc’s Articles of Association do not currently provide for combined electronic and physical (“hybrid”) meetings to be held and therefore do not provide for remote voting to be offered in this way. Going forward, we are asking shareholders to approve a number of amendments to our articles including to provide us with the ability to hold future meetings as physical or hybrid meetings where appropriate (please refer to resolution 19 in the AGM notice).

Shareholder votes are important to Mondi and we are encouraging shareholders to vote by proxy. We know that shareholders may wish to have answers to their questions before they place their votes and have provided a dedicated email address for this purpose. Where possible, we aim to provide written responses to questions directly to shareholders before the deadline for proxy voting.