



# Mondi plc

Notice of Annual General Meeting  
on Thursday 5 May 2022

**This document is important and  
requires your immediate attention**

If you are in any doubt as to any aspects of the proposals referred to in this document or as to what action you should take, you are recommended to seek your own advice from a stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents at once to the purchaser or transferee, or the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

**Mondi plc**  
**Annual General Meeting 2022**



**Date**

Thursday 5 May 2022

**Time**

10:30 (UK time)

**Place**

Haberdashers' Hall  
18 West Smithfield  
London  
EC1A 9HQ  
UK

**Key dates**

**3 May 2022 (by 10:30 (UK time))**

Last date for submission of form of proxy

**5 May 2022**

Annual General Meeting

**Voting**

Each ordinary resolution requires the support of a simple majority of the total votes cast.

Each special resolution requires the support of 75% of the total votes cast.

**Mondi plc**

Ground Floor, Building 5,  
The Heights, Brooklands,  
Weybridge, Surrey KT13 0NY  
UK

Incorporated in England and Wales  
Registered No. 6209386

To the holders of Mondi plc shares

**Annual General Meeting 2022**

The Annual General Meeting of Mondi plc (the "Company") will be held at Haberdashers' Hall, 18 West Smithfield, London EC1A 9HQ, UK at 10:30 (UK time) on Thursday 5 May 2022. We are pleased that this year, subject to any COVID-19 restrictions in place at the time of the meeting, we are able to invite shareholders to join the meeting in person. We are also offering shareholders the ability to attend, participate and vote electronically should you prefer. Full details on how you can participate electronically are set out in the notes on pages 12 and 14 and 15.

The Notice of Annual General Meeting is set out on pages 3 and 4, followed on pages 5 to 7 by an explanation of each resolution proposed and notes about your rights as a shareholder and information regarding the appointment of proxies. All voting at the meeting will be conducted on a poll.

Enclosed or otherwise made available with this Notice of Annual General Meeting ("Notice") is the Mondi Group Integrated report and financial statements 2021 containing the audited consolidated financial information for the Company for the year ended 31 December 2021.

**Continuing impact of COVID-19 on the Annual General Meeting**

We look forward to being able to welcome shareholders to the Annual General Meeting in person and electronically. At the time of publication of this Notice, the UK Government has lifted all restrictions on public gatherings and non-essential travel and it is therefore anticipated that the Annual General Meeting will go ahead as a physical meeting with the ability to also participate electronically. Should there be any changes to the UK Government guidelines that lead to changes in arrangements, these will be communicated to shareholders in advance of the Annual General Meeting through our website at [www.mondigroup.com](http://www.mondigroup.com).

Shareholders must not attend the Annual General Meeting in person if they are experiencing any COVID-19 related symptoms or are required to self-isolate in accordance with UK Government guidance. If shareholders are experiencing any COVID-19 related symptoms or are required to self-isolate, we encourage you to participate in the Annual General Meeting electronically through the online Lumi platform.

**Final dividend**

Shareholders are being asked to give their consent for the Company to pay a final dividend of 45.00 euro cents per ordinary share. If the recommended final dividend is approved, the dividend will be paid on 16 May 2022 to all ordinary shareholders on the Company's register of members on 8 April 2022.

**Action to be taken**

Your involvement in the Annual General Meeting is valued either in person (physically or electronically) or by proxy and is an important part of our dialogue with shareholders.

If you are entitled to vote but are unable to attend the Annual General Meeting (either in person or electronically), you can submit your voting instruction using the enclosed proxy form or alternatively electronically as explained in the notes to the Notice of Annual General Meeting on page 10. Please ensure that your proxy appointment reaches the registrar by no later than 10:30 (UK time) on Tuesday 3 May 2022. A proxy need not be a member of the Company but must attend the Annual General Meeting (either in person or electronically) to represent you. Submission of a proxy appointment will not prevent you from attending the Annual General Meeting (either in person or electronically).

**Hybrid arrangements for the Annual General Meeting**

We encourage shareholders to participate in the Annual General Meeting by attending in person or by participating electronically through the online Lumi platform, which can be accessed by following the instructions on pages 12 and 14 and 15. Shareholders attending the Annual General Meeting electronically will be able to view and hear the directors, ask questions (in writing or verbally) and vote in real time as if they were attending in person.

**Asking questions**

Shareholders attending the Annual General Meeting either in person or electronically can ask questions during the course of the meeting. In addition, shareholders can submit written questions by email in advance of the Annual General Meeting. Where possible, we will aim to provide written responses to questions submitted by 28 April 2022 directly to shareholders before 10:30 (UK time) on Tuesday 3 May 2022, i.e. before the deadline for submission of a proxy appointment. Please email these questions to [AGM.questions@mondigroup.com](mailto:AGM.questions@mondigroup.com). Where appropriate, we will also publish answers to frequently asked questions on Mondi's website.

**Recommendation**

The Board believes that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely

**Philip Yea**

Chair

25 March 2022

## Mondi plc

Incorporated in England and Wales  
Registered No. 6209386

London Stock Exchange share code: MNDI  
JSE share code: MNP ISIN: GB00B1CRLC47

Notice is hereby given that the Annual General Meeting of Mondi plc will be held at Haberdashers' Hall, 18 West Smithfield, London EC1A 9HQ, UK and electronically (details provided in the notes to the Notice of Annual General Meeting), commencing at 10:30 (UK time) on Thursday 5 May 2022 to transact the following business:

To consider and, if deemed fit, to pass, with or without modification, the following resolutions:

### Ordinary resolutions

1. To receive the audited financial statements of Mondi plc for the year ended 31 December 2021, together with the reports of the Audit Committee, the directors and the auditors of Mondi plc.
2. To approve the directors' remuneration report of Mondi plc, other than the part containing the directors' remuneration policy, for the year ended 31 December 2021 as set out on pages 149 to 161 of the Mondi Group Integrated report and financial statements 2021.
3. To declare a final dividend of 45.00 euro cents per ordinary share in Mondi plc for the year ended 31 December 2021.
4. To re-elect Svein Richard Brandtzaeg as a director of Mondi plc in accordance with the provisions of the Articles of Association.
5. To re-elect Sue Clark as a director of Mondi plc in accordance with the provisions of the Articles of Association.
6. To re-elect Andrew King as a director of Mondi plc in accordance with the provisions of the Articles of Association.
7. To re-elect Mike Powell as a director of Mondi plc in accordance with the provisions of the Articles of Association.
8. To re-elect Dominique Reiniche as a director of Mondi plc in accordance with the provisions of the Articles of Association.
9. To re-elect Dame Angela Strank as a director of Mondi plc in accordance with the provisions of the Articles of Association.
10. To re-elect Philip Yea as a director of Mondi plc in accordance with the provisions of the Articles of Association.
11. To re-elect Stephen Young as a director of Mondi plc in accordance with the provisions of the Articles of Association.
12. To appoint PricewaterhouseCoopers LLP as auditor of Mondi plc to hold office until the conclusion of the Annual General Meeting to be held in 2023.
13. To authorise the Audit Committee to determine the remuneration of PricewaterhouseCoopers LLP.
14. That the directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of Mondi plc to allot shares or grant rights to subscribe for or to convert any security into shares up to an aggregate nominal amount of €4,855,537.80. Such authority to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006 and to expire at the conclusion of the next Annual General Meeting to be held in 2023 or, if earlier, 30 June 2023, but so that Mondi plc may make offers or enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any shares to be granted after the authority expires.

### Special resolutions

15. That, subject to the passing of resolution 14, the directors be authorised to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) for cash under the authority given in resolution 14 and/or to sell ordinary shares held by Mondi plc as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority being limited to:
  - i. a Rights Issue to ordinary shareholders (excluding any holding of treasury shares) where the rights of each shareholder are, as nearly as practicable, proportionate to the number of shares held. The directors may exclude certain shareholders, deal with fractions and generally manage the Rights Issue as they think fit; and
  - ii. the allotment (otherwise than under paragraph i. above) of equity securities or sale of treasury shares up to a nominal value of €4,855,537.80 being 5% of the nominal value of the existing issued share capital as at 17 March 2022;

such authority to expire at the conclusion of the next Annual General Meeting to be held in 2023 or, if earlier, 30 June 2023, but, in each case, so that the Company may make offers and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this resolution 15, 'Rights Issue' has the meaning given to the term in the Articles of Association.

16. That Mondi plc is generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 to make market purchases (as defined in Section 693 of the Companies Act 2006) of its own ordinary shares of €0.20 each in the capital of Mondi plc provided that:
- i. the maximum number of ordinary shares which may be purchased is 24,277,689 (representing 5% of Mondi plc's issued ordinary share capital as at 17 March 2022);
  - ii. the minimum price which may be paid for any ordinary share is €0.20;
  - iii. the maximum price which may be paid for any ordinary share is no more than 5% above the average of the middle market quotations of the ordinary shares of Mondi plc as derived from the London Stock Exchange Daily Official List for the five business days immediately before the day on which such share is contracted to be purchased; and
  - iv. this authority will expire at the conclusion of the Annual General Meeting to be held in 2023 or, if earlier, 30 June 2023 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which may be executed wholly or partly after such expiry).
17. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

**Jenny Hampshire**

Company Secretary

25 March 2022

Registered office:

Ground Floor, Building 5,  
The Heights, Brooklands,  
Weybridge, Surrey KT13 0NY  
UK

Incorporated in England and Wales No. 6209386

## **Resolution 1 – Mondi Group Integrated report and financial statements 2021**

The directors are required by the Companies Act 2006 to present to the meeting the audited financial statements, together with the reports of the Audit Committee, the directors and the auditors, for the financial year ended 31 December 2021.

Enclosed or otherwise made available with this Notice of Annual General Meeting is a copy of the Mondi Group Integrated report and financial statements 2021 containing the audited consolidated financial information of the Company for the year ended 31 December 2021.

## **Resolution 2 – directors' remuneration**

The Companies Act 2006 requires that the directors present a report on their remuneration during the period under review. The report for the year ended 31 December 2021 is set out on pages 149 to 161 of the Mondi Group Integrated report and financial statements 2021.

Shareholders are being asked to approve the directors' remuneration report other than the part containing the directors' remuneration policy.

The directors' remuneration policy remains unchanged since it was approved by shareholders at the 2020 Annual General Meeting. Under the Companies Act 2006, the remuneration policy is required to be put to a binding shareholder vote every three years (or sooner if changes are proposed) and is not being presented for shareholder approval at this meeting.

Shareholders should note that this vote is advisory only and the directors' entitlement to remuneration is not conditional on it.

## **Resolution 3 – final dividend**

A final dividend for the year ended 31 December 2021 of 45.00 euro cents per ordinary share is recommended by the directors. Shareholder approval for the declaration of this final dividend is required. If approved, the dividend will be paid on 16 May 2022 to shareholders on the share register on 8 April 2022.

## **Resolutions 4 to 11 – re-election of directors**

In accordance with governance best practice, the Board has decided that all directors will stand for re-election in 2022. The Nominations Committee reviewed and recommended to the Board the re-election of each of the directors. The committee has considered the collective skills, experience and independence of each of the non-executive directors. The committee and Board confirm that there continues to be an appropriate balance of skills and knowledge and that all non-executive directors are independent in character and judgement. As a result of the 2021 Board evaluation process, the Board concluded that each of the directors continues to make an effective and valuable contribution to the Board and demonstrate commitment to their respective roles, and are therefore recommended for re-election.

Full biographical details of each director and their contribution to the long-term sustainable success of the Company are set out in the Mondi Group Integrated report and financial statements 2021 on pages 104 and 105, and in appendix 1 to this Notice.

**Resolutions 12 and 13 – appointment and remuneration of auditors**

The Companies Act 2006 requires that, at each general meeting at which accounts are laid, the Company appoints auditors for the ensuing financial year. The Board, having accepted the recommendation of the Audit Committee, proposes that PricewaterhouseCoopers LLP be appointed as the Company's auditor. Resolution 12 relates to the appointment and resolution 13 authorises the Audit Committee to agree the auditor's remuneration.

**Resolution 14 – directors' authority to allot Mondi plc's shares**

The purpose of resolution 14 is to renew the directors' power to allot shares. The authority will allow the directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a maximum nominal amount of €4,855,537.80, exclusive of treasury shares, which is equivalent to approximately 5% of the issued capital.

At 17 March 2022 (being the latest practicable date prior to the publication of this Notice), the Company did not hold any shares in treasury.

There are no present plans to undertake a Rights Issue or to allot new shares. The directors consider it desirable to have the flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

Although UK companies would generally seek an authority over 33.3% of issued capital, the Company is aware that the investment community in South Africa prefers to see this authority restricted to no more than 5% of issued capital. In view of the Company's South African shareholder base, it has decided to limit the authority to 5%.

If the resolution is passed, the authority will expire at the end of the Annual General Meeting to be held in 2023 or, if earlier, 30 June 2023.

**Resolution 15 – Special resolution – disapplication of Mondi plc's pre-emption rights**

If the directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), UK company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

The purpose of resolution 15 is to authorise the directors to allot new shares pursuant to the authority given by resolution 14, or to sell treasury shares, for cash (i) in connection with a Rights Issue (as defined in the Articles of Association) or (ii) otherwise up to a maximum aggregate nominal value of €4,855,537.80, which is equivalent to 5% of the issued ordinary share capital of the Company as at 17 March 2022 (being the latest practicable date prior to publication of this Notice), in each case without the shares first being offered to existing shareholders in proportion to their existing holdings. The authority will expire at the end of the next Annual General Meeting to be held in 2023 or, if earlier, 30 June 2023.

The directors confirm that, as and when they exercise such authorities, they intend to follow emerging best practice in regards to its use as recommended in the Investment Association guidelines.

In accordance with the provisions of the Pre-emption Group's Statement of Principles, the directors do not intend to issue more than 7.5% of the total issued ordinary share capital of the Company for cash on a non pre-emptive basis (other than pursuant to a Rights Issue or pre-emptive offer) in any rolling three-year period without prior consultation with shareholders and the investment committees of the Investment Association and the Pensions and Lifetime Savings Association.

The directors consider the authority in resolution 15 to be appropriate in order to allow the Company flexibility to finance business opportunities without the need to comply with the strict requirements of the statutory pre-emption provisions.

Although UK companies are permitted to seek an authority over 10% of issued capital, subject to certain conditions, the Company is aware that the investment community in South Africa prefers to see this authority restricted to no more than 5% of issued capital. In view of the Company's South African shareholder base, it has decided to limit the authority to 5%.

**Resolution 16 – Special resolution – Mondi plc’s purchase of own shares**

The directors consider it may, in certain circumstances, be in the best interests of shareholders generally for the Company to purchase its own ordinary shares. Accordingly, the effect of this resolution is to renew the general authority, subject to specified limits, granted to the Company to purchase its own ordinary shares, until the Annual General Meeting in 2023 or, if earlier, 30 June 2023. Shareholders are asked to consent to the purchase by the Company of up to a maximum of 24,277,689 ordinary shares of €0.20 each. This represents 5% of the ordinary shares in issue as at 17 March 2022 (the latest practicable date prior to publication of this Notice) and the Company’s exercise of this authority is subject to the stated upper and lower limits on the price payable.

As of 17 March 2022 (the latest practicable date prior to publication of this Notice), there were options outstanding over 2,497,552 ordinary shares, representing 0.51% of the Company’s issued ordinary share capital at that date. If the authority to buy back shares was exercised in full, the total number of options to subscribe for ordinary shares would represent 0.54% of the Company’s reduced issued ordinary share capital.

The directors have no present intention of making any purchases of its own ordinary shares, but believe that the Company should retain the flexibility to take further action if future purchases were considered desirable and in the best interests of shareholders. Pursuant to the Companies Act 2006, the Company can hold the shares which have been repurchased itself as treasury shares and either resell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. The directors’ present intention is to cancel any shares purchased under this authority.

**Resolution 17 – Special resolution – Notice of general meetings**

Under the Companies Act 2006, the notice period required for all general meetings of the Company is 21 days. Annual General Meetings will always be held on at least 21 clear days’ notice but shareholders can approve a shorter notice period for other general meetings, as long as this is not less than 14 days.

In order to maintain flexibility for the Company, resolution 17 seeks such approval. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. The approval will be effective until the next Annual General Meeting, when it is intended that a similar resolution will be proposed.

## Biographies of directors standing for re-election pursuant to resolutions 4 to 11.

### Svein Richard Brandtzaeg

Non-Executive Director

**Appointed to the Board:** April 2021

**Independent:** Yes

**Committee memberships:** Audit, Nominations, Sustainable Development

**Qualifications:** PhD in Chemical Engineering from the Norwegian University of Science and Technology

**Skills and experience:** Svein Richard has a strong commercial and strategic background as a former chief executive of Norsk Hydro ASA and more recently as a non-executive director on a number of Boards. His experience of leading a global industrial group brings valuable insight to the Board.

He started his career at Ardal og Sundal Verk AS, the Norwegian state-owned aluminium business before it merged with Norsk Hydro ASA. Svein Richard went on to hold a variety of management roles at Norsk Hydro, leading a number of its businesses before being appointed chief executive in 2009, a position he held until retiring in 2019.

**Current external appointments:** Chair of Veidekke ASA (Svein Richard has notified the Board he will be stepping down from this position in May 2022), Vice Chair of Den Norske Bank ASA, and a non-executive director of Swiss Steel Holding AG and Eramet Norway.

### Sue Clark

Non-Executive Director

**Appointed to the Board:** April 2021

**Independent:** Yes

**Committee memberships:** Audit, Nominations, Remuneration

**Qualifications:** BSc in Biological Sciences from Manchester University and an MBA from Heriot Watt University

**Skills and experience:** Sue brings to the Board significant commercial and strategic experience gained across a range of industries, with exposure to a broad range of stakeholders in both an executive and non-executive capacity.

Sue started her career with the Central Electricity Generating Board before holding a variety of communication roles at National Power plc. She went on to join Scottish Power plc, where she became Director of Corporate Affairs. In 2000, Sue joined Railtrack Group plc before moving to SABMiller plc in 2003 where she was a member of the Executive Management team, and Director of Corporate Affairs until 2012 and then Managing Director, Europe until the business was acquired in 2016.

Sue was a non-executive director of Bakkavor Group plc from 2017 to 2020, and a member of the Supervisory Board of AkzoNobel NV until April 2021.

**Current external appointments:** Senior Independent Director at Imperial Brands plc, and a non-executive director of Britvic plc and Tulchan Communications LLP.

### Andrew King

Group CEO

**Appointed to the Board:** October 2008 and as Group CEO in April 2020

**Independent:** No

**Committee memberships:** Executive (Chair), Sustainable Development

**Qualifications:** Graduated in Commerce from the University of Cape Town, Chartered Accountant (South Africa)

**Skills and experience:** Andrew has more than 19 years' experience with Mondi in various strategy, business development and leadership roles, giving him a detailed understanding of Mondi's strategy, capital allocation priorities, financial structure and the environment in which the Group operates. He has played a key role in defining the Group's strategic direction and re-shaping the capital structure since listing.

Andrew completed articles with Deloitte & Touche in Johannesburg in 1994. In 1995, he joined Minorco, part of Anglo American, as a financial analyst, before assuming responsibility for the group's investment management activities, and transferring to their corporate finance department in 1998. He worked on a number of group M&A activities before being appointed a vice president of Anglo American Corporate Finance in 1999.

He was appointed Mondi's Vice President of Business Development in 2002 and Corporate Development Director in 2004. He served as CFO of Mondi from June 2005 to May 2006. He was then appointed as Group Strategy and Business Development Director before becoming the CFO of the Mondi Group in 2008.

Andrew was appointed CEO of the Mondi Group on 1 April 2020.

**Current external appointments:** None.

### Mike Powell

Group CFO

**Appointed to the Board:** November 2020

**Independent:** No

**Committee membership:** Executive

**Qualifications:** Graduated in Computer Science & Accounting from the University of Manchester, member of the Chartered Institute of Management Accountants

**Skills and experience:** Mike has significant financial and strategic experience and extensive experience leading finance teams, having been chief financial officer and an executive director of a number of large international listed companies. He brings a clear operational focus, strong leadership experience and knowledge of operating in large industrial groups across a variety of geographies.

Mike started his career at Pilkington plc, spending 15 years in a variety of finance and operational roles. He went on to become Chief Financial Officer at Nippon Sheet Glass and then AZ Electronic Materials plc.

He was subsequently appointed Group Finance Director at BBA Aviation plc before being appointed Group Chief Financial Officer at Ferguson plc, a multinational distributor of plumbing and heating products. Mike also served as a non-executive director of Low & Bonar from December 2016 to May 2020.

Mike joined Mondi as Group CFO in November 2020.

**Current external appointments:** None.

### Dominique Reiniche

#### Non-Executive Director

**Appointed to the Board:** October 2015

**Independent:** Yes

**Committee memberships:** Nominations, Remuneration, Sustainable Development (Chair)

**Qualifications:** MBA from ESSEC Business School in Paris

**Skills and experience:** Dominique has extensive understanding of operating in senior business leadership positions in Europe as well as international strategic, consumer marketing and innovation experience, allowing her to provide valuable insight to the Board.

She started her career with Procter & Gamble before moving to Kraft Jacobs Suchard as Director of Marketing and Strategy where she was also a member of their executive committee. After helping Jacobs Suchard through its acquisition by Kraft-Mondelez, Dominique joined The Coca-Cola System in 1992, starting as Marketing and Sales Director and then holding various roles of increasing responsibility up to General Manager France.

From 2002 to early 2005 she was CEO Europe for Coca-Cola Enterprises and from 2005 she was CEO Europe for the Coca-Cola Company and then Chair from 2013 until stepping down in 2014.

Dominique was a non-executive director of Peugeot-Citroen SA between 2012 and 2015, AXA SA between 2005 and 2017 and Severn Trent Plc between 2016 and 2021.

**Current external appointments:** Non-executive director and Chair of Chr. Hansen Holding A/S and Eurostar International Limited and a non-executive director of Deliveroo plc and Paypal (Europe).

### Dame Angela Strank

#### Non-Executive Director

**Appointed to the Board:** April 2021

**Independent:** Yes

**Committee memberships:** Nominations, Remuneration, Sustainable Development

**Qualifications:** BSc and PhD in Geology from Manchester University and a Chartered Engineer

**Skills and experience:** Angela brings to the Board extensive experience of operating in large, international companies in a broad range of both executive and non-executive roles, bringing valuable knowledge including operations, technology and sustainability.

After graduating, Angela spent two years with the Institute of Geological Sciences before joining BP plc in 1982, where she held a number of international roles, including in the USA, Far East and Angola. She went on to hold various senior leadership and technology/engineering-focused roles with BP. From 2012 to 2014, she was Head of the Group Chief Executive's Office before being appointed Chief Scientist and Head of Downstream Technology in 2014. In 2018, she was appointed to BP's Group Executive Management Team, a position she held until her retirement in 2020.

Angela was honoured with a Damehood (DBE) in 2017, and is a Fellow of the Royal Society, a Fellow of the Royal Academy of Engineers and the Institute of Chemical Engineers, as well as an Honorary Fellow of the UK Energy Institute. Angela holds honorary DSc degrees from Royal Holloway University and the University of Bradford, and she is an honorary professor of the University of Manchester.

**Current external appointments:** Non-executive director of Severn Trent Plc, SSE plc and Rolls-Royce Holdings plc.

### Philip Yea

#### Chair

**Appointed to the Board:** April 2020 and as Chair in May 2020

**Independent:** Yes (on appointment)

**Committee memberships:** Nominations (Chair), Remuneration

**Qualifications:** Graduated with an MA in Modern Languages from Oxford University, Fellow of the Chartered Institute of Management Accountants

**Skills and experience:** Philip has extensive listed company experience, both as an executive and non-executive director, across a range of sectors. His broad industry background and knowledge of operating within large, international corporates, as well as his significant leadership experience, bring invaluable insight to the Board and are key to the future growth and development of Mondi.

Philip started his career as a graduate trainee at Perkins Engines before holding a range of finance roles at companies including Mars Ltd and Guinness plc, becoming Group Finance Director of Diageo plc on its creation in 1997. He was a managing director at Investcorp from 1999 to 2004, leaving to become CEO of 3i Group plc, a role he held until 2009.

He has held a number of non-executive roles, including Chair at Equiniti Group plc, Greene King plc and bwin.party digital entertainment plc; Senior Independent Director at Vodafone Group plc, Manchester United plc and Computacenter plc; and non-executive director at Marshall of Cambridge (Holdings) Ltd, Aberdeen Standard Asia Focus plc, Rocket Internet SE and HBOS plc.

**Current external appointments:** None

### Stephen Young

#### Senior Independent Director

**Appointed to the Board:** May 2018

**Independent:** Yes

**Committee memberships:** Audit (Chair), Nominations, Sustainable Development

**Qualifications:** Graduated in Mathematics from Southampton University, member of the Chartered Institute of Management Accountants (UK)

**Skills and experience:** Stephen brings a strong financial and general management background to the Board with experience gained internationally across a variety of sectors, including industrial and engineering. He spent his early career in commercial accounting and finance roles at companies including Ford Motor Company, Mars, Inc and Grand Metropolitan plc (now Diageo plc). He was Group Finance Director of the Automobile Association until its acquisition by Centrica in 2000 before becoming Group Finance Director at Thistle Hotels plc.

In 2004, Stephen was appointed Group Finance Director at Meggitt plc, an international engineering business specialising in aerospace equipment. He held this role for nine years before being appointed CEO in 2013. Stephen stepped down from the board of Meggitt plc on 31 December 2017. He was also a non-executive director of Derwent London plc from 2010 until May 2019.

Stephen was appointed as Senior Independent Director of Mondi plc on 6 May 2021.

**Current external appointments:** Non-executive director and Audit Committee Chair at Weir Group plc.

## 1. Proxy appointment

- 1.1. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, to speak and to vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company but must attend the Annual General Meeting to represent you. Shareholders can register their proxy appointment (as described in this Section 1) electronically or use the proxy form accompanying this Notice to make a proxy appointment and give proxy instructions.
- 1.2. For shareholders on the UK share register, electronic facilities are available to all shareholders to register the appointment of their proxy through Link Market Services' Signal Shares website at [www.signalshares.com](http://www.signalshares.com) where full instructions are given. The Investor Code (IVC) as printed on your share certificate and post code will be required to use this electronic proxy appointment system. A proxy appointment made electronically will not be valid if sent to any electronic address other than those provided or if received after 10:30 (UK time) on Tuesday 3 May 2022. Please note that any electronic communication found to contain a computer virus will not be accepted.
- 1.3. Alternatively, to appoint a proxy by post, complete the proxy form (accompanying this notice) in accordance with the instructions printed thereon. Shareholders can also request a hard copy proxy form directly from Link Market Services on +44 (0)371 664 300\*. The proxy form, and any power of attorney or authority under which it is executed (or a duly certified copy of any such power or authority), must be sent to the Company's registrars:  
  
For shareholders on the UK share register: to Link Market Services, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, UK by post or delivered by hand (during normal business hours only) in each case so as to be received no later than 10:30 (UK time) on Tuesday 3 May 2022;  
  
or  
  
For shareholders on the South African branch register: to JSE Investor Services (Pty) Limited, 13th Floor, 19 Ameshoff Street, Braamfontein 2001, Republic of South Africa or PO Box 4844, Johannesburg 2000, Republic of South Africa by post or delivered by hand (during normal business hours only) in each case so as to be received no later than 11:30 (SA time) on Tuesday 3 May 2022.
- 1.4. The return of a completed proxy form, or other such instrument or any voting instruction given electronically through Link Market Services' Signal Shares website (as described in Section 1.2 above) or a CREST Proxy Instruction (as described in Section 5 below) or the Proxymity platform (as described in Section 6 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if they wish to do so.
- 1.5. Shareholders on the South African branch register who have dematerialised their shares and are not registered as 'own name' dematerialised shareholders who wish to vote but not to attend 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. Such shareholders must not complete a proxy form.

## 2. Nominated persons

- 2.1. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- 2.2. The statement of the rights of shareholders in relation to the appointment of proxies in Section 1 above does not apply to Nominated Persons. The rights described in Section 1 above can only be exercised by shareholders of the Company.

## 3. Entitlement to attend and vote

- 3.1. To be entitled to attend and vote at the Annual General Meeting (either in person or electronically) (and for the purpose of the determination by the Company of the votes that may be cast):
  - 3.1.1 Shareholders on the UK share register: must be registered in the register of members of the Company as at close of business in the UK on Tuesday 3 May 2022 (or, in the event of any adjournment, at close of business in the UK on the date which is two working days (as defined in Section 1173(i) of the Companies Act 2006) before the day of the adjourned meeting).
  - 3.1.2 Shareholders on the South African branch register: must be registered on the branch register as at 18:00 (SA time) on Friday 29 April 2022 (or, in the event of any adjournment, at 18:00 (SA time) on the date which is three working days before the day of the adjourned meeting). Shareholders who have dematerialised their ordinary shares through Strate, other than those whose shareholding is registered in their 'own name' in the sub-register maintained by their CSDP, and who wish to attend the meeting in person, will need to request their CSDP or broker to provide them with the authority to do so in terms of the custody agreement entered into between the dematerialised shareholder and their CSDP or broker.
- 3.2 Changes to entries on either share register after the relevant deadlines set out above will be disregarded in determining the rights of any person to attend and vote (and the number of votes they may cast) at the Annual General Meeting or adjourned meeting.

#### 4. Total voting rights

Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares in the Company on 17 March 2022, which is the latest practicable date before the publication of this Notice, is 485,553,780.

#### 5. Appointment of proxies electronically through CREST

- 5.1. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 5.2. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available at [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: RA10) by 10:30 (UK time) on Tuesday 3 May 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 5.3. CREST members and, where applicable, their CREST sponsors, or voting service providers, should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 5.4. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

#### 6. Appointment of proxies electronically through Proxymity

Institutional investors may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's registrar. Further information regarding Proxymity can be found at [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged electronically via the Proxymity platform by 10:30 (UK time) on Tuesday 3 May 2022 in order to be considered valid. Before appointing a proxy by this process you will need to agree to Proxymity's terms and conditions. It is important that these are read carefully as they are binding and such terms and conditions govern the electronic appointment of your proxy.

#### 7. Corporate representatives

Any corporation which is a shareholder of the Company can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder, provided that they do not do so in relation to the same shares.

**8. Electronic participation**

- 8.1. Shareholders, their proxies (other than the Chair of the meeting) or corporate representatives wishing to attend the Annual General Meeting electronically and participate via the online Lumi platform should use the meeting ID which is 190-724-081, their unique IVC (an 11 digit code printed on their share certificate), and their PIN. Their PIN will be the last four digits of their IVC. Full instructions on how to participate electronically can be found on pages 14 and 15 of this Notice. The Annual General Meeting will start promptly at 10:30 (UK time). Shareholders who wish to participate in the Annual General Meeting electronically are encouraged to log in to the online Lumi platform from 10:15 (UK time).
- 8.2. Shareholders on the South African branch register should contact the South African Transfer Secretary, JSE Investor Services on +27 11 713 0800 to be verified and to receive a link via email to register to attend electronically and participate via the online Lumi platform.
- 8.3. The Company will not be liable for any loss, damage, penalty or claim arising in any way from electronic participation in the Annual General Meeting, whether or not as a result of any act or omission on the part of the Company or anyone else.

**9. Audit concerns**

Shareholders should note that, pursuant to requests made by shareholders of the Company meeting the threshold requirements set out in Section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous general meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to its auditor before it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required to publish on a website under Section 527 of the Companies Act 2006.

**10. Polls**

Each of the resolutions to be put to the Annual General Meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each shareholder and so the directors consider it a more democratic method of voting.

**11. Right to ask questions**

Any shareholder attending the Annual General Meeting, either in person or electronically, has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Annual General Meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or good order of the meeting that the question be answered.

Shareholders participating electronically will also be able to ask questions at the Annual General Meeting either by submitting their question through the online Lumi platform in writing, via the Lumi messaging function, or verbally via the Virtual Mic. Details of how to access the Virtual Mic will be provided on the day of the Annual General Meeting, once you are logged into the Lumi platform. Alternatively, you can also call the phone number displayed on the screen once you are logged into the Lumi platform and ask a question during the Questions session when invited to do so.

Shareholders may also submit written questions ahead of the Annual General Meeting by emailing these questions to the Company at [AGM.questions@mondigroup.com](mailto:AGM.questions@mondigroup.com). For questions submitted by shareholders by 28 April 2022, the Company will aim to provide written responses before 10:30 (UK time) on Tuesday 3 May 2022, i.e. before the deadline for submission of a proxy appointment.

To the extent a question cannot be answered during the Annual General Meeting, written answers will be provided after the meeting wherever practical and answers to frequently asked questions will be published on the Company's website where appropriate.

## 12. Shareholder rights

Under Section 338 and Section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than the date six weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

## 13. Website information

A copy of this Notice and other information required by Section 311A of the Companies Act 2006 can be found on the Mondi Group website at: [www.mondigroup.com](http://www.mondigroup.com). Should it become appropriate to revise the current arrangements for the Annual General Meeting, we will notify shareholders of any change on the shareholder meetings page of Mondi's website.

## 14. Documents available for inspection

Copies of the following documents will be available at the registered office of the Company during normal business hours on any business day (excluding public holidays) and also at the Annual General Meeting venue for at least 15 minutes prior to and during the meetings:

- the executive directors' service contracts
- the terms of appointment of the non-executive directors

## Communication with Mondi

Except as provided above, shareholders who have general queries about the Annual General Meeting should use the following means of communication (no other methods of communication will be accepted):

- by calling +44 (0) 1932 826300; or
- writing to the Company Secretary at Mondi, Ground Floor, Building 5, The Heights, Brooklands, Weybridge, Surrey KT13 0NY, UK; or
- emailing: [AGM.questions@mondigroup.com](mailto:AGM.questions@mondigroup.com)

You may not use any electronic address provided either:

- in this Notice of Annual General Meeting; or
- any related documents (including the form of proxy)

to communicate with the Company for any purpose other than those expressly stated.

## 2022 Annual General Meeting – online joining instructions

This year we will be conducting a hybrid Annual General Meeting giving shareholders the option to attend in person or to participate electronically using an online platform. If you choose to participate electronically using the online Lumi platform, you will be able to listen to and watch a live webcast of the meeting, ask questions (both in writing and verbally) and submit your votes.

Please note that an active internet connection is always required in order to participate fully. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

The Annual General Meeting will be held on Thursday 5 May 2022 at 10:30 (UK time).

### Electronic Meeting Access

In order to join the Annual General Meeting electronically and ask questions and vote via the online Lumi platform, shareholders will need to connect to the following website: <https://web.lumiagm.com>. Lumi is available as a mobile web client, compatible with the latest browser versions of Chrome, Firefox, Edge and Safari and can be accessed using any web browser, on a PC, tablet or smartphone device.

#### For shareholders on the UK share register:

Once you have accessed <https://web.lumiagm.com> from your web browser on a PC, tablet or smartphone device, you will be asked to enter the Lumi meeting ID which is 190-724-081. You will then be prompted to enter your unique 11 digit IVC including any leading zeros and PIN. Your PIN is the last 4 digits of your IVC. This will authenticate you as a shareholder.

Your IVC can be found on your share certificate, or Signal Shares users ([www.signalshares.com](http://www.signalshares.com)) will find this under "Manage your account" when logged into the Signal Shares portal. You can also obtain this by contacting Link Market Services on +44 (0)371 277 1020\*.

Access to the Annual General Meeting will be available from 10:00 (UK time) on 5 May 2022, although the voting functionality will not be enabled until the Chair of the meeting declares the poll open. During the Annual General Meeting, you must ensure you are connected to the internet at all times in order to vote when the Chair commences polling on the resolutions. Therefore, it is your responsibility to ensure internet connectivity for the duration of the Annual General Meeting.

If you wish to appoint a proxy other than the Chair of the meeting and for them to attend the Annual General Meeting electronically on your behalf, please submit your proxy appointment in the usual way before contacting Link Market Services on +44 (0)371 277 1020\* in order to obtain their IVC and PIN. It is suggested that you do this by Tuesday 3 May 2022 at 10:30 (UK time) at the latest.

If your shares are held within a nominee and you wish to attend the Annual General Meeting electronically, you will need to contact your nominee as soon as possible. Your nominee will need to present a corporate letter of representation to Link Market Services, the Company's registrar, as soon as possible and by Friday 29 April 2022 at 10:30 (UK time) at the latest so that they can obtain for you your unique IVC and PIN to enable you to attend the Annual General Meeting electronically.

#### For shareholders on the South African branch register:

Once you have accessed <https://web.lumiagm.com> from your web browser on a PC, tablet or smartphone device, you will be asked to enter the Lumi meeting ID which is 190-724-081.

Access to the Annual General Meeting will be available from 11:00 (SA time) on 5 May 2022, although the voting functionality will not be enabled until the Chair of the meeting declares the poll open. During the Annual General Meeting you must ensure you are connected to the internet at all times in order to vote when the Chair commences polling on the resolutions. Therefore, it is your responsibility to ensure internet connectivity for the duration of the Annual General Meeting.

Shareholders who wish to attend the Annual General Meeting electronically should contact the South African Transfer Secretary, JSE Investor Services, on +27 11 713 0800.

Shareholders who have dematerialised their shares through a Central Securities Depository Participant (CSDP) or stockbroker, and who have not elected 'own name' registration and wish to attend the Annual General Meeting, should timeously inform their CSDP or stockbroker of their intention to attend the meeting and request such CSDP or stockbroker to issue them with the necessary authority to attend by Tuesday 3 May 2022 at 11:30 (SA time) at the latest. If they do not wish to attend the Annual General Meeting, they may provide such CSDP or stockbroker with their voting instructions.

If shareholders wish to participate in the Annual General Meeting, they should instruct their CSDP or stockbroker to issue them with the necessary letter of representation to participate in the Annual General Meeting, in the manner stipulated in their Custody Agreement. These instructions must be provided to the CSDP or stockbroker by the cut-off time and date advised by the CSDP or stockbroker to accommodate such request for onward transmission to the South African Transfer Secretary by Tuesday 3 May 2022 at 11:30 (SA time).

Shareholders who attend the meeting will receive a link via email to register and vote at the meeting.

\*Lines are open from 09:00 to 17:30 (UK time) Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

**Voting**

Once the Chair has formally opened voting on all resolutions, the polling icon will appear in the navigation bar. From here, the list of resolutions will automatically appear on your screen. To vote, select the option that corresponds with how you wish to vote ("FOR", "AGAINST" or "WITHHELD").

Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received. There is no submit button.

To vote on all resolutions displayed select the "vote all" option at the top of the screen.

To change your vote, reselect your choice. To cancel your vote, select the "cancel" button. You will be able to do this while the poll remains open and before the Chair announces its closure.

**Questions**

Questions on the day can be submitted either in writing via the Lumi messaging function or verbally via the Virtual Mic. Details of how to access the Virtual Mic will be provided on the day of the meeting, once you are logged into the Lumi platform. Alternatively, you can also call the phone number displayed on the screen and ask a question during the questions session when invited to do so.

To ask a question via the Lumi messaging function, select the messaging icon from within the navigation bar and type your question at the top of the screen. To submit your question, click on the arrow icon to the right of the text box.

Messages can be submitted at any time during the questions session until the Chair closes the session.







**Mondi plc**

Ground Floor, Building 5  
The Heights, Brooklands  
Weybridge, Surrey KT13 0NY  
UK