

## **Mondi Limited**

(Incorporated in the Republic of South Africa)

(Registration number: 1967/013038/06)

JSE share code: MND ISIN: ZAE000156550

## **Mondi plc**

(Incorporated in England and Wales)

(Registration number: 6209386)

JSE share code: MNP ISIN: GB00B1CRLC47

LSE share code: MNDI

4 May 2012

### **Annual General Meetings – Mondi Limited and Mondi plc**

As part of the dual listed company structure, Mondi Limited and Mondi plc notify both the JSE Limited and the London Stock Exchange of matters required to be disclosed under the Listings Requirements of the JSE and/or the Disclosure and Transparency and Listing Rules of the United Kingdom Listing Authority.

The Annual General Meetings of Mondi Limited and Mondi plc were both held on 3 May 2012. As required by the dual listed company structure, all resolutions were treated as Joint Electorate Actions and were decided on a poll. All resolutions at both meetings were passed with the exception of resolutions 22 and 32. The voting results of the Joint Electorate Actions are identical and are given below. Overall 77% of the total Group shares were voted.

Resolution 22 proposed that the directors of Mondi Limited be given authority to allot and issue ordinary shares of Mondi Limited for cash. Resolution 32 proposed that the directors of Mondi plc be given authority to allot equity securities for cash in connection with a rights issue to ordinary shareholders. We note that South African shareholders have particular concerns about these types of resolution which we understand are not specific to Mondi and they routinely vote against such resolutions.

<b>Resolution</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>	<b>Votes total</b>	<b>Votes Withheld</b>
<b>Common Business: Mondi Limited and Mondi plc</b>						
1. To re-elect Stephen Harris as a director	369,975,297	98.89	4,146,683	1.11	374,121,980	8,504
2. To re-elect David Hathorn as a director	373,535,358	99.84	586,549	0.16	374,121,907	8,577
3. To re-elect Andrew King as a director	373,535,453	99.84	586,527	0.16	374,121,980	8,504
4. To re-elect Imogen Mkhize as a director	373,704,129	99.89	417,919	0.11	374,122,048	8,436

<b>Resolution</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>	<b>Votes total</b>	<b>Votes Withheld</b>
5. To re-elect John Nicholas as a director	373,799,419	99.91	322,561	0.09	374,121,980	8,504
6. To re-elect Peter Oswald as a director	370,473,014	99.02	3,648,897	0.98	374,121,911	8,573
7. To re-elect Anne Quinn as a director	373,799,167	99.91	322,594	0.09	374,121,761	8,723
8. To re-elect Cyril Ramaphosa as a director	328,866,438	88.41	43,106,829	11.59	371,973,267	2,157,217
9. To re-elect David Williams as a director	370,523,377	99.04	3,598,603	0.96	374,121,980	8,504
10. To elect Stephen Harris as a member of the DLC audit committee	371,371,215	99.88	433,773	0.12	371,804,988	2,325,496
11. To elect John Nicholas as a member of the DLC audit committee	373,703,055	99.94	235,725	0.06	373,938,780	191,704
12. To elect Anne Quinn as a member of the DLC audit committee	373,703,074	99.94	235,458	0.06	373,938,532	191,952
<b>Mondi Limited Business</b>						
13. To receive the report and accounts	374,109,441	99.99	19,541	0.01	374,128,982	1,502
14. To approve the remuneration policy	369,492,705	98.80	4,479,519	1.20	373,972,224	158,260
15. To confirm the director fees*	374,024,775	99.97	99,850	0.03	374,124,625	5,859
16. To declare a final dividend	374,128,008	100.00	974	0.00	374,128,982	1,502
17. To reappoint the auditors	374,019,117	99.97	107,744	0.03	374,126,861	3,623
18. To authorise the DLC audit committee to determine the auditors' remuneration	374,049,989	99.98	73,469	0.02	374,123,458	7,026
19. To authorise the directors to provide direct or indirect financial assistance*	369,718,145	98.82	4,411,701	1.18	374,129,846	8,638
20. To place 5% of the issued ordinary shares of Mondi Limited under the control of the directors of Mondi Limited	241,532,196	64.56	132,598,456	35.44	374,130,652	7,332
21. To place 5% of the special converting shares of Mondi Limited under the control of the directors of Mondi Limited	241,731,717	64.61	132,391,436	35.39	374,123,153	7,331
22. To authorise the directors to allot and issue ordinary shares of Mondi Limited for cash‡	241,757,042	64.63	132,331,671	35.37	374,088,713	41,771
23. To authorise Mondi Ltd to purchase its own shares*	373,272,059	99.92	295,429	0.08	373,567,488	562,996
24. To adopt a new Memorandum of Incorporation of Mondi Limited*	373,933,188	100.00	15,949	0.00	373,949,137	189,347

<b>Resolution</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>	<b>Votes total</b>	<b>Votes Withheld</b>
25. To amend the borrowing powers in the Memorandum of Incorporation of Mondi Limited*	373,940,944	100.00	8,193	0.00	373,949,137	189,347
<b>Mondi plc Business</b>						
26. To receive the report and accounts	374,135,616	99.99	19,397	0.01	374,155,013	831
27. To approve the remuneration report	369,263,750	98.79	4,527,220	1.21	373,790,970	339,514
28. To declare a final dividend	374,154,142	100.00	871	0.00	374,155,013	831
29. To reappoint the auditors	374,045,296	99.97	107,863	0.03	374,153,159	2,685
30. To authorise the DLC audit committee to determine the auditors' remuneration	374,079,340	99.98	73,325	0.02	374,152,665	3,179
31. To authorise the directors to allot relevant securities	232,961,015	62.27	141,167,159	37.73	374,128,174	10,310
32. To authorise the directors to disapply pre-emption rights*	237,159,257	63.39	136,973,415	36.61	374,132,672	5,812
33. To authorise Mondi plc to purchase its own shares*	370,171,440	99.04	3,578,379	0.96	373,749,819	380,665
34. To adopt new Articles of Association of Mondi plc*	370,475,695	99.07	3,473,797	0.93	373,949,492	188,992
35. To amend the borrowing powers in the Articles of Association of Mondi plc*	373,941,345	100.00	8,024	0.00	373,949,369	189,115

\* Special Resolutions

‡ 75% votes in favour required pursuant to the Listings Requirements of the JSE Limited.

Philip Laubscher  
Company Secretary  
Mondi Limited

Carol Hunt  
Company Secretary  
Mondi plc