

Mondi Plc.		F2016	
	Classification	Meeting Type	Meeting Date
MND	Forestry & Paper	AGM F2016	11/5/2017
NUMBER	RESOLUTION	INFORMATION	VOTE
Ordinary resolution number 1	To elect Tanya Fratto as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Memorandum of Incorporation of Mondi Limited and the Articles of Association of Mondi plc.		
1.1	Ms Tanya Fratto (56) Non-executive director Appointed: January 2017 Qualifications: BSc in electrical engineering		FOR
Ordinary resolution number 2	To re-elect Stephen Harris as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Memorandum of Incorporation of Mondi Limited and the Articles of Association of Mondi plc.		
2.1	Mr Stephen Harris (58) Non-executive director Appointed: March 2011 Qualifications: Chartered engineer, graduated in engineering from Cambridge University, MBA from the University of Chicago, Booth School of Business		FOR
Ordinary resolution number 3	To re-elect Andrew King as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Memorandum of Incorporation of Mondi Limited and the Articles of Association of Mondi plc.		
3.1	Mr Andrew King (47) Chief financial officer Appointed: October 2008 Qualifications: Graduated in commerce from the University of Cape Town, CA(SA)		FOR
Ordinary resolution number 4	To re-elect John Nicholas as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Memorandum of Incorporation of Mondi Limited and the Articles of Association of Mondi plc.		
4.1	Mr John Nicholas (60) Non-executive director Appointed: October 2009 Qualifications: MBA from Kingston University, chartered accountant (UK)	[MOTIVATION: Mr Nicholas is now over-extended following his becoming chairman of another listed company.]	AGAINST
Ordinary resolution number 5	To re-elect Peter Oswald as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Memorandum of Incorporation of Mondi Limited and the Articles of Association of Mondi plc.		
5.1	Mr Peter Oswald (54) Chief executive officer: Europe & International Division Appointed: January 2008 Qualifications: Graduated in law from the University of Vienna and in business administration from WU-Vienna Business School		FOR
Ordinary resolution	To re-elect Fred Phaswana as a director of Mondi Lim-		

number 6	ited and Mondi plc in accordance with the provisions of the Memorandum of Incorporation of Mondi Limited and the Articles of Association of Mondi plc.		
6.1	Mr Fred Phaswana (72) Joint chairman Appointed: June 2013 Qualifications: MA (Unisa), BCom (Hons) (RAU), BA (Philosophy, Politics and Economics) (Unisa)		FOR
Ordinary resolution number 7	To re-elect Dominique Reiniche as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Memorandum of Incorporation of Mondi Limited and the Articles of Association of Mondi plc.		
7.1	Ms Dominique Reiniche (61) Non-executive director Appointed: October 2015 Qualifications: MBA from ESSEC Business School in Paris		FOR
Ordinary resolution number 8	To re-elect David Williams as a director of Mondi Limited and Mondi plc in accordance with the provisions of the Memorandum of Incorporation of Mondi Limited and the Articles of Association of Mondi plc.		
8.1	Mr David Williams (71) Joint chairman Appointed: May 2007 Qualifications: Graduated in economics from Manchester University, chartered accountant (UK)		FOR
Ordinary resolution number 9	Subject to her election as a director pursuant to resolution 1, to elect Tanya Fratto, who fulfils the requirements of section 94(4) of the South African Companies Act 2008, as a member of the DLC audit committee of Mondi Limited and Mondi plc, to hold office until the conclusion of the Annual General Meetings of Mondi Limited and Mondi plc to be held in 2018.		
9.1	Ms Tanya Fratto (see above)		FOR
Ordinary resolution number 10	Subject to his re-election as a director pursuant to resolution 2, to elect Stephen Harris, who fulfils the requirements of section 94(4) of the South African Companies Act 2008, as a member of the DLC audit committee of Mondi Limited and Mondi plc, to hold office until the conclusion of the Annual General Meetings of Mondi Limited and Mondi plc to be held in 2018.		
10.1	Mr Stephen Harris (see above)		FOR
Ordinary resolution number 11	Subject to his re-election as a director pursuant to resolution 4, to elect John Nicholas, who fulfils the requirements of section 94(4) of the South African Companies Act 2008, as a member of the DLC audit committee of Mondi Limited and Mondi plc, to hold office until the conclusion of the Annual General Meetings of Mondi Limited and Mondi plc to be held in 2018.		
11.1	Mr John Nicholas (see above)		AGAINST
Ordinary resolution number 12	To receive the audited financial statements of Mondi Limited for the year ended 31 December 2016, together with the reports of the DLC audit committee, the directors and the auditors of Mondi Limited.		FOR
Ordinary resolution number 13	To endorse Mondi Limited's remuneration policy as set out in the remuneration report of Mondi Limited for the year ended 31 December 2016.		FOR
Special resolution			
Special resolution number 1 (Ordinary resolution #14)	That the remuneration of the non-executive directors be approved, in terms of section 66(9) of the South African Companies Act 2008 and the Mondi Limited Memorandum of Incorporation, at the level of fees paid in	[MOTIVATION: The resolution is an omnibus one, which we do not support. In addition, the	AGAINST

	respect of the 2016 financial year escalated by a maximum of 2% with effect from the date of this Annual General Meeting.	ratio of the chairmen's fees to those of ordinary directors, is far in excess of 200%.]	
Ordinary resolutions			
Ordinary resolution number 15	Subject to the passing of resolution 26, to declare a final dividend of 522,70920 rand cents per ordinary share in Mondi Limited for the year ended 31 December 2016.		FOR
Ordinary resolution number 16	To appoint PricewaterhouseCoopers Inc as auditors, and JFM Kotzé as the registered auditor responsible for the audit, of Mondi Limited to hold office until the conclusion of the Annual General Meeting of Mondi Limited to be held in 2018.		
16.1	PricewaterhouseCoopers Inc		FOR
Ordinary resolution number 17	To authorise the DLC audit committee to determine the remuneration of PricewaterhouseCoopers Inc.		FOR
Special resolution			
Special resolution number 2 (Ordinary resolution #18)	That, to the extent required by the South African Companies Act 2008 (the SA Companies Act) and subject to compliance with the requirements of the SA Companies Act, the Listings Requirements of the JSE Limited and the Memorandum of Incorporation of Mondi Limited (each as presently constituted and as amended from time to time), the directors of Mondi Limited may authorise Mondi Limited to provide direct or indirect financial assistance, including by way of lending money, guaranteeing a loan or other obligation, and securing any debt or obligation, or otherwise to any related or inter-related company or corporation (or to any future related or inter-related company or corporation), and/or to a present or future member of a related or inter-related company or corporation, and/or to a person related to any such company, corporation or member.	[MOTIVATION: We do not support the provision of financial assistance to a director or employee.]	AGAINST
Ordinary resolutions			
Ordinary resolution number 19	That the directors of Mondi Limited be authorised to allot and issue and/or to grant options to subscribe for, a number of authorised but unissued shares equal to 5% of the issued ordinary shares of Mondi Limited, at their discretion until the Annual General Meeting of Mondi Limited to be held in 2018, subject to the provisions of the South African Companies Act 2008, the Listings Requirements of the JSE Limited and the Memorandum of Incorporation of Mondi Limited (each as presently constituted and as amended from time to time).	[MOTIVATION: We do not support such resolutions, preferring instead that shareholder be approached for a specified transaction.]	AGAINST
Ordinary resolution number 20	That the directors of Mondi Limited be authorised to allot and issue and/or to grant options to subscribe for, a number of authorised but unissued shares equal to 5% of the issued special converting shares of Mondi Limited.	[MOTIVATION: We do not support such resolutions, preferring instead that shareholder be approached for a specified transaction.]	AGAINST
Ordinary resolution number 21	That, subject to the passing of resolution 19, in accordance with the South African Companies Act 2008, the Listings Requirements of the JSE Limited and the Memorandum of Incorporation of Mondi Limited (each as presently constituted and as amended from time to time), the directors of Mondi Limited are authorised by way of a general authority to allot and issue up to 5,915,648 Mondi Limited ordinary shares (representing 5% of Mondi Limited's issued ordinary shares) for cash as and when suitable situations arise.	[MOTIVATION: We do not support such resolutions, preferring instead that shareholder be approached for a specified transaction.]	AGAINST
Special resolution			
Special resolution number 3 (Ordinary	That, in accordance with the Memorandum of Incorporation of Mondi Limited and with effect from 11 May	[MOTIVATION: We do not support share buy-	AGAINST

resolution #22)	2017, Mondi Limited hereby approves as a general authority contemplated in paragraph 5.72 of the Listings Requirements of the JSE Limited, the acquisition by Mondi Limited, or any of its subsidiaries from time to time, of the issued ordinary shares of Mondi Limited.	backs, as we do not regard them as in the company's interests.]	
Ordinary resolutions			
Ordinary resolution number 23	To receive the audited financial statements of Mondi plc for the year ended 31 December 2016, together with the reports of the DLC audit committee, the directors and the auditors of Mondi plc.		FOR
Ordinary resolution number 24	To approve the directors' remuneration policy of Mondi plc as set out on pages 111 to 117 of the Mondi Group Integrated report and financial statements 2016.		FOR
Ordinary resolution number 25	To approve the directors' remuneration report of Mondi plc, other than the part containing the directors' remuneration policy, for the year ended 31 December 2016 as set out on pages 118 to 129 of the Mondi Group Integrated report and financial statements 2016.	[MOTIVATION: This resolution is viewed to include approval of the fees paid to non-executive directors and we do not support those, for the reasons provided under resolution 14 (special resolution 1).	AGAINST
Ordinary resolution number 26	Subject to the passing of resolution 15, to declare a final dividend of 38.19 euro cents per ordinary share in Mondi plc for the year ended 31 December 2016.		FOR
Ordinary resolution number 27	To appoint PricewaterhouseCoopers LLP as auditors of Mondi plc to hold office until the conclusion of the Annual General Meeting of Mondi plc to be held in 2018.		
27.1	PricewaterhouseCoopers LLP		FOR
Ordinary resolution number 28	To authorise the DLC audit committee to determine the remuneration of PricewaterhouseCoopers LLP.		FOR
Ordinary resolution number 29	That the directors of Mondi plc be generally and unconditionally authorised pursuant to and in accordance with section 551 of the UK 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 €4,855,537.60.	[MOTIVATION: We do not support such resolutions, preferring instead that shareholder be approached for a specified transaction.]	AGAINST
Special resolutions			
Special resolution number 4 (Ordinary resolution #30)	That, subject to the passing of resolution 29, the directors of Mondi plc be authorised to allot equity securities (as defined in section 560(1) of the UK Companies Act 2006) for cash under the authority given in resolution 29 and/or to sell ordinary shares held by Mondi plc as treasury shares for cash as if section 561 of the UK 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 of Mondi plc 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 €3,672,408, being 5% of the nominal value of the existing issued share capital as at 14 March 2017; such authority to expire at the conclusion of the next Annual General Meeting of Mondi plc to be held in 2018 or, if earlier, 30 June 2018, but, in each case, so that Mondi plc may make offers and enter into	[MOTIVATION: We do not support such resolutions, preferring instead that shareholder be approached for a specified transaction.]	AGAINST

	<p>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 30, 'Rights Issue' has the meaning given to the term in the Articles of Association of Mondi plc.</p>		
<p>Special resolution number 5 (Ordinary resolution #31)</p>	<p>That Mondi plc is generally and unconditionally authorised for the purpose of section 701 of the UK Companies Act 2006 to make market purchases (as defined in section 693 of the UK Companies Act 2006) of its own ordinary shares of €0.20 each in the capital of Mondi plc provided that:</p> <ul style="list-style-type: none"> i. the maximum number of ordinary shares which may be purchased is 18,362,040 (representing 5% of Mondi plc's issued ordinary share capital); 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 of Mondi plc to be held in 2018 or, if earlier, 30 June 2018 (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). 	<p>[MOTIVATION: We do not support share buy-backs, as we do not regard them as in the company's interests.]</p>	<p>AGAINST</p>