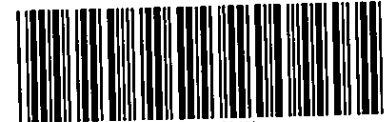


Company Number 06209386
The Companies Act 2006
COMPANY LIMITED BY SHARES

Resolutions
of
Mondi plc (the 'Company')

Passed on 12 May 2016

SATURDAY



A24 *A57015UI* 14/05/2016 #84
COMPANIES HOUSE

At the ANNUAL GENERAL MEETING of the Company held on Thursday 12 May 2016 the following Resolutions were duly passed of which Resolution 31 was duly passed as an ORDINARY RESOLUTION of the Company and Resolutions 32 and 33 were duly passed as SPECIAL RESOLUTIONS of the Company

- 31 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 Such authority to apply in substitution for all previous authorities pursuant to section 551 of the UK Companies Act 2006 and to expire at the conclusion of the next Annual General Meeting of Mondi plc to be held in 2017, or if earlier, 30 June 2017, 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
- 32 That, subject to the passing of resolution 31, the directors of Mondi plc be empowered to allot equity securities (as defined in section 560(1) of the UK Companies Act 2006) wholly for cash pursuant to the authority given in resolution 31 in connection with (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 of equity securities up to an aggregate nominal value of €3,672,408, as if section 561(1) of the UK Companies Act 2006, to the extent applicable, did not apply to any such allotment, such power to expire at the conclusion of the next Annual General Meeting of Mondi plc to be held in 2017 or, if earlier, 30 June 2017, but so that Mondi plc may make offers and enter into agreements which would, or might, require equity securities to be allotted after the power expires
- 33 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
- 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 2017 or, if earlier, 30 June 2017 (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)



Carol Anne Hunt
Secretary
13 May 2016