

Company Number 06209386

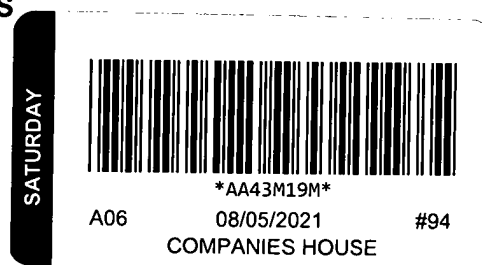
The Companies Act 2006

COMPANY LIMITED BY SHARES

Resolutions

of

Mondi plc (the 'Company')



Passed on 6 May 2021

At the ANNUAL GENERAL MEETING of the Company held on Thursday 6 May 2021 the following Resolutions were duly passed of which Resolution 16 was duly passed as an ORDINARY RESOLUTION of the Company and Resolutions 17, 18, 19 and 20 were duly passed as SPECIAL RESOLUTIONS of the Company.

16. 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 2022, or if earlier, 30 June 2022, 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.
17. That, subject to the passing of resolution 16, 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 16 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 11 March 2021;

such authority to expire at the conclusion of the next Annual General Meeting to be held in 2022 or, if earlier, 30 June 2022, but in each case so that the Mondi plc 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.

18. 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);
 - 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 2022 or, if earlier, 30 June 2022 (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).
19. That, with effect from the end of the Annual General Meeting, the Articles of Association in the form produced to the meeting and initialled by the Chair of the meeting for the purpose of identification be adopted as the Articles of Association of Mondi plc in substitution for, and to the exclusion of, the existing Articles of Association.
20. That a general meeting other than an annual general meeting may be called on not less than '14 days' clear notice.



Jennifer Hampshire
Secretary
6 May 2021