

**Company Number 06209386**  
**The Companies Act 2006**  
**COMPANY LIMITED BY SHARES**

**Resolutions**  
**of**  
**Mondi plc (the 'Company')**

**Passed on 15 January 2024**

TUESDAY



A8      \*ACUTCCXN\*      16/01/2024      #16  
COMPANIES HOUSE

At the GENERAL MEETING of the Company held on Monday 15 January 2024, the following Resolutions were duly passed of which Resolution 3 was duly passed as an ORDINARY RESOLUTION of the Company and Resolutions 4 and 5 were duly passed as SPECIAL RESOLUTIONS of the Company.

3. THAT, subject to and conditional on the passing of Resolutions 1 and 2 and Admission (as defined in Resolution 1), and in place of the equivalent authority given to the Directors at the last annual general meeting of the Company (but without prejudice to the continuing authority of the Directors to allot equity securities pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot New Ordinary Shares or grant rights to subscribe for or to convert any security into New Ordinary Shares up to an aggregate nominal amount of €4,855,537.83, such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Act and expire at the conclusion of the Company's next annual general meeting or at the close of business on 30 June 2024, whichever is the earlier, but, in each case, so that the Company may, before such expiry, make offers and enter into agreements during the relevant period which would, or might, require New Ordinary Shares to be allotted or rights to subscribe for or to convert any security into New Ordinary Shares to be granted after the authority given by this Resolution 3 has expired.
4. THAT, subject to and conditional on the passing of Resolutions 1, 2 and 3 and Admission (as defined in Resolution 1), and in place of the equivalent authority given to the Directors at the last annual general meeting of the Company (but without prejudice to the continuing authority of the Directors to disapply pre-emption rights in connection with an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Act) for cash under the authority given by Resolution 3 above and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if Section 561(1) of the Act did not apply to any such allotment or sale, such authority being limited to:
  - i. a Rights Issue to 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 €4,855,537.83, being 5% of the nominal value of the issued Ordinary Share capital, excluding treasury shares, immediately after the Share Consolidation referred to in Resolution 2,

such authority to expire at the conclusion of the next annual general meeting of the Company or at the close of business on 30 June 2024, whichever is the earlier, but in each case so that the Company may, before such expiry, 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 granted by this Resolution 4 has expired 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 4, 'Rights Issue' has the meaning given to the term in the Articles of Association.

5. THAT, subject to and conditional on the passing of Resolutions 1 and 2 and Admission (as defined in Resolution 1), and in place of the similar authority given to the Directors at the last annual general meeting of the Company (but without prejudice to the continuing authority of the Directors to make market purchases of Ordinary Shares pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), the Company is hereby unconditionally and generally authorised for the purpose of Section 701 of the Act to make market purchases (as defined in Section 693 of the Act) of New Ordinary Shares, provided that:
  - (a) the maximum aggregate number of New Ordinary Shares which may be purchased under this authority is 22,070,626 (representing five per cent. of the total issued Ordinary Share capital of the Company, excluding treasury shares, immediately after the Share Consolidation referred to in Resolution 2);
  - (b) the minimum price which may be paid for a New Ordinary Share is €0.22;
  - (c) the maximum price which may be paid for a New Ordinary Share is no more than five per cent. above the average of the middle market quotations of the ordinary shares of the Company 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
  - (d) this authority shall expire at the conclusion of the next annual general meeting of the Company or at the close of business on 30 June 2024, whichever is earlier (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry), unless such authority is renewed prior to such time.



Jennifer Hampshire  
Secretary  
15 January 2024