

Mondi plc

Incorporated in England and Wales

Registered number: 6209386

LEI: 213800LOZA69QFDC9N34

LSE share code: MNDI ISIN: GB00BMWC6P49

JSE share code: MNP

11 March 2024

FORM 8 (OPD) AMENDMENT

Amendment to Share Incentive Plan holdings – Section 3(A) and footnotes 2 and 3 amended from version of 22 February 2024.

PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER
Rules 8.1 and 8.2 of the Takeover Code (the “Code”)

1. KEY INFORMATION

(a) Full name of discloser:	Mondi plc
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	N/A
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	Mondi plc
(d) Is the discloser the offeror or the offeree?	OFFEROR
(e) Date position held: <i>The latest practicable date prior to the disclosure</i>	22 February 2024
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <i>If it is a cash offer or possible cash offer, state “N/A”</i>	No

2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates

Class of relevant security:	Ordinary shares in Mondi plc			
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	Nil	-	Nil	-
(2) Cash-settled derivatives:	Nil	-	Nil	-
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	Nil	-	Nil	-

TOTAL:	Nil	-	Nil	-
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All interests and all short positions should be disclosed.

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

(b) Rights to subscribe for new securities

Class of relevant security in relation to which subscription right exists:	N/A
Details, including nature of the rights concerned and relevant percentages:	N/A

3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE

Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:

(A) Interests in Mondi plc ordinary shares held by the directors of Mondi plc and their close relatives and related trusts

Mondi plc Director	Number of relevant securities owned and/or controlled	%¹
Philip Yea	25,000	0.00
Andrew King	191,154 ²	0.04
Michael Powell	36,514 ³	0.00
Svein Richard Brandtzaeg	1,136	0.00
Susan Clark	3,845	0.00
Saki Macozoma	400	0.00
Dominique Reiniche	909	0.00
Angela Strank	817	0.00
Stephen Young	1,841	0.00

(B) Interests under the Mondi plc share plans held by the directors of Mondi plc

Mondi plc Director	Number of	Grant Date	Vesting Date⁴	Expiry Date⁵	Exercise Price
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¹ Rounded down to two decimal places.

² The total of which includes 6,312 shares held in the trust for Mondi plc's Share Incentive Plan on behalf of Andrew King. There are no dealing discretions in respect of such shares.

³ The total of which includes 596 shares held in the trust for Mondi plc's Share Incentive Plan on behalf of Michael Powell. There are no dealing discretions in respect of such shares.

⁴ Mondi plc's established practice is that Vesting Dates fall as soon as is practicable following the announcement of Mondi plc's preliminary results each year, and therefore the dates vary depending on when results are announced.

⁵ Expiry Dates flow from the relevant Vesting Dates, and therefore vary depending on when Mondi plc's preliminary results are announced. Expiry Dates generally occur 12 months after the relevant Vesting Dates, but Mondi plc retains discretion to extend such periods in accordance with the relevant plan rules.

	relevant securities				
Andrew King	18,970 (BSP)	12/03/21	29 February 2024	On or around 29 February 2025	Nil cost
	128,675 (LTIP)	12/03/21	29 February 2024	On or around 29 February 2025	Nil cost
	64,849 (BSP)	10/03/22	On or around 10 March 2025	On or around 10 March 2026	Nil cost
	170,389 (LTIP)	10/03/22	On or around 10 March 2025	On or around 10 March 2026	Nil cost
	63,779 (BSP)	06/03/23	On or around 6 March 2026	On or around 6 March 2027	Nil cost
	175,110 (LTIP)	06/03/23	On or around 6 March 2026	On or around 6 March 2027	Nil cost
Michael Powell	2,038 (BSP)	12/03/21	29 February 2024	On or around 29 February 2025	Nil cost
	74,916 (LTIP)	12/03/21	29 February 2024	On or around 29 February 2025	Nil cost
	37,607 (BSP)	10/03/22	On or around 10 March 2025	On or around 10 March 2026	Nil cost
	99,201 (LTIP)	10/03/22	On or around 10 March 2025	On or around 10 March 2026	Nil cost
	37,761 (BSP)	06/03/23	On or around 6 March 2026	On or around 6 March 2027	Nil cost
	101,947 (LTIP)	06/03/23	On or around 6 March 2026	On or around 6 March 2027	Nil cost

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

<p>Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it: <i>Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"</i></p>
None

(b) Agreements, arrangements or understandings relating to options or derivatives

<p>Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to: (i) the voting rights of any relevant securities under any option; or (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced: <i>If there are no such agreements, arrangements or understandings, state "none"</i></p>
None

(c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	NO

Date of disclosure:	11 March 2024
Contact name:	Jenny Hampshire
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Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.

The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at www.thetakeoverpanel.org.uk.

Sponsor in South Africa: Merrill Lynch South Africa Proprietary Limited t/a BofA Securities.