

DRAFT RESOLUTION No. [•]
dated [•][•] 2012
of the General Meeting of
Mondi Świecie S.A. with its registered seat in Świecie (the “Company”)
to recertificate all shares in the Company (cancellation of the dematerialised form of shares) and to
delist them from the regulated market operated by the Warsaw Stock Exchange (Giełda Papierów
Wartościowych w Warszawie)

WHEREAS:

- a) The share capital of the Company amounts to PLN 50,000,000 (fifty million) and is divided into 50,000,000 (fifty million) A series shares with a par value of PLN 1 (one) each, bearing the following ISIN code: PLCELZA00018. All the shares have been dematerialised, admitted and introduced to trading on the regulated market operated by the Warsaw Stock Exchange;
- b) On 16 February 2012, Framondi N.V. with its registered seat in Maastricht and Mondi International Holdings B.V. with its registered seat in Maastricht (jointly the “**Inviting Entities**”), pursuant to Article 74 section 1 and Article 91 section 6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and on Public Companies dated 29 July 2005 (the “**Act on Offering**”), acting in concert as referred to in Article 87 section 1 item 5 of the Act on Offering, announced a tender offer to subscribe for the sale of shares in the Company (the “**Tender Offer**”). In the Tender Offer, the Inviting Entities stated that they planned to have shares in the Company recertificated and delisted from the regulated market. Furthermore, they stated that once they have acquired at least 90% of the total voting rights at the general meeting of the Company, they would consider implementing a squeeze-out in the respect of the shares in the Company held by minority shareholders (the “**Squeeze-Out**”);
- c) On 25 April 2012, Framondi N.V. with its registered seat in Maastricht requested, pursuant to Article 91 section 5 and section 6 of the Act on Offering, the adoption of a resolution to recertificate shares in the Company (the cancellation of the dematerialised form of shares) and to delist them from the regulated market operated by the Warsaw Stock Exchange be placed on the agenda of the General Meeting of the Company.

The General Meeting of the Company hereby resolves as follows:

§ 1

Acting pursuant to Article 91 section 4 of the Act on Offering, the General Meeting of the Company hereby resolves to recertificate all dematerialised shares in the Company, i.e. 50,000,000 (fifty million) A series shares bearing the following ISIN code: PLCELZA00018 (the cancellation of the dematerialised form of shares).

§ 2

The General Meeting of the Company authorises the Management Board of the Company to request the Polish Financial Supervision Authority (*Komisja Nadzoru Finansowego*) to grant approval for the recertification of shares in the Company (the cancellation of the dematerialised form of shares) pursuant to Article 91 section 1 of the Act on Offering and for the performance by the Management Board of any and all acts and deeds as may be necessary for the shares in the Company to be recertificated and delisted from the regulated market.

§ 3

The resolution will come into effect on the day when the rights attached to the shares in the Company covered by the Squeeze-Out have been transferred to Framondi N.V. with its registered seat in Maastricht or Mondi International Holdings B.V. with its registered seat in Maastricht, i.e. on the day

when Framondi N.V. and Mondi International Holdings B.V. will jointly hold 50,000,000 (fifty million) shares in the Company representing 100% of the share capital of the Company and carrying 100% of the voting rights at the general meeting of the Company.

GROUND

The grounds comply with the principle set out in section II.5 of the Code of Best Practice for WSE Listed Companies (*Dobre Praktyki Spółek Notowanych na GPW*).

Further to the request made by Framondi N.V., the recertification of shares in the Company and the delisting thereof from the regulated market are consistent with the shareholder's strategy pursued to date in respect of the Company, which was announced to the general public.