Draft of Resolution No. 1
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

regarding the approval of the agenda.

The following agenda of the Meeting is hereby approved:

1. Opening of the Meeting and appointment of the Chairman of the Meeting.

2. Acknowledgement that the Meeting was properly convened and that it is empowered to adopt resolutions.

3. Election of the Scrutiny Committee.

4. Adoption of the agenda of the Meeting.

5. Examination of the report of the Management Board on the Company's activities and of the financial statements for 2011.

6. Examination of the report of the Management Board regarding the activities and the consolidated financial statements of the Capital Group Mondi Świecie S.A. for 2011.

7. Report of the Supervisory Board for 2011.

8. Adoption of the resolutions regarding:

    a) approval of the report of the Management Board on the Company's activities and of the financial statements for 2011,

    b) approval of the report of the Management Board regarding the activities and the consolidated financial statements of the Capital Group Mondi Świecie S.A. for 2011,

    c) acknowledgement of fulfilment of duties by the Management Board in 2011,
    d) acknowledgement of fulfilment of duties by the Supervisory Board in 2011,
    e) distribution of profit,
    d) amendments to the Company's Statute.

9. Adoption of a resolution to recertificate all shares in the Company (cancellation of the dematerialised form of shares) and to delist them from the regulated marked operated by the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie).

10. Changes in the composition of the Supervisory Board of the Company.

11. Closing of the Meeting.

Draft of Resolution No. 2
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

regarding the approval of the report of the Management Board
on the Company's business activities
and of the financial statements for the year 2011.

Pursuant to articles 393 (1) and 395 § 2 (1) of the Commercial Companies Code and § 30 (1)(1) of the Company's Statute, the General Meeting resolves as follows:

The General Meeting, after examining, hereby approves the report of the Management Board on the Company's business activities and the audited financial statements for the year 2011, including:

- statement of financial position prepared as at December 31st, 2011, with total assets and liabilities plus equity of PLN 2,726,210, 340.84;
- statement of comprehensive income for the period from January 1st, 2011 to December 31st, 2011, with a net profit of PLN 395,760,232.97 and total comprehensive income of PLN 395,760,232.97;
- statement of changes in equity for the period from January 1st, 2011 to December 31st, 2011 , disclosing an increase in equity of PLN 395,760,232.97;
- statement of cash flows for the period from January 1st, 2011 to December 31st, 2011, showing a cash inflow of PLN 436,398,980.46;
- notes, comprising a summary of significant accounting policies and other explanatory information.

Draft Resolution No. 3
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

regarding the approval of the report of the Management Board
on the business activities of Mondi Świecie Capital Group
and of the consolidated financial statements of Capital Group for the year 2011.

Pursuant to article 395 § 5 of the Commercial Companies Code and article 63 c (4) of the Accounting Law as of 29 September 1994, the General Meeting resolves as follows:

The General Meeting, after examining, hereby approves the report of the Management Board on the business activities of Mondi Świecie Capital Group for the year 2011 and the audited consolidated financial statements of the Capital Group for the year 2011, including:

a) consolidated statement of financial position prepared as at December 31st, 2011, with total assets and liabilities plus equity of PLN 2,728,591,612.62;

b) consolidated statement of comprehensive income for the period from January 1st, 2011 to December 31st, 2011, with a net profit of PLN 395,994,793.31 and total comprehensive income of PLN 395,994,793.31;

c) consolidated statement of changes in equity for the period from January 1st, 2011 to December 31st, 2011, disclosing an increase in equity of PLN 395,994,793.31;

d) consolidated statement of cash flows for the period from January 1st, 2011 to December 31st, 2011, showing a cash inflow of PLN 466,020,682.34;

e) notes, comprising a summary of significant accounting policies and other explanatory information.

Draft Resolution No. 4
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

regarding the acknowledgement of fulfilment of duties
by the President of the Management Board in 2011.

Pursuant to articles 393 (1) and 395 § 2 (3) of the Commercial Companies Code and § 30 (1) (3) of the Company's Statute, the General Meeting resolves as follows:

The fulfilment of duties by Mr Maciej Kunda, President of the Management Board of the Company for the period of time from January 1st, 2011 to December 31st, 2011 is hereby acknowledged.

Draft of Resolution No. 5
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

regarding the acknowledgement of fulfilment of duties
by the Member of the Management Board in 2011.

Pursuant to articles 393 (1) and 395 § 2 (3) of the Commercial Companies Code and § 30 (1) (3) of the Company's Statute, the General Meeting resolves as follows:

The fulfilment of duties by Mr Bogusław Bielecki, Member of the Management Board of the Company for the period of time from January 1st, 2011 to December 31st, 2011 is hereby acknowledged.

Draft of Resolution No. 6
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

regarding the acknowledgement of fulfilment of duties
by the Member of the Management Board in 2011.

Pursuant to articles 393 (1) and 395 § 2 (3) of the Commercial Companies Code and § 30 (1) (3) of the Company's Statute, the General Meeting resolves as follows:

The fulfilment of duties by Mr Tomasz Katewicz, Member of the Management Board of the Company for the period of time from January 1st, 2011 to December 31st, 2011 is hereby acknowledged.

Draft of Resolution No. 7
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

regarding the acknowledgement of fulfilment of duties
by the Member of the Management Board in 2011.

Pursuant to articles 393 (1) and 395 § 2 (3) of the Commercial Companies Code and § 30 (1) (3) of the Company's Statute, the General Meeting resolves as follows:

The fulfilment of duties by Mr Florian Stockert, Member of the Management Board of the Company for the period of time from January 1st, 2011 to December 31st, 2011 is hereby acknowledged.

Draft of Resolution No. 8
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

regarding the acknowledgement of fulfilment of duties by the Member of the Management Board in 2011.

Pursuant to articles 393 (1) and 395 § 2 (3) of the Commercial Companies Code and § 30 (1) (3) of the Company's Statute, the General Meeting resolves as follows:

The fulfilment of duties by Mr Jan Żukowski, Member of the Management Board of the Company for the period of time from January 1st, 2011 to December 31st, 2011 is hereby acknowledged.

Draft of Resolution No. 9
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

regarding the acknowledgement of fulfilment of duties
by the Chairman of the Supervisory Board in 2011.

Pursuant to articles 393 (1) and 395 § 2 (3) of the Commercial Companies Code and § 30 (1) (3) of the Company's Statute, the General Meeting resolves as follows:

The fulfilment of duties by Mr Peter Oswald, Chairman of the Supervisory Board of the Company for the period of time from January 1st, 2011 to December 31st, 2011 is hereby acknowledged.

Draft of Resolution No. 10
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

regarding the acknowledgement of fulfilment of duties
by the Deputy Chairman of the Supervisory Board in 2011.

Pursuant to articles 393 (1) and 395 § 2 (3) of the Commercial Companies Code and § 30 (1) (3) of the Company's Statute, the General Meeting resolves as follows:

The fulfilment of duties by Mr Peter Machacek, Deputy Chairman of the Supervisory Board of the Company for the period of time from January 1st, 2011 to December 31st, 2011 is hereby acknowledged.

Draft of Resolution No. 11
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

regarding the acknowledgement of fulfilment of duties
by the Secretary of the Supervisory Board in 2011.

Pursuant to articles 393 (1) and 395 § 2 (3) of the Commercial Companies Code and § 30 (1) (3) of the Company's Statute, the General Meeting resolves as follows:

The fulfilment of duties by Mr Jarosław Kurznik, Secretary of the Supervisory Board of the Company for the period of time from January 1st, 2011 to December 31st, 2011 is hereby acknowledged.

Draft of Resolution No. 12
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

regarding the acknowledgement of fulfilment of duties by the Member of the Supervisory Board in 2011.

Pursuant to articles 393 (1) and 395 § 2 (3) of the Commercial Companies Code and § 30 (1) (3) of the Company's Statute, the General Meeting resolves as follows:

The fulfilment of duties by Mr Ryszard Gackowski, Member of the Supervisory Board of the Company for the period of time from January 1st, 2011 to December 31st, 2011 is hereby acknowledged.

Draft of Resolution No. 13
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

regarding the acknowledgement of fulfilment of duties
by the Member of the Supervisory Board in 2011.

Pursuant to articles 393 (1) and 395 § 2 (3) of the Commercial Companies Code and § 30 (1) (3) of the Company's Statute, the General Meeting resolves as follows:

The fulfilment of duties by Mr Franz Hiesinger, Member of the Supervisory Board of the Company for the period of time from January 1st, 2011 to December 31st, 2011 is hereby acknowledged.

Draft of Resolution No. 14
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

regarding the acknowledgement of fulfilment of duties
by the Member of the Supervisory Board in 2011.

Pursuant to articles 393 (1) and 395 § 2 (3) of the Commercial Companies Code and § 30 (1) (3) of the Company's Statute, the General Meeting resolves as follows:

The fulfilment of duties by Mr Karol Mergler, Member of the Supervisory Board of the Company for the period of time from January 1st, 2011 to December 31st, 2011 is hereby acknowledged.

Draft of Resolution No. 15
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

regarding the acknowledgement of fulfilment of duties
by the Member of the Supervisory Board in 2011

Pursuant to articles 393 (1) and 395 § 2 (3) of the Commercial Companies Code and § 30 (1) (3) of the Company's Statute, the General Meeting resolves as follows:

The fulfilment of duties by Mr Klaus Peller, Member of the Supervisory Board of the Company for the period of time from January 1st, 2011 to December 31st, 2011 is hereby acknowledged.

Draft of Resolution No. 16
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

regarding the acknowledgement of fulfilment of duties
by the Member of the Supervisory Board in 2011.

Pursuant to articles 393 (1) and 395 § 2 (3) of the Commercial Companies Code and § 30 (1) (3) of the Company's Statute, the General Meeting resolves as follows:

The fulfilment of duties by Mr Ladimir Enore Pellizzaro, Member of the Supervisory Board of the Company for the period of time from January 1st, 2011 to December 31st, 2011 is hereby acknowledged.

Draft of Resolution No. 17
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

regarding the acknowledgement of fulfilment of duties
by the Member of the Supervisory Board in 2011.

Pursuant to articles 393 (1) and 395 § 2 (3) of the Commercial Companies Code and § 30 (1) (3) of the Company's Statute, the General Meeting resolves as follows:

The fulfilment of duties by Mr Walter Seyser, Member of the Supervisory Board of the Company for the period of time from January 1st, 2011 to December 31st, 2011 is hereby acknowledged.

Draft of Resolution No. 18
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

regarding the distribution of profit.

Pursuant to art. 395 § (2) of the Commercial Companies Code and § 30 (1) (2) and § 33 (1) and (2) of the Company's Statute, the General Meeting resolves as follows:

1. The reserve capital of the Company is created out of the profit and is designated for payment of dividend or advance payment towards anticipated dividend. The Management Board may administer the reserve capital for the purpose of paying advance payments.

2. The net profit of the Company gained in 2011 in the amount of 395,760.232.97 (say: three hundred ninety five million seven hundred sixty thousand two hundred thirty two 97/100) shall be allocated as a whole to the reserve capital of the Company, designated for the payment of dividend or advance payment towards anticipated dividend as referred to under point 1 hereof.

Grounds for profit distribution:

The reason for the proposal of the Management Board not to pay dividends comprises exercising the Voluntary Call Option, which results in the acquisition of all shares in Saturn Management Sp. z o.o. and all the rights and obligations of a limited partner in Saturn Management sp. k, with Mondi's take-over of all the liabilities, including the liabilities arising out of credits and loans drawn by SM sp. k.

Draft of Resolution No. 19
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

regarding the amendments to the Company's Statute.

Pursuant to art. 430 §1 of the Commercial Companies Code and § 30 (1) (5) of the Company's Statute, the General Meeting resolves as follows:

1. Point (e) in paragraph 14 (2) of the Company's Statute shall have the following wording:

   e) significant agreements (including agreements with related entities as referred to in the law on information to be provided on a current and periodical basis by issuers of securities), which is:

      - agreements that do not exceed one year duration and the value of which exceeds the equivalent of 1,000,000 EUR,

      - agreements that exceed one year duration and the value of which exceeds the equivalent of 500,000 EUR per year;

except for the agreements to complete investment projects that have been approved in the annual budget and are released by the Supervisory Board on a quarterly basis.

2. The amendments to the Statute set forth in this resolution shall become effective on the day of registration thereof by the Court.

Grounds for amendments:

Increase in the limit values for the agreements is related to the Company's turn-over and is adequate to the size of Mondi Świecie business, in particular that the agreements of such values cover primarily the procurement of basic raw materials (wood, recovered paper, coal), remain within the scope of current business and ensure smooth operation of the Mill.

Draft of Resolution No. 20
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

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 Ordinary General Meeting of the Company.

The Ordinary General Meeting of the Company hereby resolves as follows:

§ 1

Acting pursuant to Article 91 section 4 of the Act on Offering, the Ordinary 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 Ordinary 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.

GROUNDS

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.

Draft of Resolution No. 21
of the Ordinary General Meeting of Mondi Świecie S.A.

held on May 30th, 2012

regarding changes in the composition of the Supervisory Board of the Company.

Pursuant to § 17 (2) of the Company's Statute, the following resolution is adopted:

1. The General Meeting of the Company acknowledges Mr. Ladimir Enore Pellizzaro's resignation from his membership in the Supervisory Board of the Company and appoints …………………………….... as Member of the Supervisory Board of Mondi Świecie S.A.

2. The General Meeting of the Company acknowledges Mr. Klaus Peller's resignation from his membership in the Supervisory Board of the Company and appoints ………………………… as Member of the Supervisory Board of Mondi Świecie S.A.

3. The resolution becomes effective upon its adoption.