
Sappi Limited
(Incorporated in the Republic of South Africa)
(Registration No. 1936/008963/06)
LEI: 549300SS17XQH8ESJG95
JSE share code: SAP
ISIN: ZAE000006284

Sappi Southern Africa Limited
(Incorporated in the Republic of South Africa)
(Registration number: 1951/003180/06)
LEI: 254900L0UBPY0Q3Q9A51
JSE code: SAPCB
ISIN: ZAE00296083
("Sappi Southern Africa" or "the Issuer")

NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES, ITS TERRITORIES OR IN ANY OTHER JURISDICTION WHERE SUCH DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW

NOTICE OF THE EARLY REDEMPTION OF THE RESIDUAL ZAR1,164,690,000 5.25% CONVERTIBLE BONDS ISSUED BY SAPPI SOUTHERN AFRICA

In accordance with the terms and conditions of Sappi Southern Africa's 5.25% senior unsecured convertible registered bonds due 26 November 2025 (the Bonds), the Issuer hereby gives notice (Optional Redemption Notice) for the early redemption of the Bonds (the Bond Redemption) to the Trustee and each holder of the Bonds (the Bondholders) issued on 25 November 2020 in accordance with Condition 18 (Notices) of the section headed "Terms and Conditions of the Bonds" set out in the debt instrument executed by the Issuer dated 18 November 2020 and incorporated into a Listing Document dated 12 February 2021 (the Terms and Conditions). The purpose of this Optional Redemption Notice is to notify the Trustee and the Bondholders of the early redemption of the Bonds pursuant to Condition 10.2 (Redemption at the Option of the Issuer) of the Terms and Conditions.

Capitalised terms used herein which are not otherwise defined shall bear the meaning ascribed thereto in the Terms and Conditions.

The Issuer proposes, in terms of Condition 10.2 (Redemption at the Option of the Issuer) of the Terms and Conditions, to redeem all, and not only some, of the Bonds outstanding at their par value Principal Amount in an amount of ZAR10,000 per Bond, together with accrued unpaid interest in an amount of ZAR151.03 (15 103 cents) per Bond, up to but excluding the Optional Redemption Date by giving not less than 40 (forty) nor more than 60 (sixty) days' written notice to the Trustee and Bondholders prior to such redemption.

The total Principal Amount due is ZAR1,164,690,000 and the total amount in accrued unpaid interest is ZAR17,590,313.07. The Issuer confirms that, pursuant to Condition 10.2(a)(i), the Volume Weighted Average Price of an Ordinary Share for any Dealing Day exceeds 130% of the Conversion Price in effect (or deemed to be in effect) on such Dealing Days. The Issuer confirms that the lowest daily Volume Weighted Average Price over the last 30 Dealing Days is ZAR39.64207 and the Conversion Price in effect is ZAR29.46209

The Issuer hereby gives written notice to redeem all the Bonds outstanding on Monday, 11 March 2024 (the Optional Redemption Date) pursuant to the Terms and Conditions.

All redeemed Bonds will be cancelled and will no longer be listed on the Main Board of the JSE Limited (JSE).

The Bond Redemption will be carried out in accordance with applicable laws and regulations.

The salient dates relating to the Bond Redemption are as follows:

	2024
Last Date to Trade to participate in the Bond Redemption	Tuesday, 5 March
Bonds suspended on the JSE trading system	Wednesday, 6 March
Record date for the Bond Redemption	Friday, 8 March
Bond Redemption Payment together with interest	Monday, 11 March
Bonds terminated on the JSE trading system at commencement of business	Tuesday, 12 March

Bondholders who do not want their Bonds to be redeemed in accordance with Condition 10.2, may exercise their Conversion Rights in accordance with Condition 9 of the Terms and Conditions at any time up to close of business on Tuesday, 5 March 2024. Any Conversion Notice delivered after this date will not be considered. A Conversion Notice can be obtained from the Conversion Agent.

For a Bondholder to exercise its option to convert its Bonds into the Shares, it is required to do one of the following:

1. Contact its JSE approved Broker and request the Broker to complete and forward a Conversion Notice to the Conversion Agent; or
2. Contact its Central Securities Depository Participant (CSDP) and request the CSDP to complete and forward a Conversion Notice to the Conversion Agent.
3. The Conversion Notice is required to be completed and signed / stamped by the Bondholder's CSDP/ Broker.
4. The completed Conversion Notice must be sent by either SWIFT or e-mail, in the latter instance accompanied by a list of authorised signatories of the Broker or the CSDP, to the Conversion Agent during the Conversion Agent's usual business hours (08:00 to 16:30) on a Business Day.

Details of the Conversion Agent are as follows:

Rand Merchant Bank, a division of FirstRand Bank Limited
for attention: Emil Govender
e-mail address: IBDOBS@rmb.co.za
tel: +27116855879
tel: +27112821303

If delivery of the Conversion Notice is made after 16:30 (Johannesburg time) or on a day which is not a Business Day, such delivery will be deemed to be made on the next following Business Day.

This announcement does not constitute, or form part of, an offer or any solicitation of an offer for securities in any jurisdiction.

The Listing Document is available at:

<https://www.sappi.com/investors> and <http://www.jse.co.za>.

18 January 2024

JSE Debt Sponsor: Nedbank Corporate and Investment Banking, a division of Nedbank Limited

JSE Equity Sponsor: Rand Merchant Bank, a division of FirstRand Bank Limited
