



Sappi Limited

Johannesburg

Announcement

26 March 2019

Sappi Limited
(Incorporated in the Republic of South Africa)
Registration number: 1936/008963/06
JSE share code: SAP
ISIN code: ZAE000006284
LEI Number: 549300SSI7XQH8ESJG95
("Sappi" or the "Company")

Sappi Announces Completion of Refinancing Transaction

Sappi Limited announced today the closing of the offering of €450 million 3½% senior notes due 2026 by its subsidiary Sappi Papier Holding GmbH ("SPH"). The net proceeds from this offering will be used to redeem all of SPH's outstanding €450 million senior notes due 2022 (the "2022 Notes").

With the completion of this refinancing transaction, Sappi has now raised funds sufficient to pay the redemption price of, and accrued interest and any additional amounts payable on, SPH's outstanding 2022 Notes. As such, the Refinancing Condition stated in the notice of redemption issued on March 11, 2019 to holders of the 2022 Notes has been satisfied, and the redemption of the 2022 Notes will proceed as previously described in such notice.

Sponsor : UBS South Africa (Pty) Ltd



This announcement is for information purposes only and does not constitute any offer to sell or the solicitation of an offer to buy any security in the United States or in any other jurisdiction. The notes have not been and will not be registered under the Securities Act or applicable state or foreign securities laws and may not be offered or sold in the United States absent registration under federal or applicable state securities laws or an applicable exemption from such registration requirements.

This announcement shall not be considered an “offer of securities to the public” for purposes of the Luxembourg law on prospectus for public offering dated 10 July 2005. Furthermore, this announcement constitutes neither an offer to sell nor a solicitation to buy securities nor shall it give rise to or require the publication of a prospectus in any EU member state which has implemented the Prospectus Directive.

This announcement does not constitute an invitation or offer to underwrite, subscribe for or otherwise acquire or dispose of any securities nor is it intended to be an inducement to engage in investment activity for the purpose of Section 21 of the Financial Services and Markets Act 2000 of the United Kingdom.

MiFID II professionals/ECPs only/No PRIIPs KID – Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail in EEA.

In addition, in the United Kingdom (the “UK”), this announcement is directed only at persons (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Financial Promotion Order”), (ii) who are high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2) of the Financial Promotion Order, or (iii) to whom an invitation or inducement to engage in investment activities within the meaning of section 21 of the Financial Services and Markets Act 2000 (the “FSMA”) in connection with the issue or sale of any Notes may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). In the UK, any investment activity to which this announcement relates is only available to relevant persons and will be engaged in only with relevant persons. This announcement must not be acted on or relied on by persons who are not relevant persons.

The offer of the notes does not, nor is it intended to, constitute an “offer to the public” (as that term is defined in the South African Companies Act, 2008 (the “SA Companies Act”)) and does not, nor is it intended to, constitute a prospectus prepared and registered under the SA Companies Act. No South African resident or offshore subsidiary of a South African resident may subscribe for or purchase any of the notes or beneficially own or hold any of the notes unless specific approval has been obtained from the South African Reserve Bank by such person or such subscription, purchase or beneficial holding or ownership is pursuant to the SA Companies Act, or is otherwise permitted under the South African Exchange Control Regulations or the rulings or policies promulgated thereunder.

