

SAPPI SOUTHERN AFRICA LIMITED  
Registration number 1951/003180/06  
Incorporated in the Republic of South Africa  
JSE Alpha code: SSAI  
(**"Sappi"** or the **"Issuer"**)

## **NOTIFICATION OF AN UPDATE TO SAPPI'S ZAR5 000 000 000 DOMESTIC MEDIUM TERM NOTE PROGRAMME**

Noteholders are advised that Sappi has amended and updated its ZAR5 000 000 000 Domestic Medium Term Note Programme (the **"Programme Memorandum"**) dated 12 August 2021 to incorporate various regulatory amendments in order to align the Programme Memorandum with the most recent Debt Listings Requirements of the JSE Limited (**"JSE"**).

The amendments to the Programme Memorandum primarily relate to updates of the following sections:

- Updating the section headed "Documents Incorporated by Reference", which sets out all the documents which are deemed to be incorporated in, and form part of, the Programme Memorandum;
- Introduction of a separate "Information Statement", which includes the information pertaining to the business description of the Issuer, full names of the directors and company secretary of the Issuer, information relating to risk factors associated with an investment in the Notes, including, but not limited to, the risk factors specific to the Issuer, as well as information relating to the Issuer's compliance with the King IV Report on Corporate Governance;
- Incorporating reference to the policies in respect of (i) the process for the nomination and appointment of directors and (ii) the conflicts of interest of the directors and the executive management;
- Update and inclusion of various definitions in the sections headed "Summary of the Programme" and "Terms and Conditions of the Notes";
- Updates to the draft applicable pricing supplement contained in the Programme Memorandum;
- Various amendments to the "Terms and Conditions" of the Programme Memorandum, which include:
  - amending Condition 8 "Interest" to incorporate the revised interest calculation definition under Condition 8.1 relating to the "Fixed Rate Notes" section and amending Condition 8.5 relating to the "Accrual of Interest";
  - amending Condition 9.3 relating to the "Payment Day" in the event that a date of payment is not on a business day;
  - amending Condition 10 "Redemption and Purchase" to include additional clarification in respect of (i) "Redemption for Tax Reasons", (ii) "Redemption at the Option of the Senior Noteholders and (iii) "Purchases" to clarify the process in respect of redemptions and that purchases of notes by the Issuer or any of its subsidiaries may only be done subject to applicable laws;
  - inclusion of an additional Condition 14 relating to the registration of notes issued in uncertificated form;

- amending Condition 19 “Notices” to state that any notice is deemed to have been given on the 7<sup>th</sup> day after the day it has been mailed.
- amending Condition 20 “Amendment of these Terms and Conditions” to include the statement that 48 hours after any meeting to consider a proposed extraordinary resolution has been held the Issuer shall release a SENS announcement containing details of the voting results;
- amending Condition 21 “Meetings of Noteholders/Consent Process” to align with the JSE Listings Requirements and the Companies Act, Number 71 of 2008 regarding meetings of shareholders;
- Updating the “Taxation” and “South African Exchange Control” sections of the Programme Memorandum to align with current legislation;
- Minor updates to the section headed “General Information” of the Programme Memorandum; and
- Removal of various sections relating to the description of Sappi Southern Africa Limited which have now been included in the Information Statement.

The amendments to the Programme Memorandum have been approved by the JSE and the Programme Memorandum and the Information Statement is available for inspection on Sappi’s website, <https://www.sappi.com/bond-and-insurance-captive-reporting-requirements#>.

17 August 2021

Debt Sponsor

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