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## APPLICABLE PRICING SUPPLEMENT

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sappi

### **SAPPI MANUFACTURING (PROPRIETARY) LIMITED**

*(Incorporated in the Republic of South Africa with limited liability under Registration Number 1951/003180/07)*

#### **Issue of ZAR325,000,000 12.13% Senior Unsecured Fixed Rate Notes due 30 June 2012**

#### **Under its ZAR5,000,000,000 Domestic Medium Term Note Programme**

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Programme Memorandum dated 1 June 2009. The Notes described in this Applicable Pricing Supplement are subject to the Terms and Conditions in the Programme Memorandum as supplemented and modified by this Applicable Pricing Supplement. This Applicable Pricing Supplement contains the final terms of the Notes and this Applicable Pricing Supplement must be read in conjunction with such Programme Memorandum. To the extent that there is any conflict or inconsistency between the contents of this Applicable Pricing Supplement and the Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail.

#### **DESCRIPTION OF THE NOTES**

1. Issuer	Sappi Manufacturing (Proprietary) Limited
2. Status of Notes	Unsecured Senior
3. Series Number	3
4. Tranche Number	1
5. Aggregate Nominal Amount	ZAR325,000,000
6. Interest/Payment Basis	Fixed Rate Notes
7. Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another	N/A
8. Form of Notes	Registered Notes
9. Issue Date	30 June 2009
10. Business Centre	Johannesburg
11. Additional Business Centre	N/A
12. Specified Denomination	ZAR1,000,000
13. Issue Price	100%
14. Interest Commencement Date	30 June 2009
15. Maturity Date	30 June 2012
16. Specified Currency	ZAR

17. Applicable Business Day Convention	Modified Following Business Day
18. Final Redemption Amount	ZAR325,000,000
19. Last Date to Register	by 17h00 on 19 June and 19 December of each year
20. Books Closed Period(s)	The Register will be closed from 20 June to 30 June and from 20 December to 30 December (all dates inclusive) in each year until the Maturity Date
21. Default Rate	N/A

**FIXED RATE NOTES**

22. (a) Fixed Rate of Interest	12.13% per annum payable semi-annually in arrear
(b) Fixed Interest Payment Date(s)	30 June and 30 December in each year up to and including the Maturity Date
(c) Fixed Coupon Amount(s)	N/A
(d) Initial Broken Amount	N/A
(e) Final Broken Amount	N/A
(f) Determination Date(s)	N/A
(g) Day Count Fraction	N/A
(h) Any other terms relating to the particular method of calculating interest	N/A

**FLOATING RATE NOTES** N/A

**ZERO COUPON NOTES** N/A

**PARTLY-PAID NOTES** N/A

**INSTALMENT NOTES** N/A

**MIXED RATE NOTES** N/A

**INDEX-LINKED NOTES** N/A

**DUAL CURRENCY NOTES** N/A

**EXCHANGEABLE NOTES** N/A

**OTHER NOTES** N/A

**PROVISIONS REGARDING REDEMPTION/MATURITY**

23. Issuer's Optional Redemption:	No
if yes:	
(a) Optional Redemption Date(s)	N/A
(b) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s)	N/A
(c) Minimum period of notice (if	N/A

	different from Condition 11.3	
(d)	If redeemable in part:	N/A
	Minimum Redemption Amount(s)	N/A
	Higher Redemption Amount(s)	N/A
(e)	Other terms applicable on Redemption	N/A
24.	Redemption at the Option of the Senior Noteholders: if yes:	No
(a)	Optional Redemption Date(s)	N/A
(b)	Optional Redemption Amount(s)	N/A
(c)	Minimum period of notice (if different from Condition 11.4)	N/A
(d)	If redeemable in part:	
	Minimum Redemption Amount(s)	N/A
	Higher Redemption Amount(s)	N/A
(e)	Other terms applicable on Redemption	N/A
(f)	Attach <i>pro forma</i> put notice(s)	N/A
25.	Early Redemption Amount(s) payable on redemption for taxation reasons (if required)	No
26.	Coupon Redemption Calculation	N/A
27.	Redemption in the event of a Change of Control	Yes
<b>GENERAL</b>		
28.	Financial Exchange	Bond Exchange of South Africa Limited
29.	Calculation Agent	Nedbank Capital, a division of Nedbank Limited
30.	Paying Agent	Nedbank Investor Services, a division of Nedbank Limited
31.	Specified office of the Paying Agent	6 <sup>th</sup> Floor, Corporate Place, 135 Rivonia Road, Sandown, Sandton, 2196, South Africa
32.	Transfer Agent	Nedbank Capital, a division of Nedbank Limited
(a)	Address	6 <sup>th</sup> Floor, Corporate Place, 135 Rivonia Road, Sandown, 2196, South Africa
(b)	Telephone Number	(011) 294 3530
(c)	Telefax Number	(011) 294 8602

33. Stabilising manager	N/A
34. Provisions relating to Stabilisation	N/A
35. Additional selling restrictions	N/A
36. ISIN	ZAG000069071
37. Stock Code	SMF3
38. Method of distribution	Bookbuild
39. If syndicated, names of Managers	N/A
40. If non-syndicated, name of Dealer	Nedbank Capital, a division of Nedbank Limited
41. Credit Rating assigned to Notes (if any)	N/A
42. Receipts attached? If yes, number of Receipts attached	No N/A
43. Coupons attached? If yes, number of Coupons attached	No N/A
44. Talons attached? If yes, number of Talons attached	No N/A
45. Stripping of Receipts and/or Coupons prohibited as provided in Condition 15.4	No
46. Governing law (if the laws of South Africa are not applicable)	N/A
47. Other Banking Jurisdiction	N/A
48. Other provisions	N/A

#### **DISCLOSURE REQUIREMENTS IN TERMS OF PARAGRAPH 3(5) OF THE COMMERCIAL PAPER REGULATIONS**

49. Paragraph 3(5)(a)

The ultimate borrower is the Issuer.

50. Paragraph 3(5)(b)

The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments under the Notes.

51. Paragraph 3(5)(c)

The auditor of the Issuer is Deloitte & Touche.

52. Paragraph 3(5)(d)

As at the date of this issue:

- (i) the Issuer has issued ZAR2,730,000,000 commercial paper (as defined in the Commercial Paper Regulations); and
- (ii) to the best of the Issuer's knowledge and belief, the Issuer estimates to issue ZAR750,000,000 of commercial paper during the current financial year, ending 30 September 2009.

53. Paragraph 3(5)(f)

There has been no material adverse change in the Issuer's financial position since the date of its last audited financial statements.

54. Paragraph 3(5)(g)

The Notes issued will be listed.

55. Paragraph 3(5)(h)

The funds to be raised through the issue of the Notes are to be used by the Issuer for its general corporate purposes.

56. Paragraph 3(5)(i)

The obligations of the Issuer in respect of the Notes are unsecured.

57. Paragraph 3(5)(j)

Deloitte & Touche, the statutory auditors of the Issuer, have confirmed their review did not reveal anything which indicates that this issue of Notes issued under the Programme will not comply in all respects with the relevant provisions of the Commercial Paper Regulations.

**Responsibility**


The Issuer accepts responsibility for the information contained in this Applicable Pricing Supplement.

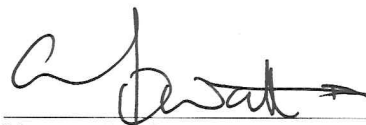
Application is hereby made to list this issue of Notes on 30 June 2009.

**SIGNED** at Johannesburg this 26th day of June 2009.

For and on behalf of

**SAPPI MANUFACTURING (PROPRIETARY) LIMITED**

  
Name: T. H. LABUSCHAGNE  
Capacity: Director  
Who warrants his authority hereto

  
Name: C. M. MOWATT  
Capacity: Director  
Who warrants his authority hereto