

DS Smith announces that it has entered into an agreement with The Carlyle Group for the acquisition of the stake held directly and indirectly in Otor.

Paris, 13 July 2010

DS Smith Plc (« DS Smith ») and The Carlyle Group (« Carlyle ») announce that, following the opening on 7 July 2010 of exclusive negotiations relating to the acquisition by DS Smith of the control of Otor SA (« Otor » or the « Company »), currently held by Carlyle, a final agreement has been entered into today for the completion of this transaction. The acquisition agreement is conditional, inter alia, upon obtaining the approval of DS Smith shareholders at a general meeting and relevant antitrust clearances having been received. This transaction will, as previously announced, involve, directly and indirectly, the sale of the 94.75% of the share capital of Otor held by Carlyle as well as the shares held by the management. This will allow DS Smith to control more than 95.00% of the shares and voting rights of the Company. The price offered by DS Smith is 8.97 euros¹ per Otor share.

Following the transaction, DS Smith intends to file a mandatory offer for all the Otor shares held by the public in accordance with the applicable regulatory provisions. This offer shall be made under the form of a simplified offer followed by a mandatory squeeze out (the « Minority Offer »). It is expected that the transaction, including the Minority Offer, will complete in the fourth quarter of 2010.

About DS Smith

DS Smith is an international group listed on the London Stock Exchange; it has a market capitalisation of £577 million (as at close on 12 July 2010) and revenue of £2.1 billion. DS Smith employs over 10,500 people in 16 countries.

About Carlyle

The Carlyle Group is a global alternative asset manager with \$90.5 billion of assets under management committed to 67 funds as of March 31, 2010. Carlyle invests across three asset classes - private equity, real estate and credit alternatives - in Africa, Asia, Australia, Europe, North America and South America focusing on aerospace & defense, automotive & transportation, consumer & retail, energy & power, financial services, healthcare, industrial, infrastructure, technology & business services and telecommunications & media. Since 1987, the firm has invested \$60.6 billion of equity in 969 transactions. The Carlyle Group employs more than 880 people in 19 countries. In the aggregate, Carlyle portfolio companies have more than \$84 billion in revenue and employ more than 398,000 people around the world. For additional information, please visit www.carlyle.com.

About Otor

Otor is an industrial group specialized in manufacturing recycled corrugated board packaging mainly for transportation and sale of food products. It has a turnover of 315.1 million euros with a headcount of 1,560 people located on 15 sites in France. The six box plants of the Group produce 1.7 billion packages per year, or the equivalent of 750 million m² of corrugated board. Integrated upstream and

¹ Equivalent to 198,845,094.24 euros for the 22,167,792 existing Otor shares.

downstream of corrugated board production, Otor also possesses paper mills and a specific site for the construction of packaging and processing machines. It delivers to customers all over France and in neighboring European countries. Beyond these borders, Otor is present on every continent via its network of licensed partners, which utilize Otor's patented products (packaging & machine) and technological know-how to develop their own markets. A forerunner in many domains and recognized as a major innovator in its sector, Otor is a dynamic company on the cutting edge of technology. Otor is listed on NYSE Alternext Paris. For additional information, please visit www.otor.com.

Allen & Overy LLP in London and Paris advised DS Smith. Darrois Villey Maillot Brochier advised Carlyle. J.P. Morgan Cazenove acted as financial adviser to DS Smith.