Section 16
Documents to be Submitted to the JSE

**Scope of section**[[1]](#footnote-1)

This section details the documents required to be submitted to the JSE.

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General

16.1 The following applies to submissions to the JSE

 (a) all documents submitted by applicant issuers to the JSE remain the property of the JSE and are not returnable;

 (b) documentation requiring JSE approval must be submitted to the JSE for approval before being released on SENS, placed on a website and/or sent to shareholders;

 *[no regulatory value – MOI must be approved by the JSE as part of the listing process]*

 (c) the JSE will only provide its approval based on final form documents, unless the JSE agrees otherwise;

 (c) any documents requiring signature by the applicant issuer, must be signed by a director of the applicant issuer; and

 .[[2]](#footnote-3) [*see relocation report*]

Documents to be submitted

16.2 The following documents must be submitted to the JSE:

 :[[3]](#footnote-4)

 (a) listing particulars; (b) liquidations and judicial management;

 (c) rights offers and claw-back offers;[[4]](#footnote-5)

 (d) odd-lot offers;

 () capitalisation issues, scrip dividend and cash dividend elections;

 (g) issue of shares for cash, including options/convertible securities;

 *[moved up]* *[not submitted to JSE]*

 (i) repurchase of securities;

 (j) payments to securities holders;[[5]](#footnote-6)

 (k) pre-issue trading and price stabilisation;[[6]](#footnote-7)

 *[moved up]*

*[moved up]* (l) transactions in terms of Sections 9 and 10;[[7]](#footnote-10)

 *[covered above, see liquidations]* (m) removal of listings;[[8]](#footnote-12)

 (n) redemption of securities and conversion of securities;[[9]](#footnote-13)

 (o) change of name;[[10]](#footnote-14)

 (p) increase in authorised share capital, subdivision/consolidation of securities;[[11]](#footnote-15)

 (q) transfer of sector or board;[[12]](#footnote-16)

 () *[moved up]*

 (r) unbundlings;[[13]](#footnote-18)

 (e) all offers (including a scheme of arrangement) regulated by the Panel;[[14]](#footnote-19)

 *[moved up]* *[moved up]* *[no regulatory value]* (s) MOI/amendments;

 (t) schedule 14 share schemes; and

 (u) all events in the corporate actions timetable.

 ; *[moved up]*

 [*moved up]*

[*approved by sponsor subject to corporate actions timetable*]*[moved up]* *[moved up]* *[moved up]* *[moved up]* *[moved up]*

 *[Sponsors approve and release announcements – Section 2]* *[Sponsor approval docs have been moved to Section 2]* *[JSE internal review process, not a listings requirement]*Exchange control approval

5.93 If an event requires the approval from the Financial Surveillance Department of the South African Reserve Bank (“SARB”), the JSE will only provide its approval once SARB approval has been submitted to the JSE.

16.26 The SARB must provide approval for the following events:[[15]](#footnote-28) [under review with SARB]

 (a) the listing of a bank and/or bank holding company;

 (b) the issue of bearer securities;

 (c) restructures, mergers and changes in control where non-residents are involved;

 (d) the listing of a quoted South African company on a foreign stock exchange;

 (e) the listing of an external company on the JSE;

 (f) the listing of warrants;

 (g) the issue of hedge securities;

 (h) the delisting of a company listed on the JSE;

 (i) the declaration of a dividend in specie or special dividend, for any purpose;

 (j) the elimination of “odd lot” minority shareholders through the mechanism of consolidations and/or subdivisions of share capital; and

 (k) (i) the listing of the following debt securities require prior Exchange Control approval:

 (1) Zero Coupon Bonds;

 (2) Stripped Treasury Certificates;

 (3) Foreign Currency or Index Linked Debt Instruments; and

 (4) Asset Backed Securities;

 (ii) the listing of the following debt securities do not require prior Exchange Control approval:

 (1) Government, Municipal and Public Utility Stocks;

 (2) Treasury Bills, Parastatal Project Bills, Bankers Acceptances, Promissory Notes and Negotiable Certificates of Deposit; and

 (3) any other debt instrument not mentioned above, provided that the coupon or interest rate does not exceed the local prime rate plus 3 percent per annum where the instrument is also available to non-residents and emigrants of the Republic.

 The above list is not exhaustive and may be amended from time to time.

16.27 In addition to the above, the JSE may advise the exchange control authorities of all other transactions that are not specifically mentioned in paragraph 16.26 above.[[16]](#footnote-29)

Approval process

The procedure for approval of documentation by the JSE is available on the JSE Process Portal.

*[JSE internal review process, not a listings requirement. Moved to JSE Procedures Portal.]*

 *[moved up]*

 . *[Internal regulatory process, not listings requirements][[17]](#footnote-36)  [[18]](#footnote-37)*

 *[Internal regulatory process, not listings requirements]*[[19]](#footnote-40)  [[20]](#footnote-41)  *[repetitive]* *[moved to relocation report]*

 *[repetitive, covered above]* *[Move to Conditions of Listing]*Periodical returns

16.20 Issuers are required to submit the following periodical returns to the JSE:

 .[[21]](#footnote-88)

 (b) changes in directorate;

 (c) change of company secretary;

 (d) change of address of registered or transfer offices;

 (e) change in sponsor;

 (f) results;

 (g) notice of general and annual general meetings;

 (h) the publication of the annual compliance report prepared in terms of section 13G(2) of the BEE Act, unless exempted by the JSE.[[22]](#footnote-93)

 *[moved up]* *[moved up, see results]* *[moved up]* [covered under new listing and corporate actions] [*moved up, see results]* *[moved up, see results]* *[no regulatory value]* *[CIPC no longer registers special resolutions][no regulatory value, as price sensitive information must be announced in our market and Section 18 for secondary listed issuers requires announcements to be released in both markets]*

 *[Moved to Schedule 14]*

1. Scope of section amended with effect from 1 April 2010 and 24 October 2016. [↑](#footnote-ref-1)
2. [↑](#footnote-ref-3)
3. [↑](#footnote-ref-4)
4. [↑](#footnote-ref-5)
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20. [↑](#footnote-ref-41)
21. [↑](#footnote-ref-88)
22. [↑](#footnote-ref-93)