Section 16  
Approval and 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.

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;

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

(d) any documents requiring signature by the applicant issuer, must be signed by a director of the applicant issuer.

Approval process

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

Documents to be submitted: new applicants

16.3 Applicants seeking a listing must submit the Part I and II documents as prescribed, available on the JSE Forms Portal.

Documents to be submitted: general

16.4 The following documents must be submitted to the JSE:

(a) PLS/RLP;

(b) liquidations and judicial management;

(c) rights offers and claw-back offers;[[2]](#footnote-2)

(d) odd-lot offers;

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

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

(g) repurchase of securities;

(h) payments to securities holders;[[3]](#footnote-3)

(i) pre-issue trading and price stabilisation;[[4]](#footnote-4)

(j) transactions in terms of Sections 9 and 10;[[5]](#footnote-5)

(k) removal of listings;[[6]](#footnote-6)

(l) redemption of securities and conversion of securities;[[7]](#footnote-7)

(m) change of name;[[8]](#footnote-8)

(n) increase in authorised share capital, subdivision/consolidation of securities;[[9]](#footnote-9)

(o) transfer of sector or board;[[10]](#footnote-10)

(p) unbundlings;[[11]](#footnote-11)

(q) all offers (including a scheme of arrangement) regulated by the Panel;[[12]](#footnote-12)

(r) MOI/amendments;

(s) schedule 14 share schemes/amendments; and

(t) all events in the corporate actions timetable.

Exchange control approval

16.5 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.

16.6 The SARB must provide approval for the following events:[[13]](#footnote-13)

(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.

General submissions to the JSE

16.7 Issuers are required to submit the following to the JSE:

(b) directors declarations;

(c) company secretary declarations;

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

(e) change in sponsor;

(f) annual financial statements and annual report;

(g) notice of general and annual general meetings; and

(h) the publication of the annual compliance report prepared in terms of section 13G(2) of the BEE Act, unless exempted by the JSE.[[14]](#footnote-14)

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