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| **Section 5: Methods and Procedures of Bringing Securities to Listing**  **Section 11: Circulars, PLS/Prospectuses and Announcements**  **Section 16: Documents to be submitted to the JSE**  **Relocation Report**  **March 2024** |

The following paragraphs will be transferred from Sections 5, 11 and 16 to the appropriate Section, as indicated.

Items in **green** have been actioned.

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| **Nr.** | **Paragraph** | **Relocation** | **Comments** |
| 1 | **Introduction**  **Specific requirements**  5.4 With regard to a listing by way of introduction:  (a) the JSE will require a certified copy of the share register of the applicant; and  (b) the applicant must comply with the conditions for listing set out in Section 4.  5.5 An applicant may not bring securities to listing by way of an introduction if there are any pre-existing intentions by any holder(s) (other than public shareholders) to dispose of a material number of their securities at or immediately after listing. The applicant must satisfy the JSE in respect hereof in so far as it has knowledge of any such intention(s).  5.6 In the case of an applicant whose listing has been suspended or removed:  (a) because it was a cash company (refer to paragraph 3.26); or  (b) in connection with a reverse take-over (refer paragraphs 9.23 and 9.24);  and is seeking re-admittance to listing, the JSE may require some form of marketing of the applicant’s securities in order to improve or ensure compliance with the “Shareholder spread” requirements set out in Section 4, before approving the listing.  Documents to be submitted to the JSE  5.7 The Part I and II documents described in paragraphs 16.10 to 16.13 must be submitted to and approved by the JSE in accordance with Section 16.[[1]](#footnote-1)  Documents to be published  5.8 The documents that require publication with regard to a listing by way of an introduction are set out in paragraphs 11.3 to 11.5.  Introductions  11.3 Applicants seeking a listing by way of an introduction are required to publish an announcement complying with paragraph 11.4 and prepare a pre-listing statement complying with paragraph 11.5 in accordance with the relevant corporate action timetable.[[2]](#footnote-2)  11.4 The announcement referred to in paragraph 11.3 must either contain the full pre-listing statement, as set out in paragraph 11.5, or an abridged pre-listing statement containing the following information:  (a) the number and description of the securities concerned;  (b) the name, date of registration and registration number of the applicant;  (c) the general nature of the main business or proposed main business actually carried on or to be carried on by the applicant and its subsidiaries;  (d) the names and addresses of the directors of the applicant;  (e) the places at and times during which copies of the pre-listing statement may be obtained and, if the press announcement is not a full pre-listing statement, a statement of such fact;  (f) a positive statement by the board of directors of the applicant issuer confirming that the level of public shareholders pursuant to paragraph 4.25 have been achieved; and[[3]](#footnote-3)  (g) the address at which the pre-listing statement is available.[[4]](#footnote-4)  11.5 The pre-listing statement must:  (a) in addition to the requirements of paragraph 6.8(b), state on the front page the following:  “This pre-listing statement is not an invitation to the public to subscribe for securities, but is issued in compliance with the Listings Requirements of the JSE Limited, for the purpose of providing information to the public with regard to the company.”; and  (b) [Repealed][[5]](#footnote-5)  (c) contain the information described in Section 6. | Move to Section 4  Conditions for Listings | Deals with new listing process |
| 2 | **Offers for sale or subscription**  Specific requirements  5.13 An offer for subscription by a new applicant must comply with the requirements detailed under “Placings” in this section. An offer for subscription by an issuer with securities already listed on the JSE is regarded as being an issue for cash and must comply with the requirements of paragraphs 5.50 to 5.57.  5.14 An offer for sale by a listed company of securities in the listed company’s subsidiary must be done in compliance with paragraphs 4.11 and 4.12 (Listing of subsidiary companies or assets).[[6]](#footnote-6)  Underwriting  5.15 An offer for sale or subscription need not be underwritten. However, with respect to new applicants, if an offer for subscription is not underwritten, the offer must be conditional upon the minimum subscription being received that will fulfil the purpose of the offer. A statement to this effect, in bold, must be made in the “Salient details” section of the pre-listing statement or prospectus, and repeated again, in bold, in the section dealing with and detailing the minimum subscription required. With respect to existing issuers, if the offer is not underwritten, it must not be conditional on a minimum subscription being received.  5.16 The following must be complied with if the offer is underwritten:[[7]](#footnote-7)  (a) the underwriter must submit sworn affidavits by at least two of its directors confirming that it has the financial resources to meet its commitments in terms of the underwriting; and  (b) the prospectus/pre-listing statement/circular must include a statement by the directors that they have made due and careful enquiry to confirm that the underwriter can meet its commitments in terms of the offer.  5.17 Any underwriting commission paid to a securities holder of the company should not be greater than the current market rate payable to independent underwriters. The applicant must present evidence to the JSE proving the reasonableness of such underwriting commission.  Over-subscriptions  5.18 In the event of an over-subscription, the formula for the basis of allotment must be calculated in such a way that a person will not, in respect of his application, receive an allocation of a lesser number of securities than any other subscriber applying for the same number or a lesser number of securities. Random allocations are allowed only where prior approval has been granted by the JSE. Where a listing is over-subscribed or cancelled and persons are owed subscription refunds in terms of applications made, the sponsor must ensure that the subscription monies are refunded to such persons on the day of listing or on the day following the decision to cancel the listing, together with all interest earned on such monies calculated from the date of receipt of such monies by the company concerned.  Documents to be submitted to the JSE  5.19 In the case of a new applicant, the Part I and II documents described in paragraphs 16.10 to 16.13 must be submitted to and approved by the JSE in accordance with Section 16.[[8]](#footnote-8)  5.20 In the case of an applicant with securities already listed, the documents detailed in paragraph 16.14 must be submitted to the JSE in accordance with the relevant corporate action.[[9]](#footnote-9)  Documents to be published  5.21 The documents that require publication regarding an offer for sale or subscription are set out in paragraphs 11.7 to 11.9, and must be actioned in accordance with the relevant corporate action timetable.[[10]](#footnote-10)  Offers for sale or subscription  11.7 Applicants seeking a listing by way of an offer for sale or subscription are required to publish an announcement complying with paragraph 11.8A and a pre-listing statement/prospectus complying with paragraph 11.9 in accordance with the relevant corporate action timetable.[[11]](#footnote-11)  11.8A The announcement referred to in paragraph 11.7 must either contain the full pre-listing statement/prospectus, as set out in paragraph 11.9, or an abridged pre-listing statement/prospectus containing the following information:[[12]](#footnote-12)  (a) the number and description of the securities concerned;  (b) the name and date of registration of the applicant;  (c) the general nature of the main business or proposed main business actually carried on or to be carried on by the applicant and its subsidiaries;  (d) the names and addresses of the directors of the applicant;  (e) the places at, and times during which, copies of the prospectus may be obtained;  (f) where all the securities that are the subject of an offer are intended to be offered only to the members of a company or to debenture holders, as the case may be, with or without the right to renounce in favour of other persons:  (i) the issue price of such securities;  (ii) the ratio in which such securities will be offered to the members or debenture holders entitled to accept the offer; and  (iii) the last day to trade to ensure registration on the record date; and  (g) the last day for subscribing.  11.8B The announcement dealing with the outcome of the offer or subscription before the date of listing must include a positive statement by the board of directors of the applicant issuer that the level of public shareholders pursuant to paragraph 4.25 have been achieved.[[13]](#footnote-13)  11.9 An offer for sale or subscription must take the form of a pre-listing statement/prospectus and, apart from complying with the Act, must also comply with Section 6.[[14]](#footnote-14)  Offers for sale and subscription  16.14 The following information is required to be submitted to and approved by the JSE before listing/transaction approval will be granted:  (a) the circular or pre-listing statement/prospectus;  (b) a certified copy of the signed reporting accountant’s report(s) and relevant consent letters;  (c) the information with respect to any underwriting described in paragraph 16.10(g);  (d) the application for listing complying with Schedule 1;  (e) copies of any exchange control (refer to paragraph 16.26) approvals required;  (f) certified copies of any experts’ consents (refer to paragraph 7.F.10) appearing in the circular or pre-listing statement;  (g) the appropriate documentation and listing fee as published and available on the JSE website, [www.jse.co.za](http://www.jse.co.za), per Section 17;  (h) the director’s declaration for each director of the applicant as set out in Schedule 13;  (i) all details concerning any planned price stabilisation exercise; and  (j) the detailed valuation reports prepared in terms of Section 13.[[15]](#footnote-15) | Move to Section 4  Conditions for Listings | Deals with new listing process |
| 3 | **Placings**  Specific requirements  5.9 The applicant must comply with all relevant conditions for listing set out in Section 4.  Documents to be submitted to the JSE  5.10 In the case of a new applicant, the Part I and II documents described in paragraphs 16.10 to 16.13 must be submitted to and approved by the JSE in accordance with Section 16.[[16]](#footnote-16)  5.11 In the case of an applicant with securities already listed, the documentation requiring submission to and approval by the JSE will be determined by the listing method applicable in terms of paragraph 5.3.  Documents to be published  5.12 The documents that require publication with regard to a placing are set out in paragraph 11.6 and must be actioned in accordance with the relevant corporate action timetable.[[17]](#footnote-17)  **Placings**  11.6 Applicants seeking a listing by way of a placing are required to publish an announcement complying with paragraphs 11.4 or 11.8A and distribute a pre-listing statement complying with paragraph 11.5(a) and (c) or a prospectus complying with paragraph 11.9 in accordance with the relevant corporate action timetable.[[18]](#footnote-18) | Move to Section 4  Conditions for Listings | Deals with new listing process |
| 4 | **Pre-issued trading**  5.97 A broking member (equities) may only execute transactions in pre-issued securities after such trading has been permitted by the JSE.  5.98 The JSE may permit trading in pre-issued securities, subject to the following conditions:  (a) the sponsor, with the consent of the issuer, must apply, at the time of informal comment submission, and receive approval for pre-issued trading from the JSE;  (b) the JSE must have approved the listing particulars in respect of the issue;  (c) the issue for which pre-issued trading is requested must be an initial public offer and must be of such a size that, in the opinion of the JSE, it is appropriate to permit pre-issued trading;  (d) pre-issued trading will commence and end on such dates as the JSE specifies in the JSE Gazette, provided that the pre-issued trading must end on the commencement date of official trading in the securities; and  (e) if the listing in respect of which the pre-issued trading has been approved becomes effective, all transactions effected during the period of the pre-issued trading will settle on the same terms as all other transactions in JSE listed securities. If the listing is still ineffective on the commencement date of official trading, every transaction effected under this rule will be void ab initio and neither the broking member nor any client will have recourse against the JSE or a broking member, as the case may be, in respect of such transactions.  Price stabilisation  5.99 Description:  (a) The purpose of this section is to define the circumstances and manner in which price stabilisation will be permitted by the JSE, in accordance with the provisions of the FMA, and as a defence against prohibited trading practices, as stipulated in the FMA. Price stabilisation may be effected through an over-allotment, with or without a greenshoe. Over-allotment is a pre-cursor to a price stabilisation mechanism, aimed at supporting and maintaining the price of newly listed securities or securities the subject of a substantial offer, for a limited period after the listing or offer. The main purpose is to establish an orderly market for securities in the immediate secondary market after an offer.[[19]](#footnote-19)  (b) The process of price stabilisation usually involves the stabilising manager, on behalf of the Bookrunners, allotting a greater number of securities than will be issued or sold, resulting in a net “short” position for the stabilising manager. Should the price of the securities drop below or remain at the issue price when securities begin to trade in the secondary market, the stabilising manager may purchase the securities to cover its “short” position and counteract the selling pressure. The “Greenshoe” from the issuer or substantial holder of relevant securities allows the stabilising manager to obtain the same number of securities that have been over-allotted, by exercising the option at the issue price. The stabilising manager may also allot more securities than the greenshoe, which is known as a naked short, or fewer securities. The stabilising manager may either close the net “short” position by exercising all or part of the greenshoe or by purchasing the securities in the market.  Definitions  5.100 For the purposes of this section, the following definitions apply:   |  |  |  | | --- | --- | --- | | **Term** |  | **Meaning** | | ancillary stabilising action |  | action permitted under paragraph 5.103 enabling the stabilising manager to over allot securities in order to facilitate the subsequent purchase of the securities; | | greenshoe |  | an option or other right, granted for a specified period of time, exercisable by the stabilising manager, to acquire up to a specified number of securities in addition to the initial issue number, to enable it to honour the commitments made during the stabilisation period; | | introductory period |  | the shorter of (i) the period starting at the time of the first public announcement of the offer and (ii) the period starting 45 days before the commencement of the stabilisation period, and ending at the beginning of the stabilising period; | | issue price |  | the price at which securities are issued or sold in the relevant offer; | | over-allotment |  | the allotment of shares in excess of the number of securities to be issued or sold in the offer; | | stabilising manager |  | the entity responsible for stabilising action under these requirements and referred to in paragraphs 5.102(a), 5.103(a), 5.112 and 5.113; | | stabilising action |  | any action contemplated by paragraphs 5.102 and 5.103; | | stabilising price |  | the initial price, at or below the issue price, up to which the stabilising manager has determined that it may wish to intervene in the market by way of stabilising action; and | | relevant exchange |  | the JSE or any exchange approved by the JSE, for the purpose of price stabilisation. |   Specific Requirements  5.101 Price stabilisation may only be effected in respect of an offer of securities, and must comply with the following criteria:  (a) the offer must be an offering or issue of securities for cash, made at a specified price;  (b) the offer must be for securities which are already listed or are to be listed;  (c) the offer must be of sufficient size to satisfy the JSE that price stabilisation is warranted. Such size is to be determined in consultation with the JSE.  Permitted stabilising action  5.102 The stabilising manager may, subject to compliance with paragraph 5.104 undertake:  (a) to purchase, agree to purchase, or offer to purchase any relevant securities with the aim of stabilising the market price of the relevant securities; and  (b) to take certain ancillary action with the aim of stabilising the market price of the relevant securities or liquidating any positions taken as a result of the stabilising process.  Permitted ancillary stabilising action  5.103 The stabilising manager may, subject to compliance with paragraph 5.104:  (a) with a view to stabilising action in relevant securities:  (i) make allotments of a greater number of the relevant securities than will be offered;  (ii) sell, offer to sell, or agree to sell relevant securities in order to establish a short position in them;  (iii) achieve a result equivalent to that in paragraph 5.103(a)(ii), by the use of derivatives;  (b) purchase, offer to purchase, or agree to purchase relevant securities in order to close out or liquidate any position established under the process of stabilising action;  (c) sell, offer to sell, or agree to sell relevant securities in order to close out or liquidate any position that has been established by stabilising action; or  (d) achieve a result equivalent to that in paragraph 5.103(c), by the use of derivatives.  Conditions to be fulfilled  5.104 The following are conditions which the stabilising manager must reasonably believe have been fulfilled before any stabilising action is taken:  (a) from the beginning of the introductory period, adequate disclosure has been made in all communications issued by or on behalf of the issuer or the stabilising manager to prospective investors in the securities, of the fact that stabilisation may take place in relation to the relevant offer, as stipulated in paragraphs 5.110 and 5.111;  (b) the relevant exchange on which the securities are or will be traded has been informed in writing that stabilising action in such securities may take place during the stabilising period;  (c) that the price is not already artificial at the start of the stabilising period;  (d) the terms on which the securities may be issued, sold, exchanged for, or converted into, or the rights of the holders of the securities to subscribe for, or to acquire other securities, have been finally settled and publicly announced;  (e) the stabilising manager has established a register to record, in relation to each stabilising transaction effected in the securities, the matters required to be recorded in terms of paragraphs 5.112 to 5.115; and  (f) stabilisation may only take place during the stabilisation period.  Stabilisation period  5.105 If the JSE permits trading in the securities prior to listing, the stabilisation period will commence on the date such trading commences. Otherwise, the stabilisation period will commence on the date of the listing of the securities, or the date of their sale if already listed. The stabilisation period will end 30 calendar days after the relevant listing or sale date.  5.106 The stabilising manager is under no obligation to stabilise securities.  Pricing  5.107 The initial stabilising price (Price X) cannot exceed the offer price (or starting price) (Price Y), and subsequent stabilising action must equally be at or below the level of Price X. If there are no sales and purchases which are independent of the stabilising manager on both sides on the relevant exchange above Price X, the stabilising manager can operate at a price or at prices below Price X, moving up or down in that area as he wishes. But if an independent buyer and seller do a deal on the relevant exchange, at a price (Price Z) between Price X and Price Y, then the stabilising manager has a new maximum price (Price Z) instead of Price X.  5.108 The provisions of paragraph 5.107 will not prevent the stabilising manager from purchasing, offering to purchase or agreeing to purchase securities in order to close out a short position that is not covered by a greenshoe.  Over-allotment size  5.109 The over-allotment may not be more than 15% of the issue size.  Disclosures  5.110 Disclosure of the fact that stabilisation may take place should be provided in all communications issued by or on behalf of the issuer or stabilising manager to prospective investors in the securities in respect of the relevant offer.  5.111 For the preliminary offering circular (or prospectus) and/or final offering circular (or prospectus) the disclosure should contain:  (a) the following text “In connection with this offer [name of stabilising manager] may over-allot or effect transactions which may support the market price of [description of securities] at a level higher than that which might otherwise prevail for a limited period after the listing date. However, there is no obligation on [name of stabilising manager] to do so. Such stabilising action may under no circumstances continue beyond the 30th calendar day after the listing date”; and  (b) where the stabilising manager has an option or other right to purchase relevant securities from the issuer or an existing securities holder for the purposes of stabilisation; and that option or right may be exercised or relied on after the start of the introductory period and during or after the remainder of the stabilising period, the existence and terms of such an option or right must be disclosed in the relevant prospectus or offering document.  Register  5.112 No bid may be made or transaction effected in the course of stabilising action unless:  (a) the stabilising manager concerned has established the relevant register in compliance with 5.113 and 5.114; and  (b) the stabilising manager is in compliance with the registration requirements in 5.113 and 5.114 in respect of all earlier transactions effected by it in the course of stabilising action in connection with the relevant offer in question.  5.113 The person responsible for the register must ensure that it contains, either in real time or updated overnight (from business day to business day), information on:  (a) the name of the stabilising manager appointed as such;  (b) the general parameters, including the initial stabilising price, laid down by the stabilising manager and the date and time of their communication, variation or revocation;  (c) each transaction effected in the course of stabilising action including:  (i) the type of security;  (ii) the unit price;  (iii) the size;  (iv) the date and time; and  (v) details of the counter-party, if known;  (d) details of the original allotment of securities (allottee and amount allotted); and  (e) details so far as are known to the person responsible for the register of any deal which counts as a deal at a price above the then stabilising price.  5.114 The register must be kept in South Africa, or else be capable of being brought to or reconstituted inside South Africa within 48 hours of a request for access from the JSE or Financial Services Board, and, it must be retained for a period of at least twelve months from the date of the end of the stabilising period.  5.115 Disclosures by stabilising managers to issuers must comply with:  (a) subject to the issuer agreeing to keep such information confidential, the stabilising manager shall permit the issuer of the securities to inspect the register kept under this section during the stabilising period, and for three months thereafter, on any business day;  (b) the stabilising manager must inform the issuer that the information specified in paragraph 5.113(c)(i) to (iv) will be available to be shown to the issuer, if so requested, within 14 calendar days after the close of the stabilising period;  (c) In addition to the above requirements, it is recommended that the issuer obtains an undertaking from the stabilising manager to disclose the following:  (i) the date, time, number and value of all transactions effected with a view to supporting the market price of the relevant securities;  (ii) the number and value of all transactions entered into by way of permitted ancillary action under paragraph 5.103;  (iii) the profit or loss accruing to the stabilising manager, as a result of any transactions effected in terms of paragraph 5.115(c)(i) and (ii); and  (iv) the remuneration earned by the stabilising manager by way of commission or otherwise in relation to any transactions effected in terms of paragraph 5.115(c)(i) and (ii);  (d) the recommendation in paragraph 5.115(e) applies, where:  (i) a stabilising manager, or its associate, has an option or other right to purchase relevant securities from the issuer; and  (ii) that option or right may be exercised or relied on after the date of the offer and during or after the remainder of the stabilising period, and applies whether or not the exercise or reliance counts as permitted ancillary action under paragraph 5.103;  (e) upon exercise of the right to acquire securities during the stabilising period, it is recommended that the issuer should require the stabilising manager to inform it, in writing, of the reason for the exercise of the right at that time, specifying in particular, to what proportionate extent the exercise is attributable to:  (i) a need to deliver relevant securities to persons unconnected with the stabilising manager;  (ii) an opportunity for profit taking for the benefit of the stabilising manager or its associate in the course of the stabilising period;  (iii) a need to make good any failures to deliver by any other counter-party; and  (iv) any other circumstance, if so what; and if the exercise has led to any profit for the stabilising manager or its associate, whether or not paragraph 5.115(e)(ii) is specified, the stabilising manager must also specify the amount of profit taken by it or its associate as a result of the exercise; and  (f) the stabilising manager is not under any obligation to disclose the names of the individual clients to the issuer.  Criteria for stabilising managers  5.116 The issuer must appoint a stabilising manager to take the responsibility for stabilisation.  5.117 The overall responsibility for stabilisation must be allocated to one entity (the stabilising manager), for:  (a) each issue (an issue with two or more tranches shall be treated as one issue); and  (b) in each jurisdiction.  5.118 If the stabilisation is in South Africa, the stabilising manager must satisfy the following criteria, or appoint an agent that satisfies the following criteria, to act on its behalf in South Africa:[[20]](#footnote-20)  (a) it must be a member of the JSE, Life Offices’ Association of South Africa, Council of South African Banks, Merchant Bankers’ Association, Banking Association of South Africa or any other person in South Africa or elsewhere (whether natural or juristic), in good standing and acceptable to the JSE;[[21]](#footnote-21)  (b) it must prove to the JSE that it has the relevant expertise to undertake stabilisation action or has access to such expertise;  (c) it must disclose to the JSE any material dealings (including those of a corporate finance nature), other than in the ordinary course of business, by it or its associates in the securities in respect of which stabilisation is to be undertaken during the six-week period prior to the date of formal application for listing of the securities; and  (d) it must satisfy the JSE that it has net tangible assets of not less than R2 billion in jurisdictions acceptable to the JSE and undertake that, throughout the stabilisation period, it will maintain at least R2 billion of its assets in the above-mentioned jurisdictions.  Documents to be submitted to the JSE  5.119 The following information in respect of the stabilising manager must be submitted to the JSE by the sponsor:  (a) its full name;  (b) its date and place of incorporation;  (c) the full names and addresses of its directors;  (d) its audited consolidated annual financial statements for the last two completed financial years. Where more than nine months have elapsed since the end of the financial year to which the last audited annual financial statements relate, an interim report, covering at least the first six months following the end of that financial year, must be included in the documentation. If such an interim report is unaudited, that fact must be stated;  (e) a description of any material changes in the financial or trading position of the issuer since the end of the last financial period for which annual financial statements have been published, or an appropriate negative statement;  (f) information on any legal or arbitration proceedings (including any such proceedings that are pending or threatened of which the issuer is aware) that may have, or have had, a material effect on its financial position, or an appropriate negative statement; and  (g) any other details that the JSE may deem appropriate.  5.120 The stabilising manager is required to have a scrip lending agreement with a CSDP, a copy of which must be submitted to the JSE for approval.  Documents to be published  5.121 A SENS announcement in accordance with paragraph 5.110 and 5.111 must be published and a further announcement that the greenshoe has been exercised and the extent to which it has been exercised.  Stabilisation jurisdiction requirements  5.122 Where the issuer’s primary listing is in another country/ies, there must be compliance with the relevant requirements of the overseas country/ies in which stabilisation transactions are effected or which may otherwise be affected by stabilisation activity, and compliance with such requirements will be deemed to be compliance with the requirements of the JSE. | Move to Section 4  Conditions for Listings | Deals with new listing process |
| 5 | **Share certificates**  5.94With respect to the certificated environment:  (a) the normal requirement of the JSE is that all share certificates must be issued on the date of commencement of the listing of new securities or within seven days from the date of lodging of the certificates for transfer or splitting.  (b) applicants that have not yet adopted Certified Transfer Deed Procedures must effect registration of scrip within 24 hours of receipt.  (c) the JSE will not normally grant a listing for an issue of securities until the relevant share certificates, or other documents of title, have been made available, except where the relevant securities arise out of an entitlement derived from a holding in a listed security. Deals entered into between the date of commencement of the listing and the date the document of title is made available shall be for settlement during the week following the date the document of title is made available.  (d) Where it is proposed to issue share certificates, which of necessity are required to be distinguishable from existing listed securities, a copy of the proposed certificate and a copy of the existing certificates are to be submitted to the JSE. The procedures to be adopted thereafter are to be agreed at this stage.  Securities registered in the name of nominee companies  5.95 Where an issuer intends entering into a transaction or scheme that may, in its effect, discriminate between shareholders holding securities in dematerialised form through a CSDP or broker nominee company (“the nominee company”) and shareholders holding securities directly in certificated form in such issuer, the issuer is to ensure that Strate provides it with a list of dematerialised beneficial shareholders on the relevant record date, in order to ensure that all shareholders in the issuer are treated fairly.  5.96 The requirement of paragraph 5.95 shall be applied in respect of all corporate actions and the issuer must ensure that the ratio of entitlement is applied to the beneficial securities holders within a nominee company. | Move to Section 5  Continuing Obligations  **Complete**  **Complete** | Deals with continuing obligations as regards share certificates and equal treatment. |
| 6 | **Procedure for approval**  16.3 The procedure for approval of documentation is as follows, save for an accelerated specific issue of shares for cash pursuant to paragraph 11.19B where formal approval will be provided by the JSE within 48 hours:[[22]](#footnote-22)  Informal comment  (a) a copy of the documentation required to be approved in terms of the Listings Requirements (“documents”) should be submitted to the JSE as early as possible for informal comment, together with the signed checklist provided in Schedule 2 Form F (“the first submission”);[[23]](#footnote-23)  (b) if documents are received by the JSE on or before 10h00 on a business day, they will be deemed to have been lodged at 10h00 on such business day; and if they are received after 10h00 on a business day, they will be deemed to have been lodged at 10h00 on the following business day (“the deemed lodgement time”);  (c) within 120 hours of the deemed lodgement time of the first submission, the JSE will provide the relevant sponsor with informal comment. The JSE may insist on a further informal comment submission where additional corporate actions or transactions are inserted after the initial lodgement of the documentation[[24]](#footnote-24) ;  Informal approval  (d) once the informal comment amendments have been incorporated into the documents by the applicant issuer, such amended documents may be submitted to the JSE for informal approval;  (e) within 72 hours of the deemed lodgement time for informal approval, the JSE may: [[25]](#footnote-25)  (i) grant informal approval, if the documents are found to be in accordance with the Listings Requirements; or  (ii) refuse informal approval and return the documents to the relevant sponsor with comments (if they are found not to be in accordance with the Listings Requirements) or without comments (if an incomplete set of documents was submitted or the inspection fee was not paid) (“omission”);  (f) in the event of paragraph 16.3(e) (ii), the sponsor may re-submit the documents after incorporating the JSE’s comments or rectifying the omission, whereupon paragraph 16.3(d) and (e) will again apply;  (g) the procedures under paragraph 16.3(d) to (f) will apply until the JSE grants informal approval, provided that, if the documents are returned to the sponsor after a third submission, the JSE will charge an additional Inspection fee equal to 100% of the original inspection fee for every subsequent submission;  Formal approval  (h) once informal approval has been granted by the JSE, the final documents must be submitted to the JSE for formal approval;[[26]](#footnote-26)  (i) upon submission for formal approval, the JSE may:  (i) within 48 hours of the deemed lodgement time for formal approval, grant formal approval (if necessary, subject to conditions); or  (ii) within 48 hours of the deemed lodgement time for formal approval, refuse formal approval (with comment, if the documents are capable of repair);  (j) in the event of 16.3(i)(ii), the sponsor may re-submit the documents after incorporating the JSE’s comments or after repairing the documents, whereupon 16.3(h) and (i) will again apply; and  (k) the procedures under 16.3(h) to (j) will apply until the JSE grants formal approval, provided that if the documents are returned to the sponsor after a third submission, the JSE will charge an additional inspection fee equal to 100% of the original inspection fee for every subsequent submission.  It is the responsibility of sponsors and applicant issuers to ensure that the above procedure regarding the approval of documents can be accommodated within the timetables set out in the Listings Requirements. In addition, sponsors and applicant issuers are advised to structure their timetables relating to extremely complex or voluminous submissions, in order to allow the JSE, upon notification to the sponsor and applicant issuer, an additional 48 hours, per submission (informal or formal submissions), to consider the relevant documents.  Applicant issuers and sponsors must not assume approval of any aspect of a transaction, including documentation relating thereto, until formal approval has been verbally or formally granted by the JSE.  Checklists  16.4 All submissions must be accompanied by the relevant corporate actions checklist (available on the JSE website) duly completed by the sponsor indicating clearly where the specific paragraph numbers of the Listings Requirements have been complied with. Any checklist dealing with Section 8 must be completed by the reporting accounting specialist and be reviewed by the sponsor. All submissions subsequent to the first submission must be marked up to reflect changes from the previous submission. Documentation must be submitted electronically and directly to the information database maintained by the Issuer Regulation Division.[[27]](#footnote-27) | JSE Procedures Portal  **Complete** | JSE internal approval procedures, which are administrative. |
|  | **Documents to be submitted by new applicants**  16.9 New applicants are required to submit the documents described in paragraphs 16.10 to 16.12 for review by the JSE, according to the relevant corporate action timetable.[[28]](#footnote-28)  **Part I documents**  16.10 The following documents are classified as Part I documents and must be submitted to the JSE before formal approval will be granted:[[29]](#footnote-29)  (a) the formal application for listing complying with Schedule 1;  (b) an explanation of how the required spread of shareholders (refer to paragraph 4.28(e)) is to be achieved;[[30]](#footnote-30)  (c) the proposed pre-listing statement/prospectus dated and signed by the directors of the company, including their respective alternates, or under power of attorney, together with a statement of the proposed date and details relating to its publication, in full or abridged form, in the press and/or on SENS;  (d) if the document is a prospectus, complying with Section 6, a certificate from the company’s attorneys stating that the requirements of Chapter 4 of the Regulations of the Act have been complied with;  (e) if the pre-listing statement/prospectus contains a reporting accountant’s report(s), a statement from the accountant that the contents of the pre-listing statement/prospectus are not contradictory to the information contained in the reporting accountant’s report(s)[[31]](#footnote-31) ;  (f) the following information must be submitted in respect of public shareholders, irrespective of whether the listing has been sought through a placing, introduction, offer for sale or subscription:[[32]](#footnote-32)  (i) a list of shareholders, clearly distinguishing between public shareholders and non-public shareholders;[[33]](#footnote-33)  (ii) the number and issue/listing price per share; and[[34]](#footnote-34)  (iii) a positive confirmation from the sponsor and the board of directors of the applicant issuer confirming that the required spread of public shareholders (refer to paragraph 4.28(e)) has been achieved. The positive confirmation must be supported by an analysis of shareholders, distinguishing between public shareholders and non-public shareholders pursuant to paragraph 4.25, with a detailed explanation on how the public shareholders provisions were applied[[35]](#footnote-35)  (g) where applicable, the underwriting agreement, the sworn declaration in terms of Section 100(6) and (7) of the Act and a statement containing the following:[[36]](#footnote-36)  (i) that the underwriting agreement will become irrevocable not later than 16h30 on the day prior to FD as determined from the relevant corporate action timetable;[[37]](#footnote-37)  (ii) that the underwriter is in a position at the date of signing the underwriting agreement, to meet its commitments in terms of the underwriting agreement in conjunction with any other underwriting or similar agreements running concurrently with the present commitment; [[38]](#footnote-38)  (iii) the number of securities offered to the public and the number of securities offered other than to the public;  (iv) the number of securities offered as a preferential right to any other persons. A brief summary of such offer must be given;  (v) the minimum subscription (if any) in terms of the pre-listing statement/prospectus; and  (vi) confirmation that the underwriting agreement provides that the underwriting consideration will not be paid until the underwriting commitments have been met;  (h) the debenture trust deed, if debentures are to be listed;[[39]](#footnote-39)  (i) confirmation in writing from Strate that the applicant has been approved in terms of the Central Securities Depository Rules and Directives; [[40]](#footnote-40)  (j) a statement as to whether the company’s securities are listed on any exchange outside the Republic of South Africa and particulars of that listing. In the event of any application for listing on any stock exchange having been refused or deferred, relevant details are to be furnished;[[41]](#footnote-41)  (k) a list of other companies of which the applicant issuer’s directors are also directors or have been directors during the past five years, and the nature of business conducted by such companies;[[42]](#footnote-42)  (l) all details concerning any planned price stabilisation exercise;[[43]](#footnote-43)  (m) a certified copy of the applicant’s MOI or other constitutional documents if not a South African entity, embodying any amendments required by the JSE;[[44]](#footnote-44)  (n) a certified copy of the registration certificate, if the company was registered within the last two years. Where a company is registered outside of the Republic of South Africa, it must furnish a notarial copy of the certificate of registration as an external company;[[45]](#footnote-45)  (o) for certification purposes, a specimen (cancelled by mutilation) of the share or debenture certificates or other security in which it is proposed to deal. The share certificate should comply with Schedule 6; [[46]](#footnote-46)  (p) the general undertaking by the company in the form of a resolution of the board of directors, certified by the chairman and complying with Schedule 3; [[47]](#footnote-47)  (q) certified copies of relevant experts’ consents (refer to paragraph 7.F.10);[[48]](#footnote-48)  (r) a statement by the applicant issuer’s company secretary stating: [[49]](#footnote-49)  (i) the registered address and post office box number;  (ii) the address and post office box number of the transfer office;  (iii) the name of the official authorised to deal with all matters relating to the company’s listing;  (iv) the date on which the financial year ends and confirmation of whether the applicant will be reporting on a quarterly basis;[[50]](#footnote-50)  (v) the approximate date on which the annual financial statements will be issued;  (vi) the approximate date on which the annual general meeting will be held;  (vii) the approximate date on which notices of the annual general meeting will be issued[[51]](#footnote-51) ;  (viii) regarding dividends, the approximate date of declarations and the date of payment;  (ix) its next financial reporting period; and  (x) the names of the Chief Executive Officer, Financial Director and Chairman;  (s) details relating to payment of the documentation and listing fee as published and available on the JSE website, [www.jse.co.za](http://www.jse.co.za), per Section 17;[[52]](#footnote-52)  (t) [Repealed][[53]](#footnote-53)  (u) a letter signed by the chairman of the board of directors and by the chairman of the audit committee stating that: [[54]](#footnote-54)  (i) the financial information contained within the JSE circular has been considered by the audit committee and as part of that consideration it has inter alia:  (aa) specifically considered the accounting policies applied by the issuer as disclosed in the JSE circular and believes that they are appropriate;  (bb) evaluated the significant judgements and reporting decisions made by management affecting the information and believes that they are appropriate;[[55]](#footnote-55)  (cc) evaluated the clarity and completeness of the financial disclosures and believes that the disclosure is appropriate;  (dd) obtained explanations from management on the accounting for significant or unusual transactions and considered the views of the external auditors in these instances;  (ee) understands how materiality has been evaluated for reporting purposes and believes that the materiality levels are appropriate;  (ff) considered the effectiveness of internal financial controls and is satisfied with such controls;  (ii) the audit committee has recommended that the financial information be approved by the board of directors;  (iii) the board of directors has approved the financial information including the specific matters set out in paragraph 16.10(u)(i) above;  (iv) the board of directors to the best of their knowledge believes that the accounting policies disclosed in the circular will be applied in the next reporting period;  (v) the board of directors considers the internal controls of the issuer to be effective; and[[56]](#footnote-56)  (vi) the audit committee has complied with paragraph 3.84(g).[[57]](#footnote-57)  16.11 Should amendments be required by the JSE, the amended document must be submitted and approved, prior to issue.  Part II documents  16.12 The following documents are classified as Part II documents and must be received by the JSE no later than 48 hours before the date of listing, unless the listing timetable, which has been approved by the JSE, precludes such submission, in which case the relevant Part II documents must be submitted to the JSE at such time that is acceptable to the JSE:[[58]](#footnote-58)  (a) a certificate by the company’s sponsor certifying that the information published in the pre-listing statement/prospectus (in full or abridged form) was materially the same as that contained in the signed pre-listing statement/prospectus approved by the JSE or, if not, then in what material respects it differed;  (b) a certified copy of any prospectus or pre-listing statement to be published in connection with the issue, dated and signed by the directors of the company or, in their absence, by their respective alternates or by person(s) making the offer;[[59]](#footnote-59)  (c) the following information must be submitted in respect of public shareholders, irrespective of whether the listing has been sought through a placing, introduction, offer for sale or subscription:[[60]](#footnote-60)  (i) a list of shareholders, clearly distinguishing between public shareholders and non-public shareholders;[[61]](#footnote-61)  (ii) the number and issue/listing price per share; and[[62]](#footnote-62)  (iii) a positive confirmation from the sponsor and the board of directors of the applicant issuer confirming that the required spread of public shareholders (refer to paragraph 4.28(e)) has been achieved. The positive confirmation must be supported by an analysis of shareholders, distinguishing between public shareholders and non-public shareholders pursuant to paragraph 4.25, with a detailed explanation on how the public shareholders provisions were applied;[[63]](#footnote-63) [[64]](#footnote-64)  (d) the published pre-listing statement/prospectus or circular, which is required for circulation to members, must be submitted electronically and directly to the information database maintained by Issuer Regulation Division for publication on the JSE website, together with one hard copy, signed by the directors;[[65]](#footnote-65)  (e) the statutory declaration complying with Schedule 4; and  (f) written confirmation by the sponsor and the board of directors of the applicant issuer that no material objections were reported/notified to the sponsor or applicant issuer in respect of the listing of the applicant issuer from the release date of the announcement pursuant to the provisions of paragraph 11.3, 11.6 or 11.7; and[[66]](#footnote-66)  (g) notwithstanding the provisions of paragraph 16.12 above, a letter provided by the sponsor to the JSE by 15h30, on the business day before the date of listing confirming that –  • the funds raised pursuant to the granting of allocations of shares in respect of the listing have been earmarked for settlement on the listing date and have been matched, in favour of the applicant; and  • that the required spread of shareholders (refer to paragraph 4.28(e)) has been achieved[[67]](#footnote-67)  16.13 Where any of the documents listed in Part II are available at the date of submission of the Part I documents, they should be submitted to the JSE together with the Part I documents.[[68]](#footnote-68) | Move to Section 4  Conditions for Listings and/or  JSE Forms Portal | Deals with new listing supporting documents to be submitted to the JSE. |
| 7 | **Share incentive schemes**  16.32 The following documents pertaining to executive and staff share schemes (“schemes”) must be submitted to the JSE for approval:  (a) a draft copy of the scheme, which must comply with Schedule 14;  (b) the trust deed, if applicable; and  (c) a draft of the circular or notice relating to the adoption of or amendment(s) to the scheme. | Move to Schedule 14 | Schedule 14 schemes |
| 8 | **Exercise of options to subscribe for securities (including options in terms of executive and staff share schemes)**  5.63 Applications for listings of securities issued in terms of options must be made in terms of Section 16.  5.64 Application for listing of shares in terms of executive and staff share schemes may either be for block listings or for specific allotments.  5.65 The JSE will grant a block listing only in multiples of R5 million for securities issued in terms of approved schemes. Subsequent issues of securities in terms of the scheme will be subtracted from the initial block until such time as that block is exhausted, at which time an application for a further block listing will be necessary. | Move to Schedule 14 | Substantially deals with Schedule 14 schemes |
| 9 | **Restrictive funding arrangements**  5.128 Any restrictive funding arrangements undertaken by an issuer and/or any of its subsidiaries must comply with paragraph 11.60.[[69]](#footnote-69)  Restrictive funding arrangements  11.60 Any restrictive funding arrangements undertaken by an issuer and/or any of its subsidiaries must comply with the following:[[70]](#footnote-70)  (a) Disclose the restrictive funding arrangement as a material contract in circulars, pre-listings statements and prospectuses published by issuers in accordance with 7.F.1;  (b) If a related party participates in the restrictive funding arrangement shareholder approval will be required and the requirements of paragraph 10.11 will apply with the exception of paragraph 10.11(e); and  (c) Disclosure of the terms of the restrictive funding arrangement in the annual report in accordance with paragraph 8.61(n). | Move to Sections 7 (Listings Particulars), 8 (Financial Information) and 10 (Related Party Transactions) | Restrictive funding arrangements is a matter be disclosed in Section 7.  Section 8 already requires disclosure of Restrictive funding arrangements.  Restrictive funding arrangements to be addressed in Section 10. |
| 10 | **Change of transfer office**  11.39 The following procedures are required when there is a change in the transfer office of an issuer:  (a) a notice advising beneficial owners of the issuer’s change of transfer office, together with the relevant details, must be sent to all registered holders;  (b) an announcement detailing the changes must be published at least two weeks before the due date of change; and  (c) the issuer must advise the JSE, in writing, of the change and must include details in respect of the issuer’s new transfer office. | Move to Section 5  Continuing Obligations  **Complete** | Deals with continuing obligations as regards change of transfer office. |
| 11 | **Embargo placed on company announcements/circulars**  11.43 A draft announcement of price sensitive information may not be released to any third party under a time embargo before it is released in terms of paragraph 3.5 and circulars may not be released to a third party under a time embargo prior to it being approved by the JSE and sent to shareholders. | Move to Section 5  Continuing Obligations | Deals with continuing obligations as regards announcements. |
| 12 | **Name and logo of a sponsor**  11.44 The name of the sponsor must appear in any announcement or document issued by or on behalf of any issuer.[[71]](#footnote-71) | Move to Section 5  Continuing Obligations  **Complete** | Deals with continuing obligations as regards announcements. |
| 13 | **Dissemination of information**  11.47 Where copies of annual financial statements, abridged annual financial statements, pre-listing statements/listing particulars, circulars, proxy forms and dividend or interest notices are required to be distributed to shareholders, it is the responsibility of the issuer to ensure that such distribution is made to all certificated holders and to those dematerialised beneficial holders of its securities who have elected to receive such documents at the cost of the issuer.[[72]](#footnote-72) | Move to Section 5  Continuing Obligations  **Complete** | Deals with continuing obligations as regards dissemination of information. |
| 14 | **Transactions and corporate actions regulated by the Panel**  11.54 Any transaction or corporate action regulated by the Panel, which does not contain or involve any other corporate action referred to in paragraph 16.2, must only comply with:[[73]](#footnote-73)  (a) the relevant corporate action timetable, unless otherwise agreed by the JSE; and[[74]](#footnote-74)  (b) Section 8 in respect of pro forma financial information, to the extent that such information is included in the documentation distributed to shareholders.  11.55 The JSE will review the relevant documentation to ascertain whether it has any other Listings Requirements implications, but will only approve those matters referred to in paragraph 11.54.[[75]](#footnote-75)  Transactions and corporate actions regulated by the Panel  16.37 The following information is required to be submitted to and approved by the JSE before approval will be granted for transactions and corporate actions as contemplated in paragraphs 11.54 to 11.55:[[76]](#footnote-76)  (a) the circular, scheme document or offer document;  (b) a copy of the Panel’s approval;[[77]](#footnote-77)  (c) copies of any exchange control (refer to paragraph 16.26) approvals required; and  (d) the appropriate documentation and listing fee as published and available on the JSE website, [www.jse.co.za](http://www.jse.co.za), per Section 17.[[78]](#footnote-78) | Moved to Section 9  Transactions  **Complete** | Harmonise wording relating to the Panel, with Section 9 - Transactions |
| 16 | **Supplementary circulars**  11.56 The JSE must be advised immediately and a supplementary circular published if, at any time after a circular has been published and before the relevant shareholders meeting, the applicant becomes aware that:[[79]](#footnote-79)  (a) there has been a significant change affecting any matter contained in the circular; or  (b) a significant new matter has arisen, the inclusion of information on which new matter would have been required to be disclosed in the original circular had such information been known at that time;  (c) “significant” means:  (i) a change of 10% or more from the original pro forma financial effects included in the circular;  (ii) a change in the terms of the transaction such that the percentage ratios are affected and the transaction requires re-categorisation into a higher category; or  (iii) any other matter or element that could influence an investor’s assessment of the matter under consideration.  11.57 Supplementary circulars must:[[80]](#footnote-80)  (a) provide full details of the change or new matter;  (b) contain the responsibility statement required by paragraph 7.B.22; and  (c) contain a statement that, save as disclosed, there has been no significant change and no significant new matter that has arisen since publication of the previous circular. | Moved to Section 9  Transactions  Complete  **Complete** | Harmonise wording relating to the Panel, with Section 9 - Transactions |
| 17 | **Material objections[[81]](#footnote-81)**  11.65 The sponsor and the applicant issuer must immediately inform the JSE in writing of any material objections which have been reported/notified to the sponsor or applicant issuer, regarding the listing of the applicant issuer during the period from the release date of the announcement pursuant to paragraphs 11.3, 11.6 or 11.7 above and up to the submission of the Part II documents pursuant to paragraph 16.12.[[82]](#footnote-82) | Move to Section 4  Conditions for Listings | Deals with new listing process |
| 18 | **Transfer from one sub-section of the List to another**  11.48 The Global Classification System (“ICB”) allocates each issuer to the sub sector whose definition most closely describes the nature of its business. The basic information used for the classification of an issuer is the segmental turnover arising from each area of business as disclosed in the audited annual financial statements. An issuer will be allocated to the sub sector whose definition most closely fits the issuer’s source of turnover or where such sub sector describes the source of the majority of the issuer’s turnover.[[83]](#footnote-83)  11.49 Where a significant change takes place in an issuer’s structure as a result of a corporate event, its classification may be reassessed on the basis of financial data formally published by the issuer. However, no changes will be made on the basis of promises of action, assertions or aspirations of directors, unless they are substantiated by audited annual financial statements or equivalent audited information.  11.50 An issuer, through the issuer’s sponsor, may request the JSE to review the issuer’s classification at any time. A suitably motivated application containing the supportive audited segmental information must be presented to the JSE as per the timetable set out in the relevant corporate action timetable. The JSE will submit the application to FTSE if it is satisfied with such application.[[84]](#footnote-84)  11.51 Any changes agreed to and announced by the JSE and FTSE to an issuer’s classification will normally be implemented on the next trading day following the third Friday of each quarter ending March, June, September and December.[[85]](#footnote-85)  11.52 The ICB System is available on the FTSE/JSE website, “www.ftserussell.com”.[[86]](#footnote-86) | JSE Procedures Portal  **Complete** | JSE internal approval procedures, which are administrative. |
| 19 | 16.8 Approval of documents by the JSE will not in any way reflect the JSE’s views as to whether the underlying transactions, that are the subject of such documents, are fair. Neither does such approval constitute a guarantee by the JSE or its officials of the accuracy of the contents of such documents.[[87]](#footnote-87) | Move to Section 7  Listing Particulars | More appropriate with circular and PLS disclosures. |
| 20 | **Section 11 Balance**  Refer to **Annexure A** | Move to Section 7  Listing Particulars | These are provisions dealing with contents of circulars.  Section 7: Listing Particulars to be repurposed to also deal with contents of circulars. |

**Annexure A**

Section 11

Contents of Circulars and Listing Particulars

To be relocated to Section 7

**Scope of section**

This section sets out the general provisions dealing with the content of circulars and listing particulars.

Contents of all circulars and listing particulars

11.1 Circulars and listing particulars (collectively for this section the “circular”) must:

(a) provide a clear and adequate explanation of the subject matter;

(b) if voting or other action is required contain:

(i) the information necessary to allow the holders of the securities to make a properly informed decision; and

(ii) a heading drawing attention to the importance of the circular and advising holders of securities that are in any doubt as to what action to take, to consult appropriate independent advisers;

(c) be prepared in English;

(d) where new securities are being issued in substitution for existing securities, include details of the treatment of the existing documents of title;

(e) details of the action required by certificated and dematerialised shareholders, as follows:

(i) wherever reference is made to shareholders of an applicant issuer, the procedures for certificated, dematerialised own name and dematerialised shareholders must be separately detailed;

(ii) the surrender of share certificates will only apply to certificated shareholders and the surrender forms must state this;

(iii) in the case of dematerialised shareholders, the CSDP or broker will automatically action the surrender of ownership title in accordance with the corporate action or after having received an election instruction;

(iv) election forms only apply to certificated shareholders and the election forms must state this. The circular must state that dematerialised shareholders’ elections should be provided to their appointed CSDP or broker in the form stipulated in the custody agreement entered into between the shareholder and the CSDP or broker;

(v) the form of proxy included in the circular should state that it is for completion by certificated shareholders and own name dematerialised shareholders only. The circular must state that dematerialised shareholders must inform their CSDP or broker of their intention to attend any general meeting in order for such CSDP or broker to be able to issue them with the necessary authorisation to enable them to attend such meeting, or, alternately, should they not wish to attend the meeting, they should provide their CSDP or broker with their voting instruction;

(vi) the salient dates should include all the dates in the declaration data and finalisation information. The definitions for such dates should be included in the “Definitions” section of the document; and

(vii) if new securities are to be issued, securities must be issued dematerialised form.

11.2 Certain information required to be disclosed in a circular may be incorporated by reference, as set out below.

Other classes of security

11.3 If a circular is dispatched to the beneficial owners of any particular class of security, the issuer must dispatch a copy or summary of such circular to the beneficial owners of all other classes of securities in such issuer, unless the contents of such circular is irrelevant to them.

Summary circulars

11.4 An issuer may prepare a summary circular based on a circular prepared in terms of the Requirements and approved by the JSE

The summary circular:

(a) must be approved by the sponsor and not be misleading or inaccurate;

(b) include a statement from the sponsor and the board, that they has reviewed and approved the summary circular and that it includes accurate information from the circular approved by the JSE ;

(c) must include a notice of availability, with a weblink to the issuers’ website, where the contents of the full circular can be viewed or accessed. The cover page of the summary circular must include a statement in bold and in capital letters stating clearly that the summary circular is only a summary and does not contain full or complete details; and

(d) be signed by the company secretary, a director of the applicant issuer and the sponsor.

Incorporation by reference

11.5 Information prepared in terms of the Requirements may be incorporated by reference in a circular, provided that the information:[[88]](#footnote-88)

(a) must be the most recent available. and any changes must be disclosed in the circular;

(b) must be disclosed under a separate heading in a cross reference table, clearing identifying the information to be disclosed on the applicant issuers’ website or made available through a secure electronic manner at the election of the person requesting inspection for a reasonable period of time:

Circulars and other source information[[89]](#footnote-89)

11.6 Where is circular is required in terms of the Requirements, the JSE will allow disclosure in the circular to be substituted with information in the applicant issuer’s current annual report/annual financial statements provided the required information is either:[[90]](#footnote-90)

(a) separately included or incorporated by reference in the notice of annual general meeting; or

(b) clearly cross reference to the current annual report/annual financial statements.

Appendix 1 to Section 11[[91]](#footnote-91)  [Update accordingly – cross referencing]

Guidelines on the publication of information

The following table provides a summary of the requirements for publication of information relating to listed companies:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Reference (section paragraph unless otherwise stated)** | **Information** | **Electronic** **submission** **to the JSE** | **Distribute to share-holders** | **Publish in press** | **Publish through SENS** |
| 3.4(b) | Trading statement | No | No | No | Yes |
| 3.11 | Dividend announcement | No | No | No | Yes |
| 3.15 | Condensed financial statements | No | No | Yes Note 3 | Yes, available through the JSE cloudlink |
| 3.15 | Annual financial statements | Yes | No Note 4 | No | Yes, available through the JSE cloudlink |
| 3.15 | Summary financial statements | No | No | No | Yes available through the JSE cloudlink |
| 3.16 | Annual reports | Yes | No | No | Yes, available through the JSE cloudlink |
| 3.17 | Interim Results | No | No | Yes | Yes, available through the JSE cloudlink |
| 3.18 | Quarterly Results | No | No | No | Yes, available through the JSE cloudlink |
| 3.16(a) | Notices regarding annual general meetings | Yes | Yes | No | Yes, in compliance with paragraph 3.90 |
| 3.46–3.48 | All announcements except those specifically detailed in this appendix | No | No | Yes Note 3 | Yes |
| 3.49 | Circulars | Yes | Yes | No | No |
| 3.49 | Pre-listing statements and prospectuses | Yes | Yes | Yes Notes 1 and 3 | Yes Note 1 |
| 3.78 | Change of auditors | Yes | No | No | Yes |
| 3.59 | Changes to the boards of directors | Yes | No | No | Yes |
| 3.63 | Directors dealings in securities | No | No | No | Yes |
| 11.2 | Voluntary price sensitive announcements | No | No | No | Yes |
| 16.21(g) | Annual compliance report prepared pursuant to section 13G(2) of the BEE Act. | Yes | No | No | Yes (only a notice of availability referring to the website of the issuer) |

Notes:

1. Alternatively, an abridged version of the pre-listing statement/prospectus can be published through SENS and in the press.[[92]](#footnote-92) [[93]](#footnote-93) [[94]](#footnote-94)

2. If an applicant issuer makes a voluntary publication in the press, there is no minimum information required but the applicant issuer must ensure that the information is not misleading.[[95]](#footnote-95) [[96]](#footnote-96)

3. Announcements requiring publication in the press may be short-form announcements published in accordance with paragraphs 3.46 and 3.46(A).[[97]](#footnote-97) [[98]](#footnote-98) [[99]](#footnote-99)

4 A South African company must consider its statutory obligations to distribute its annual financial statements under the Companies Act.[[100]](#footnote-100)

Appendix 2 to Section 11[[101]](#footnote-101) [Update accordingly – cross referencing]

Information to be included in summary circulars

The following information must be contained in the summary:

1. The statement in accordance with paragraph [11.59].

2. Details of the corporate action:

• description of the corporate action;

• parties involved;

• rationale;

• purchase consideration/price receivable or to be paid;

• timetable and effective date;

• guidance in respect of any event requiring action by certificated and dematerialised shareholders, including voting and other actions required.

3. Details of any conditions.

4. In the event of a fairness opinion being included, a copy of the fairness opinion and a statement by the board of directors confirming whether the corporate action is fair or not insofar as the shareholders of the issuer are concerned and that the board of directors has been advised by an independent expert acceptable to the JSE.

5. Details of the name of any related party and a description of the relationship between the issuer and the related party and the extent of the interest of such party in the corporate action.

6. Details on whether any parties are excluded from voting on the corporate action and the reasons therefore.

7. The report of historical financial information, profit forecast and pro forma financial information, including the reporting accountants’ report thereon.

8. If required, the Competent Person’s Report pursuant to Section 12.

9. If required, the valuation report pursuant to Section 13, the additional property information pursuant to paragraphs 13.17–13.19 and the REIT disclosure requirements.

10. Details of the financial effects of the corporate action in terms of:

• Net Asset Value per share.

• Net Tangible Asset Value per share.

• Earnings per share.

• Headline Earnings per share.

11. In the event of shares being issued or repurchased, disclosure of the number and price at which the shares are to be issued or repurchased and details of any discount/premium (if any).

12. Working capital statement pursuant to paragraphs 7.E.7–7.E.8 (if applicable).

13. Details of irrevocable undertakings received.

14. Details of any name change.

15. Details of any changes to the board of directors as a result of the corporate action.

16. A recommendation given by the board of directors as to how shareholders should vote and an indication as to how the directors intend to vote their shares.

17. Any other relevant information.

Additional information to be included in summary circulars in relation to revised listing particulars and pre-listing statement/prospectuses:

1. The reason for the revised listing particulars.

2. Description of business pursuant to paragraph 7.D.2.

3. Directors’ information pursuant to paragraphs 7.B.1 and 7.B.9.

4. Share capital of the issuer pursuant to paragraphs 7.A.4 or 7.A.5.

5. In respect of property companies, the value pursuant to the valuation report/s.

6. In respect of mineral companies, the mineral resource and reserve statement and valuation statement.

7. In respect of an investment entity, the information required pursuant to paragraphs 15.5 and 15.7.

8. Disclosure of directors’ interests pursuant to paragraphs 7.B.20 and 7.B.21.

Additional information required in summary circulars in respect of sale or subscription of shares, rights offers and claw back offers:

1. Details on any underwriting and commission payable.

2. Details of any minimum subscription.

3. Details on the treatment of over-subscription.

4. Details on the treatment of excess applications.

The summary circulars must be accompanied by the notice of meeting, proxy and voting forms in full form complying with the Listings Requirements.

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