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[Removed] [Retained and simplified] [Retained and simplified]

 *[Above already moved to new Section 4: Corporate Governance and Section 2: Sponsors]*

 *[Above Already moved to new Section 9: Transactions]*

 [Retained and simplified] [Retained and simplified] *[Moved to Weighted Voting Shares]*

 [Removed, covered under Debt Listings Requirements] [Retained and simplified]  *[FMA requires shares to be listed must be in dematerialised form]*

 [Retained and simplified] [new definition] [Retained and simplified] [Reworded, see Key Amendment Schedule] *[No issuers listed on this board anymore, and no new listings permitted]*

*[No issuers listed on this board anymore, and no new listings permitted]*

*[No issuers listed on this board anymore, and no new listings permitted]*

 *[Moved to new Section: BEE Segment]*

[Definitions moved to definitions section]

 [Moved to New Section 15, with Investment Entities] [Moved to New Section 14, with Preference Shares][Definitions moved to definitions section]

Section 3
New Listings

**Scope of section**

This section deals with all equity listings and methods of listing.

1. Main Board;
2. the ALTX;
3. Development Stage Company;
4. Property Entities;
5. Mining/Oil and Gas Companies;
6. Investment Entities;
7. SPAC;
8. Weighted Voting Share Structure;
9. Preference Shares;
10. Secondary Listings;
11. Dual Listed Company Structure;
12. Depositary Receipts; and
13. BEE Segment

**Listing Criteria**

**Main Board**

3.1 An applicant seeking a listing on the main board must comply with the following:

 (a) it must have an existing net asset\* value excluding minority interests, of at least R50 million [see new definition of net asset value];[[1]](#footnote-74)

 (b) it must have a minimum of 25 million issued equity shares;

 (c) it must have audited financial statements for the preceding three financial years and:

 (i) the last of which reported an audited profit of at least R15 million before tax taking account of the headline earnings adjustment on a pre-tax basis; or

 (ii) it must have an existing net asset value excluding minority interests, of at least R500 million;

 (d) it must either have control (at least 50% +1 of the voting shares) or a reasonable spread of direct interests (with the right to participate through voting or other rights in the management thereof) in the majority of its assets and must have done so for a period of at least twelve months; and

 (e) it must have free float, comprising 10% of each class of equity securities held by public shareholders and representing at least 100 shareholders.

3.2 Where the applicant meets 3.1(c)(i) and 3.1(d), but does not have audited financial statements for the preceding three financial years, the JSE may in its absolute discretion list the applicant, provided that:

 (a) it can illustrate that the underlying assets/companies/subsidiaries are in a similar line of business and are interdependent/complementary to have achieved 3.1(c)(i); and

 (b) at least one of the underlying assets/companies/subsidiaries qualify for a listing on the main board on its own.

**ALTX**

3.3 An applicant seeking a listing on the ALTX must comply with the following:

 (a) it must have a net asset value\* excluding minority interests, of at least R2 million;

 (b) it must have audited financial statements for the preceding two financial years or prepare a profit forecast for the current financial year and for a period of 12 months thereafter;

 (c) it must either have control (at least 50% +1 of the voting shares) or a reasonable spread of direct interests (with the right to participate through voting or other rights in the management thereof) in the majority of its assets

 (d) it must have free float, comprising 10% of each class of equity securities held by public shareholders and representing at least 100 shareholders.; and

3.4 The directors of the applicant and the DA must present a business plan to the ALTX Advisory Committee prior to being granted a listing. The committee will make a recommendation to the JSE as regards the eligibility of the applicant. The JSE will consider the committee’s advice in granting the listing.

*\* Where the net asset value comprises material revaluation of assets, disclosure must be provided of the valuation amounts, valuation methodology/ies, details of the assumptions, sensitivity analysis, effective date of valuation and name of valuer. This revaluation disclosure may be incorporated by reference if already reported by the applicant.*

**Development Stage Company**

 3.5 The JSE may list an applicant which is in its development stage on the main board if it does not meet 3.1(c) and 3.1(c)(i), provided it meets 3.1(c)(ii) and 3.1(d).[[2]](#footnote-75)

Property Entities

3.6 An applicant seeking a listing as a property entity must comply with the listing criteria for the main board or the ALTX.

3.7 An applicant issuer can either comply with 3.1(c) or produce a forecast in terms of Section 13 reflecting forecast profit of at least R15 million before tax taking account the headline earnings adjustments on a pre-tax basis provided that:

 (a) contracted and near-contracted rental revenue account for 75% of rental revenue in each of the periods; and

 (b) for short-term rental revenue, the board confirms that:

* 1. the properties have generated rental revenue for the immediately preceding two years; and
	2. for the last financial year, based on audited financial information, the properties generated at least R15 million profit before taxation, after taking account the headline earnings adjustments on a pre-tax basis.

Mining/Oil and Gas Companies

3.8 An applicant seeking a listing as a mineral company must comply with the listing criteria for the main board or the ALTX.

3.9 If an applicant issuer does not meet 3.1(c), it will still qualify for listing provided it meets 3.1(d).

Investment Entities

3.10 The JSE may list an applicant as an investment entity on the main board if it does not meet 3.1(c) and 3.1(c)(i),, provided the applicant:

 (a) must have a net asset value\* excluding minority interests, of at least R500 million;

 (b) if listing with an existing portfolio, it must have a reasonable spread of direct interests in the majority of its assets and must have done so for a period of at least twelve months; and

 (c) its investment manager/s have sufficient and satisfactory experience in the management of the types of investment in which the investment entity proposes to invest, to the satisfaction of the JSE.

3.11 The applicant seeking a listing on the ALTX must have a net asset value excluding minority interests, of at least R50 million, and meet 3.10(b) and (c).

SPAC

3.12 An applicant seeking a listing as a SPAC on the main board must comply with the following:[[3]](#footnote-76)

 (a) must have a net asset value\* excluding minority interests, of at least R500 million;

 (b) it must not carry on any commercial and/or business operations at the time of application of listing to the JSE; and

 (c) the directors must collectively have appropriate experience and track record to complete the acquisition of viable assets in terms of the acquisition criteria. The requisite collective experience and track record, includes having: [[4]](#footnote-77)

 (i) sufficient and relevant technical and commercial experience and expertise;

 (ii) established track record in relevant operating industry and business activities including –

 (a) specific contribution to business growth and performance;

 (b) ability to manage relevant business operations risks; and

 (c) ability to identify and develop acquisition opportunities; and

 (iii) established corporate governance and regulatory compliance history.

3.13 An applicant seeking a listing as a SPAC on the ALTX must comply with the following:

 (a) must have a net asset value excluding minority interests, of at least R50 million; and

 (b) comply with 3.12(b) and (c).

**Weighted Voting Share Structure**

3.14 An applicant seeking a listing on the main board with a weighted voting share structure must comply with the following:[[5]](#footnote-78)

 (a) it must meet the main board listing criteria in 3.1;

 (b) each weighted voting share shall not carry more than 20 votes per share and the ratio cannot be increased; and

 (c) adhere to the governance arrangements in 14.3.

**Preference shares**

3.15 An issuer already listed on the main board or ALTX may seek a listing of preference shares provided it has free float, comprising 10% of each class of preference shares held by public shareholders.

3.16 An applicant seeking a listing on the main board of its preference shares must comply with the following:

 (a) the listing criteria for the main board, being 3.1(a), (c) and (d); and

 (b) have free float, comprising 10% of each class of preference shares held by public shareholders.

Secondary Listings

3.17 An applicant seeking a secondary listing on the main board or the ALTX must comply with the following:

 (a) the listing criteria for the main board or the ALTX. The criteria for listing must be read with due regard to the jurisdiction in which the applicant is incorporated and the listing criteria of the primary exchange;[[6]](#footnote-79) and

 (b) it must have a primary listing on an approved exchange and on an equivalent board/exchange to that for which listing is being sought on the JSE.

3.18 An applicant electing the fast-track listing route, must have its securities primary listed on an approved exchange for at least 12 months, prior to applying to have its securities admitted on the main board or the ALTX.

3.19 In the case of a fast-track secondary listing application for the ALTX, a business plan need not be prepared but the directors and DA must prepare a presentation for the committee dealing with a general overview of the applicant, including operations and industry, strategy and prospects, financial position and performance and regulatory environment. The latest audited financial results/annual report must be sent in advance to the JSE. The committee will make a recommendation to the JSE as regards the eligibility of the applicant. The JSE will consider the committee’s advice in granting the listing.

**Dual Listed Company Structure**

3.20 A dual listed company structure (“DLC structure”) is an aggregated group, with combined businesses, accounted for under two separately listed companies that can demonstrate that they participate in the control of the combined business through a formal agreement or such other mechanisms acceptable to the JSE.

3.21 All companies comprising the DLC structure must have a primary or secondary listing on the JSE. Depositary Receipts

[subject to approval of DSS Requirements and Section 18 amendments]

3.22 An issuer or depositary seeking a listing of DRs must satisfy the following criteria:

 (a) the DRs must be issued by a depositary which must be independent of the issuer or underlying entity;

 (b) the depositary must maintain adequate arrangements to safeguard DR holders' rights to the securities to which the DRs relate, and to all rights relating to the securities and all money and benefits that it may receive in respect of them, subject only to payment of the remuneration and proper expenses of the issuer of the depositary;

 (c) the entity referred to in (b) above must hold in trust or custody, for the sole benefit of the holders of DRs, the securities to which the DRs relate, all rights relating to the securities and all the money and benefits that it may receive in respect of them, subject only to payment of remuneration and proper expenses of the entity;

 (d) the DRs must be fully covered at all times;

 (e) the DRs must be fully paid up and freely transferable;

 (f) the securities which the DRs represent must be free from all liens and any restrictions on the right of transfer to the depositary;

 (g) there must be a duly signed deposit agreement in accordance with paragraph [18.56] in place between the issuer, the depositary and the custodian (if applicable), for sponsored DRs;

 (h) there must be a duly signed unsponsored terms and conditions in accordance with paragraph [18.56] for unsponsored DRs; and

 (i) the entity referred to in (b) above must be independent from the issuer or underlying entity, unless otherwise agreed to by the JSE, and such entity must be insolvency remote.

**BEE Segment**

**[subject to approval of DSS Requirements and the BEE Segment]**

3.19 An applicant seeking a listing of its BEE securities on the BEE Segment must comply with the following:

 (a) it must meet the listing criteria of either the Debt and Specialist Listings Requirements or any of the above or list as a BEE SPV pursuant to this Section; and

 (b) trading in the BEE securities must be restricted to a BEE compliant person pursuant to the use of (i) a BEE contract or (ii) a BEE verification agent.

3.20 An applicant seeking a listing as a BEE SPV must satisfy the following criteria:

 (a) it must have committed capital (to be received from the issue) or subscribed capital of at least R10 million prior to listing;

 (b) it must have assets that are held by a trust, a ringfenced entity or through an applicant issuer that has the quality of insolvency remoteness from the arranger or applicant issuer of the underlying assets, subject to JSE approval, which must be administered by trustees or board of directors representing the interests of the security holders of the BEE SPV. A separate trust, company or entity may be required for each class of asset with respect to the issuance of BEE SPV relating to a different composition of assets. If the assets are held via a vehicle other than a trust the JSE must be satisfied that such vehicle provides similar protections to safeguard the assets and, in particular, the powers and duties of the directors (or, in the event that the vehicle is not a company, the persons with corresponding duties and powers in relation to that vehicle) must be limited as though the director is a trustee. Thus, the provisions of this paragraph that apply to trustees and trusts must apply mutatis mutandis to the directors and the vehicle used to hold the assets;

 (c) the applicant issuer of the underlying assets must be listed on an exchange acceptable to the JSE. If not listed, the JSE must be consulted at an early stage to consider the suitability of the applicant issuer; and

 (d) it must have 10% of each class of equity securities held by the public pursuant to paragraphs 4.25-4.27 to ensure reasonable liquidity.

3.21 Where the underlying assets are equity in nature the BEE SPV must:

 (a) have underlying assets that are listed on the JSE. If the underlying assets are not listed or listed on another exchange, the financial information of the underlying assets must be published in accordance with paragraphs 3.16 to 3.22. The procedure for non-compliance will apply accordingly on the listed BEE SPV as set out in paragraphs 3.17 and 3.23 to 3.25 if the financial information on the underlying assets is not published.

 (b) have underlying assets which are minority interests and must not confer legal or management control of the listed companies.

General

Introduction

3.23 An applicant seeking a listing must also comply with the relevant sections in the Requirements:

 (a) the ALTX;

 (b) Property Entity (Section 13);

 (c) Mining/Oil Gas Company (Section 12),

 (d) Investment Entity (Section 15);

 (e) SPAC (Section 15);

 (f) Weighted Voting Share Structure (Section 14);

 (g) Preference Shares (Section 14);

 (h) Secondary Listing (Section 18);

 (i) Dual Listed Company Structure (Section 18);

 (j) Depositary Receipts (Section 18); and

 (k) BEE Segment (Section 17).

3.24 Listings must be approved by the JSE, subject to compliance with the Requirements.

3.25 An applicant may use any of the methods of listing in Section 7, when seeking a listing on the JSE.

**Corporate Governance**

3.26 Applicant must comply with the provisions relating to corporate governance in terms of Section 4.

Financial information

3.27 Applicants must appoint an auditor in terms of Section 5.

3.28 Applicants must comply with the provisions relating to financial information in terms of Section 8, save as otherwise stated in terms of the above listing criteria. If the listing criteria do not specify the need a profit history, an audited statement of financial position must be presented. The latest results must have been reported on by the auditor without qualification, disclaimer, adverse audit opinion or the inclusion of a paragraph on material uncertainty relating to going concern.

MOI & Share Incentive Scheme

3.29 The MOI and share incentive scheme (if applicable) must be approved by the JSE, in terms of their respective schedules.

Directors experience

3.30 The directors and senior management of an applicant must collectively have appropriate expertise and experience for the governance and management of the applicant and the group’s business.[[7]](#footnote-80)

Applicant to be duly incorporated

3.31 The applicant must be duly incorporated or otherwise validly established under the law of the country of incorporation or establishment, and must be operating in conformity with its MOI or relevant constitutional documents, if not South African, and all laws of its country of incorporation or establishment.[[8]](#footnote-81)

3.32 An applicant seeking a listing on the JSE must contractually undertake to the JSE, by completing the application for new listings available in the JSE Forms Portal, that from the listing date of its securities it will comply fully with all the Requirements, irrespective of the jurisdiction in which the applicant is incorporated.

Transferability of securities

3.33 Securities for which listing is sought must be fully paid up and, unless otherwise required by statute, be freely transferable. The JSE will not list shares that are not fully paid for upon listing. An applicant issuer that is proposing any form of restricted transferability must consult the JSE.[[9]](#footnote-82)

Status of securities

3.34 Securities for which a listing is sought must be issued in conformity with the law of the applicant’s country of incorporation or establishment and in conformity with the applicant’s MOI or other relevant constitutional documents, if not South African, and all authorisations needed for their creation and issue under such law must have been duly given. No application will be considered until the MOI, or other relevant constitutional documents of the applicant and/or has been approved by the JSE.[[10]](#footnote-83)

3.35 Securities in each class for which listing is applied must rank pari passu in respect of all rights.

Whole class to be listed

3.36 An application for listing of securities must be for all the securities of that class.

Unlisted securities

3.37 Where shareholders are required to vote in terms of the Requirements, the votes of unlisted securities will not be taken into account in determining either a quorum or for approval of any resolution considered at any general meeting.

Low and high voting securities

3.38 Save for the listing of weighted voting shares, the JSE will not allow an issuer to issue low or high voting securities.[[11]](#footnote-84)

3.39 Where an issuer currently has listed low or high voting securities prior to 17 July 2023 (the date of the incorporation of weighted voting shares in the Requirements), the JSE will grant a listing of additional securities of that class.[[12]](#footnote-85)

**External Companies**

3.40 Where appropriate, an applicant must be registered as an external company in terms of Section 23 of the Act before making application for a listing on the JSE. An applicant issuer must obtain a legal opinion as to whether it is required to register as an external company. A copy of this legal opinion must be furnished to the JSE on application for listing.

3.41 An external company with a listing on the JSE must appoint and maintain, whilst it remains listed on the JSE, a person authorised to accept service of due process and notices on its behalf in the Republic of South Africa and must notify the JSE of such appointment (or termination, providing that, in the event of termination, another person must immediately be appointed and their details provided in accordance with this paragraph), including:

 (a) the name of the person appointed (“person”) and the person’s address for services of due process and notices;

 (b) if different, the person’s business and residential address;

 (c) the person’s business and residential telephone number;

 (d) the person’s e-mail address; and[[13]](#footnote-86)

 (e) any change in the above particulars.

**Transfer office or a receiving and certification office and Strate relationship**

3.42 All applicant issuers must:

 (a) with respect to the certificated environment, maintain a transfer office or a receiving and certification office. All certifications must be completed within 24 hours of lodgement; and

 (b) with respect to the dematerialised environment, be approved by Strate and comply with the Central Securities Depository Rules.[[14]](#footnote-87)

**Pyramid company**

3.43 The JSE will not grant a listing to a pyramid company.

**SARB Approval**

3.44 Applicants must obtain approval from Financial Surveillance Department of the South African Reserve Bank in term of Section 16.

**[Insert Market Segmentation once approved by the FSCA]**

1. [↑](#footnote-ref-74)
2. [↑](#footnote-ref-75)
3. [↑](#footnote-ref-76)
4. [↑](#footnote-ref-77)
5. [↑](#footnote-ref-78)
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13. [↑](#footnote-ref-86)
14. [↑](#footnote-ref-87)