

CTSE LISTING REQUIREMENTS

CAPE TOWN STOCK EXCHANGE PROPRIETARY LIMITED

2013/031754/07

VERSION 02

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PREFACE

This manual contains the Listing Requirements of CTSE for the Listing of Securities on the Official List. In accordance CTSE operates and pursuant to the award of an exchange license by the **FSB**, CTSE will operate a securities exchange to maintain and provide an infrastructure for, *inter alia*:

- bringing together buyers and sellers of Securities;
- matching bids and offers for Securities of multiple buyers and sellers; and
- matching bids and offers in respect of Securities, which constitutes a transaction.

The Listing Requirements governs:

- the admission to Listing of Applicants seeking a Listing for the first time;
- Issuers already Listed on CTSE;
- the admission to Listing of all other additional Securities which Issuers may wish to List or those presently Listed;
- Directors and Issuer Agents;
- rules and procedures governing corporate actions and/or transactions by Issuers and/or their Subsidiaries;
- compliance with continuing obligations pursuant to Listings and the enforcement of those obligations; and
- suspension and/or withdrawal from the Official List (resulting from non-compliance or on request by an Issuer).

The Listing Requirements are designed to ensure (“**Objectives of the Listing Requirements**”):

- that the market infrastructure provided by CTSE is fair, efficient and transparent;
- that the business of CTSE is carried on with due regard to Public interest;
- increased confidence in the South African financial markets by:
 - o requiring Security services in respect of Listed Securities be provided in a manner which is fair, efficient and transparent;
 - o contributing to the maintenance of a stable financial market environment;
 - o promote the protection of regulated Persons, clients and investors;
 - o reduce systemic risk; and
 - o promote the international and domestic competitiveness of the South African financial markets and Security services in South Africa.

In complying with the disclosure requirements of these Listing Requirements, Issuers must ensure compliance with the requirements of the FMA and/or any regulations, codes of conduct or notices issued in terms of the FMA.

To the extent that an Applicant or Issuer is subject to the Companies Act, the requirements of the Companies Act apply to such Applicant or Issuer, and no provision of these Listings Requirements should be read to waive or reduce or decrease any obligation in terms of the Companies Act. The Listing Requirements may, however, impose a higher standard or greater obligation and/or restriction on an Applicant or Issuer.

The Listing Requirements apply equally to Applicants and Listed Issuers incorporated in South Africa and in jurisdictions outside South Africa, so far as compliance is not contrary to the law in the country of incorporation.

The rules for trading Listed Securities are set out in the Exchange Rules.

Competent authority

CTSE is the holder of an exchange license in terms of the FMA. An Applicant wishing to have its Securities traded on CTSE must apply for a Listing and must be in compliance with the Listing Requirements before being granted such Listing. The CTSE Board is the competent authority responsible for:

- the Official List of the Securities;
- applications by Applicants and/or Issuers for the Listing of Securities; and
- the annual revision of the Official List.

The CTSE Board has delegated its authority pursuant to the Listing Requirements to the Issuer Regulation Committee, the ultimate decision making body in respect of the Listing Requirements. The Issuer Regulation Committee has the right to delegate certain decision making powers to the Head of Legal, Compliance and Issuer Regulation Division. The Legal, Compliance and Issuer Regulation Division will carry out the day-to-day administration, management, enforcement and implementation of the Listing Requirements. When a Listings matter is considered by CTSE, representatives of the Issuer and other advisers may accompany the relevant Issuer Agent, any of whom may, subject to CTSE's consent, address the meeting. CTSE reserves the right to limit the number of Persons attending such meetings.

The Legal, Compliance and Issuer Regulation Division is always available to offer guidance on any aspect of the Listing Requirements and discussions take place in strict confidence.

IMPORTANT NOTE

TO AVOID ANY MISUNDERSTANDING, IT IS EMPHASISED THAT THE LISTING REQUIREMENTS ARE ENTIRELY INDEPENDENT OF, AND WITHOUT PREJUDICE TO, THE PROVISIONS ON CONTENTS OF PROSPECTUSES AND THAT COMPLIANCE WITH THESE LISTING REQUIREMENTS DO NOT IN ANY WAY GUARANTEE THAT THE LISTING PARTICULARS CONCERNED COMPLIES WITH THE RELEVANT PROSPECTUS REQUIREMENTS OR WILL BE REGISTERED BY THE COMPANIES AND INTELLECTION PROPERTY COMMISSION.

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1 DEFINITIONS AND INTERPRETATION

1.1 Throughout these Listing Requirements, the following terms, save where the context otherwise requires, have the following meanings:

“Accountant’s Report”	means the Reporting Accountant’s report required under Requirement 12.1;
“Act in Concert”	has the meaning ascribed to such term in section 117 of the Companies Act; and “ <i>Acting in Concert</i> ” shall be construed accordingly;
“Affected Transaction”	has the meaning ascribed to such term in section 117 of the Companies Act;
“Announce”	shall be at the Issuer’s expense and (a) shall include: <ol style="list-style-type: none"> i. posting (in English) on the CTSE News Service; ii. posting (in English and any other official language that the Issuer may elect) on its Website, but not before posting on the CTSE News Service; iii. dissemination (in English and any other official language that the Issuer may elect) by the Registry to holders of Listed Securities or Securities to be Listed, as applicable, by electronic or other means, but not before posting on the CTSE News Service; provided that dissemination may include referencing to a section of the Website; and iv. the name and contact details of the Issuer Agent; (b) may include, but not before posting on the CTSE News Service: <ol style="list-style-type: none"> i. presenting at a meeting, forum and/or public event; ii. publication in or by any other media platform; iii. making available at an Issuer’s and/or Issuer Agent’s offices; iv. broadcasting on radio, television or the internet; and/or v. any other means as directed or authorised by CTSE, and the term “ Announcement ” shall be construed accordingly; and provided where an Announcement is in a language other than English and there is an inconsistency, the English version shall prevail;
“Annual General Meeting”	has the meaning ascribed to it in the Companies Act;
“Annual Report”	means the annual report prepared by Issuers in terms of Requirement 12.12 to 12.16;
“Applicant”	an entity which is proposing to apply, or is applying, for Listing of any of its Securities;

“Associate”	has the meaning ascribed to it in section 67 of the FMA;
“Beneficial Interest”	<p>a Beneficial interest in relation to:</p> <ul style="list-style-type: none"> (a) any interest in a Security, means the <i>de facto</i> right or entitlement to directly receive the income payable in respect of that Security and/or to exercise or cause to be exercised, in the ordinary course of events, any or all of the voting, conversion, redemption or other rights attaching to that Security; (b) any other interest, means the obtaining of any benefit or advantage, whether in money, in kind or otherwise, as a result of the holding of that interest; and/or (c) in respect of the interests described in (a) and (b) above, means the <i>de facto</i> right or entitlement to dispose or cause the disposal of the Company’s Securities, or any part of a distribution in respect of the Securities;
“Beneficial Owner”	<p>in relation to a Security, means the Person holding any one or more of the following:</p> <ul style="list-style-type: none"> (a) the <i>de facto</i> right or entitlement to receive any dividend, interest or other income payable in respect of that Security; and/or (b) the <i>de facto</i> right or entitlement to exercise or cause to be exercised, in the ordinary course of events, any or all of the voting, conversion, redemption or other rights attached to such Security; and/or (c) the <i>de facto</i> right or entitlement to dispose or cause the disposal of the Company’s Securities or any part of a distribution in respect of the Securities;
“BBBEE Act”	means the Broad Based Black Economic Empowerment Act 53 of 2003, as amended from time to time;
“Business Day”	means a day that is not a Saturday, Sunday or official public holiday in South Africa and on which CTSE is open for trading;
“Business Rescue”	has the meaning ascribed to it in section 128 of the Companies Act;
“Cash Company”	means an Issuer (other than an Investment Company) whose assets consist wholly or substantially of cash or short dated Securities because it has disposed of all or a substantial part of its business or otherwise has ceased to have a business of sufficient substance to support its market capitalisation;
“Cautionary Announcement”	means an Announcement issued under Requirements 11.7 or 11.8;

“Circular”	means a document issued to holders of Securities by an Issuer giving information about Notifiable Transactions;
“Chief Executive Officer”	means a Person who may or may not be a Director, and who is or will be responsible under the immediate authority of the board of Directors for conducting the business of an Issuer;
Client Protection Fund”	means the fund established by the CTSE Board in terms of the Exchange Rules for the protection of investors on CTSE
“Closed Period”	means: <ul style="list-style-type: none"> (a) the date from the end of a financial year, or every interim period up to the Announcement of the Annual Report or Interim Report required by Requirement 12; and/or (b) any period where an Issuer is trading under a Cautionary Announcement;
“Companies Act”	means the Companies Act 71 of 2008, as amended from time to time;
“Company”	means a juristic person, wherever incorporated or established, including any undertaking, association of persons or entities or similar entity, wherever established, that issues Securities;
“Company Secretary”	means a person appointed pursuant to Chapter 3, Part B of the Companies Act including any official of a Company, by whatever name he may be designated, or a Company which performs the duties normally performed by a Company Secretary;
“Compliance Committee”	means the compliance committee appointed by the CTSE Board in terms of the Exchange Rules;
“Constitution”	the memorandum of incorporation, constitution or equivalent constitutive documents of an Applicant and/or Issuer;
“Contract of Significance”	means a contract involving cash flows in amount or value equal to 10% (ten percent) or more of the aggregate of the Group's share capital and reserves;
“Controlling Shareholder”	means any Person who controls a Company as contemplated in terms of section 2(2) of the Companies Act;
“Days”	means any day of the week, or calendar days;

“Dealing”	includes any sale or purchase of, or agreement to sell or purchase, any Securities and the grant, acceptance, acquisition, disposal, exercise or discharge of any option or other right or obligation, present or future, conditional or unconditional, to acquire or dispose of Securities, or any interest in Securities, and “Deal” shall be construed accordingly;
“Debt Securities”	means debentures or loan stock, debentures, bonds, notes and other Securities or instruments acknowledging, evidencing or creating indebtedness, whether secured or unsecured, and options, warrants or similar rights to subscribe or purchase any of the foregoing and convertible debt securities;
“Director”	has the meaning ascribed to it in sections 1 and 76 of the Companies Act;
“Disclosable Transaction”	means a transaction set out in Requirement 13.15;
“Discretionary Investment Companies”	means a Company referred to in terms of Requirement 16.7;
“Distribution”	has the meaning ascribed to it as per the Companies Act;
“Equity Securities”	means ordinary equity shares or in the case of an Issuer not being a Company as set out in Chapter 1 of the Companies Act, in the discretion of the Legal, Compliance and Issuer Regulation Division, Securities similar to ordinary equity shares;
“Exchange Rules”	means the exchange rules of CTSE;
“Expert”	includes an engineer, valuator, accountant and any other Person whose profession gives authority to a statement made by him/her;
“Formal Notice”	means a formal notice required to be published under Requirement 10.5;
“FMA”	means the Financial Markets Act, 19 of 2012;
“FSB”	means the Financial Services Board or its successor organisation established under the Financial Services Board Act, 1990;
“Fundamental Transaction”	means a transaction contemplated in sections 112, 113 and 114 of the Companies Act;
“General Principles”	means the General Principles contained in Requirement 2.2;
“Group”	has the meaning ascribed to a “Group of companies” in Chapter 1 of the Companies Act;

“Head of Legal, Compliance and Issuer Regulation”	means the senior manager of CTSE appointed to manage the Legal, Compliance and Issuer Regulation Division;
“Holding Company”	has the meaning ascribed to it in Chapter 1 of the Companies Act;
“IFRS”	means the International Financial Reporting Standards formulated by the International Accounting Standards Board;
“Immediate Family”	includes a person’s spouse, partner, child, parent, sibling, grandparent, uncle, aunt, cousin, niece, nephew and any other adult living in the same residence;
“Independent Director”	<p>means an independent Director who:</p> <ul style="list-style-type: none"> a) is not a representative of a holder of Securities who has the ability to control or significantly influence management; b) has not been employed by the Company of any Group of which it currently forms part, in any executive capacity for the preceding 3 (three) years; c) is not a member of the Immediate Family of an individual who is, or has been in any of the past 3 (three) financial years, employed by the Company or Group in an executive capacity; d) is not a professional advisor to the Company or the Group other than in a Director capacity; e) is free from any business or other relationship which could be seen to materially interfere with an individual’s capacity to act in an independent manner; f) does not have a direct or indirect interest in the Company (including any Holding Company or Subsidiary in a Group) which exceeds 5% (five percent) of the Group’s total number of Securities in issue; g) does not have a direct or indirect interest in the Company which is less than 5% (five percent) of the Group’s total number of Securities in issue, but is material to his personal wealth; and h) does not receive remuneration contingent upon the performance of the Company;
“Independent Member”	<p>means an independent member who:</p> <ul style="list-style-type: none"> a) is not a representative of a holder of Securities who has the ability to control or significantly influence management; b) has not been employed by the Company of any Group of which it currently forms part, in any executive capacity for the preceding 3 (three) years; c) is not a member of the Immediate Family of an individual who is, or has been in any of the past 3 (three) financial years, employed by the Company or Group in an executive capacity; d) is not a professional advisor to the Company or the Group;

- e) is free from any business or other relationship which could be seen to materially interfere with an individual's capacity to act in an independent manner;
- f) does not have a direct or indirect interest in the Company (including any Holding Company or Subsidiary in a Group) which exceeds 5% (five percent) of the Group's total number of Securities in issue;
- g) does not have a direct or indirect interest in the Company which is less than 5% (five percent) of the Group's total number of Securities in issue, but is material to his personal wealth; and
- h) does not receive remuneration contingent upon the performance of the Company;

"Interim Report"	means the semi-Annual Report prepared by Issuers in terms of Requirement 12.17 to 12.21;
"International Standards on Auditing"	means the International Standards on Auditing formulated by the International Auditing and Assurance Standards Board;
"International Issuer"	means an Issuer incorporated or otherwise established outside South Africa;
"Investment Company"	means a body corporate which has as its purpose the investment of its funds with the aim of either spreading investment risk or holding a specific listed investment, and giving its members the benefit of the results of the management of those funds by or on behalf of that body or for another proper commercial objective;
"IRBA"	the Independent Regulatory Board for Auditors;
"Issuer"	means any Company whose Securities are Listed or are proposed to be the subject of an application for Listing or some of whose Securities are already Listed;
"Issuer Agent"	means a Person appointed as an authorised representative by an Issuer under Requirement 4 and includes a Director, officer or employee of an Issuer Agent, performing the functions of an Issuer Agent and suitably qualified with relevant experience;
"Issuer Regulation Committee"	means the Issuer Regulation Committee responsible for Listing matters established by the CTSE Board which has the responsibility of ensuring compliance with the Listing Requirements and taking the appropriate actions as may be necessary to manage non-compliance with the Listing Requirements by Issuers and any risks arising as a result of non-compliance;
"King Code" or "King Report"	means the King Code on Corporate Governance for South Africa;

“Listed”	means admitted to the Official List and the term “Listing” shall be construed accordingly;
“Legal, Compliance and Issuer Regulation Division”	means the division of CTSE which reports to the Head of Legal, Compliance and Issuer Regulation;
“Listing Particulars”	means any document issued or proposed to be issued in connection with an application for Listing and complying with the requirements for Listing Particulars set out in these Listing Requirements;
“Listing Requirements”	means the listing requirements contained herein, including the preface, interpretation and appendices, as amended or replaced from time to time by CTSE in accordance with Requirement 2.13; and the term “Requirement” shall be construed accordingly;
“Listing Undertaking”	means the undertaking (in the form set out in Appendix 4) by an Issuer to CTSE;
“Major Subsidiary”	means a Subsidiary representing 25% (twenty five percent) or more of either the consolidated net assets or pre-tax trading profits of the Group;
“Material”	means <ul style="list-style-type: none"> a) in the context of information, information that, if omitted or misstated, could influence the economic decisions of investors. Without limiting the foregoing, a change of 10% (ten percent) or more of either gross revenue, operating expenses, net assets or market capitalisation of the Issuer or Group shall be deemed to influence the decisions of investors; b) in any other context, 10% (ten percent) or more of either gross revenue, operating expenses, net assets or market capitalisation of the Issuer or Group, and the term “Materially” shall be construed accordingly;
“Mineral Company”	means a Company or Group, of which a principal activity is, or is planned to be, the extraction of mineral resources (which may or may not include exploration for mineral resources). In determining what constitutes a principal activity, CTSE will have regard to all circumstances, including whether the activity represents 25% (twenty five percent) or more of gross revenue, operating expenses, net assets or market capitalisation of the Company or the Group;
“New Applicant”	means, in the case of Securities, an Applicant for Listing, whose Securities are not yet Listed;
“Non-discretionary Investment Companies”	means a Company referred to in Requirement 16.8;

“Notifiable Transaction”	means a transaction set out in Requirement 13.1.1;
“Objectives of the Listing Requirements”	means as are provided for in the preface to the Listing Requirements;
“Official List”	means the List of all Securities admitted for quotation on the official market of CTSE;
“Ordinary Resolution”	has the meaning ascribed to it in the Companies Act;
“Pari Passu ”	means identical and equal in each and every respect;
“Person”	has the meaning ascribed to it in Chapter 1 of the Companies Act and includes a natural or juristic person;
“Primary Listing”	in relation to a Security listed on more than one Recognised Exchange, the Listing of that Security which subjects the Issuer to the full requirements applicable to a listing on that Recognised Exchange;
“Property Company”	means a Company primarily engaged in activities which include: <ul style="list-style-type: none"> a) the holding of immovable properties or development of immovable properties for letting and/ or retention as investments; or b) the purchase or development of immovable properties for subsequent sale or letting; or c) both paragraphs (a) and (b) above;
“Procedures”	means the CTSE procedures issued in terms of its Exchange
Rules; “Prospectus”	has the meaning ascribed to “registered prospectus” in the Companies Act;
“Public” or “Public Hands”	in relation to Securities means Securities being held by ordinary people in general and Securities will not be regarded as being held in Public Hands if they are held, directly by: <ul style="list-style-type: none"> a) a Director of the Applicant or Issuer or of any of its Subsidiaries; b) a Person who is a Related Party with a Director of the Applicant or Issuer or of any of its Subsidiaries; c) the trustees of any employees share scheme or pension fund established for the benefit of any Directors and employees of the Applicant or Issuer and its Subsidiaries; d) any Person who by virtue of any agreement has a right to nominate a Person onto the board of the Applicant or Issuer; and/or e) any person described in Requirement 6.26.1 and/or Requirement 6.26.2;

“Recognised Exchange”	means a regulated stock exchange, whether in South Africa or elsewhere, as approved by the CTSE Board and which list of Recognised Exchanges are published and available on the CTSE website, www.ctexchange.co.za , per Appendix 8;
“Register of Issuer Agents”	means the register of Issuer Agents maintained by CTSE and “Registered Issuer Agent” shall be construed accordingly;
“Registry”	means CAPE TOWN STOCK EXCHANGE Registry Proprietary Limited, registration number: 2016/396777/07, duly incorporated as a company under the laws of South Africa;
“Regulated Persons”	has the meaning ascribed thereto in terms of the FMA;
“REIT”	means a real estate investment trust, being an Applicant and/or Issuer which receives REIT status pursuant to the Listings Requirements;
“Related Party”	shall have the meaning ascribed in IFRS and in relation to any Issuer, shall include any entity or Person who: <ul style="list-style-type: none"> a) Controls or exerts Significant Influence over the Issuer which shall include Directors of the Issuer; or b) the Issuer Controls or exerts Significant Influence over, and, includes the Immediate Family of such Person;
“Related Party Transaction”	shall have the meaning ascribed in IFRS and shall include any transfer of resources, services or obligations, including the disposal or acquisition of any assets or shares, and the issue and repurchase of shares, between an Issuer or a Subsidiary of the Issuer and Related Party. Notwithstanding the definition contained in IFRS, the following shall not constitute a Related Party Transaction for purposes of the Listing Requirements: <ul style="list-style-type: none"> a) transactions between the Issuer and its Subsidiaries; b) transactions between fellow Subsidiaries of an Issuer; c) employment relationships; and d) arm’s-length transactions in the ordinary course of business of the Issuer or Subsidiary;
“Reporting Accountant”	means an audit firm and individual auditor, acceptable to CTSE, registered with IRBA (or such similar body outside of South Africa), responsible for preparing the work and issuing the Accountant’s Report;
“SAICA”	means the South African Institute of Chartered Accountants;
“Secondary Listing”	means a Listing which is not a Primary Listing;

“Securities”	<p>has the meaning ascribed to it in the FMA and for the purposes of CTSE:</p> <ul style="list-style-type: none"> a) the entire class or classes of an Issuer’s ordinary share capital; and/or b) the entire class or classes of an Issuer’s preference share capital; c) debentures, bonds, notes, commercial paper and other fixed or floating interest instruments, <p>irrespective of their form or title, issued or authorised to be issued by a profit company;</p>
“Significant Influence”	<p>has the meaning ascribed to such term in IFRS. Notwithstanding the definition contained in IFRS, Significant Influence shall exclude Control but shall include the power:</p> <ul style="list-style-type: none"> a) to participate in the financial and operating policies of an entity, and/or b) exercisable by any shareholder holding in excess of 10% (ten percent) of the issued share capital of an Issuer or Subsidiary;
“South Africa”	means the Republic of South Africa as constituted from time to time;
“Special Resolution”	has the meaning ascribed to it in the Companies Act;
“Strate”	means Strate Proprietary Limited, a company duly registered and incorporated with limited liability under the company laws of the Republic of South Africa under registration number 1998/02224/07, licensed as a central securities depository under the FMA licensed as a central securities depository under the FMA;
“Subsidiary”	an entity, whether a Company or otherwise, controlled by another entity, whether a Company or otherwise (where “Control” has the meaning ascribed thereto in section 2(2) of the Companies Act);
“Substantial Shareholder”	means a Person, in South Africa or elsewhere, who holds by himself or through a nominee, a Security or an interest in a Security which entitles him to exercise not less than 5% (five percent) of the aggregate voting power exercisable at a meeting of holders of Securities of such class of Securities;
“Substantial Transaction”	means a transaction set out in Requirement 13.11;
“Takeover Regulations”	means the Takeover Regulations promulgated pursuant to the Companies Act

“Website”	means the Issuer’s website and which website shall include at least all Announcements made in terms of these Listing Requirements;
“CTSE”	means CAPE TOWN STOCK EXCHANGE Proprietary Limited, registration number 2013/031754/07, duly incorporated as a company under the laws of South Africa;
“CTSE Board”	means the board of Directors of CTSE, as constituted from time to time; and
“CTSE News Service”	means a news service operated by CTSE for the purpose of disseminating information in relation to CTSE, CTSE Authorised Users and Issuers or Listed Securities and for communication between CTSE and Authorised Users, Issuers and/or Issuer Agents.

1.2 In these Listing Requirements:

- 1.2.1 headings are for convenience only and do not affect interpretation;
- 1.2.2 words denoting the singular number shall include the plural, and *vice versa*;
- 1.2.3 words denoting any gender shall include all genders;
- 1.2.4 a reference to a Requirement includes all components of that Requirement;
- 1.2.5 a reference to time is a reference to the time in Johannesburg, South Africa;
- 1.2.6 a reference to currency is South African Rand (R or ZAR), unless otherwise indicated;
- 1.2.7 a reference to an Appendix to the Listing Requirements, is with reference to the Appendices published in terms of Procedure 2: Appendices to the Listing Requirements;
- 1.2.8 words and expressions defined in the Companies Act or the FMA will, unless otherwise defined in these Requirements or the contrary intention appears, have the same meaning in these Requirements;
- 1.2.9 a reference to:
 - 1.2.9.1 a legislative provision or legislation (including subordinate legislation) is to that provision or legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - 1.2.9.2 a document (including this document) or agreement, or a provision of a document (including this document) or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
 - 1.2.9.3 a party to this document or to any other document or agreement includes a successor in title, permitted substitute or a permitted assign of that party;
 - 1.2.9.4 a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
 - 1.2.9.5 anything (including a right, obligation or concept) includes each part of it;
- 1.2.10 an interpretation that promotes the purpose of a Requirement (whether expressed in the Requirements or not) is to be preferred to another interpretation;

- 1.2.11 a Requirement is not to be interpreted against the interests of CTSE merely because it prepared these Requirements or because it relies on a provision of these Requirements to protect itself; and
- 1.2.12 the relevant Requirements, to be considered when considering an act or omission that may constitute a breach of the Requirements, are those Requirements that are in force at the relevant time of the act or omission.
- 1.3 Governing Law and Jurisdiction
 - 1.3.1 These Listing Requirements will be interpreted in accordance with and governed by the laws in force in South Africa.
 - 1.3.2 CTSE and each Issuer irrevocably and unconditionally submit to and accept the non-exclusive jurisdiction of the High Court of South Africa, Gauteng Local Division, Johannesburg or its successor, and irrevocably and unconditionally waive any immunity from, or any objection to, any action in the courts exercising any jurisdiction in South Africa.
- 1.4 In these Listing Requirements references to documents being certified shall mean an original document and/ or certified to be a true copy or extract (as the case may be) by a commissioner of oaths, a Director, the Company Secretary or by a member of the Issuer's auditors or by a notary public, and references to a translation being certified shall mean certified to be a correct translation by a sworn translator.

2 GENERAL REQUIREMENTS AND THE LISTING PROCESS

Objectives

- 2.1 It is an integral function of CTSE to provide facilities for the Listing of Securities of Issuers and to provide its users with an orderly market place for the trading of Securities and to regulate accordingly. These Listing Requirements reflect, *inter alia*, the Requirements and procedures governing applications for a Listing and the continuing obligations of Issuers pursuant thereto.

General Principles

- 2.2 The Listing Requirements are designed to ensure that investors have and can maintain confidence in the market and in particular that:
- 2.2.1 a stable financial market environment is maintained;
 - 2.2.2 the Securities for which application for Listing has been made are suitable for Listing;
 - 2.2.3 the issue and marketing of Securities is conducted in a fair, efficient and orderly manner;
 - 2.2.4 Regulated Persons, clients and investors are given sufficient and accurate information to enable them to make a properly informed assessment of an Issuer and of the Securities, such that they are protected;
 - 2.2.5 once a Listing has been granted, there is sufficient, equal and timeous disclosure of information to clients, investors and Public to ensure that they are kept fully informed by Listed Issuers of all factors which might affect their interests and in particular that immediate disclosure is made on any information which might reasonably be expected to have a Material effect on market activity in, and the prices of Listed Securities;
 - 2.2.6 all holders of Listed Securities are treated fairly and equally;
 - 2.2.7 Directors of a Listed Issuer act in the interest of its holders of Securities as a whole; and
 - 2.2.8 holders of Securities are given adequate opportunity to consider in advance and vote upon major changes in the Issuer's business operations and matters of importance concerning the Issuer's management and Constitution.
- 2.3 The Listing Requirements are not exhaustive and CTSE may, subject to the provisions of the FMA and any applicable administrative laws, impose additional requirements or make a Listing subject to special conditions whenever it considers it appropriate (see Requirement 6.3).
- 2.4 In the case of Applicants, CTSE may waive the requirement to comply with these Listing Requirements, provided prior approval has been obtained from the Issuer Regulation Committee and where the decision to waive relates to information otherwise required to be disclosed in the Listing Particulars, CTSE shall require the Applicant to include a statement in relation to any such decision in the Listing Particulars. Subject to the provisions of the FMA and any applicable administrative laws, CTSE shall notify the FSB of any such waivers.
- 2.5 Suitability for Listing depends on many factors. Applicants should appreciate that compliance with the Listing Requirements may not in itself ensure an Applicant's suitability for Listing. Subject to the provisions of the FMA and any applicable administrative laws, CTSE retains a discretion to accept or reject applications and in reaching its decision will pay particular regard to the general conditions outlined in Requirement 6.2. Prospective Issuers (including Listed Issuers) or their Issuer Agents are therefore encouraged to contact the Legal, Compliance and Issuer Regulation Division to seek informal and confidential guidance as to the eligibility of a proposed application for Listing at the earliest possible opportunity.

CTSE's Responsibilities for Listing

- 2.6 Listing Requirements are made, administered and enforced by CTSE subject where relevant to the approval of the Issuer Regulation Committee. Written decisions of CTSE shall be conclusive and binding on the Issuer, subject to any appeal process provided for in Chapter 3. CTSE may issue practice notes and guidance notes, from time to time, to assist Issuers or their advisers in interpreting and complying with these Listing Requirements.

Issuer Regulation Committee

- 2.7 The Issuer Regulation Committee is the body responsible for Listing matters established by and reporting to the CTSE Board. The Issuer Regulation Committee shall, *inter alia*, have the following responsibilities in respect of Listing matters:
- 2.7.1 advise the CTSE Board on the Listing Requirements and matters arising therefrom;
 - 2.7.2 recommend amendments and/or variations to the Listing Requirements to the CTSE Board, including the Listing fee rates as determined by CTSE from time to time;
 - 2.7.3 approve any Securities to be Listed on CTSE in compliance with the Listing Requirements, save that the Issuer Regulation Committee may delegate the approval of Securities to List in terms of a general mandate authorised by an Issuer's shareholders to the Head of Legal, Compliance and Issuer Regulation Division;
 - 2.7.4 impose appropriate sanctions for non-compliance and allow the Compliance Committee to hear and adjudicate on any reviews and appeals against actions and decisions of the Issuer Regulation Committee. The decision by the Compliance Committee is final and binding;
 - 2.7.5 suspend or remove any Issuer or Securities from the Official List in compliance with the Listing Requirements; and
 - 2.7.6 provide rulings regarding the interpretation of the Listing Requirements or waivers for non-compliance with the Listing Requirements.
- 2.8 The Issuer Regulation Committee shall consist of:
- 2.8.1 the Head of Legal, Compliance and Issuer Regulation or, in his absence, the Chief Executive Officer of CTSE;
 - 2.8.2 a minimum of 2 (two) Independent Members of CTSE;
 - 2.8.3 a representative of a major accounting firm in South Africa, provided, however, that should such accounting firm audit, represent or advise an Issuer that is subject to the Issuer Regulation Committee's deliberations or be in any other way conflicted, then a representative from another major accounting firm in South Africa, as agreed by the majority of the other members of the Issuer Regulation Committee will be sought for such deliberations;
 - 2.8.4 a representative of a major legal firm in South Africa, provided, however, that should such legal firm represent or advise an Issuer that is subject to the Issuer Regulation Committee's deliberations or be in any other way conflicted, then a representative from another major legal firm in South Africa, as agreed by the majority of the other members of the Issuer Regulation Committee will be sought for such deliberations; and
 - 2.8.5 other *ad-hoc* members based on particular skills (e.g. industry experience).
- 2.9 In the first instance, all matters concerning these Listing Requirements and an application for Listing will be dealt with by the staff of the Legal, Compliance and Issuer Regulation Division. In this regard, CTSE shall provide the necessary staff and other resources to assist the Issuer Regulation Committee in carrying out its functions. In so doing, CTSE shall establish and resource the Legal, Compliance and Issuer Regulation Division and appoint a Head of Legal, Compliance

and Issuer Regulation to have management responsibility of the Legal, Compliance and Issuer Regulation Division.

Admission on the Official List

- 2.10 Every Company desirous of admitting a new class of Securities on the Official List or of issuing new Securities of a class already Listed shall make an application to CTSE.
- 2.11 On receipt of the application, CTSE shall refer the application to the Issuer Regulation Committee, which may after giving due consideration to the eligibility and suitability of the application:
 - 2.11.1 grant the application subject to any conditions it deems fit; or
 - 2.11.2 reject the application.
- 2.12 Securities shall be quoted on the Official List upon Announcement of the Listing Particulars for the benefit of investors. The Listing Particulars shall contain all such particulars as are specified in these Requirements to enable any interested Person to be reasonably well informed.

AMENDMENT TO THE LISTING REQUIREMENTS

- 2.13 These Listing Requirements may only be added to, amended, varied or deleted (amendments) by CTSE in accordance with this Requirement and subject to the provisions of the FMA.
 - 2.13.1 To amend a Requirement CTSE will:
 - 2.13.1.1 Publish the proposed amendments on the CTSE News Service;
 - 2.13.1.2 consult with Issuers and Issuer Agents on the proposed amendment/s;
 - 2.13.1.3 allow Public 30 (thirty) Days to provide CTSE with written comments via email, which email address will be provided by CTSE at the time;
 - 2.13.1.4 once the consultation process is completed CTSE will submit any proposed amendment/s of the Requirements, together with an explanation of the reasons for the proposed amendment/s and any concerns or objections raised during the consultation process to the FSB for approval in accordance with the provisions of the FMA.
 - 2.13.2 Amendments to the Listing Requirements will take effect on the date published by the FSB in terms of the FMA.
 - 2.13.3 CTSE will also publish the approved amendments to the Listing Requirements and the effective date of the amendments on the CTSE New Service.

Fees

- 2.14 Issuers whose Securities are granted a Listing on CTSE are required to pay the relevant fees to CTSE, which fees are published and available on the CTSE website, www.CTSE.co.za, per the Procedures. The fees may be reviewed and adjusted by the CTSE Board on an annual basis to reflect general economic and market conditions.

3 COMPLIANCE WITH AND ENFORCEMENT OF THE LISTING REQUIREMENTS

Compliance with Listing Requirements

- 3.1 Issuers must comply with all Listing Requirements applicable to them.
- 3.2 In the case of applications for Listing, Issuers must provide the following to CTSE as part of the application:
 - 3.2.1 all the information and explanations that CTSE may reasonably require for the purpose of deciding whether to grant a Listing;
 - 3.2.2 all the information that CTSE considers appropriate in order to protect investors or ensure the functional operation of the market; and
 - 3.2.3 any other information or explanations that CTSE may reasonably require for the purpose of verifying whether the Listing Requirements are being and have been complied with.
- 3.3 In cases, other than applications for Listing, Issuers must provide to CTSE, within such period as CTSE deems appropriate in the circumstances:
 - 3.3.1 all the information that CTSE considers appropriate in order to protect investors or ensure the functional operation of the market; and
 - 3.3.2 any other information or explanations that CTSE may reasonably require for the purpose of verifying whether the Listing Requirements are being complied with.

Refusal of Application for Listing

- 3.4 CTSE may refuse an application for Listing if it considers:
 - 3.4.1 the Listing of the Applicant's Securities would be detrimental to the interests of investors;
 - 3.4.2 the Listing of the Applicant's Securities will not be in Public interest;
 - 3.4.3 the Listing of the Applicant's Securities will not meet the objects of the FMA or the Listing Requirements; and
 - 3.4.4 that the Applicant does not comply or has not complied with the Listing Requirements or with any special condition imposed on the Applicant by CTSE under Requirement 6.3.
- 3.5 Notwithstanding Requirement 3.4, CTSE must, before refusing an application to be admitted:
 - 3.5.1 inform the Applicant of its intention to refuse the application;
 - 3.5.2 provide the Applicant with the reasons for the intended refusal; and
 - 3.5.3 call upon the Applicant to show cause within a specified period of not less than 5 (five) Business Days why the application should not be refused.

Investigations, Enforcement and Appeal

- 3.6 The Head of Legal, Compliance and Issuer Regulation or in his/her absence any senior manager of CTSE will inform the affected Issuer, Director or Issuer Agent of:
 - 3.6.1 any alleged contravention/s of the Requirement/s;
 - 3.6.2 the right to make written representations to the Legal, Compliance and Issuer Regulation Division in response to the alleged contraventions and to be allowed to produce any evidence in defence of this within a period reasonably determined by the Legal, Compliance Issuer Regulation Division; and
 - 3.6.3 any additional information that the Legal, Compliance and Issuer Regulation Division may require as useful or necessary to make a finding.

- 3.7 Notwithstanding, that CTSE will perform all its functions in terms of the FMA and subject to applicable administrative laws, if the Legal, Compliance and Issuer Regulation Division determines in its discretion that an Issuer, Director or Issuer Agent has contravened any of the Requirements (taking into account any representations or evidence provided by the affected party in terms of Requirement 3.6.2), it shall, within 10 (ten) Business Days of making such a determination, issue a notice to the affected party:
 - 3.7.1 containing details of the Requirement that has been contravened;
 - 3.7.2 containing the facts and circumstances that gave rise to the contravention and reasons in support of the determination;
 - 3.7.3 notifying the affected party that it has the right to object to the determination made by lodging an objection with the Issuer Regulation Committee within 10 (ten) Business Days of receipt of the notice, setting out the grounds for the objection; and
 - 3.7.4 notifying the affected party that if it elects not to object to the determination, that it has an opportunity to provide the Issuer Regulation Committee with mitigating factors within 10 (ten) Business Days of receipt of the notice that should be taken into account by the Issuer Regulation Committee before it decides upon the appropriate sanction.
- 3.8 If the affected party has not objected to the determination as provided for in Requirement 3.7.3, the Issuer Regulation Committee will decide upon the appropriate sanction (taking into account any mitigating factors provided by the affected party in terms of Requirement 3.7.4). The Issuer Regulation Committee will issue a notice to the affected party:
 - 3.8.1 containing the sanction imposed; and
 - 3.8.2 notifying the affected party that it has the right to appeal to the Compliance Committee in respect of the sanction imposed within 10 (ten) Business Days of receipt of the notice in accordance with Requirement 3.11.
- 3.9 The Issuer Regulation Committee will consider an objection in terms of Regulation 3.7.3 and confirm, revoke, vary or amend the Legal, Compliance and Issuer Regulation Division's determination (taking into account the grounds for objection provided by the affected party in terms of Requirement 3.7.3) by issuing a notice to the affected party:
 - 3.9.1 containing reasons in support of such confirmation, revocation, variation of amendment;
 - 3.9.2 notifying the affected party that it has the right to appeal to the Compliance Committee in accordance with Requirement 3.11 within 10 (ten) Business Days of receipt of the notice; and
 - 3.9.3 notifying the affected party that if it elects not to appeal the determination, that it has an opportunity to provide the Issuer Regulation Committee with mitigating factors within 10 (ten) Business Days of receipt of the notice that should be taken into account by the Issuer Regulation Committee before it decides upon the appropriate sanction.
- 3.10 If the affected party has not appealed the decision as provided for in Requirement 3.9.2, the Issuer Regulation Committee will decide upon the appropriate sanction (taking into account any mitigating factors provided by the affected party in terms of Requirement 3.9.2), and will issue a notice to the affected party:
 - 3.10.1 containing the sanction imposed; and
 - 3.10.2 notifying the affected party that it has the right to appeal to the Compliance Committee within 10 (ten) Business Days of receipt of the notice in accordance with Requirement 3.11.

- 3.11 An Applicant, Issuer, Director or Issuer Agent which wishes to appeal a decision of the Issuer Regulation Committee as contemplated in Requirement 3.8.2, 3.9.2 or 3.10.2 may appeal to the Compliance Committee in accordance with the following procedures:
- 3.11.1 an Applicant, Issuer, Director or Issuer Agent may give notice of an appeal to the Compliance Committee of any determination within 10 (ten) Business Days of the determination, and such notice shall set out:
- 3.11.1.1 the name of the Applicant, Issuer, Director or Issuer Agent seeking the appeal;
 - 3.11.1.2 the grounds for the appeal;
 - 3.11.1.3 all material facts (including any mitigating factors with regard to sanction); and
 - 3.11.1.4 all relevant documents including any on which the Applicant, Issuer, Director or Issuer Agent seeks to rely.
- 3.11.2 the Compliance Committee may determine that the Applicant, Issuer, Director or Issuer Agent must make written submissions on the appeal, rather than attend the appeal in person, or who may be invited to attend the appeal, including CTSE or Issuer employees, or witnesses, observers or experts.
- 3.11.3 CTSE may charge a fee for the Compliance Committee to hear an appeal as set out in the Procedures and the Compliance Committee has the discretion as to whether to refund all or part of such fee to the affected party.
- 3.11.4 the Chairman of the Compliance Committee will give reasonable notice to the relevant Applicant, Issuer, Director or Issuer Agent of the nominated date, time and place of appeal, which shall be at least 5 (five) Business Days after the appeal notice under Requirement 3.11.1 has been received by the Compliance Committee. Provided, however, that the Chairman may amend the appeal date for which notice has previously been given, and appoint a substitute appeal date. The Chairman of the Compliance Committee will provide reasonable notice of the new date to the Company and may adjourn and reconvene proceedings as he sees fit.
- 3.11.5 in addition any aggrieved person in terms of section 105(1) of the FMA may appeal to the appeal board subject to the provisions of section 105(1) of the FMA and the registrar may appeal to the appeal board against a decision of CTSE in accordance with the provisions of section 105(2) of the FMA.
- 3.12 The Compliance Committee has the power to direct what details of its decision in terms of Requirement 3.13 are made available to Public generally.
- 3.13 The Compliance Committee will consider an appeal as set out in a notice in terms of Requirement 3.11 and make a determination by issuing a notice to the Issuer, Director or Issuer Agent:
- 3.13.1 containing reasons in support of the determination; and
 - 3.13.2 in the event of an appeal in terms of Requirement 3.9.2, the Compliance Committee may confirm, vary or replace the decision of the Issuer Regulation Committee. If the Compliance Committee determines that there has been a breach of the Listing Requirements, providing that:

- (a) the matter will be referred back to the Issuer Regulation Committee for a determination on sanction; and
- (b) that the affected party has an opportunity to provide the Issuer Regulation Committee with mitigating factors within 10 (ten) Business Days of receipt of the notice that should be taken into account by the Issuer Regulation Committee before it decides upon the appropriate sanction in accordance with Requirement 3.8.

Sanction

- 3.14 The Issuer Regulation Committee or the Compliance Committee, as the case may be, will be entitled to impose any of the penalties (or a combination of them) set out in section 11(1)(g) of the FMA on any Issuer, Director or Issuer Agent in accordance with this Chapter 3:
- 3.15 In the case of a reprimand constituting a written warning, such a reprimand may be issued by the Head of Legal, Compliance and Issuer Regulation Division or the Chief Executive of CTSE.
- 3.16 In the case of an Issuer Agent, sanctioning may include removing the Issuer Agent from the register maintained by CTSE.
- 3.17 If the affected party fails to pay a fine, CTSE may file with the clerk or registrar of any competent court a statement certified by it as correct, stating the amount of the fine imposed and such statement thereupon has all the effects of a civil judgment lawfully given in that court against the affected party in favour of CTSE for a liquid debt in the amount specified in the statement.
- 3.18 Any fine issued and paid in terms of these Listing Requirements will be allocated to the Client Protection Fund.

Publication of Information

- 3.19 CTSE may, at any time, require an Issuer to publish such information in such form and within such time limits as it considers appropriate for the purpose of promoting the Objectives of the Listing Requirements or the General Principles.
- 3.20 If an Issuer fails to comply with a requirement under Requirement 3.19, CTSE may itself publish the information after having given the Issuer an opportunity to make representations to CTSE as to why the information should not be published.

Suspension and Withdrawal of a Company from the Official List

- 3.21 Subject to firstly complying with the provisions of section 12 of the FMA, CTSE may at any time with the approval of the Issuer Regulation Committee, suspend Dealings in any Securities or withdraw a Company from the Official List in such circumstances and subject to such conditions as it thinks fit, whether requested by an Issuer or not, where CTSE considers:
 - 3.21.1 it necessary for the protection of investors or the maintenance of an orderly market; or
 - 3.21.2 an Issuer has materially failed to comply with these Listing Requirements or its Listing Undertaking; or
 - 3.21.3 that Public holding of the Security is such that Requirement 6.27.1 should be applied; or
 - 3.21.4 that the Issuer does not have a sufficient level of operations or sufficient assets to warrant the continued Listing of its Securities (see Requirement 11.35); or
 - 3.21.5 that the Issuer or its business is no longer suitable for Listing; or
 - 3.21.6 that the Listing of the Issuers' Securities is not in Public interest; or

- 3.21.7 the Issuer is placed under provisional liquidation, Business Rescue or similar action which has the effect of removing the decision making power from the board and vesting such power with a party not bound to the Requirements; or
- 3.21.8 that the continued Listing of the Issuers' Securities does not promote the Objectives of the Listing Requirements or the General Principles.
- 3.22 The Issuer shall immediately notify CTSE of the Issuer's decision to proceed with a request for suspension of its Securities. Where an Issuer itself seeks a suspension, its Issuer Agent shall make a written request for suspension duly supported by specific reasons and signed by a Director of the Issuer, to CTSE. CTSE will respond to the Issuer's request in writing, setting out any such requirements as it sees fit.
- 3.23 The Issuer shall immediately notify CTSE of its decision to proceed with a request for withdrawal of its Securities from its Official List. Where an Issuer seeks to withdraw from the Official List but such an Issuer is still considered eligible for continued listing by the CTSE, the Issuer must:
 - 3.23.1 inform CTSE of the intended delisting; and
 - 3.23.2 provide CTSE with a draft de-listing Circular and announcement.
- 3.24 CTSE may require any such information as CTSE may regard relevant for the purposes of holders of Securities deciding upon the de-listing to be included in such a de-listing Circular. In particular, the Issuer must include a profit forecast for the next 3 (three) financial years in the de-listing Circular. The de-listing must be approved by an Ordinary Resolution. The vote of the Controlling Shareholder and any party which CTSE considers to have a vested interest in the de-listing must be excluded from the voting on such a de-listing Ordinary Resolution. For the avoidance of doubt, the votes of the Controlling Shareholder and any party which CTSE considers to have a vested interest in the de-listing, may be brought into consideration in determining whether the quorum requirements have been met.
- 3.25 The de-listing Circular must contain an offer to all holders, whether from the Issuer or any other Person, and the de-listing must be subject to the offer.
- 3.26 The Issuer must provide the Issuer Regulation Committee with a valuation report certified by an independent professional Expert acceptable to the Issuer Regulation Committee and with written confirmation, whether the terms of the offer are fair and reasonable so far as the holders of Securities of the Issuer are concerned and such a valuation report must be included in the de-listing Circular.
- 3.27 Where Dealings have been suspended, the procedure for lifting the suspension will depend on the circumstances and CTSE may impose such conditions as it considers appropriate. For example, a temporary suspension pending an Announcement will usually be lifted when the Announcement is made. Further, a suspension will not normally be lifted unless:
 - 3.27.1 where the suspension was at the Issuer's request, the Issuer has Announced the reason for the suspension and, where appropriate, the anticipated timing of the lifting of the suspension; or
 - 3.27.2 where the suspension was otherwise than at the Issuer's request, the Issuer has satisfied such conditions for the lifting of the suspension as imposed by CTSE.
- 3.28 Where a suspension is at the Issuer's request or where CTSE has suspended Dealings in the Issuer's Securities, the Issuer must:
 - 3.28.1 continue to comply with all the Listing Requirements applicable to it;

- 3.28.2 unless CTSE decides otherwise, submit to CTSE a monthly progress report pertaining to the current state of affairs of the Issuer and, any action proposed to be taken by the Issuer in order to have the Listing reinstated; and
- 3.28.3 unless CTSE decides otherwise, advise the holders of Securities on a quarterly basis concerning the current state of affairs of the Issuer and, any action proposed by the Issuer in order to have the Listing reinstated, including the date on which the suspension is expected to be lifted.
- 3.29 When a suspension continues for such period without the Issuer taking adequate action to obtain restoration of Listing (such as failing to comply promptly with the conditions imposed for the lifting of the suspension), CTSE may, with the approval of the Issuer Regulation Committee, withdraw the Company from the Official List, provided that it notifies the Issuer in advance of its intention to terminate the Listing on a specified date.
- 3.30 There may be cases where a Company is withdrawn from the Official List without a suspension intervening. Notwithstanding Requirements 3.21.1 to 3.21.8, where CTSE with the approval of the Issuer Regulation Committee considers that an Issuer or its business is no longer suitable for Listing, it may publish an Announcement naming the Issuer and specifying the period within which the Issuer must have remedied those matters which have rendered it unsuitable for Listing. If the Issuer fails to remedy those matters within the period set in the Announcement, CTSE may withdraw the Listed Securities from the Official List.

4 ISSUER AGENTS

Objectives

- 4.1 This Chapter sets out the qualification criteria, roles and responsibilities of Issuer Agents representing Issuers with CTSE.

Issuer Agents

- 4.2 An Applicant and an Issuer must at all times either:
- 4.2.1 appoint 2 (two) of its full-time employees or Directors, other than Independent Directors, as Issuer Agents provided that such persons are also any one of:
- 4.2.1.1 a member in good standing of SAICA;
 - 4.2.1.2 a member in good standing of Chartered Secretaries Southern Africa;
 - 4.2.1.3 an admitted attorney registered and of good standing with the Law Society of South Africa;
 - 4.2.1.4 an admitted advocate of the High Court of South Africa with good standing; or
 - 4.2.1.5 someone with a suitable professional qualification within South Africa, or elsewhere, as determined by the Issuer Regulation Committee provided that an Investment Company may appoint employees of its investment manager, if any, or of its listed investee company, as if they are employees of such Investment Company; or;
- 4.2.2 appoint 1 (one) Issuer Agent, not employed by the Issuer, provided that such Issuer Agent has considerable relevant corporate finance experience. A determination as to whether or not such Issuer Agent has considerable relevant corporate finance experience will, subject to the provisions of the FMA and any applicable administrative laws, be within the sole discretion of CTSE.
- 4.3 Where an Issuer Agent's employment with the Issuer is terminated, the Issuer shall notify CTSE within 2 (two) Business Days and have a further period of 18 (eighteen) Business Days in which to re-satisfy this Requirement, failing which the Issuer shall be suspended in terms of these Listing Requirements.

Issuer Agents' Qualifications

- 4.4 Each Issuer Agent must satisfy CTSE that:
- 4.4.1 he is competent to properly discharge his responsibilities in terms of these Listing Requirements;
- 4.4.2 he accepts the responsibilities of an Issuer Agent and undertakes to CTSE in the form set out in Appendix 3 to accept and discharge the responsibilities of an Issuer Agent at all times to the satisfaction of CTSE, including:

- 4.4.2.1 when an Issuer makes any application for Listing which requires the production of Listing Particulars;
- 4.4.2.2 to publish Announcements relating the Issuer;
- 4.4.2.3 represent the Issuer when a Listing matter is considered by CTSE;
- 4.4.2.4 to act as the primary point of contact of the Issuer in respect of communications from or to CTSE; and
- 4.4.2.5 when an Issuer Agent is required by the Listing Requirements to report to CTSE in relation to any transaction or matter.

4.5 The Issuer Agent must be registered with CTSE and:

- 4.5.1 during February but on or before 28 February of each year of its admission pay the prescribed fee, which fees are published and available on the CTSE website, www.CTSE.co.za, and per the Procedures;
- 4.5.2 meet the eligibility criteria set out in this Chapter 4;
- 4.5.3 be entered on CTSE 's Register of Issuer Agents, including the names of Directors, officers and employees performing the functions of the Issuer Agent, after having completed all the necessary application forms required by CTSE, having been approved by the Head of Legal, Compliance and Issuer Regulation Division and having paid the necessary fee. Updates of the Register of Issuer Agents shall be forwarded to the FSB on a regular basis.

Issuer Agents' Responsibilities

4.6 Issuer Agent

In the case of 4.2.1 Issuer Agents and their Directors, officers and employees performing the functions of the Issuer Agent must:

- 4.6.1 not be disqualified from being a Director in terms of the Companies Act;
- 4.6.2 have completed all CTSE mandatory approved training courses relating to the Listing Requirements;
- 4.6.3 undertake that he will at all times act in strict accordance with the Listing Requirements;
- 4.6.4 immediately notify CTSE in writing if he or she terminates or, has given notice of termination of, employment with the Issuer or the Issuer Agent upon which he or she will be removed from the Register of Issuer Agents when such termination takes effect;
- 4.6.5 during February but on or before 28 February of each year of his or her admission to the Register of Issuer Agents confirm that he or she and the Directors, employees and officers performing the functions of the Issuer Agent are still eligible to act as an Issuer Agent and that he has familiarised himself with amendments to Listing Requirements in the 12 (twelve) months up to end of the month preceding such declaration; and
- 4.6.6 unless specifically approved by CTSE, only act as Issuer Agent for the Issuer with whom he is employed.

In the case of 4.2.2 Issuer Agents:

- 4.6.7 undertake to CTSE that he or she will at all times act in strict accordance with the Listing Requirements;
- 4.6.8 where the Issuer Agent is a juristic Person, unless otherwise approved by CTSE, employ sufficient Directors, officers and employees to performs the functions of the Issuer

Agent but not less than 2 (two) individuals to undertake its obligations in terms of these Requirements:

- 4.6.8.1 completed all CTSE mandatory approved training courses relating to the Listing Requirements; and
 - 4.6.8.2 confirmed that they have the required knowledge and experience to act as Issuer Agent by completing the form.
- 4.6.9 during February but on or before 28 February of each year of its admission to the Register of Issuer Agents confirm to CTSE
- 4.6.9.1 the names of Directors, employees and officers performing the functions of the Issuer Agent ;
 - 4.6.9.2 that it is still eligible to act as an Issuer Agent; and
 - 4.6.9.3 that each Issuer Agent and the Directors, officers and employees performing the functions of the Issuer Agent have familiarised himself with amendments to Listing Requirements in the 12 (twelve) months up to end of the month preceding such declaration.

4.7 The Issuer Agent must:

- 4.7.1 in the case of an Applicant, satisfy itself, to the best of its knowledge and belief, having made due and careful enquiry of the Issuer and its advisers, that the Issuer has satisfied all relevant conditions for Listing, and other relevant requirements of the Listing Requirements and is suitable to be Listed;
- 4.7.2 ensure that the Issuer is guided and advised as to the application of the Listing Requirements and have satisfied itself that the Issuer is not in breach of the Listing Requirements to the best of the Issuer Agent's knowledge and belief;
- 4.7.3 have satisfied itself on all the available information that the Directors of the Issuer appreciate the nature of their responsibilities and can be expected to honour their obligations under these Listing Requirements and the Listing Undertaking;
- 4.7.4 be satisfied that, where an Issuer prepares Listing Particulars or an Announcement under these Listing Requirements which includes a statement by the Directors of the Issuer as to the sufficiency of working capital, this statement has been made by the Directors after due and careful enquiry and, if applicable, that Persons or institutions providing finance have stated in writing that such facilities exist;
- 4.7.5 be satisfied that, where an Issuer prepares Listing Particulars or an Announcement under these Listing Requirements which contains a profit forecast or estimate, this forecast or estimate has been made after due and careful enquiry by the Directors of the Issuer; and
- 4.7.6 confirm to CTSE during February but on or before 28 February of each year in writing that each of its responsibilities in terms of this Listing Requirements has been fulfilled.

4.8 An Issuer Agent shall:

- 4.8.1 be present at all formal discussions between CTSE and Applicants or Issuers, but need not be involved in discussions of principle or interpretation, provided that where discussions do take place without his presence, the Applicant or Issuer shall ensure that the Issuer Agent is informed of these discussions as soon as practicable;
- 4.8.2 conduct itself in a professional manner which shall include acting with and within a knowledge of the law, including, but not limited to, the FMA, Companies Act and these Listing Requirements and any professional body governing their professional activities and where any of these conflict the Issuer Agent must comply with the more onerous;
- 4.8.3 conduct itself in a honest manner, without fraud, deceit or commissioning any act which might reflect negatively on CTSE or on the professional reputation, integrity and competence of the Issuer Agent;
- 4.8.4 other than any relationship allowed under Requirement 4.2.1, disclose fully to Issuers and CTSE any matter which may be reasonably be seen to impair its independence and/or objectivity; and
- 4.8.5 deal fairly and professionally with Issuers, which shall include acting with reasonable care and due diligence and respecting confidential information.

4.9 The Issuer Agent is responsible for the following in relation to any application for Listing:

- 4.9.1 communications and dealings with CTSE on all matters arising in connection with the application for Listing;
- 4.9.2 preparing the formal application for Listing and lodging it and all the documents supporting the application; and
- 4.9.3 seeking the approval for the Listing Particulars.

- 4.10 The Issuer Agent is responsible for the following in relation to each Listed Security where he is the Registered Issuer Agent:
 - 4.10.1 notifying CTSE immediately of any change in his appointment by the Issuer;
 - 4.10.2 publishing all Announcements after:
 - 4.10.2.1 approval by a Director and/or Company Secretary of the Issuer; and
 - 4.10.2.2 ensuring that such Announcement complies with the Listing Requirements;
 - 4.10.3 notifying CTSE immediately of a breach or potential breach of the Listing Requirements by the Issuer which he is reasonably expected to be aware of;
 - 4.10.4 providing an annual declaration, at the date of the distribution of an Issuer's Annual Report per the Listing Requirements, that Directors are aware of their responsibilities and whether the Issuer still complies with Listing Requirements, and if not, details of where the Issuer has not complied. The same statement is to be made in the Annual Report or financial statements of the Issuer and signed by the Issuer Agent; and
 - 4.10.5 making applications to the Legal, Compliance and Issuer Regulation Division for rulings on the interpretation and application of the Listing Requirements.
- 4.11 An Issuer Agent will be able, but not required, to state that it is an Issuer Agent registered with CTSE and may similarly disclose its Directors, employees and officers fulfilling the functions of the Issuer Agent.

5 METHODS OF LISTING

Methods available to Applicants without Securities already Listed:

- 5.1 Applicants may bring Securities to Listing by means of:
 - 5.1.1 an introduction;
 - 5.1.2 an offer for sale;
 - 5.1.3 an offer for subscription;
 - 5.1.4 a public or private placing; or
 - 5.1.5 such other method as may be approved by CTSE either generally or in any particular case.

Methods available to Applicants with Securities already Listed:

- 5.2 Applicants with Securities already Listed may bring Securities (whether or not of a class already Listed) to Listing by any of the following methods:
 - 5.2.1 an offer for sale;
 - 5.2.2 an offer for subscription;
 - 5.2.3 a public or private placing;
 - 5.2.4 a rights issue;
 - 5.2.5 a consideration issue;
 - 5.2.6 a capitalisation issue;
 - 5.2.7 a conversion of Securities from one class into Securities of another class;
 - 5.2.8 an exercise of options or warrants to subscribe for Securities; or
 - 5.2.9 such other method as may be approved by CTSE either generally or in any particular case.

Offer for subscription

- 5.3 An offer for subscription is an invitation to Public by or on behalf of an Issuer to subscribe for Securities of the Issuer not yet in issue or allotted. The Issuer must state the minimum level of subscription to be achieved, below which the offer would be cancelled and the subscription would be refunded. In the case of offers for subscription, CTSE must be satisfied as to the fairness of the basis of allotment so that every investor who applies at the same price for the same number of Securities receives equal treatment.

Offer for Sale

- 5.4 An offer for sale is an invitation to Public by or on behalf of the holders or allottees of Securities to purchase Securities of the Issuer already in issue or agreed to subscribe or not already in issue. In the case of offers for sale, CTSE must be satisfied as to the fairness of the basis of allocation so that every investor who applies at the same price for the same number of Securities receives equal treatment.

Placing

- 5.5 A placing is the obtaining of subscriptions for or the sale of Securities by an Issuer privately from or to Persons selected or approved by the Issuer.
- 5.6 Notwithstanding that CTSE will perform all its functions in terms of the FMA and subject to applicable administrative laws, CTSE may, in its sole discretion, not permit an Applicant to be Listed by way of a placing if there is likely to be significant public demand for the Securities.

- 5.7 Notwithstanding that CTSE will perform all its functions in terms of the FMA and subject to applicable administrative laws, CTSE may, in its sole discretion, be prepared to allow preliminary arrangements and placings to be made to dispose of Securities before the commencement of Dealings where necessary to comply with Requirement 6.26 that a minimum prescribed percentage of any class of Listed Securities must at all times be held by Public.
- 5.8 CTSE may require an Issuer to provide a schedule of placees, which schedule would have to disclose at least the following: full details of the placees (names, registration/identity number and contact details).

Introduction

- 5.9 An introduction is a method of bringing Securities to Listing not involving an issue of new Securities or any marketing of existing Securities because the Securities are already widely held by Public and the Issuer is a public Company.
- 5.10 Introductions will normally be appropriate in the following circumstances:
- 5.10.1 where the Securities for which Listing is sought are already trading or have traded on an unlicensed share trading platform;
 - 5.10.2 where the holders of Securities of a widely held public Company are seeking marketability of such Securities;
 - 5.10.3 where the Securities for which Listing is sought are already Listed on another Recognised Exchange; or
 - 5.10.4 where the Securities of an Issuer (for example, a wholly-owned Subsidiary of a Listed Issuer) are distributed in kind by a Listed Issuer to the holders of Securities of that Listed Issuer or to the holders of Securities of another Listed Issuer (for example, where the first Listed Issuer has a Listed Subsidiary);

Rights Issue

- 5.11 A rights issue is an offer to existing holders of Securities to subscribe for further Securities in proportion to their holdings by means of the issue of a renounceable or non-renounceable provisional letter of allotment (or other negotiable document) which may be traded (as "nil paid" rights) for a period before payment for the Securities is due. The provisional letter of allotment (or other negotiable document) must specify the time in which the offer may be accepted, which time periods must comply with the corporate action timetables published by CTSE.
- 5.12 In a rights issue CTSE may grant a Listing of Securities in "nil paid" form. Upon the Securities being paid up and the allotment becoming unconditional in all respects, the Listing in "nil paid" form will be amended without any need for further application for a Listing of fully paid Securities.
- 5.13 If existing holders do not take up their rights to subscribe in a rights issue:
- 5.13.1 the Securities may be allotted or sold to underwriters;
 - 5.13.2 the underwriter's fees may not exceed a market related fee; and
 - 5.13.3 no excess applications are permitted without the prior permission of CTSE. A Director of the Issuer will not, save in exceptional circumstances such as when he is acting as an underwriter, be permitted to subscribe for or purchase excess Securities without those Securities being offered to existing holders on the same terms.
- 5.14 In every rights issue, the Issuer may make arrangements to consolidate and dispose of fractional entitlements, provided that such arrangements with regard to fractional entitlements are disclosed in the Listing Particulars.

- 5.15 In the event of a pre-placed rights offer where placees, acting in lieu of an underwriter, are issued Securities, or the rights thereto, for cash by the Issuer, which are then offered to the holders of Securities, in proportion to their existing holdings, so that they can claw-back their right to subscribe to such Securities:
- 5.15.1 the placees' fees may not exceed a market related fee; and
- 5.15.2 no excess applications are permitted without the prior permission of CTSE. A Director of the Issuer will not, save in exceptional circumstances such as when he is acting as a placee for a claw-back offer, be permitted to subscribe for or purchase excess Securities without those Securities being offered to existing holders on the same terms.

Capitalisation Issue

- 5.16 A capitalisation issue is an allotment of further Securities to existing holders of Securities, credited as fully paid up out of the Issuer's reserves or profits, in proportion to their existing holdings, or otherwise not involving any monetary payments. A capitalisation issue includes a bonus issue and a scrip dividend scheme under which profits or reserves are capitalised. No Issuer shall proceed with a capitalisation issue involving a payment of Securities out of reserves, unless it has obtained the prior written confirmation of its auditors that it has the required reserves for this purpose.

Consideration Issue

- 5.17 A consideration issue is an issue of Securities in consideration for the acquisition of assets, or an issue of Securities on an acquisition of, or merger with, another Company as consideration for the Securities of that other Company.
- 5.18 For the purposes of Chapter 5, a vendor consideration placing, that is a marketing by or on behalf of vendors of Securities allotted to them as consideration for an acquisition, will be treated as a placing and not a consideration issue.

Exchange, Substitution or Conversion

- 5.19 Securities may be brought to Listing by an exchange or a substitution of Securities for or a conversion from one class of Securities into other classes of Securities.

New Applicants and disclosure of advisers' interests

- 5.20 If following an offer for sale, offer for subscription or placing by an Applicant, any of the Applicant's advisers becomes interested in any class of Securities being marketed, the interest must be notified to CTSE before Dealings in the Securities commence. Advisors, for the purpose of this Requirement, include the Issuer Agent and its Associates, the Applicant's lawyers, corporate finance advisors, Reporting Accountants and any other financial advisers appointed by the Applicant in connection with its application for Listing.

6 CONDITIONS FOR LISTING

Introduction

- 6.1 This Chapter sets out the basic conditions, which have to be met as a pre-requisite to the Listing of Securities. They apply to every method of Listing and to both New Applicants and Listed Issuers except where otherwise stated. Additional and alternative conditions for Listing are set out in Chapters 15 and 16 dealing with International Issuers and Investment Companies. Issuers are reminded that these requirements are not exhaustive and that CTSE may, subject to the provisions of the FMA and any applicable administrative laws, impose additional requirements in any particular case. Where indicated in the Requirements, the FSB is to be informed of the particular decision made by CTSE.

General Conditions

- 6.2 In order for the Securities to be admitted to the Official List, CTSE must be of the opinion that:
- 6.2.1 the Issuer and its business are suitable so as to allow the Listing of its Securities; and
 - 6.2.2 the Listing of such Securities promotes the Objectives of the Listing Requirements and the General Principles.

Special Conditions

- 6.3 Subject to the provisions of the FMA and any applicable administrative laws, CTSE may make the admission of Securities to Listing subject to any special condition which it considers appropriate:
- 6.3.1 in the interests of protecting investors; and/or
 - 6.3.2 to promote the Objectives of the Listing Requirements and the General Principles; and/or
 - 6.3.3 to promote the objects of the FMA,
- and of which CTSE has explicitly informed the Applicant.
- 6.4 Unless approved by the Issuer Regulation Committee, in its sole discretion, subject to the provisions of the FMA and any applicable administrative laws, where an Applicant has a trading record of less than 3 (three) years, it must ensure that all Related Parties and employees or their Immediate Family having aggregated Beneficial Interests of more than 5% (five percent) of the Securities to be listed at the date of admission, agree not to dispose of any Beneficial Interest in its Securities for 1 (one) year from the admission of its Securities.
- 6.5 Subject to the provisions of the FMA and any applicable administrative laws, CTSE may, in granting an application or at any time thereafter and in consultation with the FSB, impose conditions in addition to those provided for in the Listing Requirements on an Applicant or Issuer if it is:
- 6.5.1 necessary or desirable to facilitate the sustainability of the Applicant or Issuer; or
 - 6.5.2 justifiable in furtherance of the South African government's objectives to encourage participation in financial markets; or
 - 6.5.3 considers it appropriate.

A Person or Persons Acting in Concert named in Listing Particulars, issued at the time of the Issuer's application for Listing, to be a Controlling Shareholder of the Issuer shall not in the period of 6 (six) months from the date on which Dealings in the Securities of the New Applicant commence on CTSE, dispose of, and shall procure that the registered holder shall not dispose of any of those Securities of the Issuer in respect of which he is or they are shown by the Listing Particulars to be the Beneficial Owner. For the purpose of this Requirement, a Person is treated as the Beneficial Owner of Securities

if he has the ultimate Beneficial Ownership or control of the Securities, whether through a chain of companies or otherwise.

Waiver

- 6.6 Paragraph 2.4 applies *mutatis mutandis*, save that it may be applicable to not only New Applicants, but any Issuer or Applicant.

Pre-requisites for Admission

- 6.7 An Issuer seeking a Listing shall:
- 6.7.1 subject to Requirement 6.8, issue the Listing Particulars which complies with the content requirements for Listing Particulars set out in these Listing Requirements (see particularly Chapters 8 and 9);
 - 6.7.2 make provision in its Constitution for various matters set out in Appendix 5;
 - 6.7.3 have a Website;
 - 6.7.4 enter into a contract with the Registry, which contract is published and available on the CTSE website, www.CTSE.co.za, and per the Procedures;
 - 6.7.5 appoint an Issuer Agent;
 - 6.7.6 comply with any applicable requirements of the Companies Act; and
 - 6.7.7 enter into a Listing Undertaking in the form set out in Appendix 4.
- 6.8 Where a Prospectus is issued pursuant to the Companies Act in connection with the issue of Securities, CTSE may treat the Prospectus as constituting the Listing Particulars if the Prospectus complies with the content requirements for Listing Particulars set out in these Listing Requirements.

Conditions relating to New Applicants

Incorporation

- 6.9 A New Applicant must be duly incorporated or otherwise validly established according to the relevant laws of its place of incorporation or establishment, and be operating in conformity with its Constitution. Its Constitution must comply with the provisions of Appendix 5. Where an Issuer is a Company incorporated in South Africa, it must be and remain a public Company. The New Applicant undertakes that none of the provisions of its Constitution are or will be in conflict with the provisions of the Requirements, unless expressly otherwise agreed to by CTSE.

Reporting Accountant

- 6.10 The Applicant shall appoint a Reporting Accountant who must be independent of the Applicant and comply with guidelines on independence issued by its respective professional bodies.
- 6.11 The Issuer must obtain a written undertaking, in the form of Appendix 9, from the Reporting Accountant that the Reporting Accountant will without delay inform CTSE of any sanction issued by IRBA or similar regulatory body against the Reporting Accountant.

Accounts

- 6.12 A New Applicant must/ provide audited accounts which:

- 6.12.1 cover at least 3 (three) years except as provided for in Requirement 6.13 and the latest accounts must be in respect of a period ended not more than 6 (six) months before the date of the Listing Particulars;
- 6.12.2 are consolidated accounts in respect of the Applicant and all its Subsidiaries;
- 6.12.3 have been prepared in accordance with the Applicant's national law and, in all material respects, with IFRS (but see Requirement 15.3 in respect of International Issuers);
- 6.12.4 have been independently audited in accordance with International Standards on Auditing; and
- 6.12.5 have been reported on by the Reporting Accountant without qualification.

In relation to Requirement 6.12.1, accounts relating to a period shorter than 3 (three) years may be accepted if CTSE is satisfied that investors have the necessary information available to arrive at an informed judgement concerning the New Applicant and the Securities for which Listing is sought (for example, in the case of a newly formed "project" Company concerned with the construction of a major infrastructure project). In this regard CTSE may impose additional information requirements for example a formal business plan, containing at least the information required by CTSE, signed off by a Reporting Accountant and Directors.

Nature and duration of business activities

- 6.13 A New Applicant which is a Company must be carrying on as its main activity, either by itself or through one or more of its Subsidiaries, an independent business which is revenue earning and must have done so for at least the period covered by the accounts required by Requirement 6.12.1 unless it satisfies the conditions of Requirements 15 (International Issuers) or Chapter 16 (Investment Companies).

Continuity of management

- 6.14 In determining the suitability for Listing of a New Applicant, CTSE may have regard to the nature of the business activities of the New Applicant and to the continuity and experience of management of the New Applicant throughout the period covered by the accounts required by Requirement 6.12.1 or as set out in the business plan referred to in Requirement 6.12. For this purpose, CTSE may have regard to whether:
 - 6.14.1 the current executive Directors have had, collectively, direct management responsibility for all the Group's major businesses;
 - 6.14.2 the current key executive Directors have played a significant role in the Group's activities; and
 - 6.14.3 the senior management of the Group taken as a whole has changed materially.

Directors

- 6.15 The Directors of an Applicant, which is a Company, must have collectively appropriate expertise and experience for the management of its business.
- 6.16 The Directors must satisfy the general qualification criteria of being a Director in terms of the Companies Act.
- 6.17 An Applicant must ensure that each of its Directors is free from conflicts between duties to the Company and private interests and other duties, which might be detrimental to the business or prospects of the Applicant, unless the Applicant can demonstrate that arrangements are in place to avoid detriment to its interests. Directors must also satisfy CTSE that they are of good character and integrity.

- 6.18 Each Director and proposed Director of an Applicant and of a Major Subsidiary must make a declaration and undertaking in the form set out in Appendix 6 and submit it to CTSE in accordance with the provisions of Requirement 7.10.

Corporate Governance

- 6.19 The Applicant shall disclose its compliance or non-compliance with the King Code in its Listing Particulars (including an explanation how the principles were applied), and shall disclose at least details of:
- 6.19.1 its policy for the appointment of Directors;
 - 6.19.2 its policy for Directors' remuneration;
 - 6.19.3 its Chief Executive Officer who may not also be chairperson of the Board;
 - 6.19.4 its Company Secretary, who may not also be a Director but who need not be an employee of the Applicant;
 - 6.19.5 its Board sub-committees, including audit committee and social and ethics committee as required by the Companies Act;
- 6.20 Where the Applicant is not compliant with the King Code, it shall include in its Listing Particulars:
- 6.20.1 reasons for such non-compliance; and
 - 6.20.2 plans, if any, to achieve compliance with the King Code.

Controlling shareholder

- 6.21 Where a New Applicant has a Controlling Shareholder, CTSE may require the appointment of a sufficient number of Independent Directors and/or appropriate controls and procedures to ensure that the Applicant is at all times capable of operating and making decisions independently of the Controlling Shareholder and that all transactions between the Applicant and the Controlling Shareholder are conducted at arm's length and on a normal commercial basis.

Conditions relating to Securities

Validity

- 6.22 To be Listed, Securities must:
- 6.22.1 conform to the law of the Applicant's place of incorporation;
 - 6.22.2 rank *Pari Passu* to all Securities of the same class;
 - 6.22.3 be duly authorised according to the requirements of the Applicant's Constitution;
 - 6.22.4 be uncertificated, and
 - 6.22.5 have any necessary statutory or other consents.

Transferability

- 6.23 To be Listed, Securities must be freely transferable unless CTSE and the Registry approve of a restriction on the transferability and such restriction:
- 6.23.1 applies equally to all Securities of that class issued or proposed to be issued;
 - 6.23.2 is objectively determinable without ambiguity and uncertainty without requiring recourse to the Issuer and the Issuer has indemnified CTSE and Registry from any interpretation or application of such restriction made in good faith and without negligence;

- 6.23.3 is legally permissible in terms of the Issuer's Constitution and the laws of South Africa and in the case of an International Issuer in accordance with the laws of the place of incorporation or establishment of the International Issuer;
- 6.23.4 is unconditional, or where subject to any condition, such condition is objectively determinable without ambiguity and uncertainty without requiring recourse to the Issuer and the Issuer has indemnified CTSE and Registry from any interpretation or application of such condition made in good faith and without negligence;
- 6.23.5 does not limit the level of security holding in such a way as to make a Listing inappropriate because there will not be an adequate market for the Securities; and
- 6.23.6 cannot be amended, removed or waived without the approval of CTSE and the Registry.

In exceptional circumstances CTSE may permit an Issuer to decline to approve the transfer of Securities provided that this does not disturb the market in those Securities.

CTSE shall promptly inform the FSB on any occasion on which CTSE approves the Listing of Securities which are not freely transferable.

Fully paid up Securities

- 6.24 Notwithstanding the provisions of section 40(5) of the Companies Act, Securities must be fully paid up for before being admitted to the Official List, unless otherwise required by statute.

Market capitalisation

- 6.25 Except where Securities of the same class are already Listed, the expected aggregate market value of the Securities for which application for Listing has been made must be at least R25,000,000 (twenty-five million Rand). However, CTSE may admit Securities of lower value if it is satisfied that there will be an adequate market for the Securities concerned. CTSE in such a case shall promptly notify the FSB whenever Securities are approved for Listing pursuant to the exception allowed by this Requirement.

Securities in Public Hands

- 6.26 Where an application for Listing has been made for a class of Securities, at least 10% (ten percent) of that class must, no later than the date on which Dealings commence, be in the hands of not less than 100 (one hundred) members of Public. However, CTSE may when the Listing is to serve a proper purpose and in its sole discretion but subject to the provisions of the FMA and any applicable administrative laws, accept a lower percentage or number if the Issuer undertakes to endeavour to increase the shareholding in Public Hands to 10% (ten percent) and not less than 100 (one hundred) members of Public by not later than the end of the third year of Listing or such other period as CTSE may deem appropriate in the circumstances. Any Related Party of the Company will not be recognised as a member of Public and Securities held by a Related Party will not be recognised as being in Public Hands. In addition, the following will not be recognised as a member of Public:
 - 6.26.1 any Person whose acquisition of Securities has been financed directly or indirectly by the Applicant or a Related Party of the Applicant at the time of listing or when deemed appropriate by CTSE; and/or
 - 6.26.2 any Person who is accustomed to take instructions from a Related Party of the Applicant in relation to the acquisition, disposal, voting or other disposition of Securities of the Issuer registered in his name or otherwise held by him.

- 6.27 If the percentage of a class of Securities in the hands of Public does not comply with Requirement 6.26, CTSE may, in its sole discretion but subject to the provisions of the FMA and any applicable administrative laws:
- 6.27.1 suspend or withdraw an Issuer from the Official List pursuant to Requirement 3.21.3. CTSE will allow a reasonable time to restore the percentage, unless this is precluded by the need to maintain the functional operation of the market, to protect investors or further the objects of the FMA; or
 - 6.27.2 increase its annual listing fees for that Issuer by up to 3 (three) times that set out in the Procedures. The increased amount payable in terms hereof shall become immediately due and payable by the Issuer.

Whole class to be Listed

- 6.28 Where an application for Listing is made in respect of any class of Security:
- 6.28.1 if none of the Securities of that class are already Listed, the application must relate to all Securities of that class issued or proposed to be issued; or
 - 6.28.2 if some of the Securities of that class are already Listed, the application must relate to all further Securities of that class issued or proposed to be issued.

An application for Listing shall be made for all further issues of Securities of a class already Listed prior to the issue of the Securities.

Warrants or options to subscribe

- 6.29 In the absence of exceptional circumstances, as determined by CTSE, in its sole discretion, subject to the provisions of the FMA and any applicable administrative laws, the issue of warrants or options to subscribe for Securities must be limited such that not more than 20% (twenty percent) in number of the same class of Securities (with reference to the class of Securities to which such warrant or option relate) of the Applicant in issue at the time of issue of the warrants or options, can be issued as a result of the exercise of such options or warrants, provided the 20% (twenty percent) shall not include the rights of subscription of any scheme for the Issuer's or its subsidiaries' employees or established to promote the objectives of the BBBEE Act.

Cash Companies

- 6.30 Subject to Requirements 3.21 to 3.30, an Issuer which becomes a Cash Company must immediately notify CTSE of such development. Such an Issuer will not satisfy the conditions for Listing and will be suspended. A Listed Issuer which becomes a Cash Company will be given a period of 6 (six) months from the date of its suspension or if earlier, the date of the meeting of holders approving the disposal (pursuant to Chapter 13), in which to take the necessary steps to cease to be a Cash Company. If at the end of the 6 (six) month period, the Issuer remains a Cash Company, its Listing may be terminated by CTSE, in its sole discretion. The discretion afforded to CTSE in terms of this Requirement 6.30 is subject to the provisions of the FMA and any applicable administrative laws.

Underwriters

- 6.31 In the event that an underwriter is appointed, CTSE reserves the right to enquire from an Issuer as to the financial suitability of any proposed underwriter and may reject an application for Listing if it is not satisfied:
- 6.31.1 as to the underwriter's ability to meet its underwriting commitments;

6.31.2 that the underwriting fee promotes the objects of the FMA or is market related; and/or

6.31.3 that the disclosure of the underwriter's identity and remuneration is adequate and appropriate.

7 APPLICATION PROCEDURES AND REQUIREMENTS

General

7.1 Securities are admitted to the Official List when the decision of CTSE to admit the Securities to Listing:

7.1.1 has been communicated to the Applicant; and

7.1.2 has been Announced which is required immediately after notification to the Applicant.

However, Dealings in such newly Listed Securities shall only commence upon the happening of the following events (as applicable):

7.1.3 the issue of the Listing Particulars (when Listing Particulars are required) within such time after the admission of the Securities as may be determined after consultation with CTSE, provided the approval from CTSE has been obtained;

and

7.1.4 the fulfilment of all conditions precedent to the issue of the Securities (for example, the approval of all relevant resolutions at the Issuer's special meeting of holders of Securities or obtaining any necessary regulatory or governmental consents).

Where Listing Particulars are not required, nor are there any conditions precedent to the issue, Dealings in newly Listed Securities shall commence upon the next Business Day following paragraphs 7.1.1 and 7.1.2 being fulfilled.

7.2 CTSE will not, save in exceptional circumstances, admit Securities to Listing until each of the application documents referred to in Requirement 7.10 has been lodged. Failure to comply with Requirement 7.10 may result in delayed consideration of the application by CTSE.

7.3 Where any document is amended after the initial submission, a like number of further copies must be submitted to CTSE (in the same manner as the original document was submitted) for approval, marked in the margin to indicate the amendments made to conform to any comments previously made by CTSE, any other amendments and indicating where the relevant items from Chapter 9 have been met.

7.4 No material amendment to the final proof of the Listing Particulars will be allowed without the prior consent of CTSE.

7.5 Listing Particulars or supplementary Listing Particulars must not be issued until they have received the approval of CTSE. However, circulation of a draft or preliminary Listing Particulars, which is clearly marked as such and which states that it has not been approved by CTSE is permitted for the purposes of arranging underwriting.

7.6 Issuers are reminded that these requirements are not exhaustive and that an Applicant for Listing must also supply any further documents and information which CTSE may require in a particular case.

Application procedure

7.7 An Issuer wishing to apply for Listing of any of its Securities must file with the Legal, Compliance and Issuer Regulation Division a draft formal application for Listing in the form set

out in Appendix 1 and the initial application documents as set in Requirement 7.10 below.

- 7.8 An application for Listing made in accordance with Requirement 7.7 shall be considered initially by the Legal, Compliance and Issuer Regulation Division, which shall then advise the Issuer Regulation Committee of the eligibility and suitability of the Issuer for Listing.
- 7.9 CTSE will notify the Applicant of the date on which the Issuer Regulation Committee meeting will be held. The Applicant must lodge with CTSE no later than midday at least 5 (five) Business Days prior to the date of the Issuer Regulation Committee meeting the final application documents set out below in Requirement 7.11.

Initial application documents

- 7.10 The following documents (wherever relevant) (the "**initial application documents**") are to be reviewed by the Legal, Compliance and Issuer Regulation Division. The initial application documents must be submitted to the Legal, Compliance and Issuer Regulation Division at the same time as the draft formal application for Listing is submitted to the Legal, Compliance and Issuer Regulation Division under Requirement 7.7 above. The initial application documents comprise:
- 7.10.1 the draft Listing Particulars (or the Prospectus where such Prospectus complies with the contents requirements of the Listing Particulars) marked in the margin to indicate where the relevant items from Chapter 9 have been met;
 - 7.10.2 an up to date certified copy of the Constitution, unless previously supplied in the case of a Listed Issuer, which must comply with Appendix 5 and which are marked in the margin to indicate where the provisions of Appendix 5 have been met;
 - 7.10.3 confirmation that the Listing fee, which fees are published and available on the CTSE website, www.CTSE.co.za and per the Procedures, will be paid upon receipt of the CTSE invoice being issued;
 - 7.10.4 a draft of the Formal Notice, where applicable;
 - 7.10.5 a draft of any application form to subscribe or purchase the Securities for which Listing is sought;
 - 7.10.6 where the Listing Particulars contain an Accountant's Report, 1 (one) copy of a draft of any statement of adjustments relating to the Accountant's Report;
 - 7.10.7 the signed non-applicability letter (see Requirement 8.10);
 - 7.10.8 the signed omitted information letter (see Requirement 8.12);
 - 7.10.9 the signed letter regarding omission of a Contract of Significance from display (see Requirement 8.16);
 - 7.10.10 in the case of a New Applicant, the Annual Report for each of the financial years for the period covered by the accounts in Requirement 6.12.1, and any interim (semi-annual) accounts made up since the date to which the last Annual Report was made up;
 - 7.10.11 in the case of a New Applicant which is subject to 6.12.1, the business plan signed off by the Directors of the New Applicant and the Reporting Accountant;
 - 7.10.12 in the case of a New Applicant, the additional information as required in Requirement 6.12.2;
 - 7.10.13 in the case of a New Applicant, the certificate of incorporation or similar registration document if incorporated outside of South Africa, certified by the Company Secretary as being a true copy of the documents issued by the relevant authority;

- 7.10.14 in the case of an overseas New Applicant, a letter from an overseas Recognised Exchange, any competent authority or equivalent body which regulates it and a firm of attorneys in that jurisdiction, confirming compliance with international requirements (see Requirement 15.18);
- 7.10.15 in the case of a New Applicant which is an International Issuer, a declaration and undertaking, in the form set out in Appendix 6, duly signed by each Director and proposed Director of the New Applicant and its Major Subsidiary(ies). In the case of a Listed Issuer, the same declaration and undertaking must be submitted if specifically requested by the Issuer Regulation Committee; and
- 7.10.16 copies of any regulatory or governmental approvals.

Final application documents

- 7.11 The following documents ("**the final application documents**") must be lodged in final form with the Legal, Compliance and Issuer Regulation Division by no later than midday at least 5 (five) Business Days prior to the date of the Issuer Regulation Committee hearing:
- 7.11.1 a formal application for Listing in the form set out in Appendix 1 signed by a duly authorised officer of the Issuer;
 - 7.11.2 a Listing Undertaking in the form set out in Appendix 4 duly signed for and on behalf of the Issuer, unless previously supplied in the case of a Listed Issuer;
 - 7.11.3 a declaration in the appropriate form (see Appendix 2), signed by the Issuer Agent;
 - 7.11.4 the final proof of the Listing Particulars relating to the issue, satisfying all relevant requirements for the context of such a document together with, where applicable, 1 (one) copy of any notice of meeting referred to in such document. The Listing Particulars must be signed and dated by every Director or proposed Director of the Issuer, or by his agent or attorney and lodged together with a certified copy of the authority of any such agent or attorney;
 - 7.11.5 the final proof of the Formal Notice, where applicable;
 - 7.11.6 the final proof of any application form to subscribe or purchase Securities for which Listing is sought;
 - 7.11.7 if applicable, a certified copy of the resolution of the Issuer in the meeting of holders of Securities (if any) authorising the issue of all Securities for which Listing is sought (see Requirement 7.13), including proof of payment of the relevant listing fee;
 - 7.11.8 a certified copy of the resolution of the board of Directors or other governing body authorising the issue and allotment of such Securities, and approving and authorising the issue of the Listing Particulars and any form to be signed;
 - 7.11.9 where the Listing Particulars are required to contain a statement by the Directors as to the sufficiency of working capital, a letter from the Issuer Agent confirming that it is satisfied that the statement in the Listing Particulars as to the sufficiency of working capital has been made by the Directors after due and careful enquiry and that Persons or institutions providing finance have stated in writing that such facilities exist;
 - 7.11.10 where Listing Particulars contain a profit forecast or estimate, a letter from the Issuer Agent confirming that it is satisfied that the forecast or estimate has been made after due and careful enquiry by the Directors of the Issuer;
 - 7.11.11 if there is an Accountant's Report, any statement of adjustments relating to the Accountant's Report;
 - 7.11.12 a certified copy of any resolution of the Issuer in the meeting of holders of Securities or of the board of Directors authorising any alteration in the share capital of the Issuer, or any mergers or amalgamations, within the period of 3 (three) years preceding the date of the application for Listing;
 - 7.11.13 an up-to-date copy of the Issuer's register of holders of Securities;
 - 7.11.14 a letter of confirmation from the Reporting Accountant that all the Securities that are to be listed are fully paid up for;
 - 7.11.15 a certified copy or original of the written consent by any Expert to the issue of the Listing Particulars with the inclusion therein (in the form and context in which they are included) of any statement or recommendation by such Expert; and

7.11.16 such other documentation as may be required by CTSE.

7.12 Where a certified copy of any holders of Securities' resolution or board resolution (see Requirement 7.11.7 and 7.11.8) is not available for lodging at least 5 (five) Business Days prior to the intended Announcement date of the Listing Particulars, such resolution or resolutions will be required to be delivered to the Legal, Compliance and Issuer Regulation Division as soon as is practicable thereafter.

Documents to be lodged later

7.13 The following documents must be lodged with the Legal, Compliance and Issuer Regulation Division as soon as practicable after the Announcement of the Listing Particulars but before Dealings commence:

- 7.13.1 a statement signed by the Issuer Agent that the Listing Particulars as approved by CTSE was Announced;
- 7.13.2 in the case of an offer for subscription or offer for sale, a copy of the Announcement of the results of the offer, published as required by Requirement 10.9, together with a schedule containing the name and address and number of Securities received by each successful applicant;
- 7.13.3 in the case of an offer for subscription or an offer for sale by tender, a copy of the Announcement in which the strike price was published in terms of Requirement 10.10;
- 7.13.4 in the case of a rights issue a copy of the Announcement in which the results of the rights issue is published as required by Requirement 10.11);
- 7.13.5 in the case of a placing of Securities by a New Applicant, or in the case of the placing by a Listed Issuer of a class of Securities already Listed, a schedule from the Issuer Agent and/or arranger of such placing, setting out the names and addresses of all its placees, the names and addresses of the Beneficial Owners (in the case of nominee companies) and the amounts taken up by each of its placees. (Such schedules may be supplied directly to CTSE by each placing broker/Investment Dealer to maintain confidentiality).

Block Listing

7.14 Where a Listed Issuer issues Securities pursuant to an employees' share scheme or following the exercise of conversion rights attaching to a class of convertible Securities (including warrants) subject to the agreement of the Legal, Compliance and Issuer Regulation Division, the Issuer may make a single application for the listing of the total number of Securities which may be issued in a particular case (a "**block Listing**").

7.15 In a block Listing application, the following items must be lodged in final form with the Legal, Compliance and Issuer Regulation Division (marked for the attention of the Head of Legal, Compliance and Issuer Regulation) at the outset:

- 7.15.1 a formal application for Listing in the form set out in Appendix 1 signed by a duly authorised Director of the Issuer;
- 7.15.2 a document in printed form giving details of the number and type of Securities to be admitted and the circumstances of their issue;
- 7.15.3 confirmation that the Listing fee, which fees are published and available on the CTSE website, www.CTSE.co.za and per the Procedures, will be paid upon receipt of the CTSE invoice being issued;
- 7.15.4 a copy of the Directors' resolution and shareholder's resolution, if applicable, of the Issuer authorising the allotment of the Securities, which are the subject of the application.

- 7.16 Every 3 (three) months the Issuer must notify to CTSE, without delay, details of the number of Securities covered by the block Listing which have been allotted in the previous 3 (three) months.

Exchange Control Approval

- 7.17 A transaction dealing with the in or outflow of capital from South Africa may require exchange control approval from the South African Reserve Bank's Financial Surveillance Department. In order to prevent a transaction from being void or penalties being enforced, an Issuer must ascertain whether exchange control applies to a transaction.
- 7.18 Exchange control approval is required for, *inter alia*, dealings in non-resident owned Securities and an outward transfer of capital by residents and the payment of royalties to non-residents offshore.
- 7.19 The Financial Surveillance Department prescribes that the following corporate actions and/or transactions will require exchange control approval, which approval will be required to be submitted to CTSE by an Issuer:
- 7.19.1 the Listing of a bank and/or bank Holding Company;
 - 7.19.2 the issue of bearer Securities;
 - 7.19.3 mergers, corporate restructurings and transactions resulting in a change in control where non-residents are involved;
 - 7.19.4 the Listing of a quoted South African Company on a Recognised Foreign Exchange;
 - 7.19.5 the Listing of an International Issuer on CTSE;
 - 7.19.6 the listing of warrants;
 - 7.19.7 the issue of hedge Securities;
 - 7.19.8 the de-listing of an Issuer from CTSE;
 - 7.19.9 the declaration of a Dividend in specie or a special Dividend, for any purpose;
 - 7.19.10 the elimination of Odd-lot minority shareholders through the mechanism of consolidation and/or subdivision of share capital;
 - 7.19.11 the listing of the following Debt Securities requires prior exchange control approval:
 - 7.19.11.1 zero coupon bonds;
 - 7.19.11.2 stripped treasury certificates;
 - 7.19.11.3 foreign currency or index linked Debt Instruments; and
 - 7.19.11.4 asset-backed Securities.
- 7.20 The list set out above is not exhaustive and Issuers are therefore encouraged to consult with their professional advisors as to whether or not exchange control approval will be required for a corporate action and/or transaction.

8 LISTING PARTICULARS

Introduction

- 8.1 This Chapter sets out the requirements relating to Listing Particulars. Additional and alternative requirements relating to Listing Particulars are set out in Chapters 15 to 0 dealing with International Issuers, Investment Companies, Property Companies and Mineral Companies.
- 8.2 Issuers are reminded that Listing Particulars which also serve as a Prospectus within the meaning of the Companies Act must also comply with and be filed and registered in accordance with the Companies Act.
- 8.3 Applicants should note that they are required to confirm in their application that all requisite information has been included in the Listing Particulars or will be included before the final version is submitted for review (see Appendix 4).

Requirement for Listing Particulars

- 8.4 When an Issuer applies for Listing of its Securities it must publish Listing Particulars, save as provided in Requirements 8.22 (issues not requiring Listing Particulars) and 15.18 (mutual recognition).

Responsibility

- 8.5 The Listing Particulars and any supplementary Listing Particulars must include a statement in the form set out in Requirement 9.3, modified as required pursuant to Requirement 8.6.
- 8.6 In cases where the Directors of the Issuer are responsible for only part of the Listing Particulars and the Directors of another Company being responsible for the remainder, a responsibility statement as per Requirement 9.3 would be required from Directors in respect of their respective companies. In exceptional cases, CTSE may require either Persons to give, or join in, the responsibility statement, in which case the statement must be adapted accordingly.

Form and content

- 8.7 The Listing Particulars must contain:
 - 8.7.1 all the specific items of information set out in Chapter 9 (according to the nature and circumstances of the Issuer and the type of Security), as specified in Requirement 8.8;
 - 8.7.2 such other particulars and information which, according to the particular nature of the Issuer and the Securities for which Listing is sought, is necessary to enable an investor to make an informed assessment of the activities, assets and liabilities, financial position, management, prospects, and the profits and losses of the Issuer and of the rights attaching to such Securities; and
 - 8.7.3 any additional information required by CTSE as a special condition pursuant to Requirement 3.19.
- 8.8 An Accountant's Report must be incorporated into the Listing Particulars whenever Listing Particulars are required except in the following cases:
 - 8.8.1 rights issues by a Listed Issuer; or
 - 8.8.2 in exceptional circumstances as agreed by CTSE.
- 8.9 There is no prescribed format for Listing Particulars except that:
 - 8.9.1 CTSE may require that prominence be given in the Listing Particulars to important information in such manner as it considers appropriate; and

- 8.9.2 illustrations of a pictorial or graphic nature may be included provided that such illustrations are not misleading or likely to mislead in the form and context in which they are included.

Omission of information

- 8.10 If any information required by Requirement 8.7.1 is not applicable and no equivalent information is available, it need not be included in the Listing Particulars provided that CTSE is informed of this in writing and Requirement 5 is complied with.
- 8.11 CTSE may authorise the omission of information which is applicable if it considers that:
- 8.11.1 the information is of minor importance only and is not such as will influence assessment of the assets and liabilities, financial position, profits and losses and prospects of the Issuer;
 - 8.11.2 disclosure would detrimentally affect the information needs of the market, namely that the inclusion of the information would not be Material to an investor's decision to invest and its inclusion would be likely to distort and mislead in relation to matters which are required to be disclosed; or
 - 8.11.3 disclosure would be seriously detrimental to the Issuer or a third party with whom the Issuer has a relationship and omission is not likely to mislead investors with regard to facts and circumstances, knowledge of which is essential for the assessment of the Securities in question.
- 8.12 Requests to CTSE to authorise any omission of information must:
- 8.12.1 be in writing from the Issuer Agent;
 - 8.12.2 identify the information concerned and the reasons for the omission;
 - 8.12.3 state why in the opinion of the Issuer one or more of the grounds in Requirement 8.11 applies; and
 - 8.12.4 confirm that notwithstanding the omission, the Listing Particulars comply with the Companies Act and the FMA to the extent required.

Formal approval

- 8.13 Listing Particulars must be formally approved by the Issuer Regulation Committee. Such approval will only be given if the Issuer Regulation Committee considers that the information in the Listing Particulars is complete. Applicants must confirm in the application for Listing (see Appendix 1) that the Listing Particulars contain all information required by Requirement 8.7 or will contain all such information by the time that the final version is submitted for formal approval.

Supplementary Listing Particulars

- 8.14 CTSE must be advised immediately and supplementary Listing Particulars prepared if, at any time after the Listing Particulars have been formally approved by the Issuer Regulation Committee and before Dealings in the relevant Securities commence, the Issuer becomes aware that:
- 8.14.1 there has been a significant change affecting any matter contained in the Listing Particulars; or
 - 8.14.2 a significant new matter has arisen, the inclusion of information in respect of which would have been required to be mentioned in the Listing Particulars if it had arisen at the time of their preparation.

For this purpose "**significant**" means significant for the purpose of enabling an investor to make an informed assessment of the activities, assets and liabilities, financial position, management, prospects, and the profits and losses of the Issuer and of the rights attaching to such Securities.

8.15 Supplementary Listing Particulars must:

- 8.15.1 give details of the change or new matter;
- 8.15.2 contain the statement required by Requirement 8.5;
- 8.15.3 contain a statement that, save as disclosed, there has been no significant change and no significant new matter has arisen since the Announcement of the previous Listing Particulars; and
- 8.15.4 be approved by CTSE prior to issue.

Omission of Contract of Significance from display

- 8.16 CTSE may subject to prior approval from the Issuer Regulation Committee (in terms of Requirement 2.4) allow all or part of a Contract of Significance to be withheld from public inspection (see Requirements 9.68 and 9.69.2). The request must:
 - 8.16.1 be in writing from the Issuer Agent (see Requirement 7.10.10);
 - 8.16.2 state why in the opinion of the Issuer Agent one or more of the grounds in Requirement 8.11 applies;
 - 8.16.3 enclose a copy of the Contract of Significance in question or, if the contract is not reduced to writing, a memorandum giving full particulars of its terms; and
 - 8.16.4 include confirmation by the Issuer whether or not the contract is a Contract of Significance in the ordinary course of business.

Profit Forecasts

- 8.17 Listing Particulars must not contain reference (general or particular) to future profits or contain Distribution forecasts based on an assumed future level of profit unless supported by formal profit forecasts. Distribution forecasts not based on assumed future profits (for example, Distribution forecasts based on retained reserves) are not subject to this Requirement.
- 8.18 As required by Requirement 9.50, where a profit forecast appears in any Listing Particulars, the principal assumptions upon which it is based must be stated. These assumptions must relate only to uncertain matters which are outside the control of the Directors and which could have a Material effect on the achievement of the forecast and must:
 - 8.18.1 be readily understandable by investors;
 - 8.18.2 be specific about the particular aspect of the forecast to which they refer and about the uncertainty attaching to that aspect;
 - 8.18.3 not include the business estimates underlying the forecasts; and
 - 8.18.4 be prepared in accordance with the SAICA Guide on Profit forecasts.

Previously published documents

- 8.19 CTSE may exempt Listed Issuers wholly or partially from the obligation to publish Listing Particulars, where:
 - 8.19.1 application is made for admission of Securities all or part of which has been:
 - 8.19.1.1 the subject of a public issue;
 - 8.19.1.2 issued in connection with a takeover offer; or
 - 8.19.1.3 issued in connection with a merger involving the acquisition of another

Company or the formation of a new Company, the division of a Company, the transfer of all or part of an undertaking's assets and liabilities or as consideration for the transfer of assets other than cash; and

- 8.19.2 not more than 12 (twelve) months before admission of the Securities, a document ("**the relevant document**") has been published in South Africa containing, in the opinion of CTSE, equivalent information to that which would otherwise be required to be included in Listing Particulars by CTSE.
- 8.20 Where exemption is given under Requirement 8.19, the following information must be Announced, in Listing Particulars if the exemption is partial or instead of Listing Particulars if the exemption is total:
- 8.20.1 details of any material changes which have occurred since the date of the relevant document or an appropriate negative statement;
- 8.20.2 a statement that application has been made for Listing of the Securities specifying the number and class of the Securities in question; and
- 8.20.3 a declaration by the Directors as set out in Requirement 9.3 as to their responsibility for the information required by this paragraph and contained in the relevant document.

The FSB shall be informed accordingly.

- 8.21 The information specified in Requirement 8.20 (if not comprised in Listing Particulars) and the relevant document must be Announced in accordance with Chapter 10, as if they together comprised Listing Particulars.

Issues requiring Listing Particulars

- 8.22 Listing Particulars are required when an Issuer seeks to issue new Securities and any of the following applies:
- 8.22.1 a prospectus is required by the Companies Act; or
- 8.22.2 an Issuer is not up-to-date with its Chapter 12 obligations;
- 8.22.3 the Issuer intends to issue additional Securities that equals to or exceeds the number of Securities already in issue for that same class; or
- 8.22.4 a Special Resolution is required in terms of section 41(3) of the Companies Act and the issue of such Securities will result in any of the following:
- 8.22.4.1 a change in the classification or sector the Issuer, as agreed with the Head of Legal, Compliance and Issuer Regulation;
- 8.22.4.2 a change in Controlling Shareholder; or
- 8.22.4.3 the Issuer acquiring a new Major Subsidiary.
- 8.23 The Listing Particulars must be Announced as soon as possible after it receives its approval by CTSE.

9 CONTENTS OF LISTING PARTICULARS

Introduction

This Chapter sets out items of information, which are required to be included in Listing Particulars. The requirements vary according to the nature and circumstances of the Issuer and the type of Security to be Listed, as set out in Chapter 8 and in Chapters 15 to 0.

The requirements for the Listing of Securities are dealt with below.

General information about the Issuer, its advisers and the Listing Particulars

- 9.1 The full name, registration number (where applicable), the address of the registered office and Website of the Issuer.
- 9.2 The tax residency of the Issuer.
- 9.3 A statement as follows:

"These Listing Particulars include particulars given in compliance with the Requirements of CAPE TOWN STOCK EXCHANGE Pty Ltd Governing the Official Listing of Securities for the purpose of giving information with regard to the Issuer. The Directors, whose names appear on page [], collectively and individually, accept full responsibility for the accuracy or completeness of the information contained in these Listing Particulars and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading"

- 9.4 The names and addresses of the Issuer's principal bankers, Issuer Agent, legal advisers, Reporting Accountants and any other Expert to whom a statement or report included in the Listing Particulars has been attributed.
- 9.5 The names, addresses and professional qualifications of the Reporting Accountant (in the event that 6.12 is applicable) who have audited the Issuer's annual accounts in accordance with IFRS and national law for the last 3 (three) financial years.
- 9.6 The date and country of incorporation or other establishment of the Issuer, and the authority under which the Issuer was incorporated or otherwise established.
- 9.7 The provisions or a sufficient summary of the provisions, if any, of the Constitution with regard to:
 - 9.7.1 any power enabling a Director to vote on a proposal, arrangement or contract in which he is materially interested;
 - 9.7.2 any power enabling the Directors to vote on remuneration (including pension or other benefits) to themselves or any members of their body and any other provision as to the remuneration of the Directors;
 - 9.7.3 borrowing powers exercisable by the Directors and how such borrowing powers can be varied;
 - 9.7.4 retirement or non-retirement of Directors under an age limit;
 - 9.7.5 Directors' qualification shares;
 - 9.7.6 changes in capital;
 - 9.7.7 any time limit after which entitlement to a Distribution lapses and an indication of the party in whose favour the lapse operates; and
 - 9.7.8 arrangements for transfer of the Securities and, where permitted, restrictions on the free transferability.

- 9.8 Where the Listing Particulars include a statement purporting to be made by an Expert, a statement:
- 9.8.1 specifying the qualifications of such Expert and whether such Expert has any Security holding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate Persons to subscribe for Securities in any member of the Group, and, if so, a full description thereof;
 - 9.8.2 that the Expert has given and has not withdrawn his written consent to the issue of the Listing Particulars with the Expert's statement included in the form and context in which it is included; and
 - 9.8.3 of the date on which the Expert's statement was made and whether or not it was made by the Expert for incorporation in the Listing Particulars.
- 9.9 The name of any promoter, and if the promoter is a Company, the date of its incorporation or other establishment and the names of its Directors, and particulars of any cash, Securities or other benefit paid, allotted or given within the 2 (two) years immediately preceding the issue of the Listing Particulars, or proposed to be paid, allotted or given, to any promoter (individual or corporate) and the consideration for such payment, allotment or other benefit.
- 9.10 Other Recognised Exchange/s (if any) where admission to Listing is being or will be sought and the name of the Recognised Exchange/s (if any) on which Securities are already Listed.
- 9.11 Particulars of any arrangement under which future Distributions are waived or agreed to be waived.
- 9.12 Particulars of any commissions, discounts, brokerages or other special terms granted within the 2 (two) years immediately preceding the issue of the Listing Particulars in connection with the issue or sale of any capital of any member of the Group, together with the names of any Directors or proposed Directors, promoters or Experts (as named in the Listing Particulars) who received any such payment or benefit and the amount or rate of the payment or benefit they received, or an appropriate negative statement.

Information about the Securities for which Listing is sought and the terms and conditions of their issue and distribution

- 9.13 A statement that application has been made to CTSE for the Listing of the Securities.
- 9.14 If a Prospectus is required, a statement that such Prospectus, has been registered by the Companies and Intellectual Property Commission.
- 9.15 The nature and amount of the issue including the number of Securities, which have been or will be created and/or issued (by category where applicable).
- 9.16 A summary of the rights attaching to the Securities for which application is made, and in particular the extent of the rights as regards voting, entitlement to share in Distributions, redemptions, the creation or issue of further Securities ranking in priority to or *Pari Passu* with the class of Securities for which Listing is sought, any other special rights and a summary of the consents necessary for the variation of any of such rights. Where there is more than 1 (one) class of Securities of an Issuer in issue (or application for Listing has been made in respect of Securities not identical with those already Listed), like details must be given for each class.
- 9.17 So far as is appropriate, concerning the terms and conditions of the issue of the Securities in respect of which the application for Listing is made:
- 9.17.1 the issue price or offer price of each Security, including the par value of each Security, if applicable;

- 9.17.2 the methods of payment of the issue or offer price,
- 9.17.3 the procedure for the exercise of any right of pre-emption and the transferability of subscription rights;
- 9.17.4 the period during which the issue or offer of Securities will remain open after issue of the Listing Particulars, the date and time of opening of the subscription List, and the names of the receiving bankers;
- 9.17.5 details of arrangements in the Subscription Form for the direct crediting of Securities accounts for investors who already have their accounts in the Registry;
- 9.17.6 the names, addresses and description of the Persons underwriting the issue for the Issuer and, where not all the issue is underwritten, a statement of the portion not covered;
- 9.17.7 in the case of an offer for sale of Securities, the names, addresses and descriptions of the vendor(s) of the Securities or, if there are more than 10 (ten) vendor(s), such details of the 10 (ten) principal vendors and a statement of the number of other vendors and particulars of any Beneficial Interest possessed by any Director of the Issuer in any Securities so offered for sale; and
- 9.17.8 the method of Listing.
- 9.18 Where the Securities for which Listing is sought are allotted by way of capitalisation of reserves or profits or by way of bonus to the holders of an existing Security, a statement as to the pro rata entitlement, the last date on which transfers were or will be accepted for registration for participation in the issue, how the Securities rank for Distributions, whether the Securities rank *Pari Passu* with any Listed Securities, the nature of the document of title, its proposed date of issue and whether or not it is renounceable and how fractions (if any) are to be treated.
- 9.19 Where the Securities for which Listing is sought are offered by way of a rights issue to the holders of an existing Listed Security, a statement as to:
 - 9.19.1 how Securities not taken up will be dealt with and the time, not being less than 21 (twenty one) Days or such other time period as may be acceptable to CTSE, in which the offer may be accepted;
 - 9.19.2 the pro rata entitlement, the last date on which transfers were or will be accepted for registration for participation in the rights issue, how the Securities rank for Distributions, whether the Securities rank *Pari Passu* with any Listed Securities, and how fractions (if any) are to be treated;
 - 9.19.3 whether the board of Directors has received any information from any Substantial Shareholders of their intention to take up Securities provisionally allotted or offered to them or to be provisionally allotted to them and the particulars thereof;
 - 9.19.4 a statement estimating the total amount of funds to be raised through the rights issue, the purpose of the rights issue and the proposed use of the proceeds of the rights issue, whether the rights issue is conditional upon shareholder approval, and whether the rights issue is fully or partially underwritten;
 - 9.19.5 a table of market values of the Securities of the class to which the rights issue relates for the first Dealing day in each of the 6 (six) months before the date of the Listing Particulars, for the last Dealing day before the Announcement of the rights issue and (if different) the latest practicable date prior to despatch of the Listing Particulars, and the value of CTSE market indices at each of those dates;
 - 9.19.6 details of any underwriter and their fees; and

- 9.19.7 whether/not excess applications are permissible.
- 9.20 A statement of the net tangible asset backing for each class of Security for which Listing is sought, after making allowance for any new Securities to be issued, as detailed in the Listing Particulars.
- 9.21 The date on which Dealings in the Securities are expected to commence.
- 9.22 The Distribution policy (if any) relating to the Securities issued. Where Listing is sought for Securities with a fixed Distribution right, particulars of such right or Distribution policy.
- 9.23 The amount or estimated amount of expenses of the issue, including to whom this is payable, and of the application for Listing payable by the Issuer.
- 9.24 In the case of an issue of new Securities, details of the intended use of the proceeds of the issue.

Information about the Issuer's capital

- 9.25 The authorised and issued capital of the Issuer, the number of Securities agreed to be issued, the amount paid up, the par value of each Security (if applicable) or the fact that the Securities do not have a par value, and a description of the Securities.
- 9.26 Where an Issuer intends to increase its capital, an indication of:
 - 9.26.1 the amount to be increased;
 - 9.26.2 the categories of Persons having preferential subscription rights for such additional proportions of capital (if any); and
 - 9.26.3 the terms and arrangements for the share issue corresponding to such portions.
- 9.27 The amount of any outstanding convertible Debt Securities and particulars of the conditions governing and the procedures for conversion, exchange or subscription of such Securities, including the number of Securities the convertible Debt Securities may be converted into.
- 9.28 Particulars of any alterations in the capital of the Issuer and a change of at least 10% of the issued share capital of any member of the Group, within 2 (two) years immediately preceding the issue of the Listing Particulars, including the price and terms of such issues, and any details of discounts or special terms granted, or an appropriate negative statement.
- 9.29 Particulars of any capital of any member of the Group which is under option, or agreed conditionally or unconditionally to be put under option, including the consideration for which the option was or will be granted and the price and duration of the option and the name and address of the grantee, or an appropriate negative statement, provided that where options have been granted or agreed to be granted to all the members or debenture holders or to any class thereof, or to employees under a share scheme, it shall be sufficient, so far as the names and addresses are concerned, to record that fact without giving the names and addresses of the grantees. Including the number of Securities the options may be converted into.
- 9.30 Number of Securities held in treasury.

General information about the Group's activities

- 9.31 A brief history of and a description of the general objectives and nature of the business of the Group and, in cases where 2 (two) or more sectors of activities are carried on which are Material in terms of profits or losses, assets employed or any other factor, such figures and explanations as are necessary to demonstrate the relative importance of each such activity and details of the main categories of products sold and/or services performed and an indication of any significant new products and/or activities. If the Group does business outside South Africa (or the country of incorporation or other establishment of the Issuer, if not South Africa), a statement showing a geographical analysis of its business operations.
- 9.32 Where a Material proportion of the Group's assets are situated outside South Africa, a statement giving the best practicable indication of the amount and situation of such assets and the amount of the assets situated in South Africa.
- 9.33 If the Issuer is a member of a Group, a brief description of that Group covering the Issuer's position within that Group and, if a Subsidiary, the names of and the number of shares held (directly or indirectly) by each Holding Company of the Issuer.
- 9.34 Particulars of any trademarks, patents or other intellectual or industrial property rights which are Material in relation to the Group's business and, where such factors are of fundamental importance to the Group's business or profitability, a statement regarding the extent to which the Group is dependent on such factors.

- 9.35 Information concerning the policy of the Group on the research and development of new products and processes over the past 3 (three) financial years, where significant.
- 9.36 Particulars of any interruptions in the business of the Group, which may have or have had a significant effect on the financial position in the last 12 (twelve) months.
- 9.37 The average number of people employed by the Group and changes therein in the last financial year (if such changes are material in the context of the Group), with a breakdown of Persons employed by main categories of activity.
- 9.38 Particulars, including location of the principal investments (if any), including such investments as new plant, factories and research and development, being made or planned by the Group.
- 9.39 With regard to every Company the whole of, or a substantial proportion of, whose capital is held or intended to be held (either directly or indirectly) by the Issuer, or whose profits or assets make or will make a Material contribution to the figures in the Accountant's Report or the next published accounts, particulars of the name, date and country of incorporation or other establishment, general nature of business, stated capital and the proportion thereof held or intended to be held.
- 9.40 In regard to the Group, particulars of the location, size and tenure of its principal establishments (any establishment which accounts for more than 10% (ten percent) of net turnover or production shall be considered a principal establishment).
- 9.41 In the case of an introduction, a statement that no change in the nature of the business is in contemplation.
- 9.42 Particulars of any restriction affecting Distributions to or from South Africa.

Information about the financial position of the Group and its prospects

- 9.43 When required by Chapter 8, an Accountant's Report prepared in accordance with that Chapter;
- 9.44 The business plan referred to in 6.14;
- 9.45 Where more than 9 (nine) months have elapsed since the end of the financial year to which the last audited annual financial statements relate, an interim financial statement covering at least the first 6 (six) months following the end of that financial year must be included in or appended to the Listing Particulars. If such an interim financial statement is unaudited, that fact must be stated. Where an Issuer prepares consolidated annual accounts, the interim financial statement must either be a consolidated statement or include a statement that, in the opinion of the Issuer's Directors, the interim financial statement enables investors to make an informed assessment of the results and activities of the Group for the period.
- 9.46 A statement by the Reporting Accountants as to whether or not the Accountant's Report is qualified and, if so, details of and reasons for such qualifications given.
- 9.47 A statement on a consolidated basis as at the most recent practicable date (which must be stated and which in the absence of exceptional circumstances must not be more than 42 (forty two) Days or such other time period as may be acceptable to CTSE prior to the date of Announcement of the Listing Particulars) of the following, if Material:
 - 9.47.1 the total amount of any Debt Securities of the Group issued and outstanding, and term loans, distinguishing between guaranteed, unguaranteed, secured (whether the Security is provided by the Issuer or by third parties) and unsecured, or an appropriate negative statement;

- 9.47.2 the total amount of all other borrowings or indebtedness in the nature of borrowing of the Group including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments, distinguishing between guaranteed, unguaranteed, secured and unsecured borrowings and debt or an appropriate negative statement;
- 9.47.3 all mortgages and charges of the Group, or an appropriate negative statement; and
- 9.47.4 the total amount of any contingent liabilities or guarantees of the Group, or an appropriate negative statement.
- 9.48 Unless otherwise agreed by CTSE in accordance with the procedure laid down in Requirement 2.3:
 - 9.48.1 general information on the trend of the Group's business since the date to which the latest audited accounts of the Issuer were made up; and
 - 9.48.2 a statement as to the financial and trading prospects of the Group for at least the current financial year, together with any Material information which may be relevant thereto, including all special trade factors or risks (if any) not mentioned elsewhere in the Listing Particulars and which are unlikely to be known or anticipated by the general public, and which could Materially affect the profits of the Group.
- 9.49 The provisions of Requirement 9.46 will not be subject to Requirement 2.3, in the event that the information is Materially price sensitive, in such instances the information must be disclosed in adherence to the provisions of Requirement 11.4.
- 9.50 Where a profit forecast appears in the Listing Particulars, the principal assumptions, including commercial assumptions, upon which it is based, must be stated. The accounting policies and calculations for the forecast must be examined and reported on by the Reporting Accountants (or auditors) and their report must be set out. There must also be set out a statement from the Issuer Agent confirming that the forecast has been made after due and careful enquiry by the Directors.
- 9.51 A statement by the Directors of the Issuer that in their opinion the working capital available to the Group is sufficient for the Group's present requirements, that is, for at least the next 12 (twelve) months from the date of issue of the Listing Particulars or, if not, how it is proposed to provide the additional working capital thought by the Directors to be necessary.
- 9.52 A statement by the Directors of the Issuer of any Material adverse change in the financial or trading position of the Group since the last audited accounts or any later interim statement have been published, or an appropriate negative statement.
- 9.53 In the case of a Property Company, a valuation report on the Issuer's interests in Properties, prepared by an Independent Registered Valuer:
 - 9.53.1 in accordance and conformity with IFRS; and
 - 9.53.2 on the basis of the value of such interests as at a date which shall not be more than 3 (three) months before the date of issue of the Listing Particulars, subject to the requirements that where such date is not the same as the date of the end of the last period reported on by the Reporting Accountant and their report, a statement be provided in the valuation reconciling the figures in the valuation report with those in the Accountants' Report;
- 9.54 Information on any current, pending or threatened legal or arbitration proceedings which may have or have had in the recent past (covering at least the previous 12 (twelve) months) a significant effect on the Group's financial position or an appropriate negative statement.

- 9.55 Details at a Company and a consolidated level for each of the last 3 (three) financial years, adjusted if in the course of the period of the 3 (three) financial years, the number of Securities in the Issuer has changed to make the figures comparable and the basis of this adjustment used must be disclosed, to make the figures comparable and the basis of this adjustment used must be comprised of:
- 9.55.1 earnings per Security;
 - 9.55.2 fully diluted earnings per Security;
 - 9.55.3 Distributions per Security;
 - 9.55.4 net asset value per Security; and
 - 9.55.5 fully diluted net asset value per Security.

Information about the Issuer's management

- 9.56 The full name, age, nationality, residential or business address and description (being his qualifications or area of expertise or responsibility) of every Director or proposed Director, and identifying which are Independent Directors.
- 9.57 The full name, age, nationality, residential or business address and professional qualifications, if any, of the Issuer Agent.
- 9.58 The full name, age, nationality, residential or business address and professional qualifications, if any, of the Company Secretary of the Issuer.
- 9.59 If different from the registered office, the address of the premises at which the statutory records of the Issuer are kept, and where the Issuer is an International Issuer, the address of its registered office in South Africa or such other place in South Africa where its branch share register is located, if applicable.
- 9.60 A statement showing the interests of each Director and Chief Executive Officer of the Issuer and the Associates of each Director and Chief Executive Officer (as known to each Director and Chief Executive Officer having made all reasonable enquiries) insofar as is known to the Issuer in the equity or debt Securities of the Issuer or the Group or an appropriate negative statement.
- 9.61 Insofar as is known to the Issuer, a statement showing the name of each Person, other than a Director or Chief Executive Officer of the Issuer, who is directly or indirectly interested in 5% (five percent) or more of the number of Securities of any class carrying rights to vote in all circumstances at the meeting of holders of Securities of the Issuer and the amount of each Person's interest in such Securities, or, if there are no such interests, an appropriate negative statement.
- 9.62 The aggregate remuneration paid and benefits in kind granted to the Directors and/or Associates of Directors of the Issuer by any member of the Group in respect of the last completed financial year under any description whatsoever.
- 9.63 An estimate of the aggregate remuneration payable to, and benefits in kind receivable by, the Directors or any proposed Directors and/or Associates of Directors or proposed Directors of the Issuer by any member of the Group in respect of the current financial year under the arrangements in force at the date of the Listing Particulars.
- 9.64 Full particulars of any contract or arrangement subsisting at the date of the Listing Particulars in which a Director of the Issuer is materially interested and which is Material to the business of the Group, or an appropriate negative statement.
- 9.65 The total of any outstanding loans by any member of the Group to the Directors and also of any

guarantees provided by any member of the Group for their benefit.

- 9.66 Details of any incentive schemes involving the staff (including executives and/or employees) in the capital of any member of the Group. Details should at least include the number of Securities, options granted to the Director and the relevant vesting periods.
- 9.67 Particulars of any arrangement under which a Director of the Issuer has waived or agreed to waive future emoluments together with particulars of waivers of such emoluments which occurred during the past financial year.

Contracts of Significance and documents for inspection

- 9.68 The dates of and parties to all Contracts of Significance, other than contracts entered into in the ordinary course of business, entered into by any member of the Group within the 2 (two) years immediately preceding the Announcement of the Listing Particulars, together with the nature of such contracts.
- 9.69 Details of a reasonable period of time (being not less than 10 (ten) Business Days) during which, and the registered office of the Issuer and office of the Issuer Agent or such other place at which, the following documents may be inspected:
 - 9.69.1 its Constitution, including the Constitutions of Major Subsidiaries;
 - 9.69.2 unless exempted under Requirement 8.11, each contract disclosed pursuant to Requirements 9.64 and 9.68, includes service agreements of Directors and the Company Secretary, or, in the case of a contract not reduced into writing, a memorandum giving full particulars thereof;
 - 9.69.3 all reports, letters or other documents, balance sheets, valuations and statements by any Expert any part of which is extracted or referred to in the Listing Particulars;
 - 9.69.4 a written statement signed by the Reporting Accountants setting out the adjustments made by them in arriving at the figures shown in their Accountant's Report and giving the reasons thereof; and
 - 9.69.5 the audited accounts of the Issuer or, in the case of a Group, the consolidated audited accounts of the Issuer and its Subsidiaries for each of the 3 (three) financial years immediately preceding the issue of the Listing Particulars.
- 9.70 Where any of the documents Listed in Requirement 9.69 is not in the English language, translations into English must be available for inspection. In the case of any document mentioned in Requirement 9.68, a translation in the English language of a summary of such document may be made available for inspection if CTSE so agrees.

10 ANNOUNCEMENT PUBLICATION REQUIREMENTS

Introduction

- 10.1 This Chapter sets out the procedure for the Announcement, publication and circulation of Listing Particulars and supplementary Listing Particulars. Additional requirements in relation to International Issuers and Investment Companies are contained in Chapters 15 and 16.
- 10.2 No Listing Particulars or supplementary Listing Particulars may be Announced except in accordance with the requirements relating to the approval in Requirement 7.1.
- 10.3 No Formal Notice may be Announced until it has received the approval of CTSE.

Listing Particulars and Formal Notices

- 10.4 The full text of the Listing Particulars and a separate Formal Notice complying with Requirement 10.5 must be Announced. For the purposes of these Requirements, Listing Particulars must be Announced pursuant to Requirement 7.1.
- 10.5 A Formal Notice must state at least the following:
 - 10.5.1 the name and country of incorporation or other establishment of the Issuer;
 - 10.5.2 the amount and title of the Securities for which Listing is sought;
 - 10.5.3 the address in South Africa, acceptable to CTSE, at which copies of the Listing Particulars are available to Public for inspection;
 - 10.5.4 the date of Announcement;
 - 10.5.5 a statement that application has been made to CTSE for Listing of the Securities;
 - 10.5.6 a statement that the Formal Notice appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for Securities and, if applicable, that applications will only be considered on the basis of the Listing Particulars and Prospectus (where it is not incorporated into the Listing Particulars);
 - 10.5.7 the date upon which Dealings in the Securities are expected to commence;
 - 10.5.8 the name of the underwriter, if applicable; and
 - 10.5.9 the name and address of the Issuer Agent, including the Directors, officers and employees performing the functions of the Issuer Agent.
- 10.6 Issuers are reminded of the Prospectus requirements of the Companies Act.
- 10.7 In all cases where a Formal Notice is Announced, it must contain the details as set out in Requirement 10.5 and be approved by CTSE prior to publication.

Supplementary Listing Particulars

- 10.8 Supplementary Listing Particulars must be Announced as set out in Requirement 10.4. Securities in respect of which the application is made will normally only be admitted following Publication of such Announcement.

After Issue

- 10.9 In the case of an offer for subscription or an offer for sale, an Announcement detailing the results of the offer must be Announced, not later than 10am of the Business Day immediately following the close of the offer period.

- 10.10 In the case of an offer for subscription or an offer for sale by tender, an Announcement of the strike price must be made as soon as possible, but in any event not later than 10am of the Business Day immediately following the day on which the price is struck.
- 10.11 In the case of a rights issue, an Announcement of the results of the issue must be made not later than 10am of the Business Day immediately following the final date for acceptances, save that where a rights issue is underwritten, the Issuer may delay the Announcement until the obligation on the underwriter to take or secure others to take the Securities has finally been determined or has lapsed.

11 CONTINUING LISTING OBLIGATIONS

Introduction

- 11.1 This Chapter sets out the continuing obligations which a Listed Issuer is required to observe pursuant to its Listing Undertaking and as a condition of having any of its Securities admitted to Listing. Observance of the continuing obligations is essential to the maintenance of an orderly market and to ensure all users have simultaneous access to the same information. Additional continuing obligations are set out in Chapters 12, 13 and 14. Chapters 12 Part B, in particular, deals with the continuing financial reporting obligations of the Issuer. Continuing obligations differ according to the nature of the Securities for which Listing has been granted. Additional and alternative requirements relating to the continuing obligations of International Issuers, Investment Companies, Property Companies and Mineral Companies are set out in Chapters 15 to 0 respectively. Issuers are also reminded of their disclosure obligations in terms of the Companies Act, to the extent applicable.
- 11.2 It is a prerequisite of Listing that an Issuer executes a Listing Undertaking in the form set out in Appendix 4, undertaking to comply with these Listing Requirements, and in particular with all relevant continuing obligations. Failure of an Issuer to comply with any applicable continuing obligation may result in CTSE taking any or all of the steps described in Chapter 3.
- 11.3 An Issuer must on an ongoing basis comply with the Requirements imposed upon it as a New Applicant in Chapter 6 unless otherwise provided for in these Requirements or formally agreed to by CTSE.

General obligation of disclosure for Issuers

- 11.4 Generally, and apart from compliance with all the specific requirements of these Listing Requirements, the Issuer shall keep CTSE, holders of Securities of its Listed Securities and the market informed as soon as reasonably practicable, of any information relating to the Group (including information on any major new developments in the Group's sphere of activity) which:
- 11.4.1 has not been Announced; and
 - 11.4.2 is necessary to enable CTSE and Public to appraise the position of the Group;
 - 11.4.3 is necessary to avoid the establishment of a false market in its Securities;
 - 11.4.4 might reasonably be expected Materially to affect market activity in or the price of its Securities; or
 - 11.4.5 is necessary to achieve one or more of the objects of section 2 of the FMA.
- 11.5 The Directors of the Issuer must take reasonable care to ensure that any information Announced under these Listing Requirements is not misleading, false or deceptive and does not omit anything likely to affect the import of such information.
- 11.6 Information that is required to be disseminated pursuant to Requirement 11.4 must be Announced without delay. Information that is required to be disseminated pursuant to Requirement 11.4 must not be given to a third party before it is Announced, except as permitted in this Requirement. An Issuer may give information in strict confidence to its advisers, printers and to Persons with whom it is negotiating with a view to effecting a transaction or raising finance. These Persons may include prospective underwriters of an issue of Securities, providers of funds or loans or the placees of the balance of a rights issue not taken up by holders of Securities. In such cases, the Issuer must advise the recipients of such information that it is confidential, that they have become "insiders" in terms of the FMA, and that they should not deal in the Issuer's Securities before the information has been Announced. If any breach of confidentiality occurs, such information must be Announced without delay.

- 11.7 Where information that is required to be disseminated pursuant to Requirement 11.4 cannot be Announced as yet, the Issuer must make a Cautionary Announcement, including:
- 11.7.1 any information that it does possess that would need to be disclosed in terms of Requirements 13.17 to 13.23 or 13.37; and
- 11.7.2 advising caution when Dealing in its Securities.
- 11.8 When a Cautionary Announcement has been made, the Issuer shall Announce:
- 11.8.1 progress being made in the subject matter of such Cautionary Announcement which shall include any undisclosed information that would need to be disclosed in terms of Requirements 13.17 to 13.23 or 13.37 and which the Issuer has, as soon as the uncertainty has been removed but not later than 30 (thirty) Days after the Cautionary Announcement or 30 (thirty) Days after the latest progress Announcement made in terms of this Requirement;
- 11.8.2 the withdrawal of such Cautionary Announcement when either all information required to be disseminated pursuant to Requirement 11.4 has been Announced or the Cautionary Announcement is no longer of any relevance and caution is no longer required in Dealing with the Issuer's Securities.
- 11.9 An Issuer whose Securities are Listed on CTSE and on a Recognised Exchange must ensure that equivalent information is Announced at the same time as it is available on such Recognised Exchange.

Notification relating to capital

- 11.10 An Issuer must Announce without delay (unless otherwise determined by CTSE) of the following information relating to its capital:

Changes of rights attaching to Securities

- 11.10.1 Any change in the rights attaching to any class of Listed Securities or to any Securities into which any Listed Securities are convertible;

Repurchases and share buy-backs

- 11.10.2 Any acquisition by an Issuer of its Listed Securities, if such acquisition:
- 11.10.2.1 Is in terms of a specific repurchase in terms of Requirement 14.3.1; or
- 11.10.2.2 In terms of a general repurchase in terms of Requirement 14.3.2 and in aggregate constitutes more than 3% (three percent) of the Securities of that class in issue at the time of the repurchase, since the previous announcement in terms of this Requirement 11.10.2.2.

Basis of allotment

- 11.10.3 The basis of allotment of Listed Securities offered generally to Public for subscription or sale and of the results of any rights issues to holders of Securities before Dealing commences;

Issues affecting conversion rights

- 11.10.4 The effect, if any, of any issue of further Securities on the terms of the exercise of rights under options, warrants and convertible Securities; and

Results of new issues

- 11.10.5 The results of any new issue of Listed Securities or of a public offering of existing Securities.

Notification of major interests in shares

11.11 An Issuer that has received a notice regarding certain share transactions, in terms of section 122(1) and (3) of the Companies Act, must, within 48 hours after receipt of such notice, publish the information contained in the notice on the CTSE News Service. No such Announcement shall be required in respect of notices received by the Issuer and which relate to a disposal of less than 1% of the relevant class of Securities, per section 122(3) of the Companies Act.

11.12 An Issuer which is not a Company subject to the Companies Act must, where such information is known to the Issuer, notify CTSE and Announce any information equivalent to that required under Requirement 11.11 without delay.

Rights as between holders of Securities

Equality of treatment

11.13 An Issuer must ensure equality of treatment for all holders of Securities of the same class.

Pre-emption rights

11.14 Except in the circumstances mentioned in Requirement 11.15, the Directors of the Issuer shall obtain a specific Ordinary Resolution prior to:

11.14.1 Allotting, issuing or granting:

11.14.1.1 Securities;

11.14.1.2 Debt Securities convertible into Securities; or

11.14.1.3 Options, warrants or similar rights to subscribe for any shares or such convertible Securities; and

11.14.2 Any Major Subsidiary making any such allotment, issue or grant which results in:

11.14.2.1 Such Major Subsidiary no longer being a Subsidiary of the Issuer; or

11.14.2.2 Material changes to the Issuer.

11.15 No such specific Ordinary Resolution as is referred to in Requirement 11.14 shall be required:

11.15.1 for the allotment, issue or grant of such Securities pursuant to an offer made to the holders of Securities of the Issuer and, where appropriate, to holders of other Securities of the Issuer entitled to be offered to them pro rata (apart from fractional entitlements) to their existing holdings; or

11.15.2 if, but only to the extent that, the holders of Securities of the Issuer have by Ordinary Resolution given a general mandate to the Directors of the Issuer, to allot, issue and grant Securities of the Issuer or to vote in favour of an allotment, issue or grant of Securities by any Major Subsidiary, which mandate must:

11.15.2.1 state a price range or a basis of determining the price range at which Securities may be issued; and

11.15.2.2 stipulate a maximum number of Securities that may be so issued or the maximum dilution permissible within the period in question.

11.16 A general mandate given under Requirement 11.15.2 shall only continue in force until the earlier of:

11.16.1 the conclusion of the first Annual General Meeting of the Issuer following the passing of the resolution at which time it shall lapse; or

11.16.2 an Ordinary Resolution revoking or varying such general mandate is passed.

11.17 Notwithstanding Requirement 11.15.2, the Directors of the Issuer must obtain a Special Resolution prior to issuing any Securities if such issue would effectively alter the control of the Issuer.

Communication with holders of Securities

Notice of Meetings

11.18 The Issuer shall Announce a notice of every general meeting of the Issuer, regardless of whether it is an annual general meeting or a special general meeting. The Announcement shall include, at least, the time and date of the general meeting, the venue and the record date (more specifically the notice record date and the voting record date, where relevant).

Proxy forms

11.19 A proxy form must be sent with the Announcement convening a meeting of holders of Listed Securities to each Person entitled to vote at the meeting, and must:

- 11.19.1 provide for voting through the Registry by electronic means;
- 11.19.2 provide for voting on all resolutions intended to be proposed;
- 11.19.3 state that a shareholder is entitled to appoint a proxy of his own choice and provide a space for insertion of the name of such proxy, alternatively that the chairperson of the meeting may be appointed as the proxy; and
- 11.19.4 state that, if it is returned without an indication as to how the proxy shall vote on any matter, the proxy will exercise his discretion as to whether, and if so how, he votes.

Review of documents

11.20 In addition to the specific requirements set out in these Listing Requirements, the Issuer shall submit to CTSE for review before they are issued copies of:

- 11.20.1 drafts of any Announcements relating to the issue of new or additional Securities or any Announcements the subject matter of which may involve a change in or relate to or affect arrangements regarding trading in its Listed Securities (including a suspension of Dealings); and
- 11.20.2 drafts of any proposed amendments to its Constitution.

The Issuer shall not Announce or otherwise issue any of the documents referred to in this Requirement if CTSE so directs.

Copies of Announcements and resolutions

11.21 The Issuer must forward to CTSE a copy of:

- 11.21.1 all Circulars, notices, reports, Announcements of other documents at the same time as they are distributed; and
- 11.21.2 all resolutions passed by the Issuer in the meeting of holders of Securities without delay after the relevant meeting.

Censures against Reporting Accountant

11.22 The Issuer must obtain a written undertaking from the Reporting Accountant that the Reporting Accountant will without delay inform CTSE of any sanction issued by IRBA or similar regulatory body.

Directors

Board changes

11.23 An Issuer must notify CTSE and Announce without delay when:

11.23.1 a new Director is appointed to the board of the Issuer or a Major Subsidiary;

11.23.2 the resignation or removal of a Director from the board of the Issuer or a Major Subsidiary takes effect; and

11.23.3 there are changes to important functions or executive responsibilities of a Director of the Issuer or a Major Subsidiary.

Directors' declarations

11.24 As soon as practicable after the appointment of a new Director of the Issuer or Major Subsidiary, but in any case, within 10 (ten) Business Days of his appointment, each new Director must sign and lodge with CTSE a declaration and undertaking in the form set out in Appendix 6.

11.25 If there are changes to any of the details set out in a Director's declaration and undertaking lodged with CTSE, the Issuer must procure a new declaration in respect of the Director to be completed and lodged with CTSE as soon as practicable.

Notification of interests of Directors and their Associates/insiders

11.26 The Issuer must notify CTSE of any notification of interests it has received from its Directors without delay, and maintain a register of the same information which must be available for inspection during normal business hours at the Issuer's registered office or branch office in South Africa where applicable.

11.27 Any interest or change in the interests of an insider or Associate of an insider, which has been advised to the Issuer under the Companies Act, must be notified to CTSE before the end of the day following the day of receipt of the relevant notice by the Issuer by forwarding a soft copy of the notice to CTSE.

Notification of Controlling Shareholder

11.28 Where an Issuer has a Controlling Shareholder, CTSE may require the appointment of a sufficient number of Independent Directors and/or appropriate controls and procedures to ensure that the Issuer is at all times capable of operating and making decisions independently of the Controlling Shareholder and that all transactions between the Issuer and the Controlling Shareholder are conducted at arm's length and on a normal commercial basis.

Miscellaneous obligations

Additional issues

11.29 The Issuer shall apply for the Listing of any additional Securities (including those arising on rights issues and capitalisation issues) which are of the same class as Securities already Listed, prior to their issue, and shall not issue such Securities unless it has been granted approval for the Listing of those Securities.

Continuing compliance with conditions for Listing

- 11.30 The Issuer shall continue to comply with the conditions for Listing as set out in Requirements 6.9 (insofar as compliance with Appendix 4 and operation in accordance with its Constitution), 6.10 (independent auditors), 6.13 (insofar as it concerns the nature of the Issuer's business activities), 6.14 (Directors' experience) and 6.15 (Directors and conflicts of interest).

Board decisions

- 11.31 The Issuer shall notify CTSE and Announce immediately after approval by or on behalf of the board of:
- 11.31.1 any decision to declare, recommend or pay any Distribution on its Listed Securities and the rate and amount thereof;
 - 11.31.2 any decision to withhold any Distribution on Listed Securities;
 - 11.31.3 any decision not to declare recommend or pay any Distribution which would otherwise have been expected to have been declared, recommended or paid in due course;
 - 11.31.4 any Announcement of profits or losses for any year and/ or other relevant period prepared in accordance with IFRS and audited in accordance with International Standards on Auditing where applicable;
 - 11.31.5 any proposed change in the equity structure, including any redemption of its Listed Securities; and
 - 11.31.6 any proposed change in the debt structures of the Issuer that materially changes the nature of the debt or that has a Material effect on the value of such debt; or
 - 11.31.7 any decision to change the material character or nature of the business of the Issuer or Group.

Other changes

- 11.32 The Issuer shall immediately Announce any changes in its Issuer Agent, Company Secretary, Reporting Accountant, registered address or any change in its accounting period.

Annual fees

- 11.33 An Issuer must pay the annual fees for Listing, which fees are published and available on the CTSE Website, www.ctexchange.co.za and as per the Procedures upon receipt of a CTSE invoice issued.

Sufficient operations

- 11.34 Except for an Investment Company listed under Requirement 16, an Issuer shall carry out, directly or indirectly, a sufficient level of operations or have tangible assets of sufficient value and/or intangible assets for which a sufficient potential value can be demonstrated to CTSE to warrant the continued Listing of the Issuer's Securities.

Shares in Public Hands

- 11.34.1 The Issuer shall notify CTSE immediately if it becomes aware that the proportion of any class of Listed Securities in Public Hands has fallen below the level required by Requirement 6.26.
- 11.35 Once the Issuer becomes aware that the number of Listed Securities in Public Hands has fallen below the level required by Requirement 6.26, the Issuer shall, if so directed by CTSE under Requirement 6.27, take steps to rectify the situation and ensure compliance at the earliest possible moment (see Requirement 6.27).
- 11.36 CTSE may increase its annual listing fees for that Issuer by up to 3 (three) times that set out in the Procedures. The increased amount payable in terms hereof shall become immediately due and payable.

Notification in respect of winding up, liquidation and Business Rescue

- 11.37 The Issuer shall notify CTSE and Announce on the happening of any of the following events as soon as same shall come to the attention of the Issuer:
- 11.37.1 the appointment of a receiver or manager either by any court having jurisdiction or under the terms of a debenture or any application to any court having jurisdiction for the appointment of a receiver or manager, or equivalent action in the country of incorporation or other establishment, in respect of the business or any part of the business of the Issuer or the property of the Issuer, its Holding Company or any Major Subsidiary;
- 11.37.2 the presentation of any winding-up petition, or equivalent application in the country of incorporation or other establishment, or the making of any winding-up order or the appointment of a provisional liquidator, or equivalent action in the country of incorporation, or other establishment, against or in respect of the Issuer, its Holding Company or any Major Subsidiary;
- 11.37.3 the passing of any resolution by the Issuer, its Holding Company or any Major Subsidiary that it be wound-up by way of members' or creditors' voluntary winding-up, or equivalent action in the country of incorporation or other establishment;
- 11.37.4 the entry into possession of or the sale by any Material mortgagee of a portion of the Issuer's assets;
- 11.37.5 the making of any final judgement, declaration or order by any court or tribunal of competent jurisdiction or the making of any arbitral award, whether on appeal or at first instance which is not subject to any or further appeal, which may adversely affect the Issuer's enjoyment of any Material portion of its assets; or
- 11.37.6 the making of an application to place the Issuer or Major Subsidiary under Business Rescue or the Issuer's or Major Subsidiary's board resolves to make application for Business Rescue.

Restriction on Dealings

- 11.38 No Dealings in any relevant Securities may be effected by or on behalf of the Issuer or any Subsidiary of its Group during a Closed Period.
- 11.39 A Director must ensure that any interest he holds in Securities is disclosed to the Issuer and the Registry and shall notify the Issuer within 2 (two) Business Days of all Dealings in Securities so that the Issuer Announces such Dealings within 2 (two) Business Days after receiving such notification. For the purposes of this Requirement, Directors shall include Directors of Major Subsidiaries.
- 11.40 The Announcement must at least contain the following:
- 11.40.1 name of the Director;
 - 11.40.2 the name of the issuer;
 - 11.40.3 the date on which the transaction giving rise to the interest (or cessation of interest) was effected;
 - 11.40.4 the price, amount, total value and class of Security concerned;
 - 11.40.5 in the case of options or any similar obligation, the option strike price, strike date and the periods of exercise and/or vesting;
 - 11.40.6 the nature of the transaction;
 - 11.40.7 the nature and extent of the Director's interest in the transaction; and
 - 11.40.8 whether the Director obtained clearance to Deal.
- 11.41 A Director may not Deal in any Securities relating to an Issuer or, in the case of a non-Discretionary Investment Company, in the Securities of its investee company:
- 11.41.1 during a Closed Period or any comparable closed period of its investee company; and/or
 - 11.41.2 at any time when he is in possession of or could reasonably be expected to be in possession of unpublished Material price sensitive information in relation to those Securities or any of its investee company; and/ or
 - 11.41.3 at any other time, unless he has received written approval to Deal in those Securities from the Chairperson of the Issuer's Board, or, in the case of the Chairperson, from the Issuer's Board, and such approval has been communicated to such Director and the Registry. The Chairperson of the Board, as the case may be, may not grant such approval during a Closed Period or any period where there is unpublished Material price sensitive information in relation to those Securities or any of its investee company, regardless of whether the Director has knowledge of such information.
- 11.42 CTSE may, Subject to the provisions of the FMA and any applicable administrative laws, waive compliance with Requirement 11.39 in situations where the Director has no discretion in the transaction. CTSE must be consulted for a ruling in these cases and if a waiver is granted an Announcement must clearly explain the reasons why the Director has no discretion to Deal.
- 11.43 A Director must advise the following Person(s) of the names of Issuer(s) where he is a Director and his obligations under the Listing Requirements:
- 11.43.1 any Associate of his; and/or
 - 11.43.2 any investment manager Dealing on his behalf or on behalf of any Person associated with him where either he or any Person associated with him has funds under management with that investment manager, whether on a discretionary basis or not.

11.44 A Director must advise his Associates and any investment manager in writing that they must notify him immediately after they have dealt in Securities relating to the Issuer in order for him to disclose to the Issuer without delay and in any event not more than 3 (three) Business Days after Dealing, information required for Requirement 11.39.

11.45 A Director must advise his investment manager in writing that they may not Deal in any Securities relating to an Issuer where he is a Director unless he had given express consent in writing.

Response to enquiries

11.46 The Issuer shall respond promptly to any enquiries made by CTSE concerning unusual movements in the price or trading volume of its Listed Securities or any other matters by giving such relevant information as is available to the Issuer or, if appropriate, by issuing a statement to the effect that the Issuer is not aware of any matter or development that is or may be relevant to the unusual price movement or trading volume of its Listed Securities and shall respond promptly to any other enquiries made on the issue by CTSE.

Additional requirements and information

11.47 CTSE shall be entitled to require the Announcement of further information by and impose additional requirements on the Issuer where it considers that circumstances so justify, but will allow representations by the Issuer before imposing any additional requirements on it, which are not imposed on Issuers *generally*.

Transfer office or a receiving and certification office and Strate relationship

11.48 All issuers are required to:

11.48.1 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

11.48.2 with respect to the dematerialised environment, be approved by Strate and comply with the Central Securities Depository Rules.

Announcements regarding cash Distributions to shareholders

11.49 Any Announcement published by an Issuer regarding a cash Distribution to shareholders must indicate whether such Distribution is made by way of a reduction of contributed tax capital (as defined in terms of the Income Tax Act) or a Dividend (as defined in terms of the Income Tax Act).

11.50 In addition, the Announcement referred to in Requirement 11.49 above must also include the following information (to the extent applicable on the Issuer concerned):

11.50.1 local Dividend tax rate (expressed as a percentage);

11.50.2 gross local Dividend amount (expressed in cents per share);

11.50.3 net local Dividend amount (expressed in cents per share);

11.50.4 tax (including withholding tax); and

11.50.5 a statement that Security Holders must take individual advice in relation to the applicable taxes.

12 ACCOUNTANTS' REPORT AND OTHER FINANCIAL INFORMATION

Introduction

Part A of this Chapter sets out the detailed requirements for Accountant's Reports on the results, assets and liabilities of, and other financial information on, an Issuer or a business or Company to be acquired by an Issuer for inclusion in the Listing Particulars or Announcements.

Part B of this Chapter sets out the continuing obligations relating to matters of a financial nature with which an Issuer needs to comply by signing its Listing Undertaking.

Additional and alternative requirements relating to the financial information to be produced for International Issuers (Chapter 15), Investment Companies (Chapter 16), Property Companies (Chapter **Error! Reference source not found.**) and Mineral Companies (Chapter 0) are set out in those chapters.

Where the following reports are required to be produced, pursuant to this chapter, they must have been prepared in accordance with IFRS, and such other requirements as may be required by the Companies Act:

- (i) An Accountant's Report;
- (ii) An Annual Report; and
- (iii) An Interim Report.

Where an audit is required, it should be done in accordance with International Standards on Auditing and such other standards as may be required by the Companies Act and must be made by a Reporting Accountant approved by Issuer Regulation Committee.

PART A: ACCOUNTANTS' REPORT

12.1 Accountant's Reports are required to be included in the following:

12.1.1 Listing Particulars as required by Chapter 8; and

12.1.2 Announcements required by Chapter 13, issued in connection with Substantial Transactions.

12.2 In the case of Listing Particulars, the Accountant's Report must include:

12.2.1 the results of the Issuer or, if the Issuer is a Holding Company, the consolidated results of the Issuer and its Subsidiaries:

12.2.1.1 in respect of each of the 3 (three) financial years immediately preceding the issue of the Listing Particulars or such shorter period as may be acceptable to CTSE; or

12.2.1.2 in respect of a business plan under Requirement 6.14, at least 3 (three) financial years from the date of application for Listing.

12.2.2 the results of any Material business or Major Subsidiary acquired, agreed to be acquired since the date to which the latest audited accounts of the Issuer have been made up (on the same basis, where the Major Subsidiary is itself a Holding Company, as in Requirement 12.2.1) in respect of:

12.2.2.1 each of the 3 (three) financial years immediately preceding the issue of the Listing Particulars, provided that where a Major Subsidiary was disposed of or acquired within such 3 (three) year period, adjusted pro-forma consolidations shall be prepared to make meaningful comparison possible. The Reporting Accountant may prepare pro-forma consolidations using audited accounts of a Major Subsidiary acquired and treat them as corresponding to the year end of the Issuer;

- 12.2.2.2 each of the financial years since commencement of such business or the incorporation or other establishment of such Subsidiary (as the case may be) if this occurred less than 3 (three) years prior to the issue of the Listing Particulars; or
 - 12.2.2.3 such shorter period as may be acceptable to CTSE;
- 12.2.3 the assets and liabilities of the Issuer and, if the Issuer is itself a Holding Company, the consolidated assets and liabilities of the Issuer and its Subsidiaries in each case as at the date to which the latest audited accounts of the Issuer have been made up;
- 12.2.4 transfers to and from any reserves arising on:
 - 12.2.4.1 consolidation or acquisition;
 - 12.2.4.2 the revaluation of assets; or
 - 12.2.4.3 the translation of accounts denominated in foreign currencies,

If those transfers are not reflected in the results of each of the financial years referred to in Requirements 12.2.1 and 12.2.2);
- 12.2.5 a statement of the indebtedness as at the end of the period reported on showing, as regards bank loans and overdrafts and separately as regards other borrowings of the Issuer (or of the Issuer and its Subsidiaries, including any Company which will become a Subsidiary by reason of any acquisition falling within Requirement 12.2.2) the aggregate amounts repayable:
 - 12.2.5.1 on demand or within a period not exceeding 1 (one) year;
 - 12.2.5.2 within a period of more than 1 (one) year but not exceeding 2 (two) years;
 - 12.2.5.3 within a period of more than 2 (two) years but not exceeding 5 (five) years; and
 - 12.2.5.4 in more than 5 (five) years;
- 12.2.6 the details of the principal accounting policies which have been applied in respect of the period reported on;
- 12.2.7 a statement of any significant subsequent events which have occurred to any business or Company or within any Group covered by the Accountant's Report since the end of the period reported on or, if there are no such events, a statement of that fact;
- 12.2.8 a statement showing the sales turnover figures or gross trading income of the Group during the 3 (three) financial years immediately preceding the issue of the Listing Particulars including an explanation of the method used for computation of such turnover or income and a reasonable breakdown between the more important trading activities. In the case of a Group, intra-Group sales should be excluded; and
- 12.2.9 any other matters which appear to the Reporting Accountants to be relevant having regard to the purpose of the Accountant's Report.
- 12.3 The report on results under Requirements 12.2.1 and 12.2.2 must:
 - 12.3.1 be in English, and where also issued in any other language, must state where there is a difference between the English version and such other version, the English version shall prevail;
 - 12.3.2 be in such format as is required by and must comply with IFRS; and
 - 12.3.3 disclose separately the Distribution per Security paid or proposed on each class of Security (with particulars of each such class).

12.4 In the case of a Circular, the Accountant's Report must include:

12.4.1 the results of the business which, or of the Company (or, if that Company is itself a Holding Company, of the Company and its Subsidiaries), in whose share capital an interest has been acquired, has been agreed to be acquired or is proposed to be acquired in respect of:

12.4.1.1 each of the 3 (three) financial years immediately preceding the Announcement of the Circular, provided that where a Major Subsidiary was disposed of or acquired within such 3 (three) year period, adjusted pro-forma consolidations shall be prepared to make meaningful comparison possible. The Reporting Accountant may prepare pro-forma consolidations using audited accounts of a Major Subsidiary acquired and treat them as corresponding to the year end of the Issuer;

12.4.1.2 the financial years since commencement of such business or the incorporation or other establishment of such a Company (as the case may be) if this occurred less than 3 (three) years prior to such Announcement; or

12.4.1.3 such shorter period as may be acceptable to CTSE.

12.4.2 the assets and liabilities of the business which, or of the Company (and, if that Company is itself a Holding Company, the consolidated assets and liabilities of the Company and its Subsidiaries) in whose share capital an interest has been acquired, agreed to be acquired or is proposed to be acquired since the date to which the latest published audited accounts of the Issuer have been made up, in each case as at the date to which the latest audited accounts of such business or Company (as the case may be) have been made up, even though the Issuer and the Subsidiary or the intended Subsidiary may not have had the same financial year end at such time.

12.4.3 where the use of audited accounts with different financial year ends in terms of Requirements 12.2.2 or 12.4.1 is likely to mislead investors, CTSE and the Reporting Accountant may agree on alternative arrangements and the necessary disclosure for investors to make the correct informed decision. The Issuer may approach the Head of Legal, Compliance and Issuer Regulation for guidance on whether using audited accounts or some other accounting information is more appropriate in the circumstances.

12.4.4 transfers to and from any reserves arising on:

12.4.4.1 consolidation or acquisition;

12.4.4.2 the revaluation of assets; or

12.4.4.3 the translation of accounts denominated in foreign currencies.

If those transfers are not reflected in the results in respect of each financial year referred to in Requirement 12.4.1;

12.4.5 the statement of indebtedness as at the end of the period reported on, showing, as regards bank loans and overdrafts and separately as regards other borrowings of the business or Company or Company and its Subsidiaries covered by the Accountant's Report, the aggregate amounts payable:

12.4.5.1 on demand or within a period not exceeding 1 (one) year;

12.4.5.2 within a period of more than 1 (one) year but not exceeding 2 (two) years;

12.4.5.3 within a period of more than 2 (two) years but not exceeding 5 (five) years; and

12.4.5.4 in more than 5 (five) years;

- 12.4.6 the details of the principal accounting policies which have been applied in respect of the period reported on;
- 12.4.7 a statement of any significant subsequent events which have occurred to any business or Company or Holding Company and its Subsidiaries covered by the Accountant's Report since the end of the period reported on or, if there are no such events, a statement of that fact; and
- 12.4.8 any other matters which appear to the Reporting Accountants to be relevant having regard to the purpose of the Accountant's Report.
- 12.5 In all cases the Accountant's Report shall:
 - 12.5.1 state whether or not the accounts for the period reported on have been audited and, if so, by whom;
 - 12.5.2 state whether or not any audited accounts have been made up since the end of the last financial period reported on;
 - 12.5.3 express the opinion of the Reporting Accountants as to whether or not the relevant information gives, for the purposes of the Accountant's Report, a true and fair view of the results for the period reported on and of the assets and liabilities at the end of that period;
 - 12.5.4 state that it has been prepared in accordance with IFRS;
 - 12.5.5 name the Reporting Accountants;
 - 12.5.6 include a statement as to whether the Reporting Accountants are Associates of any Directors or of any shareholders holding more than 5% (five percent) of the number of shares issued by the Company and if not, a statement that no such relationship exists;
 - 12.5.7 state whether the Reporting Accountants audit any holding or any Subsidiary of that Company; and
 - 12.5.8 be dated.
- 12.6 Save for as specifically otherwise provided in Requirements 12.2 to 12.5, the information to be disclosed in respect such Requirements shall conform to IFRS and such other requirements as may be specified in the Companies Act. It should also comply with International Standards on Auditing or with the Issuer's national law (but subject to Requirement 15.3).
- 12.7 In preparing the Accountant's Report, the Reporting Accountants shall:
 - 12.7.1 make such adjustments as are in their opinion appropriate for the purposes of the Accountant's Report and state that all adjustments considered necessary have been made, or (where appropriate) that no adjustments were considered necessary.
 - 12.7.2 where adjustments are made, a written statement signed by the Reporting Accountants (a statement of adjustments) shall be made available for public inspection (see Requirement 9.69.4).
 - 12.7.3 the statement of adjustments shall set out, for each of the years reported upon, each adjustment made and be sufficiently detailed so as to reconcile the figures in the Accountant's Report with the corresponding figures in the audited accounts and shall give the reasons thereof.
- 12.8 Where the Reporting Accountants refer to reports, confirmations or opinions of valuers, accountants or other Experts, the names, addresses and professional qualifications of such other Persons or firms shall be stated in the report. In any case, the Listing Particulars or Circular will be required to include a statement that such other Persons or firms have given and have not withdrawn the written consent to the Announcement with the inclusion of such references in the form and context in which they are included.

- 12.9 Where Reporting Accountants qualify their Accountant's Report, they shall:
- 12.9.1 refer to all material matters about which they have reservations;
 - 12.9.2 state the reasons for the qualification; and
 - 12.9.3 quantify the effect of such qualification if this is both relevant and practical.
 - 12.9.4 a qualified Accountant's Report in respect of a New Applicant may be acceptable where the qualification does not relate to a matter of significance to investors but shall not be acceptable where the qualification does relate to a matter of significance to investors.
- 12.10 Where the Accountant's Report relates to an acquisition which is a Substantial Transaction and the report is expected to be qualified, CTSE should be consulted at an early stage.
- 12.11 It is emphasised that these requirements are not exhaustive and that further information may be required, or the required information varied by CTSE in accordance with Requirement 2.3 or 2.4, where it considers it necessary.

PART B: CONTINUING OBLIGATIONS OF A FINANCIAL NATURE

Annual Report

- 12.12 An Issuer must Announce its Annual Report not less than 21 (twenty one) Days before the date of its Annual General Meeting but not later than 90 (ninety) Days after its balance sheet date.
- 12.13 The Annual Report must:
- 12.13.1 be in English, and where also issued in any other language, must state where there is a difference between the English version and such other version, the English version shall prevail;
 - 12.13.2 be audited by a Reporting Accountant and include the Reporting Accountant's audit report;
 - 12.13.3 be prepared in terms of IFRS and these Listing Requirements; and
 - 12.13.4 include annual financial statements as contemplated in the Companies Act.
- 12.14 The following items in addition to the specific disclosure requirements under IFRS must, unless otherwise provided for in these Requirements or CTSE otherwise agrees, be included in the Annual Report:
- 12.14.1 the information required by Requirements 12.2.3 to 12.2.8 and 12.3 in relation to Accountant's Reports, modified as necessary for an Annual Report;
 - 12.14.2 a statement showing the name of every Subsidiary, the percentage of share capital held, its principal country of operation, its country of incorporation and its main business;
 - 12.14.3 a schedule of all holders of Securities who, in so far as it is known to the Issuer is directly or indirectly interested in 5% (five percent) or more of any Security together with the percentage of each holder's interest or, where there are no such holders, an appropriate negative statement. Such information should be confirmed with the Registry prior to inclusion in the Annual Report.
 - 12.14.4 a schedule of all Securities issued and allotted and all options granted in terms of an employee incentive scheme or structure, including the number so issued and allotted, the price of the issue and allotment, the release periods applicable, if any, and all other relevant information.
 - 12.14.5 a schedule of all Board and Board sub-committee members and their attendance at meetings during the period covered by the Annual Report.
 - 12.14.6 in the event of trading results shown by the accounts for the period under review differing Materially from any published forecast or estimate made by the Issuer, an explanation for the difference;

- 12.14.7 a statement as at the end of the period under review, showing, as regards bank loans and overdrafts and other borrowings of the Group, the aggregate amounts repayable:
- 12.14.7.1 on demand or within a period not exceeding 1 (one) year,
 - 12.14.7.2 within a period of more than 1 (one) year but not exceeding 2 (two) years;
 - 12.14.7.3 within a period of more than 2 (two) years but not exceeding 5 (five) years; and
 - 12.14.7.4 in more than 5 (five) years;
- 12.14.8 a statement in aggregate as to the period unexpired of service contracts, which are not determinable by the employer within 1 (one) year without payment of compensation (other than statutory compensation), of Directors proposed for re-election at the forthcoming Annual General Meeting or, if there are no service contracts, a statement of that fact;
- 12.14.9 particulars of any Contract of Significance subsisting during the period under review, to which the Issuer, or 1 (one) of its Subsidiaries, is a party and in which a Director of the Issuer is or was materially interested, either directly or indirectly, or, if there has been no such contract, a statement of that fact;
- 12.14.10 particulars of any Contract of Significance between the Issuer, or 1 (one) of its Subsidiaries, and a Controlling Shareholder or any of its Subsidiaries subsisting during the period under review;
- 12.14.11 particulars of any Contract of Significance for the provision of services to the Issuer or any of its Subsidiaries by a Controlling Shareholder or any of its Subsidiaries subsisting during the period under review;
- 12.14.12 particulars of any arrangement under which a Director has waived or agreed to waive any emoluments from the Issuer or any of its Subsidiaries;
- 12.14.13 particulars of any arrangement under which a security holder has waived or agreed to waive any Distributions;
- 12.14.14 a statement as at the end of the period under review showing the direct and indirect interests of each Director of the Issuer insofar as is known to the Issuer in the Securities of the Issuer or the Group or an appropriate negative statement;
- 12.14.15 a statement showing, as at a date not more than 1 (one) month prior to the Announcement, the name of each Person, other than a Director of the Issuer, who is directly or indirectly interested in 5% (five percent) or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at the meetings of shareholders of the Issuer and the percentage of each Person's interest in such Securities, or, if there are no such interests, an appropriate negative statement;
- 12.14.16 details of the classes and numbers of any convertible Securities, options, warrants or similar rights issued or granted by the Issuer or any of its Subsidiaries during the period under review, together with the consideration received by the Issuer or any of its Subsidiaries thereof and the maximum dilution effect that might result therefrom;
- 12.14.17 particulars of any exercise made during the period under review of any conversion or subscription rights under any convertible Securities, options, warrants or similar rights issued or granted at any time by the Issuer or any of its Subsidiaries;

- 12.14.18 particulars (including the price paid) of any redemption or purchase or cancellation by the Issuer of its Securities and, in the case of such redemptions, purchases or cancellations made otherwise than through the market or by tender or partial offer to all holders of Securities, particulars of the names of sellers of such Securities redeemed, purchased or cancelled by the Issuer during the period under review;
- 12.14.19 in the case of any issue for cash of Securities made during the period under review otherwise than to the Issuer's holders of Securities in proportion to their holdings and which was not specifically authorised by the Issuer's holders of Securities:
- 12.14.19.1 the reasons for making the issue;
 - 12.14.19.2 the classes of Securities issued;
 - 12.14.19.3 as respects each class of Securities, the number issued and the aggregate nominal value;
 - 12.14.19.4 the issue price of each Security;
 - 12.14.19.5 the net price to the Issuer of each Security;
 - 12.14.19.6 the names of the allottees, if less than 6 (six) in number, and, in the case of 6 (six) or more allottees, a brief generic description of them;
 - 12.14.19.7 the market price of the Securities concerned on a named date, being the date on which the terms of the issue were fixed; and
 - 12.14.19.8 the use of the proceeds.
- 12.15 Where in the opinion of the Directors of the Issuer, the number of Subsidiaries is such that compliance with Requirement 12.14.2 may result in particulars of excessive length being given, compliance with that Requirement may be waived by CTSE except in the case of Major Subsidiaries.
- 12.16 In the instance where an Issuer restates previously Announced results, for whatever reason, they must Announce these together with an explanation of the reasons for the restatement within 1 (one) Day.

Interim Reports

- 12.17 An Issuer which has Listed Securities must prepare an Interim Report, on a Group basis where relevant, on its activities, which must:
- 12.17.1 be in English, and where also issued in any other language, must state where there is a difference between the English version and such other version, the English version shall prevail;
 - 12.17.2 relate to the first 6 (six) month period of a financial year of an Issuer, or where an Issuer has changed its year end, to the second 6 (six) month period; provided that an Issuer may seek permission from CTSE to produce quarterly interim reports and where such permission has been obtained, then Requirements 12.17 to 12.21 should refer to a 3 (three) month period and not 6(six) month period;
 - 12.17.3 be reviewed by a Reporting Accountant unless the shareholders have by Ordinary Resolution waived this requirement so that board approval of the interims will suffice. The shareholders must at each Annual General Meeting by Ordinary resolution vote on whether the Interims must be reviewed by the Reporting Accountant or signed off by the Directors
 - 12.17.4 be prepared in terms of IFRS.
- 12.18 The Interim Report must be Announced within 90 (ninety) Days of the end of the period to which it relates but no later than the day after their approval by the Directors.

- 12.19 The following items must, unless CTSE otherwise agrees, be included in the Interim Report in addition to the specific disclosure requirements under IFRS:
- 12.19.1 the rates of Distribution paid or proposed on each class of Securities (with particulars of each such class) and amounts absorbed thereby (or an appropriate negative statement);
 - 12.19.2 an explanatory statement relating to the activities of the Group and profit (or loss) during the relevant period, including any significant information enabling investors to make an informed assessment of the trend of the activities and profit (or loss) of the Group together with an indication of any special factor which has influenced those activities and the profit (or loss) during the period in question, and enabling a comparison to be made with the corresponding period of the preceding financial year and must also, as far as possible, refer to the prospects of the Group in the current financial year; and
 - 12.19.3 any supplementary information which in the opinion of the Directors of the Issuer is necessary for a reasonable appreciation of the interim results.
- 12.20 Where the figures in the Interim Report have not been audited, a statement to that effect must be included. Where the Interim Report has been audited, the Accountant's Report including any qualifications must be reproduced in full.
- 12.21 The requirement to file Interim Reports with CTSE will not apply for the 6 (six) month period where the closing date coincides with the financial year-end.

Modified Audit Report

- 12.22 The Issuer must without delay inform CTSE of any modification to any Annual Report or interim reports. CTSE shall in turn annotate the Issuers listing accordingly. The annotation shall be removed once the modification has been removed.

13 NOTIFIABLE TRANSACTIONS

Introduction

13.1 This Chapter sets out the circumstances in which Issuers are required:

13.1.1 to disclose details of the following Notifiable transactions:

- 13.1.1.1 Disclosable Transactions;
- 13.1.1.2 Substantial Transactions; and
- 13.1.1.3 Related Party Transactions.

13.1.2 to Announce a Circular to holders of Securities providing information about certain such Notifiable Transactions; and

13.1.3 in the case of Substantial Transactions or certain Related Party Transactions, to obtain shareholders' consent to them.

13.2 In cases of Notifiable Transactions, Issuers should follow the procedure prescribed in Requirement 11.20.

13.3 Issuers should note that even if a transaction is not required to be disclosed by the provisions of this Chapter, disclosure may nevertheless be required under the Issuer's general obligation to keep the market informed of all price-sensitive information (see Requirement 11.5).

Interpretation

13.4 References in this Chapter 13 to a Notifiable Transaction by an Issuer:

13.4.1 includes a transaction by any Subsidiary of the Issuer;

13.4.2 exclude an issue of Securities for cash and which (so far as is practicable) is made available to all holders of the relevant class of the Issuer's Securities or a transaction to raise finance which, in either case, does not involve the acquisition or disposal of any assets of the Listed Issuer or its Subsidiaries;

13.4.3 exclude transactions by an Issuer which is an International Issuer with a Secondary Listing on CTSE; and

13.4.4 in the case of a Related Party Transaction, exclude the grant of options or the receipt of shares by a Director in accordance with the terms of an employees' share scheme which does not have the effect of conferring benefits only or mainly on Directors of the Issuer.

13.5 For the purposes of this Chapter 13, references to an acquisition or realisation of assets include the entering into or termination of finance and/or operating leases where the financial effects of such leases have an impact on the balance sheet and/or profit and loss account of the Issuer, respectively.

13.6 In the case of Related Party Transactions only, reference to an acquisition or realisation of assets includes an option to acquire or realise assets or shares.

13.7 In determining the category into which a transaction falls, the following should be taken into consideration:

13.7.1 in any acquisition or realisation of assets or a business, the value of such assets or business is to be assessed by reference to the consideration unless such consideration cannot be reasonably determined, in which case the value of such assets need to be determined:

- 13.7.1.1 in the event of a disposal by an Issuer, by reference to the assets or net assets disclosed in the latest published audited accounts or consolidated accounts (as appropriate), adjusted to take account of subsequent events; or
- 13.7.1.2 in the event of an acquisition by an Issuer, by reference to the assets or net assets disclosed in the latest audited accounts, consolidated accounts or annual financial statements (whichever is available), adjusted to take account of subsequent events,
- 13.7.2 where the consideration is in the form of equity capital, CTSE may determine the value of the consideration by reference either to the market value of such capital or the net assets represented by such capital;
- 13.7.3 subject to the provisions of this Requirement, references to the assets of the acquiring or realising Group are to its consolidated net assets; provided that in the case of the acquisition or realisation of Properties by an Issuer whose assets consist solely or mainly of Property or interests in companies whose assets consist solely or mainly of Properties and whose income is solely or mainly derived from those Properties, the Properties being acquired or realised will be compared with the latest available net book value of the Issuer's Properties, or published valuation, before deducting mortgages;
- 13.7.4 CTSE may require the Issuer to aggregate a series of transactions that have taken place since either the Announcement of the last Annual Report, Interim Report or Circular, whichever is the later, and treat them as if they were one transaction occurring as at the date of the latest transaction if they were all completed within a short period of time or are otherwise; related;
- 13.7.5 the value of transactions in respect of which adequate information has already been issued to shareholders will be included in the net assets or profits of the acquiring or realising Issuer for comparison with the transaction or transactions under consideration; and
- 13.7.6 where an Issuer can demonstrate that its balance sheet does not reflect the real value of its business due to the exceptional nature of that business, CTSE may agree to an alternative test to those set out in Requirements.
- 13.8 The requirements of Requirement 13 apply whether the consideration is in cash or other than for cash or a combination of the two.
- 13.9 When, in relation to the Listing of a Subsidiary:
 - 13.9.1 an Issuer intends offering Securities in such Subsidiary; and/or
 - 13.9.2 the Subsidiary intends offering Securities for cash to Persons other than existing wholly-owned Subsidiaries of the Issuer; and/or
 - 13.9.3 the Subsidiary intends undertaking a Rights Offer,

the offer, subscription and/or Rights Offer must be categorised in accordance with Chapter 13 of the Listing Requirements. Notwithstanding the aforementioned, any Securities renounced by the Issuer to any of its Security holders pursuant to such offer, subscription and/or Rights Offer need not be taken into consideration for purposes of such categorisation.

- 13.10 In the event that an Issuer is in any doubt as to the application of the provisions of Requirement 13.9 above, such Issuer is encouraged to consult with CTSE at an early stage in order to obtain clarity on same.

Substantial Transactions

- 13.11 In circumstances where either of the below calculations produces an anomalous result or where the calculations are inappropriate to the sphere of activity of the Issuer, the Issuer Regulation Committee may disregard the calculation and may substitute other relevant indicators of size.
- 13.12 A Substantial Transaction is any acquisition or disposal of assets (or issuance of Securities by an Issuer or any of its Subsidiaries where:
- 13.12.1 the transaction is a Fundamental Transaction, if the Issuer is a non-South African Company and a transaction equates to a Fundamental Transaction;
 - 13.12.2 the book value of the assets or business being acquired or disposed of represents 50% (fifty percent) or more of the consolidated assets of the Issuer on a consolidated basis before the transaction;
 - 13.12.3 the net profit (after deducting all charges except taxation) attributable to the assets or business being acquired or disposed of represents 50% (fifty percent) or more of the consolidated net profit of the Issuer based on its previous audited annual financial statements;
 - 13.12.4 the consideration to be paid or received represents 50% (fifty percent) or more of the market capitalisation of the Issuer prior to the first Announcement relating to the relevant transaction; or
 - 13.12.5 the value of the equity capital issued as consideration by the acquiring Issuer represents 50% (fifty percent) or more of the value of the equity capital in issue prior to the first Announcement relating to the relevant transaction.
- 13.13 Subject to the provisions of the FMA and any applicable administrative laws, CTSE may, in its discretion, disregard any of the tests set out in Requirement 13.11, if the Issuer can demonstrate to CTSE's satisfaction that the test is affected by exceptional factors without which the test would have produced a result below the percentage.
- 13.14 A Substantial Transaction must be made conditional on a Special Resolution being passed. CTSE may in its sole discretion but subject to the provisions of the FMA and any applicable administrative laws:
- 13.14.1 require that any shareholder shall abstain from voting at that meeting of shareholders; and
 - 13.14.2 not accept the written approval of any such shareholder,
 - if such shareholder has a material interest in the relevant transaction. In that event, a statement that such shareholder will or may not vote must be included in the Circular.

Disclosable Transactions

- 13.15 A Disclosable Transaction is any acquisition or realisation of assets (including a business or Securities) by an Issuer or any of its subsidiaries where the relative figures on the bases set out in 13.11 would be 10 per cent or more.
- 13.16 CTSE may, in its discretion but subject to the provisions of the FMA and any applicable administrative laws, disregard any of the tests referred to in 13.15 if the Issuer can demonstrate to CTSE's satisfaction that the test is affected by exceptional factors without which the test would have produced a result below the percentage.

Disclosable Transaction Announcement

13.17 Each Disclosable Transaction must be Announced and must contain at least the following information:

13.17.1 the effective date of the transaction and parties to the transaction;

13.17.2 brief details of the general nature of the transaction;

13.17.3 particulars of the assets or business being acquired or realised, including the name of any Company or business where relevant and, if the assets include shares, the name and general description of the activities of the Company in which the shares are or were held;

13.17.4 the aggregate value of the consideration, explaining how this is being or is to be satisfied, including the terms of any arrangements for payment on a deferred basis;

13.17.5 the value of the assets being acquired or disposed of;

13.17.6 brief details of the basis upon which the consideration was determined;

13.17.7 where applicable, the net profits before and after taxation attributed to the assets being acquired or realised in respect of the 2 (two) financial years immediately preceding the transaction (if any);

13.17.8 the benefits which are expected to accrue to the Issuer as a result of the transaction;

13.17.9 in the case of an acquisition or merger:

13.17.9.1 The information regarding the Issuer and its Subsidiaries specified by the following Requirements: 9.25 (if new shares are to be issued as consideration) and 9.50;

13.17.9.2 a statement as to the pro-forma effect of the acquisition or merger on earnings, assets and liabilities of the Issuer;

13.17.9.3 where as a result of the acquisition a Company becomes a Subsidiary of the Issuer, the percentage of the shares held in that Company after the acquisition;

13.17.10 In the case of a disposal:

13.17.10.1 Information concerning the pro-forma financial effect of the disposal on earnings, assets and liabilities of the Issuer;

13.17.10.2 The intended application of the sale proceeds and if this includes Securities, whether such Securities are or are to be Listed;

13.17.10.3 Where as a result of the disposal a Company ceases to be a Subsidiary of the Listed Issuer, the percentage of the shareholding held in that Company after the disposal and whether those Securities are to be sold or retained;

13.17.10.4 Where appropriate, an Independent Registered Valuer's report on the Property being acquired;

13.17.11 Where the transaction is also a Related Party Transaction, details of the relevant connection and a statement that the transaction is subject to independent shareholders' approval, if applicable.

Substantial Transaction Circular

- 13.18 Issuers should note that even if a transaction is subject to the process set out below, the Issuer is nevertheless required under the Issuer's general obligations to keep the market informed of all price-sensitive information (see Requirement 11.5).
- 13.19 As soon as possible after the terms of a Substantial Transaction have been agreed, the Issuer must:
- 13.19.1 inform CTSE;
 - 13.19.2 Announce the Substantial Transaction in terms of Requirement 13.17 and
 - 13.19.3 deliver to CTSE a draft Circular containing at least the information set out in Requirements 13.17 to 13.22 (as appropriate) and after giving CTSE opportunity to comment thereon, cause the Circular, taking into account and complying with all the CTSE comments, to be delivered to CTSE, and within Business Days 2 (two) Days of such delivery to Announce the Substantial Transaction and distribute the Circular to shareholders.
- 13.20 The Circular required by Requirement 13.20 must contain at least the following information:
- 13.20.1 all that required by Requirement 13.17 in relation to Disclosable Transactions;
 - 13.20.2 where appropriate (see Requirement 13.14), a statement that any interested shareholder will not vote;
 - 13.20.3 in the case of an acquisition or merger:
 - 13.20.3.1 an Accountant's Report on the business, Company or companies being acquired (see Requirements 12.4 and 12.5) unless it is a Listed Company which is being acquired, in which case the inclusion of the last published balance sheet and of 3 (three) years' profits (after the deduction of all charges, except taxation which charge shall be shown separately) taken from the published accounts of the Company to be acquired, will suffice; and
 - 13.20.3.2 the information regarding the Issuer and its Subsidiaries specified by the following Requirements: 9.47, 9.48.2, 9.51, 9.52, 9.53, and 9.60.
 - 13.20.4 a report issued by a Reporting Accountant signing off on the information required by Requirements 13.17.9.2 and 13.17.10.1;
- 13.21 Where a Substantial Transaction involves the disposal of assets for a cash consideration only and the Issuer demonstrates to the satisfaction of CTSE that such disposal improves the working capital position of the Issuer, CTSE may, subject to the provisions of the FMA and any applicable administrative laws, dispense with the need to comply with Requirement 9.51.
- 13.22 Each Circular relating to a Substantial Transaction must incorporate or be accompanied by a notice of the meeting of shareholders setting out the resolution to approve the entry into and completion of the Substantial Transaction in question.

General

- 13.23 Where the Circular or Announcement in respect of a Substantial Transaction or a Disclosable Transaction contains a profit forecast or estimate, the Circular or Announcement must comply with Requirements 8.17, 8.18 and 9.50 as if it were Listing Particulars. In the case of a Circular, the Issuer Agent must provide to CTSE a letter in terms of Requirement 7.11.10 in respect of the Circular upon submission of the draft Circular for review, as if it were Listing Particulars.
- 13.24 In the case of a Substantial Transaction, whether the consideration includes Securities or not, CTSE will require a letter from the Issuer's Issuer Agent confirming that it is satisfied that the statement in the Circular as to the sufficiency of working capital has been made by the Directors after due and careful enquiry and that Persons or institutions providing finance have stated in writing that such facilities exist.

Related Party Transactions

- 13.25 If the transaction is a Substantial Transaction and a Related Party Transaction, in addition to complying with the provisions relating to Substantial Transactions, the Issuer must comply with the provisions below relating to Related Party Transactions.
- 13.26 If the transaction is a Disclosable Transaction and a Related Party Transaction, in addition to complying with the provisions related to Disclosable Transactions the Issuer must comply with the provisions below relating to Related Party Transactions.
- 13.27 If an Issuer (or any of its Subsidiaries) proposes to enter into a Related Party Transaction, the Issuer must consult the Legal, Compliance and Issuer Regulation Division at an early stage.
- 13.28 The Head of Legal, Compliance and Issuer Regulation (or in his/her absence the Issuer Regulation Committee) may, in its sole discretion but subject to the provisions of the FMA and any applicable administrative laws, require the Issuer to provide it with a declaration that, to the best of the knowledge and belief of the Directors, any nominee shareholders do not include any Person who may be Acting in Concert with any other Person in relation to the Related Party Transaction.
- 13.29 The Issuer must in respect of a Related Party Transaction that is also a Substantial Transaction or a Disclosable Transaction:
- 13.29.1 publish an Announcement containing:
 - 13.29.1.1 the information specified in Requirement 13.37;
 - 13.29.1.2 the name of the Related Party concerned; and
 - 13.29.1.3 details of the nature and extent of the interest of the Related Party in the transaction; and
 - 13.29.2 Announce and distribute a Circular containing the information required in Requirement 13.37;
 - 13.29.3 obtain the approval, by resolution, of its shareholders either prior to the transaction being entered into or, if it is expressed to be conditional on such approval, prior to completion of the transaction; and
 - 13.29.4 include in the resolution to approve or give effect to the transaction a condition that the validity (for the purposes of the Listing Requirements) of the resolution will be subject to a simple majority of the votes of shareholders other than the Related Party being cast in favour of the resolution.
- 13.30 For purposes of Requirement 13.29, an Ordinary Resolution is required, unless the Related Party Transaction in question:

- 13.30.1 is not on an arm's length basis as determined by the Directors of the Issuer; or
 - 13.30.2 is not for fair value, as certified by the Issuer's Reporting Accountant; or
 - 13.30.3 a Special Resolution is required by the Companies Act, the Listing Requirements or the Constitution,
- in which case a Special Resolution is required.
- 13.31 The Head of Legal, Compliance and Issuer Regulation (or in his/her absence the Issuer Regulation Committee) may in its sole discretion, but subject to the provisions of the FMA and any applicable administrative laws, require a valuation report certified by an independent professional Expert acceptable to the Issuer Regulation Committee and which report must confirm, whether the terms of the proposed transaction with the Related Party are fair and/or reasonable as far as the shareholders of the Issuer are concerned.
- 13.32 Where a meeting of the Issuer has been convened to approve a transaction and, after the date of the notice of the meeting but prior to the meeting itself, the transaction becomes a Related Party Transaction, the Issuer must immediately notify the Head of Legal, Compliance and Issuer Regulation (or in his/her absence the Issuer Regulation Committee), which may require that the Issuer either:
- 13.32.1 take immediate steps to amend the relevant resolution by including the condition referred to in Requirement 13.29.4 and give notice of the amendment to shareholders by way of a Circular, also postponing the meeting to a date such that the notice period requirements for such meeting are met, and containing any information required by Requirement 13.37 which was not contained in the original Circular accompanying the notice of the meeting; or
 - 13.32.2 withdraw the notice of the meeting and convene a fresh meeting complying with Requirement 13.29.4.
 - 13.32.3 subject to the provisions of the FMA and any applicable administrative laws, if the Head of Legal, Compliance and Issuer Regulation (or in his/her absence the Issuer Regulation Committee) decides not to impose the requirements set out in Requirements 13.29 or 13.30 in respect of a Related Party Transaction, the Head of Legal, Compliance and Issuer Regulation (or in his/her absence the Issuer Regulation Committee) may in its sole discretion require the Issuer prior to completing the transaction to:
 - 13.32.4 provide CTSE with a valuation report certified by an independent professional Expert acceptable to the Head of Legal, Compliance and Issuer Regulation (or in his/her absence the Issuer Regulation Committee) and with written confirmation that the terms of the proposed transaction with the Related Party are fair and/or reasonable as far as the shareholders of the Issuer are concerned; and
 - 13.32.5 undertake in writing to the Head of Legal, Compliance and Issuer Regulation (or in his/her absence the Issuer Regulation Committee) to include details of the transaction in the Issuer's next published annual financial statements, Circular or Listing Particulars, including the identity of the Related Party, the value of the consideration for the transaction and all other relevant circumstances.
- 13.33 Any variation or novation of an existing agreement between the Issuer (or any of its Subsidiaries) and a Related Party will be subject to the provisions of Requirement 13.29 above whether or not, at the time the original agreement was entered into, that party was a Related Party.

13.34 The Requirements in relation to Related Party Transactions do not apply to the following transactions:

- 13.34.1 entering into a transaction upon normal commercial terms in the ordinary course of business;
- 13.34.2 the grant of credit (including the lending of money or the guaranteeing of a loan) to a Related Party upon normal commercial terms in the ordinary course of business;
- 13.34.3 the grant of an indemnity to a Director of the Issuer (or any of its Subsidiaries) to the extent permitted by the Companies Act;
- 13.34.4 an underwriting (or sub-underwriting) by a Related Party of all or part of an issue of Securities by the Issuer (or any of its Subsidiaries) subject to the requirements of Chapter 9 and the consideration to be paid by the Issuer (or any of its Subsidiaries) in respect of such underwriting is no more than the usual commercial underwriting consideration and is the same as that to be paid to the other underwriters (if any), subject to full disclosure of the terms and conditions of that underwriting (or sub-underwriting) in the Listing Particulars; or
- 13.34.5 the transaction is one where both of the percentage ratios (where applicable) referred to in Requirement 13.11 are less than 3% (three percent).

13.35 In the case of a Related Party Transaction where both of the percentage ratios (where applicable) referred to in Requirement 13.11 are 3% (three percent) or more but less than 10% (ten percent), the usual requirements for a transaction with a Related Party set out in Requirement 13.29 do not apply and instead, the Company must prior to completing the transaction:

- 13.35.1 inform the Head of Legal, Compliance and Issuer Regulation (or in his/her absence the Issuer Regulation Committee) in writing of the details of the proposed transaction;
- 13.35.2 provide the Head of Legal, Compliance and Issuer Regulation (or in his/her absence the Issuer Regulation Committee) with a valuation report certified by an independent professional Expert acceptable to the Head of Legal, Compliance and Issuer Regulation (or in his/her absence the Issuer Regulation Committee) and with written confirmation, that the terms of the proposed transaction with the Related Party are fair and reasonable so far as the shareholders of the Company are concerned; and
- 13.35.3 undertake in writing to CTSE to include details of the transaction in the Company's next Annual Report, including, where relevant, the identity of the Related Party, the value of the consideration for the transaction (including, where relevant, interest rates, length of repayment period and Security, if any) and all other relevant circumstances.

13.36 All transactions which are entered into by the Issuer (or any of its Subsidiaries) with the same Related Party (and any of its Associates) in any 12 (twelve) month period and which have neither been approved by shareholders nor described in Circular complying with the requirements of Requirement 13.37 must be aggregated. Where any percentage ratio of a transaction is 10% (ten percent) or more (see Requirement 13.39), the Head of Legal, Compliance and Issuer Regulation (or in his/her absence the Issuer Regulation Committee) may require the Issuer to comply with the requirements of Requirement 13.28 in respect of the latest transaction and to disclose in the Circular all relevant details of each of the transactions being aggregated.

13.37 Contents of Related Party Transaction Circulars:

The Circular must contain at least:

- 13.37.1 Full particulars of the transaction, including:
 - 13.37.1.1 the effective date of the transaction and the parties thereto;
 - 13.37.1.2 a general description of the nature of any assets concerned and, if these are shares in whole or in part, the name and general description of the activities of the Company in which the shares are or were held;
 - 13.37.1.3 the total consideration and the terms and composition thereof, including any deferred consideration;
 - 13.37.1.4 the name of the Related Party concerned and, where applicable, of the relevant Associate;
 - 13.37.1.5 in the case of a Director, the office held;
 - 13.37.1.6 in the case of an Associate of a Director, Chief Executive Officer or Controlling Shareholder, the nature of the relationship with such Director, Chief Executive Officer or Controlling Shareholder, his name and office held; and
 - 13.37.1.7 the nature and extent of the interest of the Related Party in the transaction;
- 13.37.2 the items of information as regards the Listed Issuer specified by the following Requirements: 9.1, 9.3, 9.8, 9.14 (if applicable), 9.50, 9.52, 9.60, 9.64 and 9.69.2 in relation to contracts referred to in 9.68 or otherwise in the Circular;
- 13.37.3 a statement that the Related Party will not vote;
- 13.37.4 a report issued by an independent professional Expert acceptable to CTSE, whether the terms of the proposed transaction with the Related Party are fair and/or reasonable as far as the shareholders of the Issuer are concerned;
- 13.37.5 any further information required pursuant to Requirement 13.38.4;
- 13.37.6 if the transaction is also a Disclosable Transaction or a Substantial Transaction, the information and other matters (including, where appropriate, an Accountant's Report) specified by Requirements 13.17 or 13.18 as the case may be.
- 13.38 The following guidance points should be borne in mind in preparing Announcements for Related Party Transactions:
 - 13.38.1 the primary objective is that the Circular should demonstrate the reasonableness and fairness of the proposed transaction. The balance of advantage or disadvantage to the Issuer must therefore be readily apparent to enable a shareholder to reach his own conclusions on the proposal;
 - 13.38.2 while the ideal approach will generally involve an arithmetical evaluation by the Issuer being set out in the Circular, this may not be practicable in the case of a complex transaction. It is, however, essential that sufficient information is provided to enable any recipient of the Circular to evaluate the effects on the Issuer;
 - 13.38.3 in the case of an acquisition or realisation of an asset the primary significance of which is in terms of capital value (such as a property) an independent valuation will be required; and

13.38.4 notwithstanding the inclusion of an independent valuation, the Circular must contain sufficient information, comment and explanation to satisfy the objectives referred to in 13.38.1 and 13.38.2.

13.39 The percentage ratios are the figures, expressed as a percentage, resulting from each of the following calculations:

13.39.1 Consideration to market capitalisation - the consideration divided by the aggregate market value of all the Securities, less treasury Securities, of the Issuer; or

13.39.2 Dilution - the number of Securities issued by an Issuer as consideration for an acquisition compared to those in issue prior to the transaction.

In circumstances where either of the above calculations produces an anomalous result or where the calculations are inappropriate to the sphere of activity of the Issuer, the Issuer Regulation Committee may disregard the calculation and may substitute other relevant indicators of size.

14 RESTRICTIONS ON PURCHASE OF OWN SECURITIES

Introduction

- 14.1 This Chapter sets out certain restrictions on a Listed Issuer in purchasing its own Listed Securities. CTSE may subject to Requirement 2.3 impose further requirements on an Issuer in order to ensure that the general obligation of disclosure set out in Requirement 11.4 is observed. Issuers are reminded that domestic Issuers shall also be subject to the requirements of the Companies Act. The repurchase by an International Issuer may in addition to these Requirements be subject to the laws of the jurisdiction in which the Issuer is incorporated or otherwise established.
- 14.2 A purchase by a Subsidiary of Listed Securities in its Listed Holding Company, will be regarded as a repurchase of the Issuer's Securities in terms of the Listing Requirements, in which case the Issuer must comply of the Listing Requirements, notwithstanding the fact that the purchase was done via its Subsidiary.

Repurchase of Securities

- 14.3 Any proposed purchase of its own Listed Securities by an Issuer must take place in accordance with provision of section 48 of the Companies Act. Notwithstanding the aforesaid, for the purpose of this Chapter 14, the provisions of section 48(8)(a) and 48(8)(b) shall also apply to decisions by the board of the Issuer as contemplated by Section 48(2)(b). Where an International Issuer proposes to redeem or purchase its Securities, it must, in addition to its local requirements, comply with this Requirement 14. Other than a repurchase as contemplated in section 48(8) of the Companies Act, any proposed purchase of its own Listed Securities by an Issuer must be approved by Ordinary Resolution, which approval must be:
- 14.3.1 specific as to the identity of the seller, the number of Securities and the price or price range that will be paid; or
 - 14.3.2 generally in the open market.
- 14.4 A general mandate given under Requirement 14.3.2 shall only continue in force until:
- 14.4.1 the conclusion of the first Annual General Meeting of the Issuer following the passing of the resolution at which time it shall lapse unless, by Ordinary Resolution, the mandate is renewed, subject to the minimum conditions at the very least; or
 - 14.4.2 revoked or varied by Ordinary Resolution, whichever occurs first.
- 14.5 A resolution seeking authority to repurchase Securities of the Issuer must contain at least the following information:
- 14.5.1 whether it is for a general or specific repurchase;
 - 14.5.2 a statement of the total number and description of Securities which the Issuer proposes to redeem or purchase and the duration of the share-buy-back;
 - 14.5.3 a statement by the Directors of the reasons for the proposed repurchase of Securities;
 - 14.5.4 in the case of a specific repurchase, a description of the terms and conditions of repurchase and from whom it will be repurchased;
 - 14.5.5 in the case of a general repurchase, state a price range at which the Securities can be repurchased, the maximum number of Securities that may be so repurchased and a statement that the Securities will be repurchased in the open market;

- 14.5.6 a statement that the repurchase will meet the Requirements as set out in sections 46 and 48 of the Companies Act;
- 14.5.7 in the case of an International Issuer, an undertaking to CTSE by the Directors of the Issuer that the exercise of the power of the Issuer to make repurchases as set out above is in accordance with the laws of the jurisdiction in which the Issuer is incorporated or otherwise established;
- 14.5.8 a statement that following redemption or purchase, it shall continue to comply with Requirement 6.26; and
- 14.5.9 a statement giving the highest and lowest prices to which the relevant Securities have traded on CTSE during the previous 12 (twelve) months.
- 14.6 The repurchases shall be conducted in the open market, in the case of a general repurchase;
- 14.7 A repurchase of Securities shall be Announced if required in terms of Requirement 11.10.2., which Announcement shall contain at least the following details:
 - 14.7.1 whether it is a specific or general repurchase;
 - 14.7.2 confirmation that it is in terms of the Requirement 14.3 resolution authorising such repurchase;
 - 14.7.3 in the case of a specific repurchase, state the name of the seller, the price paid per share and the number of shares repurchased; and
- 14.8 in the case of a general repurchase, state the period covered by the Announcement, the minimum, maximum and average price paid per share, the number of shares repurchased and a statement that the shares were repurchased as set out in Requirement 14.6.

Odd-lot Offers

- 14.9 An odd-lot offer is a corporate action in terms of which an Issuer reduces the administration costs associated with having a wide spread of shareholders holding an odd-lot holding.

An “*odd-lot holding*” can be described as a holding where an Issuer can demonstrate to CTSE that the costs associated with a holder disposing of such number of Securities is equal to or exceeds the value of the Securities held.

- 14.10 When an Issuer proposes to undertake an odd-lot offer, the following criteria must apply to such offer:
 - 14.10.1 a two-way election must be provided to Securities holders by the Issuer, in terms of which such Securities holders may elect:
 - 14.10.1.1 to retain their odd-lot holding; or
 - 14.10.1.2 to sell their odd-lot holding;
 - 14.10.2 an expropriation of an odd-lot holding pursuant to Requirement 14.10.1.2 above, being the default position applicable if holders do not make an election, will only be permitted if the Issuer’s Constitution has been amended to allow for an expropriation of odd-lot holdings and where the odd-lot offer has been approved by Security holders in a general meeting of the Issuer (or pursuant to a section 60 written resolution). The odd-lot offer must be approved by an Ordinary Resolution. The vote of the Controlling Shareholder must be excluded from the voting on such an odd-lot offer. For the avoidance of doubt, the votes of the Controlling Shareholder may be brought into consideration in determining whether the quorum requirements have been met.

Requirements relating to Odd-lot Offers

- 14.11 An Issuer wishing to undertake an odd-lot offer must comply with the relevant timetable relating to odd-lot offers set out in the Procedures. In addition, such Issuer will be required to issue a Circular to its Securities holders, which Circular must:
- 14.11.1 set out the rationale for the odd-lot offer;
 - 14.11.2 the election alternative referred to in Requirement 14.10.1 above; and
 - 14.11.3 to the extent that a general meeting will be convened as contemplated in terms of Requirement 14.10.2 above, the Circular will have to incorporate a notice of general meeting, as well as details of the resolutions which Securities holders will consider and if deemed fit approve.

15 INTERNATIONAL ISSUERS

Introduction

- 15.1 These Listing Requirements apply equally to International Issuers as they do to South African Issuers, subject to additional requirements, modifications or exceptions set out or referred to in this Chapter or where specifically set out in the Listing Requirements. Certain of these modifications apply to all International Issuers. Other modifications depend on whether the International Issuer is seeking, or has, a Primary Listing or Secondary Listing in South Africa. The Primary Listing will normally be in the country of incorporation or the country of first Listing or the country in which a majority of the Company's Securities are held. An International Issuer, which is an Investment Company, should refer to Chapter 16, whilst a Property Company or Mineral Company should refer to Chapter 17 or 19 as appropriate.

Modifications to the Listing Requirements applicable to all International Issuers

Accounts

- 15.2 If CTSE is satisfied that an International Issuer's accounts have been prepared to a standard appropriate for a Company of international standing and repute, different standards from IFRS may be accepted in an Accountant's Report and in the Annual Report. However:
- 15.2.1 consolidation practices must be adopted such as to provide a fair presentation of the results and financial position of the Group as a whole with adequate disclosure of the basis of presentation;
 - 15.2.2 unless otherwise required by law, amounts transferred to reserves must be dealt with as appropriations of profit; and
 - 15.2.3 adequate information must be provided in the accounts as to the basis of asset valuation.
- 15.3 Where the accounts of an International Issuer have not been prepared in accordance with the Listing Requirements, the International Issuer or its advisers must consult CTSE at an early stage to discuss possible derogations from these requirements. CTSE shall notify the FSB forthwith and CTSE will perform all its functions in terms of the FMA and subject to applicable administrative laws.

Issuer Share Registers

- 15.4 Provision must be made for a register of holders of Securities to be maintained in South Africa and, for transfers to be registered locally. Where 2 (two) or more Security registers are maintained it will not be necessary for the South African register to contain particulars of the Securities registered on any other register except where the FSB requires such information in the course of an investigation.

Appointment of Issuer Agents

- 15.5 The International Issuer must appoint and maintain throughout the period the International Issuer's Securities are Listed on CTSE, the appointment of an Issuer Agent in South Africa and also authorise such Issuer Agent to accept service of process and notices on its behalf in South Africa. The International Issuer must notify CTSE of his appointment and any termination of his appointment and details of:
- 15.5.1 his address for service of process and notices;
 - 15.5.2 if different, his place of business or his residential address;
 - 15.5.3 his business telephone number, as the case may be;
 - 15.5.4 his telex and/or facsimile number; and

15.5.5 any changes in the above particulars.

Listing Particulars

15.6 Notwithstanding that CTSE will perform all its functions in terms of the FMA and subject to applicable administrative laws, CTSE may subject to Requirement 2.3 authorise the omission of certain information otherwise required by Chapter 8 to be included in Listing Particulars in respect of International Issuers (see Requirements 8.10 and 8.12). In considering whether to authorise an omission of information by an International Issuer, CTSE will, in addition to the factors described in Requirement 8.11, have regard to:

- 15.6.1 whether the Issuer is Listed on a Recognised Exchange and conducts its business and makes disclosure according to internationally accepted standards; and
- 15.6.2 the nature and extent of the regulation to which the Issuer is subject in its country of incorporation or other establishment.

Interim Reports

15.7 If an Issuer incorporated or otherwise established outside South Africa publishes a report in that country, CTSE may authorise it to publish that report (in English) instead of the Interim Report required by Requirements 12.17 to 12.21, as appropriate, provided that the standards are appropriate to companies of international standing and repute.

English language

15.8 Where an International Issuer issues any information in any Circular, report or other document required by these Listing Requirements to be distributed to holders of Securities, it must Announce a version in English.

Directors' declaration

15.9 The Directors' declaration and undertaking required by Requirements 11.24 and 11.25 to be given by Directors, in the form set out in Appendix 6, must be adjusted to take into account the laws to which the International Issuer is subject.

15.10 All references to "Directors" in the Listing Requirements should be read as references to members of the International Issuer's governing body.

Interests in Securities

15.11 An International Issuer must notify CTSE without delay information equivalent to that required under Requirements 11.11 and 11.12 (notification of major interests in shares) whenever it becomes aware of such information.

International Issuers with or seeking a Primary Listing on CTSE

General

15.12 An International Issuer with, or seeking, a Primary Listing on CTSE must comply with all the Listing Requirements relevant to companies as modified by Requirements 15.2 to 15.11. Where the Listing Requirements refer to an Issuer incorporated in South Africa, the overseas Issuer must nevertheless comply so far as:

- 15.12.1 the information available to it enables it to do so; and
- 15.12.2 compliance does not contravene the law, in the country of its incorporation or other establishment. An International Issuer must, on request by CTSE, produce a letter from an independent legal adviser explaining why compliance with a Listing Requirement would contravene that law.

International Issuers with or seeking a Secondary Listing on CTSE

General

15.13 An International Issuer with, or seeking, a Secondary Listing on CTSE must comply with all the Listing Requirements relevant to Issuers as modified by Requirements 15.2 to 15.11, and Requirements 15.14 to 15.19 unless CTSE, after consultation with the relevant foreign regulatory bodies, otherwise agrees to waive such requirement, save that it need not comply with Chapters 11 (Continuing Obligations), 13 (Notifiable Transactions) and 14 (Restrictions on Purchase of own Securities) and the continuing obligations set out in Requirements 12.12 to 12.21. If an International Issuer is in any doubt as to whether, or to what extent, a continuing obligation applies, CTSE must be consulted at an early stage.

Unless CTSE, otherwise determines:

Conditions for Listing

15.14 Requirement 6.12.1 (audited accounts for 3 (three) years) is modified to the extent that the published audited accounts of an International Issuer which is a New Applicant seeking a Secondary Listing on CTSE must cover at least 3 (three) years ended not more than 12 (twelve) months before the date of the Listing Particulars.

15.15 Requirement 6.29 (20% (twenty percent) limit on warrants and options to subscribe) does not apply to an International Issuer with or seeking a Secondary Listing on CTSE where such a limit does not apply on the Issuer's Recognised Exchange of Primary Listing.

15.16 An International Issuer with or seeking a Secondary Listing on CTSE must:

15.16.1 have the majority of its Securities Listed immediately after its Secondary Listing on CTSE, listed on a Recognised Exchange.

15.16.2 be in compliance with the requirements of:

15.16.2.1 any Recognised Exchange on which it has Securities Listed; and

15.16.2.2 any competent authority or equivalent regulatory body which regulates it; and

15.16.3 In the case of a New Applicant, submit a letter to CTSE (marked for the attention of the Head of Legal, Compliance and Issuer Regulation) in accordance with Requirement 7.10.14 confirming that it is in compliance with the requirements of the bodies mentioned in 15.16.1 and stating the number and amount of its Securities currently Listed on any Recognised Exchange.

15.17 The requirement in Requirement 6.26 that a prescribed percentage of any class of Listed Securities must at all times be held by Public does not apply.

Listing Particulars - mutual recognition

- 15.18 Where an International Issuer has its Primary Listing on a Recognised Exchange, a document issued by the Issuer and approved by its primary Recognised Exchange within the preceding 6 (six) months may be accepted as Listing Particulars and such an Issuer will then not be required to comply with the requirements of Chapters 8 and 9. Notwithstanding the aforesaid, CTSE may require additional information to be produced by such an Issuer in an annex to the document as approved by a Recognised Exchange. Any such document recognised must either be in English or be accompanied by a translation into English.
- 15.19 Any such document which an International Issuer seeks to have approved under Requirement 15.18 must be submitted to CTSE (marked for the attention of the Head of Legal, Compliance and Issuer Regulation) in accordance with the provisions of Requirements 7.10 and 7.11.

Additional Continuing obligations of all International Issuers

General obligation of disclosure

- 15.20 Generally and apart from compliance with all the specific requirements of these Listing Requirements, the International Issuer shall keep CTSE and holders of Securities of its Listed Securities informed as soon as reasonably practicable of any information relating to the Group (including information on any major new developments in the Group's sphere of activity which is not public knowledge) which:
- 15.20.1 is necessary to enable them and Public to appraise the position of the Group;
 - 15.20.2 is necessary to avoid the establishment of a false market in its Securities; or
 - 15.20.3 might reasonably be expected materially to affect market activity in and the price of its Securities.
- 15.21 An International Issuer shall Announce the same information that it announce or publish in respect of the rules or requirements any Recognised Exchange (or any other exchange where it is listed), at the same time or immediately after such information is announced or published on the Recognised Exchange (or such other exchange). An International Issuer may give information in strict confidence to its advisers and to Persons with whom it is negotiating with a view to effecting a transaction or raising finance who may include prospective underwriters of an overseas issue of Securities, providers of funds or loans or the placees of the balance of a rights issue not taken up by holders of Securities. In such cases, the International Issuer must advise the recipients of such information that it is confidential and that they should not deal in the International Issuer's Securities before the information has been made available to Public. The Recognised Exchange on which an International Issuer has its Primary Listing does not constitute a third party for the purposes of this Requirement.

Changes in capital structure

- 15.22 The International Issuer must Announce the following information relating to its capital without delay:
- 15.22.1 any proposed changes in its capital structure, including the structure of its Securities, save that an Announcement of a new issue may be delayed while a marketing or underwriting is in progress;
 - 15.22.2 any change in the rights attaching to any class of Listed Securities or to any Securities into which any Listed Securities are convertible or exchangeable; and
 - 15.22.3 any purchase, sale, drawing or redemption by an Issuer of its Listed Securities.

Acquisitions and disposals

15.23 An International Issuer must notify to CTSE details of acquisitions and disposals of assets as required by the Recognised Exchange on which the Issuer has its Primary Listing.

Interests in Securities

15.24 An International Issuer must notify to, CTSE whenever it becomes aware that a Person or entity has acquired or disposed of a number of Securities such that that Person or entity's holding of the voting rights in the Issuer reaches, exceeds or falls below 5% (five percent) and for every 5% (five percent) thereafter, changes the total voting rights by 5% (five percent) or more the following details:

- 15.24.1 the proportion of voting rights held;
- 15.24.2 the identity of the Person or entity; and
- 15.24.3 the date on which the Issuer became so aware;

and the notification must be made within 2 (two) Business Days of the date on which the Issuer becomes aware of the acquisition or disposal.

In this Requirement, "voting rights" means a right to receive notices of and attend any general meeting of the Issuer and to speak and vote in respect of the share held by the shareholder on resolutions placed before the meeting.

Change in Directorate

15.25 An International Issuer must Announce without delay when:

- 15.25.1 a new Director is appointed; and
- 15.25.2 the resignation or removal of a Director takes effect.

Distributions

15.26 An International Issuer must notify CTSE of any decision to pay or make any Distribution or other distribution on Listed Securities or any failure to pay any Distribution or interest payment on Listed Securities.

Equality of treatment

15.27 An International Issuer having Listed Securities must ensure equality of treatment for all holders of such Securities who are in the same position.

Prescribed information to holders of Securities

15.28 International Issuers must in respect of all holders of Securities resident in South Africa:

- 15.28.1 inform them of the holding of meetings which they are entitled to attend;
- 15.28.2 enable them to exercise their right to vote, where applicable; and
- 15.28.3 announce information on:
 - 15.28.3.1 the allocation and payment of Distributions and interest;
 - 15.28.3.2 the issue of new Securities including arrangements for the allotment, subscription, renunciation, conversion or exchange of the Securities; and
 - 15.28.3.3 Repurchase of Securities.

Interim Reports

- 15.29 Notwithstanding that CTSE will perform all its functions in terms of the FMA and subject to applicable administrative laws, CTSE may subject to Requirement 2.4 authorise the omission from an Interim Report of specified items of information if it considers the disclosure of such information would be contrary to the investors interests or seriously detrimental to the International Issuer, provided that such omission would not be likely to mislead Public with regard to facts and circumstances, knowledge of which is essential for the assessment of the Securities in question. The Issuer and its Issuer Agents will collectively be responsible for the correctness and relevance of the facts on which any application for such exemption is based.

Annual fees

- 15.30 An International Issuer must pay the annual fee for Listing in accordance with CTSE's fees, which fees are published and available on the CTSE website, www.CTSE.co.za, per the Procedures, as soon as such payment becomes due.

Financial disclosure

- 15.31 An International Issuer must ensure that it has complied with or will comply with any applicable South African financial surveillance laws or regulations.

16 INVESTMENT COMPANIES

Introduction

- 16.1 This Chapter sets out the requirements for the Listing of the Securities of Investment Companies. Investment Companies seeking a Listing must comply with the provisions of this Chapter. Where application for Listing is made in respect of Securities of Investment Companies, which are not specifically addressed in this Chapter, CTSE should be consulted at an early stage.

General

- 16.2 Investment Companies applying for listing pursuant to this Chapter will be either:
- 16.2.1 Discretionary Investment Companies; or
 - 16.2.2 Non-discretionary Investment Companies.
- 16.3 In evaluating an application for Listing pursuant to this Chapter, regard will be had to the following fundamental principles:
- 16.3.1 those responsible for managing the investments of the Investment Company must have adequate experience;
 - 16.3.2 there must either be an adequate spread of investment risk or its major asset/assets must be limited to Securities Listed on CTSE or a Recognised Exchange;
 - 16.3.3 the Applicant must not control or seek to control its major asset/s or investments, or be actively involved in the management of the companies or other entities in which it invests. Applicants whose policy it is to seek to control the management of investments must have a 3 (three) year trading record and comply with the Listing Requirements applying to Issuers generally; and
 - 16.3.4 the Applicant must not, to a significant extent, be a dealer in investments. Applicants which acquire or will acquire investments with a view to disposal in the short term in the course of a regular trading activity must have a 3 (three) year trading record and comply with the Listing Requirements applicable to Issuers generally.
- 16.4 The underlying investments held by an Investment Company need not be limited to Securities, but may include partnership arrangements, participations, joint ventures and other forms of non-corporate investment provided that the conditions of Listing are met.
- 16.5 Investment Companies must comply with the provisions regarding Issuer Agents set out in Chapter 4

Conditions for Listing

- 16.6 An Investment Company must comply with the conditions for Listing, as set out in Chapter 6 with the following modifications and additional conditions:
- 16.6.1 if the Investment Company is not able to satisfy fully the conditions set out in Requirement 6.12.1 (audited accounts for 3 (three) years), Requirement 6.13 (nature and duration of business activities) and Requirement 6.14 (continuity of management), it must satisfy CTSE that its Directors have, and (if one is appointed) its investment manager has, sufficient and satisfactory experience in the management of investments of the type in which the Company proposes to invest;

- 16.6.2 Directors of the Investment Company must be able to demonstrate that it will act independently of any investment manager of the Investment Company;
- 16.6.3 Distributable income must be principally derived from investments and the Investment Company and any of its Subsidiaries must not conduct a trading activity which is significant in the context of the Group as a whole;
- 16.6.4 Except as provided in 16.6.7 (in which case this will apply in respect of the underlying investment companies), the Investment Company must not take legal or management control of investments in its portfolio;
- 16.6.5 Investment Companies may not pay distributions unless they are:
 - 16.6.5.1 Permissible in terms of the Companies Act; and
 - 16.6.5.2 Where and they are paid from the profits arising from the realisation of investments, the holders of Securities have approved the Distribution by Ordinary Resolution;
- 16.6.6 The Investment Company must make arrangements acceptable to CTSE for the safe custody of its assets;
- 16.6.7 If the Investment Company's investment policy is principally to invest its funds in another entity which invests in a portfolio of investments, it must satisfy CTSE that at all times its Directors will control the policy of that other entity so as to comply with the relevant requirements set out in this Chapter;
- 16.6.8 In addition to Requirement 6.18, each Director and proposed Director of the investment manager (where applicable) must make a declaration and undertaking in the form set out in Appendix 6 and submit it to CTSE in accordance with the provisions of Requirement 7.10.15; and
- 16.6.9 Upon Listing must have a net asset value of no less than R25,000,000 (twenty five million Rand).
- 16.7 Discretionary Investment Companies
 - 16.7.1 Except as provided in 16.6.7 and except with the prior approval of CTSE, within three years of its Listing, no more than 25% (twenty five percent) of the gross assets of a discretionary Investment Company (consolidated where applicable) may be lent to or invested in the Securities of any 1 (one) Company or Group (including loans to or shares in the Issuer's own Subsidiaries) at the time the investment or loan is made (this restriction does not apply to cash deposits awaiting investment).
- 16.8 Non-Discretionary Investment Companies
 - 16.8.1 Unless otherwise authorised by CTSE, a non-discretionary Investment Company can only invest in the Securities of 1 (one) Issuer provided that such Securities:
 - 16.8.1.1 Are listed either on CTSE or a Recognised Exchange; or
 - 16.8.1.2 Unlisted Securities of a Major Subsidiary of an Issuer listed either on CTSE or a Recognised Exchange; and
 - 16.8.1.3 Constitute at least 7.5% (seven and a half percent) but less than 49% (forty nine percent) of the class of Securities issued.
 - 16.8.2 A Non-discretionary Investment Company may not have borrowings, debts, creditors or loan obligations in excess of 50% (fifty percent) of the fair value of its total investments, and must have the same year-end as its investee company.

16.8.3 A non-discretionary Investment Company must, in CTSE's sole discretion, serve a proper purpose and not merely be used to abuse CTSE, which may include:

- 16.8.3.1 To further the objects of the FMA, BBBEE Act and other South African laws;
- 16.8.3.2 To provide investment opportunities to clients, employees and other stakeholders.

Methods of Listing

16.9 Investment companies must comply with Chapter 5.

Listing Particulars

16.10 An Investment Company must comply with the requirements relating to Listing Particulars set out in Chapter 8 as modified by this Chapter and in the case of International Issuers by Chapter 15.

16.11 Listing Particulars for an Investment Company may, subject to Requirement 2.4.

16.12 Exclude the information required by Requirements 9.28, 9.31 to 9.41 (inclusive), and 9.48; and CTSE may permit the omission of other information where it considers it appropriate.

16.13 In addition to the information required by Requirement 16.10, Listing Particulars for Investment Companies must include:

- 16.13.1 A description of the investment policy to be followed;
- 16.13.2 A description of the voting policy to be followed in respect of investments held;
- 16.13.3 If it is intended that fewer than 10 (ten) investments will be made, a statement of this fact;
- 16.13.4 A schedule of all Material investments made or to be made (if known) and, in any case, at least the 10 (ten) largest investments, stating, in relation to the Company or Group in which each such investment is held:
 - 16.13.4.1 A brief description of the business;
 - 16.13.4.2 The proportion of capital owned or intended to be owned;
 - 16.13.4.3 The cost of the investment and market value (if any) at the latest practicable date or a Directors' valuation;
 - 16.13.4.4 The Distribution per share received in the most recent financial year;
 - 16.13.4.5 The earnings per share for the latest audited financial year; and
 - 16.13.4.6 The net assets attributable to the investment as at the date of the latest audited balance sheet; and such information shall be modified appropriately for investments other than shares;
- 16.13.5 An analysis of realised and unrealised surpluses, stating separately profits and losses as between investments Listed on any Recognised Exchange and those not so Listed;
- 16.13.6 A summary of the borrowing powers of the Investment Company;
- 16.13.7 Where there is a third party investment manager:
 - 16.13.7.1 The name of any investment manager together with an indication of the terms and duration of its appointment, the basis for its remuneration and any arrangements relating to the termination of its appointment;

- 16.13.7.2 The names, addresses and a description of every Director of any investment manager (this is in addition to the information of Requirement 9.56);
- 16.13.8 The name, address and description of any custodian;
- 16.13.9 Details of a basis upon which management expenses are to be charged;
- 16.13.10 A statement that the conditions set out in Requirements 16.6.3 to 16.6.5.2 will be met;
- 16.13.11 Details of the distribution policy and the approximate dates on which distributions will be made;
- 16.13.12 Risk warnings as appropriate having regard to the nature of the investment policy;
- 16.13.13 Details of the investment policy of the Investment Company with regard to any foreign exchange controls or restrictions of relevance to the Investment Company or its investment policy; and
- 16.14 In addition to 16.6 and 16.10, where applicable, a newly formed Investment Company must include in its Listing Particulars:
 - 16.14.1 A statement by the Directors of the date upon which the Company was incorporated and registered and that the Company has not traded and no accounts have been made up; and
 - 16.14.2 A statement that its principal investment policies set out will be adhered to, and that any material change in the policies must be approved by Ordinary Resolution.
- 16.15 The statement of responsibility required under Requirement 9.3 must be given by the manager, if an individual, or the Directors of the investment manager (where applicable) as well as the Directors of the Investment Company and a statement in the Listing Particulars should be modified accordingly.

Application procedures and requirements

- 16.16 An Investment Company applying for Listing is subject to the requirements for application set out in Chapter 7, save that Requirements 7.10.9 and 7.10.12 do not apply to a newly formed Company. Where applicable, 1 (one) copy of the most recent Annual Report of the investment manager must be lodged with CTSE together with the other documents specified in Requirement 7.10.

Continuing obligations

- 16.17 An Investment Company must continue to comply with Requirements 16.6.3 and 16.6.4 and 16.7 or 16.8 and must comply with the applicable continuing obligations set out in these Listing Requirements, modified in the case of an International Issuer by Chapter 15, save that:
 - 16.17.1 In addition to the requirements of Chapter 12 (financial information), the Issuer must include in its Annual Report:
 - 16.17.1.1 A management report on the investment performance;
 - 16.17.1.2 A statement of Material assets and liabilities, and at least the 10 (ten) largest investments, stating, with comparative figures where relevant, the information specified under Requirements 16.13.4.1, 16.13.4.2 and 16.13.4.3 with respect to each investment so Listed;
 - 16.17.1.3 A statement of income and distribution, distinguishing realised and unrealised surplus, stating separately profits and losses as between Listed and unlisted investments;
 - 16.17.1.4 A statement of the voting record in respect of investments held;

16.17.1.5 Such other information as may be required by CTSE to enable investors to reach an informed judgement on the performance of any other investment; and

16.17.1.6 In the case of an Issuer being acting as the black economic empowerment, as defined in the BBBEE Act, partner of an Issuer, a statement that a recognised rating agent has confirmed that it met the black recognition requirements any the Broad-Based Black Economic Empowerment Codes of Good Practise or other applicable sector code published thereunder.

16.17.2 Directors of the investment manager (where applicable) must also comply with Requirements 11.24 and 11.25.

16.17.3 An Investment Company must Announce its net asset value at the end of each quarter within 15 (fifteen) Days of that date.

16.18 An Investment Company may not issue further shares of the same class as existing shares for cash at a price below the net asset value per share of those shares unless:

16.18.1 They are first offered pro rata to existing holders of Securities of that class; or

16.18.2 Approved by Ordinary Resolution.

Notifiable transactions

16.19 The provisions of Chapter 13 insofar as they relate to Related Party Transactions apply to all Investment Companies and, for the purposes of Chapter 13, any investment manager or custodian (or any Related Party thereof) shall be regarded as a Related Party of the Issuer.

16.20 A non-discretionary Investment Company shall use its best endeavours to Announce any communications, circulars or announcements at the same time as they are made by its listed investee Company, but at no times shall it be later than the next Business Day.

17 PROPERTY ENTITIES

Introduction

17.1 This Chapter sets out the requirements for the Listing of the Securities of Property Entities. Property Entities seeking a Listing must comply with the provisions of this Chapter.

17.2 Where application for Listing is made in respect of Securities of Property Entities which are not specifically addressed in this Chapter, CTSE should be consulted for guidance at an early stage.

Definitions and Interpretation

For purposes of this Chapter 17 of the Listing Requirements, unless specifically stated otherwise, the following terms shall have the following meanings:

Compliance Declaration means a declaration as required in terms of Requirement 17.23.6.3.

Confirmed Rental Income means Rental Income which has been contractually committed to, including Rental Income from automatic renewals;

Controlled Company in relation to a REIT, has the meaning as set out in Section 25BB(1) of the Income Tax Act;

Distribution Policy

(a) means the policy of the Property Entity in respect of its minimum distribution of its total Distributable Profits which, subject the solvency and liquidity test as set out in section 46 of the Companies Act, may not be less than 75% of its total Distributable Profits per financial year by no later than 6 (six) months after the financial year-end of the Property Entity, determined with reference to the financial results of that Property Entity as reflected in the financial statements prepared for that year of assessment on the basis that : at least 75% of the Gross Income received by or accrued to the Property Entity during the first year of assessment that the Property Entity qualifies as a REIT or a Controlled Company, consists of Rental Income; o

(b) in any other case, at least 75% of the Gross Income received by or accrued to the REIT or the Controlled Company in the preceding year of assessment consists of Rental Income;

Distributable Profits means Gross Income less deductions and allowances that can be deducted by a REIT or Controlled Company in terms of the Income Tax Act except for a Qualifying Distribution on the basis that a REIT or Controlled Company may not deduct any of the amounts as set out in section 25BB(4) of the Income Tax Act;

Distribution Yield means the annualised yield, stated as a %, calculated as the total distributions of the Property Entity for the reporting period divided by the value of the Properties of the Property company;

External Property means a Property situated outside the borders of South Africa;

Failed the REIT Tax Test	means in respect of a Property Entity which has been granted a REIT status by CTSE, but did not, on assessment by the South African Revenue Service, qualify for a deduction of its Qualifying Distributions in terms of Section 25BB(2) of the Income Tax Act;
Gearing Ratio	means, in respect of a Property Entity, the total consolidated liabilities divided by the total consolidated assets (at Market Value), as determined in accordance with IFRS;
Gross Income	in relation to a REIT, has the meaning as set out in Section 1 of the Income Tax Act, on the basis that any amount that must be included in the income of the REIT or Controlled Company in terms of section 9D(2) of the Income Tax Act must be excluded from this computation;
Income Tax Act	means the South African Income Tax Act, No 58 of 1962, as amended from time to time;
Independent Valuer	means a Valuer whose independence in respect of the Issuer is confirmed to CTSE as set out in the Procedures;
Likely Rental Income	means Rental Income from expired contracts which will, more likely than not, become Confirmed Rental Income based on amongst others history and other indicative factors;
Market Value	means the market value of a Property, as determined by an Independent Registered Valuer in terms of IFRS, at which it is estimated such Property will be realised in a fair open market;
Manager Information	<p>means the following information in respect of a Management Company and/or Property Manager of a Property Entity:</p> <ul style="list-style-type: none"> - Name and registration number; - Registered address; - Directors; - Relevant experience; - Any beneficial interest, directly or indirectly, by the relevant manager or its directors in the Property Company; and - Key terms of any contract between the Property Entity and such relevant manager (which CTSE may request to lie for inspection) including but not limited to scope of services, fees and term.
Management Company	means the Person primarily responsible for the management, strategic or otherwise, of the business and/or operations of a Property Entity in terms of a formal management agreement concluded between the Property Entity and the Management Company;
Non-Independent Valuer	means a Valuer who is not an Independent Valuer;
Portfolio Yield	means the annualised yield, stated as a percentage, calculated as the net property income of the Property Entity for the reporting period divided by the total value of the Properties of the Property Entity;

Property		means an immovable property (including land, buildings or otherwise) which is owned or leased and the term “Properties” shall be construed accordingly;
Property Company		means a property company as defined in Section 25BB(1) of the Income Tax Act;
Property Entity		means an Issuer primarily involved (directly or indirectly) in the development, acquisition and/or holding (whether though freehold, leasehold or otherwise) of Properties for letting and/or retention as investments;
Property Manager		means the Person responsible for the management and administration of individual Properties forming part of the Property Entity’s Property portfolio, which includes but is not limited to maintaining the specific Property and collection of rental;
Property Entity Investors Report		means a report as set out in 17.11 below;
Property Summary Report	Entity Investors	means a report as set out in 17.13 below;
Qualifying Distribution		means, in relation to a REIT (as set out in Section 1 of the Income Tax Act) or a Controlled Company (as set out in Section 25BB(1) of the Income Tax Act), the meaning as set out in Section 25BB(1) of the Income Tax Act;
REIT		means a South African incorporated Property Entity which is a REIT, being an Issuer which receives REIT status from CTSE pursuant to the Listing Requirements;
Rental Income		in relation to a REIT or a Controlled Company, has the meaning as set out in Section 25BB(1) of the Income Tax Act or in respect of a Property Entity which is not a REIT, the same meaning should that Property Entity have been a REIT;
Valuation Coverage		means the percentage of properties (in value and number) and applicable rolling time period which should be valued by an Independent Registered Valuer, as amended from time to time.
Valuation Report		means a report as contemplated in 17.13 below;
Valuer		means a registered valuer appointed by an Issuer for purposes of performing valuations on such Issuer’s Properties who is registered and practises as a professional valuer or a professional associated valuer, in terms of the Property Valuers Professions Act, No 47 of 2000;

General

- 17.3 By its nature, property entities seeking a Listing may be subject to various complexities due to amongst others the nature of the Properties, the terms of leases and structure of Issuers.
- 17.4 Therefore, without limiting the applicability thereof, an application for Listing pursuant to this Chapter, or any continuing obligations may therefore be subject to Requirements 2.3, 2.4 and 2.5.

Conditions for Listing

17.5 *A Property Entity must comply with the conditions for Listing as set out in Chapter 6, including with the following modifications and additional specific conditions:*

- 17.5.1 if a Property Entity is not able to fully satisfy the conditions set out in Requirement 6.12.1 (audited accounts for 3 (three) years), Requirement 6.13 (nature and duration of business activities) and Requirement 6.14 (continuity of management), it must satisfy CTSE that its Directors have, and (if one is appointed) its Management Company has, sufficient and satisfactory experience in the management of Property investments;
- 17.5.2 if the Property Entity is not able to fully satisfy the conditions for listing relating to audited accounts set out in Requirement 6.12.1, CTSE may in its sole discretion accept audited accounts relating to a period shorter than 3 years, if CTSE is satisfied that investors have the necessary information available to them to arrive at an informed decision on the Applicant Issuer and its Securities for which a Listing is sought (for example in the case of a newly formed "project company").

In this regard, CTSE may require such Applicant to submit a formal business plan incorporating a profit forecast which has been signed-off by a Reporting Accountant.

The aforementioned profit forecast must as a minimum:

- 17.5.2.1 cover a period of 2 (two) financial years following the date of Listing;
- 17.5.2.2 confirm that at least 75% of the Property Company and its Subsidiaries forecasted revenue will be derived from Rental Income; and
- 17.5.2.3 confirm that, as at the date of Listing, at least 50% of the Property Entity and its Subsidiaries forecasted revenue for the 2 (two) financial years following the date of Listing, will be Confirmed Rental Income or Likely Rental Income.
- 17.5.3 Distributable income of the Property Entity and its Subsidiaries must be primarily derived from Rental Income and the Property Entity and any of its Subsidiaries must not conduct any trading activity which is significant in the context of the Group as a whole.
- 17.5.4 If a Property Entity's policy is principally to invest in other entities which invests in Properties, it must satisfy CTSE that at all times the Directors of the Property Entity will control the policy of that other entity so as to comply with the relevant requirements set out in this Chapter;
- 17.5.5 In addition to Requirement 6.19, each Director and proposed Director of the Management Company must make a declaration and undertaking in the form set out in Appendix 6 and submit it to CTSE in accordance with the provisions of Requirement 7.10.15; and
- 17.5.6 Upon Listing, a Property Entity must have a net asset value of no less than R50,000,000 (fifty million Rand).

Methods of Listing

17.6 Property Entities must comply with Chapter 5 of the Listing Requirements in regards to methods of bringing Securities to a Listing.

Listing Particulars

17.7 *A Property Entity must comply with the requirements relating to Listing Particulars set out in Chapter 8, as modified by this Chapter.*

17.8 *Listing Particulars for a Property Entity may, subject to Requirement 2.4:*

- 17.8.1 Exclude the information required by Requirements 9.28, 9.31 to 9.41 (inclusive), and 9.46; and
- 17.8.2 CTSE may permit the omission of other information where it considers it appropriate.
- 17.9 *In addition to the information required by Requirement 17.7, Listing Particulars for Investment Companies must include:*
 - 17.9.1 a Property Entity Investors Report;
 - 17.9.2 a Property Specific Report;
 - 17.9.3 Manager Information;
 - 17.9.4 its Distribution Policy;
 - 17.9.5 the Valuation Coverage; and
 - 17.9.6 a Valuation Report/s with a Valuation Coverage of 85%;

Property Entity Investors Report

- 17.10 *Where required in terms of this Chapter 17, a Property Entity needs to prepare a Property Entity Investors Report, which contain as a minimum, the following information:*
 - 17.10.1 The objectives, investment policy and main strategy of the Property Entity and any changes therein;
 - 17.10.2 A summarised market outlook of the Property Entity;
 - 17.10.3 Any benchmarks the Property Entity seeks to achieve;
 - 17.10.4 Historical performance of the Property Entity against the stated benchmark since listing or, in the case of a new Listing, if applicable, 3 (three) years historical performance against such benchmarks;
 - 17.10.5 Details and experience of the Directors of the Property Entity;
 - 17.10.6 Details and experience of the Management Company;
 - 17.10.7 Details of the Property Manager;
 - 17.10.8 The Valuation Coverage;
 - 17.10.9 The Distribution Policy;
 - 17.10.10 Details of its Portfolio Holdings to provide Shareholders with appropriate information to assess the Property Portfolio, which include as a minimum a breakdown of the following:
 - 17.10.10.1 Geographic spread;
 - 17.10.10.2 Sector spread distinguishing between amongst others commercial, retail, residential, hotel and other appropriate sector classifications;
 - 17.10.10.3 Tenant profile in classes together with the definition for each class;
 - 17.10.10.4 Summary lease profile by revenue, term, lettable area, sector and geographic spread;
 - 17.10.10.5 Escalation profile of leases;
 - 17.10.10.6 Vacancy profile per sector;
 - 17.10.10.7 The Portfolio Yield;
 - 17.10.10.8 The Distribution Yield; and

- 17.10.10.9 Properties identified for sale within 3(three) years of the date of the applicable Property Entity Investors Report.
- 17.10.11 Property portfolio activity for the reporting period or in the case of a new Listing, 12 (twelve) months before the date of the Listings Particulars; and
- 17.10.12 Details of outstanding debt including details, sorted in appropriate categories of the outstanding term, rate, currency, and secured or unsecured.

Property Entity Summary Investors Report

- 17.11 Where required in terms of this Chapter 17, a Property Entity needs to prepare a Property Entity Summary Investors Report, which can be in the form of a typical fund fact sheet, which contain as a minimum, the following information in respect of the Property Entity:
 - 17.11.1 Objective;
 - 17.11.2 Summarised Strategy;
 - 17.11.3 Name of the Management Company;
 - 17.11.4 Benchmark (if any);
 - 17.11.5 Total value of the property portfolio, and the % of value determined by a whether it has been determined by an Independent Registered Valuer;
 - 17.11.6 Total value of any debt and average financing rate;
 - 17.11.7 Gearing Ratio;
 - 17.11.8 Portfolio Yield (on a 1, 3 5 and 10 year basis if applicable);
 - 17.11.9 Distribution Yield (on a 1, 3 5 and 10 year basis if applicable);
 - 17.11.10 Top ten Properties as a % of total Properties;
 - 17.11.11 Property portfolio activity;
 - 17.11.12 Market overview by (i) the Directors of the Property company or (ii) the Management Company;

Property Specific Report

17.12 Where required in terms of this Chapter 17, a Property Entity needs to prepare a Property Specific Report, which contain as a minimum, the following information in respect of each Significant Property and for the remainder on an aggregate basis:

- 17.12.1 Be dated;
- 17.12.2 Location;
- 17.12.3 Acquisition date;
- 17.12.4 The acquisition price (including costs of acquisition);
- 17.12.5 Physical inspection date;
- 17.12.6 The Market Value (determined in terms of IFRS), date of valuation, valuation methodology, name, registration number and any restrictions of the Valuer and whether the value has been determined by an Independent Valuer or Non-Independent Valuer;
- 17.12.7 Sector classification;
- 17.12.8 Lettable area;
- 17.12.9 Vacancy rate;
- 17.12.10 Average rental rate per square meter;
- 17.12.11 Any other Material information in respect of the Property such as:
 - 17.12.11.1 Assumptions used;
 - 17.12.11.2 Any town planning restrictions and/or conditions;
 - 17.12.11.3 Any statutory or regulatory contraventions;
 - 17.12.11.4 Use of buildings;
 - 17.12.11.5 Age of the buildings; and
 - 17.12.11.6 Options over the Property;
- 17.12.12 Source of information used for valuation purposes;
- 17.12.13 Method of valuation;
- 17.12.14 Any qualifications in respect of the valuation.

Summary Valuation Report

17.13 *A Summary Valuation Report needs to contain, as a minimum:*

- 17.13.1 the information as set out in 17.12 above;
- 17.13.2 the name of the Valuer;
- 17.13.3 whether the Valuer is an Independent Valuer; and
- 17.13.4 date of the valuation:

Continuing obligations

17.14 An Property Entity must continue to comply with Requirements 16.6.3 and 16.6.5 *and* 16.7 or

16.8 and must comply with the applicable continuing obligations set out in these Listing Requirements, modified in the case of an International Issuer by Chapter 15, save that:

- 17.14.1 In addition to the requirements of Chapter 12 (financial information), the Issuer must include in its Annual Report:
 - 17.14.1.1 A Property Entity Investors Report; and
 - 17.14.1.2 A Property Specific Report;
- 17.14.2 In addition to the requirements of Chapter 12 (financial information), the Issuer must include in its Interim Report Property Entity Summary Investors Report.
- 17.14.3 Property Entities may not declare and pay Distributions unless they are:
 - 17.14.3.1 permissible in terms of the Companies Act and the Property Company's Constitution; and
 - 17.14.3.2 where they are paid from the profits arising from the realisation of Properties, the holders of Securities have approved the Distribution by Ordinary Resolution;
- 17.15 A Property Entity must maintain its minimum Valuation Coverage; and
- 17.16 *A Property Entity may amend its Distribution Policy and/or Valuation Coverage by Ordinary Resolution.*

Notifiable transactions

- 17.17 The provisions of Chapter 13 insofar as they relate to Related Party Transactions apply to all Property Entities and, for the purposes of Chapter 13, any Management Company or Property Manager (or any Related Party thereof) shall be regarded as a Related Party of the Property Entity.
- 17.18 In addition to the provisions of a Chapter 13 as far as they relate to Disclosable Transactions or Substantial Transactions and when required as a result of the acquisition or sale of a Property:
 - 17.18.1 a Property Entity need to Announce a Summary Valuation Report together with or within the Disclosable Transaction Announcements or Substantial Transaction Announcement, as the case may be; and
 - 17.18.2 be supported by a Valuation Report provided by an Independent Valuer;
 - 17.18.3 make the applicable Valuation Report available for inspection at the Issuers registered office.

REITs

General

- 17.19 The Listing Requirements as set out in Requirement 17.21 to 17.32 will have to be complied with by an Issuer to the extent that such Applicant wishes to apply to CTSE to obtain and/or maintain a REIT status in terms of the Listing Requirements.
- 17.20 Issuers wishing to obtain a REIT status from CTSE will also have to satisfy the Listing Requirements applicable to Property Entities as set out in Requirement 17.1 to 17.18 above.

Additional conditions for listing pertaining to REITs

- 17.21 *In order for an Issuer to obtain REIT status from CTSE, the Issuer must as at the date of application to CTSE:*
 - 17.21.1 meet the criteria of and be deemed as a "Property Entity" in terms of the Listing Requirements;

- 17.21.2 have gross assets of at least R300 million, as reflected in either:
 - 17.21.2.1 its audited or reviewed consolidated financial statements; or
 - 17.21.2.2 a *pro forma* consolidated statement of financial position compiled in terms of Requirement 9.43 of the Listing Requirements,
 - whichever reflects the more recent financial position of the Applicant Issuer;
- 17.21.3 for an Issuer with a trading history (being that the Issuer is able to provide 3 (three) years audited accounts), at least 75% of the Gross Income received by or accrued to the Issuer and any Controlled Company comprise of Rental Income;
- 17.21.4 for an Issuer without a trading history (being that the Issuer is not able to provide 3 (three) years audited accounts), its business plan as approved in terms of Requirement 17.5.2 indicates that at least 75% of the Gross Income received by or accrued to the Issuer and any Controlled Company will comprise of Rental Income;
- 17.21.5 the Issuer providing a written undertaking to CTSE that at least 75% of its Gross Income during the first year of assessment that the Issuer qualifies as a REIT, received by or accrued to the Issuer and any Controlled Company will comprise of Rental Income;
- 17.21.6 the Issuer providing CTSE with a written expert opinion, to the satisfaction of CTSE, from a SARS registered tax practitioner that, to the best of its knowledge (after making all reasonable enquiries to ascertain such facts), the Issuer will, subject to being listed as a REIT on CTSE, qualify for a tax deduction in respect of Qualifying Distributions under section 25BB(2) of the Income Tax Act for the current or future financial year-end;
- 17.21.7 the Issuer providing a written undertaking to CTSE that, subject to Requirement 17.30, it will use its best endeavours to maintain its REIT status as contemplated in section 25BB(2) of the Income Tax Act for the current or future financial year-end;
- 17.21.8 the Directors of the Applicant Issuer must provide an undertaking to CTSE that it will ensure that when new borrowings are authorised, the Gearing Ratio (adjusted with the nominal value of any repayments, new debt and interest accrued from the previous Annual Report or Interim Report, whichever is the latest to the authorization date) will not exceed 60%;
- 17.21.9 the Gearing Ratio as reflected in the previous Annual Report or Interim Report, whichever is the latest, does not exceed 60%;

Continuing obligations for REITs

- 17.22 *In order to retain its REIT status, an Issuers must, on a continuing basis, meet the following criteria and/or fulfil the following obligations:*
 - 17.22.1 the Issuer must, subject to the solvency and liquidity test as set out in section 46 of the Companies Act, distribute at least 75% of its total Distributable Profits as Qualifying Distributions to the holders of its listed securities by no later than six months after its financial year-end;
 - 17.22.2 interim Distributions may occur before the end of a financial year-end;
 - 17.22.3 the Applicant Issuer will procure that, subject to the Solvency and Liquidity test and section 46 of the Companies Act, those of its Controlled Companies will distribute at least 75% of their total Distributable Profits as Qualifying Distributions by no later than six months after their respective financial year-ends;
 - 17.22.4 the Issuer must qualify for a tax deduction of Qualifying Distributions for the immediately preceding financial year end; or

- 17.22.5 the Issuer must not have Failed the REIT Tax Test for the immediately previous financial year end unless it is an entity without trading history and first year;
- 17.22.6 the Directors of the REIT must ensure that:
 - 17.22.6.1 a maximum Gearing Ratio of 60% is maintained;
 - 17.22.6.2 when new borrowings are authorised, the Gearing Ratio (adjusted with the nominal value of any repayments, new debt and interest accrued from the previous Annual Report or Interim Report, whichever is the latest to the authorization date) will not exceed 60%;
 - 17.22.6.3 the Property Entity maintain its REIT status;
 - 17.22.6.4 they submit a compliance declaration to CTSE within four months of the issuer's financial year-end, in a form as set out in the Procedures;
 - 17.22.6.5 the Compliance Declaration must be signed by each of the Directors, the company secretary and the Issuer Agent of the Issuer; and
 - 17.22.6.6 the Compliance Declaration must be submitted at the time of submission of the Applicant Issuer's annual report (which report must be submitted in terms of Requirement 12.12)
- 17.23 A Property Entity which is a REIT must state such status in every Announcement.
- 17.24 An announcement relating to Distributions by a REIT must state the following:
 - 17.24.1 that the relevant Distribution is regarded as a taxable dividend for income tax purposes in the hands of local tax residents and a taxable dividend for dividends tax purposes for foreign tax residents from 1 January 2014 (Distributions to foreign tax residents before that date are exempt from dividends tax); and
 - 17.24.2 the financial period to which the Distribution relates to.
- 17.25 An Issuer with a REIT status must keep the market informed regarding its tax status. In this regard the Issuer must release an Announcement containing full details of the implications thereof for the Issuer and its security holders, without delay, if it:
 - 17.25.1 failed the REIT Tax Test or believes that it will not qualify for a tax deduction of Qualifying Distributions under section 25BB(2) of the Income Tax Act; or
 - 17.25.2 has breached the Qualifying Distribution provisions as set out Requirements 17.21.3 or 17.21.4; or
 - 17.25.3 has breached the Gearing Ratio.

Non-compliance with REIT Requirements

- 17.26 The following procedure shall apply to an Issuer that fails to comply with Requirement 17.22 above:
 - 17.26.1 on the day following the due date as contemplated in Requirement 17.22.6.6 above, a reminder will be sent by CTSE to the Issuer requesting that the Issuer rectify the situation and advising that it has been granted a period of 1 (one) month, from the date of such reminder, in which to submit the compliance declaration, failing which the Issuer's REIT status will be removed by CTSE;
 - 17.26.2 failing compliance within 14 days of dispatch of the reminder to the Issuer, CTSE will announce that the Issuer has not submitted its compliance declaration and cautioning holders

of securities that the Issuer's REIT status is under threat of removal; and

- 17.26.3 the Issuer's REIT status will be removed by CTSE if it fails to submit the compliance declaration within the 1 (one) month period referred to in (a) above and CTSE will Announcethis fact.

Removal of REIT status

17.27 Should an Issuer fail to meet the Listing Requirements applicable to a REIT, CTSE will:

17.27.1 Remove the Issuers status as a REIT; and

17.27.2 Announce such removal.

17.28 Should an Issuer seek to voluntary remove its REIT status it must:

17.28.1 Apply to CTSE;

17.28.2 Obtain an Ordinary Resolution from shareholders; and

17.28.3 Announce such decision.

18 SPECIALIST SECURITIES

- 18.1 This Chapter of the Listing Requirements is reserved for the future requirements for the Listing of exchange traded funds, exchange traded notes or any other Specialist Security which may be acceptable to CTSE.

19 MINERAL COMPANIES

Introduction

19.1 This Chapter is reserved for Securities issued by Mineral Companies in the future.