

## **Section 8**

### **Documents to be submitted for listing**

- 8.1 General
- 8.2 Checklists
- 8.3 Documents to be submitted

#### **General**

- 8.1 For the guidance and information of applicant issuers, it should be noted that:
- (a) all documents submitted by applicant issuers to the JSE will become the property of the JSE and are not returnable;
  - (b) any documentation including proposed amendments to documentation by applicant issuers must be submitted to the JSE for approval before being published;
  - (c) placing documents submitted to the JSE for the first time must be accompanied by the declaration detailed in Schedule 2; and
  - (d) drafts of documents to be sent to shareholders that have been approved by the JSE will not be regarded as final documents until notification is received by the JSE that a document dispatched to shareholders was identical, other than in minor respects, to the draft approved by the JSE.

#### **Checklists**

- 8.2 All submissions must be accompanied by a checklist (available on the JSE website) duly completed indicating clearly where the specific paragraph numbers in the Debt Listings Requirements have been complied with. Comments of the JSE should be updated on the checklist on a continuing basis up to the submission for formal approval. All submissions subsequent to the first submission must be marked up to reflect changes from the previous submission.

#### **Documents to be submitted**

- 8.3 An applicant issuer making application for the approval of a placing document by the JSE shall submit an application to the JSE through a debt sponsor. The application must be accompanied by the following documents where applicable:
- (a) a copy of the placing document;
  - (b) a certified copy of the certificate of registration and certificate of incorporation of the applicant issuer;

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8.2 amended with effect from 30 September 2014.

8.3 amended with effect from 15 January 2014.

- (c) a copy of the resolution or resolutions of the board of directors or the governing authority of the applicant issuer authorising the establishment of the programme memorandum and/or issue of debt securities as the case may be;
- (d) a copy of the Memorandum of Incorporation of the applicant issuer or equivalent constitutive documents;
- (e) a certified copy of any applicable guarantee in respect of the debt security;
- (f) confirmation that the applicant issuer has appointed a settlement agent;
- (g) confirmation from Strate that the applicant issuer has been authorised as a participant in terms of the central securities depository rules and directives;
- (h) any trust deed relating to the debt securities;
- (i) where the applicant issuer is a bank, a copy of the Financial Surveillance Department of the South African Reserve Bank approval;
- (j) approval from the Financial Surveillance Department of the South African Reserve Bank is required when the applicant issuer is incorporated or domiciled in a foreign country, including the common monetary area (other than South Africa);
- (k) written confirmation from the trustee or relevant party holding the guarantee or other security that it has the guarantee in its possession;
- (l) application letter complying with Schedule 1;
- (m) a letter from the debt sponsor complying with Schedule 2;
- (n) confirmation by the applicant issuer:
  - (i) that all applicable regulatory disclosures have been made; and
  - (ii) that there are no material matters, other than disclosed in the placing document or otherwise in writing to the JSE, that should be taken into account by the JSE in considering suitability for the listing of debt securities;
- (o) the annual financial statements of the applicant issuer and/or Guarantor in respect of the period of three years prior to the date of such issue or for such shorter period as agreed to by the JSE in terms of Section 5.4;
- (p) the auditors consent letter;
- (q) letter from the legal adviser that all relevant agreements have been signed; and

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8.3(d) deleted with effect from 30 September 2014.

8.3(d), previously (e) renumbered, with effect from 30 September 2014.

8.3(e), previously (f) renumbered, with effect from 30 September 2014.

8.3(f), previously (g) renumbered, with effect from 30 September 2014.

8.3(g), previously (h) renumbered, with effect from 30 September 2014.

8.3(h), previously (i) renumbered, with effect from 30 September 2014.

8.3(i), previously (j) renumbered, with effect from 30 September 2014.

8.3(j), previously (k) renumbered and amended with effect from 30 September 2014.

8.3(k), previously (l) renumbered, with effect from 30 September 2014.

8.3(l), previously (m) renumbered, with effect from 30 September 2014.

8.3(m), previously (n) renumbered, with effect from 30 September 2014.

8.3(n), previously (o) renumbered, with effect from 30 September 2014.

8.3(o), previously (p) renumbered, with effect from 30 September 2014.

8.3(p), previously (q) renumbered, with effect from 30 September 2014.

8.3(q), previously (r) renumbered, with effect from 30 September 2014.

8.3(s) deleted with effect from 30 September 2014.

- (r) a letter from the debt sponsor confirming that all agreements referred to in the placing documents are finalised and signed off by all the parties involved.

### **Fast Track Listing Process - Documents to be submitted**

- 8.4 An accredited applicant (as defined in section 4) with a debt programme registered with an accredited exchange (as defined in section 4) utilising the Fast Track Listing Process as detailed in section 4, shall submit an application to the JSE through a debt sponsor or designated person, in accordance with the debt market process document. The application must be accompanied by the following documents where applicable:
- (a) A completed Schedule 1 letter, including confirmation that the accredited applicant has appointed a South African settlement agent;
  - (b) Resolution by the board of directors (or appropriate legal authority) of the accredited applicant, including the authority for the issue of debt securities in South Africa;
  - (c) Approval from the Financial Surveillance Department of the South African Reserve Bank (if exchange control approval will only be provided on issuance, a letter from the accredited applicant stating this and exchange control approval must then be provided when applying to list a debt security on the JSE);
  - (d) The legal document that established the accredited applicant's debt programme and is registered with the accredited exchange (e.g. the Base Prospectus);
  - (e) The JSE supplement (as defined in section 4); and
  - (f) The latest audited annual financial statements prepared within the accounting frameworks listed in paragraph [4.31(c)] (if more than nine months have elapsed since the last financial year-end, interim financial statements must be submitted).

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8.3(r), previously (t) renumbered, with effect from 30 September 2014.