



Johannesburg  
Stock Exchange

One Exchange Square  
Gwen Lane  
Sandown, South Africa  
Private Bag X991174  
Sandton 2146

Tel: +27 11 520 7000  
Fax: +27 11 520 8584

[www.jse.co.za](http://www.jse.co.za)

26 January 2018

Dear Sponsors & Designated Advisors

## **GUIDANCE LETTER: SIMULTANEOUS SECONDARY LISTINGS**

It has come to the attention of the JSE that guidance is required on the preparation of a pre-listing statement (“**PLS**”) where the applicant issuer is seeking a simultaneous listing (same day listing) on the London Stock Exchange (“**LSE**”) and the JSE, and where the listing on the JSE will be the secondary listing. This is different from the approach where an applicant issuer is already listed on another exchange when seeking a secondary listing on the JSE.

The approach outlined in this letter with a simultaneous listing will be limited to the LSE based on recent discussions and rulings provided. The JSE should be approached for a separate ruling should a simultaneous listing on another exchange be considered and where such exchange will be the primary exchange.

### General

The JSE Listings Requirements (“**the Requirements**”) have comprehensive provisions dealing with primary and secondary listings. Secondary listing status means that once an applicant issuer is listed, it will only be required to comply with the listings requirements of the exchange where it has a primary listing, save as otherwise specifically stated in the Requirements.

Paragraph 18.11 of the Requirements includes the following:

*“Where the disclosure requirements of Section 7 relate to the continuing obligations, the JSE may allow the applicant issuer to address this in the context of the requirements of the exchange where it has its primary listing.”*

Based on the above the JSE wishes to clarify the following in respect of the PLS for a company applying for a simultaneous secondary listing on the JSE with the primary listing on the LSE.

**Executive Directors:** NF Newton-King (CEO), A Takoordeen (CFO)

**Non-Executive Directors:** N Nyembezi-Heita (Chairman), AD Botha, Dr M Jordaan, Dr SP Kana, DM Lawrence, Dr MA Matooane, AM Mazwai, NP Mnxasana, NG Payne

**Alternate Directors:** JH Burke, LV Parsons

**Group Company Secretary:** GA Brookes

## 1 PLS

On the basis that the Requirements and the UKLA listing rules are substantially similar, the JSE has no objection to the use of a single PLS document for the purposes of listing on the LSE and the JSE. The PLS must be accompanied by a completed new listing checklist clearly demonstrating compliance with the Requirements. There may be instances where application of the UKLA listing rules would lead to only partial compliance with the Requirements. These items should be clearly referenced in the new listing checklist and will be assessed by the JSE during the first submission review process. Should the JSE believe that there is a material departure from the Requirements on any particular disclosure item, additional disclosure may be required.

## 2 Historical Financial Information

The JSE will accept, subject to the exceptions detailed below, the inclusion of the historical financial information of the applicant issuer prepared in accordance with the UKLA listing rules in order to meet the disclosure requirements pursuant to paragraph 7.E. read with 8.2 and 8.45 of the Requirements. This will result in no additional assurance report being required by a reporting accountant or JSE accredited auditor.

The exceptions to the above approach are the following:

- (i) Headline earnings must still be prepared and disclosed pursuant to paragraph 8.11 of the Requirements (noting that no separate reporting accountant sign off is required) ; and
- (ii) Where the applicant issuer is newly incorporated, the JSE understand that a standard waiver may be granted by the UKLA to dispense with the need for historical financial information on such newly incorporated applicant issuer. Irrespective of such waiver, the JSE will insist on the required application of paragraph 8.2 and paragraph 8.45 of the Requirements on the historical information in respect of the newly incorporated applicant issuer.

## 3 Pro forma Financial Information

The JSE may accept the application of the UKLA listing rules as it relates to the preparation of the pro forma financial information and the auditors' report thereon. However, applicant issuers should approach the JSE for a formal ruling in this regard. The JSE may request additional pro forma financial information prepared pursuant to the Requirements if that information is necessary for the JSE to assess the listing entry criteria.

#### 4 Corporate Governance

Applicant issuers are not required to comply with the new listing corporate governance requirements pursuant to the provisions of the Requirements for the purposes of the PLS, provided that there is a positive confirmation in the PLS that the applicant issuer complies with the UK Corporate Governance Code.

Should you have any queries with regards to the content of this letter please contact Tania Wimberley.

Yours faithfully



**A F VISSER: GENERAL MANAGER  
ISSUER REGULATION**