FORM B1

Expert’s confirmation of independence

[Please delete any paragraphs which are not applicable and which are the subject of a matter choice between paragraphs]

To: The Issuer Regulation Division,

 JSE Limited

 One Exchange Square

 Gwen Lane

 Sandown

…………..……….…….20……..

This declaration is completed with reference to:

• [insert name of listed company] (“the issuer”),
the holding company, subsidiary companies, associate companies and joint ventures of the issuer (“the issuer’s related parties”);

• [insert brief description
of the transaction] (“the transaction”).

We acknowledge that this declaration has been requested by the JSE for the purpose of confirming to the JSE that we have no direct or indirect material interest in the transaction, or in the success or failure of the transaction that may mitigate against our appointment as the independent professional experts for the transaction.

We further acknowledge that the independent professional expert may be;

(a) a company or other entity that does not form part of a larger organisation;

(b) a company or other entity within a larger organisation that can potentially offer a wide range of services to the issuer; or

(c) a division within a company or other entity that falls into either of the two categories above.

This declaration is therefore made in the context that it relates to the individuals, the division and/or the company directly responsible for undertaking the work and issuing the opinion, as well as any other parties within the larger organisation (if applicable) that are involved in issuing the opinion or will directly benefit or profit from the transaction.

Full name of the independent professional expert:
 (“the expert”),

a division/associate/subsidiary of

I, [insert full names]

being a [insert relationship to expert e.g. director/partner]
and duly authorised on behalf of the expert to give this declaration, declare as follows:

1. **Internal confidentiality procedures**

 (a) The expert and, if applicable, the group of companies to which the expert belongs or any other organisation to which the expert belongs, have internal compliance procedures in place dealing with communication amongst their employees and contractors and amongst the different companies and divisions so as to ensure that information is kept confidential when appropriate;

 (b) Through these procedures, information of a non-public nature regarding the transaction is unknown to anyone outside of the expert and its larger organisation. In addition, the expert cannot be influenced with regard to the procedures that it follows and the opinion that it will express regarding the transaction;

 These procedures are as follows ……………… [please provide full details]. In addition, the expert has no objection to holding discussions with our legal compliance department.

2. **Shareholding by directors/partners/employees etc of the expert in the issuer**

 (a) The persons who are directors, partners, officers, employees, consultants or contractors (“staff”) of the expert and who are involved in the activities of the expert in relation to the transaction and who, further, have an interest in any class of share, debt or loan capital of the issuer, the related parties to the issuer or any other party involved in the transaction or who may benefit from the transaction, are as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Nameofcompany** | **Natureofholding** | **Holding(numberof sharesand %)** | **Rand value of holding as at date of this letter** | **Name ofregistered holder andbeneficial owner andrelationship of beneficialowner to the expert** |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

 The expert does not believe that the above holdings will compromise the independence of the expert because ……………….. [please provide full explanation per individual disclosure]

 or

 (b) No persons who form part of the staff of the expert or who are otherwise directly or indirectly involved in the activities of the expert in relation to the transaction have any interest in any class of share, debt or loan capital of the issuer, the related parties to the issuer or any other party involved in the transaction or who may benefit from the transaction;

 and

 (c) The information given in (a) and (b) above has not changed in the last 6 months; or

 (d) The information given in (a) and (b) has changed to the extent of ……………… [please provide full details of all changes].

3. **Shareholding of the expert in the issuer**

 (a) The expert and the following companies and funds under the management of the expert have an interest (being all such interests of which the expert or the compliance department is aware) in the following shares, debt (short term or long term) and loan capital of the issuer and/or any other company which is one of the issuer’s related parties and/or any other party involved in the transaction or who may benefit from the transaction;

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Issuer or groupcompany** | **Natureofholding** | **Holding(numberof sharesand %)** | **Rand valueof holdingas at dateof this letter** | **Name ofregistered holder and beneficial owner and relationship of beneficial owner to the expert** |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

 The expert does not believe that these holdings will compromise the independence of the expert because ………………………… [please provide full explanation per individual disclosure]

or

 (b) Neither the expert nor any companies or funds under the management of the expert, has any interest (of which the expert or the compliance department is aware) in any class of share, debt (short term or long term) or loan capital of the issuer and/or any other company which is one of the issuer’s related parties and/or any other party involved in the transaction or who may benefit from the transaction;

 and

 (c) The information given in (a) and (b) above has not changed in the last 6 months;

 or

 (d) The information given in (a) and (b) has changed to the extent of ……………………. [please provide full details of all changes]

4. **Directorships of the staff of the expert**

 (a) The individuals named below, who form part of the staff of the expert, or any subsidiary or associate company of the expert, or the expert’s holding company, or any company in the expert’s holding company’s group are directors of the issuer, or of a company which is one of the issuer’s related parties or any other party involved in the transaction or who may benefit from the transaction;

|  |  |  |  |
| --- | --- | --- | --- |
| **Name** | **Employer** | **Company ofwhich individualis a director** | **Nature of directorship(executive or non-executiveand portfolio)** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

 The expert confirms that the above individuals will take no part in the expert’s activities in relation to this transaction;

 or

 (b) No staff of the expert, or any subsidiary or associate company of the expert, or the expert’s holding company, or any company in the experts holding company’s group is a director of the issuer, or a of a company which is one of the issuer’s related parties or any other party involved in the transaction or who may benefit from the transaction;

 and

 (c) The information given in (a) and (b) above has not changed in the last 6 months;

 or

 (d) The information given in (a) and (b) has changed to the extent of …………………. [please provide full details of all changes].

5. **History of services provided to the issuer**

 (a) The expert (and all subsidiary, associate companies and related parties of the expert) has provided the issuer, and/or the issuer’s related parties, with the following services for the following fees, or other economic benefit during the last 24 months commencing from the date of the last financial year end of the issuer or six months after the last financial year end, whichever is the later:

|  |  |  |  |
| --- | --- | --- | --- |
| **Expert or companyin theexpert’s group** | **Natureof serviceprovided** | **Date service provided** | **Fees(or economic benefit)as % of total feesfor the expert forthat financial period(see Note 1)** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

 (Note 1: disclosure has been made where this percentage is equal to or greater than 10% in the case of the expert itself or any subsidiary, associate company or related party of the expert.)

 or

 (b) The expert (and all subsidiary, associate companies and related parties of the expert) has not provided the issuer, and/or the issuer’s related parties, with services during the last 24 months;

 and

 (c) The information given in (a) and (b) above has not changed in the last 6 months;

 or

 (d) The information given in (a) and (b) has changed to the extent of ……………….. [please provide full details of all changes].

 (e) The issuer is not a material client of the expert’s holding company, or any company in the expert’s holding company’s group.

6. **Shareholding by the staff of the issuer**

 (a) The issuer (and all subsidiary, associate companies and related parties of the issuer), the issuer’s holding company (and any company in the issuer’s holding company’s group) and the staff of the issuer, who beneficially, directly or indirectly hold 5% of more in the share capital of the expert and/or the experts holding company are as follows[[1]](#footnote-1) :

|  |  |  |  |
| --- | --- | --- | --- |
| **Nameofperson** | **Natureofholding** | **Holding(numberof sharesand %)** | **Name of registered holder and beneficial owner and relationship of beneficial ownerto the issuer** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

 The expert does not believe that the above holdings will compromise the independence of the expert because ………………. [please provide full explanation per individual disclosure];

 or

 (b) Neither the issuer (and all subsidiaries, associate companies and related parties of the issuer) nor the issuer’s holding company (and any company in the issuer’s holding company’s group) nor the staff of the issuer hold 5% or more in the share capital of the expert and/or the experts holding company either beneficially, directly or indirectly.

7. **Directorships of the staff of the issuer**

 (a) The individuals named below, who form part of the staff of the issuer, or any subsidiary or associate company of the issuer, or the issuer’s holding company, or any company in the issuer’s holding company’s group are directors of the expert or any related parties of the expert or any other party involved in the transaction or who may benefit from the transaction;

|  |  |  |  |
| --- | --- | --- | --- |
| **Name** | **Employer** | **Company ofwhich individualis a director** | **Nature of directorship(executive or non-executiveand portfolio)** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

 The expert confirms that the above individuals will not be involved in the expert’s activities in relation to this transaction;

 or

 (b) No staff of the issuer, or any subsidiary or associate company of the issuer, or the issuer’s holding company, or any company in the issuer’s holding company’s group is a director of the expert or any related parties of the expert or any other party involved in the transaction or who may benefit from the transaction.

8. **Other**

 [please delete any paragraphs that are not applicable]

 (a) The following matters are ones that the expert or our compliance department is aware of which may affect the expert’s independence from the issuer or the transaction;

 or

 (b) There are no other matters of which the expert or our compliance department is aware which may affect the expert’s independence from the issuer or the transaction.

9. **Fees to be paid for providing the fairness opinion**

 (a) Neither the fees (or other benefit) to be paid for providing the fairness opinion nor any other fees (or other benefit) receivable from the issuer or the issuer’s related parties or any other party, are contingent upon the outcome of the transaction; [[2]](#footnote-2)

 (b) the fee to be paid for providing the fairness opinion, expressed as a percentage of the fees[[3]](#footnote-3) :

 (i) is less than 10% of the gross fees received by the expert for the last financial year of the expert; and

 (ii) the total of all fees receivable from the issuer is not more than 5% of the budgeted fees of the expert for the current financial year.

 If the expert is unable to provide a positive confirmation to (i) and/or (ii), they should provide the details of the fees, expressed as a percentage of the gross fees received by the expert for the last financial year and as expressed as a percentage of the budgeted fees for the expert for the current financial year;

 (c) the fees payable for the fairness opinion are to be paid in shares of the issuer or are linked to the ability to be issued as shares and the percentage holding which will be held by the expert in the issuer after the transaction will be …… (percentage) of the total shares in issue. This shareholding neither makes the expert a material shareholder of the issuer nor is the shareholding material to the expert in the context of the expert’s investments as reflected in the expert’s statement of financial position[[4]](#footnote-4) ;

 or

 (d) the fees for providing the fairness opinion are to be received in cash and are in no way linked to the ability to convert those fees into shares[[5]](#footnote-5) .

**10. General**

 (a) The expert will inform the JSE immediately of any changes to the information given in this declaration that comes to the attention of the expert between the date of this declaration and the date of issue of the fairness opinion[[6]](#footnote-6) ;

 and

 (b) the contents of this declaration have been discussed with the compliance officer of the expert and all other relevant directors and employees of the expert who maintain the information provided in terms of this declaration;

 and

 (c) based on the fact that the expert has made all reasonable enquiries in order to complete this declaration, the information disclosed in this declaration is accurate and complete.

SIGNED BY [insert full names]

For and on behalf of

[insert name of expert]

1. [↑](#footnote-ref-1)
2. [↑](#footnote-ref-2)
3. [↑](#footnote-ref-3)
4. [↑](#footnote-ref-4)
5. [↑](#footnote-ref-5)
6. [↑](#footnote-ref-6)