FORM D3

Sponsor Annual Compliance Certificate

The sponsor annual compliance certificate contained herein must be completed in the form of a letter on the letterhead of the Sponsor/DA and addressed to the JSE, Director – Issuer Regulation.

We, the undersigned, (full names of approved executives)

* [………………];
* [……………....]; and
* [………………],

as approved executives of [Sponsor or Designated Adviser name] (the “**Sponsor/DA**”) pursuant to the provisions of the Listings Requirements, certify to the JSE Limited (the “**JSE**”) in respect of the period from 1 January 20[..] to 31 December 20[..], that -

1. the Sponsor/DA meets the eligibility criteria pursuant to paragraph 16.5 of Schedule 16 of the Listings Requirements and specifically confirms to the JSE that,
   * the Sponsor/DA has a minimum of three approved executives in its employ;
   * no approved executive of the Sponsor/DA has been -
     + convicted of an offence resulting from dishonesty, fraud or embezzlement;
     + censured of fined by a self-regulatory organisation or recognised professional body;
     + barred from entry into any profession or occupation;
     + convicted in any jurisdiction of any criminal offence or an offence under legislation relating to the Companies Act or the FMA; and
     + a director or alternate director or officer of a company at the time such company was convicted of any criminal offence or an offence under legislation relating to the Companies Act or the FMA.

*(Please note that details with the name of the approved executive/s should be provided with this submission to the JSE if any the statement under this paragraph 1 cannot be made).*

1. the signed affidavits from all of the approved executives of the Sponsor/DA pursuant to paragraph 16.14 of Schedule 16 of the Listings Requirements are attached, being –
   * […………………………..];
   * […………………………..];
   * […………………………..];
2. all Sponsor/DA staff has complied with the Code of Ethics and Standard for Professional Conduct pursuant to the Appendix to Schedule 16 of the Listings Requirements;
3. the Sponsor/DA has a procedures manual in place conforming with paragraph 16.22 of Schedule 16 of the Listings Requirements;
4. all applicant issuers of the Sponsor/DA were advised on the application of the Listings Requirements;
5. all annual reports submitted on behalf of the applicant issuers of the Sponsor/DA complied with the Listings Requirements;
6. all announcements submitted on SENS on behalf of applicant issuers of the Sponsor/DA complied with the Listings Requirements;
7. all listing applications submitted *via* Webstir on behalf of applicant issuers of the Sponsor/DA complied with the Listings Requirements;
8. to the extent applicable, the JSE was informed immediately if the Sponsor/DA became aware that, or had reason to believe, that an applicant issuer or any of its directors or agents breached any of the provisions of the Listings Requirements;
9. all the directors of applicant issuers of the Sponsor/DA completed and submitted the required Schedule 13 (Directors Declaration) pursuant to the provisions of the Listings Requirements;
10. all the directors of applicant issuers of the Sponsor/DA were advised in respect of their responsibilities and obligations arising from the Listings Requirements and in particular what is required from directors to enable holders of securities and the public to be able to appraise the position of the applicant issuer on an ongoing basis and to avoid the creation of a false market pursuant to the provisions of the FMA; and
11. the Sponsor/DA has discharged all its responsibilities in terms of Schedule 12 – Working Capital, to the extend required.

[To be signed and dated by all approved executives]