**Annual Financial Statement Questionnaire – Equity and Hybrid Issuers**

**(Audited financial statements complying with paragraphs 8.62 and 8.63)**

**Issuer Name \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Financial year \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

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| **JSE LR REF** | **SUMMARY [ Primary Listings – Mainboard and AltX]** | **State reference/ Page number.** |
| **8.62** | **Minimum content of annual financial statements** The annual financial statements must:(a) be drawn up in accordance with the national law applicable to a listed company.(b) be prepared in accordance with International Financial Reporting Standards and for a South African company the SA financial reporting requirements (as applicable) (but see Section 18 in respect of dual listings and listings by overseas companies). (c) fairly present the financial position, changes in equity, results of operations and cash flows of the group; and(d) be the consolidated annual financial statements. |  |
| **8.63** | **Issuers are required to disclose the following in their annual financial statements:**  |  |
| **8.63(a**) | **The statement referred to in 3.84(k)** |  |
| **8.63(b)** | **The information on unlisted securities set out in paragraph 4.23(b)**(b) the share register must show that the securities are unlisted and a statement detailing the number and status of the unlisted securities must appear in the applicant’s annual financial statements; |  |
| **8.63(c)** | **Headline earnings per share:**in respect of each current financial year and the immediately preceding financial year, a headline earnings per share and a diluted headline earnings per share figure must be disclosed, together with an itemised reconciliation between headline earnings and the earnings used in the calculation of earnings per share. |  |
| **8.63(d)** | **Disclosure of directors’ interests, including a director who has resigned during the reporting period:**1. the aggregate of the direct and indirect beneficial interests of the directors (and his/her associates) in, and the direct and indirect interest of each director’s holding in the share capital of the listed company, including the director’s holdings which are subject to security, guarantee, collateral or otherwise pursuant to paragraph 3.63(b)(ix). The statement should include by way of a note any change in those interests occurring between the end of the financial year and the date of approval of the annual financial statements or, if there has been no such change, disclosure of that fact; and
2. comparative figures for the previous year must be presented.

3.63(b) such announcement shall contain the following information:(ix) in respect of a transaction pursuant to paragraph 3.64(h), the announcement must disclose the nature, term and amount of the financial obligation as well the number, value and class of securities offered as security, guarantee, collateral or otherwise. |  |
| **8.63(e)** | **Major shareholders:**the interest of any shareholder, other than a director, who, in so far as it is known to the company, is directly or indirectly beneficially interested in 5% or more of any class of the listed company’s capital, together with the amount of each such shareholder’s interest or, if there are no such shareholders, an appropriate negative statement. |  |
| **8.63(f)** | **The information on public shareholders set out in paragraphs 3.43.**3.43 An issuer must disclose in its annual financial statements the following concerning its securities held by the public (as defined in paragraphs 4.25 to 4.27, however excluding paragraph 4.25(d)):1. the number of public securities holders for every class of listed securities.
2. the percentages of each class of securities held by public and non-public shareholders; and
3. the disclosure for non-public shareholders must be analysed in accordance with the categories set out in paragraphs 4.25 to 4.27, however excluding paragraph 4.25(d).
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| **8.63(g)** | **Share incentive schemes:**the listed company must, in respect of its or its subsidiary companies’ share incentive schemes, summarise the details and terms of options in issue at the beginning of the financial period, cancelled or issued during the financial period and in issue at the end of the financial period, the number of securities that may be utilised for purposes of the scheme at the beginning of the financial period, changes in such number during the financial period and the number of securities available for utilisation for purposes of the scheme at the end of the financial period;Consider disclosures required in terms of Schedule 14.3 (e) & 14.8 |  |
| **8.63(h)** | **Disclosure of individual directors’ remuneration and benefits, including those of any director who has resigned during the reporting period, as itemised in paragraph 7.B.7 in respect of each current financial year and the immediately preceding financial year.** |  |
| **8.63(i)** | **Transactions**disclosure of the fact where there is a material change to the initial estimates of a contingent consideration payable or receivable, in terms of an acquisition or disposal, as used in any previously disclosed pro forma financial effects calculations. |  |
| **8.63(j)** | **Issues for cash:** details must be given of all issues of securities for cash during the period under review, distinguishing between general and specific issues and including, at least, the number of securities issued, the price at which they were issued and, in the event of a specific issue to non-public shareholders as defined in paragraph 4.25, to whom they were issued.  |  |
| **8.63(k)** | **Repurchased equity securities:**details must be disclosed in respect of the repurchase by an issuer of its own equity securities or a purchase by a subsidiary of equity securities in its holding company (in accordance with section 48 of the Act) during the period under review.In respect of the above repurchase of equity securities by the issuer and/or subsidiary, the following should be disclosed:(1) the total number of equity securities repurchased;(2) in relation to the total number, the number of equity securities:1. which were repurchased by a subsidiary of the issuer;
2. which have reverted to authorised but unissued equity securities of the issuer in accordance with section 35(5) of the Act; and
3. which have reverted to authorised but unissued equity securities of the issuer in accordance with section 35(5) of the Act where the repurchased equity securities were acquired by the issuer from treasury shares;

(3) the average price paid for the repurchased equity securities, calculated by dividing the total amount paid by the total number of repurchased equity securities; |  |
| **8.63(l)** | **For a property entity, the information set out in paragraph 13.37;**Annual financial statements13.37 The information required in terms of paragraphs 13.18 and 13.19(a) to (c) must be prepared on the entire property portfolio, for inclusion in the annual financial statements. The issuer’s auditor shall modify the audit report as considered appropriate in cases of non-compliance with the disclosure requirements of this paragraph. |  |
| **8.63(m)** | **For an investment trust entity, the information set out in paragraph 15.6;**Annual financial statements15.6 In addition to the information specified in Section 8, an investment entity must report the information required in paragraph 15.5 in its annual financial statements. |  |
| **8.63(n)** | **Any restrictive funding arrangements undertaken by an issuer and/or any of its subsidiaries must be disclosed. The disclosure must include the following details:** (a) the restriction(s) on specified events attaching to the funding arrangement; (b) the funding provider(s); and (c) the amount of the funding;The information in paragraphs 8.63(a), (e), (f) and (l) can be presented outside of the information on which the auditor issues their audit opinion.  |  |
| Reporting restatements **Practice Note 3/2017** | 3) How to report a restatementInstead of communicating the restatement notification to the JSE via e-mail, the notification must be produced to the JSE when submitting the annual financial statements and annual compliance certificate through WEBSTIR. The notification must:1. contain sufficient information through a detailed narrative for the JSE to understand the nature and circumstances that led to each specific restatement;
2. details regarding how and when the need for restatement was identified;
3. the impact of the restatement on previously published results;
4. other than in the instance of 2(iii) above, include a letter from the chairman of the audit committee confirming that the board has considered the circumstances that lead to the restatement and has implemented steps to prevent the reoccurrence of such a restatement;
5. in the instance where another restatement occurs after the audit committee letter has been issued, the notification should highlight this fact; and
6. where the further restatement referred to in 3(v) above is a related matter, explain how the audit committee has addressed the fact that the preventative measures it implemented in terms of its initial notification to the JSE did not succeed.
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