**SPECIALIST SECURITIES (Section 19) – CHECKLIST**

**CLIENT:**

**JSE REFERENCE**:

This documentation will be subject to the turnaround times as stipulated in paragraph 16.3 in the Listings Requirements.

# Company name:

**Round of comments:**

**Introduction:**

My comments are given in the following ways

1. Under the heading “Principle issues and general comments” I will list all the principle issues you did not comply with as well as the general comments.
2. The checklist details all the requirements for the specific transaction. Comments on the checklist means the following:

* “Please note” – means that you don’t need to comply with the requirement. NB: the issuer may be required to comply with the requirement at a later stage, e.g. those sections that will be required in the Final pricing supplement.
* “N/A” means that you do not have to comply with that specific requirement in this circular.
* “√” means that the requirements has been complied with to the JSE’s satisfaction
* “Blank” means that you still have to comply with the specific requirement or advise that it is N/A.
* OS = Outstanding
* Any other comment on the checklist will be of a more specific nature.
* “Confirmed n/a” – Means that the advisors have confirmed this item to be not applicable.

1. Under the heading “Outstanding Documents” you will find details of documents that was not submitted.

Please don’t hesitate to call me if something is not clear.

**CFO:**

**Tel: 011 520 xxxx**

**General comments and principle issues:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **JSE Section 19 Listings Requirement** | **Sponsor’s 1st Comment** | | **JSE Comments** | | **JSE 2nd Comments** |
| **Criteria for the Issuer** |  | |  | |  |
| 19.1 – 19.9) Kindly take note of the requirements |  | |  | |  |
| 19.10) The issuer must meet the following criteria, unless specifically exempt by the JSE in the case of specific securities |  | |  | |  |
| 1. it must be a member of the Banking Association of South Africa and regulated under the Banks Act of 1990 or the equivalent foreign legislation in the case of foreign issuers. |  | |  | |  |
| 1. it must prove to the JSE that it has the relevant expertise to issue securities or has the access to such expertise. |  | |  | |  |
| 1. the issuer must be generally acceptable to the JSE, having regard primarily, but not only, to the interests of investors and the objects of the FMA. |  | |  | |  |
| 1. the issuer must be in conformity with the applicable laws of its place of incorporation, having obtained all necessary statutory, or other, consents required to apply for and maintain a listing of securities; and |  | |  | |  |
| 1. it must either: 2. satisfy the JSE:  * that it has net tangible assets of not less than R2 billion in jurisdictions acceptable to the JSE; and * undertake that, throughout the duration of the issue, it will maintain at least R2billion of its assets in the above mentioned jurisdictions;   or   1. provide a guarantee from a third party that is acceptable to the JSE and such guarantor must comply with the provisions set out in paragraphs 19.10(a) and 19.10(e)(i) above. If the guarantor is not resident in South Africa, the guarantee must state that South African law governs the guarantee and that the guarantor accepts the exclusive jurisdiction of the South African courts. |  | |  | |  |
| 1. An issuer of specialist securities must comply with the following provisions of Section 4 with respect to conditions for listing: Paragraphs  * 4.1 and 4.2 Introduction * 4.6 and 4.7 Applicant to be duly incorporated * 4.8 and 4.9 Directors and Company Secretary * 4.14 to 4.16 Status of securities * 4.17 Transferability of securities |  | |  | |  |
| 1. An issuer of specialist securities must comply with Section 18, in the case of a dual listed issuer. |  | |  | |  |
| **Market Making** |  | |  | |  |
| 19.11 – The Issuer must - |  | |  | |  |
| 1. Appoint a market maker and such duly appointed market maker must undertake to maintain a secondary market in the securities. |  | |  | |  |
| 1. Confirm that it will always in normal market circumstances, endeavour to provide and maintain a reasonable bid and offer. Circumstances when the JSE may relieve the issuer from its responsibility to maintain a reasonable bid and offer until the issue is resolved include, (but are not limited to), when there is no bid and offer in the underlying market, when in the opinion of the calculation agent an instrument can be reasonably shown to have no value, when an issuance is sold out and/or the issuer is experiencing difficulties. The JSE may, in its sole discretion, determine that an issuer be relieved of this responsibility for a specific period or issuance of securities. |  | |  | |  |
| **Requirements for the placing document** | | | | |  |
| 19.12) The JSE requires issuers to make use of a placing document that must comply with the following: |  | |  | |  |
| 1. the placing document must comply with the Listings Requirements. |  | |  | |  |
| 1. the placing document must be updated by the issuer and approved by the JSE where changes to the placing document are required. |  | |  | |  |
| 1. any supplementary documents submitted under the placing document must adhere to the Listings Requirements. The JSE may allow certain information that is of a generic nature to be included in the placing document which can then be cross referenced in the pricing supplement. |  | |  | |  |
| 19.13) The placing document must include the following - |  | |  | |  |
| 1. in respect of the issuer 2. its full name. |  | |  | |  |
| 1. its place and date of incorporation. |  | |  | |  |
| 1. the full names and addresses of its directors (or in the event that the issuer is not a company, the persons with corresponding duties and powers as a director in relation to the issuer) |  | |  | |  |
| 1. a description by the directors of any material changes in the financial or trading position of the issuer since the end of the last financial period for which annual financial statements have been published, or an appropriate negative statement. The board of directors must confirm that the aforementioned material change statement has been made after due and careful enquiry and that there has been no involvement by the auditors in making such statement. Where the auditors were involved, their exact involvement including their scope and conclusion must be clearly explained. |  | |  | |  |
| 1. information on any legal or arbitration proceedings, including any such proceedings that are pending or threatened of which the issuer is aware, that may have, or have had, a material effect on its financial position, or an appropriate negative statement. |  | |  | |  |
| 1. if the issuer obtained a credit rating for the issuer itself or for the placing document, such fact must be disclosed in the placing document. |  | |  | |  |
| 1. a description of the rights of the holders of securities in the event of the liquidation and business rescue proceedings of the issuer. |  | |  | |  |
| 1. a description of how the proceeds generated from the issuing of the securities will be used by the issuer; |  | |  | |  |
| 1. a statement that the JSE’s approval of the listing of the securities is not to be taken in any way as an indication of the merits of the issuer or of the securities, that the JSE has not verified the accuracy and truth of the contents of the listing documentation and that to the extent permitted by law, the JSE will not be liable for any claim whatsoever. |  | |  | |  |
| 1. a limitation of liability provision must be provided in the placing document, that the JSE takes no responsibility for the contents of the placing document, pricing supplements, or the annual report (as amended or restated from time to time) or the amendments to the annual report, makes no representation as to the accuracy or completeness of any of the foregoing documents and expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of placing document, pricing supplements, or the annual report (as amended or restated from time to time) |  | |  | |  |
| 1. a statement that claims against the JSE Guarantee Fund may only be made in respect of trading in securities on the JSE and in accordance with the terms of the rules of the Guarantee Fund, and can in no way relate to a default by the issuer of its obligations in terms of the issue of securities by the issuer. |  | |  | |  |
| 1. the names and addresses of the advisors and transfer secretaries to the issuer. |  | |  | |  |
| 1. in respect of any guarantor, the matters listed in 19.13(a)(i) to (vi) |  | |  | |  |
| 1. details of the underlying asset/s in respect of which the securities will be issued, including 2. any relevant recently published information relating to the underlying asset/s; and 3. any other information the JSE may deem appropriate. |  | |  | |  |
| 1. a statement that the placing document and pricing supplement are available on the issuer’s website; |  | |  | |  |
| 1. a statement detailing the risks of investing in securities . This should include details of the trading risk as well as the risk of the issuer not being able to fulfill its obligations, notwithstanding the fact that the issuer will have been obliged to comply with the Listings Requirements. Every placing document (excluding issuers of ETFs, ABSs and DRs) must contain a similar risk statement to the following on the front of the document and may be amended as applicable   *“Prospective purchasers of any securities should ensure that they fully understand the nature of the securities and the extent of their exposure to risks, and that they consider the suitability of the securities as an investment in the light of their own circumstances and financial position.*  *Specialist securities involve a high degree of risk, including the risk of losing some or a significant part of their initial investment. Potential investors should be prepared to sustain a total loss of their investment in such securities. The securities represent general, unsecured, unsubordinated, contractual obligations of the issuer and rank pari passu in all respects with each other.*  *Purchasers are reminded that the securities constitute obligations of the issuer only and of no other person. Therefore, potential purchasers should understand that they are relying on the credit worthiness of the issuer.”* |  | |  | |  |
| 1. if applicable, the nature of the guarantee, security, and credit enhancement of the issuer |  | |  | |  |
| 1. disclosure to investors of all possible material risks and uncertainties facing the issuer, the industry in which it operates and the securities themselves |  | |  | |  |
| 1. the issuer must accept full responsibility for the accuracy of the information contained in the placing document. The placing document must include the following statement   *“The issuer certifies that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made as well as that the placing document contains all information required by law and the JSE Listings Requirements, The issuer shall accept full responsibility for the accuracy of the information contained in the placing document, pricing supplements and the annual financial report, the amendments to the annual financial report or any supplements from time to time, except as otherwise stated therein”* |  | |  | |  |
| 1. a statement that upon exercise or settlement (as applicable), the issuer is responsible for settlement and not the JSE nor any other exchange; and |  | |  | |  |
| 1. any other information that the JSE may deem appropriate. |  | |  | |  |
| **Financial Information** |  | |  | |  |
| 19.14) An issuer making application for the registration of a placing document must comply with the following |  | |  | |  |
| 1. the financial information shall either be included in the placing document or incorporated by reference in the placing document at the time of the listing of the security or registration of the placing document. Where information is incorporated by reference and is made available in electronic form:  * the documents shall be made easily accessible when accessing the issuer’s website * the documents cannot be modified * the website shall not contain hyper-links, with the exception of links to electronic addresses where information incorporated by reference is available * the investor shall have access to downloading and printing of the documents |  | |  | |  |
| 1. an issuer making application for the registration of a placing document must have published and submitted financial statements to the JSE which –   Please confirm paragraphs (b)(i – iii) |  | |  | |  |
| 1. Notwithstanding the provisions of paragraph 19.14(b)(i), financial statements of an issuer relating to a period shorter than three years may be accepted provided the JSE is satisfied that – Please see paragraphs (i) and (ii) |  | |  | |  |
| 1. Where the placing document or issuance of securities is guaranteed, the financial information of the guarantor must be prepared in accordance with 19.14(b). Such financial information must be made available for inspection at the registered office of the issuer for as long as securities are issued and outstanding under the placing document. The applicant issuer and guarantor must publish a notice of availability announcement on SENS stating when and where such financial information will be available for inspection. |  | |  | |  |
| 1. Financial information referred to in paragraphs 19.14 (b) and 19.14 (c) must be prepared in accordance with IFRS. |  | |  | |  |
| **Ancillary documents** | | | | |  |
| 19.15) The placing document must be accompanied by: |  | |  | |  |
| 1. a formal application substantially in form and in accordance with Schedule 1 of the Listings Requirements; |  | |  | |  |
| 1. the pricing supplement (if applicable); |  | |  | |  |
| 1. certified copies of the guarantee and/or the credit enhancement agreement (if applicable); |  | |  | |  |
| 1. the general undertaking by the applicant issuer in the form of a resolution of the Board, certified by the chairman complying with Schedule 3 of the Listings Requirements (or the relevant authorised governing body of the applicant issuer); |  | |  | |  |
| 1. the memorandum of incorporation of the issuer (if applicable); |  | |  | |  |
| 1. the annual financial report of the issuer and guarantor (if applicable) in respect of the periods referred to in paragraphs 19.14(b) and 19.14(c) above |  | |  | |  |
| 1. the experts’ consent letters (if applicable); |  | |  | |  |
| 1. exchange control approval (if applicable); |  | |  | |  |
| 1. regulatory approval: where regulatory approval for the issue and/or listing of securities is required from other regulators, the JSE will not grant approval for the issue and/or listing until such time as it receives a copy of the related approval/ruling; |  | |  | |  |
| 1. a draft of the announcement referred to in paragraph 19.27 |  | |  | |  |
| 1. index license agreement (if applicable); and |  | |  | |  |
| 1. such other information as may be required by the JSE. |  | |  | |  |
| **Requirements for Pricing Supplement** | | | | |  |
| 19.16) The pricing supplement must include the following terms of the issue: |  | |  | |  |
| (a) the initial price level and issued amount (if applicable); |  | |  | |  |
| (b) the strike price and strike ratio (if applicable); |  | |  | |  |
| (c) the expiry date; |  | |  | |  |
| (d) the procedure to be followed in the event of an exercise of a security (if applicable); |  | |  | |  |
| (e) the procedure in the event that a holder of security fails to exercise its rights prior to the expiry date; |  | |  | |  |
| (f) in the event of the issuer providing for a cash payment where any one or more holders of securities fail to exercise their rights under the securities prior to the expiry date, a statement that payment will be made through Strate on the payment date; |  | |  | |  |
| (g) how corporate actions in the underlying asset or assets or affecting the underlying asset or assets will influence the rights of the holders of securities; |  | |  | |  |
| (h) any tax implications; |  | |  | |  |
| (i) whether or not the holders of securities will receive any distributions receivable on the underlying asset/s and the frequency thereof; |  | |  | |  |
| (j) the effect of any corporate actions or restructuring by the issuer; |  | |  | |  |
| (k) a statement that any change in the terms of the securities must be approved by extraordinary resolution, excluding the votes of the issuer, any guarantor and their associates; and |  | |  | |  |
| (l) a directors’ responsibility statement in compliance with paragraph 19.13(i) above. |  | |  | |  |
| 19.17 The contents of the pricing supplement relating to an index and index product securities must include: |  | |  | |  |
| (a) a description of the index, including the name of the publisher of the index, its date of establishment and how it is compiled; |  | |  | |  |
| (b) the identity of the party that sponsors and/or calculates the index; |  | |  | |  |
| (c) an explanation of the computation of the index; |  | |  | |  |
| (d) the frequency with which the index is updated and published; |  | |  | |  |
| (e) the provisions in the event of modification and discontinuance of the index; |  | |  | |  |
| (f) the historic highs and lows of the index for the last five years; |  | |  | |  |
| (g) the closing spot level or closing price at the last practicable date; and |  | |  | |  |
| (h) authority to use the index from the party that sponsors and/or calculates the index |  | |  | |  |
| **Submission process** |  | |  | |  |
| 19.18) Kindly take note of the requirement |  | |  | |  |
| 19.19) Kindly take note of the requirement |  | |  | |  |
| **Continuing Obligations** |  | |  | |  |
| 19.20)(a) – (i) Kindly take note of the requirements |  | |  | |  |
| **Application for additional listing** |  | |  | |  |
| 19.21) All Applications for the listing of additional securities shall be - |  | |  | |  |
| (a) In the case of a subsequent issue of securities under placing document, made by submitting a draft pricing supplement prior to the issue date (if material amendments are made to the terms of the placing document, a revised placing document must be submitted to the JSE) |  | |  | |  |
| (b) In the case of a further issue of securities made under an existing issue (tap issue), the issuer will advise the JSE in writing of the terms of such further issue. |  | |  | |  |
| (c)Supported by a duly executed resolution of the board, the legal authority, specifically authorising the subsequent issue and further issue and listing. |  | |  | |  |
| (d) Announced on SENS prior to the issue date of securities. |  | |  | |  |
| **Changes to existing securities or placing document** |  | |  | |  |
| 19.22) Kindly take note of the requirement. |  | |  | |  |
| 19.23) Kindly take note of the requirement. |  | |  | |  |
| 19.24) Any corporate action proposed by an issuer is to be undertaken in accordance with the Listings Requirements, read with the corporate action timetables contained in Schedule 18 unless otherwise agreed to by the JSE. |  | |  | |  |
| **Circulars** |  | |  | |  |
| 19.25) An issuer must comply with the following provisions of Section 11 with regard to circulars - |  | |  | |  |
| Paragraphs - |  | |  | |  |
| 11.1) Contents of all circulars and pre-listing statements |  | |  | |  |
| 11.2) Approval |  | |  | |  |
| 11.43) Embargo placed on company announcements/circulars |  | |  | |  |
| 11.44) Name and logo of a sponsor |  | |  | |  |
| **Signing and Dating** |  | |  | |  |
| 19.26) The placing document and pricing supplements (if applicable) must be signed by the authorised directors or an appropriate legal authority. The signatories shall be deemed to have authorised the publication of the placing document. Every signature to the placing document shall be dated, and the latest of such dates shall be deemed to be the date of the placing document. |  | |  | |  |
| **Announcements** |  | |  | |  |
| 19.27) Kindly take note of the requirement and ensure compliance. |  | |  | |  |
| 19.28) Kindly take note of the requirement. |  | |  | |  |
| 19.29) Kindly take note of the requirement. |  | |  | |  |
| **Basic parameters for securities that track or reference an index** |  | |  | |  |
| 19.30) If the securities to be listed will track or reference an index it must be issued over an index or index product acceptable to the JSE in accordance with paragraphs 19.31 to 19.42 relating to index disclosures and acceptable index calculators. |  | |  | |  |
| **Index disclosures and acceptable index calculators** |  | |  | |  |
| **General** |  | |  | |  |
| 19.31) Issuers wishing to list any instruments where an index in referenced must ensure that the ground rules comply with paragraph 19.35 and index calculators must comply with paragraphs 19.36 to 19.41. |  | |  | |  |
| 19.32) As per the JSE’s website. |  | |  | |  |
| 19.33) Issuers must submit an application to the JSE illustrating full compliance with paragraphs 19.35 to 19.41 prior to the listing of any instrument with an index as underlying. |  | |  | |  |
| 19.34) Issuers will not be permitted to make use of an index without a valid index license agreement obtained from the index sponsor. |  | |  | |  |
| **Transparency** |  | |  | |  |
| 19.35) The construction of the index, including the treatment of various corporate actions (where applicable), must be clearly documented in a ground rule summary document and this document must be publicly available on the issuer’s website to ensure full transparency. |  | |  | |  |
| The JSE will have regard to the following principles in considering whether the comprehensive ground rules document is acceptable - |  | |  | |  |
| (a) – (n) |  | |  | |  |
| **Experience** |  | |  | |  |
| 19.36) The index calculator must satisfy the JSE that it has adequate experience in calculating indices. The JSE will have regard to the following principles in considering whether an index calculator has the required experience - |  | |  | |  |
| (a) The index calculator will be expected to have sufficient staff with considerable relevant experience. Experience could include the calculation of in-house benchmarks, custom indices or having worked with or been employed by an acceptable index calculator for a considerable period. |  | |  | |  |
| (b) The index calculator must prove that it has enough knowledge and experience in dealing with the impact of corporate actions (where applicable) on indices. This will be achieved by displaying a track record of handling corporate actions (where applicable) that it has dealt with. |  | |  | |  |
| **Independence** |  | |  | |  |
| 19.37) Kindly ensure compliance |  | |  | |  |
| **Continuity** |  | |  | |  |
| 19.38) Kindly ensure compliance |  | |  | |  |
| **Technology** |  | |  | |  |
| 19.39) Kindly ensure compliance |  | |  | |  |
| **Continuing Obligations** |  | |  | |  |
| 19.40) The index calculator is approved based on the information presented to the JSE with the initial application and in order to maintain standards on a continuing basis the issuer of any securities after due and careful inquiry must notify the JSE in February each year of any significant changes including - |  | |  | |  |
| (a) |  | |  | |  |
| (b) |  | |  | |  |
| (c) |  | |  | |  |
| **Other** |  | |  | |  |
| 19.42) Kindly confirm whether this is applicable |  | |  | |  |
| **Fees** |  | |  | |  |
| 19.43) Kindly take not of the requirement. |  | |  | |  |
| **Warrants** |  |  | |  | | |
| 19.44) This section sets out the requirements for the listing of warrants as defined. The provisions of paragraph 19.1 to 19.43 apply to warrants in addition to the requirements set out in paragraphs 19.45 to 19.49 below. |  |  | |  | | |
| **General** |  |  | |  | | |
| 19.45) |  |  | |  | | |
| (a) May not expire sooner than three months or later than eight years after the date of issue, unless otherwise agreed by the JSE. |  |  | |  | | |
| (b) Must be scrip settled in accordance with the terms of the warrant issue, provided that the issuer may provide for a cash alternative. |  |  | |  | | |
| (c) Must be issued at a strike ratio acceptable to the JSE. |  |  | |  | | |
| (d) May be “covered” or “uncovered” and such fact must be disclosed in the pricing supplement. |  |  | |  | | |
| (e) May be listed over any underlying instrument/product acceptable to the JSE. |  |  | |  | | |
| 19.46) IN relation to basket warrants - |  |  | |  | | |
| (a) The constituents in the basket must comply with paragraph 19.42. |  |  | |  | | |
| (b) The suspension or removal of a security in the basket will not automatically lead to the suspension or removal of the warrant, but the calculation agent must make an adjustment to the warrant, subject to JSE approval. |  |  | |  | | |
| 19.47) The JSE will allow issuers to list barrier warrants. The JSE will also allow issuer to list intra-day barrier warrants, provided the following conditions are met by the issuer - |  |  | |  | | |
| (a) The issuer must make an offer price after the barrier/stop loss or knock-out level has been breached in 1 million warrants at 1 cent and must agree to acceptcontra any purchases that may result. |  |  | |  | | |
| (b) Immediately after the barrier/stop loss or knock-out level has been reached, the issuer must e-mail the JSE Corporate Actions Team ([corporateactions@jse.co.za](mailto:corporateactions@jse.co.za)) and telephone a member of the Corporate Actions Team with a request to suspend the relevant warrant/s. Communications by the issuer to the JSE may only be made by a duly authorised representative of the issuer. |  |  | |  | | |
| (c)These conditions must be stated in the pricing supplement and the formal application |  |  | |  | | |
| **Basic parameters for underlying securities** |  |  | |  | | |
| 19.48) Warrants issued over securities may only be issued in respect of a company that complies with the following criteria - |  |  | |  | | |
| (a) The securities in respect of which the warrants are issued must be listed on the JSE or on any other exchange that is acceptable to the JSE. |  |  | |  | | |
| (b) The company’s securities must have a liquidity rating of 1 or 2 in terms of the rules relating to trading on the JSE trading system; or on any other basis that the JSE may decide. |  |  | |  | | |
| 19.49) If trading in a company’s securities, which is the underlying asset of a warrant, is suspended by the JSE or any other exchange on which the company is listed, the listing of the relevant warrants will also be suspended. |  |  | |  | | |
| **Structured Products** |  |  | |  | | |
| 19.50) This section sets out the requirements for the listing of structured products as defined. The provisions of paragraphs 19.1 to 19.10 and 19.12 to 19.43 apply to structured products in addition to the requirements set out in paragraphs 19.51 and 19.52 below. |  |  | |  | | |
| **Criteria for listing** |  |  | |  | | |
| 19.51) The structured product - |  |  | |  | | |
| (a) Must be satisfactory to the JSE in accordance with paragraph 19.42. |  |  | |  | | |
| (b) Must have an unwind level published in the event that an investor seeks to redeem the structured product. |  |  | |  | | |
| 19.52) If the structured product references an index, such index must be acceptable to the JSE in accordance with paragraph 19.13. |  |  | |  | | |
| **Exchange traded notes** |  |  | |  | | |
| 19.53) This section sets out the requirements for the listing of exchange traded notes as defined. The provisions of paragraph 19.1to 19.43 above apply to ETNs in addition to the requirements set out in paragraphs 19.54 to 19.59 below - |  |  | |  | | |
| **General** |  |  | |  | | |
| 19.54) ETNs track the performance of a specified security or other assets, which include, but are not limited to, indices, commodities, currencies or any other asset acceptable to the JSE. |  |  | |  | | |
| The underlying asset or security referred to above must - |  |  | |  | | |
| (a) Be sufficiently liquid to satisfy the JSE that there will be proper price formation in the ETN. |  |  | |  | | |
| (b) If the underlying asset or security constitutes an index, such index must be acceptable to the JSE in accordance with paragraph 19.31. |  |  | |  | | |
| 19.55) ETNs must be open-ended in nature unless otherwise determined by the JSE. |  |  | |  | | |
| **Criteria for listing** |  |  | |  | | |
| 19.56) The mechanics of the ETN must be satisfactory to the JSE and must be issued over an asset referred to in paragraph 19.54 above. |  |  | |  | | |
| 19.57) In the case of ETNs that make provision for distributions to noteholders, such distributions must be announced in accordance with the requirements stipulated in Schedule 18. |  |  | |  | | |
| 19.58) An issuer with or seeking a listing of an ETN on the JSE is required to comply with and satisfy all applicable Listings Requirements detailed below and as modified by the provisions set out below - |  |  | |  | | |
| (a) details of all parties involved in the ETN structure and must give an indication of the cost ratio applicable to the ETN. |  |  | |  | | |
| (b) a description of the index, including the name of the publisher of the index, its date of establishment and how it is compiled. |  |  | |  | | |
| (c) a description of the constituent stocks (if applicable) |  |  | |  | | |
| (d) ETNs must have a net asset value that is calculated in a transparent manner. |  |  | |  | | |
| (e) the pricing supplement and marketing material must include a warning statement regarding the credit risk of the issuer and specify the characteristic differences between ETFs and ETNs. |  |  | |  | | |
| **Daily publication** |  |  | |  | | |
| 19.59) The issuer must publish the following on its website each day - |  |  | |  | | |
| (a) the NAV, showing the fair value based on the index level for the preceding day, and the accrued costs incurred in the ETN. |  |  | |  | | |
| (b) the accrued distributions that are distributable to ETN holders, if applicable. |  |  | |  | | |
| (c) the index level for the preceding day. |  |  | |  | | |
| **Exchange Traded Funds (“ETFs”)** |  |  | |  | | |
| 19.60) This section sets out the requirements for the listing of exchange traded funds as defined. The provisions of paragraphs 19.1 to 19.7, 19.9, and 19.11 to 19.43 above apply to ETFs in addition to the requirements set out in paragraphs 19.61 to 19.71 below. |  |  | |  | | |
| **General** |  |  | |  | | |
| 19.61) The underlying asset or security tracked by the ETF must be sufficiently liquid to satisfy the JSE that there will be proper price formation in the ETF. |  |  | |  | | |
| **Criteria for ETF’s** |  |  | |  | | |
| 19.62) ETFs must |  |  | |  | | |
| 1. Be open ended in nature unless otherwise determined by the JSE |  |  | |  | | |
| 1. Have a NAV that is calculated in a transparent manner and published on the issuer’s website |  |  | |  | | |
| 1. Be issued over an asset as referred to in paragraph 19.61. |  |  | |  | | |
| 19.63) The arranger or management company of the ETF must prove to the JSE that it has the relevant expertise to issue securities or has the access to such expertise. |  |  | |  | | |
| 19.64) The legal structure and mechanics of the ETF must be satisfactory to the JSE. The JSE must be consulted at an early stage before formal application for listing is made. An ETF structured as a CIS must also obtain registration as a CIS Structure from the FSB before formal application for listing is made. |  |  | |  | | |
| 19.65) In the case of ETFs that make provision for distributions to security holders, such distributions must be made on at least an annual basis. Such distributions must be announced in accordance with the requirements stipulated in Section 3 relating to dividends and in accordance with the requirements stipulated in Schedule 18. |  |  | |  | | |
| 19.66) The ETF must be fully covered by the underlying asset or assets that the ETF references at all times. |  |  | |  | | |
| **Continuing obligations** |  |  | |  | | |
| 19.67) An ETF issuer may make written application to the JSE for the removal of the listing of any of its securities from the list and/or the deregistration of the placing document stating the time and date it wishes the removal of listing to be effective. The JSE may grant the request for removal, provided that the following procedures have properly been applied and perfected - |  |  | |  | | |
| 1. The assets underlying the ETF have been liquidated for the benefit of the investors. |  |  | |  | | |
| 1. An in-specie pro rata distribution of the assets underlying the ETF is made to investors. |  |  | |  | | |
| 19.68) The applicant issuer is required to comply with Section 3 to the extent applicable under paragraph 19.20. |  |  | |  | | |
| **Placing documents** |  |  | |  | | |
| 19.69) In addition to the disclosure requirements set out in paragraph 19.13 above, an applicant issuer of ETFs must include the following in a placing document - |  |  | |  | | |
| 1. A statement to the effect that investors must seek their own independent tax advice. |  |  | |  | | |
| 1. Details of all parties involved in the ETF structure and an indication of the cost ratio applicable to the ETF. |  |  | |  | | |
| 1. If applicable, a description of the index, including the name of the publisher of the index, its date of establishment and how it is compiled. |  |  | |  | | |
| 1. A description of the constituent stocks/assets (if applicable). |  |  | |  | | |
| 1. The identity of the party that sponsors and/or calculates the index. |  |  | |  | | |
| 1. An explanation of the computation of the index. |  |  | |  | | |
| 1. The frequency with which the index is updated and published. |  |  | |  | | |
| 1. The provisions in the event of modification and discontinuance of the index. |  |  | |  | | |
| 1. The authority to use the index from the party that sponsors and/or calculates the index |  |  | |  | | |
| **Daily publication** |  |  | |  | | |
| 19.70) The issuer must publish the following details on its website each day - |  |  | |  | | |
| 1. The NAV of the security, showing the fair value based on the index level from the preceding day. |  |  | |  | | |
| 1. The accrued reserves distributable to ETF holders (If applicable) |  |  | |  | | |
| 1. The index lever (if applicable) for the preceding day. |  |  | |  | | |
| 1. The accrued costs incurred in the ETF (if applicable) |  |  | |  | | |
| 1. The index constituents (if applicable) |  |  | |  | | |
| 1. Constituent shares applicable to index for creation and redemption purposes. |  |  | |  | | |
| **Creations and redemptions of existing ETF securities** |  |  | |  | | |
| 19.71) Applicant issuers may increase or decrease the issue size of existing ETFs, subject to the submission of a memorandum detailing the specific terms of the increase or decrease in issue size. |  |  | |  | | |
| **Asset Backed Securities (“ABS”)** |  |  | |  | | |
| 19.72) This section sets out the requirements for the listing of asset backed securities as defined. The provisions of paragraphs 19.1 to 19.9 ad 19.12 to 19.43 apply to ABSs, in addition to the requirements set out in paragraphs 19.73 to 19.85 below – |  |  | |  | | |
| **General** |  |  | |  | | |
| 19.73 – 19.75) Kindly take note of the requirements. |  |  | |  | | |
| **Criteria for listing of asset backed securities** |  |  | |  | | |
| 19.76) An issuer of ABS must - |  |  | |  | | |
| (a) have committed capital (to be received from the issue) of at least R50 million prior to listing, or such other amount as determined by the JSE after taking account of the nature of the asset and instrument. |  |  | |  | | |
| (b) be issued through an issuer that has the quality of insolvency remoteness from the arranger. |  |  | |  | | |
| (c) Kindly ensure compliance with the requirement. |  |  | |  | | |
| (d) have a management agreement with a service provider and an arrangement for an alternative service provider over the life of the structure if so required. |  |  | |  | | |
| 19.77) Where the underlying assets are equity in nature the ABS must - |  |  | |  | | |
| (a) have underlying assets that are listed on the JSE, unless otherwise agreed to by the JSE. |  |  | |  | | |
| (b) be fully covered at all times. |  |  | |  | | |
| (c) have underlying assets which are minority interests and must not confer legal or management control of the listed companies. |  |  | |  | | |
| 19.78) Where the underlying assets have been rated, the credit rating with respect to the underlying assets must be disclosed. |  |  | |  | | |
| 19.79) Where a rating agency from which an issuer had obtained a credit rating has been removed, replaced or substituted, or if a new credit rating agency has been engaged, disclosure of the date the event occurred and the circumstances surrounding the change must be made on SENS. |  |  | |  | | |
| 19.80) The issuer of the ABS must have a liquidity facility in place in order to service cash flows to investors as provided for in the placing document in the event of corporate actions, interest payments or any other receivables resulting in cash flow from the underlying assets. |  |  | |  | | |
| 19.81) The issuer must satisfy the JSE that it has the relevant expertise to arrange an issue of ABS or has access to such expertise. |  |  | |  | | |
| 19.82) In the instance where the performance of the ABS is guaranteed, such guarantor must be acceptable to the JSE. If such guarantor is not resident in the Republic of South Africa, the guarantee must state that South African law governs the guarantee and that the guarantor accepts the exclusive jurisdiction of the South African courts. |  |  | |  | | |
| **Continuing Obligations** |  |  | |  | | |
| 19.83)(a)(i-v) Kindly take note of the requirements |  |  | |  | | |
| **Placing document** |  |  | |  | | |
| 19.84) In addition to the disclosure requirements set out in paragraph 19.13 above, an issuer of ABS must include the following in the placing document - |  |  | |  | | |
| (a) a statement to the effect that investors must seek their own independent tax advice. |  |  | |  | | |
| (b) in respect of any guarantor, the matters referred to in paragraph 19.82 must be provided. |  |  | |  | | |
| (c) with regard to the underlying assets used to back ABS, the following must be disclosed - |  |  | |  | | |
| (i) the legal jurisdiction(s) to which the assets are subject. |  |  | |  | | |
| (ii) the type(s) of assets. |  |  | |  | | |
| (iii) the expiry or maturity date(s) of the assets. |  |  | |  | | |
| (iv) the value of the assets. |  |  | |  | | |
| (v) an indication of significant representation and warranties given to the issuer relating to the assets. |  |  | |  | | |
| (vi) the method of origination. |  |  | |  | | |
| (vii) a description of the principal insurance policies, including the names, and, where appropriate, the addresses and a brief description of the providers (if any). Any concentration with one insurer should be disclosed if it is material to the transaction. |  |  | |  | | |
| (viii) the principal terms and conditions of the obligations must be stated. |  |  | |  | | |
| (ix) the information required by paragraph 19.13(d)(i) and (ii) should be included in respect of the underlying equity securities. |  |  | |  | | |
| (x) the provisions in the event of modifications and/or discontinuance of securities that make up the assets of the issuer. |  |  | |  | | |
| (xi) the closing spot price of all the securities within the asset pool. |  |  | |  | | |
| (d) additional information is required as follows - |  |  | |  | | |
| (i) an indication of significant representations and warranties given to the issuer relating to the assets. |  |  | |  | | |
| (ii) the method of origination or creation of the assets. |  |  | |  | | |
| (iii) any rights to substitute the assets and a description of the assets that they may be substituted for |  |  | |  | | |
| (iv) where the assets consist of obligations of 10 or fewer obligors, or where an obligor accounts for 10% or more of the assets, so  far as the issuer is aware and/or is able to ascertain from information published by the obligor(s), the information required in  respect of each obligor will be the same as that which would be required if it were itself the issuer of the securities to be listed,  unless it is already listed on a stock exchange acceptable to the JSE, or the obligations are guaranteed by an entity listed on a  stock exchange acceptable to the JSE, in which case only the name, address, country of incorporation, nature of business and  name of the exchange on which its securities are listed must be disclosed in respect of the obligor and the guarantor (if  applicable). Any relationship between the issuer, guarantor and obligor, if any, must be included. The principal terms and  conditions of the obligations must be stated, except where the obligations are securities listed on a stock exchange acceptable to  the JSE. |  |  | |  | | |
| (v) where the assets consist of obligations of more than 10 obligors, or where an obligor accounts for less than 10% of the assets,  the general characteristics and descriptions of the obligors must be given. |  |  | |  | | |
| (vi) a description of the different tranches of securities issued (if applicable) and the effect of default and possible cash flows  relating to each tranche of the securities. |  |  | |  | | |
| (e) a description of the structure of the transaction; |  |  | |  | | |
| (f) an explanation of the flow of funds (if any) stating - |  |  | |  | | |
| (i) how the cash flow from the assets is expected to meet the issuer’s obligations to holders of the securities; |  |  | |  | | |
| (ii) an indication of any investment parameters for the investment of temporary liquidity surpluses that may occur; |  |  | |  | | |
| (iii) any fees payable by the issuer; |  |  | |  | | |
| (g) the name, address, description and significant business activities of the administrator or equivalent, (if any) together with a  summary of the administrator’s responsibilities and a summary of the provisions relating to the termination of the appointment of  the administrator and the appointment of an alternative administrator; |  |  | |  | | |
| (h) the names and addresses and brief description of - |  |  | |  | | |
| (i) any parties that participate in the structure by providing a form of performance guarantee on the securities; |  |  | |  | | |
| (ii) any other party involved in the structure; |  |  | |  | | |
| (i) additional information is required for ABS regarding an explanation of the flow of funds stating - |  |  | |  | | |
| (i) information on any credit enhancements, an indication of where material potential liquidity shortfalls are expected to occur  and the availability of any liquidity supports and an indication of provisions to cover interest and liquidity shortfall risks. |  |  | |  | | |
| (ii) how payments are collected in respect of the assets. |  |  | |  | | |
| (iii) the order of priority of payments made by the issuer to the holders of the class of securities in question. |  |  | |  | | |
| (iv) details of any other arrangements upon which payments of interest and principal to investors are dependent. |  |  | |  | | |
| (v) information regarding the accumulation of surpluses in the issuer. |  |  | |  | | |
| (vi) details of any subordinated debt finance. |  |  | |  | | |
| (j) the names, addresses and brief description of any swap counter parties and any providers of other material forms of  Enhancement. |  |  | |  | | |
| (k) the names, addresses and brief description of the banks with which the main bank accounts relating to the transaction are  Held. |  |  | |  | | |
| (l) details regarding the relationship between any parties, including outside the ordinary course of business, involved in the  transaction agreements who may be able to influence or control the issuer. Any relationship between the issuer, guarantor and obligor, if any, must be included. |  |  | |  | | |
| (m) information on any legal or arbitration proceedings, including any proceedings that are pending or threatened, of which the  issuer is aware, that may have or have had a material effect on the ability of the issuer to meet its obligations in respect of the  ABSs or an appropriate negative statement. |  |  | |  | | |
| **Documents to be submitted to the JSE** |  |  | |  | | |
| 19.85) The documentation referred to in paragraph 19.15 must be submitted to the JSE via a sponsor. |  |  | |  | | |
| **Depository Receipts** |  |  | |  | | |
| 19.86) This section sets out the requirements for the listing of sponsored DRs and unsponsored DRs as defined. The following provisions apply to sponsored DRs - |  |  | |  | | |
| Paragraph - |  |  | |  | | |
| 19.1 and 19.2 |  |  | |  | | |
| 19.4 to 19.6 |  |  | |  | | |
| 19.8 |  |  | |  | | |
| 19.18 and 19.19 |  |  | |  | | |
| 19.21 |  |  | |  | | |
| 19.25 to 19.28 |  |  | |  | | |
| 19.30 |  |  | |  | | |
| 19.87 to 19.90 |  |  | |  | | |
| 19.92 to 19.95 |  |  | |  | | |
| 19.97 to 19.101 |  |  | |  | | |
| The following provisions apply to unsponsored DRs - |  |  | |  | | |
| Paragraph - |  |  | |  | | |
| 19.1 and 19.2 |  |  | |  | | |
| 19.4 to 19.8 |  |  | |  | | |
| 19.10(a) to (d) |  |  | |  | | |
| 19.18 to 19.19 |  |  | |  | | |
| 19.26 to 19.28 |  |  | |  | | |
| 19.30 |  |  | |  | | |
| 19.87 to 19.89 |  |  | |  | | |
| 19.91 to 19.94 |  |  | |  | | |
| 19.96 to 19.105 |  |  | |  | | |
| **General** |  |  | |  | | |
| 19.87) Due to the complex nature of DRs the JSE must be consulted at an early stage before formal application for listing is made.  Depending on the nature and structure of any particular issue, the requirements set out in the following paragraphs may be  modified or additional requirements may apply. |  |  | |  | | |
| **Sponsor** |  |  | |  | | |
| 19.88) The issuer of both sponsored and unsponsored DRs must comply with the provisions of Section 2 regarding the  appointment of a sponsor. In relation to unsponsored DRs, the depository will carry out limited duties and responsibilities, in  accordance with the provisions set out below. |  |  | |  | | |
| **Criteria for DRs** |  |  | |  | | |
| 19.89) An applicant issuer or depository seeking a listing of DRs must satisfy the following criteria - |  |  | |  | | |
| (a) it must be a sponsored or unsponsored DR |  |  | |  | | |
| (b) the DRs must be issued by a depository which must be independent of the issuer or underlying entity. |  |  | |  | | |
| (c) The depository must maintain adequate arrangements to safeguard DR holders' rights to the securities to which the DRs relate,  and to all rights relating to the securities and all money and benefits that it may receive in respect of them, subject only to  payment of the remuneration and proper expenses of the issuer of the depository. |  |  | |  | | |
| (d) the entity referred to in (c) above must hold in trust or custody, for the sole benefit of the holders of DRs, the securities to  which the DRs relate, all rights relating to the securities and all the money and benefits that it may receive in respect of them,  subject only to payment of remuneration and proper expenses of the entity. |  |  | |  | | |
| (e) the DRs must be fully covered at all times |  |  | |  | | |
| (f) the DRs must be fully paid up and freely transferable. |  |  | |  | | |
| (g) the securities which the DRs represent must be free from all liens and any restrictions on the right of transfer to the  Depository. |  |  | |  | | |
| (h) there must be a duly signed deposit agreement in accordance with paragraph 19.94 in place between the issuer, the depository  and the custodian (if applicable), for sponsored DRs. |  |  | |  | | |
| (i) there must be a duly signed unsponsored terms and conditions in accordance with paragraph 19.94 for unsponsored DRs. |  |  | |  | | |
| (j) the entity referred to in (c) above must be independent from the issuer or underlying entity, unless otherwise agreed to by the  JSE, and such entity must be insolvency remote. |  |  | |  | | |
| 19.90) An issuer of sponsored DRs must - |  |  | |  | | |
| (a) demonstrate to the JSE that it meets the Listings Requirements set out in paragraphs 18.1 to 18.6. |  |  | |  | | |
| (b) be in full compliance with all the requirements of the exchange on which it has its listings. |  |  | |  | | |
| 19.91) For unsponsored DRs, the underlying entity must - |  |  | |  | | |
| (a) be sufficiently liquid to ensure efficient price formation in the secondary market |  |  | |  | | |
| (b) have its primary listing on another exchange and it must |  |  | |  | | |
| (i) be listed on an exchange that is a member of the World Federation of Exchanges, and such primary listing must be  at least on an equivalent board/exchange to the JSE Main Board |  |  | |  | | |
| (ii) have a subscribed capital, as defined in section 4.28(a) of at least R500 million |  |  | |  | | |
| 19.92) The depository must satisfy the JSE that it has the relevant expertise to arrange an issue of DRs or has access to such  expertise |  |  | |  | | |
| 19.93) Arrangements must be made to the satisfaction of the JSE’s Clearing and Settlement Division, to ensure that sufficient DRs are available on the South African DR register. |  |  | |  | | |
| **The Deposit agreement or unsponsored terms and conditions** |  |  | |  | | |
| 19.94) The deposit agreement for sponsored DRs, or unsponsored terms and conditions for unsponsored DRs, must provide  without limitation for the following - |  |  | |  | | |
| (a) In the case of sponsored DRs, the appointment of the depository by the issuer with authorisation to act on behalf of the issuer  in accordance with the deposit agreement. |  |  | |  | | |
| (b) the status of DRs as instruments, representing ownership interests in securities of an issuer or underlying entity, that have  been deposited via the depository. |  |  | |  | | |
| (c) the status of beneficial holders of DRs as the legal owners of those DRs. |  |  | |  | | |
| (d) the role of the depository to issue DRs, the role of the depository to issue DRs as agent of the issuer in the case of sponsored  DRs, and to arrange for the deposit of the securities which the DRs represent. |  |  | |  | | |
| (e) the duties of the depository, which must include the duty to keep in South Africa and make available for inspection a register  of holders of DRs and the transfers of the DRs, as well as the duty to keep a record of the deposits of securities which the DRs  represent, the issue of DRs, the cancellation of DRs and the withdrawal of securities. |  |  | |  | | |
| (f) the role and duties of the custodian, if applicable, appointed by the depository to hold the deposited securities for the account  of the depository on behalf of the holders of the DRs, segregated from all other property of the custodian. |  |  | |  | | |
| (g) the mechanism for the issue and registration of DRs by the depository upon receipt of securities in the issuer or underlying  entity and the form of the DR. |  |  | |  | | |
| (h) the right of DR holders to surrender DRs to be cancelled in exchange for the delivery of the shares which the DRs represent,  subject to payment of any applicable charges and taxes and any legal or regulatory restrictions. |  |  | |  | | |
| (i) the right of DR holders to corporate action entitlements. The deposit agreement or unsponsored terms and conditions should  address the rights (if any) and procedures applying to cash distributions, distributions of shares, rights issues or any other  distribution accruing to the securities which the DRs represent, as per Schedule 18 or in such other manner acceptable to the JSE. |  |  | |  | | |
| (j) to the extent applicable, the right of DR holders to exercise the voting rights attached to the securities represented by the DRs  and the procedures by which DR holders will be notified of shareholder meetings or solicitations of proxy votes and their  entitlement to issue instructions to the depository as to how to exercise their voting rights. |  |  | |  | | |
| (k) the manner in which any corporate action, or other reclassification of the issuer or underlying entity's securities, will be  represented by and accrue to the DRs, in accordance with the principle that holders of DRs are to be treated as having generally  equivalent rights to holders of the securities which the DRs represent. |  |  | |  | | |
| (l) the conditions and process for the issue of new DRs if any DR instrument is lost, destroyed, stolen or mutilated (if  applicable) |  |  | |  | | |
| (m) the obligations of holders of DRs, including any liabilities for taxes and other charges and the obligation to disclose the  beneficial ownership of the DRs on request of the issuer (for sponsored DRs), the depository or the JSE. |  |  | |  | | |
| (n) a clear statement of the fees and charges payable by holders of DRs, including fees and charges payable to the depository and  the custodian (if applicable) |  |  | |  | | |
| (o) procedures for the replacement or removal of the depository and/or the custodian, by or with the consent of the issuer in the  case of sponsored DRs, including an obligation to inform DR holders by advance announcement, of any prospective resignation,  removal and replacement of the depository and/or the custodian. |  |  | |  | | |
| (p) procedures for the amendment of the deposit agreement or unsponsored terms and conditions. |  |  | |  | | |
| (q) the governing law of the deposit agreement or unsponsored terms and conditions should be that of South Africa or, if another  jurisdiction is chosen, one that is generally used in accordance with international practice and that is acceptable to the JSE. |  |  | |  | | |
| (r) For sponsored DRs - |  |  | |  | | |
| (i) the procedures by which the depository and/or the custodian, at the direction of the depository, will, in consultation  with the issuer for sponsored DRs, fix corporate action dates in accordance with Schedule 18. |  |  | |  | | |
| (ii) the procedures by which the depository will, at the direction of the issuer, dispatch to holders of DRs copies of all  notices, reports, voting forms or other communications sent by the issuer to its shareholders. |  |  | |  | | |
| (iii) an obligation to provide sponsored DR holders with a minimum of 30 days notice period prior to any material  changes to the unsponsored terms and conditions being effected. |  |  | |  | | |
| (t) For unsponsored DRs - |  |  | |  | | |
| (i) an obligation to provide unsponsored DR holders with a minimum of 30 days’ notice period prior to any material  changes to the unsponsored terms and conditions being effected. |  |  | |  | | |
| (ii) the procedures by which the depository will notify holders of DRs as to where copies of all notices, reports, voting  forms or other communications published by the underlying entity to its shareholders can be obtained. |  |  | |  | | |
| **Listing documents in respect of sponsored DRs** |  |  | |  | | |
| 19.95 An issuer must produce a listing document and address the following in such document - |  |  | |  | | |
| (a) disclosure as follows - |  |  | |  | | |
| (i) in respect of the issuer and the depository - |  |  | |  | | |
| 1. its full name. |  |  | |  | | |
| 2. its place and date of incorporation. |  |  | |  | | |
| 3. the full names and addresses of its directors; (or in the event that the issuer is not a company, the persons  with corresponding duties and powers in relation to the issuer of the DRs ); |  |  | |  | | |
| (ii) a statement that the JSE’s approval of the listing of the DR is not to be taken in any way as an indication of the  merits of the issuer of the DR, and that the JSE has not verified the accuracy and truth of the contents of the  documentation and that to the extent permitted by law, the JSE will not be liable for any claim of whatsoever kind. |  |  | |  | | |
| (iii) the names and addresses of the advisors and transfer secretaries to the issuer, if any. |  |  | |  | | |
| (iv) a statement to the effect that investors must seek their own independent tax advice. |  |  | |  | | |
| (v) every pre-listing statement must contain the following statement on the front of the document:  “Prospective purchasers of any DRs must ensure that they understand fully the nature of the product and the  extent of their exposure to risks, and that they consider the suitability of DRs as an investment in light of their  own circumstances and financial position” |  |  | |  | | |
| (b) the provisions relating to pre-listing statements as set out in paragraphs 18.11 to 18.18. |  |  | |  | | |
| (c) full details of the deposit agreement must be included as per paragraph 19.94. |  |  | |  | | |
| (d) any other details that the JSE may deem appropriate. |  |  | |  | | |
| **Listing documents in respect of unsponsored DRs** |  |  | |  | | |
| 19.96 The depository must produce a listing document and include the following in such document - |  |  | |  | | |
| (a) in respect of the underlying entity to the extent available through public filings, as well as the depository - |  |  | |  | | |
| 1. its full name. |  |  | |  | | |
| 2. its place and date of incorporation. |  |  | |  | | |
| 3. the description of business of the underlying entity. |  |  | |  | | |
| 4. The alpha code, ISIN number, and a description of where information on the underlying entity can be obtained. |  |  | |  | | |
| (b) a statement that the JSE’s approval of the listing of the DR is not to be taken in any way as an indication of the merits of the issuer of the DR, and that the JSE has not verified the accuracy and truth of the contents of the documentation and that to the extent permitted by law, the JSE will not be liable for any claim of whatsoever kind. |  |  | |  | | |
| (c) the names and addresses of the advisors and transfer secretaries to the issuer, if any. |  |  | |  | | |
| (d) a statement to the effect that investors must seek their own independent tax advice. |  |  | |  | | |
| (e) every listing document must contain the following statement on the front of the document:  “Prospective purchasers of any DRs must ensure that they understand fully the nature of the product and the extent of their exposure to risks, and that they consider the suitability of DRs as an investment in light of their own circumstances and financial position. It must be noted that it is the investors’ responsibility to seek and obtain the information pertinent to the underlying entity. |  |  | |  | | |
| (f) full details of the unsponsored terms and conditions must be included as per paragraph 19.94. |  |  | |  | | |
| (g) any other details that the JSE may deem appropriate. |  |  | |  | | |
| **Continuing Obligations** |  |  | |  | | |
| 19.97 to 19.99) Kindly take note of the requirements. |  |  | |  | | |
| **Documents to be submitted to the JSE on application for listing** |  |  | |  | | |
| 19.100 The following documentation must be submitted to the JSE for approval via a sponsor or depository in the case of  unsponsored DRs - |  |  | |  | | |
| (a) the listing document. |  |  | |  | | |
| (b) exchange control approval. |  |  | |  | | |
| (c) the deposit agreement or unsponsored terms and conditions, depository agent agreement, and custody agreement. |  |  | |  | | |
| (d) the formal application for listing complying with Schedule 1. |  |  | |  | | |
| (e) confirmation in writing from the Central Securities Depository that the applicant has been approved in terms of the Central  Securities Depository Rules and Directives. |  |  | |  | | |
| (f) such other information as may be requested by the JSE. |  |  | |  | | |
| **Announcements** |  |  | |  | | |
| 19.101)(a)(i-ii) Kindly take note of the requirements |  |  | |  | | |
| **Responsibilities of the depository for unsponsored DRs** |  |  | |  | | |
| 19.102 to 19.103(a) – (j) Kindly ensure compliance with the requirements. |  |  | |  | | |

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| **General** |  |  |  |
| 19.105 AMC provides exposure to the performance of an underlying portfolio of assets. The portfolio is  discretionarily managed by a portfolio manager based on a specific investment mandate. The  investment mandate should be limited to investments in assets acceptable to the JSE and the  underlying assets must be sufficiently liquid for proper price formation.  The following assets are deemed acceptable to the JSE: |  |  |  |
| 1. Securities, as defined in the FMA, listed on a recognised exchange; |  |  |  |
| b) derivatives on listed securities (excluding derivatives on commodities and currencies)However, the effective exposure of derivatives must be limited to 10% of the total market value of the portfolio and only used for efficient portfolio management purposes; |  |  |  |
| c) commodities of which trading prices are readily and publicly available; |  |  |  |
| d) currencies of which trading prices are readily and publicly available; and |  |  |  |
| e) any other asset acceptable to the JSE. |  |  |  |
| **Criteria for AMC** |  |  |  |
| 19.107 An AMC must reference a single portfolio that is actively managed by an independent portfolio  manager. |  |  |  |
| 19.108 The portfolio manager of the reference portfolio must be independent from the issuer and must  implement the strategy as determined by the investment mandate of the reference portfolio. The issuer must be able to demonstrate that the reference portfolio manager acts in a neutral and objective manner without any undue influence from the issuer. The issuer must confirm to  the JSE that the portfolio manager complies with the following: |  |  |  |
| a) Cat II discretionary FSP, authorised by the FSCA; |  |  |  |
| b) A Member of the JSE, authorised to manage discretionary funds; or |  |  |  |
| c) Or any foreign manager with the equivalent status. |  |  |  |
| 19.109 The issuer must adhere to the liquidity requirements pursuant to paragraph 19.118. |  |  |  |
| **Placing document or Pricing Supplement** |  |  |  |
| 19.110 In addition to the disclosure provisions pursuant to paragraphs 19.16 and 19.17 above, an issuer must include the following additional information in the pricing supplement: |  |  |  |
| a) a statement that investors must obtain their own independent tax advice; |  |  |  |
| b) the name of the portfolio and the portfolio manager; |  |  |  |
| c) a statement that the portfolio manager is independent from the issuer; |  |  |  |
| d) the investment mandate of the reference portfolio must be included under the terms  and conditions section of the placing document; |  |  |  |
| e) in relation to the investment mandate, the following additional details must be disclosed:  (i) the investment universe of eligible securities;  (ii) applicable benchmark for the performance of the portfolio; and  (iii) the investment theme and applicable sectors that the portfolio will invest; |  |  |  |
| (f) in the event of any amendments being made to the investment mandate, the provisions of paragraphs 19.22 and 19.23(b)(i) in relation to approval from the AMC holders and the JSE will apply; |  |  |  |
| e) the cost applicable to the AMC; |  |  |  |
| g) the methodology used to calculate the RPV and iRPV,if applicable. This disclosure must  clearly state that the credit risk assessment and impact on the valuation of the AMC is  independent from the calculation of RPV and iRPV, if applicable; |  |  |  |
| i) disclosure of the location on the issuer’s website of the following:  (i) RPV; and  (ii) iRPV or portfolio composition file or both; |  |  |  |
| j) if iRPV is published and the underlying portfolio is not published, the conditions under which the publication of iRPV will be halted. This must include disclosure that the  publication of the iRPV will be halted if 10% of the listed underlying portfolio’s pricing  (excluding derivatives pursuant to section 19.105 (b)) is no longer continuously  available on an actively traded public market; |  |  |  |
| k) disclosure on how the liquidity requirements pursuant to paragraph 19.118 will be  achieved:  (i) if a market maker is appointed pursuant to paragraph 19.118(a), disclosure of  the location on the issuer’s website where the iRPV and or daily published  portfolio composition file (if applicable) can be found; and  (ii) if an agent is appointed pursuant to paragraph 19.118(b), disclosure –  (aa) whether all the costs relating to the provision of liquidity will accrue to  the portfolio or not; and  (bb) the location on the issuer’s website where the bid and offer spread  applied by the agent can be found. |  |  |  |
| l) a warning statement regarding the credit risk of the issuer; and |  |  |  |
| m) disclosure of the location on the issuer’s website where the detailed disclosure of the  material risks of the issuer can be found. |  |  |  |
| **Continuing obligations** |  |  |  |
| 19.111 The issuer is required to comply with paragraphs 19.20, and to Section 3 to the extent applicable under paragraph 19.20(i). |  |  |  |
| 19.112 The issuer must publish on its website or any other freely available platform:  (a) the iRPV or the portfolio composition file of the AMC;  (b) the RPV of the portfolio after close of business each trading day;  (c) the total cost of the AMC; and  (d) a monthly fact sheet of the portfolio pursuant to Form K of Schedule 2. The prescribed fact sheet must be made available on the issuer’s website within 30 days of the month end. At the time the fact sheet is made available on the issuer’s website, the issuer must immediately announce the availability of the fact sheet on SENS with a weblink to the issuer’s website. |  |  |  |
| 19.113 The issuer must publish on SENS any change in the bid and offer spread, where an agent is appointed pursuant to paragraph 19.118(b). |  |  |  |
| 19.114 The issuer must inform the JSE immediately when the publication of the iRPV has been halted. The JSE will consider suspension of the listing of the AMC and, if trading is suspended, will lift the suspension once the iRPV publication has been resumed. |  |  |  |
| 19.115 The issuer must inform the JSE immediately of any leak of information with respect to the underlying constituents and weightings of the portfolio. |  |  |  |
| 19.116 The issuer must confirm to the JSE annually, in the certificate pursuant to paragraph 1.20, that the reference portfolio manager has complied with the investment mandate of the portfolio and the JSE Listing Requirements |  |  |  |
| 19.117 Distributions, if applicable, made to the AMC holders must be announced through SENS in accordance with the corporate action timetable pursuant to Schedule 2 Form H1. |  |  |  |
| **Liquidity requirements** |  |  |  |
| 19.118 An issuer must either appoint a market maker or an agent subject to meeting the requirements below. The issuer must confirm to the JSE that the necessary procedures are in place to ensure  that the market maker or agent will only provide the liquidity in the market based on information available in the public domain to comply with the provisions of the FMA.  (a) Appointment of a market maker as principal.  The market maker must be appointed pursuant to paragraph 19.11. If the market maker is not in a position to provide the liquidity based on the iRPV only, the issuer must publish the portfolio composition file on a daily basis.  (b) Appointment of agent  The issuer may only appoint an agent where no portfolio composition file is published on a daily basis. If an issuer elects to publish the portfolio composition file on a daily basis, then it must immediately appoint a market maker referred to in (a) above. |  |  |  |