

## FORM A3

### Application for a listing of securities resulting from acquisitions, amalgamations/mergers, take-overs, share incentive schemes and convertible securities

- 1.1 The application for a listing of securities resulting from acquisitions, take-overs, share incentive schemes and convertible securities must contain the following:
- (a) a description of and the number of securities for which a listing is applied and the date of listing;
  - (b) the reason for allotment and issue;
  - (c) the date of allotment;
  - (d) the date of issue of securities;
  - (e) a statement that when the securities are issued and listed, they will rank *pari passu* in all respects with existing issued and listed securities of the same class;
  - (f) the applicant's present authorised and issued capital;
  - (g) the issued capital after the issue of the securities that are subject of the application;
  - (h) confirmation that, in respect of an acquisition of assets, the assets have been transferred into the name of the applicant or will be upon issue of the securities or other means of consideration settlement;
  - (i) with regard to shares that are being issued in respect of the achievement of a profit warranty, reference to the date and medium (e.g. publication or in the annual financial statements) in which the details of the transaction were announced;
  - (j) where the application relates to a vendor consideration placing,
    - (i) confirmation that the issuer has complied with paragraph 5.62; and
    - (ii) in relation to (h) above and to the extent that the asset/s involve property (as defined in Section 13) which is/are the subject of the vendor consideration placing has/have not yet been transferred into the name of the applicant, the board of directors of the applicant must confirm in writing to the sponsor and JSE that the acquisition/s has/have been secured in favour of the applicant by written agreement/s and, to the best of their knowledge and belief, the board of the applicant is not aware of any circumstances that may lead to the asset/s not being transferred into the name of the applicant in accordance with the terms of the acquisition agreement/s;
  - (k) the issue price of the securities; and
  - (l) the number of treasury shares held.
- 1.2 The application must be signed by the company secretary and a director, or equivalent, of the applicant and by the sponsor.
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- 1.3 The application must be accompanied by a resolution of the board of directors, or equivalent, of the applicant authorising the application for a listing together with the relevant listing fee.
  - 1.4 An application for share incentive scheme shares must include a statement confirming whether the scheme has been approved by the JSE and shareholders and, if it is utilising a previously approved block listing, the balance of shares in issue and the balance of the block listing (Rand value) before and after the block listing. The application for block listing should also include the previous application letter submitted by the issuer to the JSE.
  - 1.5 Where application is made to the JSE to list securities which are the subject of a profit warranty, a letter submitted by the issuer's auditor confirming that the conditions required for the shares to be allotted and issued have been met, is to be submitted to the JSE together with a reconciliation between the number of securities for which application is being made and the terms of the profit warranty.
  - 1.6 The application must be accompanied by the relevant agreements.
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