

## Regulatory comparison between the JSE and the LSE

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### ANALYSIS OF KEY REGULATORY AND DISCLOSURE DIFFERENCES BETWEEN THE JSE LIMITED AND THE LONDON STOCK EXCHANGE

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Set out below is an analysis of the differences in key regulatory and disclosure requirements under (i) the JSE Limited ("**JSE**") Listings Requirements ("**JSE Listings Requirements**") for issuers with a primary listing on the JSE and (ii) the Listing Rules of the Financial Conduct Authority (the "**FCA**") for premium listed companies ("**Listing Rules**"), Disclosure Guidance and Transparency Rules ("**DTRs**"), Prospectus Regulation Rules ("**PRRs**"), and the UK version of the Market Abuse Regulation which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 ("**MAR**") (the Listing Rules, DTRs, PRRs and MAR together, the "**LSE Obligations**").

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Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
1. Material price sensitive information	<p>The JSE Listings Requirements defines price sensitive information as "<i>Unpublished information that is <u>specific or precise</u> which if it were made public <u>would have a material effect</u> on the price of the issuer's securities.</i>"</p> <p>The Company must, without delay, release an announcement providing details of any development in its sphere of activity that is not public knowledge and which may, by virtue of its effect, have a material effect on the price of the Company's securities.</p> <p>The JSE Listings Requirements do not define what constitutes specific or precise information but confirms that a reasonable degree of certainty is required to conclude that information is</p>	<p>Article 7 of MAR defines "inside information" as information of a precise nature, which has not been made public, relating, <u>directly or indirectly</u>, to one or more issuers or to one or more financial instruments, and which, if it were made public, <u>would be likely to have</u> a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments.</p> <p>Article 17 of MAR requires the Company to disclose to the public "as soon as possible" inside information which directly concerns the Company.</p> <p>Under article 7(2) of MAR, information is deemed to be of a precise nature if it:</p>

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	<p>specific or precise. In addition, the material effect must be assessed both quantitatively and qualitatively. In a guidance letter issued by the JSE (read together with Practice Note 2/2015 published by the JSE) on price sensitive information, the determination of materiality is to be considered from the point of view of a reasonable investor.</p>	<ul style="list-style-type: none"> <li>• indicates a set of circumstances which exists or which may reasonably be expected to come into existence, or an event which has occurred or which may reasonably be expected to occur; and</li> <li>• is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event on the prices of the financial instruments or the related <u>derivative financial instrument</u>.</li> </ul> <p>Whether information would have a "significant effect" on the price of the Company's securities should be considered in the context of the "reasonable investor" test under article 7(4) of MAR, being that information which a reasonable investor would be likely to use as part of the basis of his or her investment decision.</p> <p>Under the guidance in DTR 2.2.5G, the Company may take account of the following factors when considering whether the information satisfies the reasonable investor test:</p> <ul style="list-style-type: none"> <li>• the significance of the information in question, which will vary widely from issuer to issuer (depending on a variety of factors such as the issuer's size, recent developments and the market); and</li> <li>• the likelihood that a reasonable investor will make investment decisions relating to the relevant</li> </ul>

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2. Delaying disclosure of price sensitive information	<p>The Company can delay announcing price sensitive information in limited circumstances if the information is kept confidential for a limited period of time.</p> <p>The JSE Listings Requirements refer to a period where the information does constitute price sensitive information, however, the Company does not have certainty in respect of the information and a period of time is then afforded to the Company to obtain that certainty provided the information is kept confidential during that period. The JSE recommends that the "limited period of time" provision must only be utilised in exceptional circumstances and emphasis is placed on</p>	<p>financial instrument to maximise his or her economic self-interest.</p> <p>Further guidance in DTR 2.2.6G lists information which is likely to be considered relevant to a reasonable investor's decision, including information which affects:</p> <ul style="list-style-type: none"> <li>• the assets and liabilities of the Company;</li> <li>• the performance, or the expectation of the performance, of the Company's business;</li> <li>• the financial condition of the Company;</li> <li>• the course of the Company's business;</li> <li>• major new developments in the business of the Company; or</li> <li>• information previously disclosed to the market.</li> </ul> <p>Under article 17 of MAR, the Company may delay disclosure of inside information provided that all of the following conditions are satisfied:</p> <ul style="list-style-type: none"> <li>• immediate disclosure is likely to prejudice the Company's legitimate interests;</li> <li>• delay of disclosure is <u>not likely to mislead the public</u>; and</li> <li>• the Company is able to ensure the <u>confidentiality</u> of the information.</li> </ul>

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	announcing information without delay when it constitutes price sensitive information.	<p data-bbox="1420 277 2074 464">Recital 50 of MAR and the ESMA MAR Guidelines delay in the disclosure of inside information’ provide examples of when it may be in the legitimate interests of the Company to delay disclosure of inside information, including:</p> <ul data-bbox="1420 496 2074 1118" style="list-style-type: none"> <li data-bbox="1420 496 2074 603">• the Company is participating in negotiations and their outcome would likely be affected by immediate public disclosure;</li> <li data-bbox="1420 635 2074 821">• the financial viability of the Company is in grave and imminent danger, where immediate disclosure would undermine negotiations designed to ensure the Company’s financial recovery (although not within the scope of applicable insolvency law); or</li> <li data-bbox="1420 853 2074 1118">• the Company is planning to buy or sell a major holding in another company and the disclosure of such information would likely jeopardise the implementation of such a plan. In this scenario the negotiations have not started and the Company should be able to explain why the planned deal is likely to fail with immediate disclosure.</li> </ul> <p data-bbox="1420 1150 2074 1257">Under Article 17(4)b of MAR, to delay disclosure, the Company must be satisfied that the delay is not likely to mislead the public.</p> <p data-bbox="1420 1289 2074 1391">If the Company does delay disclosure of inside information, it must, during the period of delay, permit disclosure to selected persons only if the recipient owes</p>

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3. Cautionary announcements	<p>The Company must publish a cautionary announcement:</p> <ul style="list-style-type: none"> <li>• immediately after it knows with certainty of any price sensitive information; and/or</li> <li>• during a period of negotiations prior to the agreement of terms in respect of transactions or corporate actions where the information constitutes price sensitive information,</li> </ul> <p>and to the extent that the confidentiality of that information cannot be maintained or may have been breached.</p> <p>Cautionary announcements serve to alert shareholders that there is potential corporate action which may materially affect the price of the listed shares. For directors who hold shares, a cautionary announcement triggers a closed period during which a director and his/her "associates" are prohibited from dealing in the Company's securities.</p>	<p>a duty of confidentiality and requires the information to carry out duties for the Company, and:</p> <ul style="list-style-type: none"> <li>• keep an internal record of specified information;</li> <li>• immediately after it announces the information following the period of delay, inform the FCA, on a specific FCA form, that there was a delay in disclosure; and</li> <li>• if requested by the FCA, provide the FCA with a written explanation of how the conditions in Article 17(4) of MAR for delay were met.</li> </ul> <p>DTR 2.2.9G acknowledges that, if the Company is faced with an unexpected and significant event, a short delay in making an announcement may be acceptable if it is necessary to clarify the situation. In such situations a holding announcement should be used where the Company believes that there is a danger of inside information leaking before the facts and their impact can be confirmed. In such circumstances the holding announcement should:</p> <ul style="list-style-type: none"> <li>• detail as much of the subject matter as possible;</li> <li>• set out the reasons why a fuller announcement cannot be made; and</li> <li>• include an undertaking to announce further details as soon as possible.</li> </ul> <p>Similarly, DTR 2.6.3G requires that, if the Company is delaying disclosure of inside information under MAR, it</p>

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4. Trading statements	<p>The Company is required to publish a trading statement as soon as it is satisfied that a reasonable degree of certainty exists that the financial results (earnings per share ("<b>EPS</b>") and headline earnings per share ("<b>HEPS</b>") for the period to be reported on next will differ by at least 20% (or 15% if paragraph 3.4(b)(vii) is applicable) (i) from the previous corresponding period or (ii) a profit forecast in terms of paragraphs 8.35 to 8.44 of the JSE Listings Requirements previously provided to the market in relation to such period.</p>	<p>should prepare a holding announcement to be disclosed in the event of an actual or likely breach of confidence. The holding announcement in this instance should also include the details set out above.</p> <p>A holding announcement will not trigger a closed period under MAR, however article 14 of MAR prevents a person from dealing in the Company's shares when they are in possession of inside information.</p> <p>Further, under DTR 2.7, if there is press speculation or market rumour regarding the Company, the Company should assess whether it must make a public disclosure of inside information under article 17(1) of MAR. If knowledge by the Company that press speculation or market rumour is false amounts to inside information, the FCA expects that there may be cases where the Company could delay disclosure under MAR (as detailed above).</p> <p>There is no corresponding specific requirement under the LSE Obligations. However, such an event may amount to inside information under MAR, in which case the Company would have to release a trading statement to update the market, unless there were circumstances justifying the delay of such disclosure.</p>

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5. Closed period	<p>Companies may elect the net asset value ("NAV") per share or dividend per share as its key performance measure for trading statement purposes, in which case the reporting threshold will be 15% as opposed to 20%.</p> <p>Issuers that publish quarterly financial results which include general commentary in each quarterly results announcement the expected performance of the issuer for the next quarter to ensure that shareholders are guided, may be exempt from publishing a trading statement in accordance with the provisions of 3.4(b)(i) to (viii) of the JSE Listings Requirements.</p> <p>A closed period is defined as:</p> <ul style="list-style-type: none"> <li>• the date from the financial year end up to the date of publication of the financial results (whether condensed, summary financial statements or annual financial statements) on the Stock Exchange News Service ("<b>SENS</b>");</li> <li>• the date from the expiration of the first six month period of a financial year up to the date of publication of the interim results on SENS;</li> <li>• the date from the expiration of the second six month period of a financial year up to the date of publication of the second interim results, in cases where the financial period covers more than 12 months;</li> </ul>	<p>The definition of a closed period under article 19 of MAR is 30 calendar days before the announcement of the Company's interim financial report or a year-end report which the Company is obliged to make public.</p>

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6. Directors' dealings (general rule)	<ul style="list-style-type: none"> <li>• in the case of reporting on a quarterly basis, the date from the end of the quarter up to the date of the publication of the quarterly results; and</li> <li>• any period when a company is trading under a cautionary announcement.</li> </ul> <p>A director (or an investment manager dealing on his behalf) may not deal in any of the Company's securities during a closed period or when he is in possession of unpublished price sensitive information.</p> <p>The rule on director's dealings applies to directors, the company secretary, prescribed officers and to directors, the company secretary and prescribed officers of a major subsidiary of the Company (i.e., a subsidiary that represents 25% or more of the total assets or revenue of the consolidated group based on the latest published financial results).</p> <p>Associates of a director do not require clearance to deal and are not precluded from dealing in a prohibited period unless the director can legally prevent the associate from dealing.</p> <p>A "prohibited period" is defined as (i) a closed period or (ii) any period when there exists any matter which constitutes price sensitive information in relation to the issuer's securities (whether or not the director has knowledge of such matter).</p> <p>Associate includes:</p> <ul style="list-style-type: none"> <li>• spouse and minor children (less than 18 years);</li> </ul>	<p>During a closed period, article 19(11) of MAR prohibits all persons discharging managerial responsibilities (i.e., all members of the administrative, management or supervisory body (including directors) and senior executives who have regular access to inside information and power to take managerial decisions affecting the future developments and business prospects of the Company ("PDMRs")) from conducting any transactions on their own account or for the account of third parties, directly or indirectly, relating to the Company's shares or debt instruments or to derivatives or other financial instruments linked to them.</p> <p>The restriction on dealing during closed periods under article 19(11) of MAR only refers to PDMRs and does not cover "persons closely associated" ("PCAs") with them. However, in accordance with good practice, these restrictions have been extended to PCAs in the Company's share dealing code.</p> <p>A PCA includes:</p> <ul style="list-style-type: none"> <li>(a) the spouse or civil partner of a PDMMR; or</li> </ul>



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	<ul style="list-style-type: none"> <li>• trust (or similar vehicle) of which a director and/or his immediate family-               <ul style="list-style-type: none"> <li>- is a beneficiary (discretionary, desired or otherwise);</li> <li>- can control 35% of the votes of trustees;</li> <li>- can appoint 35% of the trustees;</li> <li>- can appoint or change 35% of the beneficiaries;</li> </ul> </li> <li>• close corporation in which director and/or his immediate family own more than 35% or can vote more than 35%;</li> <li>• any company which a director and/or his immediate family and/or trust can –               <ul style="list-style-type: none"> <li>- control 35% or more of the votes at general meetings;</li> <li>- appoint or remove directors holding 35% or more of the votes at board meetings;</li> <li>- control 35% or more of the votes at board meetings.</li> </ul> </li> <li>• an associate of an "associate company" being–               <ul style="list-style-type: none"> <li>- the associate company's subsidiary, holding company or holding company's subsidiary;</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>(b) a PDMR's child or stepchild under the age of 18 years who is unmarried and does not have a civil partner; or</li> <li>(c) a relative who has shared the same household as the PDMR for at least one year on the date of the relevant dealing; or</li> <li>(d) a legal person, trust or partnership, the managerial responsibilities of which are discharged by a PDMR (or by a PCA referred to in paragraph (a), paragraph (b), or paragraph (c) of this definition), which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person or which has economic interests which are substantially equivalent to those of such a person.</li> </ul> <p>Article 14 of MAR prevents any person from dealing in the Company's shares when they are in possession of inside information.</p> <p>Under article 19 of MAR, PDMRs are permitted to deal during a closed period in the following circumstances:</p> <ul style="list-style-type: none"> <li>• the existence of exceptional circumstances, such as severe financial difficulty requiring the immediate sale of shares;</li> <li>• in relation to an employee share or saving scheme or a qualification or entitlements of shares; or</li> </ul>

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	<ul style="list-style-type: none"> <li>- a company whose board acts in accordance with the directions or instructions of the associate company;</li> <li>- a company "controlled" or to be "controlled" by the associate company and its associate;</li> <li>- a trust (or similar vehicle) which is "controlled" by the associate company and its associate.</li> </ul> <p>A waiver from obtaining clearance to deal may be obtained from the JSE (after consultation) where the director has no discretion in the transaction and if obtained, the announcement must explain the reasons why the director has no discretion.</p> <p>Dealings involving securities under an employee share incentive scheme (including a share incentive scheme not involving the issue of equity securities by the issuer known as a ‘non-dilutive’ scheme) must be announced. Each stage of an option must be announced, including the acceptance, acquisition, disposal and exercise.</p> <p>Dealings by a share incentive scheme itself also need to be announced save for where:</p> <ul style="list-style-type: none"> <li>• the instruction to deal was given by a participant of the scheme (other than a director) and the shares in the Company have vested in favour of the participant pursuant to the provisions of the scheme;</li> <li>• the scheme is merely facilitating the dealing on behalf of the participant;</li> </ul>	<ul style="list-style-type: none"> <li>• transactions where the beneficial interest does not change,</li> </ul> <p>provided that the PDMR is able to demonstrate that the particular transaction cannot be executed at another time.</p>

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	<ul style="list-style-type: none"> <li>the participant takes the risk of any profit or loss in respect of the dealing; and</li> <li>the trustees of the scheme, any other party responsible and the Company do not exercise any election/decision in respect of such dealing, other than following and acting on the specific instructions of the participant.</li> </ul>	
7. Directors' dealings (obligation to announce)	The Company is required to announce details of all transactions in its shares by or on behalf of directors, the company secretary, prescribed officers and to directors, the company secretary and prescribed officers of a major subsidiary of the Company (held beneficially whether directly or indirectly) and of any "associate" of the above.	<p>Article 19(1) of MAR requires PDMRs and their PCAs to notify the Company and the FCA of every transaction conducted on their own account relating to the shares or debt instruments of the Company or to derivatives or other financial instruments linked thereto, subject to the <i>de minimis</i> threshold of EUR 5,000 calculated by adding all transaction reached in a calendar year.</p> <p>Article 19(1) applies to "every transaction conducted on their own account" and it is not necessary that the PDMR or PCA is conducting the transaction themselves.</p>
8. Directors' dealings (timing of announcement)	Any director who deals in the Company's securities is required to disclose the fact that he has done so to the Company immediately and, in any event, by no later than three business days after dealing. The Company must in turn announce such information by no later than 24 hours after receipt of such information from the director concerned.	<p>Under article 19 of MAR, PDMRs and PCAs must notify the Company promptly and no later than three working days after the date of the transaction.</p> <p>The Company must in turn make that information public within two working days of receipt of any such notification.</p>
9. Directors' dealings (permission to deal)	A director may not deal in any securities relating to the Company without first advising the chairman in advance and	Whilst the LSE Obligations do not prescribe procedures for clearance to deal, the Company's share dealing code contains

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10. Transactions	<p>after receiving clearance from same. In his own case, the chairman, or other designated director, must advise the board in advance, or advise another designated director and receive clearance from the board or designated director, as appropriate. Notwithstanding, a director must not be given clearance to deal in securities of the issuer during a prohibited period (as defined in point 6 above).</p> <p>The issuer is required to keep a written record of receipt of any advice from a director and of any clearance granted. The affected director must get written confirmation from the issuer that such advice and clearance, if any, have been recorded.</p> <p>The rule on obtaining clearance to deal applies to directors, the company secretary and prescribed officers of the Company and of a major subsidiary of the Company.</p>	<p>clearance procedures which establish the process pursuant to which the Company's PDMRs, PGAs and any other person who has been told by the Company that clearance procedures apply to them must apply for and obtain written clearance from the Company before dealing in its securities.</p>
	<p>A transaction includes any acquisition or disposal of assets by a listed company or its subsidiaries. Transactions include the grant or acquisition of an option to acquire or dispose of assets.</p> <p><u>Categorisation of transactions</u></p> <p>A transaction is categorised by assessing its size relative to that of the Company. The comparison of size is made by the use of percentage ratios.</p> <p>The percentage ratios are the figures, expressed as a percentage, resulting from each of the following calculations:</p> <ul style="list-style-type: none"> <li>consideration to market capitalisation, being the consideration divided by the aggregate market value</li> </ul>	<p>Under Listing Rule 10.1.3R, a transaction:</p> <ul style="list-style-type: none"> <li>(a) (subject to paragraphs (c), (d) and (e)) includes all agreements (including amendments to agreements) entered into by the Company or its subsidiary undertakings;</li> <li>(b) includes the grant or acquisition of an option as if the option had been exercised except that, if exercise is solely at the Company's or subsidiary undertaking's discretion, the transaction will be classified on exercise and only the consideration (if any) for the option will be classified on the grant or acquisition;</li> </ul>

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	<p>of all the listed equity securities, excluding treasury shares of the listed company; or</p> <ul style="list-style-type: none"> <li>• dilution, being the number of listed equity securities issued by a listed company as consideration for an acquisition compared to those in issue, excluding treasury shares prior to the transaction; or</li> <li>• transactions to be settled partly in cash and partly in shares, the category size for such transaction is to be calculated by first assessing the cash to market capitalisation percentage and then adding this percentage to the dilution percentage.</li> </ul> <p>The different categories of transactions are:</p> <ul style="list-style-type: none"> <li>• Category 2 – a transaction where any percentage ratio is 5% or more but less than 30% of market capitalisation. The Company will be required to make an announcement immediately after the terms of the transaction have been agreed. No shareholder approval is required.</li> <li>• Category 1 – a transaction where any percentage ratio is 30% or more of market capitalisation. The Company will be required to make an announcement immediately after the terms of the transaction have been agreed and within 60 days of the announcement, post a circular to shareholders to obtain their approval (ordinary resolution 50%+1 vote).</li> </ul>	<ul style="list-style-type: none"> <li>(c) excludes a transaction in the ordinary course of business;</li> <li>(d) excludes an issue of securities, or a transaction to raise finance, which does not involve the acquisition or disposal of any fixed asset of the Company or of its subsidiary undertakings;</li> <li>(e) excludes any transaction between the Company and its wholly-owned subsidiary undertaking or between its wholly-owned subsidiary undertakings; and</li> <li>(f) excludes a purchase by the Company of its own equity securities.</li> </ul> <p><u>Categorisation of transactions</u></p> <p>A transaction is categorised by assessing its size relative to that of the Company through the use of percentage ratios and applying four different class tests: gross assets, profits, consideration and gross capital. Specific guidance on classification of transactions for listed property companies is contained in Listing Rule 10.7.</p> <p>The different categories of transactions are:</p> <ul style="list-style-type: none"> <li>• Class 2 - a transaction where any percentage ratio is 5% or more but each is less than 25%.</li> <li>• Class 1 - a transaction where any percentage ratio is 25% or more. This requires shareholder approval before the transaction can become effective.</li> </ul>

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	<ul style="list-style-type: none"> <li>• Reverse takeover - an acquisition by the Company of a business, an unlisted company or assets where any percentage ratio is 100% or more (of market capitalisation) or would result in a fundamental change in the business or in a change in board or voting control of the Company, in which case it will be a new listing. The Company will be required to make an announcement immediately after the terms of the transaction have been agreed and within 60 days of the announcement, post a circular to shareholders to obtain their approval (ordinary resolution 50%+1 vote).</li> </ul> <p>Any agreement or arrangement with a party, not being a member of the listed company's group:</p> <ul style="list-style-type: none"> <li>• under which a listed company agrees to discharge any liabilities, costs, expenses, commissions or losses incurred by that party, whether or not on a contingent basis;</li> <li>• which would be exceptional; and</li> <li>• under which the maximum liability is unlimited,</li> </ul> <p>will be treated as a category 1 transaction. Indemnities such as those customarily given in connection with sale and purchase agreements and indemnities given to advisers against liabilities to third parties arising out of providing advisory services are not "exceptional".</p>	<ul style="list-style-type: none"> <li>• Reverse takeover – a transaction where any percentage ratio is 100% or more or which in substance results in a fundamental change in the business of the Company or in board or voting control of the Company. This also requires shareholder approval, however, under the LSE Obligations, the FCA will generally (except in limited circumstances) require the cancellation of listing of the Company, and application for a new admission of the enlarged group would then be required.</li> </ul> <p>Under the Listing Rules the following transactions are treated as class 1 transactions:</p> <ul style="list-style-type: none"> <li>• any agreement or arrangement with a party (other than a wholly owned subsidiary undertaking of the Company): (a) under which the Company agrees to discharge any liabilities for costs, expenses, commissions or losses incurred by or on behalf of that party, whether or not on a contingent basis; (b) which is exceptional; and (c) under which the maximum liability is either unlimited, or is equal to or exceeds an amount equal to 25% of the average of the Company's profits (as calculated for classification purposes) for the last three financial years (losses should be taken as nil profit and included in this average). Indemnities: (i) customarily given in connection with sale and purchase agreements; (ii) customarily given to</li> </ul>

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	<p>An issue of shares for cash in a subsidiary (whether listed or not) must be categorised in accordance with the categorisation of transactions provisions.</p> <p>In addition, if a subsidiary effects an offer for subscription by way of a rights offer, the rights offer must be categorised in accordance with the categorisation of transactions provisions.</p> <p>When the consideration is deferred or may be payable in the future, the consideration used to calculate the categorisation will be the maximum possible total consideration. If the consideration is not subject to any maximum, the transaction will be treated as a category 1 transaction.</p> <p>There are no separate or additional rules for assessing the categorisation of a transaction for a property company. The same categorisation rules are used by the JSE in respect of all transactions.</p> <p>The categorisation rules do not apply where:</p> <ul style="list-style-type: none"> <li>• the transaction is in the ordinary course of business and where the percentage ratios are equal to or less than 30%; or</li> <li>• the company concluding the transaction is a financial institution dealing in funds for the benefit of shareholders.</li> </ul>	<p>underwriters or placing agents in an underwriting or placing agreement; (iii) given to advisers against liabilities to third parties arising out of providing advisory services; and (iv) specifically permitted to be given to a director or auditor under the UK Companies Act 2006, are not considered to be exceptional;</p> <ul style="list-style-type: none"> <li>• break fees of 1% or more of the market capitalisation of the Company (or in a takeover context, 1% of the value of the Company based on the offer price). All break fee arrangements in relation to the same transaction or in relation to the same target assets or business in the 12 months prior to the date the most recent arrangements were agreed (unless they were approved by shareholders) must be aggregated and approved by shareholders if together they exceed 1%;</li> <li>• if an unlisted major subsidiary undertaking (that is, one that represents 25% or more of the gross assets or profits of the group) issues equity shares for cash or in exchange for other securities or to reduce indebtedness and the issue would dilute the Company's percentage interest in that subsidiary and the economic effect of the dilution is equivalent to a disposal of 25% or more of the aggregate of the gross assets or profits of the group; and</li> </ul>

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11. Related Party Transactions	<p data-bbox="714 277 1346 384">With respect to property companies, the JSE does not consider acquisitions or disposals of properties to be "in the ordinary course of business".</p> <p data-bbox="618 432 1346 619">If the Company proposes to enter into a related party transaction it would be required to make an announcement and usually obtain shareholder approval for the proposed related party transaction. An opinion may also be required from an independent expert.*</p> <p data-bbox="618 651 1155 676">A related party transaction is a transaction by:</p> <ol data-bbox="667 708 1346 1401" style="list-style-type: none"> <li data-bbox="667 708 1346 895">1. a material shareholder being a shareholder holding (directly or indirectly) more than 10% of the voting rights of the Company, or who was within the 12 months prior to the date of the transaction a material shareholder;</li> <li data-bbox="667 927 1346 1034">2. any person who is or was within the 12 months prior to the date of the transaction, a director of the Company or its holding company;</li> <li data-bbox="667 1066 1346 1129">3. any person that falls within the definition of “family cross holdings test” of a director of the issuer;</li> <li data-bbox="667 1161 1346 1257">4. any advisor to the Company that has a beneficial interest, direct and indirect, in the Company or any of its associates;</li> <li data-bbox="667 1289 1346 1401">5. any person that is or was within 12 months prior to the date of the transaction, a principal executive officer of the Company, whether or not he is or was a director;</li> </ol>	<ul data-bbox="1422 277 2080 384" style="list-style-type: none"> <li data-bbox="1422 277 2080 384">• the terms of a joint venture agreement (for example, its exit provisions) may result in the transaction being classified as a class 1 transaction.</li> </ul> <p data-bbox="1373 432 2080 576">Under Listing Rule 11, any transaction between the Company and a related party is subject to independent shareholder approval. The class tests are the same as the tests described above (categorisation of transactions).</p> <p data-bbox="1373 608 2080 831">If each of the percentage ratios is less than 5% but one or more exceeds 0.25%, shareholder approval is not required but the Company must obtain a "fair and reasonable" opinion from a sponsor and make an announcement setting out prescribed details about the transaction ("<b>Smaller Related Party Transaction Announcement</b>").</p> <p data-bbox="1373 863 2080 1007">The Company must also aggregate all transactions entered into with the same related party (and any of its associates) in any 12-month period (unless such transactions have been previously approved by shareholders).</p> <p data-bbox="1373 1038 1603 1064">A "related party" is:</p> <ul data-bbox="1422 1096 2080 1423" style="list-style-type: none"> <li data-bbox="1422 1096 2080 1246">• a person who is (or was within the 12 months before the date of the transaction or arrangement) a substantial shareholder (able to control or exercise 10% or more of the votes); or</li> <li data-bbox="1422 1278 2080 1423">• a person who is (or was within the 12 months before the date of the transaction or arrangement) a director or shadow director of the Company or of any other company which is (and, if he has ceased to be such,</li> </ul>



Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<p>6. the asset manager or management company of a property entity (or their respective controlling shareholder) including anyone whose assets they manage or administer;</p> <p>7. the controlling shareholder of the persons mentioned above; or</p> <p>8. an associate of the persons mentioned above.</p> <p>Notwithstanding the above, the JSE may, in its sole discretion, determine that a transaction is a related party transaction if extraordinary conditions exist.</p> <p>Related party transactions are categorised as either a "Small related party transactions" or a "Related party transactions":</p> <ul style="list-style-type: none"> <li>• Small related party transactions - a transaction where any percentage ratio is less than or equal to 5% but exceeds 0.25% of market cap. The Company will be required to make an announcement and obtain a fairness opinion on the transaction. If the fairness opinion concludes that the transaction is not fair, a circular to shareholders will be required to obtain shareholder approval (ordinary resolution 50%+1 vote (excluding the related party and its associates)).</li> <li>• Related party transactions - a transaction where any percentage ratio is greater than 5% of market cap. The Company will be required to make an announcement and obtain a fairness opinion on the transaction and a circular to shareholders will be required to obtain</li> </ul>	<p>was while he was a director or shadow director of such other company) its subsidiary undertaking or parent undertaking or a fellow subsidiary undertaking of its parent undertaking; or a person exercising significant influence; or</p> <ul style="list-style-type: none"> <li>• an associate of a related party referred to above.</li> </ul> <p>There are certain exceptions to these requirements where there are no unusual features, for example, where the transaction is an issue of new shares for cash which are offered to all shareholders on the same terms or where the transaction involves the receipt of shares or grant of an option under an employees' share scheme.</p>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
12. Allotment and issue of shares or options (general issue for cash)	<p>shareholder approval. The fairness opinion does not need to be fair. (ordinary resolution 50%+1 vote (excluding the related party and its associates)).</p> <p>*Valuation reports: Where a property company enters into a transaction in respect of the acquisition or disposal of a property and the transaction is either a category 1 transaction or a related party transaction, the Company will be required to obtain a valuation report prepared by an independent registered valuer acceptable to the JSE and the circular must contain a summary of the valuation report (as opposed to a fairness opinion).</p> <p>At the time of entering into a transaction, the Company may apply for a ruling from the JSE requesting a dispensation from a particular JSE rule where compliance with requirements of both jurisdictions may lead to an anomalous result.</p>	<p>Listing Rule 9.3.11R provides that, subject to certain exceptions, a company proposing to issue equity securities for cash must first offer those equity securities in proportion to their existing holdings to:</p> <ul style="list-style-type: none"> <li>• existing holders of that class of equity shares; and</li> <li>• holders of other equity shares of the company who are entitled to be offered them.</li> </ul> <p>A circular relating to a proposed disapplication of pre-emption rights under Listing Rule 9.3.11R must include:</p>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<p>a. the approval by shareholders expressly affords the ability to the issuer to allow related parties to participate in a general issue for cash through a bookbuild process;</p> <p>b. related parties may only participate with a maximum bid price at which they are prepared to take-up shares or at a book close price; and/or</p> <p>c. Equity securities must be allocated equitably “in the book” through the bookbuild process and the measures to be applied must be disclosed in the SENS announcement launching the bookbuild.</p>	<ul style="list-style-type: none"> <li>• a statement of the maximum amount of equity securities which the disapplication will cover; and</li> <li>• if there is a general disapplication for equity securities for cash made otherwise than to existing shareholders in proportion to their existing holdings, the percentage which the amount generally disappplied represents of the total equity share capital in issue as at the latest practicable date before publication of the circular.</li> </ul> <p>Under the Pre-emption Group's guidelines (which are directed at premium listed companies, like the Company), the routine disapplication of pre-emption rights sought at annual general meeting, which should expire at the following annual general meeting, should be limited to:</p>
	<p>The JSE definition of a public shareholder is set out below:</p> <p>"...securities will not be regarded as being held by the public if they are beneficially held, whether directly or indirectly, by:</p>	<ul style="list-style-type: none"> <li>• 10% of the Company's existing issued share capital (with a further disapplication capped at 2% for a follow-on offer to retail investors) whether or not in connection with an acquisition or specified capital investment; plus</li> </ul>
	<ul style="list-style-type: none"> <li>• the directors/prescribed officers of the Company or of any of its major subsidiaries;</li> <li>• an associate of the Company or of any of its major subsidiaries</li> <li>• an associate of a director/prescribed officer of the Company or of any of its major subsidiaries;</li> <li>• the extended family of a director of the Company, as applied to the best of his knowledge;</li> </ul>	<ul style="list-style-type: none"> <li>• an additional 10% of the Company's existing issued share capital (with a further disapplication capped at 2% for a follow-on offer to retail investors) for use only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding twelve month period and is disclosed in the announcement of the issue.</li> </ul>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<ul style="list-style-type: none"> <li>• the trustees of any employees' share scheme or pension fund established for the benefit of any directors or employees of the Company or any of its subsidiaries;</li> <li>• the controlling shareholder/s; or</li> <li>• employees of the Company, where restrictions on trading in the Company's shares, in any manner or form, are imposed by the Company on such employees."</li> </ul> <p>3. securities which are the subject of general issues for cash:</p> <p>(i.) may not exceed 30% of the number of securities in issue of that class as at the date of the notice of general/annual general meeting;</p> <p>(ii.) the calculation of the relevant number of securities in issue must be a factual assessment at the date of the notice of general/annual general meeting, excluding treasury shares;</p> <p>(iii.) the specific number of shares representing the number up to 30% of the Company's securities as at the date of the notice of general/annual general meeting must be included as a number in the resolution seeking the general issue for cash authority;</p>	<p>Under the Investment Association's guidelines (which are directed at premium listed companies, like the Company), the routine directors' authority to allot shares sought at annual general meeting, which should expire at the following annual general meeting, should be limited to:</p> <ul style="list-style-type: none"> <li>• one-third of the Company's existing issued share capital; plus</li> <li>• another third provided such authority is used in connection with a fully pre-emptive rights issue.</li> </ul> <p>Listing Rule 9.5.10R provides that the price of any open offer, placing, vendor placing or offer for subscription must not be at a discount of more than 10% to the middle market price of the Company's shares at the time of announcing the terms of the open offer/offer for subscription or agreeing the placing/vendor placing. This restriction does not apply if approved by shareholders.</p>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<p>(iv.) any securities issued under the existing authority must be deducted from such number in (iii) above; and</p> <p>(v.) in the event of a sub-division or consolidation of issued securities during the life of the authority, the existing authority must be adjusted accordingly to represent the same allocation ratio;</p> <p>4. the maximum discount at which securities may be issued is 10% of the weighted average traded price of such securities measured over the 30 business days prior to the date that the price of the issue is agreed between the Company and the party subscribing for the securities;</p> <p>5. approval of the general issue for cash resolution by achieving a 75% majority of the votes cast in favour of such resolution by all shareholders present or represented by proxy at the general meeting convened to approve such resolution.</p>	
	<p>It should be noted that institutional investors usually veto or limit a Company's ability to issue shares in terms of a general issue of shares for cash as set out above.</p>	
	<p>The concept of pre-emptive rights is applicable and the JSE Listings Requirements provide that a Company proposing to issue securities for cash must first offer those securities (unless the issue is an acquisition issue) effected by way of rights offer, to existing shareholders of in proportion to their existing holdings. Only to the extent that such securities are not taken</p>	

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
13. Allotment and issue of shares or options (specific issue for cash)	<p>up by existing shareholders then be issued for cash to other persons or otherwise than in proportion.</p> <p><i>Waiver of pre-emptive rights</i></p> <p>To the extent that shareholders provide their authorisation by way of a resolution (requiring 75% majority of the votes cast) for a general or specific issue for cash, the issue by a company of shares for cash, made otherwise than to existing shareholders will be permitted.</p> <p>The Company can only make a specific issue for cash if it complies with certain requirements, including:</p> <ol style="list-style-type: none"> <li>1. the securities which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;</li> <li>2. if any of the securities are to be issued to non-public shareholders, this fact must be disclosed;</li> <li>3. the number or maximum number of securities to be issued must be disclosed;</li> <li>4. if the discount at which the securities are to be issued is not limited, this fact must be disclosed;</li> <li>5. if the discount at which the securities are to be issued is limited, such limit must be disclosed;</li> <li>6. if the issue is:               <ol style="list-style-type: none"> <li>(i.) to a related party/ies, and</li> </ol> </li> </ol>	See above.

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<p>(ii.) the price at which the securities are issued is at a discount to the weighted average traded price of such equity securities measured over the 30 business days prior to the date that the price of the issue is agreed in writing between the Company and the party subscribing for the securities,</p> <p>then such issue shall be subject to the inclusion of a statement by the board of directors confirming whether the issue is fair insofar as the shareholders (excluding the related party/ies if it/they are equity securities holders) of the Company are concerned and that the board of directors have been so advised by an independent expert acceptable to the JSE. The board of directors must obtain a fairness opinion prepared before making this statement; and</p> <p>7. approval of the specific issue for cash resolution by achieving a 75% majority of the votes cast in favour of such resolution by all equity securities holders present or represented by proxy at the general meeting convened to approve such resolution, excluding any parties and their associates participating in the specific issue for cash. A circular should be prepared and issued to shareholders.</p> <p>If the dilution as a result of a once-off issue (calculated by taking the number of securities to be issued and dividing it by the number of listed securities, excluding treasury securities held) is equal to or less</p>	

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
14. Options and convertible securities issued for cash	<p>than 0.25% and the price at which the securities are issued is equal to or at a premium to the weighted average traded price of such equity securities measured over the 30 business days prior to the date that the price of the issue is agreed in writing between the Company and the party subscribing for the securities then shareholder approval is not required.</p> <p>Shares which are the subject of a specific issue of shares for cash may be issued at any price provided that where they are issued at a discount to the 30 business day weighted average traded price, the quantum of the discount is disclosed in the circular (or if the discount is unlimited disclosure of such fact).</p>	Options or convertible securities, excluding executive and employee share schemes, issued for cash, are permitted, provided they comply with the above requirements in respect of issues for cash consideration.
	<p>Options or convertible securities, excluding executive and employee share schemes, issued for cash, or for the extinction or payment of any liability, obligation or commitment, restraint(s), or settlement of expense, are permitted, provided they comply with the above requirements in respect of specific or general issues for cash.</p> <p>If the issue is to a related party and, in respect of a general issue for cash, the discount to the market price of the option or convertible security is not known at the time of issue, or if known, among other things, exceeds 10% of the 30 business day weighted average price of the security at the date of exercise, then the issue will be subject to the inclusion of a statement by the board of directors of the Company (who must also obtain a fairness opinion from an independent expert prepared in accordance with Schedule 5) confirming the issue</p>	



Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
15. Vendor placing	<p data-bbox="618 280 1346 384">is fair insofar as shareholders (excluding any related party) are concerned and that the board has been so advised by an independent expert.</p> <p data-bbox="618 432 1346 536">Where the Company issues shares in connection with an acquisition for cash either as marketing on behalf of the vendor or to settle cash consideration due to the vendor.</p> <p data-bbox="618 568 1346 632">The JSE Listings Requirements requires the minimum placing price be to the lower of:</p> <ul data-bbox="667 663 1346 871" style="list-style-type: none"> <li data-bbox="667 663 1346 767">• a 10% discount to the 30 business day weighted average traded price prior to the date that the placing is authorised by the directors; or</li> <li data-bbox="667 799 1346 871">• a 10% discount to the 3 business day weighted average traded price prior to the date of the placing,</li> </ul> <p data-bbox="667 903 1346 1086">provided that these limits may be exceeded if approved by shareholders representing 75% of all shareholders holders present or represented by proxy at the general meeting, excluding any vendor and its associates or other party participating in the placing.</p> <p data-bbox="667 1118 1346 1222">An acquisition issue is whereby the Company's shares are issued for an acquisition to the vendor to settle the cash consideration of the acquisition.</p> <p data-bbox="667 1254 1346 1361">An acquisition issue must be within the limits of the Company's authority to issue shares and will only be approved by the JSE once confirmation that the assets</p>	<p data-bbox="1373 432 2080 695">Listing Rule 9.5.10R provides that, unless the terms of the placing have been specifically approved by the shareholders, the price of any vendor placing must not be at a discount of more than 10% to the middle market price of the Company's shares at the time of announcing the terms of the offer or agreeing the placing. See the commentary above for further details (general issues for cash).</p> <p data-bbox="1373 727 2080 831">Listing Rule 9.5.9R provides that in a vendor placing, all vendors must have an equal opportunity to participate in the placing.</p> <p data-bbox="1373 863 2080 1094">The Pre-emption Group Guidelines state that a vendor placing is outside the scope of the principles, but shareholders will nonetheless expect a right of clawback in respect of any vendor placing that represents greater than 10% of ordinary share capital or that is undertaken at a discount of greater than 5%.</p> <p data-bbox="1373 1126 2080 1270">As the Company is incorporated in the UK and has its shares admitted to trading on the London Stock Exchange, the City Code on Takeovers and Mergers (the "<b>Takeover Code</b>") applies.</p> <p data-bbox="1373 1302 2080 1409">If the acquisition were to constitute a reverse takeover under the Takeover Code, rule 3.2 of the Takeover Code requires that the board of the Company must obtain competent</p>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<p>have been transferred into the name of the Company has been received.</p>	<p>independent advice and the substance of such advice must be made known to the Company's shareholders.</p> <p>Under the Takeover Code, a "reverse takeover" means a transaction where an offeror might as a result need to increase its existing issued voting equity share capital by more than 100%.</p> <p>When any person (and any person acting in concert with them) acquires an interest in shares which carries 30% or more of the voting rights of the Company (or any person (and any person acting in concert with them) which already carries over 30% but not more than 50% acquires an interest in shares which carries voting rights of the Company), such person shall extend offers to holders of any class of equity share capital in the Company.</p> <p>In which case, Rule 9.5 of the Takeover Code requires any such mandatory offer to be in cash or accompanied by a cash alternative at not less than the highest price paid by the offeror or a person acting in concert with it for any interest in shares of that class during the 12 months prior to announcement of that offer, which must be determined by an independent valuation.</p> <p>An acquisition issue must, in any event, be within the limits of the Company's authority to allot shares and disapplication of pre-emption rights, or the Company would need to seek an additional authority and disapplication from the shareholders.</p>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
16. Repurchase of securities	<p>The requirements for a general repurchase of shares are that a special resolution is required (which is usually passed each year at the AGM) providing that:</p> <ul style="list-style-type: none"> <li>• any acquisition in South Africa shall be implemented through the order book of the JSE and without prior arrangement;</li> <li>• the authority is valid until the Company's next AGM, provided that it shall not extend beyond 15 months from the passing of the special resolution;</li> <li>• the Company (or any subsidiary) is duly authorised by its Memorandum of Incorporation/Articles of Association to do so;</li> <li>• acquisitions in the aggregate in any one financial year may not exceed 20% (or 10% where the acquisitions are effected by a subsidiary) of the Company's issued ordinary share capital as at the date of passing the special resolution:</li> <li>• the maximum premium at which such shares may be acquired will not exceed 10% of the weighted average of the market value on the JSE over the five business days immediately preceding the repurchase;</li> <li>• the Company (or any subsidiary) may appoint only one agent to effect repurchases on its behalf (a dual listed company may appoint one agent for each market on which it is listed);</li> </ul>	<p>Listing Rule 12.4 and article 5 of MAR contains restrictions on when the Company can repurchase its shares.</p> <p>Unless a tender offer is made to all shareholders, purchases by the Company of less than 15% of its issued ordinary share capital pursuant to a general authority cannot be at a price the higher of (i) 5% of the average market value of the ordinary shares for the five business days prior to the date the purchase is made and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out.</p> <p>Purchases by the Company of 15% or more of its issued ordinary share capital pursuant to a general authority granted by shareholders must be by way of a tender offer to all shareholders of that class (unless the full terms of the share buyback have been specifically approved by shareholders).</p> <p>The Investment Association's Share Capital Management Guidelines recommend that:</p> <ul style="list-style-type: none"> <li>• companies should seek shareholder authority to purchase their own shares by special resolution;</li> <li>• a general authority to repurchase shares should be renewed annually;</li> <li>• companies should disclose in their next annual report the justification for any share buy-backs made in the previous year, including an explanation of why this method of returning capital to</li> </ul>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<ul style="list-style-type: none"> <li>• repurchases may not take place during a prohibited period unless a repurchase programme is in place;</li> <li>• an announcement will be published once the Company has acquired shares constituting, on a cumulative basis, 3% of the number of shares in issue prior to the granting of the repurchase authority and for each 3% in aggregate acquired thereafter; and</li> <li>• the board of directors of the Company must resolve that the repurchase is authorised, complies with section 48 of the South African Companies Act, 2008 ("<b>SA Companies Act</b>") and must pass a solvency and liquidity test.</li> </ul> <p>The requirements for a specific repurchase are:</p> <ul style="list-style-type: none"> <li>• the Company is duly authorised by its Memorandum of Incorporation/Articles of Association to do so;</li> <li>• requires a special resolution excluding the votes of any shareholder and its associates that are participating in the repurchase;</li> <li>• the board of directors of the Company must resolve that the repurchase is authorised and must pass a solvency and liquidity test;</li> <li>• if the repurchase is from a related party and the price at which the shares are purchased is at a premium to the weighted average traded price of such equity</li> </ul>	<p>shareholders was decided upon; and a general authority to repurchase up to 10% of the existing ordinary share capital is unlikely to cause concern (a general authority to purchase more than 10% (but less than 15%) will be noted).</p>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
17. Employee share schemes and long-term incentive plans	<p>securities measured over the 30 business days prior to the date that the price of the repurchase is agreed in writing between the Company and the party selling the shares then a fairness opinion prepared by an independent expert prepared in accordance with Schedule 5 is required; and</p> <ul style="list-style-type: none"> <li>• a company or its subsidiary may not repurchase securities during a prohibited period unless they have in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and has been submitted to the JSE in writing prior to the commencement of the prohibited period.</li> </ul> <p>Employee share incentive schemes must comply with the provisions of, among other things, sections 5.63 – 5.65 and Schedule 14 of the JSE Listings Requirements and must be submitted to the JSE for approval prior to implementation. Any amendments to the share incentive schemes must be subject to prior consultation with the JSE. Share incentive schemes (and amendments thereto) must be approved by shareholders by way of an ordinary resolution, requiring 75% approval, prior to implementation.</p> <p>Executive directors may not be appointed as trustees of schemes. Non-executive directors, subject to any restriction as contained in the SA Companies Act, may be appointed as trustees of the scheme, provided that they do not benefit from the scheme.</p>	<p>Listing Rule 9.4.1R only applies to listed companies incorporated in the United Kingdom and their major subsidiary undertakings (whether or not such major subsidiary undertakings are incorporated or operate overseas). Therefore, any employees' share scheme of the Company or its major subsidiary undertaking(s) (to the extent it involves the issue of new shares or transfer of treasury shares) and long-term incentive scheme in which one or more directors of the Company is eligible to participate, must be approved by ordinary resolution of the Company in general meeting before it is adopted (with some exceptions for certain long-term incentive schemes, broadly where offered to all employees on similar terms or where the only participant is a director of the Company and the</p>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
18. Controlling shareholder	<p>The JSE Listings Requirements defines a controlling shareholder as:</p> <ul style="list-style-type: none"> <li>• any shareholder that, together with: <ul style="list-style-type: none"> <li>- his, or its, associates; or</li> <li>- any other party with whom such shareholder has an agreement or arrangement or understanding, whether formal or informal, relating to any voting rights attaching to securities of the relevant company;</li> </ul> </li> </ul> <p>can exercise, or cause to be exercised the specified percentage, as defined in the Takeover Regulations established in terms of section 120 of the SA Companies Act ("<b>Takeover Regulations</b>"), or more of the voting rights at general/annual general meetings of the relevant company, or can appoint or remove, or cause to be appointed or removed, directors exercising the specified percentage or more of the voting rights at directors' meetings of the relevant company. The percentage specified under the Takeover Regulations is 35%.</p> <p>The applicant is required to disclose:</p> <ul style="list-style-type: none"> <li>• the name(s) of the controlling shareholder(s) so far as it is/they are known to the directors of the applicant, or an appropriate negative statement; and</li> </ul>	<p>arrangement is established to facilitate their recruitment or retention).</p> <p>If the Company has a "controlling shareholder", Listing Rule 9.2 imposes certain requirements to ensure it operates independently of any such shareholder and any of their associates.</p> <p>A "controlling shareholder" is a person who alone, or together with any person whom it is acting in concert, controls the exercise of at least 30% of the Company's voting rights.</p> <p><u>Relationship agreement</u></p> <p>Listing Rule 6.5.4R requires the Company to implement a relationship agreement with each controlling shareholder providing that:</p> <ul style="list-style-type: none"> <li>• transactions with the controlling shareholder (and/or its associates) are conducted on normal commercial terms at arm's length;</li> <li>• the controlling shareholder (and/or its associates) will not take action to prevent the Company from complying with its obligations under the Listing Rules; and</li> <li>• the controlling shareholder (and/or its associates) will not propose (or procure) a shareholder resolution to circumvent the proper application of the Listing Rules.</li> </ul>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<ul style="list-style-type: none"> <li>details of any change in controlling shareholder(s) as a result of the issue.</li> </ul>	<p>The annual report of the Company needs to include additional disclosures regarding the relationship agreement.</p> <p><u>Election of independent directors</u></p> <p>If the Company has a controlling shareholder, Listing Rule 9.2.2E requires the Company to adopt a dual voting structure for the election (or re-election) of independent directors. Such election (or re-election) should be approved by separate resolutions of both the shareholders as a whole and the independent shareholders.</p> <p>If either of the resolutions are defeated but the Company wishes to repropose that person for election (or re-election), a further vote must be put to the shareholders of the Company and take place not less than 90 days later, but within 30 days from the end of the 90-day period.</p> <p>Listing Rule 6.9.1R also requires the Company's articles to allow for this dual voting structure. The Company would not be required to amend its articles to comply with this rule as long as its articles did not prohibit such elections taking place.</p>
19. Shares in public hands	<p>The Company must use its best endeavours to ensure that a minimum percentage of each class of shares is held by the public, being 10% of each class of shares held by the public to ensure reasonable liquidity.</p>	<p>Subject to the FCA modifying this requirement in relation to the Company, Listing Rule 9.2.15R requires the Company to have at least 10% of its listed securities owned by the public. Shares are not owned by the public if they are held:</p> <ul style="list-style-type: none"> <li>directly or indirectly by a director, persons connected with them, persons (or persons acting in concert) owning 5% or more of the Company's</li> </ul>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
20. Financial reporting	<p>The annual financial statements for the relevant financial year, reported on by the Company’s auditor, must be distributed to all shareholders and the JSE, together with a notice of annual general meeting within four months after the end of each financial year and at least 15 business days and seven calendar days before the date of the annual general meeting. An abridged version of the annual financial results must be published on SENS.</p> <p>If the annual financial statements have not been distributed within three months of financial year-end, provisional annual financial statements must be published.</p> <p>Interim, provisional and abridged reports must be presented on a consolidated basis.</p> <p>Interim reports must be published within three months of the first six-month financial period of a financial year.</p> <p>In the case of companies reporting on a quarterly basis, the quarterly reports must be published as soon as possible after the expiration of each quarter, complying with the provisions in respect of interim reports.</p> <p>Requirement for review by auditors and auditors’ reports.</p>	<p>shares, trustees of any employee share schemes or pension funds, persons who under any agreement have a right to nominate a director; or</p> <ul style="list-style-type: none"> <li>• subject to a lock-up period of more than 180 calendar days.</li> </ul> <p>DTR 4 requires the Company to publish its:</p> <ul style="list-style-type: none"> <li>• annual report and accounts within four months of the end of the financial period to which they relate; and</li> <li>• half-yearly report as soon as possible and in any event within three months of the end of the period to which it relates.</li> </ul> <p>The Company is not required to report on a quarterly basis but may voluntarily do so.</p> <p>The Company’s annual report must include the Company’s audited financial statements, which must be audited in accordance with Part 16 of the UK Companies Act 2006 (DTRs 4.1.5R and 4.1.7R). The audit report, signed by the person(s) responsible for auditing the financial statements, must be disclosed to the public in full together with the annual financial report (DTR 4.1.7R).</p> <p>The Company’s half-yearly report does not need to be audited, although if it has not been audited or reviewed by auditors pursuant to the Financial Reporting Council guidance on Review of Interim Financial Information, the</p>



Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<p data-bbox="618 277 1294 303"><u>Requirement for review by auditors and auditors' reports.</u></p> <ul data-bbox="667 336 1346 855" style="list-style-type: none"> <li data-bbox="667 336 1346 483">• unaudited interim reports are not required to be reviewed by the Company's auditor unless the auditor disclaimed, qualified or gave an adverse opinion in the last annual financial statements;</li> <li data-bbox="667 517 1346 624">• unaudited provisional reports must be reviewed unless an audit report has already been issued on the underlying annual financial statements;</li> <li data-bbox="667 657 1346 719">• unaudited quarterly reports are not required to be reviewed unless requested by the JSE; and</li> <li data-bbox="667 753 1346 855">• where a financial period covers more than 12 months a review opinion must be obtained the second interim period.</li> </ul> <p data-bbox="618 882 1346 1070">The Company must publish, in its interim, year-end results and annual financial statements, headline earnings per share and diluted headline earnings per share together with an itemised reconciliation between headline earnings and the earnings used in the calculation.</p> <p data-bbox="618 1098 1346 1214">Interim and year-end results must be prepared and published in compliance with the acceptable accounting frameworks of the exchange where the Company has its primary listing.</p>	<p data-bbox="1373 277 2080 347">Company must make a statement to this effect in its report (DTR 4.2.9R).</p> <p data-bbox="1373 375 2080 521">Listing Rule 9.8.10R requires the Company to ensure that the auditors review each of the following (which must be included in the Company's annual financial report) before the annual report is published:</p> <ul data-bbox="1422 555 2080 959" style="list-style-type: none"> <li data-bbox="1422 555 2080 823">• statements by the directors on: (a) the appropriateness of adopting the going concern basis of accounting (containing the information set out in Provision 30 of the UKCGC); and (b) their assessment of the prospects of the Company (containing the information set out in Provision 31 of the UKCGC);</li> <li data-bbox="1422 850 2080 959">• statements as to whether or not the Company has complied with the UKCGC, but only those parts that relate to Provisions 6 and 24 to 29 of the UKCGC.</li> </ul> <p data-bbox="1373 986 2080 1133">Further, under Listing Rule 9.7A.1R, any preliminary statement of annual results prepared by the Company must be agreed with the Company's auditors prior to publication (and comply with further formalities).</p>
21. Profit forecasts	<p data-bbox="618 1254 1346 1316">There is no general continuing obligation on a Company to produce a profit forecast.</p> <p data-bbox="618 1350 1346 1417">Profit forecasts are only required in the following circumstances:</p>	<p data-bbox="1373 1254 2080 1316">There is no general obligation on the Company under the LSE Obligations to produce a profit forecast.</p>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<ul style="list-style-type: none"> <li>• when a property company issues a category 1 acquisition circular – a forecast statement of comprehensive income on the subject matter of the acquisition is required; or</li> <li>• if the Company is the subject of a reverse takeover.</li> </ul> <p>The JSE Listings Requirements 13.14 provides, amongst other things, that where a forecast is required, the forecast must be prepared for the current financial year and for a period of 12 months after the current financial year.</p> <p>If the Company voluntarily elects to include a forecast, either in a results announcement or any other announcement, there are certain minimum requirements as to the preparation and presentation of the forecasts (as detailed in paragraphs 8.35 to 8.44 of the JSE Listings Requirements).</p> <p>In particular, where a profit forecast is included in any announcement, the announcement must include the following disclosures:</p> <ul style="list-style-type: none"> <li>• that the forecast is the responsibility of the directors;</li> <li>• the key assumptions and/or bases that have been used in arriving at the forecast;</li> <li>• reference to the relevant previously published information to which it relates; and</li> <li>• include a statement in the announcement that the forecast financial information has not be reviewed or reported on the external auditors.</li> </ul>	<p>If the Company voluntarily elects to include a profit forecast, either through a prospectus or a circular, there are certain rules which the Company must follow.</p> <p>Prospectus</p> <p>If a profit forecast is to be included in a prospectus it must (as per items 11.2 and 11.3 of Annex 1 of the PRRs):</p> <ul style="list-style-type: none"> <li>• include a statement of the principal assumptions on which the forecast or estimate was based. The assumptions must: <ul style="list-style-type: none"> <li>(a) be clearly segregated between assumptions about factors which the directors can influence and assumptions about factors which are exclusively outside the influence of the directors;</li> <li>(b) be readily understandable by investors;</li> <li>(c) be specific and precise;</li> <li>(d) not relate to the general accuracy of the estimates underlying the forecast; and</li> <li>(e) in the case of a forecast, draw the investor’s attention to those uncertain factors which could materially change the outcome of the forecast; and</li> </ul> </li> <li>• include a statement that the profit forecast or estimate has been compiled and prepared on a basis which is both comparable with the historical financial information and consistent with the Company’s accounting policies.</li> </ul>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
		<p>Note that there is no longer the need for an independent accountant's report when a profit forecast or estimate is included in a prospectus, but the Company may seek one on a private basis for its own comfort. In any event, the Company bears responsibility for any profit forecast.</p> <p>If a profit forecast has been published in a prospectus and is still valid and outstanding that forecast shall be included in the registration document. If a profit forecast has been published and is still outstanding, case but no longer valid, then a statement must be included explaining why it is no longer valid.</p> <p>Where a company has made a statement in something other than in a previous prospectus, such as a regulatory announcement, and that statement would constitute a profit forecast or estimate if it was made in a prospectus and is outstanding at the time of publication of the prospectus, ESMA's guidelines 'The Consistent Implementation of Commission Regulation (EC) No 809/2004 Implementing The Prospectus Directive' (which, whilst not incorporated into UK law, the FCA expects firms to continue to apply where relevant) provide that a company should consider whether the forecasts are still material and valid and choose whether or not to include them in the prospectus. In the case of share issues there is a presumption that an outstanding forecast made other than in a previous prospectus will be material.</p> <p><u><a href="#">Class 1 circular</a></u></p>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
		<p>The requirements under Listing Rule 13.5 for including a profit forecast in a class 1 circular are the same as for a prospectus under items 11.2 and 11.3 of Annex 1 of the PRRs. These rules apply both to a forecast made by the target or by the acquirer. The Company is required to include a statement confirming that the profit forecast or estimate has been properly compiled on a basis which is comparable with historical financial information and consistent with the accounting policies of the Company.</p> <p>If, prior to the publication of the class 1 circular, a profit forecast or estimate was published that relates both to:</p> <ul style="list-style-type: none"> <li>• any of the Company, the target or a significant part of the Company's group or of the target ("significant part" means any part representing over 75% of the Company's group or target, respectively, taking into account factors such as their assets, profitability and market capitalisation); and</li> <li>• financial information including the period of the forecast which has yet to be published as at the date of the class 1 circular,</li> </ul> <p>the circular must include the profit forecast or estimate and either comply with the rules associated with preparing it or include an explanation of (i) why it is no longer valid and (ii) why reassessment of the profit forecast or profit estimate in the class 1 circular is not necessary to enable security holders to make a properly</p>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
		<p data-bbox="1420 280 2074 344">informed decision when voting or taking any other required action.</p> <p data-bbox="1420 376 2074 639">In addition, under Listing Rule 9.2.18R, where the Company published a profit forecast or estimate, it must reproduce the profit forecast or estimate in its next annual report and accounts, produce and disclose the actual figures for the period covered by the profit forecast or estimate and explain any difference of 10% or more between the figures.</p> <p data-bbox="1420 671 1541 695"><u>Takeovers</u></p> <p data-bbox="1420 727 2074 831">If the offeree company publishes a profit forecast, the document or announcement in which the forecast is first published must include:</p> <ul data-bbox="1469 863 2074 1374" style="list-style-type: none"> <li>• a report from its reporting accountants stating that, in their opinion, the forecast or statement has been properly compiled on the basis stated and (in the case of a profit forecast only) that the basis of accounting used is consistent with the company's accounting policies; and a report from its financial adviser(s) confirming that the forecast or statement has been prepared with due care and consideration. The same rule applies in the case of a securities exchange offeror (being an offeror who is offering the shares as consideration) (rule 28.1 of the Takeover Code).</li> </ul>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
		<p>If the offeree company or a securities exchange offeror published a profit forecast before it received or made an approach with regard to a possible offer, the offer document or offeree board circular, or any earlier document published during the offer period in which the profit forecast is referred to, will be required to repeat the profit forecast and include a statement by the directors that it remains valid and confirmations by the directors that the profit forecast has been properly compiled on the basis of the assumptions stated and that the basis of accounting used is consistent with the company's accounting policies; or include a statement by the directors confirming that the forecast is no longer valid and explaining why that is the case; or include a new profit forecast for the relevant period and the reports on that forecast from its reporting accountants and financial adviser(s) (rule 28.1 of the Takeover Code).</p> <p>Rule 28.3(b) of the Takeover Code specifically states that a profit forecast must be understandable, reliable and comparable. A profit forecast, and the assumptions on which it is based, are the responsibility of the relevant party to the offer and its directors (rule 28.3(a) of the Takeover Code).</p>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
22. <i>Pro forma</i> financial information	<ul style="list-style-type: none"> <li>• Required to provide information to investors regarding the impact of a particular corporate action;</li> <li>• Must be compiled in terms of the JSE Listings Requirements and The Guide on Financial Information, issued by SAICA, and if applicable reported on, in terms of the International Standard on Assurance Engagements ("<b>ISAE</b>") 3420 – Assurance Engagements to Report on the Compilation of Financial Information included in a Prospectus and any relevant guidance issued by the IRBA;</li> <li>• To be presented in a stipulated format, clearly stating: <ul style="list-style-type: none"> <li>- the purpose for which it has been prepared;</li> <li>- that it is prepared for illustrative purposes only;</li> </ul> </li> </ul>	<p>The Panel has the ability to allow a company to dispense with these requirements in certain circumstances.</p> <p>Note: the definition of "profit forecast" is broad and includes a range of statements about future performance of a company, covering statements about losses as well as profits.</p> <p>A prospectus summary is required to contain a selection of the issuer's historical key financial information, including (where applicable <i>pro forma</i> financial information (PRR2.14.UK). Where such <i>pro forma</i> information affects certain key financial information, that <i>pro forma</i> information must be presented in a specified tabular format and, where necessary for its understanding, be accompanied by a brief explanation of the figures (PRR 2.1.5 UK).</p> <p>If the Company includes <i>pro forma</i> financial information in a class 1 circular, a related party circular or a circular relating to the purchase by the Company of 25% or more of its equity shares (excluding treasury shares), Listing Rule 13.3.3R requires that the Company complies with the requirements for <i>pro forma</i> financial information set out in the PR Regulation. Annex 20 to the PR Regulation, amongst other things, requires that:</p> <ul style="list-style-type: none"> <li>• the <i>pro forma</i> financial information shall be identified as such in order to distinguish it from historical financial information;</li> </ul>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<ul style="list-style-type: none"> <li>- that because of its nature, may not fairly present the Company's financial position, changes in equity, results of operations or cash flows; and</li> <li>- the source of each item of information and adjustment.</li> <li>• The <i>pro forma</i> financial information is to be presented in columnar form showing separately the unadjusted financial information, the <i>pro forma</i> adjustments and the <i>pro forma</i> financial information. The <i>pro forma</i> financial information is to identify: <ul style="list-style-type: none"> <li>○ the basis upon which it is prepared; and</li> <li>○ the source of each item of information and adjustment.</li> </ul> </li> <li>• <i>Pro forma</i> figures must not be given greater prominence than unadjusted financial figures.</li> </ul>	<ul style="list-style-type: none"> <li>• the <i>pro forma</i> financial information must be prepared in a manner consistent with the accounting policies adopted by the Company in its last or next financial statements;</li> <li>• <i>pro forma</i> information may only be published in respect of: (a) the last completed financial period; and/or (b) the most recent interim period for which relevant unadjusted information has been published or are included in the registration document/prospectus.</li> </ul> <p>Under Listing Rule 13.5.10R, the Company must give audited historical financial information greater prominence in a class 1 circular than any forecast, estimated, <i>pro forma</i> or non-statutory financial information.</p>
23. Property specific information	<ul style="list-style-type: none"> <li>• Must be prepared on the Company's portfolio as a whole and for each individual property.</li> <li>• Must include location, rentable area by sector, weighted average rental per square metre, purchase price and other expenditure incurred with the acquisition, effective date of acquisition and valuation of property by a valuer including the effective date of the valuation and the name of the valuer.</li> </ul>	



Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<ul style="list-style-type: none"> <li>A summary of the valuation report must be included in transaction circulars.</li> </ul>	
<b>Governance</b>		
24. Board of directors	<ul style="list-style-type: none"> <li>The Company, through its sponsor, must by no later than the end of the business day following the decision or receipt of notice detailing the change, notify the JSE of any change to its board, including: <ul style="list-style-type: none"> <li>the appointment of a new director or company secretary;</li> <li>the resignation, removal, retirement or death of a director and/or company secretary (unless the director retires by rotation and is re-appointed at an annual or other general meeting); and</li> <li>changes to important functions or executive responsibilities of a director.</li> </ul> </li> <li>Appointment of directors is subject to shareholder approval at any general/annual general meeting in terms of the SA Companies Act. For issuers listed on the JSE Main Board, the meeting may not be conducted in terms of section 60 of the SA Companies Act but must be convened in person.</li> <li>The Company must have an appointed chief executive officer, a financial director, a chairman (preferably</li> </ul>	<p>In respect of the constitution of the Company’s board of directors, please refer to ‘Corporate governance’ below.</p> <p>Under Listing Rule 9.6.11R, the Company must, as soon as possible and in any event by the end of the business day following the decision or receipt of notice about the change by the Company, notify a RIS of any change to its board, including:</p> <ul style="list-style-type: none"> <li>the appointment of a new director with their name and whether the position is executive, non-executive or chair and the nature of any specific function or responsibility of the position;</li> <li>the resignation, removal or retirement of a director (unless the director retires by rotation and is re-appointed at a general meeting of the Company's shareholders);</li> <li>important changes to the role, functions or responsibilities of a director; and</li> <li>the effective date of the change if it is not with immediate effect.</li> </ul>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
25. Corporate governance	<p data-bbox="714 277 1346 344">independent) and a minimum of three independent non-executive directors.</p> <ul data-bbox="667 376 1346 1015" style="list-style-type: none"> <li data-bbox="667 376 1346 443">• The capacity of each director must be categorised as executive, non-executive or independent.</li> <li data-bbox="667 475 1346 743">• At least one-third of non-executive directors to retire at the Company's annual general meeting. These directors may (if eligible and recommended by the nominations committee), stand for re-election subject to shareholder approval. A brief curriculum vitae for each director standing for election/re-election must accompany the notice of meeting.</li> <li data-bbox="667 775 1346 842">• Such changes must be announced as soon as practically possible.</li> <li data-bbox="667 874 1346 1015">• The Company must submit to the JSE and its sponsor, the relevant director's declaration in respect of each of its appointed directors within 14 days of their appointment in the form specified in Schedule 13.</li> </ul> <p data-bbox="618 1059 1346 1289">The Company must include a corporate governance statement in its annual report in accordance with the King IV report on corporate governance for South Africa ("<b>King IV</b>"), detailing its compliance with King IV. The Company must have the following specific corporate governance practices and must disclose compliance therewithin its annual report:</p> <ul data-bbox="667 1321 1346 1385" style="list-style-type: none"> <li data-bbox="667 1321 1346 1385">- a policy evidencing a clear balance of power and authority at board level;</li> </ul>	<p data-bbox="1373 1059 2080 1126">Under Listing Rule 9.8.6R, the Company must include in its annual report:</p> <ul data-bbox="1417 1158 2080 1401" style="list-style-type: none"> <li data-bbox="1417 1158 2080 1267">• a statement of how the Company has applied the <i>Principles et</i> out in the 2018 UK Corporate Governance Code (the "<b>UKCGC</b>"); and</li> <li data-bbox="1417 1299 2080 1401">• a statement as to whether or not the Company has complied with the <i>Provisions</i> of the UKCGC and setting out any provisions it has not complied with.</li> </ul>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<ul style="list-style-type: none"> <li>- a brief resume/curriculum vitae of each director must be provided in respect of a new listing;</li> <li>- the capacity of each director must be categorized as executive, non- executive or independent;</li> <li>- the chief executive officer and a chairman may not be the same person. If the chairman is not independent a lead independent director is required;</li> <li>- an audit committee, a remuneration and a social and ethics committee are required in accordance with King IV;</li> <li>- each committee must comprise of at least three members;</li> <li>- a remuneration policy and an implementation report published every year for separate non-binding advisory votes by shareholders at the annual general meeting. If either the policy or implementation report are voted against by 25% or more, the Company must engage with the dissenting shareholders.</li> <li>- Notwithstanding its duties pursuant to section 94 of the SA Companies Act, the audit committee must on an annual basis:               <ul style="list-style-type: none"> <li>(i) consider and satisfy itself of the appropriateness of the expertise and experience of the financial director;</li> </ul> </li> </ul>	<p>The UKCGC includes the following Principles:</p> <ul style="list-style-type: none"> <li>• the board should include an appropriate combination of executive and non-executive (and in particular, independent non-executive) directors, such that no one individual or small group of individuals dominates the board’s decision-making. There should be a clear division of responsibilities between the leadership of the board and the executive leadership of the company’s business; appointments to the board should be subject to a formal, rigorous and transparent procedure, and an effective succession plan should be maintained for board and senior management. Both appointments and succession plans should be based on merit and objective criteria and, within this context, should promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths; and</li> <li>• a formal and transparent procedure for developing policy on executive remuneration and determining director and senior management remuneration should be established. No director should be involved in deciding their own remuneration outcome.</li> </ul> <p>The UKCGC includes the following Provisions:</p> <ul style="list-style-type: none"> <li>• at least half the board, excluding the chair, should be non-executive directors whom the board considers to be independent;</li> </ul>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<p>(ii) ensure that the Company has established appropriate financial reporting procedures and that those procedures are operating;</p> <p>(iii) assess the suitability for appointment of the external audit firm and designated individual partner;</p> <p>(iv) ensure that the appointment of the auditor is presented and included as a resolution at the annual general meeting;</p> <p>(v) appoint a company secretary and consider and satisfy itself on the competence, qualifications and experience of the company secretary;</p> <p>(vi) have a policy on the promotion of broader diversity at board level, specifically focusing on the promotion of the diversity attributes of gender, race, culture, age, field of knowledge, skills and experience; and</p> <p>(vii) a CEO and the financial director responsibility statement must be made confirming that the annual financial statements fairly present the financial position and performance of the Company and that internal financial controls are in place and are adequate and effective.</p>	<ul style="list-style-type: none"> <li>• all directors should be subject to annual re-election; the chair should not remain in post beyond nine years from the date of their first appointment to the board; the chair should be independent on appointment and the roles of chair and chief executive should not be exercised by the same individual;</li> <li>• the board should establish an audit committee of independent non-executive directors, with a minimum membership of three, or in the case of smaller companies, two; and</li> <li>• the board should establish a remuneration committee of independent non-executive directors, with a minimum membership of three, or in the case of smaller companies, two.</li> </ul>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
26. Sponsor	<p>To the extent that the issuer is required to have an independent sponsor, the independent sponsor must attend to the following events and corporate actions:</p> <ul style="list-style-type: none"> <li>a) any events requiring shareholders' approval pursuant to the JSE Listings Requirements, save for the Excluded Items*;</li> <li>b) unbundlings not requiring shareholders' approval;</li> <li>c) related party transactions;</li> <li>d) removal of listings; and</li> <li>e) rulings in relation to any items above.</li> </ul> <p>Excluded items: Although shareholders' approval is required, the following items are excluded, being approvals in relation to MOIs, Schedule 14 share incentive schemes, general issue of shares for cash, general repurchases, increase in share capital and change of name.</p>	<p>Under Listing Rule 8.2.1R, the Company is required to appoint a sponsor for certain transactions or upon certain events, including if the Company is required:</p> <ul style="list-style-type: none"> <li>• to submit a prospectus or supplementary prospectus to the FCA in connection with an application for admission of securities to premium listing;</li> <li>• to submit a class 1 circular to the FCA for approval;</li> <li>• to do so by the FCA because it appears that there is, or there may be, a breach of the listing rules, the disclosure requirements or the transparency rules by the Company; and</li> <li>• to submit to the FCA a related party circular which is required to include a statement by the board that the transaction or arrangement is fair and reasonable.</li> </ul> <p>Listing Rules 8.2.2R and 8.2.3R also require the Company to obtain the guidance of a sponsor if:</p> <ul style="list-style-type: none"> <li>• it is proposing to enter into a transaction which due to its size or nature could amount to a class 1 transaction or a reverse takeover; or</li> <li>• it is proposing to enter into a transaction which is, or may be, a related party transaction.</li> </ul>