

4AX PROCEDURE

DATE: 15 June 2017

SUBJECT: 4AX CORPORATE ACTION TIMETABLES

1. INTRODUCTION

- 1.1. This Procedure is to supplement the 4AX Listing Requirements and sets out the salient requirements and prescribed timelines relating to **Corporate Actions** undertaken by an **Issuer** in anticipation of and pursuant to a Listing.
- 1.2. **Issuers** are encouraged to consult with 4AX at an early stage to the extent that any doubt may exist/arise with regards to the interpretation and/or application of the provisions of this Procedure and the 4AX Listing Requirements.

2. Definitions and interpretation

For purposes of this Procedure relating to the 4AX **Corporate Action**, all terms as defined in the 4AX Listing Requirements will apply and, unless specifically stated to the contrary, the following terms shall have the following meanings:

Corporate Action	means any action or event whereby Security Holders' rights and entitlements, as a Security Holder of Mother Securities , are amended, replaced and/or supplemented by new rights and entitlements, whether by way of exercising voting, attending a meeting, or becoming entitled to Distributions in cash and/or additional Securities , whether issued by the Issuer of the Mother Security or another Issuer . Such Corporate Action may allow for the Security Holder to elect or allow for a Default Election of how the Corporate Action may affect him and or his Securities ;
Cum Date	means the first Business Day on which a Security commences trading inclusive of an entitlement pursuant to the Announcement of a Corporate Action and/or event undertaken by an Issuer ;
Declaration Data or Declaration Data	means the minimum information relating to a Corporate Action to be Announced by an Issuer on the Declaration Date , which information must include the following: <ul style="list-style-type: none">• the Mother Security details such as its long name, 4AX code and ISIN;• details of the Corporate Action• the event type;• the Last Day to Trade;• the Election Date, if applicable;• the Record Date;• the Ex Date;• the Cum Date;• the Pay Date, payment details of any distribution per share including details of currency and tax, if relevant; and• the conditions precedent to which the Corporate Action is subject to;
Declaration Date or DD	means the date on which the Corporate Action and the Declaration Data are Announced by an Issuer ;
Default Election	means in relation to a Corporate Action which requires an election to be made by a Security Holder , the position which would be applied in the event that an election is not received by an Issuer from a Security Holder by the Election Date ;
Election Date or ED	means in relation to a Corporate Action which requires an election to be made by Security Holder , the last date and time by when an Issuer is to receive such elections by its Security Holder , failing which the Default Election would apply;

Entitled Securities	means any additional Security that the Mother Security Holder becomes entitled to as a result of the Corporate Action , irrespective of who the Issuer of such additional Securities is;
Ex Date	means the Business Day on which a Security commences trading exclusive of an entitlement pursuant to the Announcement of a Corporate Action and/or event undertaken by an Issuer ;
Finalisation Data or FD	means the finalisation information to be Announced by an Issuer on the Finalisation Date which must include the following: <ul style="list-style-type: none"> • the Mother Security details such as its long name, 4AX code and ISIN; • the Entitled Security name; • the Entitled Security code; • the Entitled Security ISIN; • the event type; • the Last Day to Trade; • the Election Date; • the Record Date; • the Ex Date; • the price and payment details of any distribution per share including details of currency and tax, if relevant; • the Ratio; • the Default Election; • the First Day to Trade; and • a confirmatory statement that all conditions precedent have been fulfilled and/or waived (to the extent that such conditions precedent are capable of being waived);
Finalisation Date or FD	means the date on which a Corporate Action becomes unconditional in accordance with its terms;
First Date To Trade	means the first Business Day on which newly issued Securities may be traded by a Security Holder ;
Last Day to Trade or LDT	means the last Business Day on which a Security Holder may trade in a Security in order for such trade to settle on the Record Date resulting in such Security Holder becoming eligible to qualify for the entitlements pursuant to such Security ;
List Date	means the Business Day on which Entitled Securities are Listed , which Listing shall be effective from the opening of market on the List Date ;
Meeting Date or MD	means the date on which a meeting of an Issuer's Security Holders is held;
Mother Security	means Securities that are Listed on 4AX and to which a Corporate Action relates;
Notice Record Date	means the date used to determine which Security Holder will be entitled to receive notice of a general or special general meeting of an Issuer ;
Ratio	means the basis of a Security entitlement expressed as a Ratio ;
Record Date or RD	the Business Day on which the holdings, upon which the event entitlement is based are ascertained. Record Date is one Settlement Period after LDT (currently three Business Days);
Settlement Date	means the Business Day on which the settlement of a Security takes place pursuant to trading in that Security ;
Settlement Period	the period between the day on which the trade takes place and the Settlement Date , currently three Business Days ; and
Voting Record Date	means the Business Day used to determine which Security Holder will be entitled to attend and vote at an Issuer's general or special general meeting.

3. SALIENT REQUIREMENTS AND/OR PRINCIPLES RELATING TO CORPORATE ACTION TIMETABLES

Set out below are the salient requirements and/or principles applicable to all **Corporate Actions** undertaken by an **Issuer** in anticipation of and pursuant to a **Listing** on 4AX:

- 3.1. **Corporate Action** timetables should all be prepared and **Announced** on a **Business Day** basis and not a calendar day basis. All action dates of a **Corporate Action** and/or event must therefore fall on a **Business Day**;
- 3.2. **Issuers** must **Announce**
 - 3.2.1. the **Declaration Data** on the **Declaration Date**. Unless permitted otherwise by 4AX, the **Declaration Date** must be a date which is on or before the date on which the circular and/or notice relating to the specific **Corporate Action** is distributed to the **Issuer's Security Holder**;
 - 3.2.2. the **Finalisation Data** on the **Finalisation Date**. A **Corporate Action** cannot be conditional on the **Finalisation Date**. The **Finalisation Data** should therefore include confirmation by the **Issuer** that all outstanding conditions precedent have been fulfilled and/or waived (to the extent that those conditions precedent are capable for being waived). Should a **Corporate Action** not be subject to any conditions precedent, an **Issuer** may elect to include the **Declaration Data** and **Finalisation Data** in an **Announcement**, which **Announcement** must be published on the **Declaration Date**;
- 3.3. unless permitted otherwise by 4AX, a **Corporate Action** will have to be re-Announced by an **Issuer** should any amendments be made to the salient terms/mechanics of a **Corporate Action** by an **Issuer** between the **Declaration Date** and the **Finalisation Date**;
- 3.4. **Corporate Actions** resulting in the suspension and/or removal of a **Security** from the **Official List** must always take effect from the commencement of business of a specific **Business Date**;
- 3.5. **Ratios** or Rates of entitlement or cash payments resulting from a **Corporate Action** must be **Announced** to between 5 (five) to 15 (fifteen) decimal places. With regards to cash payments, same must be **Announced** in a denomination of South African cents;
- 3.6. to the extent that any fractional entitlements (in relation to **Securities**) may arise as a result of a **Corporate Action**, an **Issuer** must specifically **Announce** that the **Issuer** will deal with such fractional entitlements in accordance with the provisions of such **Issuer's** Constitution (and also include what this manner entail);
- 3.7. **Corporate Actions** requiring an election to be made by **Security Holders** must include the deadline by when such elections are to be received by an **Issuer** from its **Security Holder**. To the extent that elections are not received by the **Issuer** by the **Election Date**, the **Default Election** will apply. In addition, **Issuers** will also be required to **Announce** that a **Default Election** would apply to the extent that elections are not received by an Election Date and what the **Default Election** would be (either being cash or **Securities**);
- 3.8. **Corporate Actions** requiring **Security Holder** approval and convening a meeting must incorporate a form of proxy for **Security Holders** who have "own-name" registration in respect of their **Securities**. To the extent that these **Security** holdings are held through an Authorised User and they wish to attend the meeting in person, such **Security Holder** will have to contact their Authorised User in order for the Authorised User to issue them with the necessary letter of representation/authority to attend the meeting in person;
- 3.9. **Corporate Actions** requiring **Security Holder** approval and conducted by way of a round robin resolution process will be dealt with in accordance with the provisions of the **Companies Act**; and to the extent that a **Corporate Action** is undertaken by an **Issuer** which is subject to restrictions (specifically in relation to foreign **Security Holders** and jurisdictions), such **Issuer** must include in the **Declaration Announcement** the restrictions to which the **Corporate Action** is subject to.

4. PROPOSED STRUCTURING OF THE 4AX CORPORATE ACTION TIMETABLE

4.1. **Corporate Actions** will be generic and classified as follows:

4.1.1. “**Mandatory Events**” which equally affects all **Security Holders** e.g. the declaration of and payment of a Distribution;

4.1.2. “**Payment/Settlement Events**” to Security Holders pursuant to the removal of a Listing;

4.1.3. “**Elective Events**” requiring an Election by each **Security Holder** as to how they wish to participate in the event~ normally each **Security Holder** is presented with two or more **Corporate Action** Elections of which one must be specifically elected by the **Election Date** e.g. cash, **Securities** or a combination of both **Securities** and cash. If no Election is made by the **Security Holder by the Election Date**, the **Default Election** is applied; and

4.1.4. “**Meeting Events**” in terms of which participation by **Security Holders** are purely based on the exercise of voting rights by **Security Holders** e.g. voting in favour, voting against or abstaining from voting, which can be done either in person or represented by a duly authorised proxy (in the event of a formal meeting being convened) or by way of round robin resolution in terms of **Companies Act**.

5. Corporate Action timelines

5.1. Set out below are the mandatory timelines applicable to **Corporate Actions** undertaken by **Issuers**. Unless permitted otherwise by 4AX, **Issuers** will be required to adhere to the following:

5.1.1.Mandatory Event timeline:

Declaration Date	RD -10
Finalisation Date	RD – 5
Last Day to Trade <i>Cum</i> Entitlement	RD – 3
Securities commence trading Ex Date	RD -2
Record Date	RD
Payment date or removal date	RD +1

5.1.2.Elective Event timeline:

Declaration Date	RD-10
Finalisation Date	RD - 5
Last Day to Trade <i>Cum</i> Entitlement	RD - 3
Securities commence trading Ex Date	RD – 2
Election Date	RD + 0
Record Date	RD
Payment date	RD+ 1

5.1.3.Meeting Event timeline

In the event of a formal meeting being convened:

Declaration Announcement Date and notice of meeting (if a formal meeting is convened, at least 15 (fifteen) Business Days' notice must be given)	RD-10
Finalisation Date	RD – 5
Last Day to Trade	RD - 3
Voting Record Date of meeting	RD
Meeting Date (if a formal meeting was convened)	RD+ 15
Meeting results Announcement	RD+ 22

In the event of a resolution being tabled in terms of section 60 of the Companies Act:

Declaration Announcement and notice of resolutions to be tabled in terms of section 60 of the Companies Act	RD – 20
Section 60 notice distributed to Security Holders	RD – 20
Last Day to Trade	RD -3
Voting Record Date	RD
Results of voting in terms of section 60 Announced	RD + 1
Distribution of statement advising of voting results	RD + 10

5.1.4.Rights offer / claw-back offer

Declaration Date, the Declaration Announcement must	RD-10
---	-------

include information regarding action to be taken by Security Holders to exercise their rights and in particular holders of certificated Security as well as contain details of the applicable timelines to ensure that Security Holders exercise their rights timeously with respect to the proposed rights offer/claw-back offer	
Finalisation Date	RD - 5
Last day to Trade cum rights	RD - 3
List Date and trade letters of allotment (LAs) Mother Share trade 'ex' the rights/claw back entitlement	RD- 2 List Date
Issue LAs Circular and pre-Listing statement (if applicable) posted to Security Holders	RD +1
RD	Record Date
Rights offer opens	RD+ 1
Last Day to Trade s LAs	RD+ 7
Rights Offer closes	RD+ 10
Issue and Listing of Securities . Publication	RD+ 11

of Rights offer results Announcement	
--	--

5.1.5. Removal of Listing – with or without payment to Security Holder

Declaration Date	RD – 10
Finalisation Date	RD – 5
Last Day to Trade	RD – 3
List Day	RD – 2 Mother Security suspended from trading on 4AX
Record Date	RD
Pay Date	RD + 1
	Mother Security removed from the List