

Regulatory comparison between the JSE and the LSE

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

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").

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
Material price sensitive information	<p>The JSE Listings Requirements defines price sensitive information as <i>"Unpublished information that is specific or precise which if it were made public would have a material effect on the price of the issuer's securities."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 specific or precise. In addition, the material effect must be assessed both quantitatively and qualitatively. In a guidance letter issued 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>	<p>Article 7 of MAR defines "inside information" as information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have 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> <ul style="list-style-type: none">• 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• 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 derivative financial instrument.

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Delaying disclosure of price sensitive information	<p>The Company can delay announcing price sensitive information in limited circumstances if the information is kept confidential.</p> <p>The JSE Listings Requirements refer to a period where the information of does constitute price sensitive information, however the Company does not have certainty in respect of</p>	<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"> • the significance of the information in question, which will vary widely from issuer to issuer; and • the likelihood that a reasonable investor will make investment decisions relating to the relevant financial instrument to maximise his or her economic self interest. <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"> • the assets and liabilities of the Company; • the performance, or the expectation of the performance, of the Company's business; • the financial condition of the Company; • the course of the Company's business; • major new developments in the business of the Company; or • information previously disclosed to the market. <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"> • immediate disclosure is likely to prejudice the Company's <i>legitimate interests</i>; • delay of disclosure is <i>not likely to mislead the public</i>; and

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	<p>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 announcing information without delay when it constitutes price sensitive information.</p>	<ul style="list-style-type: none"> • the Company is able to ensure the <i>confidentiality</i> of the information. <p>Recital 50 of MAR and the ESMA 'Guidelines on the Market Abuse Regulation – market soundings and delay of 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 style="list-style-type: none"> • the Company is participating in negotiations and their outcome would likely be affected by immediate public disclosure; • the financial viability of the Company is in grave and imminent danger; or • 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. <p>If the Company does delay disclosure of inside information, it must:</p> <ul style="list-style-type: none"> • keep an internal record of specified information; • as soon as 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 • if requested by the FCA, provide the FCA with a written explanation of how the conditions for delay were met.
Cautionary announcements	<p>The Company must publish a cautionary announcement immediately after it knows of any price sensitive information and 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</p>	<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"> • detail as much of the subject matter as possible;

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	<p>which a director and his/her "associates" are prohibited from dealing in the Company's securities.</p>	<ul style="list-style-type: none"> • set out the reasons why a fuller announcement cannot be made; and • include an undertaking to announce further details as soon as possible. <p>Similarly, DTR 2.6.3G requires that, if the Company is delaying disclosure of inside information under MAR, it 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>
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 (EPS and HEPS) for the period to be reported on next will differ by at least 20% from the previous corresponding period.</p> <p>Companies may elect 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>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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Closed period	<p>A closed period is defined as:</p> <ul style="list-style-type: none"> the date from the financial year end up to the date of publication of the financial results on SENS; 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; 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; and any period when a company is trading under a cautionary announcement. 	<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>
Directors' dealings (general rule)	<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 (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 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"> spouse and minor children (less than 18 years); 	<p>During a closed period, article 19(11) of MAR prohibits all persons discharging managerial responsibilities (i.e. all 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"> (a) the spouse or civil partner of a PDMR; or (b) a PDMR's child or stepchild under the age of 18 years who is unmarried and does not have a civil partner; or

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	<ul style="list-style-type: none"> • trust (or similar vehicle) of which a director and/or his immediate family- <ul style="list-style-type: none"> - is a beneficiary (discretionary, desired or otherwise); - can control 35% of the votes of trustees; - can appoint 35% of the trustees; - can appoint or change 35% of the beneficiaries; • close corporation in which director and/or his immediate family own more than 35% or can vote more than 35%; • any company which a director and/or his immediate family and/or trust can – <ul style="list-style-type: none"> - control 35% or more of the votes at general meetings; - appoint or remove directors holding 35% or more of the votes at board meetings; - control 35% or more of the votes at board meetings. • an associate of an "associate company" being – <ul style="list-style-type: none"> - the associate company's subsidiary, holding company or holding company's subsidiary; - a company whose board is "directed" by the associate company; - a company "controlled" or to be "controlled" by the associate company and its associate; - a trust (or similar vehicle) which is "controlled" by the associate company and its associate. <p>A waiver from obtaining clearance to deal may be obtained from the JSE 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 under an employee share incentive 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"> (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 (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. <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"> • the existence of exceptional circumstances, such as severe financial difficulty requiring the immediate sale of shares; • in relation to an employee share or saving scheme or a qualification or entitlements of shares; or • transactions where the beneficial interest does not change, <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"> • 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; • the scheme is merely facilitating the dealing on behalf of the participant; • the participant takes the risk of any profit or loss in respect of the dealing; and • 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. 	
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.</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>
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 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 within three working days 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>
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 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.	Whilst the LSE Obligations do not prescribe procedures for clearance to deal, the Company's share dealing code contains clearance procedures which establish the process pursuant to which the Company's directors, managers, all other employees of the Company and/or its subsidiaries and PCAs must apply for and obtain written clearance from the Company before dealing in its securities.

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Transactions	<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>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>Categorisation of transactions</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"> • consideration to market capitalisation, being the consideration divided by the aggregate market value of all the listed equity securities, excluding treasury shares of the listed company; or • 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 • 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. <p>The different categories of transactions are:</p> <ul style="list-style-type: none"> • 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. 	<p>Under Listing Rule 10.1.3R, a transaction:</p> <ul style="list-style-type: none"> (a) (subject to paragraphs (c), (d) and (e)) includes all agreements (including amendments to agreements) entered into by the Company or its subsidiary undertakings; (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; (c) excludes a transaction in the ordinary course of business; (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; and (e) excludes any transaction between the Company and its wholly-owned subsidiary undertaking or between its wholly-owned subsidiary undertakings. <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"> • Class 2 - a transaction where any percentage ratio is 5% or more but each is less than 25%.

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	<ul style="list-style-type: none"> • 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). • 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). <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"> • 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; • which would be exceptional; and • under which the maximum liability is unlimited, <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> <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>	<ul style="list-style-type: none"> • Class 1 - a transaction where any percentage ratio is 25% or more. This requires shareholder approval before the transaction can become effective. • 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 require the cancellation of listing of the Company, and application for a new admission of the enlarged group would then be required. <p>Under the Listing Rules the following transactions are treated as class 1 transactions:</p> <ul style="list-style-type: none"> • 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 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 Companies Act 2006, are not considered to be exceptional; • 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

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	<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"> • the transaction is in the ordinary course of business and where the percentage ratios are equal to or less than 10% • or the company concluding the transaction is a financial institution dealing in funds for the benefit of shareholders. <p>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>arrangements in relation to the same transaction must be aggregated and approved by shareholders if together they exceed 1%;</p> <ul style="list-style-type: none"> • 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 • the terms of a joint venture agreement (for example, its exit provisions) may result in the transaction being classified as a class 1 transaction.
Related Party Transactions	<p>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>A related party transaction is a transaction by:</p> <ol style="list-style-type: none"> 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; 	<p>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>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 ("Smaller Related Party Transaction Announcement"). Such fairness</p>

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	<p>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;</p> <p>3. any advisor to the Company that has a beneficial interest, direct and indirect, in the Company or any of its associates;</p> <p>4. 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;</p> <p>5. the asset manager or management company of a property entity (or their respective controlling shareholder) including anyone whose assets they manage or administer; or</p> <p>6. 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"> • 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)). • 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 shareholder approval. The fairness opinion does not need to be fair. 	<p>opinion is given to the Company privately and is not itself published.</p> <p>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 or been subject to a Smaller Related Party Transaction Announcement).</p> <p>A "related party" is:</p> <ul style="list-style-type: none"> • 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 • 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, 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 • an associate of a related party referred to above. <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>

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	<p>(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>	
Allotment and issue of shares or options (general issue for cash)	<p>The Company may only undertake a general issue for cash subject to satisfactory compliance with the following:</p> <ol style="list-style-type: none"> 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; 2. the securities must be issued to public shareholders, and not to related parties. <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"> • the directors/prescribed officers of the Company or of any of its subsidiaries; • an associate of a director/prescribed officer of the Company or of any of its subsidiaries; • the extended family of a director of the Company, as applied to the best of his knowledge; 	<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"> • existing holders of that class of equity shares; and • holders of other equity shares of the company who are entitled to be offered them. <p>A circular relating to a proposed disapplication of pre-emption rights under Listing Rule 9.3.11R must include:</p> <ul style="list-style-type: none"> • a statement of the maximum amount of equity securities which the disapplication will cover; and • 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.

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	<ul style="list-style-type: none"> • 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; • any person that is interested in 10% or more of the securities of the relevant class, unless the JSE determines that, after taking account of relevant circumstances, such person can be included as a member of the public; or • 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. <p>Notwithstanding the above, securities will be regarded as being held by the public if any person that is interested in 10% or more of such securities of the relevant class:</p> <ul style="list-style-type: none"> • is a fund manager or portfolio manager managing more than one fund or portfolio, where each fund or portfolio is interested in less than 10% of the securities; provided that this exemption shall not apply where the fund or portfolio manager is, in relation to any such fund or portfolio, acting in concert with any person that holds relevant securities that, together with those held by the fund or portfolio in question, represent 10% or more of the securities; • is the registered holder of securities that are the subject of a depository receipt programme and no depository receipt holder, together with any person with whom he may be acting in concert, holds depository receipts representing 10% or more of the securities, save where the holder is a fund or portfolio manager as contemplated above; or • is a nominee shareholder and none of the beneficial shareholders represented by that nominee, together with any person with whom he may be acting in concert, is interested in 10% or more of the securities, unless the beneficial shareholder is a fund or portfolio manager as contemplated above; 	<p>Under the Pre-emption Group's guidelines (which will apply to the Company), the directors' authority to disapply pre-emption rights is limited to:</p> <ul style="list-style-type: none"> • 5% of the Company's existing issued share capital in any one year whether or not in connection with an acquisition or specified capital investment; plus • an additional 5% of the Company's existing issued share capital in any one year provided that the Company confirms it intends to use it 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 six-month period and is disclosed in the announcement of the issue. <p>In addition, the Pre-emption Group recommends that, as a general rule, the Company should not issue more than 7.5% of its issued share capital in any rolling three year period, excluding:</p> <ul style="list-style-type: none"> • any shares issued pursuant to a specific disapplication of pre-emption rights; and • any shares issued pursuant to a general disapplication of pre-emption rights in connection with an acquisition or specified capital investment as described above. <p>Under the Investment Association's guidelines (which will apply to the Company), the directors' authority to allot shares is usually limited to:</p> <ul style="list-style-type: none"> • one-third of the Company's existing issued share capital; plus • another third provided such authority is used in connection with a fully pre-emptive rights issue. <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</p>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<p>3. securities which are the subject of general issues for cash:</p> <ul style="list-style-type: none"> (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; (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; (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; (iv) any securities issued under the existing authority must be deducted from such number in (iii) above; and (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>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 open offer/offer for subscription or agreeing the placing/vendor placing. This restriction does not apply if approved by shareholders.</p> <p>The above approvals would normally be sought at the Company's annual general meeting.</p>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<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 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% approval) 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>Allotment and issue of shares or options (specific issue for cash)</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"> 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; 2. if any of the securities are to be issued to non-public shareholders, this fact must be disclosed; 3. the number or maximum number of securities to be issued must be disclosed; 4. if the discount at which the securities are to be issued is not limited, this fact must be disclosed; 5. if the discount at which the securities are to be issued is limited, such limit must be disclosed; 6. if the issue is: <ol style="list-style-type: none"> (i) to a related party/ies, and (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 	<p>See above.</p>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<p data-bbox="568 229 1211 288">writing between the Company and the party subscribing for the securities,</p> <p data-bbox="528 325 1211 608">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 data-bbox="488 619 1211 836">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 data-bbox="528 879 1211 1193">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 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 data-bbox="488 1235 1211 1378">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 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>	

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
Options and convertible securities issued for cash	<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 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, exceeds 10% of the 30 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 expert) confirming the issue is fair insofar as shareholders (excluding any related party) are concerned and that the board has been so advised by an independent expert.</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.
Vendor placing	<p>Where the Company issues shares in connection with an acquisition for cash either on behalf of the vendor or to settle cash consideration due to the vendor.</p> <p>The JSE Listings Requirements requires the minimum placing price be to the lower of:</p> <ul style="list-style-type: none"> • 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 • a 10% discount to the 3 business day weighted average traded price prior to the date of the placing, <p>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>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>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>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>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
Acquisition issues	<p>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>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 have been transferred into the name of the Company has been received.</p>	<p>With its shares admitted to trading on the London Stock Exchange, the City Code on Takeovers and Mergers (the "Takeover Code") applies to the Company.</p> <p>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 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>Further, rule 9.5 of the Takeover Code requires that any offer must be in cash or be accompanied by a cash alternative of at least equal value, 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.</p>
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"> • any acquisition in South Africa shall be implemented through the order book of the JSE and without prior arrangement; • 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; • the Company (or any subsidiary) is duly authorised by its Memorandum of Incorporation/Articles of Association to do so; • acquisitions in the aggregate in any one financial year may not exceed 20% (or 10% where the acquisitions are 	<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>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<p>effected by a subsidiary) of the Company's issued ordinary share capital as at the date of passing the special resolution;</p> <ul style="list-style-type: none"> • the maximum premium at which such shares may be acquired will be 10% of the weighted average of the market value on the JSE over the five business days immediately preceding the repurchase; • 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); • repurchases may not take place during a prohibited period unless a repurchase programme is in place; • 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 • the board of directors of the Company must resolve that the repurchase is authorised and must pass a solvency and liquidity test. <p>The requirements for a specific repurchase are:</p> <ul style="list-style-type: none"> • the Company is duly authorised by its Memorandum of Incorporation/Articles of Association to do so; • requires a special resolution excluding the votes of any shareholder and its associates that are participating in the repurchase; • the board of directors of the Company must resolve that the repurchase is authorised and must pass a solvency and liquidity test; • 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 securities measured over the 30 business days prior to the date that the price of the repurchase is agreed in writing between 	<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"> • companies should seek shareholder authority to purchase their own shares by special resolution; • a general authority to repurchase shares should be renewed annually; • 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 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).

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	the Company and the party selling the shares then a fairness opinion prepared by an independent expert is required.	
Employee share schemes and long-term incentive plans	Employee share incentive schemes must comply with the provisions of 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 approved by 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.	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). Hence there is no requirement under the Listing Rules for the Company to obtain shareholder approval for an employee share scheme or long-term incentive scheme.
Controlling shareholder	<p>The JSE Listings Requirements defines a controlling shareholder as:</p> <ul style="list-style-type: none"> • any shareholder that, together with: <ul style="list-style-type: none"> - his, or its, associates; or - 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; <p>can exercise, or cause to be exercised the specified percentage, as defined in the Takeover Regulations, 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>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"> • transactions with the controlling shareholder (and/or its associates) are conducted on normal commercial terms at arm's length; • 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 • the controlling shareholder (and/or its associates) will not propose (or procure) a shareholder resolution to circumvent the proper application of the Listing Rules.

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
Shares in public hands	The Company must use its best endeavours to ensure that a minimum percentage of each class of shares is held by the public, being 20% of each class of shares held by the public to ensure reasonable liquidity.	The annual report of the Company needs to include additional disclosures regarding the relationship agreement.
		<p data-bbox="1234 360 1621 387"><u>Election of independent directors</u></p> <p data-bbox="1234 427 1957 614">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 data-bbox="1234 651 1957 774">If either of the resolutions are defeated, a further vote must take place not less than 90 days later on a simple majority basis. The further vote must take place within a period of 30 days from the end of the 90-day period.</p> <p data-bbox="1234 810 1957 938">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>
Financial reporting	The annual financial statements for the relevant financial year, reported on by the Company's auditor, must be distributed to	<p data-bbox="1234 943 1957 1066">Subject to the FCA modifying this requirement in relation to the Company, Listing Rule 9.2.15R requires the Company to have at least 25% of its listed securities owned by the public. Shares are not owned by the public if they are held:</p> <ul data-bbox="1234 1074 1957 1329" style="list-style-type: none"> <li data-bbox="1234 1074 1957 1260">• directly or indirectly by a director, persons connected with them, persons (or persons acting in concert) owning 5% or more of the Company's shares, trustees of any employee share schemes or pension funds, persons who under any agreement have a right to nominate a director; or <li data-bbox="1234 1268 1957 1329">• subject to a lock-up period of more than 180 calendar days. <p data-bbox="1234 1337 1742 1364">DTR 4 requires the Company to publish its:</p>

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<p>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> <ul style="list-style-type: none"> • 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; • unaudited provisional reports must be reviewed unless an audit report has already been issued on the underlying annual financial statements; • unaudited quarterly reports are not required to be reviewed unless requested by the JSE; and • where a financial period covers more than 12 months a review opinion must be obtained the second interim period. 	<ul style="list-style-type: none"> • annual report and accounts within four months of the end of the financial period to which they relate; and • half-yearly report as soon as possible and in any event within three months of the end of the period to which it relates. <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 Company must make a statement to this effect in its report (DTR 4.2.9R).</p> <p>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 style="list-style-type: none"> • 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); • 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.

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<p>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>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>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.</p>
Profit forecasts	<p>There is no general continuing obligation on a Company to produce a profit forecast.</p> <p>Profit forecasts are only required in the following circumstances:</p> <ul style="list-style-type: none"> • 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 • if the Company is the subject of a reverse takeover. <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"> • that the forecast is the responsibility of the directors; • the key assumptions and/or bases that have been used in arriving at the forecast; 	<p>There is no general obligation on the Company under the LSE Obligations to produce a profit forecast.</p> <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><u>Prospectus</u></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"> • include a statement of the principal assumptions on which the forecast or estimate was based. The assumptions must: <ul style="list-style-type: none"> (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; (b) be readily understandable by investors; (c) be specific and precise; (d) not relate to the general accuracy of the estimates underlying the forecast; and (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 • include a statement that the profit forecast or estimate has been compiled and prepared on a basis which is both

Obligation	Summary of the JSE Listings Requirements	Summary of the LSE Obligations
	<ul style="list-style-type: none"> reference to the relevant previously published information to which it relates; and include a statement in the announcement that the forecast financial information has not be reviewed or reported on the external auditors. 	<p>comparable with the historical financial information and consistent with the Company's accounting policies.</p> <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 outstanding, the new prospectus must include a statement setting out whether or not that forecast is still correct and, if it is no longer valid, an explanation as to why that is the case.</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>Class 1 circular</u> The requirements under Listing Rule 13.5 for including a profit forecast in a class 1 circular are the same as for a prospectus. These rules apply both to a forecast made by the target or by the acquirer. The Company is also required to include a statement confirming that the profit forecast or estimate has</p>

been properly compiled on the basis of the assumptions stated and that the basis of accounting is consistent with the accounting policies of the Company.

If, prior to the publication of the class 1 circular, a profit forecast or estimate was published that relates both to:

- 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
- financial information including the period of the forecast which has yet to be published as at the date of the class 1 circular,

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 informed decision when voting or taking any other required action.

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.

Takeovers

If the offeree company publishes a profit forecast, the document or announcement in which the forecast is first published must include:

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		<ul style="list-style-type: none"> • 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). <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</p>

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		<p>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> <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>
Financial and property disclosure in respect of transactions		
<i>Pro forma</i> financial information	<ul style="list-style-type: none"> • Required to provide information to investors regarding the impact of a particular corporate action; • Must be compiled in terms of the JSE Listings Requirements and The Guide on <i>Pro forma</i> Financial Information, issued by SAICA, and if applicable reported on, in terms of the International Standard on Assurance Engagements ("ISAE") 3420 – Assurance Engagements to Report on the Compilation of <i>Pro forma</i> Financial Information included in a Prospectus and any relevant guidance issued by the IRBA; • To be presented in a stipulated format, clearly stating: <ul style="list-style-type: none"> - the purpose for which it has been prepared; - that it is prepared for illustrative purposes only; - that because of its nature, may not fairly present the Company's financial position, changes in equity, results of operations or cash flows; and - the source of each item of information and adjustment. • <i>Pro forma</i> figures must not be given greater prominence than unadjusted financial figures. 	<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 (PRR 2.1.4UK). 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 2.1.5UK).</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"> • the <i>pro forma</i> financial information shall be identified as such in order to distinguish it from historical financial information; • 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; • <i>pro forma</i> information may only be published in respect of: (a) the last completed financial period; and/or (b) the

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Property specific information	<ul style="list-style-type: none"> • Must be prepared on the Company's portfolio as a whole and for each individual property. • 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. • A summary of the valuation report must be included in transaction circulars. 	<p>most recent interim period for which relevant unadjusted information has been published or are included in the registration document/prospectus.</p> <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>
Governance		
Board of directors	<ul style="list-style-type: none"> • The Company 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"> - the appointment of a new director or company secretary; - 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 - changes to important functions or executive responsibilities of a director. • Appointment of directors is subject to shareholder approval. • The Company must have an appointed chief executive officer, a financial director, a chairman (preferably 	<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"> • the appointment of a new director; • 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); • important changes to the role, functions or responsibilities of a director; and • the effective date of the change if it is not with immediate effect.

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	<p>independent) and a minimum of three independent non-executive directors.</p> <ul style="list-style-type: none"> The capacity of each director must be categorised as executive, non-executive or independent. 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 CV for each director standing for election/re-election must accompany the notice of meeting. 	
Corporate governance	<p>Must include a corporate governance statement in its annual report in accordance with the King IV report on corporate governance for South Africa (“King IV”), detailing its compliance with King IV on an “apply or explain basis”. Must have the following specific corporate governance practices and must disclose compliance therewithin its annual report:</p> <ul style="list-style-type: none"> a policy evidencing a clear balance of power and authority at board level; 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; an audit committee, a remuneration and a social and ethics committee are required in accordance with King IV; each committee must comprise of at least three members; 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. The audit committee must on an annual basis: 	<p>Under Listing Rule 9.8.7R, the Company must include in its annual report:</p> <ul style="list-style-type: none"> a statement of how the Company has applied the <i>Principles</i> set out in the 2018 UK Corporate Governance Code (the “UKCGC”); and 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. <p>The UKCGC includes the following Principles:</p> <ul style="list-style-type: none"> 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,

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	<ul style="list-style-type: none"> (i) consider and satisfy itself of the appropriateness of the expertise and experience of the financial director; (ii) ensure that the Company has established appropriate financial reporting procedures and that those procedures are operating; (iii) assess the suitability for appointment of the external audit firm and designated individual partner; (iv) ensure that the appointment of the auditor is presented and included as a resolution at the annual general meeting; (v) appoint a company secretary and consider and satisfy itself on the competence, qualifications and experience of the company secretary; (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 (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>social and ethnic backgrounds, cognitive and personal strengths; and</p> <ul style="list-style-type: none"> • 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. <p>The UKCGC includes the following Provisions:</p> <ul style="list-style-type: none"> • at least half the board, excluding the chair, should be non-executive directors whom the board considers to be independent; • 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; • 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 • 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.
Sponsor	An independent sponsor is required at all times.	<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"> • to submit a prospectus or supplementary prospectus to the FCA in connection with an application for admission of securities to premium listing; • to submit a class 1 circular to the FCA for approval; • to do so by the FCA because it appears that there is, or there may be, a breach of the listing rules, the disclosure

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		<p>requirements or the transparency rules by the Company; and</p> <ul style="list-style-type: none"> • 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. <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"> • 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 • it is proposing to enter into a transaction which is, or may be, a related party transaction.