

**Amendment Schedule
Auditor Accreditation
JSE Debt Listings Requirements
May 2023**

Section 3: Conditions of Listing

Minimum criteria for listing of debt securities or registration of a programme memorandum or, in the case of a foreign issuer, the JSE supplement

- 3.10 In order to satisfy the minimum criteria for listing an applicant issuer must:
- (a) have appointed a debt sponsor or designated person, as the case may be;
 - (b) have appointed ~~a JSE accredited~~an auditor;
 - (c) ...

Section 5: Financial Information

Financial statements

- 5.2 ...
- 5.3 A new applicant which makes application for the registration of a placing document must have published and submitted financial statements which:
- (a) ...
 - (b) ...
 - (c) have been independently audited by an auditor ~~that has been accredited by the JSE pursuant to paragraph 6.22. If the financial statements of the new applicant for the latest financial year end have not been audited by such an auditor, then the appointed auditor, that has been accredited by the JSE pursuant to paragraph 6.22, must issue an audit report in respect of such latest period, dated the day the placing document is submitted to the JSE for formal approval pursuant to paragraph 6.22.~~

Project Bonds

- 5.18 Project bond issuers that wish to list and are unable to comply with the requirements of paragraph 5.3 may be accepted for a listing if the following is provided to the JSE:
- (a) ~~An audited~~A consolidated cash flow model on the project. ~~The audit must be done, independently audited~~ by ~~an accredited~~the auditor pursuant to paragraph 6.22. The cashflow model must be prepared under a lenders base case scenario; or
 - (b) A profit forecast for the project bond issuer, produced in compliance with paragraphs 5.7 to 5.17, for the remainder of the financial year during which it will list the first debt security and for one full financial year thereafter. ~~A reporting accountant's~~An auditor's report, in compliance with paragraph 5.13(a)(i), is required on this forecast financial information. The ~~reporting accountant~~auditor signing off on the ~~reporting accountant's~~auditor's report must be ~~accredited by the JSE~~appointed pursuant to paragraph 6.22.

Section 6: Continuing Obligations

Appointment of auditors

6.22 ~~An applicant issuer may only~~must appoint ~~as its an~~ auditor ~~an audit firm who is registered with Independent Regulatory Board for Auditors, or a similar regulatory or professional body for auditors in another jurisdiction. An applicant issuer must ensure that its assurance engagement letter with the auditor requires notification to the applicant issuer without delay where the auditor has been prohibited from signing the audit report or is no longer registered with its regulator.~~

~~accredited as such on the JSE list of Auditors and Accounting Specialists and an individual auditor who does not appear on the JSE list of disqualified individual auditors, as set out in Section 22 of the JSE Listings Requirements.~~

~~6.23 Within 90 days of receiving notification that their audit firm has been removed from the JSE list of Auditors and Accounting Specialists, or their individual auditor being included on the JSE list of disqualified individual auditors, an issuer must replace its auditor with an audit firm who is accredited or an individual auditor who is not disqualified. This change should be made before the auditor signs the next audit report, in the event that the applicant issuer receives notification after the auditor has commenced their assurance engagement audit, in such circumstances, it may not be possible for the issuer to appoint a new audit firm within the prescribed period. The applicant issuer must then approach the JSE who, at their discretion, may waive paragraph 6.22 above, for that specific assurance engagement. If such dispensation is granted the applicant issuer must caution holders of debt securities as to the status of its audit firm. This warning must appear whenever reference is made to the auditor's report in an announcement or in the financial statements themselves.~~

~~6.24 6.23 The following applies to the appointment of the auditor:~~

~~(a) the auditor must have demonstrated to the issuer that it has the necessary resources to carry out the relevant engagement, as described in paragraph 30 of International Standard on Quality Management 1 ("ISQM 1"); and~~

~~(b) the auditor must not be prohibited by its regulator from performing the relevant assurance engagement.~~

~~6.24 Where an auditor has been appointed but is subsequently prohibited from signing the audit report, or no longer registered with its regulator, the auditor must be replaced within 90 days of such notification to the issuer or before the next audit report is signed, whichever is earlier.~~

~~6.25 ...~~

Notification of change in auditor

6.25 An issuer must notify the JSE of:

~~(a) the termination or the~~ appointment of the ~~audit firm; and/or~~ auditor;

~~(b) the termination, non-reappointment or~~ resignation of the ~~audit firm; auditor; and/or~~

~~without delay, and (c) any change of the individual auditor classified as the designated auditor,~~

~~by no later than two business days following the decision by the applicant issuer to terminate or appoint the audit firm or after receipt of the audit firm's resignation.~~above event.

6.26 The notification required by paragraph 6.25 ~~must state the effective date of the termination or resignation, if it is not with immediate effect.~~

~~6.27 The notification required by paragraph 6.25(b) must be accompanied by a letter from the audit firm stating the date of termination, what the audit firm believes to be the~~

~~reason for such termination or, in the case of resignation, the reason(s) for such resignation. auditor including:~~

~~6.28 The applicant issuer must publish an announcement immediately after the _____~~

~~(a) the reason/s; and~~

~~(b) details of any reportable irregularities that were reported by the auditor to its regulator in the past 12 months.~~

~~6.27 On notification to the JSE in pursuant to paragraph 6.25 above, informing holders of debt securities, the issuer must publish an announcement addressing at least the following:~~

~~(a) whether the change of audit firm was initiated by the issuer or the audit firm;~~

~~(b) the reason(s) for the change in audit firm;~~

~~(c) the effective date of the change of audit firm; and~~

~~(d) the name of the termination of the newly appointed audit firm (if a decision has not yet been made on the appointment of a new audit firm appointment or resignation of the audit firm and the reason(s) therefore. this fact must be disclosed).~~

~~6.29 The annual financial statements for the year end in which the termination or resignation took place must state that the audit firm appointment was terminated or that the audit firm resigned and the reason(s) therefore.~~

Corporate Governance

7.3 Applicant issuers must implement the following specific corporate governance practices and must, in addition to complying with IFRS, disclose compliance therewith in their annual financial statements, which must be available on the website of the applicant issuer. (The effect of incorporating certain practices from the King Code into the Debt Listings Requirements is to make their implementation mandatory, this is notwithstanding the fact that application of the corporate governance practices in the King Code is generally voluntary):

(a)

(e) the audit committee must, notwithstanding its duties pursuant to Section 94 of the Companies Act:

(i) consider and satisfy itself, on an annual basis, of the appropriateness of the expertise and experience of the financial director;

(ii) ensure that the issuer has established appropriate financial reporting procedures and that those procedures are operating;

~~(iii) the audit committee must, notwithstanding its duties pursuant to Section 94 of the Companies Act or other enabling legislation, request from the audit firm (and if necessary, consult with the audit firm on) the information detailed in paragraph 22.15(h) of Section 22 of the JSE Listings Requirements in their assessment of the suitability for appointment of their current or a prospective audit firm and designated individual partner both when they are appointed for the first time and thereafter annually for every re-appointment as well as, in the instance of a new issuer, prior to registration of the programme _____~~

~~(iii) consider the following information in the assessment of the suitability of appointment of the auditor:~~

~~(aa) the latest results (including related remedial action plan) of all inspections performed by its regulator. The audit committee may~~

accept reports with the identity of specific entities redacted provided that such redaction does not limit the understanding of their content;

(bb) any new inspection result of an inspection performed by its regulator, between the date of appointment of the auditor and the date of signature of the audit report on the annual financial statements;

(cc) a summary, by the auditor, of the ongoing communication related to monitoring and remediation referred to in paragraph 46 of ISQM 1; and

(dd) a summary of any legal or disciplinary proceedings completed or pending, as determined by the head of risk or a person with similar authority within the past seven years. Legal or disciplinary proceedings include those instituted through any legislation or by any regulatory/professional body; and

(iv) notwithstanding the provisions of Section 90(6) of the Companies Act, ensure that the appointment of the auditor is tabled as a resolution at the annual general meeting of the issuer pursuant to Section 61(8) of the Companies Act.