**ACTIVELY MANAGED CERTIFICATES – CHECKLIST**

**CLIENT:**

**JSE REFERENCE**:

This documentation will be subject to the turnaround times as stipulated in paragraph 16.3 in the Listings Requirements.

# Company name:

**Round of comments:**

**Introduction:**

My comments are given in the following ways

1. Under the heading “Principle issues and general comments” I will list all the principle issues you did not comply with as well as the general comments.
2. The checklist details all the requirements for the specific transaction. Comments on the checklist means the following:
* “Please note” – means that you don’t need to comply with the requirement. NB: the issuer may be required to comply with the requirement at a later stage, e.g. those sections that will be required in the Final pricing supplement.
* “N/A” means that you do not have to comply with that specific requirement in this circular.
* “√” means that the requirements has been complied with to the JSE’s satisfaction
* “Blank” means that you still have to comply with the specific requirement or advise that it is N/A.
* OS = Outstanding
* Any other comment on the checklist will be of a more specific nature.
* “Confirmed n/a” – Means that the advisors have confirmed this item to be not applicable.
1. Under the heading “Outstanding Documents” you will find details of documents that was not submitted.

Please don’t hesitate to call me if something is not clear.

**CFO:**

**Tel: 011 520 xxxx**

**General comments and principle issues:**

|  |  |  |  |
| --- | --- | --- | --- |
| **JSE Section 19 Listings Requirement**  | **Sponsor’s 1st Comment** | **JSE Comments** | **JSE 2nd Comments** |
| **General**  |  |  |  |
| 19.105 AMC provides exposure to the performance of an underlying portfolio of assets. The portfolio isdiscretionarily managed by a portfolio manager based on a specific investment mandate. Theinvestment mandate should be limited to investments in assets acceptable to the JSE and theunderlying assets must be sufficiently liquid for proper price formation.The following assets are deemed acceptable to the JSE: |  |  |  |
| 1. Securities, as defined in the FMA, listed on a recognised exchange;
 |  |  |  |
| b) derivatives on listed securities (excluding derivatives on commodities and currencies)However, the effective exposure of derivatives must be limited to 10% of the total market value of the portfolio and only used for efficient portfolio management purposes; |  |  |  |
| c) commodities of which trading prices are readily and publicly available; |  |  |  |
| d) currencies of which trading prices are readily and publicly available; and |  |  |  |
| e) any other asset acceptable to the JSE. |  |  |  |
| **Criteria for AMC**  |  |  |  |
| 19.107 An AMC must reference a single portfolio that is actively managed by an independent portfoliomanager. |  |  |  |
| 19.108 The portfolio manager of the reference portfolio must be independent from the issuer and mustimplement the strategy as determined by the investment mandate of the reference portfolio. The issuer must be able to demonstrate that the reference portfolio manager acts in a neutral and objective manner without any undue influence from the issuer. The issuer must confirm tothe JSE that the portfolio manager complies with the following: |  |  |  |
| a) Cat II discretionary FSP, authorised by the FSCA; |  |  |  |
| b) A Member of the JSE, authorised to manage discretionary funds; or |  |  |  |
| c) Or any foreign manager with the equivalent status. |  |  |  |
| 19.109 The issuer must adhere to the liquidity requirements pursuant to paragraph 19.118. |  |  |  |
| **Placing document or Pricing Supplement** |  |  |  |
| 19.110 In addition to the disclosure provisions pursuant to paragraphs 19.16 and 19.17 above, an issuer must include the following additional information in the pricing supplement: |  |  |  |
| a) a statement that investors must obtain their own independent tax advice; |  |  |  |
| b) the name of the portfolio and the portfolio manager; |  |  |  |
| c) a statement that the portfolio manager is independent from the issuer; |  |  |  |
| d) the investment mandate of the reference portfolio must be included under the termsand conditions section of the placing document; |  |  |  |
| e) in relation to the investment mandate, the following additional details must be disclosed:(i) the investment universe of eligible securities;(ii) applicable benchmark for the performance of the portfolio; and(iii) the investment theme and applicable sectors that the portfolio will invest; |  |  |  |
| (f) in the event of any amendments being made to the investment mandate, the provisions of paragraphs 19.22 and 19.23(b)(i) in relation to approval from the AMC holders and the JSE will apply; |  |  |  |
| e) the cost applicable to the AMC; |  |  |  |
| g) the methodology used to calculate the RPV and iRPV,if applicable. This disclosure mustclearly state that the credit risk assessment and impact on the valuation of the AMC isindependent from the calculation of RPV and iRPV, if applicable; |  |  |  |
| i) disclosure of the location on the issuer’s website of the following:(i) RPV; and(ii) iRPV or portfolio composition file or both; |  |  |  |
| j) if iRPV is published and the underlying portfolio is not published, the conditions under which the publication of iRPV will be halted. This must include disclosure that thepublication of the iRPV will be halted if 10% of the listed underlying portfolio’s pricing(excluding derivatives pursuant to section 19.105 (b)) is no longer continuouslyavailable on an actively traded public market; |  |  |  |
| k) disclosure on how the liquidity requirements pursuant to paragraph 19.118 will beachieved:(i) if a market maker is appointed pursuant to paragraph 19.118(a), disclosure ofthe location on the issuer’s website where the iRPV and or daily publishedportfolio composition file (if applicable) can be found; and(ii) if an agent is appointed pursuant to paragraph 19.118(b), disclosure –(aa) whether all the costs relating to the provision of liquidity will accrue tothe portfolio or not; and(bb) the location on the issuer’s website where the bid and offer spreadapplied by the agent can be found. |  |  |  |
| l) a warning statement regarding the credit risk of the issuer; and |  |  |  |
| m) disclosure of the location on the issuer’s website where the detailed disclosure of thematerial risks of the issuer can be found. |  |  |  |
| **Continuing obligations** |  |  |  |
| 19.111 The issuer is required to comply with paragraphs 19.20, and to Section 3 to the extent applicable under paragraph 19.20(i). |  |  |  |
| 19.112 The issuer must publish on its website or any other freely available platform:(a) the iRPV or the portfolio composition file of the AMC;(b) the RPV of the portfolio after close of business each trading day;(c) the total cost of the AMC; and(d) a monthly fact sheet of the portfolio pursuant to Form K of Schedule 2. The prescribed fact sheet must be made available on the issuer’s website within 30 days of the month end. At the time the fact sheet is made available on the issuer’s website, the issuer must immediately announce the availability of the fact sheet on SENS with a weblink to the issuer’s website. |  |  |  |
| 19.113 The issuer must publish on SENS any change in the bid and offer spread, where an agent is appointed pursuant to paragraph 19.118(b). |  |  |  |
| 19.114 The issuer must inform the JSE immediately when the publication of the iRPV has been halted. The JSE will consider suspension of the listing of the AMC and, if trading is suspended, will lift the suspension once the iRPV publication has been resumed. |  |  |  |
| 19.115 The issuer must inform the JSE immediately of any leak of information with respect to the underlying constituents and weightings of the portfolio. |  |  |  |
| 19.116 The issuer must confirm to the JSE annually, in the certificate pursuant to paragraph 1.20, that the reference portfolio manager has complied with the investment mandate of the portfolio and the JSE Listing Requirements |  |  |  |
| 19.117 Distributions, if applicable, made to the AMC holders must be announced through SENS in accordance with the corporate action timetable pursuant to Schedule 2 Form H1. |  |  |  |
| **Liquidity requirements** |  |  |  |
| 19.118 An issuer must either appoint a market maker or an agent subject to meeting the requirements below. The issuer must confirm to the JSE that the necessary procedures are in place to ensurethat the market maker or agent will only provide the liquidity in the market based on information available in the public domain to comply with the provisions of the FMA.(a) Appointment of a market maker as principal.The market maker must be appointed pursuant to paragraph 19.11. If the market maker is not in a position to provide the liquidity based on the iRPV only, the issuer must publish the portfolio composition file on a daily basis.(b) Appointment of agentThe issuer may only appoint an agent where no portfolio composition file is published on a daily basis. If an issuer elects to publish the portfolio composition file on a daily basis, then it must immediately appoint a market maker referred to in (a) above. |  |  |  |