

Financial institutions
Energy
Infrastructure, mining and commodities
Transport
Technology and innovation
Life sciences and healthcare

JSE fast-track secondary listings

Ten things to know



10 things to know about JSE fast-track secondary listings

01 | Accredited exchanges

Companies listed on one of four accredited exchanges for at least 18 months can apply for a secondary listing on the Johannesburg Stock Exchange (JSE) Main Board or Alternative Exchange (AltX). The accredited exchanges are the Australian Stock Exchange, London Stock Exchange (LSE and AIM), New York Stock Exchange (NYSE and NYSE Euronext), and Toronto Stock Exchange (TSX and TSXV).

02 | Fast process

The fast-track listing process significantly reduces the time and costs otherwise associated with obtaining a secondary listing on the JSE. The secondary listing process on the JSE is now faster than that of any other exchange in Africa. The entire process (from first engagement with the JSE to listing) can take three weeks.

03 | Eligibility

A company with a listing on the main board of a foreign exchange may apply for a secondary listing on the JSE's Main Board. A company with a listing on a junior board of a foreign exchange may only apply for a secondary listing on the JSE's AltX.

04 | Sponsor

Applicants must appoint and maintain a sponsor in South Africa to interface with the JSE.

05 | Pre-listing announcement

Applicants do not need to produce a pre-listing statement, but a pre-listing announcement is required. The pre-listing announcement must contain a reduced list of prescribed information, including website details where information from the company's latest audited financial statements, competent persons' reports and valuation reports can be accessed.

06 | Listing criteria

Applicants must comply with the normal Main Board or AltX listing criteria which include meeting the required spread of public shareholding on its South African share register. If the required spread cannot be met, arrangements may be made with the JSE to ensure that sufficient scrip is available on the South African share register so that there is an acceptable level of liquidity.

07 | Capital raise

A company may obtain a fast-track secondary listing with or without a capital raise. For a secondary listing with a capital raise, the company must consult with the JSE regarding the process, and may have to register as an external company in South Africa.

08 | Public offer or private placement

Companies raising capital in South Africa by way of an offer to the public, must have a prospectus, if it is an initial public offering or, if not, a written statement. These requirements would mean that much of the benefit of a fast-track secondary listing is lost. A private placement does not constitute an offer to the public and therefore is ideally suited to the fast-track process.

09 | Taxation and exchange control

Companies looking to raise capital in South Africa will be subject to South African tax laws, and exchange control regulations to permit the outflow of funds from South Africa.

10 | First listing

In December 2014, AIM-listed Sirius Real Estate Limited was the first company to obtain a secondary listing on the JSE through the fast-track process. Norton Rose Fulbright's London and Johannesburg offices acted as the legal advisors to Sirius.

Global resources

Norton Rose Fulbright is a global legal practice. We provide the world's pre-eminent corporations and financial institutions with a full business law service. We have more than 3800 lawyers and other legal staff based in more than 50 cities across Europe, the United States, Canada, Latin America, Asia, Australia, Africa, the Middle East and Central Asia.



♥ Our office locations

People worldwide

7400

Legal staff worldwide

3800+

Offices

50+

Key industry strengths

Financial institutions

Energy

Infrastructure, mining and commodities

Transport

Technology and innovation

Life sciences and healthcare

Europe

Amsterdam

Athens

Brussels

Frankfurt

Hamburg

London

Milan

Moscow

Munich

Paris

Piraeus

Warsaw

United States

Austin

Dallas

Denver

Houston

Los Angeles

Minneapolis

New York

Pittsburgh-Southpointe

St Louis

San Antonio

Washington DC

Canada

Calgary

Montréal

Ottawa

Québec

Toronto

Latin America

Bogotá

Caracas

Rio de Janeiro

Asia

Bangkok

Beijing

Hong Kong

Jakarta¹

Shanghai

Singapore

Tokyo

Australia

Brisbane

Melbourne

Perth

Sydney

Africa

Bujumbura³

Cape Town

Casablanca

Dar es Salaam

Durban

Harare³

Johannesburg

Kampala³

Middle East

Abu Dhabi

Bahrain

Dubai

Riyadh²

Central Asia

Almaty

¹ Susandarini & Partners in association with Norton Rose Fulbright Australia

² Mohammed Al-Ghamdi Law Firm in association with Norton Rose Fulbright US LLP

³ Alliances

Contacts

If you would like further information please contact:

Alastair Dixon

Director

Tel + 27 11 685 8672

alastair.dixon@nortonrosefulbright.com

Christina Pretorius

Director

Tel +27 11 685 8839

christina.pretorius@nortonrosefulbright.com

Emma Forbes

Associate

Tel +27 11 301 3455

emma.forbes@nortonrosefulbright.com

Norton Rose Fulbright

Norton Rose Fulbright is a global law firm. We provide the world's preeminent corporations and financial institutions with a full business law service. We have more than 3800 lawyers and other legal staff based in more than 50 cities across Europe, the United States, Canada, Latin America, Asia, Australia, Africa, the Middle East and Central Asia.

Recognized for our industry focus, we are strong across all the key industry sectors: financial institutions; energy; infrastructure, mining and commodities; transport; technology and innovation; and life sciences and healthcare.

Wherever we are, we operate in accordance with our global business principles of quality, unity and integrity. We aim to provide the highest possible standard of legal service in each of our offices and to maintain that level of quality at every point of contact.

Norton Rose Fulbright US LLP, Norton Rose Fulbright LLP, Norton Rose Fulbright Australia, Norton Rose Fulbright Canada LLP and Norton Rose Fulbright South Africa Inc are separate legal entities and all of them are members of Norton Rose Fulbright Verein, a Swiss verein. Norton Rose Fulbright Verein helps coordinate the activities of the members but does not itself provide legal services to clients.

References to 'Norton Rose Fulbright', 'the law firm', and 'legal practice' are to one or more of the Norton Rose Fulbright members or to one of their respective affiliates (together 'Norton Rose Fulbright entity/entities'). No individual who is a member, partner, shareholder, director, employee or consultant of, in or to any Norton Rose Fulbright entity (whether or not such individual is described as a 'partner') accepts or assumes responsibility, or has any liability, to any person in respect of this communication. Any reference to a partner or director is to a member, employee or consultant with equivalent standing and qualifications of the relevant Norton Rose Fulbright entity. The purpose of this communication is to provide information as to developments in the law. It does not contain a full analysis of the law nor does it constitute an opinion of any Norton Rose Fulbright entity on the points of law discussed. You must take specific legal advice on any particular matter which concerns you. If you require any advice or further information, please speak to your usual contact at Norton Rose Fulbright.