

YPN LISTING REQUIREMENTS

In terms of section 11 of the FM Act



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1. PREAMBLE

- 1.1 In terms of the MultiChoice Empowerment Transaction which is described below, MIH, the holding company of MultiChoice (and itself a wholly-owned subsidiary of Naspers), committed to providing an appropriate trading platform to facilitate trade by its BEE partners in their equity interests while preserving MultiChoice's BEE status and credentials derived from such initiative.
- 1.2 In terms of the Media24 Empowerment Transaction also described below, Naspers, the holding company of Media24 committed to providing an appropriate trading platform to facilitate trade by its BEE partners in their equity interests while preserving Media24's BEE status and credentials derived from such initiative.
- 1.3 In light of the above, YPN was established and applied for an exchange license in terms of section 9 of the FM Act with the purpose of:
 - 1.3.1 ensuring that the equity ownership conditions set out under the relevant BBBEE Legislation as they apply to the Issuers are adhered to and that no dilution of that empowered equity is permitted to occur;
 - 1.3.2 ensuring that Issuers' shareholders are able to trade their shares in a safe, secure, fair, efficient and transparent manner;
 - 1.3.3 increasing confidence in the South African financial markets by ensuring, through its operation and design, that significant checks and balances and other security measures and fail safes are applied that will result in a stable trading environment;
 - 1.3.4 ensuring the protection of the Issuers' shareholders by materially reducing the risk of exploitation; and
 - 1.3.5 not introducing systemic risk into the South African financial markets.

2. OBJECTS

2.1 YPN has the following objectives:

2.1.1 to provide for the listing, suspension and removal of Securities listed on the YPN Exchange;

2.1.2 to provide for the disclosure requirements applicable to Issuers; and

2.1.3 to regulate and discipline Issuer conduct.

3. DEFINITIONS AND INTERPRETATION

3.1 These Listing Requirements are binding on the Issuers and their directors, officers, employees and agents.

3.2 In these Listings Requirements, words and expressions which are defined and used or have a particular meaning ascribed to them in a particular context in the FM Act shall, when used in these Listings Requirements in a similar context, bear the same meaning unless excluded by the subject or the context, or unless these Listings Requirements provide otherwise.

3.3 The following words shall, unless otherwise stated or inconsistent with the context in which they appear, bear the following meanings and other words derived from the same origins as such words (that is, cognate words) shall bear corresponding meanings:

3.3.1 **Associate** in relation to

3.3.1.1 a natural person, means:

3.3.1.1.1 a person who is recognised in law or the tenets of religion as the spouse, life partner or civil union partner of that person;

3.3.1.1.2 a child of that person, including a stepchild or an adopted child;

3.3.1.1.3 a parent or stepparent of that person; and

3.3.1.1.4 a person in respect of which that person is recognised in law or appointed by a court as the person legally responsible for managing the affairs of or meeting the daily care needs of the first-mentioned person;

3.3.1.2 a juristic person:

3.3.1.2.1 which is a company, means its subsidiary and its holding company and any other subsidiary or holding company thereof as defined in section 1 of the Companies Act;

3.3.1.2.2 which is a close corporation registered under the Close Corporations Act, 1984, means any member thereof as defined in section 1 of that Act;

- 3.3.1.2.3 which is not a company or close corporation, means another juristic person which would have been its subsidiary or holding company:
- 3.3.1.2.3.1 had it been a company; or
- 3.3.1.2.3.2 where that other juristic person is not a company either, had both it and that other juristic person been a company; and
- 3.3.1.2.3.3 means any person in accordance with whose directions or instructions its board of directors or, in the case where such juristic person is not a company, the governing body of such juristic person, acts;
- 3.3.1.3 in relation to any person:
- 3.3.1.3.1 means any juristic person whose board of directors or, in the case where such juristic person is not a company, the governing body of such juristic person, acts in accordance with its directions or instructions; and
- 3.3.1.3.2 means a trust controlled or administered by it.
- 3.3.2 **BBBEE Act** means the Broad-Based Black Economic Empowerment Act, 53 of 2003, as amended from time to time.
- 3.3.3 **BBBEE Legislation** means the BBBEE Act, any regulations published under the BBBEE Act, any BEE charters and/or codes of good practice, any communications sector legislation, any regulations published under such legislation and any licence conditions made pursuant to such legislation, all as amended from time to time, provided that to the extent there is any conflict between such legislation, regulations, charters, codes of good practice and licence conditions, the applicable licence conditions shall take precedence, followed by the empowerment requirements contained in the applicable codes of good practice.
- 3.3.4 **BEE** means black economic empowerment.

- 3.3.5 **BEE Codes** means the Codes of Good Practice on Black Economic Empowerment issued by the Minister of Trade and Industry in terms of section 9(1) of the BBEE Act.
- 3.3.6 **BEE Compliant Person** means as interpreted by the courts, from time to time:
- 3.3.6.1 as regards to a natural person, one who falls within the ambit of the definition of "black people" in the relevant BEE Ownership Scheme;
- 3.3.6.2 as regards to a juristic person, having a shareholding or similar member's interest, one who falls within the ambit of the definitions of BEE Controlled Company or BEE Owned Company, using the principles for determining control or ownership as contemplated in the relevant BEE Ownership Scheme; and
- 3.3.6.3 as regards to any other entity, any entity similar to a BEE Controlled Company or BEE Owned Company using the principles for determining control or ownership as contemplated in the relevant BEE Ownership Scheme, which would enable the issuer of securities owned or controlled by such entity to claim points or obtain similar BEE recognition attributable to the entity's ownership of the securities pursuant to the BEE Codes or applicable legislation imposing a BEE obligation.
- 3.3.7 **BEE Controlled Company** means a juristic person, having shareholding or similar member's interest, in which Black Participants enjoy a right to exercisable voting rights of an amount specified in the rules of the relevant BEE Ownership Scheme.
- 3.3.8 **BEE Initiative** means any future initiative taken by Naspers or a subsidiary in the Naspers group the purpose of which is to ensure that the equity ownership conditions set out under the relevant BBEE Legislation are adhered to.
- 3.3.9 **BEE Owned Company** means a juristic person, having shareholding or similar member's interest, that is BEE controlled, in which Black Participants enjoy a right to economic interest in an amount specified in the rules of the relevant BEE Ownership Scheme.

- 3.3.10 **BEE Ownership Scheme** means the Issuers' respective BEE Ownership Schemes.
- 3.3.11 **Black Company** means a company incorporated in accordance with the laws of South Africa, and which is both a Black Majority Owned Company and a Black Majority Controlled Company, and a reference to "company" shall include a reference to a close corporation or other such incorporated entity.
- 3.3.12 **Black Entity** means a trust, partnership, joint venture, syndicate, "stokvel", broad based ownership scheme, or other such unincorporated entity or association, which has as the majority of its beneficiaries and trustees or other such representative of its governing body (as the case may be), Black Companies and/or Black People, provided however that such Black Entities (and trusts, broad based ownership schemes and distribution schemes in particular) comply with and qualify under the BBEE Legislation (and the BEE Codes in particular) for recognition and measurement of ownership by Black People.
- 3.3.13 **Black Majority Controlled Company** means in relation to any company, a company incorporated in accordance with the laws of the South Africa and having a shareholding in which one or more Black People controls or control, on an effective flow through basis (as such term is contemplated in the BEE Codes) in excess of 51% of all exercisable voting rights in relation to the ordinary shares or other equity interest of such company, exercisable by shareholders in general meetings or otherwise, and shall have such other meaning as may be ascribed to it under the BBEE Legislation from time to time.
- 3.3.14 **Black Majority Owned Company** means in relation to any company, means a company incorporated in accordance with the laws of South Africa and having a shareholding in which one or more Black People:
- 3.3.14.1 beneficially owns or own, on an effective, flow-through basis (as such term is contemplated in the BEE Codes and which, for the avoidance of doubt, excludes measurement utilising the modified flow-through principle), in excess of 51% of the ordinary shares or other equity interest of such company; and

- 3.3.14.2 is or are entitled to in excess of 51% of all economic interest in relation to such ordinary shares or other equity interest of such company; or
- 3.3.14.3 shall have such other meaning as may be ascribed to it under the BBBEE Legislation from time to time.
- 3.3.15 **Black Participant** means individually and collectively (as the context may dictate) Black People, Black Companies and Black Entities who are entitled to subscribe for and directly and beneficially own shares issued by an Issuer.
- 3.3.16 **Black People** has the meaning ascribed to it in terms of Schedule 1 of the BEE Codes being African, Coloured or Indian persons who are natural persons and who:
- 3.3.16.1 are citizens of South Africa by birth or descent; or
- 3.3.16.2 are citizens of South Africa by naturalisation before the commencement date of the Constitution of the Republic of South Africa, Act 200 of 1993 ("**Interim Constitution**"); or
- 3.3.16.3 became citizens of South Africa after the commencement date of the Interim Constitution, but who, but for the Apartheid policy that had been in place prior to that date, would have been entitled to acquire citizenship by naturalisation prior to that date; or
- 3.3.16.4 shall have such other meaning as may be ascribed to it under the BBBEE Legislation from time to time, and "**Black Person**" shall be construed accordingly.
- 3.3.17 **Business Day** means any day other than a Saturday or Sunday or a day which from time to time is proclaimed as a national public holiday in South Africa.

- 3.3.18 **Closed period** means:
- 3.3.18.1 the date from an Issuer's financial year end up to the date of earliest publication of its annual financial statements or provisional report;
- 3.3.18.2 the date from the expiration of the first six month period of an Issuer's financial year up to the date of publication of the Issuer's interim results; and
- 3.3.18.3 any period when an Issuer is trading under a cautionary announcement.
- 3.3.19 **Commission** means the Companies and Intellectual Property Commission established in terms of Section 185 of the Companies Act.
- 3.3.20 **Companies Act** means the Companies Act, 71 of 2008 (as amended).
- 3.3.21 **Company Empowerment Compliance Period** means the period commencing on the Implementation Date and enduring for so long as the BBBEE Legislation remains in force.
- 3.3.22 **Encumbrance** means in relation to any shares, includes any pledge, charge, hypothecation, lien, subordination, mortgage, option over, right of retention or any other encumbrance whatsoever, or any form of hedging or similar derivative instrument of any nature whatsoever of or over those shares, or any lending of shares, and, the words "**Encumber**", "**Encumbered**" and "**Encumbering**" shall have corresponding meanings.
- 3.3.23 **FM Act** means the Financial Markets Act, 19 of 2012 (as amended).
- 3.3.24 **Implementation Date** means the date upon which Securities issued by the Issuers were allotted and issued to Black Participants.
- 3.3.25 **Issuers** for purposes of these Listings Requirements means Phuthuma Nathi 1, Phuthuma Nathi 2 and Welkom Yizani, and any future BEE Initiative by Naspers and any subsidiary in the Naspers group, and "**Issuer**" means any one of them individually.
- 3.3.26 **Issuing Agreement** means the consent form signed by the Issuers as set out in Schedule 1 and these Listing Requirements.

- 3.3.27 **King Code** means the King Code on Corporate Governance for South Africa, as amended or replaced from time to time.
- 3.3.28 **Listings Requirements** means these listings requirements.
- 3.3.29 **Material** means information that, if omitted or misstated, could influence the economic decisions of Shareholders and includes a change in, or constituent of, a particular factor that may be regarded in the circumstances as being material and that, as a rule of thumb, would normally be equal to or exceed 10%.
- 3.3.30 **Media 24** means Media24 Proprietary Limited, registration number 1950/038385/06, a company incorporated in accordance with the laws of South Africa.
- 3.3.31 **Media24 Holdings** means Media24 Holdings Proprietary Limited.
- 3.3.32 **Media24 Empowerment Transaction** means a BEE ownership initiative in respect of Media24 in furtherance of the Naspers group's overall empowerment objectives.
- 3.3.33 **MIH** means MIH Holdings Limited, registration number 1993/005613/06, a public company incorporated in accordance with the laws of South Africa.
- 3.3.34 **MOIs** means the Memoranda of Incorporation of the Issuers.
- 3.3.35 **MultiChoice** means MultiChoice South Africa Holdings (Proprietary) Limited, registration number 2006/015293/07, a private company incorporated in accordance with the laws of South Africa.
- 3.3.36 **MultiChoice Empowerment Transaction** means a BEE ownership initiative in respect of MultiChoice in furtherance of the Naspers group's overall empowerment objectives.
- 3.3.37 **Naspers** means Naspers Limited, registration number, 1925/001431/06 a public company incorporated in accordance with the laws of South Africa.
- 3.3.38 **Phuthuma Nathi 1** means Phuthuma Nathi Investments (RF) Limited, registration number 2006/015187/06, a public company incorporated in accordance with the laws of South Africa.

- 3.3.39 **Phuthuma Nathi 2** means Phuthuma Nathi Investments 2 (RF) Limited, registration number 2006/036320/06, a public company incorporated in accordance with the laws of South Africa.
- 3.3.40 **Price Sensitive Information** means unpublished information that is specific and precise and that, if it were made public, would be reasonably likely to have an effect on the price of Securities issued by an Issuer.
- 3.3.41 **Registrar** means the Registrar of Securities Services referred to in section 6 of the FM Act.
- 3.3.42 **Securities** means Shares.
- 3.3.43 **Shareholder** means any person who is reflected in the Issuers' securities register as the registered holder of Shares issued by the Issuers from time to time.
- 3.3.44 **Shares** means shares in the issued share capital of the Issuers, in respect of which the Issuers require that the registered owners or the beneficial owners, are BEE Complaint Persons for the period of time as prescribed by the Issuers, which shares are listed on YPN.
- 3.3.45 **Significant** means any matter or element that is significant for the purpose of making an informed assessment of any transaction in respect of Securities issued by the Issuers. As a rule of thumb, significant should be interpreted as being less than Material.
- 3.3.46 **South Africa** means the Republic of South Africa.
- 3.3.47 **Welkom Yizani** means Welkom Yizani Investments (RF) Limited, registration number 2006/021434/06, a public company incorporated in accordance with the laws of South Africa.
- 3.3.48 **YPN** means Yizani Phuthuma Nathi (RF) Proprietary Limited, registration number 2015/295621/07, a private company incorporated in accordance with the laws of South Africa and a licensed exchange in terms of the FM Act.

4. INTRODUCTION AND BACKGROUND

4.1 General Powers of YPN

4.1.1 Subject to the provisions of the FM Act, YPN has the following powers in terms of these Listings Requirements:

4.1.1.1 to grant, defer or refuse, suspend or remove the listing of a Security;

4.1.1.2 to prescribe, from time to time, the Listings Requirements with which Issuers must comply;

4.1.1.3 to prescribe, from time to time, the Listings Requirements with which Issuers' directors, officers and agents must comply while Securities issued by such Issuers remain listed;

4.1.1.4 to alter, amend or rescind a Listings Requirement subject to the approval of the Registrar; and

4.1.1.5 to prescribe the circumstances under which an Issuers' Securities shall or may be suspended or removed.

4.2 The Issuers

4.2.1 Phuthuma Nathi 1 and Phuthuma Nathi 2

4.2.1.1 Phuthuma Nathi 1 and Phuthuma Nathi 2 were:

4.2.1.1.1 established by Naspers to implement the MultiChoice Empowerment Transaction; and

4.2.1.1.2 intended to meet, proportionately, the empowerment requirements set out in the BBBEE Legislation, relevant communication sector legislation and empowerment conditions set out in the relevant licences currently held (and which may be applied for) by MultiChoice.

4.2.1.2 Phuthuma Nathi 1 and Phuthuma Nathi 2 were accordingly established by MultiChoice as special purpose vehicles to hold approximately 13.3% (Phuthuma Nathi 1) and 6.67% (Phuthuma Nathi 2) of the issued share capital of MultiChoice.

4.2.2 **Welkom Yizani**

4.2.2.1 Welkom Yizani was:

4.2.2.1.1 established by Naspers to implement the Media24 Empowerment Transaction; and

4.2.2.1.2 intended to meet, proportionately, the empowerment requirements set out in the BBBEE Legislation, relevant communication sector legislation and empowerment conditions set out in the relevant licences currently held (and which may be applied for) by Media24.

4.2.2.2 Welkom Yizani was accordingly established by Media24 Holdings as a special purpose vehicle to hold approximately 15% of the issued share capital of Media24 Holdings.

4.2.3 **BEE Initiatives**

4.2.3.1 As at the date of YPN's exchange licence being granted in terms of the FM Act, and subject to the Issuing Agreement having been completed and signed by each of Phuthuma Nathi 1, Phuthuma Nathi 2 and Welkom Yizani, the only Issuers authorised to list securities on YPN are Phuthuma Nathi 1, Phuthuma Nathi 2 and Welkom Yizani.

4.2.3.2 In the event that a company used by Naspers or a subsidiary in the Naspers group wishes to list its securities on YPN for the sole purpose of a BEE Initiative, such company must comply with the provisions of these Listing Requirements and sign an Issuing Agreement.

4.2.4 The listing of securities on YPN is therefore limited to Phuthuma Nathi 1, Phuthuma Nathi 2, Welkom Yizani and a company forming part of any BEE Initiative by Naspers and any subsidiary in the Naspers group. No other entity can list its securities on YPN.

5. SECURITIES LISTED ON YPN

5.1 The Issuers' Securities have been included in the list of securities maintained by YPN in terms of section 11 of the FM Act as agreed to by YPN and the Issuers as set out in the Issuing Agreement.

5.2 YPN subject to 4.2.4:

5.2.1 may receive and consider, and may grant, defer or refuse, subject to these Listing Requirements, applications for the inclusion of additional securities in the list that it is required to maintain in terms of section 11 of the FM Act.

5.2.2 may, when granting an application referred to in paragraph 5.2.1 above or at any time thereafter, in consultation with the Registrar, delay compliance by an applicant issuer of securities with a specific provision of the Listing Requirements for a limited period and on conditions determined in the approval, if:

5.2.2.1 practicalities impede the strict application of a specific provision; or

5.2.2.2 the delay is justified in furtherance of the national government's objective to encourage participation in the financial markets,

provided that the delay in compliance does not impede the objectives of the FM Act.

5.2.3 may, when granting an application referred to in paragraph 5.2.1 above or at any time thereafter, in consultation with the Registrar, impose conditions in addition to those provided for these Listing Requirements, on an applicant issuer of securities, if:

5.2.3.1 necessary or desirable to facilitate the sustainability of that issuer; or

5.2.3.2 it is justifiable in furtherance of the national government's objective to encourage participation in the financial markets.

5.3 YPN will, before refusing an application to include securities in the list that it is required to maintain in terms of section 11 of the FM Act:

5.3.1 inform the applicant issuer of its intention to refuse the application;

- 5.3.2 give the applicant issuer the reasons for the intended refusal; and
- 5.3.3 call upon the applicant issuer to show cause within a period specified by YPN why the application should not be refused.
- 5.4 As consideration for the listing of their Securities on YPN, the Issuers shall individually pay to YPN the amount specified by YPN to such individual Issuer, which specified amount is deemed to be reasonable.
- 5.5 The amount specified by YPN as contemplated in 5.4 shall be calculated with reference to the total cost incurred by YPN in implementing and maintaining the listing of the relevant individual Issuer's Securities on YPN, inclusive of any taxes, charges or other such costs incurred by YPN.
- 5.6 YPN will provide the individual Issuer with the specified amount in writing on a monthly basis, which amount shall be payable by such individual Issuer within 15 Business Days of receipt.

6. SUSPENSION AND REMOVAL OF SECURITIES LISTED ON YPN

6.1 Suspension initiated by YPN

6.1.1 YPN may, subject to the suspension provisions of the FM Act, and if either of the following applies:

6.1.1.1 if it will further one or more of the objects contained in section 2 of the FM Act, which may also include if it is in the public interest to do so;
or

6.1.1.2 if an Issuer has failed to comply with the Listings Requirements and it is in the public interest to do so,

suspend the listing of Securities issued by an Issuer and impose such conditions as it may, in the circumstances, deem appropriate for the lifting of such suspension.

6.1.2 If YPN is of the opinion that an Issuer's listed Securities should be suspended as contemplated above, YPN must communicate, in writing, this opinion to the relevant Issuer and afford the Issuer a reasonable opportunity to make written representations to YPN as to why the suspension should not be affected, prior to YPN making any decision to suspend such listing.

6.1.3 If a listing is suspended in accordance with the provisions of this paragraph, the Issuer shall be given a reasonable opportunity to take adequate action, as prescribed by YPN to remedy the cause of the suspension. If the cause of the suspension is remedied, YPN may reinstate the listing within a reasonable period of time.

6.1.4 If the Issuer fails to take adequate action to remedy the cause of the suspension, YPN may remove the listing in accordance with the procedure set out below.

6.2 Suspension at the request of the Issuer

6.2.1 YPN may suspend a listing of Securities issued by an Issuer in the following circumstances:

- 6.2.1.1 where an Issuer is placed under provisional liquidation;
- 6.2.1.2 where an Issuer has adopted a special resolution to be wound up voluntarily; or
- 6.2.1.3 where an Issuer resolves to or is placed under business rescue proceedings in terms of Chapter 6 of the Companies Act;
- 6.2.1.4 where a written request is made by a/the director(s) of an Issuer and it is apparent that there are two levels of information in the market and YPN considers that this situation cannot be remedied by the immediate publication of an announcement to clarify the situation;
- 6.2.1.5 where the Issuer has ceased to do business;
- 6.2.1.6 where the Commission issues a notice to an Issuer in terms of sections 22 and/or 23(6) of the Companies Act. The relevant Issuer must immediately inform YPN of any such notice issued to the Issuer by the Commission;
- 6.2.1.7 the Commission deregisters an Issuer in terms of section 82(3) of the Companies Act; and/or
- 6.2.1.8 where the Issuer requests, in writing, that the listing of one or more of its Securities be suspended, stating from which time and date it wishes the suspension to be effective.

6.3 **Continuing obligations of Issuers in relation to suspensions**

- 6.3.1 If an Issuer's Securities are suspended, it must, unless YPN decides otherwise:
 - 6.3.1.1 continue to comply with all the Listings Requirements applicable to it;
 - 6.3.1.2 submit to YPN a monthly progress report pertaining to the current state of affairs of the Issuer and any action proposed to be taken by the Issuer in order to have the listing reinstated; and
 - 6.3.1.3 advise its Shareholders, on a quarterly basis, concerning the current state of affairs of the Issuer and any action proposed by the Issuer in

order to have the listing reinstated, including the date on which the suspension is expected to be lifted.

6.4 **Removal of securities**

6.4.1 **Removal initiated by YPN**

6.4.1.1 YPN may, subject to the removal provisions of the FM Act, and if one of the following applies:

6.4.1.1.1 if it will further one or more of the objects contained in section 2 of the FM Act, which may also include if it is in the public interest to do so; or

6.4.1.1.2 if the Issuer has failed to comply with the Listings Requirements and it is in the public interest to do so,

remove from the list that YPN is required to maintain in terms of section 11 of the FM Act any Securities issued by an Issuer previously included therein; provided that the listing of such Securities issued by an Issuer shall first have been suspended in accordance with the above provisions.

6.4.1.2 If YPN is of the opinion that an Issuer's listed Securities should be removed as contemplated above, YPN must communicate, in writing, this opinion to the relevant Issuer and afford the Issuer a reasonable opportunity to make representations, in writing, to YPN as to why the removal should not be affected, prior to YPN making any decision to remove such listing.

6.4.2 **Removal at the request of the Issuer**

6.4.2.1 An Issuer may make written application to YPN for a removal of any of its Securities from the list that YPN is required to maintain in terms of section 11 of the FM Act, stating from which time and date it wishes the removal to be effective. YPN may grant the request for removal, provided paragraphs 6.4.2.2 and 6.4.2.3 are properly complied with and perfected.

- 6.4.2.2 Prior to being able to effect paragraph 6.4.2.1, an Issuer must provide written reasons for the removal to YPN.

- 6.4.2.3 Upon receipt of such written request from the Issuer, the Securities that the Issuer has requested to remove shall be deemed to be ineligible for continued inclusion on the list maintained by YPN, provided that YPN is of the reasonable opinion that such removal has considered the interests of the minority holders of those Securities.

- 6.4.2.4 If YPN is not of the reasonable opinion that the interests of minority Security holders have been considered, then the Issuer must obtain the approval of those minority Security holders, in such a manner as YPN may prescribe to such Issuer in writing from time to time.

7. REQUIREMENTS APPLICABLE TO ISSUERS

- 7.1 The Issuers are required on an ongoing basis to comply with the restrictive conditions, prohibitions on amendment of MOI and limitations on powers set out in their respective MOIs.
- 7.2 Without detracting from the generality of the requirement set out in paragraph 7.1 above, the Phuthuma Nathi 1, Phuthuma Nathi 2, Welkom Yizani are required to comply with the following specific requirements:
- 7.2.1 The provisions of the Issuers' MOIs may not be amended or deleted at any time prior to the end of the Company Empowerment Compliance Period without the prior written consent of MIH (in the case of Phuthuma Nathi 1 and Phuthuma Nathi 2) or Naspers (in the case of Welkom Yizani), to be attached to any such amendments filed at the offices of the Commission (which consent shall not be unreasonably withheld or delayed);
- 7.2.2 The Issuers must remain Black Companies until the end of the Company Empowerment Compliance Period;
- 7.2.3 The Issuers must at all times during the Company Empowerment Compliance Period, unless MIH (in the case of Phuthuma Nathi 1 and Phuthuma Nathi 2) or Naspers (in the case of Welkom Yizani), agrees otherwise in writing ensure that:
- 7.2.3.1 Shares are at all times only permitted to be beneficially owned by Black Participants;
- 7.2.3.2 the majority of all of the voting rights in the Issuers are exercisable, directly or indirectly by Black People;
- 7.2.3.3 in excess of 50% of the directors of the Issuers (who shall be entitled to in excess of 50% of the voting rights of directors at meetings of the board of directors of the Issuers) are Black People;
- 7.2.3.4 no Shareholder shall be permitted at any time to beneficially hold less than 20 Shares nor beneficially hold with any Associate, in aggregate, more than 10% of the total number of Shares then in issue;

- 7.2.3.5 no Shareholder shall be permitted to Encumber its Shares;
- 7.2.3.6 the Issuer shall not permit any Shares to be held by one person for the beneficial interest of another.
- 7.2.4 The Issuers will not:
 - 7.2.4.1 permit any director to be appointed to their board of directors if:
 - 7.2.4.1.1 as a result of such appointment the majority of the directors on the board are not Black People; or
 - 7.2.4.1.2 immediately prior to such appointment the minority of the directors on the board were Black People, unless such director is himself/herself a Black Person,
 - and the Issuers accordingly undertake that they will not give effect to any agreement or exercise any right in terms of any such agreement that permits the appointment of directors to the board otherwise than in accordance with the foregoing; and
 - 7.2.4.2 permit the majority of all the votes of the directors on their board of directors to be exercisable otherwise than by Black People.

8. STANDARD OF CONDUCT APPLICABLE TO ISSUERS' DIRECTORS

8.1 Directors of Issuers must be persons who are honest and who have integrity.

8.2 Directors of YPN, must, subject to any waiver by YPN:

8.2.1 be of full legal capacity;

8.2.2 not be an un-rehabilitated insolvent; and

8.2.3 comply with such criteria of good character and high business integrity as YPN deems fit.

8.3 In determining whether a person complies with Rule 8.1 YPN will take into account, inter alia, whether the person has been:

8.3.1 convicted of an activity constituting a criminal offence involving fraud, theft, dishonesty or market abuse, whether in South Africa or elsewhere;

8.3.2 disqualified by a court from acting as a director of a company;

8.3.3 is prohibited in terms of any public regulation to be a director of a company; and

8.3.4 has been removed from an office of trust, on the grounds of misconduct involving dishonesty.

8.4 All directors of Issuers are required upon being appointed to the position of a director of an Issuer to complete and submit to YPN a declaration in the form set out in Schedule 2 to these Listings Requirements.

9. STANDARDS OF CORPORATE GOVERNANCE AND DISCLOSURE

9.1 Corporate governance requirements

9.1.1 General requirements

9.1.1.1 Issuers must on an ongoing basis comply with the corporate governance provisions set out in the Companies Act and apply and explain the application of the King Code.

9.1.1.2 Without detracting from the generality of paragraph 9.1.1.1, Issuers must on an ongoing basis comply with the following specific requirements concerning corporate governance:

9.1.1.2.1 Issuers must appoint a chief executive officer, and chairperson and these positions must not be held by the same person. The chairperson must either be an independent non-executive director, or the Issuer must appoint a lead independent director.

9.1.1.2.2 All issuers must, appoint an audit committee in compliance with the Companies Act.

9.1.1.3 Issuers' boards of directors should be structured and their proceedings conducted in a manner that will encourage, reinforce, and demonstrate the board's role as an independent and informed monitor of the conduct of the Issuer's affairs and the performance of its management.

9.1.2 Changes to directors

9.1.2.1 An Issuer must notify YPN of any change to the board of directors or company secretary including:

9.1.2.1.1 the appointment of a new director or company secretary;

9.1.2.1.2 the resignation, removal, retirement or death of a director or of the company secretary; and/or

9.1.2.1.3 changes to any important functions or executive responsibilities of a director,

without delay and no later than by the end of the Business Day following the decision or receipt of notice detailing the change. Such changes must be announced as soon as practically possible and also included in the Issuer's next interim report or annual financial statements.

9.1.2.2 All directors of Issuers are bound by and must comply with these Listings Requirements, as amended from time to time, in their capacities as directors and in their personal capacities.

9.1.3 **Directors' dealings**

9.1.3.1 An Issuer, must announce the following information:

9.1.3.1.1 details of all transactions (including off market transactions) in Securities issued by an Issuer by or on behalf of:

9.1.3.1.1.1 a director and company secretary (held beneficially, whether directly or indirectly) of the Issuer;

9.1.3.1.1.2 a director and company secretary (held beneficially whether directly or indirectly) of a major subsidiary company of the Issuer; or

9.1.3.1.1.3 any Associate of 9.1.3.1.1.1 or 9.1.3.1.1.2 above;

9.1.3.1.1.4 a director and company secretary (held beneficially whether directly or indirectly) of any company in which any Issuer is invested.

9.1.3.2 Such announcement shall contain the following information:

9.1.3.2.1 the name of the director;

9.1.3.2.2 the name of the Issuer of which he is a director;

9.1.3.2.3 the date on which the transaction was effected;

9.1.3.2.4 the price, number, total value and class of Securities concerned;

9.1.3.2.5 confirmation as to whether the trades were done on-market or off-market; and

9.1.3.2.6 whether clearance has been given by the chairperson of the board.

9.1.3.3 Any director who deals in Securities relating to an Issuer is required to disclose the information required by paragraph 9.1.3.2 to the Issuer without delay and, in any event, by no later than three Business Days after dealing. The Issuer must in turn announce such information on its website without delay and, in any event, by no later than 48 hours after receipt of such information from the director concerned.

9.1.3.4 Issuers are required to put in place an effective control process relating to monitoring of director dealings.

9.1.4 **Prohibited periods**

9.1.4.1 A director may not deal in any Securities relating to the Issuer:

9.1.4.1.1 during a Closed Period as defined; and

9.1.4.1.2 at any time when he is in possession of unpublished Price Sensitive Information in relation to Securities issued by the Issuers or otherwise where clearance to deal is not given in terms of clause 9.1.3.2.6.

9.2 **Appropriate disclosure**

9.2.1 **Issuer's Insider Trading Policies**

Issuers are required to put in place effective controls, procedures and policies to create awareness of and, to the extent possible, counteract insider trading activities.

9.2.2 **Notifiable events**

9.2.2.1 Issuers are required to make full public disclosure of all Material information of the relevant Issuer, Media24 or MultiChoice.

9.2.2.2 Actual or proposed corporate actions of the Issuer, Media24 or MultiChoice that require immediate disclosure include, but are not limited to, the following:

9.2.2.2.1 changes in share ownership that may affect control of the Issuer;

9.2.2.2.2 changes in corporate structure, such as reorganisations, amalgamations, etc.;

9.2.2.2.3 take-over bids or issuer bids;

9.2.2.2.4 major corporate acquisitions or dispositions;

9.2.2.2.5 changes in capital structure;

9.2.2.2.6 borrowing of a significant amount of funds;

9.2.2.2.7 public or private sale of additional securities;

9.2.2.2.8 entering into or loss of significant contracts;

9.2.2.2.9 firm evidence of significant increases or decreases in near-term earnings prospects;

9.2.2.2.10 changes in capital investment plans or corporate objectives;

9.2.2.2.11 significant changes in management;

9.2.2.2.12 significant litigation;

9.2.2.2.13 events of default under financing or other agreements; or

9.2.2.2.14 any other developments relating to the business and affairs of the Issuer that might reasonably be expected to influence or change an investment decision of a reasonable investor.

9.2.3 **Cautionary announcements**

9.2.3.1 Immediately after an Issuer acquires knowledge of any Material Price Sensitive Information and the necessary degree of confidentiality of such information cannot be maintained or if the Issuer suspects that

confidentiality has or may have been breached, an Issuer must publish a cautionary announcement.

9.2.3.2 Cautionary announcements must contain disclosure of all available details regarding the information that is the subject of the cautionary announcement and contain a warning to shareholders that they are advised to exercise caution when dealing in Securities, until full details regarding such information has been announced.

9.2.3.3 However, when an Issuer is unable to provide details on the subject of the cautionary announcement, such announcement should simply state that there has been an event/there are circumstances/there are new developments relating to the Issuer, the full impact of which is/are currently being determined, which may have a Material effect on the price of the Issuer's Securities and that shareholders are advised to exercise caution when dealing in the Issuer's Securities until a full announcement is made.

9.2.3.4 After an Issuer has issued a cautionary announcement, it must issue a progress report by way of a further cautionary announcement at least every 20 business days thereafter, unless YPN allows otherwise, until full details on the subject of the cautionary announcement have been announced. Such announcement must contain all available details on the matter. Alternatively, if it becomes appropriate for a cautionary announcement to be withdrawn, Issuers should attend to such withdrawal promptly and without delay.

10. DETAILS RELATING TO LISTED SECURITIES

10.1 The following documents relating to Securities issued by the Issuer are annexed to these Listings Requirements and provide full details relating to such Securities:

10.1.1 In respect of Phuthuma Nathi 1:

10.1.1.1 The MOI of Phuthuma Nathi 1; and

10.1.1.2 The prospectus relating to Phuthuma Nathi 1 Securities.

10.1.2 In respect of Phuthuma Nathi 2:

10.1.2.1 The prospectus relating to Phuthuma Nathi 2 Securities.

10.1.3 In respect of Welkom Yizani:

10.1.3.1 The MOI of Welkom Yizani; and

10.1.3.2 The prospectus relating to Welkom Yizani Securities.

10.2 In respect of new issuers as contemplated in 5.2.1, once such new issuers have signed the Issuing Agreement and have been authorised by YPN to list their Securities in terms of the provisions of these Listing Requirements, YPN will annex the following documents to these Listing Requirements,

10.2.1 The MOI of the new issuer; and

10.2.2 The prospectus relating to the new issuer.

11. INVESTIGATIONS, CENSURE AND PENALTIES

- 11.1 Where YPN, after an investigation, finds that an Issuer or any of an Issuer's directors has contravened or failed to adhere to the provisions of these Listings Requirements, YPN may, in accordance with the provisions of the FM Act and without derogating from its powers of suspension and/or removal:
- 11.1.1 censure the Issuer or the Issuer's directors, individually or jointly, by means of private censure;
 - 11.1.2 censure the Issuer or the Issuer's directors, individually or jointly, by means of public censure;
 - 11.1.3 impose a fine not exceeding such amount as stipulated by the FM Act on the Issuer or the Issuer's directors, individually or jointly;
 - 11.1.4 issue any other penalty that is appropriate in the circumstances.
- 11.2 In the event that an Issuer or an Issuer's directors contravenes or fails to adhere to the provisions of these Listings Requirements, YPN may elect in its discretion, that:
- 11.2.1 full particulars regarding the imposition of a penalty may be published in the *Government Gazette*, national newspapers, the website of YPN;
 - 11.2.2 an investigation or hearing be convened and the Issuer or the Issuer's directors pay the costs incurred in relation to such investigation or hearing.
- 11.3 If any of the parties fail to pay a fine as provided for above, YPN may, in terms of the provisions of the FM Act, file with the clerk or registrar of any competent court a statement certified by it as correct, stating the amount of the fine imposed, and such statement thereupon shall have all the effects of a civil judgement lawfully given in that court against that Issuer or any of an Issuer's director(s) in favour of YPN for a liquid debt in the amount specified in that statement.
- 11.4 Unless YPN considers that the maintenance of the smooth operation of the market or the protection of investors otherwise requires, YPN will give advance notice to the parties involved of any action that it proposes to take under the above and will provide them with an opportunity to make written representations to YPN.

- 11.5 The whole or any part of the fines issued in terms of paragraph 11.1 will be appropriated as follows:
- 11.5.1 the settlement of any costs incurred by YPN in enforcing the provisions of the Listings Requirements; and/or
 - 11.5.2 the settlement of any future costs which may arise through the enforcement of the provisions of the Listings Requirements.
- 11.6 If after an investigation by YPN, it is found that an Issuer has contravened any applicable laws, YPN shall report such contravention(s) to the Registrar or the relevant regulatory bodies and provide any information required by such regulatory body pursuant to such a reporting.

12. AMENDMENTS TO THESE LISTINGS REQUIREMENTS

- 12.1 Subject to the provisions of the FM Act, YPN may amend these Listings Requirements through a consultation process involving the Issuers and their Shareholders.
- 12.2 The proposed amendments to the Listings Requirements will be published on the Issuers' websites inviting comments from affected parties for a period of one month.
- 12.3 YPN must submit any proposed amendment of these Listing Requirements, together with an explanation of the reasons for the proposed amendment, and any concerns or objections raised during the consultation process referred to in paragraphs 12.1 and 12.2 to the Registrar for approval.
- 12.4 The registrar must, as soon as possible after the receipt of a proposed amendment, publish:
- 12.4.1 the amendment on the Registrar's official website; and
 - 12.4.2 a notice in the *Government Gazette* that the proposed amendment is available on the official website, calling upon all interested persons who have any objections to the proposed amendment, to lodge their objections with the Registrar within a period of 14 Business Days from the date of publication of the notice.
- 12.5 If there are no such objections, or if the Registrar has considered the objections and, if necessary, has consulted with YPN and the persons who raised such objections and has decided to approve or amend the proposed amendment, the Registrar must publish:
- 12.5.1 a notice in the *Government Gazette*, which notice must state:
 - 12.5.1.1 that the amendment of the Listing Requirements has been approved;
 - 12.5.1.2 that the Listing Requirements as amended are available on the official website and the website of the exchange; and
 - 12.5.1.3 the date on which the amendment of the Listing Requirements will come into operation.

- 12.6 The Registrar may, by notice in the *Government Gazette* and on its official website, amend the Listing Requirements of YPN:
- 12.6.1 if there is an urgent imperative under exceptional circumstances;
 - 12.6.2 if it is necessary to achieve the objects of the FM Act referred to in section 2; and
 - 12.6.3 after consultation with YPN.
- 12.7 Where the Registrar has amended the Listing Requirements of YPN in terms of paragraph 12.6 above, the Registrar must:
- 12.7.1 inform the Minister of Finance of the amendment, giving reasons for the amendment and explaining the imperative referred to in paragraph 12.6.1; and
 - 12.7.2 publish the reasons for the amendment, and the imperative for such amendment in the *Gazette* and on its official website.

Schedule 1**Issuing Agreement**

For purposes of the listing of the Securities referred to in section 5 of the Listing Requirements, the undersigned applicant issuer (hereinafter referred to as the "Issuer") hereby enters into an agreement with YPN for its Securities to be included in the list of Securities maintained by YPN, as contained in section 11 of the FM Act and accordingly, agrees to the following:

1. The Issuer shall, and shall cause its Associates, employees, agents, and consultants to comply, be bound by and observe the Listing Requirements of YPN and all amendments and additions which may hereafter be made thereto, subject to the approval of the Registrar.
2. Without limiting the generality of paragraph 1 hereof the Issuer shall:
 - 2.1 furnish to YPN, at any time upon demand, all such material information or documentation concerning the Issuer as YPN may require; and
 - 2.2 not issue any securities without notifying YPN, in writing, and complying with the procedure for the Disclosure and Dissemination of Information required by section 9 of the YPN Listings Requirements;
3. The Issuer acknowledges that YPN shall have the right, at any time, to suspend or remove a listing in any securities of the Issuer provided that the requisite notice be given accordance with YPN's Listing Requirements;
4. The Issuer submits to the jurisdiction of YPN and the Registrar, including without limitation, YPN's and the Registrar's, investigation and enforcement jurisdiction.
5. This Agreement shall be governed by and construed in accordance with the laws of the Republic of South Africa.
6. All terms defined in the YPN Listing Requirements are incorporated by reference into this Agreement.

Signed at _____ on _____ 2016

As witnesses

1.

.....

**[Name of authorised representative of
Issuer]**

2.

Schedule 2

DIRECTOR'S DECLARATION

Personal details

- 1. Applicant issuer and effective date of appointment:
- 2. Surname of Director:
- 3. Any former surname:
- 4. First name:
- 5. Identity number:
- 6. Physical address:
- 7. Postal address:
- 8. Telephone number (business):
- 9. E-mail address:

Qualifications and experience

- 10. Are you a director, or alternate director of any other company that is publicly listed or traded, or a partner in any partnership? If so, state the name of any such company or partnership, the nature of business where this is not indicated in the title, and the date you became a director or partner:
.....
.....
- 11. Provide details of your qualifications and relevant experience:
.....
.....
- 12. Have you ever been disqualified by a court from acting as a director of a company, or from acting in the management or conduct of the affairs of any company. If so, give full

particulars.

.....

Integrity

- 13. Have you ever been convicted of any offence resulting from dishonesty, fraud, theft, forgery, perjury, misrepresentation or embezzlement? If yes, provide details.

.....
.....

- 14. Has any company been put into liquidation or been placed under business rescue proceedings or had an administrator or other executor appointed during the period when you were (or within the preceding 12 months had been) one of its directors, or alternate directors or equivalent position? If yes, provide details.

.....
.....

- 15. Have you ever been adjudged bankrupt or sequestrated in any jurisdiction? If yes, provide details.

.....
.....

- 16. Have you at any time been a party to a scheme of arrangement or made any other form of compromise with your creditors? If yes, provide details.

.....
.....

- 17. Have you ever been found guilty in disciplinary proceedings, by an employer or regulatory body, due to dishonest activities? If yes, provide details.

.....
.....

- 18. Have you ever been barred from entry into any profession or occupation? If yes, provide details.

.....
.....

19. Have you at any time or has a company of which you were a director or alternate director or officer at the time of the offence, been convicted in any jurisdiction of any criminal offence, or an offence under legislation relating to the Companies Act. All such convictions must be disclosed.

.....
.....

20. Have you ever been removed from an office of trust, on the grounds of misconduct, involving dishonesty? If so, give full particulars.

.....
.....

21. Has any court granted an order declaring you to be delinquent or placing you under probation in terms of Section 162 of the Act and/or Section 47 of the Close Corporations Act, 1984 (Act No. 69 of 1984)? If so, give full particulars.

.....
.....

I, the undersigned:

.....

declare that, to the best of my knowledge and belief (having taken all reasonable care to ensure that such is the case), the answers to all the above questions are true and correct. I authorise YPN to disclose any of the foregoing particulars as YPN may, in its absolute discretion deem appropriate.

I also acknowledge that

[Insert name of applicant issuer].....

of which I am a director has agreed to be bound by and to comply with YPN's Listings Requirements, as amended from time to time, and, in my capacity as a director, I undertake and agree to discharge my duties in ensuring such compliance whilst I am a director. The delegation of any of my duties to any sub-committee or anyone else will not absolve me of my duties and responsibilities in terms of the Listings Requirements.

I further acknowledge that certain requirements contained in YPN's Listings Requirements, as amended from time to time, affect me directly as a director and, in my personal capacity, as well as in my capacity as a director, I undertake to be bound by and to comply with all such requirements whilst I am a director.

Signed at _____ on _____ 2016

As witnesses

1. [Name of Director]

2.