

Section 8: Financial Information

Amendment Schedule

For ease of reference, the amendments have been addressed under two main headings:

- A) Key Amendments; and
- B) General Amendments.

Please note that Section 8 is treated as a complete rewrite and as such no mark-up is available, as it would serve no value. A Key Amendments Schedule and General Amendment Schedule were prepared to guide readers through the approach taken by the JSE.

A KEY AMENDMENTS

FINANCIAL INFORMATION

Item 1: The format of each section was amended to maintain consistency across Section 8 and simplify the manner in which the requirements are set out.

The sections on (i) report of historical financial information, (ii) pro forma financial information and (iii) profit forecasts and estimates follow the following sequencing:

- General;
- Assurance; and
- Specific requirements.

Item 2: Removed the underlined provision, when preparing historical financial information for a Category 1 subject and/or a substantial acquisition/disposal of Category 1 subject in accordance with the accounting policies of the issuer.

The current requirement is onerous in that the historic financial information of the subject matter must be prepared in accordance with the accounting policies of the issuer. The proposal is to present and disclose the historic financial information as is and to make the necessary adjustments to align the accounting policies of the subject in the pro forma information.

Note: For purposes of a pre-listing statement and when preparing the historic financial information on a substantial acquisition/disposal of a new applicant, the accounting policies must still be aligned to that of the new applicant.

Item 3: Reduced the provision for Category 1 transactions and substantial acquisitions of a Category 1 subject/new applicant from 3 years to 2 years.

The proposal is to reduce the requirement to 2 years of historic financial information as this provides adequate information for a shareholder/investor to make an informed decision. This will also reduce the cost for an Issuer in preparing and obtaining the necessary assurance on the third year of financial

statements.

Item 4: Removed the distinction between general and specific forecast and combined the relevant requirements.

The requirements for a general and specific forecast is substantially the same. The proposal is to remove the distinction between a general and specific forecast and refer to profit forecasts in general. The requirements remain the same.

Continuing Obligations

The identified continuing obligations provisions will be moved to the New Section 5: Continuing Obligations

Item 5: Removing the provision for an individual auditor/ reporting accountant specialist (“RAS”) to have experience in signing JSE reports and consequently removing the concept of a RAS.

In December 2023, the auditor accreditation model was removed from the Requirements. The JSE however included the necessary requirements to ensure that either the individual auditor or RAS has the necessary experience of having signed off on JSE reports in the past 12 months, or alternatively attending the RAS training and writing the necessary examination. The proposed amendments have removed the requirement for an individual auditor/RAS to have experience in signing JSE reports and consequently removed the concept of a RAS. The responsibility is placed on the Issuer to ensure it appoints an auditor with the necessary knowledge, resources and expertise and/or attended the relevant training on the Requirements.

B GENERAL AMENDMENTS

	Text	Rationale
	<i>Note: Paragraph references refer to the current Requirements, unless otherwise stated</i>	
1	Scope of Section	Reduced to deal with core listings requirements. In terms of the existing and new definition of “ <i>Listings Requirements</i> ”, the Scope of Section does not form part of the Requirements.
2	Report of historical financial information Restructured the format of this section to split into the following general sub-sections: <ul style="list-style-type: none"> • General • Assurance • Specific Requirements • Companies domiciled outside of South Africa 	Simplified the format.
3	Report of historical financial information Paragraph 8.2 Simplified wording and changed positioning.	Simplified and positioned under the General section.
4	Report of historical financial information Paragraphs 8.1 and 8.3 Simplified wording and changed positioning.	Simplified and positioned under the Specific requirements section.
5	Report of historical financial information Paragraph 8.5 Removed the requirement to prepare the historical financial information for a Category 1 subject and/or a substantial acquisition/disposal of Category 1 subject in accordance with the accounting policies of the issuer. Key amendment: Item 2	The current requirement is onerous in that the historic financial information of the subject matter must be prepared in accordance with the accounting policies of the issuer. The proposal is to present and disclose the historic financial information as is and to make the necessary adjustments to align the accounting policies of the subject in the pro forma information. Note: When preparing a PLS for a new listing, the reporting of historical financial information for a substantial acquisition/disposal will still have to be

		aligned to that of the new applicant.
6	Report of historical financial information Paragraph 8.4 i) Reduced the requirement for Category 1 transactions and substantial acquisitions of a Category 1 subject/new applicant from 3 years to 2 years. Key amendment: Item 3 ii) Removed reference to consulting the JSE for a ruling. iii) The requirement applicable to the scenario where historic financial information has not prepared in terms of IFRS, has been repositioned.	i) 2 years of historic financial information is adequate for a shareholder/investor to make an informed decision. ii) The JSE can be approached with a ruling at any stage. iii) Simplified and positioned under the specific requirements section.
7	Report of historical financial information Paragraph 8.7 Simplified wording and changed positioning.	Simplified and positioned under the specific requirements section.
8	Report of historical financial information Paragraph 8.8 i) Simplified wording and changed positioning. ii) Included reference to interim results where this financial information has not been included in a PLS.	i) Simplified and positioned under the specific requirements section. ii) There could be a scenario where interim results are published soon after publication of a PLS or shortly after listing. There is now reference to both annual results and interim results.
9	Report of historical financial information Paragraph 8.9 Removed the following: <i>“Where other historical financial information has been made available to the issuer’s holders of securities subsequent to the issuer’s latest financial year-end, such other historical financial information is also to be presented.”</i>	The Requirements already make this clear in the above requirement.
10	Report of historical financial information	The additional wording clarifies when this particular requirement would be

	<p>Paragraph 8.10</p> <p>Inserted the following wording to clarify that this requirement is only applicable for historical financial information on Category 1 subjects and/or substantial acquisitions/disposals of Category 1 subjects.</p> <p><i>“When a report of historical financial information is required for a category 1 subject and/or a substantial acquisition/disposal of a category 1 subject....”</i></p>	applicable.
11	<p>Report of historical financial information</p> <p>Paragraph 8.11</p> <p>Amended the requirement to only refer to the publication of headline and diluted headline earnings per share.</p>	Removed the other measures as a minimum requirement. These measures may be published dependent on whether it is required for each issuer.
12	<p>Report of historical financial information</p> <p>Paragraph 8.12</p> <p>Simplified wording and changed positioning.</p>	Simplified and positioned under the specific requirements section.
13	<p>Report of historical financial information</p> <p>Paragraph 8.13</p> <p>Removed the following:</p> <p><i>“Where the” financial year-end of the issuer changed at any time during the reporting periods, the historical financial information for the full periods in question is to be provided. Annualised historical financial information is not to be presented in the report of historical financial information.”</i></p>	This is a given and has therefore been removed.
14	<p>Pro forma financial information</p> <p>Paragraphs 8.15 and 8.17</p> <p>Simplified wording and changed positioning.</p>	Simplified and positioned under the general section.
15	<p>Pro forma financial information</p> <p>Paragraphs 8.16, 8.18 – 8.24</p> <p>i) Simplified wording and changed positioning.</p> <p>ii) Inserted the following new requirement to</p>	<p>i) Simplified and positioned under the specific requirements section.</p> <p>ii) Instead of preparing historical financial information in terms</p>

	<p>allow for adjustments to align the accounting policies of Category 1 subjects and/or substantial acquisitions/disposals of Category 1 subjects to that of the applicant issuer (refer to point 10 above.</p> <p><i>“The adjustments to align the accounting policies of the subject with that of the issuer must be clearly disclosed.”</i></p>	<p>of the accounting policies of the applicant issuer, this new requirement will allow for pro forma adjustments to reflect any changes and ensure alignment with the applicant issuer.</p>
16	<p>Pro forma financial information</p> <p>Paragraphs 8.25, 8.27, 8.28 and 8.29</p> <p>Simplified wording and changed positioning.</p>	<p>Simplified and positioned under the specific requirements section.</p>
17	<p>Pro forma financial information</p> <p>Paragraphs 8.30 – 8.33</p> <p>Simplified wording and changed positioning.</p>	<p>Simplified and positioned under the specific requirements section.</p>
18	<p>Profit forecasts and estimates</p> <p>Paragraphs 8.35 and 8.36</p> <p>Simplified wording and changed positioning.</p>	<p>Simplified and positioned under the general section.</p>
19	<p>Profit forecasts and estimates</p> <p>Paragraph 8.37</p> <p>Removed the distinction between general and specific forecast and combined the relevant requirements.</p> <p>Key amendment: Item 4</p>	<p>Simplified and positioned under the general section.</p>
20	<p>Profit forecasts and estimates</p> <p>Paragraphs 8.40 and 8.41</p> <p>Simplified wording and changed positioning.</p>	<p>Simplified. The assurance required for an announcement has been positioned under the assurance section.</p> <p>The requirements for a profit forecast/estimate have been positioned under the specific requirements sections.</p> <p>Note, there are no longer different requirements for an announcement and circular/PLS.</p>

21	Profit forecasts and estimates Paragraph 8.43 Simplified wording and changed positioning.	Simplified and positioned under the specific requirements section.
22	Other engagement reports required by the JSE from time to time Paragraph 8.45(a)(b) Repositioned to the section Report of historic financial information.	Positioned under report of historic financial information, assurance section.
23	Other engagement reports required by the JSE from time to time Paragraph 8.45(c) Repositioned to the section Report of historic financial information.	Positioned under pro forma financial information, assurance section.
24	Other engagement reports required by the JSE from time to time Paragraph 8.45(d) Repositioned to the section Report of historic financial information.	Positioned under profit forecasts and estimates, assurance section.
25	Other engagement reports required by the JSE from time to time Paragraph 8.45(e) Removed the following: <i>“(e) it is required by paragraph 13.15.”</i>	Special property forecast removed from Section 13 of the Requirements.
26	The auditor Paragraphs 8.47 Simplified wording and changed positioning.	Positioned under auditor reports section.
27	The auditor Paragraphs 8.48(a) Simplified wording and changed positioning.	Positioned under report of historic financial information, assurance section.

28	<p>The auditor</p> <p>Paragraphs 8.48(b)</p> <p>Simplified wording and changed positioning.</p>	Positioned under pro forma financial information, assurance section.
29	<p>The auditor</p> <p>Paragraphs 8.48(c)(d)</p> <p>Simplified wording and changed positioning.</p>	Positioned under profit forecasts and estimates, assurance section.
30	<p>Contents of the auditor's report</p> <p>Paragraphs 8.51</p> <p>Removed the following:</p> <p>"8.51 <i>An auditor's report as set out in paragraph 8.48, based on work performed in accordance with the relevant standards issued by the IAASB, as set out in paragraph 8.47, should be addressed to the directors of the applicant, in the case of an application for listing of new securities, or the listed company, in the case of an acquisition or disposal, and each report must include the following basic elements, ordinarily in the following layout:</i></p> <ul style="list-style-type: none"> (a) <i>title;</i> (b) <i>addressee;</i> (c) <i>opening or introductory paragraph with:</i> <ul style="list-style-type: none"> (i) <i>the purpose for which the report has been prepared; and</i> (ii) <i>identification of the components of the financial information audited or reviewed, or for which assurance is provided;</i> (d) <i>the directors' responsibilities;</i> (e) <i>the auditor's responsibilities;</i> (f) <i>scope paragraphs, describing the nature of the work undertaken, with:</i> <ul style="list-style-type: none"> (i) <i>a reference that the audit has been conducted in accordance with</i> 	<p>The content of auditor's reports is regulated by the International Auditing and Assurance Standards Board (IAASB) and relevant guidance issued by the IRBA. A requirement to stipulate this is now included under Auditor's reports.</p>

	<p><i>International Standards on Auditing (ISAs) (in the case of an audit); and/or</i></p> <p><i>(ii) the relevant International Standard on Review Engagements (ISREs) (in the case of a review); and/or</i></p> <p><i>(iii) the International Standards on Related Services (ISRS) 4400 Engagements to Perform Agreed-Upon Procedures Regarding Financial Information (in the case of agreed-upon procedures); and/or</i></p> <p><i>(iv) the International Standard on Assurance Engagements (ISAE) 3000 Assurance Engagements other than Audits or Reviews of Historical Financial Information (in the case of assurance engagement and estimate); and/or</i></p> <p><i>(v) the International Standard on Assurance Engagements (ISAE) 3400 – The Examination of Prospective Financial Information in respect of profit forecasts; and/or</i></p> <p><i>(vi) the International Standard on Assurance Engagements (ISAE) 3420 – Assurance Engagements to Report on the Compilation of Pro forma Financial Information Included in a Prospectus (in the case of assurance on pro forma financial information); and</i></p> <p><i>(vii) a description of the work the auditor has performed;</i></p> <p><i>(g) an opinion paragraph containing an expression of opinion (in the case of an audit or assurance engagement), or a conclusion paragraph containing an expression of the auditor’s conclusion (in the case of other assurance engagements conducted in accordance with ISAEs);</i></p> <p><i>(h) the auditor’s name (both the audit firm and the partner signing the opinion), address and signature; and</i></p> <p><i>(i) the date on which the auditor’s report is signed.”</i></p>	
31	Date of reports	Positioned under auditor reports section.

	<p>Paragraphs 8.52</p> <p>Simplified wording and changed positioning.</p>	
32	<p>Review of prospectus/pre-listing statement/circular; Consent letters</p> <p>Paragraphs 8.53 – 8.55</p> <p>i) Removed the following:</p> <p><i>“8.53 The auditor should review the prospectus/pre-listing statement/circular to ensure that the contents thereof are not contradictory with the information contained in the report of historical financial information. The auditor must inform the JSE, in writing, of its consent for inclusion and of any such contradictions.”</i></p> <p>Simplified the remainder of the paragraphs and changed positioning.</p>	<p>The auditor must submit a consent letter and it is a given that this will be addressed.</p> <p>Positioned under auditor reports section.</p>
33	<p>Confirmations by the auditor or reporting accountant specialist</p> <p>Paragraph 8.56</p> <p>Removed the following:</p> <p><i>“8.56 The auditor or reporting accountant specialist (whichever is applicable) must as referred to in paragraph 3.89 provide the following confirmations to the JSE in writing:</i></p> <p><i>(a) the confirmation described in paragraph 3.89(a)(i); and</i></p> <p><i>(b) the confirmation (dated the same date as the auditor’s report) described in paragraph 3.89(b).”</i></p> <p>Key amendment: Item 6</p>	<p>To remove the requirement for an individual auditor/ RAS to have experience in signing JSE reports and consequently removing the concept of a RAS. The responsibility will be placed on the Issuer to ensure the auditor that is appointed has the necessary knowledge and experience, resources and/or attended the relevant training.</p>
34	<p>Minimum contents of annual financial statements</p> <p>Paragraph 8.60</p>	

	Simplified wording.	
34A	Minimum contents of annual financial statements Paragraph 8.61(b)) Removed the following: <i>“(b) the information on unlisted securities set out in paragraph 4.23(b)”</i>	This is an old requirement that is rarely used and has therefore been removed.
35	Minimum contents of annual financial statements Paragraph 8.61(m)(n) Amended to allow for these disclosures to be presented outside of the information on which the auditor issues their audit opinion.	Whilst the disclosure must be included as part of the annual financial statements, it is not necessary that the information be audited.
36	Minimum contents of annual financial statements Paragraph 8.61(k) Simplified wording.	
37	Additional content for annual reports Paragraph 8.62(h) Removed the following: <i>“(h) for a property entity, the disclosure referred to in paragraphs 13.39 and 13.46(h)(ii)”</i>	The disclosures in Section 13 have been amended and all AFS disclosures are referenced in 13.27 (simplified version) which is already referred to in the section Minimum contents of annual financial statements.
	Continuing Obligations	
1	Restatement of previously published results Paragraph 3.14 Repositioned to section Disclosure obligations of results.	Relocated to Section 5: Continuing Obligations.
2	Annual results; Interim and quarterly reports; Auditors report; Results announcement; Procedure for non-	No material changes.

	<i>compliance; Modified auditors report</i> Paragraphs 3.15 – 3.24	
3	Notification Paragraph 3.43 i) Moved the disclosure obligation to Section 8, additional content for annual report. ii) The following wording was removed: <i>"the disclosure for non-public shareholders must be analysed in accordance with the categories set out in paragraphs 4.25 to 4.27, however excluding paragraph 4.25(d)."</i>	i) Moved to the relevant section to ensure all disclosure requirements for annual reports are in the same section. ii) The wording is repetitive and it is clear that the disclosure must be made in terms of 4.25 – 4.27.
4	Notifications in respect of the auditor Paragraph 3.75 – 3.78 Paragraph 3.78	No material changes. Amended wording to clarify that the SENS announcement is only applicable to changes in audit firms.
5	Notifications in respect of the auditor Paragraph 3.79	Moved to the relevant section to ensure all disclosure requirements for annual reports are in the same section.
6	Appointment of auditors and reporting accountant specialists Paragraph 3.86(b) Removing the following: <i>"...(for example by indicating that the auditor's opinion is unqualified when there is a modification of the auditor's opinion or by indicating that there are no issues when in fact there is a modified auditor's report) or by indicating that the financial information has been audited or reviewed when this is not the case."</i>	The examples are unnecessary as the requirement itself is self-explanatory.
	Appointment of auditors and reporting accountant specialists Paragraph 3.87(e)	This is a given and the issuer and auditor must ensure the auditor is not prohibited in anyway.

	<p>Removing the following:</p> <p><i>“the auditor must not be prohibited by its regulator from performing the relevant assurance engagement.”</i></p>	
7	<p>Appointment of auditors and reporting accountant specialists</p> <p>Paragraphs 3.88 and 3.90</p> <p>Removal of the following paragraphs:</p> <p><i>“3.88 The individual auditor appointed to sign the assurance engagement report/s in paragraph 8.45, must have the experience described in paragraph 3.90. If not, the issuer must also appoint a reporting accountant specialist.</i></p> <p><i>3.90 The minimum experience required by either the auditor or reporting accountant specialist to fulfil the functions described in paragraph 3.88 above are as follows:</i></p> <p><i>(a) the individual must have completed an assurance engagement described in paragraph 8.45 of the Listings Requirements within the last 12 months of the date of the current assurance engagement; or</i></p> <p><i>(b) the individual must have attended the JSE approved training for reporting accountant specialists, as approved by the JSE from time to time (and passed an examination evidencing this), within the last 12 months of the date of the current assurance engagement.”</i></p> <p>Key amendment: Item 6</p>	<p>To remove the requirement for an individual auditor/ RAS to have experience in signing JSE reports and consequently removing the concept of a RAS. The responsibility will be placed on the Issuer to ensure the auditor that is appointed has the necessary knowledge, resources and experience and/or attended the relevant training.</p>
8	<p>Appointment of auditors and reporting accountant specialists</p> <p>Paragraph 3.89</p> <p>Proposed to amend the requirement to remove reference to the RAS.</p>	<p>The responsibility is placed on the issuer to ensure the auditor appointed has the necessary knowledge, resources and experience and/or attended the relevant training. The auditor will no longer be required to confirm that he/she has provided the appropriate advice on the Requirements.</p>
9	<p>Appointment of auditors and reporting accountant specialists</p> <p>Paragraphs 3.91 and 3.92</p>	<p>These are Companies Act requirements and therefore no need to mirror this in the Requirements.</p>

	<p>Removal of the following paragraphs:</p> <p><i>“3.91 Where an auditor has been appointed but is subsequently prohibited from signing the audit report, or is no longer registered with its regulator, the auditor must be replaced within the period specified in the Companies Act (or equivalent legislation applicable to the issuer) or before the next audit report is signed, whichever is earlier.</i></p> <p><i>3.92 Subject to the provisions of the Act and the MOI of the applicant issuer and its subsidiaries, subsidiaries of an applicant issuer are not required to be audited.”</i></p>	
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