

Directive of Strate Proprietary Limited

Special Gazette No Z2-2018

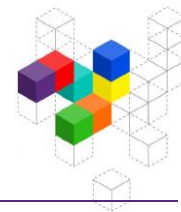
Strate Directive SG.1

OPERATIONAL MARKET WINDOWS AND SECURITIES PROCESSING – EQUITY SECURITIES – ZAR X

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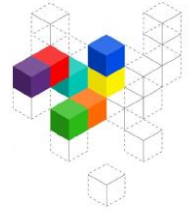


To cater for the Settlement of transactions in Securities traded on ZAR X; to cater for the Settlement of Off-Exchange Transactions, to provide for special circumstances under which commitments to Settle transactions in equity Securities traded on ZAR X may be reversed, to cater for the processing of corporate actions; to cater for proxy voting; and to cater for other related matters¹

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¹ Amended with effect from 24 March 2017



1. INTERPRETATION AND DEFINITIONS²

1.1 Types of Transactions:

- 1.1.1 DVP – Delivery Versus Payment
- 1.1.2 RVP – Receive Versus Payment
- 1.1.3 DFP – Deliver Free of Payment
- 1.1.4 RFP – Receive Free of Payment

1.2 In this Strate Directive, any interpretation, word or expression to which a meaning has been assigned in the Strate Rules bears the meaning so assigned to it.

‘Account Transfer’ means a free of payment transfer, resulting in no change in beneficial ownership, between a Client’s SDA, either at a single Participant or between Participants;

‘Announcement’ means all notices regarding rights and other benefits accruing to owners of Securities, which are published by Issuers in terms of the ZAR X listing requirements;

‘Authorised User’ means a market participant of ZAR X, as defined in the ZAR X rules;

‘BOD’ means ‘Beginning of Day’ and is the time as stipulated in this Strate Directive;

‘Business Partner’ means an entity which is not a Participant and which electronically interfaces with Strate to perform an essential market function;

‘Collateral Agreement’ means an agreement between a Collateral Provider and a Collateral Taker, in terms of which a Collateral Provider grants or transfers an interest in Securities to a Collateral Taker, whether by means of a pledge, *cession in securitatem debiti* (cession to secure a debt) or an out-and-out cession (outright transfer), in order to secure the performance of relevant obligations;

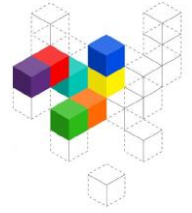
‘Collateral Provider’ means a person who grants or transfers an interest in Securities to a Collateral Taker under a Collateral Agreement;

‘Collateral Return Transaction’ means a transaction where Securities are returned by the Collateral Taker to the Collateral Provider under a Collateral Agreement;

‘Collateral Taker’ means a person to whom an interest in Securities is granted or transferred by a Collateral Provider under a Collateral Agreement;

‘Collateral Transaction’ means a transaction affecting the granting or the transfer of an interest in Securities to a Collateral Taker by a Collateral Provider under a Collateral Agreement;

² Amended with effect from 2 January 2018



‘Collateral Account’ means a Securities Account or Central Securities Account in which a Client places Securities available for the purpose of a Collateral Agreement, or a balance in a Securities Account or Central Securities Account which has been designated by a Client as available for the purpose of a Collateral Agreement;

‘Collateral Account Transfer’ means an Account Transfer from a Client’s Securities Account or Central Securities Account to the Client’s Collateral Account, and vice versa;

‘Corporate Action’ or ‘Corporate Event’ means an action taken by an Issuer or any other entity or third party which affects the owners of Securities in terms of entitlements or notifications;

‘Default Option’ means the election option announced by the Issuer or Issuer Agent that is applied to the Client’s holdings if the Client fails to make an election;

‘Depository Receipt’ means a Security traded on a local Exchange or Off-market that represents a Security, usually in the form of equity, traded on an external Exchange;

‘EOD’ means ‘End of Day’ and is the time as stipulated in this Strate Directive;

‘ISIN’ means the International Securities Identification Number which is a unique internationally recognised Securities identification number that identifies a specific Security;

‘Issuer Agent’ means any person appointed by the Issuer to act as its agent in the performance of the functions set out in this Strate Directive, and includes any transfer secretary appointed by the Issuer;

‘Lending Account’ means a Securities Account or Central Securities Account in which a Client places Securities available for lending to the market, or a balance in a Securities Account or Central Securities Account which has been designated by a Client as available for lending to the market;

‘Lending Account Transfer’ means an Account Transfer from a Client’s Securities Account to the Client’s Lending Account, and vice versa;

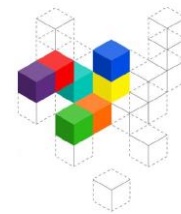
‘MT XXX’ means the applicable SWIFT message type as identified by SWIFT from time to time;

‘Meeting Record Date’ means the Record Date used for the purpose of determining which Shareholders are entitled to participate in and vote at a Shareholders meeting;

‘Off-Exchange Transaction’ or ‘Off-Exchange’ means a transaction in Securities which is not executed on the ZAR X Exchange;

‘On-Exchange Trade’ or ‘On-Exchange’ means a transaction in Securities executed on the ZAR X Exchange;

‘Payment Date’ means the date on which entitlements are paid;



‘Portfolio Movement’ means a free of payment transfer, resulting in no change in beneficial ownership, of a Client’s Securities portfolio when such Client changes its Participant, Broker and/or asset manager. The Portfolio Movements may take place between two Participants;³

‘RD+X’ means the Record Date plus X Business Days, ‘X’ being the number of Business Days stipulated in the Announcement and or Strate Directive;

‘RD-X’ means the Record Date minus X Business Days, ‘X’ being the number of Business Days stipulated in the Announcement and or Strate Directive;

‘Record Date’ or ‘RD’ means the date on which the holdings, upon which the Corporate Action entitlement is based, are ascertained;

‘S’ means Settlement date, which is the Business Day on which a transaction in a particular Security is Settled through Strate;

‘Same Day Settlement’ or ‘Same Day’ means a transaction booked to Strate on the same day on which Settlement occurs, irrespective of the actual trade date;

‘Securities Lending Business Partner’ means a Business Partner that reports Securities Lending Transactions, Securities Lending and Borrowing Return Transactions, Collateral Transactions and Collateral Return Transactions;

‘Securities Lending Transaction’ or ‘Securities Lending and Borrowing Transaction’ means an arrangement in terms of which a person (lender) lends Securities to another person (borrower) subject to the borrower agreeing to return the loaned Securities within an agreed time period. Once the loaned Securities have Settled, ownership of the Securities is transferred to the borrower. The borrower has the right to sell or on-lend the Securities during the life of the loan. In return, the borrower agrees to compensate the lender for any Corporate Actions in respect of the Securities which that lender would have been entitled to receive during the period of the loan had the arrangement not been entered into;

‘Securities Lending and Borrowing Return Transaction’ means the return of Securities which had been loaned in terms of a Securities Lending and Borrowing Transaction;

‘SDA’ means Segregated Depository Account, and any reference to Securities Account includes SDA;⁴

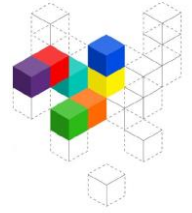
‘Strate Operations’ means the operations division of Strate responsible for communication between Participants, Exchanges, Authorised Users, SARB and Strate relating to Settlement operations;

‘Strate System’ means the computer system or systems and associated network or networks operated or used by Strate for the purpose of Clearing and Settlement of transactions in Securities, or any other purpose performed by Strate in terms of the Act;

‘SWIFT’ means Society for Worldwide Interbank Financial Telecommunications;

³ Amended with effect from 2 January 2018

⁴ Amended with effect from 2 January 2018



‘T’ means trade date, the day on which a particular Security was traded;

‘T+X’ means trade date plus X Business Days, ‘X’ being the number of Business Days stipulated in the Strate Directive; and

‘ZAR X’ or ‘ZAR X Exchange’ means ZAR X Proprietary Limited (registration number 2015/089692/07).⁵

2. SETTLEMENT OF ON-EXCHANGE TRADES⁶

2.1 General

2.1.1 The following are the basic considerations and assumptions on which the operational timings in this Strate Directive are based:

- 2.1.1.1 the timings are those established in the Strate System;
- 2.1.1.2 for all incoming messages, it is ‘Received Time’ by the Strate System;
- 2.1.1.3 for all outgoing messages, it is ‘Sent Time’ by the Strate System;
- 2.1.1.4 for internal processing, it is ‘Processing Time’ by the Strate System; and
- 2.1.1.5 the same rules will apply to On-Exchange and Off-Exchange transactions.

2.1.2 A Participant must open SDAs at Strate for its Clients.

2.1.3 The timings on transaction acceptance, confirmations and commitments, as provided for in this Strate Directive are not driven by system controls. As a result, it is possible that the Strate System might accept inputs beyond these timings. Such acceptances must not be seen as an assurance that the transactions will Settle.

2.2 Operational Timings⁷

The following operational timings apply in respect of the Settlement of transactions in equity Securities traded on the ZAR X Exchange. These operational timings are based on the assumptions and considerations provided in sub-section 2.1.

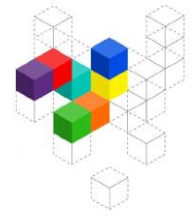
2.2.1 Strate’s BOD is at 03h00. Strate’s EOD is at 19h00. Should ZAR X or Participants require Strate to move the EOD parameter beyond 19h00, the requestor needs to inform Strate in writing by no later than 17h30 on such day.

2.2.2 The Settlement cycle for ZAR X On-Exchange Trades is T+0. ZAR X sends new On-Exchange Trades to Strate from 09h00 to 17h00. ZAR X sends corrective trades to Strate between 09h00 and 17h45, subject to consultation between Strate Operations and ZAR X.

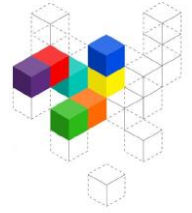
⁵ Amended with effect from 2 January 2018

⁶ Amended with effect from 24 March 2017

⁷ Amended with effect from 2 January 2018



- 2.2.3 Where Strate receives On-Exchange Trades from ZAR X between 09h00 and 17h00, Strate will send the trades to Participants upon receipt on T. Corrective trades received between 09h00 and 17h45, subject to consultation between Strate Operations and ZAR X will also be sent to Participants upon receipt from ZAR X. Participants may reject On-Exchange Trades received from Strate.
- 2.2.4 If On-Exchange Trades are rejected by Participants in terms of 2.2.3 above, ZAR X may amend the On-Exchange Trades by way of a cancellation from 09h00 up to 18h00.
- 2.2.5 ZAR X may send corrective On-Exchange Trades to Strate up to 17h45, subject to consultation between Strate Operations and ZAR X, and Participants must commit to such corrective On-Exchange Trades by 18h00 or by such time as agreed. This corrective window is not applicable on RD in respect of Securities where there is a pending Corporate Action.
- 2.2.6 Participants must ensure that an instruction is received from its Client prior to committing to On-Exchange Trades.
- 2.2.7 If a Participant is unable to commit to On-Exchange Trades, it must reject the On-Exchange Trades.
- 2.2.8 Subject to 2.2.3 and 2.2.7 above, Participants must commit to On-Exchange Trades upon receipt of such On-Exchange Trades from Strate. Commitments for all trades, including Corrective trades sent in terms of 2.2.3 above, must reach Strate by 18h00.
- 2.2.9 In respect of Securities where there is a pending Corporate Action, ZAR X may send On-Exchange Trades to Strate up to 16h45, subject to consultation between Strate Operations and ZAR X, and Participants must commit to, and ensure the Settlement of, On-Exchange Trades by 17h00 on RD.
- 2.2.10 Participants may “un-commit” to On-Exchange Trades prior to 18h00, provided that such On-Exchange Trades have not settled. If a Participant un-commits to On-Exchange Trades, it must inform Strate Operations of its intentions and reasons for un-committing to the On-Exchange Trades. After 18h00, Participants may un-commit in exceptional circumstances and in consultation with Strate Operations and ZAR X in accordance with section 4 below.
- 2.2.11 Settlement of committed trades is initiated from 09h00. Strate sends Settlement confirmation messages to Participants and ZAR X once Settlement is completed.
- 2.2.12 It is the responsibility of Participants to reconcile their Securities positions in the Strate System. For this purpose, the Strate System generates a statement of holdings message daily at 18h00 and sends it to Participants. In case of any discrepancies, Participants are required to request the audit trail details by requesting a statement of transactions message.



3 SETTLEMENT OF OFF-EXCHANGE TRANSACTIONS⁸

3.1 Matching

The matching criteria for all Off-Exchange Transactions consists of first and second level matching.

3.1.1 The first level matching is:

- ISIN
- Settlement type (RFP/DFP/RVP/DVP)
- Securities quantity
- Trade date
- Settlement date
- Trading party's / counterparty's Client Securities Account number
- Trading party's / counterparty's Participants' BP ID (Business Partner identification number)

3.1.2 The second level matching is:

- Client type
- Consideration / Rand amount
- Taxable indicator

3.2 Internal Account Transfers and Portfolio Movements

A Participant must report to Strate all internal Account Transfers and Portfolio Movements where the Participant is Settling both legs of the Off-Exchange Transactions.

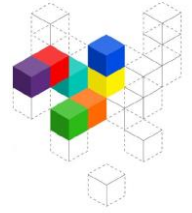
3.3 Account Transfers

- 3.3.1 Same Day Settlement of Account Transfers between Participants, and internally involving a single Participant, is permitted. The transaction indicator for an Account Transfer is "30".
- 3.3.2 Participants must report to Strate, match and commit to all Account Transfers by 18h00 on S.
- 3.3.3 Account Transfers are permitted provided that there is no change in beneficial ownership.
- 3.3.4 In respect of Securities where there is a pending Corporate Action, Participants must report, match and commit to Account Transfers by 17h00 on RD.
- 3.3.5 Participants must process Account Transfers as free of payment (RFP/DFP) transactions.

3.4 Portfolio Movements

- 3.4.1 Same Day Settlement of Portfolio Movements between Participants and internally involving a single Participant, are permitted. The transaction indicator for a Portfolio Movement is "31".

⁸ Section amended with effect from 2 January 2018



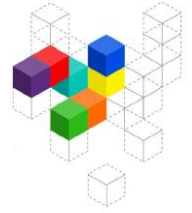
- 3.4.2 Participants must report to Strate, match and commit to all Portfolio Movements by 18h00 on S.
- 3.4.3 Portfolio Movements are permitted provided that there is no change in beneficial ownership.
- 3.4.4 In respect of Securities where there is a pending Corporate Action, Participants must report, match and commit to the Portfolio Movements by 17h00 on RD.
- 3.4.5 Participants must process Portfolio Movements as free of payment (RFP/DFP) transactions.

3.5 Dematerialisation

Dematerialisation must be processed in accordance with Strate Directive SB.1 - *Procedure for Conversion of Certificated Equities to Uncertificated Equities and Vice Versa*.

3.6 Off-Exchange Transactions and Depository Receipts (Client Types “00” and “40”)

- 3.6.1 All Off-Exchange transactions for Client type “00” and Depository Receipt transactions (Client type “40”) must conform to a T+0 Settlement cycle.
- 3.6.2 Off-Exchange and Depository Receipt transactions are reported by the seller and purchaser of Securities to the relevant Participant.
- 3.6.3 Participants must report, match and commit to the transactions instructions for Client types “00” and “40” by:
 - 3.6.3.1 13h00 on S for versus payment transactions;
 - 3.6.3.2 18h00 on S for free of payment transactions;
 - 3.6.3.3 in respect of transactions where there is a pending Corporate Action, 17h00 on S for free of payment transactions, where S equals RD.
- 3.6.4 The transaction indicator for Off-Exchange Transactions relating to deceased estates and formal donations is “00”, and Participants must report to Strate, match and commit to such transactions in accordance with 3.6.3.2. In accordance with the ZAR X rules, the following will apply:
 - 3.6.4.1 in respect of deceased estates, a request must be received from the executor of an estate late to transfer Securities beneficially held by the deceased Client to a named beneficiary, subject to any applicable restrictions for Restricted Securities and BEE Securities in accordance with the ZAR X rules;
 - 3.6.4.2 in respect of formal donations, a request by a Client must be for the transfer of Securities to a registered charitable organisation.



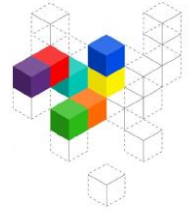
3.7 Settlement of Securities Lending and Borrowing Transactions⁹

- 3.7.1 Same Day Settlement of Securities Lending and Borrowing Transactions and Securities Lending and Borrowing Return Transactions is permitted.
- 3.7.2 The Client type for a Securities Lending and Borrowing Transaction is “51” for Securities Lending Business Partners. The Client type for a Securities Lending and Borrowing Return Transaction is “52” for Securities Lending Business Partners. The Client type for a Securities Lending and Borrowing Transaction and a Securities Lending and Borrowing Return Transaction is “50” for Participants.
- 3.7.3 Participants and Securities Lending Business Partners must report Securities Lending and Borrowing Transactions and Securities Lending and Borrowing Return Transactions to Strate by 18h00 on S. The Securities Lending Business Partner must ensure that their Clients have instructed their Participant to act on the Securities Lending and Borrowing Transactions by these timelines.
- 3.7.4 Participants must commit to Securities Lending and Borrowing Transactions and Securities Lending and Borrowing Return Transactions reported by Securities Lending Business Partners by 18h00 on S.
- 3.7.5 Securities Lending and Borrowing Transactions and Securities Lending and Borrowing Return Transactions concluded by ZAR X, are permitted.
- 3.7.6 Participants must commit to Securities Lending and Borrowing Transactions and Securities Lending and Borrowing Return Transactions concluded by ZAR X within 30 (thirty) minutes of receipt from Strate of the notification of such transactions. Where a Participant is unable to commit within 30 (thirty) minutes, the Participant must, within 20 (twenty) minutes of receipt of the notification of the transactions, inform Strate Operations of the reason why they are unable to commit.
- 3.7.7 In respect of Securities where there is a pending Corporate Action, Participants or Securities Lending Business Partners must report, match and commit to Securities Lending and Borrowing Transactions and Securities Lending and Borrowing Return Transactions by 17h00 on RD.

3.8 Collateral Transactions and Collateral Return Transactions

- 3.8.1 Same Day Settlement of Collateral Transactions and Collateral Return Transactions is permitted.
- 3.8.2 The Client type for a Collateral Transaction is “53” for Securities Lending Business Partners. The Client type for a Collateral Return Transaction is “54” for Securities Lending Business Partners. The Client type for a Collateral Transaction and a Collateral Return Transaction is “50” for Participants.

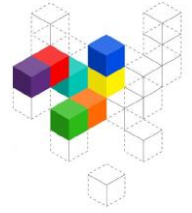
⁹ Section inserted with effect from 24 March 2017



- 3.8.3 Participants and Securities Lending Business Partners must report Collateral and Collateral Return Transactions to Strate by 18h00 on S. The Securities Lending Business Partner must ensure that their Clients have instructed their Participant to act on the Collateral and Collateral Return Transaction by 18h00 on S.
- 3.8.4 Participants must commit to Collateral and Collateral Return Transactions reported by Securities Lending Business Partners by 18h00 on S.
- 3.8.5 In respect of Securities where there is a pending Corporate Action, Participants or Securities Lending Business Partners must report, match and commit to Collateral Transactions and Collateral Return Transactions by 17h00 on RD

3.9 Collateral Account Transfers and Lending Account Transfers

- 3.9.1 Same Day Settlement for Collateral Account Transfers and Lending Account Transfers between Participants and internally involving a single Participant are permitted. The Client type for a Collateral Account Transfer and Lending Account Transfer is “33”.
- 3.9.2 All Collateral Account Transfers and Lending Account Transfers must be reported to Strate matched and committed by 18h00 on S.
- 3.9.3 Collateral Account Transfers and Lending Account Transfers are permitted provided that there is no change in beneficial ownership.
- 3.9.4 In respect of Securities where there is a pending Corporate Action, Participants must report, match and commit to Collateral Account Transfers and Lending Account Transfers by 17h00 on RD.
- 3.9.5 Participants must process Collateral Account Transfers and Lending Account Transfers with the free of payment settlement type (RFP / DFP).

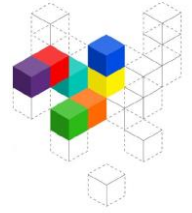


4. SPECIAL CIRCUMSTANCES FOR THE CORRECTION OF TRADES¹⁰

- 4.1 A committed transaction may only be corrected under exceptional circumstances. All applications for such a correction are required to be processed in consultation with ZAR X via Strate Operations.
- 4.2 For the purposes of this Strate Directive, exceptional circumstances will be determined by the Controlling Body. The Controlling Body has determined the following circumstances. Additional circumstances may be determined by the Controlling Body upon request.
 - 4.2.1 An order or notice pertaining to an Insolvency Proceeding against a Client of a Participant;
 - 4.2.2 A notice of the death of a Client of a Participant; or
 - 4.2.3 Correction instructions from ZAR X, provided that the On-Exchange Trades have not settled.¹¹
- 4.3 In the case of an Insolvency Proceeding in paragraph 4.2.1 above, the Participant must submit a copy of the relevant order or notice to Strate Operations.
- 4.4 The Moment of Finality of Instructions referred to in the Strate Rules is the moment immediately preceding Settlement.

¹⁰ Amended with effect from 24 March 2017

¹¹ Amended with effect from 2 January 2018



5. PROCESSING OF CORPORATE ACTIONS

DISCLAIMER¹²

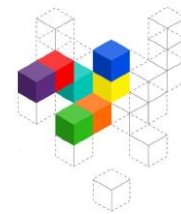
- a. Strate does not make any representations or warranties, express or implied, as to the accuracy, completeness or reliability of information contained in any Announcements published by Issuers, or an Exchange, and sent by Strate.
- b. Strate will not be liable to any person for any delays in the sending or non-receipt of:
 - Announcements or other information published by Issuers or their agents, or an Exchange; or
 - Payments and other entitlements.
- c. Strate will not be responsible or liable to any person for any loss or damage resulting from:
 - any delay, act or omission on the part of any third party;
 - incorrect, inaccurate, defective or misleading information furnished or supplied by the Issuer or its agent, an Exchange or any third party; or
 - the interruption or failure of communication links, power failure, the loss or destruction of any data and any loss or damage caused by natural disaster, riot, insurrection, acts of vandalism, sabotage or similar cause.
- d. Strate will not be liable for any loss incurred by any person as a result of amendment and/or cancellation of any Corporate Action by the Issuer or its agent, an Exchange or any third party.
- e. Strate will not be liable for any loss, damage or claim incurred by any person, including but not limited to Issuers, Participants, Nominees and/or Clients of Nominees, as a result of the bank, in whose account the cash entitlements are held, being declared insolvent, becoming the subject of business rescue proceedings or having a curator appointed in terms of any law, prior to those cash entitlements being distributed.

5.1 Announcements¹³

- 5.1.1 Strate obtains Announcements from ZAR X. Strate thereafter creates the Corporate Action Announcement in the form of an MT564 message, even where this does not contain all the pertinent details. Strate distributes the Announcement to all Participants, who are in turn responsible for notifying their Clients who hold the respective Securities.
- 5.1.2 The Participant may elect not to send Announcements as set out in 5.1.1 where:
 - 5.1.2.1 the salient details of such Announcements are incorporated in a company notice, report or circular which has been, or will be, sent directly to Clients by an Issuer;

¹² Amended with effect from 24 March 2017

¹³ Section amended with effect from 24 March 2017



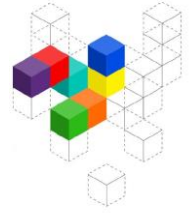
- 5.1.2.2 Clients have elected not to receive such Announcements;
- 5.1.2.3 Clients have instructed the Participant to act on their behalf without reference; or
- 5.1.2.4 the Issuer is not required by ZAR X and/or the Companies Act to send the Announcement.¹⁴
- 5.1.3 As updated or additional information relating to the Corporate Action is published, the original Announcement is enhanced and the additions or updated information must be distributed as set out in 5.1.1 and 5.1.2.
- 5.1.4 Strate sends an MT564 COMP message once all conditions are final, subject to changes in such Announcements being published by the Issuers or ZAR X.
- 5.1.5 Participants must, where relevant and subject to 5.1.2, provide all the salient details as contained in the MT564 COMP message to their Clients on receipt from Strate as set out in 5.1.4.
- 5.1.6 Where cash entitlements are announced by ZAR X, the Issuer or Issuer Agent as a number of cents per share, Strate converts the cash rate in the Announcement to a number of Rands per share, in order to comply with the SWIFT standards.
- 5.1.7 Where Strate calculates entitlements based on the cash rate and/or Securities ratios, it announces such calculations to not more than 15 (fifteen) decimal places.

5.2 Dematerialisation Orders¹⁵

- 5.2 With respect to Securities affected by a Corporate Action:
 - 5.2.1 Participants and Issuers or Issuer Agents must finalise the processing of any Dematerialisation orders by 16h00 on RD-1.
 - 5.2.2 Participants must not send any Dematerialisation orders to Strate on RD. Participants must only recommence sending any Dematerialisation orders from RD+1.
 - 5.2.3 Issuers or Issuer Agents must not send any instructions for the allotment of Securities or for the cancellation or reduction of Securities to Strate on RD.

¹⁴ Amended with effect from 2 January 2018

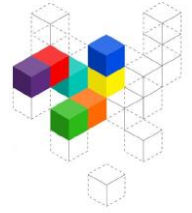
¹⁵ Section amended with effect from 2 January 2018



5.3 Election¹⁶

- 5.3.1 Participants must obtain their Clients' election instructions based on the Record Date holdings and:
 - 5.3.1.1 reconcile the holdings on which the Clients have elected against the anticipated Record Date holdings, and
 - 5.3.1.2 aggregate or split their Clients' election instructions and send these to Strate for each of their SDAs in accordance with 5.3.2.1 and 5.3.2.2.
- 5.3.2.1 Participants must send the election instructions referred to in 5.3.1 to Strate in the form of MT565 messages by 13h00 on RD+1, or such other time as stipulated in the Announcement sent by Strate. Participants are liable for the accuracy, completeness and validity of election instructions sent to Strate.
- 5.3.2.2 Where Strate facilitates the processing of voluntary Corporate Actions, including oversubscriptions, Strate will report, and commit to, Off-Exchange Transactions on behalf of Participants upon receipt of the Participants' election instructions. Where Strate does not facilitate the processing of voluntary Corporate Actions, these will be processed in accordance with section 7 below.
- 5.3.3 Where a Participant has not provided Strate with election instructions by the date and time stipulated in the Announcement sent by Strate, the Default Option will apply.
- 5.3.4 Where required by Strate, Participants must send to the Issuer or Issuer Agent, with a copy to Strate, the election instructions in the form of a spreadsheet by such time as stipulated in the relevant Announcement sent by Strate.
- 5.3.5 Where no election has been made by a Participant in respect of an elective Corporate Action, the Participant must, by the time stipulated in 5.3.2.1, notify Strate, via an MT565 message, that no election was made. Participants may send to Strate MT565 messages for each option included in an elective Corporate Action.
- 5.3.6 Where Participants send election instructions to Strate in the form of MT565 messages in respect of elective Corporate Actions, any subsequent MT565 message sent to Strate replaces the previous MT565 message.
- 5.3.7 Issuer Agents must send to Strate MT567 or MT598-915 confirmation messages acknowledging receipt of each MT565 message received from Strate. Where Strate facilitates the processing of voluntary Corporate Actions, including oversubscriptions, Issuer Agents must send to Strate an MT598-915 message, advising Strate of any allotted Securities, and the applicable cash rate and/or Securities ratios.
- 5.3.8 Strate will not be liable for any loss incurred by any person as a result of any over election.

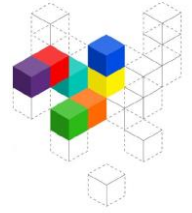
¹⁶ Original 5.3 deleted and 5.4 renumbered and amended with effect from 24 March 2017



5.4 Record Date

- 5.4.1 Determining Record Date holdings requires Participants and Clients to take into account all transactions that are due to Settle on or before Record Date.
- 5.4.2 If, after Settlement has been concluded on Record Date, there is a discrepancy between the election received from the Participant and the holdings in the respective SDA in Strate, Strate will advise the Participant to resolve the discrepancy within 1 (one) hour and amend their election. Thereafter the following action is automatically taken:
 - 5.4.2.1 where the Participant's election exceeds the holdings in the SDA, the election is reduced by the amount in excess.
 - 5.4.2.2 where the Participant's election exceeds the holdings in the SDA and the election covers more than one option, the election in respect of the Default Option is reduced by the amount in excess.
 - 5.4.2.3 where the discrepancy exceeds the quantity elected for the Default Option, this quantity is eliminated and the remaining discrepancy subtracted from the next option. If there are more than two options, the Participant must instruct Strate on the adjustment to be made to the election.
 - 5.4.2.4 where the Participant's election is less than the holdings in its SDA, the Default Option is applied to the remaining holding.
- 5.4.3 Where Strate adjusts the election as provided in 5.4.2, it will advise the affected Participants of the adjusted election via MT564 message by EOD on Record Date.
- 5.4.4 Where Strate adjusts the election in accordance with 5.4.2, Strate will not be responsible or liable to any person for any loss or damage resulting from such adjustments, and Participants indemnify Strate from any loss resulting from such adjustments.
- 5.4.5 After Settlement has been completed on Record Date, Strate will provide the Issuer or Issuer Agent with details of the aggregate number of Securities and or cash due to Participants on Payment Date in respect of Participants' entitlements.¹⁷
- 5.4.6 After Settlement has been completed on Record Date, Strate will advise Participants of the holdings per SDA on which calculations for their entitlements were based and their expected entitlements based on such holdings.
- 5.4.7 In those cases where the entitlement is distributed through the clearing and Settlement system of Strate, the details of the Settlement are advised as soon as the orders have been generated by Strate on RD+1.

¹⁷ Amended with effect from 2 January 2018

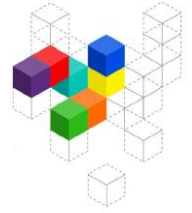


5.5 Payment Date¹⁸

- 5.5.1 The Issuer must irrevocably fund its bank account with the total cash entitlements in respect of the dematerialised holdings, as provided to the Issuer Agent by Strate, by 10h00 on Payment Date. Strate will facilitate the distribution of cash entitlements. Where payment is made to the Issuer's bank account after:
 - 5.5.1.1 10h00 on Payment Date, Strate will charge the Issuer an additional fee for the late payment; and
 - 5.5.1.2 14h30 on Payment Date, Strate will notify Participants of the late payment and process payment to Participants on the next Business Day.
- 5.5.2 The Issuer or Issuer Agent must ensure that the Securities are available for distribution by BOD on Payment Date to enable Settlement to take place.
- 5.5.3 Strate will not facilitate the distribution of the cash entitlements or send an MT 566 message to Participants until the cash has been cleared and credited to the Issuer's bank account, in full, and within the time and method outlined in paragraph 5.5.1.¹⁹
- 5.5.4 Where the Issuer does not fund in full in accordance with 5.5.1, or Strate does not receive all or part of the Securities in accordance with 5.5.2, Strate will have the right to withhold distribution of cash and or Securities until after such cash and/or Securities have been received in accordance with 5.5.1 and/or 5.5.2, and Cleared or Settled in full. Strate will not be liable for any interest claims or other liability attaching to non-payment or late distribution of cash or Securities. Where the Issuer does not fund in full in accordance with 5.5.1, or Strate does not receive all the Securities in accordance with 5.5.2, and, within 48 (forty-eight) hours from the Payment Date stipulated in the Announcement, Strate will withdraw the Corporate Action from its system and notify the Participants accordingly. Any entitlements received thereafter will be processed outside the Strate system.
- 5.5.5 Where a Participant or Client entitled to receive the cash, chooses to distribute cash entitlements prior to receiving the cash, Strate will not accept or be held liable for any interest claims or other liability attaching to the payment of funds.
- 5.5.6 Fractions of Securities are calculated and distributed in the manner stipulated by the Issuer in the Announcement sent by Strate.
- 5.5.7 Participants must ensure that they pay their Clients on the same day that payment is received.

¹⁸ Amended with effect from 2 January 2018

¹⁹ Amended with effect from 15 January 2018



5.6 Dividend Re-Investments²⁰

- 5.6.1 Where Issuers have Securities with an option for re-investment of dividends, such as Exchange Traded Funds, Participants are required to re-pay to Issuers, via Strate, the dividends received and to be re-invested, less any applicable tax deducted.
- 5.6.2 Participants must irrevocably fund Strate's designated bank account with the total cash entitlements to be re-invested in respect of the dematerialised holdings, as provided by their Clients, via SAMOS by 12h00 on PD+1.
- 5.6.3 Strate will pay to the Issuer or the Issuer Agent any cash entitlements received from Participants where such cash has been credited to Strate's bank account, in full, within the time and method outlined in paragraph 5.6.2. Any cash not received by Strate by 12h00 on PD+1 must be processed outside Strate's system.
- 5.6.4 Strate will not be liable for any interest claims or other liability attaching to pre-payment, non-payment or late distribution of cash.
- 5.6.5 Where an Issuer entitled to receive the cash for re-investment, chooses to re-invest cash prior to receiving the cash from Strate, Strate will not accept or be held liable for any interest claims or other liability attaching to the payment or re-investment of funds.

5.7 General

Where a Corporate Action does not conform to Strate's system functionality or to the procedures set out in this Strate Directive, such event is processed as determined by Strate in consultation with the Issuer or Issuer Agent and, where practical, the Participants.

6. RESERVED²¹

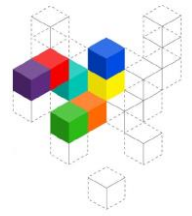
7. CORPORATE ACTION TRANSACTIONS²²

- 7.1 A minimum T+0 Settlement cycle is permitted for reporting Corporate Action transactions between Participants and Strate or Participants and Issuers. The Client type for a Corporate Action transaction is "23".
- 7.2 Participants may report to Strate and commit to all Corporate Action transactions on a Same Day basis and in terms of the following timelines:
 - 7.2.1 transactions involving payment must be reported, matched, committed and Settled by 14h00 on S.

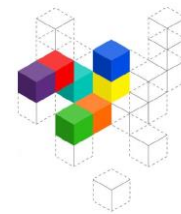
²⁰ Amended with effect from 2 January 2018

²¹ Original section deleted with effect from 24 March 2017

²² Amended with effect from 24 March 2017



- 7.2.2 free of payment transactions must be reported, matched, committed and Settled by 18h00 on S.
- 7.3 New issues are handled on the basis of DvP and RvP orders that are captured by the Participant of the Issuer and the creation of the opposite leg by the counterparty Participant. The Client type for a new issue transaction is “23”.



8. PROXY VOTING PROCEDURE²³

8.1 Record of Holdings

- 8.1.1 Strate will provide the Issuer, or the Issuer Agent, with a record of Shareholders' holdings in the Issuer's Uncertificated Securities Register per SDA per Participant as at EOD on the Meeting Record Date stipulated in the Announcement sent by Strate.
- 8.1.2 Strate will advise each Participant of its record of Shareholders' holdings in the Issuer's Uncertificated Securities Register per SDA as at EOD on the Meeting Record Date.

8.2 Participants' Obligations

- 8.2.1 Participants must facilitate their Clients' rights to participate and vote in Shareholders meetings, including, notifying their Clients who hold the relevant Securities of all Shareholders meetings and the cut-off time for the submission of their proxy voting instructions and requests for proxy forms.
- 8.2.2 Where Participants receive voting instructions from their Clients, Participants must ensure that proxy forms or other necessary documentation are completed in accordance with the Clients voting instructions and applicable law.
- 8.2.3 Voting instructions must be retained in the same way and for the same period as any other instruction received from a Client.
- 8.2.4 Participants must provide the Issuer, or the Issuer Agent, with proxy forms or letters of representation by the cut-off time stipulated in the relevant Announcement. Subject to 8.3.3 below, Participants must provide the Issuer, or the Issuer Agent, with information relating to their Clients' voting instructions where written permission has been received from such Clients.

8.3 Issuer Obligations

- 8.3.1 Issuers must publish a Meeting Record Date which is at least 3 (three) Business Days prior to the Shareholders' meeting.
- 8.3.2 Where an Issuer does not publish a Meeting Record Date in accordance with 8.3.1 above, the Meeting Record Date will be deemed to be 3 (three) Business Days prior to the Shareholders' meeting.
- 8.3.3 Where an Issuer requests Strate or Participants for information relating to Shareholders' voting instructions received in terms of 8.2.4 above, such request must be submitted in writing to Strate in an official company letter and duly signed.

²³ Amended with effect from 24 March 2017



8.4 Issuer Agent

The Issuer or Issuer Agent must ensure that the total of the Shareholders' holdings in the Issuer's Uncertificated Securities Register referred to in 8.1.1 above agrees with the total of the Dematerialised shares for that Issuer as contained in their records on the date indicated.

9 DISCLOSURE OF BENEFICIAL OWNERSHIP (BND)²⁴

The disclosure of beneficial ownership must be processed in accordance with Strate Directive SA.8 – *File Layout for Disclosure of Beneficial Ownership (BND) – Equity and Bond Securities*.

²⁴ Amended with effect from 24 March 2017