

# Directive of Strate (Pty) Ltd

Special Gazette Number B2-2019  
Strate Directive SD.4

Proxy Voting Procedure – Bond Securities

The logo for Strate, consisting of the word "strate" in a bold, lowercase, sans-serif font, enclosed within a white rectangular border. The background of the logo area is a dark grey triangle pointing towards the top-left corner, set against a black background.

**strate**

---

**To cater for voting procedures (either through manual or electronic means); to cater for requests for letters of representation and submission of proxy appointments by the Securities Holders in the Strate environment, so as to facilitate the attendance or voting by such Securities Holders at the Securities Holders meetings**

---

**Contents of this material are protected under South African copyright law. No part of this material may be copied, completely or partially, either electronically or manually, without the written consent of Strate (Pty) Ltd. This material remains the sole property of Strate (Pty) Ltd**

## Table of Contents

1. INTERPRETATION AND DEFINITIONS
2. RECORD DATE, ANNOUNCEMENTS AND RECORD OF HOLDINGS
3. VOTING PROCEDURE
  - 3.1. Voting through a Participant – Manual Procedure
  - 3.2. Voting through an Authorised User – Manual Procedure
  - 3.3. Electronic Voting
4. ISSUER / ISSUER AGENT PROCEDURES

## 1. INTERPRETATION AND DEFINITIONS<sup>1</sup>

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

‘Announcement’ means notices regarding rights and other benefits accruing to holders of Securities, which are published by Issuers through the Securities Exchange News Service (SENS) of the JSE or the news service of the applicable Exchange and, where provided to Strate, company notices. In respect of Unlisted Securities, Announcements means all notices regarding rights and other benefits accruing to holders of Unlisted Securities, which are provided by Issuers to Strate;

‘Authorised User’ means a person authorised by an Exchange in terms of the Exchange rules to perform such Securities services as the Exchange rules may permit;

‘Consent Meeting’ means the exercise of Securities Holders’ voting rights through means other than at a Securities Holders’ meeting in accordance with section 60 of the Companies Act or other applicable law;<sup>2</sup>

‘End of Day (EOD)’ means the time as stipulated in Strate Directive SD.1 – *Operational Market Windows – On-market – Bond Securities – JSE*;

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

‘JSE’ means the JSE Limited, Registration Number 2005/022939/06;

‘Listed Securities’ means Securities that are listed on an Exchange;

‘Meeting’, with respect to any particular matter concerning an Issuer, means a meeting of those Securities Holders of an Issuer who are entitled to exercise voting rights in relation to that matter. For purposes of this Strate Directive, the term “Meeting” includes a Consent Meeting;<sup>3</sup>

‘Record Date’ means the date on which Securities Holder’s holdings, upon which the voting rights of such Securities Holders are based, are ascertained; and

‘Unlisted Securities’ means Securities that are not listed on an Exchange.

---

1 Amended with effect from 2 December 2019

2 Inserted with effect from 2 December 2019

3 Inserted with effect from 2 December 2019

## 2. RECORD DATE, ANNOUNCEMENTS AND RECORD OF HOLDINGS<sup>4</sup>

- 2.1 An Issuer or Issuer Agent must publish a Meeting Record Date which is at least 3 (three) Business Days prior to the Securities Holders' meeting. Where an Issuer or Issuer Agent does not publish a Meeting Record Date, the Meeting Record Date is deemed to be 3 (three) Business Days prior to the Securities Holder's meeting.

*(Pending amendment: Following approval by the Regulatory and Supervisory Committee, paragraph 2.1 will be amended as follows with effect from 01 March 2020).*

2.1 An Issuer or Issuer Agent must publish a Record Date for a Meeting that is at least 8 (eight) Business Days prior to the Meeting. If the Issuer or Issuer Agent fails to publish a Record Date, the Record Date for the Meeting is deemed to be 8 (eight) Business Days prior to the Meeting.

- 2.2 Upon receipt of an Announcement from the Issuer or Issuer Agent, or the relevant Exchange, Strate will:
- 2.2.1 distribute the Announcement to the Participants, who are responsible for notifying their respective Clients of all Meetings and the cut-off time for the submission of their voting instructions and requests for proxy forms;
  - 2.2.2 provide the Issuer or the Issuer Agent, with a record of Securities Holders' holdings in the Issuer's Uncertificated Securities Register per CSA per Participant as at EOD on the Record Date of the Meeting stipulated in the Announcement sent by Strate;
  - 2.2.3 advise each Participant of its record of Securities Holders' holdings in the Issuer's Uncertificated Securities Register per CSA as at EOD on the Record Date of the Meeting.
- 2.3 As updated or additional information relating to the Meeting is published, the original Announcement is enhanced and the additions or updated information will be distributed accordingly.

---

<sup>4</sup> Amended with effect from 2 December 2019

### 3. VOTING PROCEDURE<sup>5</sup>

Voting may be conducted manually in accordance with paragraphs 3.1 and 3.2, or electronically in accordance with paragraph 3.3.

#### 3.1. Voting through a Participant – Manual Procedure

- 3.1.1 Participants must facilitate their Clients' rights to participate and vote in Meetings.
- 3.1.2 Participants must:
  - 3.1.2.1 collate the voting instructions received from their Clients;
  - 3.1.2.2 check the votes received against their Clients holdings as at the Record Date of the Meeting to ensure that Clients do not exceed their voting rights; and
  - 3.1.2.3 reject any voting instructions received from Clients which are in excess of such Clients' voting rights.
- 3.1.3 Where the Participant receives voting instructions from its Clients, and subject to paragraphs 3.2.1 and 3.2.2, it must ensure that proxy forms or other necessary documentation are completed in accordance with the Clients' voting instructions and applicable law.
- 3.1.4 A Participant must retain the voting instructions in the same manner and for the same period as any other instruction received from a Client.
- 3.1.5 Where a Client on whose behalf a Participant holds Securities as Nominee wishes to attend a Meeting in person, the Participant must, upon request by the Client, issue such Client with letters of representation or other necessary documentation, in accordance with applicable law.
- 3.1.6 A Participant must provide Strate with:
  - 3.1.6.1 proxy forms, letters of representation or other necessary documentation by the cut-off time stipulated in the relevant Announcement;
  - 3.1.6.2 information relating to the Clients' voting instructions where written permission has been received from such Clients.
- 3.1.7 Strate will collate the voting instructions, proxy forms, letters of representation or other necessary documentation, as received from Participants, and provide this to the Issuer or Issuer Agent.
- 3.1.8 Strate is not liable where any voting instructions or requests for the issue of proxy appointments or other necessary documentation, are received by Strate after the cut-off time stipulated in the relevant Announcement sent by Strate.

---

<sup>5</sup> Amended with effect from 2 December 2019

### 3.2. Voting through an Authorised User – Manual Procedure

- 3.2.1 Where an Authorised User is a Client of a Participant, the Authorised User must:
  - 3.2.1.1 collate voting instructions received from Clients on whose behalf they hold Securities as Nominee;
  - 3.2.1.2 check the votes received against its Clients' holdings as at the Record Date of the Meeting to ensure that Clients do not exceed their voting rights;
  - 3.2.1.3 reject any voting instructions received from Clients which are in excess of such Clients' voting rights.
- 3.2.2 Subject to paragraph 3.2.6, an Authorised User must ensure that proxy forms or other necessary documentation are completed on behalf of the Clients on whose behalf the Authorised User hold Securities as Nominee, only if a voting instruction is received from such Clients.
- 3.2.3 An Authorised User must retain the voting instructions in the same manner and for the same period as any other instruction received from a Client.
- 3.2.4 An Authorised User must provide a Participant with information relating to its Clients' voting instructions where written permission has been received from such Clients.
- 3.2.5 Where a Client on whose behalf an Authorised User holds Securities as Nominee wishes to attend a Meeting in person, the Authorised User must, upon request by the Client and subject to paragraph 3.2.6:
  - 3.2.5.1 issue such Client with letters of representation; or
  - 3.2.5.2 where such Authorised User or Client is not reflected on the Uncertificated Securities Register, the Authorised User must provide a Participant with the details of the Client which the Participant deems necessary to enable the Participant to issue the letters of representation.
- 3.2.6 An Authorised User must, by the cut-off time stipulated in the relevant Announcement:
  - 3.2.6.1 provide a Participant with proxy forms, letters of representation or other necessary documentation; or
  - 3.2.6.2 where such Authorised User or Client is not reflected on the Uncertificated Securities Register, the Authorised User must provide the Participant with voting instructions, or requests for letters of representation by the cut-off time as required by the Participant.

### **3.3. Electronic Voting<sup>6</sup>**

Participants and their Clients (including Authorised Users, Nominees and other persons) may execute and submit voting instructions, proxy appointments and other instructions electronically, in a manner that:

- 3.3.1 enables the Clients to exercise their voting rights and participate in Meetings in accordance with applicable law; and
- 3.3.2 protects the integrity of Clients' voting instructions, proxy appointments and any other instructions executed to facilitate Clients' participation in Meetings.

## **4. ISSUER / ISSUER AGENT PROCEDURES<sup>7</sup>**

- 4.1 Where an Issuer or Issuer Agent requests information from Strate relating to Clients' voting instructions, such request must be submitted in writing to Strate on an official company letter and duly signed. Strate will provide the Issuer or Issuer Agent with information relating to their Clients' voting instructions where written permission has been received from such Clients.
- 4.2 The Issuer or Issuer Agent must ensure that:
  - 4.2.1 the total of the holdings in the Issuer's Uncertificated Securities Register referred to in paragraph 2.2 agrees with the total of the Uncertificated Securities for that Issuer as contained in their records on the date indicated;
  - 4.2.2 the number of Securities for which proxy votes, letters of representation or other necessary documentation have been received from Strate is equal to or less than the holdings appearing on the Uncertificated Securities Register.

---

<sup>6</sup> Inserted with effect from 2 December 2019  
<sup>7</sup> Amended with effect from 2 December 2019