Computershare South Africa (Pty) Ltd and its subsidiary companies
Registration number 1998/010439/07
Manual prepared in terms of section 51 of the Promotion of Access to Information Act, 2000 ("the Act")
1. **Preamble**

This manual has been compiled in accordance with the Promotion of Access to Information Act No. 2 of 2000 (“the Act”). Section 51 of this Act requires that we as a private body compile a manual giving information to the public regarding the procedure to be followed in requesting information from us for the purpose of exercising or protecting rights.

**Aim of the Manual**

The Aim of the Manual is to assist potential requesters, who intend to obtain documents or records from Computershare in terms of the Act, by providing them with the processes to be followed in initiating such requests.

2. **Company Overview in Terms of Section 51**

**Computershare – a service provider in the Financial Market industry**

Computershare is a financial services and technology provider for the global securities industry, using a global network, specialised technology and financial markets expertise in order to provide services and solutions to listed and unlisted companies, investors, employees, exchanges and other financial institutions. Computershare operates through its group of companies noted below:

**Computershare in South Africa**

- Computershare entered the South African market in 1998 when Old Mutual plc appointed Computershare Australia to carry out its demutualisation. The businesses of Consolidated Share Registrars Limited (previously owned by Anglo American) and Optimum Registrars (Pty) Limited (previously owned by Rand Merchant Bank) were acquired to provide the necessary infrastructure.
- On 2 April 2002, Computershare acquired the registry, share dealing and custodial business of Mercantile Registrars Limited and Mercantile Bank Limited.
- The South African operation is a subsidiary of Computershare Limited (Company No. 3015818), which is wholly owned by the Australian parent company, with local equity interests held by the Black Management Investment Company.
- **Computershare South Africa (Pty) Ltd. (hereinafter referred to as “Computershare South Africa”) is the local holding company.**

**Computershare (Pty) Ltd.**

- Computershare (Pty) Ltd, a subsidiary of Computershare South Africa, is a Central Securities Depository Participant registered under Strate (Pty) Ltd., and has an established Strate interface. This entity is also an approved Financial Services Provider (FSP no. 760) approved by the Financial Sector Conduct Authority to provide intermediary services in terms of the Financial Advisory and Intermediary Services Act, 2002. Computershare offers services which include dematerialisation, custody and settlement services, asset administration, income collection and distribution, corporate events and a low cost Deal Routing or Share Dealing
Service for private individual clients. Computershare also administers the Sanlam Nominee companies that were created at the time of demutualisation and the Sasol BEE Ordinary and Sasol Inzalo share schemes (Issuer Sponsored Nominee service).

Computershare Investor Services (Pty) Ltd.

Computershare Investor Services (Pty) Ltd, a subsidiary of Computershare South Africa, offers a comprehensive registry management system, which includes management of securities registers, provision of in-depth customised reports, proxy solicitation and management of corporate actions. Services are provided to both listed and unlisted companies, their shareholders and the wider investment community. Computershare’s proprietary system SCRIP utilises software, which has been designed for security registry operations and maintenance of company registers on a single database.

Sub-divisions within Computershare Investor Services include the following:

Plan Managers

Computershare Plan Managers offers an employee share plan administration solution for a number of share schemes in South Africa.

Professional Services

Computershare Professional Services focuses on share registry consultancy, cross-border share solutions, retail offers and BEE share schemes in the market.

Georgeson

Georgeson provides services associated with proxy solicitation, asset reunification and the like.

Computershare Outsourcing (Pty) Ltd.

Computershare Outsourcing (Pty) Ltd is an approved Custody Services Provider (CSP) of the JSE Limited and offers services to JSE member firms and others. Computershare Outsourcing is an independent back office outsourcing alternative for stockbrokers, without ties to any other broking firm or bank.

CIS Company Secretaries (Pty) Ltd.

Computershare Company Secretaries (Pty) Ltd. provides secretarial services to companies to maintain effective corporate governance and meet regulatory and compliance standards.

3. Contact Details (section 51(1)(a) of the Act)

Name of the body: Computershare South Africa (Pty) Ltd.
Registration No. 1998/010439/07

Subsidiary Companies: Computershare (Pty) Ltd.
Registration No. 2000/006082/07
Computershare Investor Services (Pty) Ltd.
Registration No. 2004/003647/07
The Chief Executive Officer ('CEO') of Computershare South Africa (Pty) Ltd is Mr Bennie van der Westhuizen who is, in terms of the Act, tasked to receive and address all requests for information that have been made in accordance with the Act. The CEO has delegated this power to Ms Teresa Van Niekerk, who will be referred to as 'the Information Officer'.

All requests for information made in terms of the Act, directed to any of the entities listed, should be addressed to the Information Officer at:

Postal address: PO Box 61051
Marshalltown
2107

Physical address: Rosebank Towers
15 Biermann Avenue
Rosebank
2196

Telephone number: (011) 370-7709
Fax number: (011) 688-5239
Email address: teresa.van.niekerk@computershare.co.za

4. Guide for requesters on how to use the Act (Section 51(1)(b) of the Act)

A guide on how to use the Act has been compiled by the South African Human Rights Commission ("SAHRC") in terms of Section 10 of the Act. Please direct any queries to:

Postal Address: The South African Human Rights Commission
The Promotion of Access to Information Act Unit
Research and Documentation Department
Private Bag 2700
Houghton
2041

Telephone number: (011) 484-8300
Fax number: (011) 643-6472
Website: http://www.sahrc.org.za
E-mail: PAIA@sahrc.org.za
5. **Automatic Availability of Certain Records (Section 51(1)(c) of the Act)**

The Company has not submitted any notice of such records in terms of section 52(1) of the Act.

The following information is available without a request in terms of the Act:

› Marketing brochures
› All public information and records on Computershare’s website

Interested parties are requested to make an appointment with the Information Officer although a formal application need not be submitted.

6. **Records Available in Accordance with other Legislation (Section 51(1)(d) of the Act)**

Where applicable to our operations, information is also available in terms of other legislation which includes but is not limited to the following:

› **General Legislation**
  Companies Act No. 71 of 2008 and Applicable Regulations
  Exchange Control Rules
  Financial Advisory and Intermediary Services Act No. 37 of 2002
  Financial Intelligence Centre Act No. 38 of 2001 and the Amendment Act of 2008
  JSE Limited Rules and Directives
  Prevention of Organised Crime Act No. 121 of 1998
  Protection of Constitutional Democracy Against Terrorist and Related Activities Act No. 33 of 2004
  Strate (Pty) Ltd Rules and Directives

› **Tax Legislation**
  Income Tax Act No. 58 of 1962 and Taxation Laws Amendment Acts (Dividend Tax)
  Foreign Account Tax Compliance Act (“FATCA”) and OECD Common Reporting Standards
  Value Added Tax Act No. 89 of 1991
  Securities Transfer Tax Act No. 25 of 2007
  Securities Transfer Tax Administration Act No. 26 of 2007

› **Employer-Employee Legislation**
  Basic Conditions of Employment Act No. 75 of 1997
  Compensation for Occupational Injuries and Diseases Act No. 130 of 1993
  Employment Equity Act No. 55 of 1998
  Electronic Communications and Transactions Act No. 25 of 2002
  Labour Relations Act No. 66 of 1995 and its Amendments
  Occupational Health and Safety Act No. 85 of 1993
  Skills Development Act No. 97 of 1998
  Skills Development Levy Act No. 9 of 1999
  Unemployment Insurance Act No. 63 of 2001

The abovementioned records are not automatically available without a request in terms of the Act.
Companies Act No. 71 of 2008 ("Companies Act")

Section 50: Securities Register and Numbering

In terms of section 26 of the Companies Act, any person who holds a beneficial interest in any securities issued by a profit company has a right to inspect and copy, without any charge for such inspection or upon payment of no more than the prescribed maximum charge for any such copy the information contained in the securities register. Any other person has the right to inspect the register upon payment of an amount not exceeding the prescribed maximum fee for such inspection. This includes details of the name of the shareholder, address and shareholding. Details such as identity numbers, certificate numbers, dates of transactions, dividend payments, email addresses etc. are not considered to be public information. Access to certain records may be refused on the grounds set out in the Act. Please note that all requests will be subject to approval by the Issuer.

While no charge will be levied for inspection of the register which may be viewed at our offices by appointment, a minimum fee of R1 075.00 (excluding VAT) will be levied for a full electronic copy of the register of members.

7. Records Subjects and Categories (Section 51(1)(e) of the Act)

For purposes of facilitating a request in terms of the Act, a description of the records and the categories in which these subjects are classed which are held by each subsidiary company are detailed below.

It should be noted that the inclusion of any subject or category of records should not be taken as an indication that records falling within those subjects and/or categories will be made available under the Act. In particular, certain grounds for refusal as set out in the Act may be applicable to a request for such records.

7.1 Company Secretarial
7.1.1 Annual Reports
7.1.2 Registers for Computershare and subsidiaries or companies that have appointed Computershare as an agent
7.1.3 Board Committee Agendas and Notices of meetings
7.1.4 Resolutions
7.1.5 Minutes of Meetings
7.1.6 Statutory Returns
7.1.7 Share Certificates of subsidiary companies
7.1.8 Statutory documents such as memoranda, Memorandum of Incorporation

7.2 Legal
7.2.1 Legal Agreements and Contracts
7.2.2 Property Records and Leases
7.2.3 Legal proceedings and correspondence
7.2.4 Legal opinions

7.3 Regulatory Services
7.3.1 Internal Audit Reports and records
7.3.2 Compliance Audit Reports and records
7.3.3 Licences
7.3.4 Compliance/Internal Audit Manuals
7.3.5 Statutory returns to Strate, JSE and the Financial Services Board
7.3.6 Risk Management Programme
7.3.7 Business Continuity Programme
7.3.8 Insurance Records
7.3.9 Action Line Complaints Register and correspondence
7.3.10 Contracts and Service Level Agreements - Computershare Outsourcing (Pty) Ltd.
7.3.11 Broking members correspondence
7.3.12 Compliance reports and records
7.3.13 Compliance correspondence
7.3.14 Fraud Audit Reports and Fraud register

7.4 Human Resources
7.4.1 Employee contracts
7.4.2 Policies and Procedures
7.4.3 Employee information: leave, salaries, payroll
7.4.4 Employee recruitment and selection information
7.4.5 Unsuccessful application records
7.4.6 Personnel Files
7.4.7 Job descriptions
7.4.8 Statutory Records
7.4.9 Workplace and Union Agreements and records
7.4.10 Employment Equity Records
7.4.11 Pension Records
7.4.12 Training Material and Records
7.4.13 Accident/Incident Inquiries
7.4.14 Performance Appraisals and records
7.4.15 Disciplinary records

7.5 Marketing
7.5.1 Publications
7.5.2 Brochures and Advertising material

7.6 Logistics
7.6.1 Stock inventories
7.6.2 Quotations and Orders
7.6.3 Office plans
7.6.4 Policies and procedures

7.7 Financial
7.7.1 Accounting Records
7.7.2 Financial Statements and Management Accounts
7.7.3 Fixed Asset Registers
7.7.4 Tax Records
7.7.5 VAT Records
7.7.6 Bank Statements and Cheques
7.7.7 Debtor Invoices and Statements
7.7.8 Creditors Invoices, Statements and Related Payment Supporting Documents
7.7.9 Procurement Orders
7.7.10 Statutory Returns
7.7.11 Policies and Procedures
7.7.12 BEE Scorecard / Ratings

7.8 Dividend Reconciliations and Electronic Banking Services
7.8.1 Bank statements
7.8.2 Bank reconciliations
7.8.3 CAMS Transfers (Electronic Funds Transfer instructions)
7.9 **Information Management and Technology**

7.9.1 System Documentation and Manuals
7.9.2 Licences
7.9.3 Policies and Procedures

7.10 **Operations**

7.10.1 **Computershare Investor Services (Pty) Ltd**
7.10.1.1 Register of members maintained on behalf of public companies listed on JSE/unlisted client companies
7.10.1.2 Register of underlying beneficial owners on sub-sub-register (Issuer Sponsored Nominee Programme)
7.10.1.3 Transfer Deeds or instructions and cancelled share certificates (where applicable) for all share transactions recorded on the register
7.10.1.4 Correspondence from shareholders relating to maintenance of share accounts e.g. change of address instructions; change of banking details; rectification of name etc.
7.10.1.5 Legal documents received in order to record death, liquidation or curatorship of a particular shareholder
7.10.1.6 Shareholder verification documentation
7.10.1.7 Indemnity forms relating to applications for replacement of lost or stolen share certificates or for rectification of an incorrectly registered name
7.10.1.8 Dividend register (details of dividend payments)
7.10.1.9 Dividend claims, replacement register and reconciliations of dividend accounts
7.10.1.10 Annual reports and company notices posted on behalf of Issuers to shareholders
7.10.1.11 SCRIP Audit journals (audit reports for computer transactions which have been processed) and Share Movement Lists
7.10.1.12 Letters of Allotment (shares allotted on instruction by Issuer)
7.10.1.13 Issuer correspondence
7.10.1.14 Issued Share Capital and daily balancing records
7.10.1.15 Election forms and subscriptions for public offers, rights issues and other corporate actions
7.10.1.16 Corporate Event correspondence
7.10.1.17 Exchanges of certificates and surrender forms
7.10.1.18 Dematerialised share certificates (i.e. share certificates converted into electronic format)
7.10.1.19 Removal request forms between principal/branch registers
7.10.1.20 Dividend tax declaration forms, reconciliations and regulatory returns
7.10.1.21 Securities Transfer Tax reconciliations, correspondence and regulatory returns
7.10.1.22 Procedure documents
7.10.1.23 Call centre telephone recordings

7.10.2 **Plan Managers**
7.10.2.1 Registers of Company Employees who hold shares in terms of Share Purchase Schemes and Share Option Schemes
7.10.2.2 Current Client List
7.10.2.3 Sale Instructions
7.10.2.4 Transfer instructions
7.10.2.5 Employee correspondence e.g. Changes of Address, Statement queries and Bank Account Details
7.10.2.6 Dividend Payment Advices and Funding Advices

7.10.3 **Georgeson**
7.10.3.1 Registers of unclaimed dividends and shareholder registers for lost shareholders
7.10.3.2 Mandate/acceptance letters from Issuers
8. Request Procedures

Form of Request

> The requester must use the prescribed form (refer attached copy of the form – Annexure A) to make the request for access to a record. This request must be made to the Information Officer to the address, fax number or electronic mail address as per the contact details set out in Section 3 of this manual.

> The requester must provide sufficient detail on the request form to enable the Information Officer to identify the record and the requester. The requester should also indicate which form of access is required. The requester should also indicate if he or she wishes to be informed in any other manner and state the necessary particulars to be so informed.

> The requester must identify the right that he or she is seeking to exercise or protect and provide an explanation of why the requested record is required for the exercise or protection of that right.

> If a request is made on behalf of a person, the requester must then submit proof of the capacity in which the requester is making the request to the satisfaction of the Information Officer.

Fees

> The requester will be asked to pay the prescribed fee before further processing of the request. A person who seeks access to a record containing personal information about themselves is not required to pay a request fee. Any other person will be required to pay the request fee.

> The fee that the requester must pay to a private body is R50.00. The requestor may
make an application to court against the tender or payment of the request fee.

The Information Officer will make a decision on the request and notify the requester in the required form as soon as reasonably possible and within thirty days after the request has been received.

If the request is granted, then a further access fee must be paid for the search, reproduction, preparation (refer fee structure in point 10 below) and for any time that has exceeded the prescribed hours to search and prepare the record for disclosure.

If the Information Officer is of the opinion that six hours will be exceeded to search, reproduce and/or prepare the information requested, a deposit is payable at an amount of R30,00 for each hour or part thereof, exceeding six hours.

Fees payable for the gathering and supply of information are prescribed by the Minister of Justice and Constitutional Development and published in Government Notice R.187, 2002.

Refusal of access and protection of information

Access to certain records may be refused on the grounds set out in the Act. In terms of Chapter 4 of the Act, the Company must refuse access to information falling into the following categories, save in circumstances provided for in the Act:

- information relating to the privacy of natural persons
- commercial or confidential information of third parties
- information for the protection of the safety of individuals and the protection of property
- information privileged from production in legal proceedings
- third party research information.

If the request for access is refused, the Information Officer shall advise the requester in writing stating adequate reasons for the refusal. The requester may lodge an appeal with the High Court against the refusal of the request.

Upon refusal by the Information Officer, the deposit paid by the requester will be refunded.

If the Information Officer fails to respond within thirty days after a request has been received, it is deemed, in terms of section 58 read together with section 56(1) of the Act that the request has been refused.

The head of the private body or the Information Officer may decide to extend the period of thirty days for a further period of not more than thirty days if –

- A large number of records is requested;
- The records are not stored on the premises of the company but are stored off-site at a third party service provider;
- Consultation is required with other parties such as the Issuer of securities;
- The requester consents to such an extension in writing;
- The parties agree in any other manner to such an extension.

Information or Records not found

If a requested record cannot be found or if the records do not exist, the Information Officer will notify the requester in writing that it is not possible to give access to the requested record.

A full account will be provided of all the steps taken to find the record or to determine the existence thereof, including details of all communications with persons who conducted the search.

The notice will be regarded as a decision to refuse a request for access to the record concerned for the purposes of the Act.

If the record is later found, the requester must be given access to the record in the prescribed form unless access is refused by the Information Officer based on one of the prescribed grounds for refusal contained in the Act.
9. **Availability of the Manual**

This manual is available for inspection as follows:

In hard copy, to be viewed free of charge by appointment during office hours, at the offices of Computershare South Africa (Pty) Ltd, 70 Marshall Street, Johannesburg and on Computershare’s website [www.computershare.com](http://www.computershare.com).

10. **Prescribed Forms and Fee Structure**

The forms and fee structure (currently as set out below) prescribed under the Act are available from our Information Officer or at the South African Human Rights Commission website ([www.sahrc.org.za](http://www.sahrc.org.za)) or the Department of Justice and Constitutional Development website ([www.doj.gov.za](http://www.doj.gov.za)) under “regulations”.

The cost to access, reproduce, search for and/or prepare any of the abovementioned records, unless otherwise agreed is as follows:

> For every photocopy of an A4 page: R1,10
> For every printed copy of an A4 size page: R0,75
> For a copy on a compact disc (CD): R70,00
> For a transcription of an audio record, for an A4 size page or part thereof: R20,00
> For a copy of an audio record/telephone call recording: R30,00
> Postage costs for a copy of a record posted to a requester will be charged to the requester