



**Companies and Intellectual
Property Commission**

a member of the dti group

CUSTOMER NOTICE

(Notice of 2020)

GUIDANCE ON PROSPECTUSES: PRE- AND POST REGISTRATION REQUIREMENTS

The Companies and Intellectual Property Commission administers Chapter 4 of the Companies Act, Act 71 of 2008 as amended, the chapter focuses on the administration and regulation of public offerings of company securities by companies. As part of our efforts to ensure that there is protection and legal redress for investors and that there is a safer business investment environment, CIPC conducted a review of its prospectus registration business process and regime for business regulation to ensure that there is appropriate legal redress for investors and third parties with respect to companies.

When registering a draft prospectus the following documents will be required:

- i. Both soft and hardcopies of the signed and dated prospectus;
- ii. Completed CoR46.4
- iii. Certified ID copies of the directors and applicant.

When registering a final prospectus the following documents will be required:

- i. Both soft and hardcopies of an originally signed and dated prospectus (Signed and dated by or on behalf of each director and all pages initialed);
- ii. The prospectus to disclose risks in tabular format;
- iii. Underwriting Affidavit (Sworn by two directors before Commissioner of oath – Original);
- iv. Original letters of consent: Attorneys, Bankers, Auditors and Secretary;
- v. Director's Power of Attorney (Where director has not signed personally);
- vi. Material Contracts (Photocopy of each);
- vii. CoR46.4;
- viii. Certified ID copies of directors and applicant;
- ix. All special resolutions registered.

Upon registration of a prospectus, you will be required to report at least three times on the process of capitalization of a Company

- i. At the Close of Offer you will be required to:
 - Declare the number and rand value of securities issued;
 - Provide a copy of the Prospectus circulated;
- ii. Six months after Close of Offer you will be required to:
 - Provide declaration that the terms and conditions of the prospectus are complied with.
- iii. Twelve months after Close of Offer you will be required to:
 - Provide audited financial statements;
 - Provide a declaration that the terms and conditions of the prospectus are complied with.

Your co-operation with the above requirements will result in creating a regulated and safer investment environment. Failure to comply may result in an Investigation and a Compliance Notice issued.

Yours sincerely,

**Adv Rory W. Voller
CIPC Commissioner**

4/2 /2020

ISO 9001: 2008 Certified

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