



## Guidance Note 1 of 2026

### PROSPECTUS FILING REQUIREMENTS

Companies Intellectual Property Commission endeavors to provide for the capitalisation of profit companies, to provide appropriate legal redress for investors and third parties with respect to companies whilst at the same time providing for a regime of business regulation. In our endeavor to improve regulation with the aim of providing a safer business investment environment we would like to draw your attention to the following requirements during the process of registering a prospectus.

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

- a. Prospectus aligned with chapter 4 of the Companies Act 71 of 2008 as amended
- ii. Certified ID copies of the directors and applicant.

When registering the **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.

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- v. Director's Power of Attorney (e- signed documents is acceptable)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.
- X Confirmation of the filing of Beneficial Ownership or Securities register

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

- i. **At 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 a declaration that the terms and conditions of the prospectus are adhered to.
- iii. **Twelve months after close of offer you will be required to:**
  - Provide audited financial statements.
  - Provide a declaration that terms and conditions of the prospectus are adhered to.

Kindly note that with regards to the original letters of consent, all provisions as per Section 28 of the Electronic Communications and Transaction Act, 2002 and Section 6 (13) of the Companies Act, 2008 as amended or alternative methods for attaching signatures to documents submitted to CIPC would apply.

Co-operation in adhering with the above will result in creating a regulated and safer investment environment. Failure to comply may result in a formal investigation and a Compliance Notice to be issued.

Yours sincerely,



Signed by Rory Voller, R.Voller@cipc.co.za  
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**Advocate Rory Voller**

**Commissioner: CIPC**

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