

SHAREHOLDERS OF A BANK/CONTROLLING COMPANY

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RETURN REGARDING SHAREHOLDERS

(Confidential and not available for inspection by the public)

Name of bank/ controlling company.....

As at 31 December (yyyy)

(All amounts to be rounded off to the nearest '000)

Class of share	Line no.	Number of shareholders ¹				Number of shares				Nominal value of shares			
		Less than 1%	Domestic	Foreign	Total	Less than 1%	Domestic	Foreign	Total	Less than 1%	Domestic	Foreign	Total
		1	2	3	4	5	6	7	8	9	10	11	12
Shares with voting rights (total of items 2 and 3)	1												
Ordinary shares	2												
Other	3												
Shares with potential voting rights	4												
Cumulative preference shares	5												
Shares with no voting rights	6												
Non-cumulative preference shares	7												
TOTAL SHARES (total of items 1, 4 and 6)	8												
Memorandum item:													
Instruments with future voting rights (total of items 10 and 11)	9												
Convertible debentures	10												
Other instruments	11												

1. Actual number, not thousands.

21. Shareholders of a bank/controlling company - Directives and interpretations for completion of the annual return concerning shareholders of a bank/controlling company (Form BA 125)

(1) The content of the relevant return is confidential and not available for inspection by the public.

(2) The purpose of the return, amongst other things, is to obtain from the relevant bank or controlling company's shareholder register selected information in respect of significant domestic and foreign shareholders, including selected information relating to significant or associated shareholders that control or may potentially control the relevant bank or controlling company.

(3) Subject to the provisions of subregulations (4) and (5) below, in respect of every relevant class of shares, that is, shares with voting rights, shares with potential voting rights and shares with no voting rights, the return shall contain or be accompanied by detailed separate lists of domestic and foreign shareholders, separately providing the relevant required details in respect of shareholders holding 1 per cent or more of the total number or nominal value of, or in relevant cases the exercisable voting rights attached to, the issued shares in respect of the specific class of share, or the total number or nominal value of, or in relevant cases the exercisable voting rights attached to, all the relevant classes of issued shares, which lists-

- (a) shall be compiled from the relevant bank or controlling company's shareholder register;
- (b) shall be compiled in alphabetical order according to the names of the respective shareholders, stating opposite each relevant shareholder name-
 - (i) the address of the relevant shareholder;
 - (ii) the number of shares registered in the name of that shareholder;
 - (iii) the nominal value of the shares registered in the name of that shareholder;
 - (iv) in all relevant cases, the exercisable voting rights attached to the shares registered in the name of that shareholder;
 - (v) the total number and nominal value of, or in relevant cases the exercisable voting rights attached to, shares issued in respect of the relevant class of shares;
 - (vi) the percentage which the total number or nominal value of, or in relevant cases the exercisable voting rights attached to, those shares registered in the name of that shareholder represents of the total number or nominal value of, or in relevant cases the exercisable voting rights attached to, the issued shares of the bank or controlling company in respect of the relevant class of shares;

- (vii) the percentage which the total number or nominal value of, or in relevant cases the exercisable voting rights attached to, those shares registered in the name of that shareholder represents of the total number or nominal value of, or in relevant cases the exercisable voting rights attached to, all the issued shares of the bank or controlling company; and
 - (viii) when the shareholder is a bank, controlling company or, in the case of a foreign shareholder, an institution conducting business similar to the business of a bank, the fact that it is such a bank, controlling company or institution, as the case may be.
- (c) shall in the case of two or more domestic or foreign shareholders that are associates, in alphabetical order according to their names and listed as a group under the name of one of the said associates, in addition to the particulars referred to in paragraph (b), indicate-
- (i) the fact that the said shareholders are associates;
 - (ii) the total number and nominal value of, or in relevant cases the exercisable voting rights attached to, all the shares registered in the names of the respective shareholders;
 - (iii) the percentage which the total number or nominal value of, or in relevant cases the exercisable voting rights attached to, those shares registered in the names of the said shareholders represents of the total number or nominal value of, or in relevant cases the exercisable voting rights attached to, the issued shares of the bank or controlling company in respect of the relevant class of shares;
 - (iv) the percentage which the total number or nominal value of, or in relevant cases the exercisable voting rights attached to, those shares registered in the names of the said shareholders represents of the total number or nominal value of, or in relevant cases the exercisable voting rights attached to, all the issued shares of the bank or controlling company,
- (d) shall separately specify the aggregate number and nominal value of, and in relevant cases the exercisable voting rights attached to, shares respectively registered in the names of all domestic and foreign shareholders.
- (4) When a domestic or foreign shareholder holds less than 1 per cent of the total number or nominal value of, or in relevant cases the exercisable voting rights attached to-
- (a) issued shares relating to a specific class of shares; or
 - (b) all the classes of issued shares,
- the respective lists envisaged in subregulation (3) shall instead of the required individual names and other details of the said shareholders **specify-**

- (i) the aggregate number of such domestic or foreign shareholders;
- (ii) the aggregate number of shares registered in the name of the relevant shareholders;
- (iii) the total nominal value of such shares;
- (iv) in relevant cases, the exercisable voting rights attached to such shares;
- (v) the percentage which the total nominal value of such shares represents of the total nominal value of the issued shares of the bank or controlling company in respect of the relevant class of shares;
- (vi) the percentage which the total nominal value of such shares represents of the total nominal value of all the issued shares of the bank or controlling company;
- (vii) in relevant cases, the percentage which the exercisable voting rights attached to such shares represents of the total exercisable voting rights attached to the issued shares of the bank or controlling company in respect of the relevant class of shares; and
- (viii) in relevant cases, the percentage which the exercisable voting rights attached to such shares represents of the total exercisable voting rights attached to all the issued shares of the bank or controlling company.

(5) When the total number or nominal value of, or in relevant cases the exercisable voting rights attached to, shares in a bank or controlling company registered in the name of a shareholder is less than one per cent of the total number or nominal value of, or in relevant cases the exercisable voting rights attached to, issued shares in respect of a specific class of shares or all the issued shares of the bank or controlling company concerned, such bank or controlling company, for the purposes of this regulation, unless it has knowledge to the contrary, may accept that the shareholder concerned-

- (a) is a domestic shareholder when the address entered in respect of such shareholder in the register of members referred to in section 105 of the Companies Act, No 61 of 1973, or section 50 of the Companies Act, No 71 of 2008, as amended, is an address in the Republic; and
- (b) is not an associate of any other shareholder of the bank or controlling company.

(6) In addition to the relevant required information relating to shares, specified in subregulations (3) and (4) above, a bank or controlling company shall in respect of any instrument convertible into shares report to the Registrar-

- (a) the relevant number of persons holding the said instruments;
- (b) the relevant number of such instruments issued;
- (c) the relevant value of such instruments issued; and
- (d) whether or not the holders of the said convertible instruments are associates.

⌈(7) For the purposes of this regulation 21 “associate” means an associate as defined in section 37(7) of the Act.

(8) Instructions relating to the completion of the return are furnished with reference to certain item descriptions and line item numbers appearing on the form BA 125, as follows:

*Line item
number*

- 1 to 3 These items shall reflect the relevant required aggregate amounts relating to shares with voting rights, such as ordinary shares.
- 4 and 5 These items shall reflect the relevant required aggregate amounts relating to shares with potential voting rights, such as cumulative preference shares.
- 6 and 7 These items shall reflect the relevant required aggregate amounts relating to shares with no voting rights, such as certain classes of non-cumulative preference shares.
- 9 to 11 These items shall reflect the relevant required aggregate amounts relating to convertible instruments, such as convertible debentures.