
GOVERNMENT NOTICES • GOEWERMENTSKENNISGEWINGS

DEPARTMENT OF TRADE, INDUSTRY AND COMPETITION

NO. R. 2762

25 November 2022

**NOTICE TO CUSTOMERS****(Guidance Note 4 of 2021)****TO GUIDE THE CLIENTS ON REQUIREMENTS PRE AND POST REGISTRATION OF A PROSPECTUS**

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 to provide for a regime of business regulation. In our endeavor to improve regulation with the aim to provide for 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:

- i. Both soft and hardcopies of the signed and dated prospectus;
- ii. Completed Cor 46.4
- iii. 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;
- v. Original 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.

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

Your co-operation in adhering to the above will result in a well-regulated and safer investment environment. Failure to comply may lead to a formal investigation and the issuance of a compliance notice.

Yours sincerely,



Advocate Rory Voller

CIPC Commissioner

19 / 10 /2021