

TAKEOVER REGULATION PANEL

STRATEGIC PLAN 2025-2030



**Takeover
Regulation
Panel**

a member of the **dtic** group

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EXECUTIVE AUTHORITY STATEMENT



As South Africa advances its agenda for economic recovery, industrialisation, and inclusive growth, the Takeover Regulation Panel (TRP) stands as a guardian of market fairness, transparency, and investor trust. This Strategic Plan for 2025–2030 embodies my department's unwavering commitment to fostering a robust, equitable economy where corporate transactions serve the public interest and uphold the principles enshrined in our legislative framework.

Informed by the outcomes of the Ministerial Strategic Review Session and aligned with the Revised Framework for Strategic Plans by the DPME, this document articulates the TRP's critical role in advancing South Africa's economic transformation.

The Panel's mandate—ensuring compliance with the Companies Act in regulating takeovers and mergers—is indispensable to our national priorities of job creation, industrial revitalisation, and inclusive development.

The TRP's strategic priorities are integral to our broader economic vision. Strengthening regulatory oversight, enhancing stakeholder partnerships, and embracing digital innovation are not merely administrative imperatives—they are foundational to reducing inequality, fostering market confidence, and positioning South Africa as a global investment hub. The Panel's adoption of a cloud-based document management system underscores its dedication to operational excellence, ensuring agility and transparency in an increasingly complex financial landscape.

This plan further reaffirms the TRP's alignment with the Public Finance Management Act (PFMA) and King IV governance principles, reflecting our collective resolve to build a capable, ethical, and responsive state. Challenges such as the transition to a Schedule 3A public entity are met with deliberate measures, including institutional capacity-building and stakeholder collaboration, to preserve the Panel's independence and effectiveness.

Critically, the TRP's strategic direction aligns with national efforts to harness opportunities in decarbonisation, digitalisation, and diversification—cornerstones of our Industrial Policy Framework. The Panel's engagement with international regulators, including its participation in the Asia Pacific Takeover Regulators Forum, amplifies South Africa's voice in shaping global standards and attracting cross-border investment.

I commend the TRP for its steadfast leadership and strategic foresight in drafting this plan. As Minister, I am confident that the Panel's efforts will fortify market integrity, protect stakeholders, and advance our shared vision of a prosperous, inclusive South Africa. Let us move forward with determination, guided by the conviction that sound regulation is the bedrock of sustainable economic progress.

Honourable Minister Parks Tau, MP
Minister of Trade, Industry and Competition

DEPUTY MINISTER'S STATEMENT



As South Africa navigates a transformative era of economic recovery and inclusive growth, the Takeover Regulation Panel (TRP) remains a cornerstone of market integrity, investor confidence, and equitable opportunity. This Strategic Plan for 2025–2030 reflects our shared commitment to fostering a resilient and competitive economy anchored in fairness, transparency, and the protection of shareholders—principles central to the mandate of the Department of Trade, Industry, and Competition (dtic).

The TRP's mandate ensuring compliance with the Companies Act in regulating corporate takeovers and mergers while upholding market integrity is critical to our national objectives of driving industrialisation, job creation, and inclusive growth.

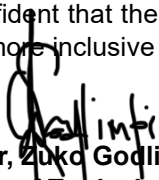
The TRP's strategic priorities resonate deeply with our national agenda. Strengthening regulatory frameworks, enhancing stakeholder collaboration, and leveraging technology to streamline processes are

not merely operational goals—they are catalysts for reducing economic exclusion and positioning South Africa as a premier investment destination. The Panel's focus on digital transformation, including its cloud-based document management system, exemplifies its dedication to efficiency and accessibility, ensuring that South Africa's capital markets remain dynamic and globally competitive.

This plan also underscores the TRP's commitment to building a capable, ethical state. By adhering to the Public Finance Management Act (PFMA) and upholding King IV governance principles, the Panel demonstrates its resolve to maintain transparency and accountability. Challenges such as transitioning to a Schedule 3A public entity are met with proactive measures, including stakeholder engagement and institutional capacity-building, ensuring continuity in its vital regulatory role.

Crucially, the TRP's work aligns with broader efforts to harness opportunities in decarbonisation, digitalisation, and diversification—key pillars of the dtic's Industrial Policy Framework. The Panel's collaboration with international regulators and participation in forums like the Asia Pacific Takeover Regulators Forum further solidify South Africa's standing in global markets, fostering cross-border investment and knowledge-sharing.

On behalf of the Honourable Minister Mpho Parks Tau, I commend the TRP for its unwavering commitment to excellence. This Strategic Plan is a testament to the Panel's pivotal role in advancing South Africa's economic transformation. As we confront global volatility and domestic challenges, let us proceed with unity of purpose, confident that the TRP's strategic direction will bolster market integrity, protect investors, and contribute to a more inclusive and prosperous South Africa.


Deputy Minister, Zuko Godlimpi
Deputy Minister of Trade, Industry and Competition

ACCOUNTING OFFICER STATEMENT



I am privileged to present this Strategic Plan for 2025–2030, a roadmap that reaffirms our commitment to fair, transparent, and efficient capital markets while advancing South Africa’s economic transformation.

For over three decades, the TRP has been entrusted with safeguarding the integrity of corporate takeovers and mergers, ensuring they align with the Companies Act, No. 71 of 2008, and serve the broader public interest. Since our reconstitution under Section 196(1) of the Act in 2011, the Panel has evolved into a pillar of regulatory excellence, balancing independence with accountability to the Department of Trade, Industry, and Competition (dtic). This plan builds on that legacy, positioning the TRP to meet emerging challenges and opportunities in an increasingly dynamic global economy.

At its core, takeover regulation exists to protect shareholders, promote equitable markets, and prevent practices that undermine fair competition. These principles are not abstract ideals but enshrined in our daily operations. Over the next five years, we will focus on:

- Strengthening compliance frameworks to ensure all stakeholders, from minority shareholders to institutional investors, are treated fairly under the law;
- Enhancing transparency through rigorous disclosure requirements, empowering informed decision-making in takeover transactions;
- Leveraging technology, including our cloud-based document management system, to streamline processes and improve accessibility for market participants;
- Advancing transformation through BBBEE-aligned procurement, prioritising suppliers that empower historically disadvantaged groups while ensuring fair and timely payment of invoices to sustain ethical supplier relationships; and
- Building a diverse and skilled workforce by filling vacancies timeously, prioritising recruitment and training programmes that reflect South Africa’s demographics and foster inclusive growth.


These priorities align seamlessly with the dtic’s national objectives of job creation, SMME empowerment, and mobilising investments. By fostering trust in South Africa’s capital markets, the TRP directly contributes to attracting domestic and foreign investment—a critical driver of inclusive growth.

This Strategic Plan also underscores our commitment to good governance and institutional resilience. As a Schedule 3A public entity, we remain steadfast in our adherence to the Public Finance Management Act (PFMA) and King IV principles, ensuring accountability in every facet of our operations. Challenges such as retaining institutional memory and adapting to evolving regulatory landscapes will be met through

targeted capacity-building, stakeholder collaboration, and proactive recruitment strategies that reduce vacancy periods and promote diversity at all levels.

Crucially, the TRP will deepen its engagement with global counterparts, including the Asia Pacific Takeover Regulators Forum, to share best practices and align with international standards. This outward focus, coupled with our dedication to decarbonisation, digitalisation, and diversification, ensures South Africa remains competitive in a rapidly changing world.

I extend my gratitude to the TRP's members, staff, and partners for their unwavering dedication. Together, we will uphold the Panel's mandate with integrity, agility, and a relentless focus on outcomes. This Strategic Plan is not merely a document—it is a pledge to advance a financial ecosystem that champions fairness, innovation, and shared prosperity for all South Africans.



Mr Zanokuthula Nduli
Deputy Executive Director
(Acting as the Executive Director, in terms of Section 200(3) of the Act)

OFFICIAL SIGN-OFF

It is hereby certified that this Strategic Plan:

- Was developed by the management of the Takeover Regulation Panel under the guidance of the Hon. Parks Tau, MP.
- Takes into account all relevant policies, legislation and other mandates for which the Takeover Regulation Panel is responsible.
- Accurately reflects the impact and outcomes which the Takeover Regulation Panel will endeavour to achieve over the period 2025 to 2030.

Signature: 

Name and surname: Ms M Motsoahae

Chief Financial Officer

Signature: 

Name and surname: Mr CZ Nduli

Deputy Executive Director (Accounting Officer)

(Acting as the Executive Director, in terms of Section 200(3) of the Act)

Approved by:

Signature:

Name and surname: Mr Parks Tau, MP

Executive Authority

1. INTRODUCTION

- 1.1. This document constitutes the Strategic Plan for the Panel covering the period from 2025 to 2030. It delineates the strategic priorities and objectives of the Panel, in addition to providing recommendations for the implementation of this five-year plan.
- 1.2. The strategic objectives are essential to the mandate of the Panel, and this document presents comprehensive information regarding each strategic objective and its associated goals.
- 1.3. Furthermore, the document centres on executing the recommendations to attain the strategic goals and objectives, while also offering a framework for the annual review of the strategic plan.

2. STRATEGIC OVERVIEW

- 2.1. The Panel is a regulatory body with jurisdiction over the entire Republic of South Africa. It operates independently and adheres to the Constitution, laws, policy statements, directives, and requests issued by the Minister of Trade, Industry, and Competition. The Panel is impartial, executing its functions without any bias or discrimination. It performs its duties efficiently and effectively, as stipulated by the Companies Act or any other law, or by the Minister. The Panel upholds the values and principles set out in Section 195 of the Constitution.
- 2.2. Strategy:
 - 2.2.1. To create an enabling environment for transactions to take place within a fair legal framework while maintaining the integrity of the market and protecting shareholders.
- 2.3. Value statement:
 - 2.3.1. “We are an impartial, efficient and compliant regulatory agency built on integrity”.
 - 2.3.2. The constituent parts of this value statement are understood as follows:

- 2.3.2.1. **Impartial** - Being independent without fear or favour.
- 2.3.2.2. **Integrity** - Being honest, building trust, ensuring confidentiality, not being influenced and showing respect by displaying professionalism.
- 2.3.2.3. **Efficient** - Displaying competence by being accessible, responsive, reliable and cost effective.
- 2.3.2.4. **Compliant** – Conducting the operations of the Panel in accordance with the Constitution, Companies Act, PFMA or any other applicable law.

3. BRIEF HISTORY AND BACKGROUND OF THE PANEL

- 3.1. The Panel was established to ensure the protection of securities holders during takeovers and mergers. Prior to its establishment, JSE Limited was responsible for this role, excluding schemes of arrangement regulated by the courts. The Panel, formerly known as the "Securities Regulation Panel," was established under Chapter XVA of the Companies Act No. 61 of 1973. It functions independently outside public administration but currently reports to the Minister under its revised framework as stipulated by the Companies Act.
- 3.2. The creation of the Panel followed several consultations with industry stakeholders. It was established in response to increasing pressure regarding unfair business practices impacting shareholders during takeovers and mergers. International benchmarking highlighted the necessity for a regulatory body like the Panel in South African financial markets. The Panel's objective is to uphold good business standards and fairness to shareholders, thereby contributing to the maintenance of fair and orderly markets.
- 3.3. The Panel commenced formal operations on 1 February 1991. Its establishment followed a report presented by Justice Cecil Margo and Professor S Naude, titled "Takeovers and Mergers: The City Panel and the Position in South Africa." The report recommended the introduction of a Takeover Panel akin to the Panel on Takeovers and Mergers that exists in the United Kingdom.
- 3.4. The report also examined various methods for achieving the transfer of control of companies and addressed criticisms related to such methods. It noted the concerns raised regarding the regulation of takeovers and mergers in South Africa. Furthermore, the report considered various options to enhance the regulation of takeovers and mergers but found them inadequate.
- 3.5. The report recommended establishing a panel with statutory powers to regulate takeovers and mergers and to draft and enforce appropriate rules. The 1973 Act

provided the statutory framework for this new institution. The primary motivation for creating a statutory body to regulate takeovers and mergers stemmed from concerns that informal sanctions would lack effectiveness.

- 3.6. The recommendations of the report presented to the Standing Advisory Committee on Company Law were implemented through the Companies Act 78 of 1989 and the Companies Second Amendment Act 69 of 1990, which brought into effect the Panel and the Securities Regulation Code (the SRP Code). At that time, the Panel was also charged with regulating insider trading under Section 440F of the 1973 Act, revised by the Second Companies Amendment Act, effective 1 February 1991. Currently, this function is performed by the Financial Sector Conduct Authority under the Financial Markets Act 19 of 2012.2.

4. PANEL MEMBERS

- 4.1. Under the 1973 Act, the Panel Members were appointed for an initial term of five years. The Companies Act empowered various institutions and organisations to nominate prospective Members of the Panel, who were subsequently appointed by the Minister. Additionally, the Panel had the authority to invite further members to join.
- 4.2. According to section 197(1) of the Companies Act, the Panel consists of up to 15 members as follows:
- 4.2.1. the Commissioners of the Companies and Intellectual Property Commission (CIPC) and the Competition Commission (CompComm), or their designated representatives, on an ex officio basis;
 - 4.2.2. up to three individuals designated by each stock exchange; and
 - 4.2.3. additional members selected by the Minister, based on their expertise and experience in regulating securities and takeovers, after the aforementioned members have been appointed.
- 4.3. The current composition of the Panel is as follows:
- 4.3.1. 4.3.1. Chairperson: Professor Tshepo Mongalo.
 - 4.3.2. 4.3.2. Deputy Chairperson: Vacant.
 - 4.3.3. 4.3.3. Ex officio Members:
 - 4.3.3.1. Adv Rory Voller (as CIPC Commissioner) or his designate, and
 - 4.3.3.2. Ms Doris Tshepe (as CompComm Commissioner), represented by Mr Wiri Gumbi/Mrs Tamara Mokoka or other designates.

- 4.3.4. Members designated by each stock exchange in terms of Section 197(1)(c):
 - 4.3.4.1. Mr Mohammed Yakoob (Cape Town Stock Exchange)
 - 4.3.4.2. Ms Nadia Jada (Johannesburg Stock Exchange)
- 4.3.5. Members appointed by the Minister in terms of Section 197(1)(d):
 - 4.3.5.1. Ms Inga Ngalonkulu

5. TAKEOVER SPECIAL COMMITTEE

- 5.1. According to Section 202 of the Companies Act, a Takeover Special Committee (**TSC**) is established. The TSC comprises a chairperson and at least two other members, jointly, among those appointed by the Minister under Section 197(1)(d). The chairperson must be a practicing or non-practicing attorney or advocate.
- 5.2. The TSC is responsible for hearing and making judgments on any matter referred to it by the Panel, the Executive Director, or a Deputy Executive Director acting in the capacity of the Executive Director. The TSC is also responsible for reviewing compliance notices issued by the Executive Director or the Deputy Executive Director.
- 5.3. The chairperson of the TSC has the authority to determine the procedure for any hearing of any matter referred to the committee. The decision of the majority of the members of the committee constitutes the decision of the committee. If there is an equal number of votes on any question before the TSC meeting, the member presiding over the meeting may cast a deciding vote if that presiding member did not initially have or cast a vote. Alternatively, the matter being voted on fails in any other case.

6. GOVERNANCE AND COMPLIANCE WITH LEGISLATION

- 6.1. Although the Panel has a specific legislative function, it is always striving to improve its governance. This involves adhering to the best international standards and practices and regularly reviewing and updating its risk registers and governance policies to ensure they remain relevant and aligned with best practices. The governance structure of the Panel is made up of two committees: the Audit and Risk Committee and the Remuneration and Nominations Committee. From time to time, the Panel will convene a committee known as the "Law Review Committee" to review changes to the law as necessary. These committees play a

significant role in ensuring that management meets high governance standards. The Panel is currently audited by SNG-Grant Thornton, its external auditors, and Nexia SAB&T, which serves as the internal auditors. It's worth noting that the Panel has consistently received unqualified audit opinions over the past decades.

6.2. The Audit and Risk Committee has several responsibilities that include:

- 6.2.1. Reviewing the Panel's internal control systems, like internal financial control, management information systems, and risk management, to ensure they are appropriate and effective.
- 6.2.2. Reviewing policies and procedures for identifying business risks and controlling their impact on the Panel to ensure they are appropriate and effective.
- 6.2.3. Ensuring that the Panel complies with relevant regulatory requirements.
- 6.2.4. Reviewing identified significant risks and their management and control to ensure their appropriateness.
- 6.2.5. Reviewing the adequacy of the Panel's internal controls.
- 6.2.6. Considering whether the controls established to prevent fraud and illegal acts are adequate and ensuring all major fraud/illegal acts are reported to the Chairperson of the Committee, Panel, and the relevant authorities.
- 6.2.7. Being responsible for the appointment, retention, compensation, resignation or dismissal of the auditors, as well as oversight of the work of the external auditors.
- 6.2.8. Reviewing and approving the internal audit charter.
- 6.2.9. Considering whether the objectives, resources and staffing plans, financial budgets, audit plans, and standing of the internal audit function provide adequate support to enable the Panel to meet its objectives.
- 6.2.10. Ensuring that the internal audit coverage plans make provision for effectively addressing the risk areas of businesses.
- 6.2.11. Reviewing and approving any changes to the internal audit scope or access to required information.
- 6.2.12. Reviewing the cooperation and coordination between the internal and external audit functions, to ensure completeness of coverage, effective use of resources, and avoid duplication.
- 6.2.13. Dealing with any issues of material or significant dispute or concern.
- 6.2.14. Considering the results of work performed by, and the conclusions of the internal audit function in relation to corporate governance; risk management; financial systems, internal control, and reporting; and any significant investigations.

- 6.2.15. Reviewing the adequacy of Management's corrective action in response to significant internal audit findings and any significant differences of opinion between Management and the internal audit function.
 - 6.2.16. Assessing and evaluating the independence and effectiveness of the internal auditor functions, per its mandate, and the adequacy of the available resources.
 - 6.2.17. Reviewing the auditors' credibility, independence, and objectivity, considering their audit and non-audit fees.
 - 6.2.18. Discussing and reviewing with the external auditors before the audit commences the nature and scope of the audit, the impact of regulatory changes and related audit requirements, the auditors' quality control procedures, and cooperation with the Internal Audit.
 - 6.2.19. Ensuring that the external audit fee will sustain a proper audit and provide value for money.
 - 6.2.20. Considering any material issues, risks, and observations, potentially contentious accounting treatments or judgments, significant unusual transactions, or going concern issues arising from the external audit.
 - 6.2.21. Identifying key matters arising in the current year's Management letter and considering the appropriateness of its responses.
 - 6.2.22. Evaluating the performance and effectiveness of the external auditors.
 - 6.2.23. Examining and reviewing the annual financial statements, the accompanying reports, and any other announcement regarding the Panel's results or other financial information to be made public, prior to submission and approval by the Panel.
 - 6.2.24. Reviewing the external auditors' audit opinion.
- 6.3. The Remuneration and Nominations Committee has several responsibilities, including:
- 6.3.1. Establishing and maintaining a remuneration philosophy and policy that aligns with the Panel's objectives, promotes the achievement of strategic goals, and supports performance.
 - 6.3.2. Ensuring that executives and all other employees receive fair and responsible remuneration decisions.
 - 6.3.3. Verifying that recorded performance measures, which govern the vesting of incentives, are accurate.
 - 6.3.4. Justifying and appropriately valuing all benefits, including retirement benefits and other financial arrangements.
 - 6.3.5. Collaborating with the Panel on succession planning for management matters.

- 6.3.6. Selecting an appropriate comparator group when comparing remuneration levels.
- 6.3.7. Considering key market trends and the broader external environment, particularly in relation to existing and developing corporate governance and regulatory environments, when making remuneration decisions.
- 6.3.8. Reviewing and recommending the remuneration of the Executive Director and Deputy Executive Director to the Panel for approval.
- 6.3.9. Reviewing and acknowledging the remuneration of other employees.
- 6.3.10. Nominating Panel Members with the appropriate skillset for appointment to the Sub-Committees of the Panel.

PART A: OUR MANDATE

1. CONSTITUTIONAL MANDATE

The Panel does not possess a direct constitutional mandate, except that in fulfilling its legislative responsibilities, it must do so in a manner consistent with the Constitution and the law. Its mandate is outlined in Sections 119, 196, and 201 of the Companies Act and the Companies Regulations 2011 (Regulations), as detailed in Part A, paragraph 2 of this strategy.

2. LEGISLATIVE AND POLICY MANDATES

- 2.1. The Panel is a legal entity established under the Companies Act. It operates under the Act and Regulations and reports to the Minister under Section 211 of the Companies Act.
- 2.2. The Panel oversees and regulates transactions in South Africa under the Companies Act and Regulations. Its duties under the Companies Act include regulating asset disposals under Section 112, schemes of arrangements under Section 114, mandatory offers under Section 123, and general offers under Section 117(1)(c)(v). The Panel ensures compliance with disclosure and confidentiality requirements outlined in the Companies Act and Regulations to ensure market integrity and fairness.
- 2.3. The day-to-day operations of the Panel are supervised by its Executive Director. The Executive Director possesses various powers, including the authority to compel specific conduct, such as stopping, correcting, or reversing any activity that breaches the Companies Act. Furthermore, they may order the restoration of assets or their value to a Company or any other affected party.
- 2.4. Section 201 of the Companies Act outlines the responsibilities of the Panel, which include regulating affected transactions and offers, investigating complaints related to such transactions and offers, applying for a court order to wind up a company if necessary, and consulting with the Minister regarding any changes to the Regulations. The Panel can also offer advice to interested parties on the application of any provision related to affected transactions or offers, issue, amend or withdraw information on current policies related to proposed affected transactions or offers, receive and handle representations related to any matter within its mandate, and perform any other function delegated to it by legislation.

- 2.5. As stated above, the Panel regulates affected transactions and offers to achieve the following objectives:
- 2.5.1. To ensure fairness for security holders of regulated companies and maintain marketplace integrity.
 - 2.5.2. To ensure that holders of securities of regulated companies have the necessary information to make fair and informed decisions.
 - 2.5.3. To ensure that regulated companies and holders of their securities have enough time to obtain and provide advice regarding offers.
 - 2.5.4. To prevent any actions by regulated companies that may hinder, discourage, or obstruct the offer or the ability of the holders of that company's securities to make fair and informed decisions.
- 2.6. The Panel is responsible for regulating transactions that affect public companies, state-owned companies, and private companies that have voluntarily agreed to be subject to the Takeover Provisions in their memorandum of incorporation. Additionally, the Panel oversees private companies that have had 10% or more of their issued securities transferred between unrelated parties within a period of 24 months prior to the date of the transaction or offer.
- 2.7. When regulating any affected transaction or offer, the Panel is prohibited from considering the commercial advantages or disadvantages of said transaction or Proposed Transaction as outlined in Section 119(1) of the Companies Act. Additionally, in the exercise of its powers and functions, the Panel is not allowed to express any opinion or viewpoint on the commercial advantages or disadvantages of any transaction or Proposed Transaction as provided for under 201(3) of the Companies Act.

3. INSTITUTIONAL POLICIES AND STRATEGIES GOVERNING THE FIVE-YEAR PLANNING PERIOD

The strategy set out in this document will guide the Panel's activities for the next five years, from 2025 to 2030. To implement this strategy, the Panel depends on several institutional policies, including a risk matrix, business continuity plan, finance policy, and delegation of authority. Additionally, the Panel will utilise the approved budget to effectively execute the strategy.

4. RELEVANT COURT RULINGS

Currently, the Panel does not have any relevant court rulings that affect policy or would lead to a different interpretation of the Takeover Provisions.

PART B: OUR STRATEGIC FOCUS

1. VISION

To be a world-class regulator in the takeover environment that enhances investor confidence, promotes South Africa as a leading investment destination, and supports a more inclusive and competitive economy through effective and ethical regulation of equity capital markets.

2. MISSION

To be a highly regarded, sustainable regulator that is founded on the excellence of its people and their responsiveness to stakeholders, regulating the takeover market with integrity and excellence, ensuring the minimisation of unreported affected transactions. By fostering transparency and accountability, we aim to contribute to the creation of a capable and ethical state, support government's efforts to alleviate poverty and to achieve sustainable economic growth, thereby positioning South Africa as a premier investment destination.

3. VALUES

3.1. The Panel is guided by six core values that serve as the foundation of its operations. Each value embodies specific practices and attitudes that the Panel aims to uphold in all facets of the organisation, with a particular focus on the regulation and enforcement of mergers and acquisitions. These values are integral to the Panel's mission and vision and are reflected in the Panel's policies, procedures, and decision-making processes. By adhering to these values, the Panel is able to maintain a high standard of professionalism, integrity, and accountability, which is essential to its success in fulfilling its mandate.

3.2. The Panel is committed to a strong set of values that are shared, known and supported by everyone. The Panel strives to act in an ethical manner and has adopted a set of values dealing with beliefs, norms, standards, people, traditions and customs.

3.3. Below, we expand on these values to highlight the key behaviours, actions, and practices that embody each value.

3.3.1. To uphold the highest level of integrity

3.3.1.1. The Panel is cognisant of its impact and, therefore, endeavours to uphold the highest levels of integrity. This value encompasses aspects such as respect, reliability, responsiveness, fairness, and consistency in the application of the law, openness, and honesty. To achieve this value in the work performed by the Panel, the leadership has committed to collaborating across the organisation, exhibiting professionalism in their appearance, written work, and actions, and ensuring that work is completed and communicated transparently and diligently.

3.3.1.2. The Panel recognises that its actions have far-reaching consequences, and as such, it is committed to upholding the highest ethical standards. This core value includes treating all individuals with respect, ensuring reliability and responsiveness in all interactions, and consistently applying the law in a fair and unbiased manner. To ensure that these values are upheld in all aspects of the Panel's work, the leadership has committed to working collaboratively across the organisation, demonstrating professionalism in their conduct, and ensuring that all work is completed and communicated transparently and with due diligence. By adhering to these values, the Panel aims to maintain its reputation as a fair, impartial, and trustworthy organisation that is committed to upholding the highest standards of integrity and professionalism.

3.3.2. To create effective collaborations in regulation, service delivery and management

The Panel believes in working together to achieve quality outcomes in fulfilling its legislative responsibilities. There are three fundamental actions that aid the Panel in upholding this principle: functioning as a team in all aspects while carrying out our responsibilities, collaborating with other regulators to ensure that the regulatory framework in which we work remains consistent and aligned with industry best practices, and agreeing on jurisdictions among regulators.

3.3.3. To strive for excellence in every endeavour

The work produced by the Panel has a significant impact on the South African economy. Therefore, it is crucial that the team executes its mandate with excellence. To achieve this goal, the team must have a firm commitment to consistently deliver high-quality work.

3.3.4. To be accessible and visible to the market

The Panel aims to increase accessibility to key stakeholders and raise awareness in the takeover environment. This involves developing partnerships with local exchanges and other initiatives. The Panel aims to increase accessibility to key stakeholders and raise awareness in the takeover environment. This involves developing partnerships with local exchanges and other initiatives that increase our visibility in the market, ensuring that we remain responsive to stakeholder needs and aligned with national priorities for inclusivity and growth.

3.3.5. To strive to adopt an empathetic approach

3.3.6. The Panel understands that it is crucial to incorporate empathy in its strategy in order to fulfil its objectives. This includes being able to comprehend and empathise with the thoughts, emotions, and experiences of its primary stakeholders, particularly its personnel who are the most important stakeholders.

4. SITUATIONAL ANALYSIS

Detailed below is the Panel's situational analysis that considers external and internal factors as well as the SWOT analysis.

5. EXTERNAL ENVIRONMENT ANALYSIS (POLITICAL ECONOMIC SOCIAL TECHNOLOGY LEGAL ENVIRONMENT (PESTLE)

POLITICAL	ECONOMIC
<ul style="list-style-type: none">South Africa has always been considered a safe place to resolve disputes. This is because its institutions, such as courts and similar forums, are generally free from undue interference in decision-making and are impartial. This is especially true for the Panel, which is bound by section 201(3) of the Companies Act not to express any opinion on the commercial benefits or drawbacks of any transaction or proposed transaction.	<ul style="list-style-type: none">Instances of non-compliance often occur when concert parties hide the fact that they have acquired control of regulated companies. When this happens, it usually prompts investigations by the Panel. The Panel has recently looked into complaints involving the following companies: Tongaat Hulett Limited, African Phoenix Investments Limited, enX Group Limited, Zarclear Holdings

	Limited, Extract Group Limited, and Mpact Limited.
<ul style="list-style-type: none"> There is a risk that if the Panel's independence and technical competence are ever questioned, it could harm the country's ability to attract foreign direct investment, which is a major priority for the current administration. 	<ul style="list-style-type: none"> The JSE Limited, which is the biggest stock exchange in the country, has recently witnessed a number of companies leaving its platform. This development has raised concerns among the Panel, as these companies are a significant source of revenue for it. The companies listed on the exchanges pay annual surcharge fees to the Panel, which are linked to listing fees paid to the JSE Limited and Cape Town Stock Exchange. A reduction in this revenue could pose a risk to the Panel's long-term sustainability.
<ul style="list-style-type: none"> The South African political environment is currently stable 	<ul style="list-style-type: none"> The Panel's revenue sources, particularly the fees levied on listed companies, help fund its market surveillance and market regulation activities, which are not charged for like investigations. Reductions to revenues will threaten the Panel's ability to effectively discharge the free components of its mandate.
<ul style="list-style-type: none"> Potential negative political impacts 	<ul style="list-style-type: none"> The South African economy is currently experiencing stagnant growth that could negatively affect all regulatory agencies, especially those funded through Parliamentary appropriations. These threats pose a risk to the economic situation of the Panel and therefore, could hinder its ability to continue fulfilling its mandate.
<ul style="list-style-type: none"> Potential measures to mitigate negative impacts that the Panel will use: 	
<ul style="list-style-type: none"> The Panel has established clear rules and procedures for decision-making which are purely statutory and subject to the provisions of the Constitution. Therefore, any decision made outside the statutory framework could be challenged for non-compliance with its mandate in the courts. This approach guarantees that the Panel can make timely and 	

efficient decisions, even in situations where there is disagreement within the government.	
<ul style="list-style-type: none"> The Panel prioritises transparency and accountability as a crucial aspect of its culture. The primary stakeholders have a comprehensive understanding of how the Panel carries out its mandate. This understanding should help build trust between the Panel and a coalition government, should such a scenario arise. Additionally, it will hopefully discourage any political interference from taking place. 	
<ul style="list-style-type: none"> Regulatory agencies should be independent and free to make decisions based on public interest, even if unpopular with coalition governments. 	
<ul style="list-style-type: none"> The Panel will work with the Minister of Trade, Industry, and Competition and the Minister's office to strengthen its relationship with key stakeholders. Additionally, the Panel will create and execute a marketing strategy aimed at improving the way it communicates its successes by presenting the outcomes of the Panel's decisions in a user-friendly manner to the government. 	
SOCIAL	TECHNOLOGICAL
<ul style="list-style-type: none"> South African society is a diverse and multicultural one. The capital markets are mainly dominated by institutional investors who invest on behalf of various segments of this diverse society. Hence, the Panel should be aware of these factors while carrying out its mandate which includes ensuring the integrity of the marketplace. Moreover, the 	<ul style="list-style-type: none"> South Africa's developed technology sector presents opportunities for the Panel to leverage.

<p>Panel may need to be sensitive to the impact of its regulation of takeovers on the perception of South Africa as a desirable investment destination for foreign investors. A significant portion of South Africa's capital markets comprises foreign investors, who are used to certain norms relating to how the Panel's global peers regulate takeovers¹.</p>	
<ul style="list-style-type: none"> • The TRP has proposed amendments designed to capture a larger proportion of economically significant companies, whether or not they are listed or public companies, in order to extend the protective net to the shareholders of most such entities. 	<ul style="list-style-type: none"> • The Panel aims to leverage technology in order to gather and analyse data, which will help it make better decisions regarding takeovers. This includes using technology tools like electronic libraries for research purposes, to aid in regulatory work and investigations. The Panel also uses cloud services as part of its document management system, which automates some of its processes such as the processing of rulings and promotes collaboration among staff members. This efficiency, facilitated by technology tools, allows the Panel to focus on more complex tasks while quickly resolving matters before the Panel.
<ul style="list-style-type: none"> • Limited public awareness of the Panel: 	<ul style="list-style-type: none"> • The Panel utilises technology to gather and analyse takeover data. This data is used to identify trends and patterns which inform decision-making and planning.
<ul style="list-style-type: none"> • The Panel has a highly specialised nature which makes it a relatively unknown entity. Even among the business press, there is a lack of understanding regarding the Panel's true purpose. Although announcements related to the Panel's work are regularly published on the JSE's SENS news service, only a handful of 	<ul style="list-style-type: none"> • As the public has limited access to technology tools, the Panel's primary communication methods - email and telephone - make it accessible to most members of the public.

¹ See Section 7(b)(ii), (c), (d), (e), (g) and (l) of the Act, regarding the purposes of the Act which informs the manner in which the Panel approaches its regulatory mandate.

journalists regularly cover its activities.	
<ul style="list-style-type: none"> There is a common misunderstanding about the powers of the Panel and how it can intervene in the completion of a transaction. The Panel can only delay the closing of a transaction if there is non-compliance with regulations, without taking into account the commercial advantages or disadvantages of the transaction. This means that even if a transaction is designed to undercut minorities, as long as the offer and its mechanics are fully disclosed as required by the Companies Act and the Takeover Regulations, the transaction will be allowed to close, and the Panel will issue its compliance certificate. 	<ul style="list-style-type: none"> Due to the limited public-facing activities of the Panel, basic communication tools such as email correspondence and telephone calls are used.
	<ul style="list-style-type: none"> Only a select group of savvy activist investors bring complaints to the Panel, yet the Panel initiates its own investigations upon discovering non-compliance.
LEGAL	ENVIRONMENTAL
<ul style="list-style-type: none"> The Panel is fortunate that the South African legal system is sophisticated and based on the English system, which is used in most of the world's largest capital markets. 	<ul style="list-style-type: none"> A significant number of the main stakeholders of the Panel are located within close proximity of the Panel's offices in Johannesburg which is the economic hub of the country. The remaining stakeholders are spread throughout the country, but they can easily reach out to the Panel through electronic communication. There is no requirement to expand the Panel's presence by setting up offices throughout the country due to the aforementioned reasons regarding the regular engagement of people with it concerning the fulfilment of its duties.
<ul style="list-style-type: none"> South African courts are known for their fair and consistent handling of disputes. This reputation helps the Panel, an independent regulatory body, in its work. If any of the parties involved 	<ul style="list-style-type: none"> The Panel, because of a lack of peers across the continent, regularly participates in the activities of the Asia Pacific Takeover Regulators Forum, the largest such grouping across the

are not satisfied with the Panel's decisions, they have the option to refer the matter to the courts for a relatively speedy resolution. This gives investors' confidence that the Panel will not make arbitrary decisions without considering the legal consequences.	world. It also participates in global conferences under the auspices of IOSCO. IOSCO is the International Organisation of Securities Commissions. The Panel's management will attend the IOSCO conferences.
<ul style="list-style-type: none"> • This predictability and transparency in South Africa's legal environment makes the country an attractive investment destination. 	<ul style="list-style-type: none"> • Furthermore, the Panel will continue to engage in annual bilateral visits with its global counterparts to ensure that it remains up-to-date with takeover regulation across the world, and that South Africa remains an attractive investment destination.

POLITICAL	POSSIBLE SOLUTIONS
	<ul style="list-style-type: none"> When changes are needed, we discuss with the dtic for a smooth transition at both Executive Director and accounting authority levels.
	<ul style="list-style-type: none"> Promoting the maintenance of institutional memory (avoiding wholesale changes, where possible).
	<ul style="list-style-type: none"> It is imperative to maintain robust channels of engagement with the dtic to ensure that the tenure of Panel members and executive employees aligns with legislative requirements, thereby fostering stability and safeguarding institutional memory within the Panel. Furthermore, it is essential to ascertain that the Panel is appropriately constituted to effectively discharge its mandate.
ECONOMIC	POSSIBLE SOLUTIONS
Non-compliance with takeover provisions.	It is important to enforce takeover provisions visibly to deter any similar conduct but at the same time allow flexibility in its enforcement to encourage voluntary compliance.
Delistings from local exchanges and threats to the Panel's revenue model, without the need to strain the government's limited resources to fund the Panel.	Engage with various stakeholders to determine the causes for delistings and how these challenges may be overcome
SOCIAL	POSSIBLE SOLUTIONS
<ul style="list-style-type: none"> Limited access to the Panel (by the public). 	<ul style="list-style-type: none"> It is important to hold hearings in locations that are convenient for all the parties involved. With the advancements in digital technology, virtual meetings can be leveraged to make the process more accessible and efficient.
<ul style="list-style-type: none"> Low literacy rate. 	<ul style="list-style-type: none"> Helpline and help desk.
<ul style="list-style-type: none"> Limited public awareness of the Panel. 	<ul style="list-style-type: none"> Use the digital tools provided by the Panel to share information about the latest developments. Additionally, make an effort to be reachable by the media by publishing updates on significant

	decisions made by the Panel and ongoing investigations, to the extent that it is reasonable to do so.
<ul style="list-style-type: none"> • Misconception about the Panel's jurisdiction 	<ul style="list-style-type: none"> • Continued education and stakeholder management.
TECHNOLOGY	POSSIBLE SOLUTIONS
Limited access to technology by the public.	Use of various digital and other tools to access the Panel's services.
LEGAL	POSSIBLE SOLUTIONS
Limited jurisdiction to meet public expectations.	It is important to collaborate with other regulators who are responsible for regulating transactions overseen by the Panel. This will help to avoid any gaps, redundancies or conflicts in the regulatory process. Additionally, it is important to engage with other stakeholders to ensure that the local capital markets environment remains competitive and attractive on a global scale.
ENVIRONMENTAL	POSSIBLE SOLUTIONS
Geographical location.	Publicity initiatives in various areas.
	Hearings held where convenient to parties.

6. INTERNAL ENVIRONMENT ANALYSIS (STRENGTHS, WEAKNESSES, OPPORTUNITIES AND THREATS SWOT)

STRENGTHS	WEAKNESSES
<ul style="list-style-type: none"> Strong institutional values and ethic 	<ul style="list-style-type: none"> There are some misunderstandings within the government regarding the role of the Panel in the broader economy. Recently, the Panel was categorised as a Schedule 3A public entity. However, there is a need for a lot of transitional work to prevent the Panel's transition to a fully-fledged public entity from interfering with its primary purpose of existence.
<ul style="list-style-type: none"> The founding legislation confirms the independence of the Panel and empowers it to regulate the market effectively, with the objective of maintaining the integrity of capital markets in South Africa. 	
<ul style="list-style-type: none"> Skills, knowledge and expertise of staff and the Panel members 	
<ul style="list-style-type: none"> Systems, procedures and policies in place 	<ul style="list-style-type: none"> The above transition may result in technical non-compliances due to lack of necessary transitional arrangements, which is unrelated to the Panel's mandate compliance under PFMA.
	<ul style="list-style-type: none"> The Panel's sudden listing without proper onboarding could create a false impression of mismanagement.
<ul style="list-style-type: none"> Independence and impartiality 	
<ul style="list-style-type: none"> Good corporate governance 	
<ul style="list-style-type: none"> Good financial management 	
<ul style="list-style-type: none"> The IT infrastructure we have in place allows us to securely engage with our stakeholders. 	
<ul style="list-style-type: none"> The Panel's funding model could serve as a funding template for other dtic regulators. 	

<ul style="list-style-type: none"> • A reputation for competence, efficiency and effectiveness by our primary stakeholders (the takeovers industry). 	
<ul style="list-style-type: none"> • Policies, processes and procedures which outlast Executives ensuring business continuity 	
OPPORTUNITIES	THREATS
<ul style="list-style-type: none"> • Increasing efficiency through technology usage of the online document management system and video conferencing for meetings, hearings or consultations) 	<ul style="list-style-type: none"> • In the event that the transition to PFMA environment is not managed appropriately, the Panel runs the risk of losing key personnel with the Executive Authorities and other government stakeholders.
<ul style="list-style-type: none"> • Benchmarking on best practice models from similar entities. 	<ul style="list-style-type: none"> • Decline in listed companies, which would affect the revenue model of the Panel.
<ul style="list-style-type: none"> • Contribution to research, jurisprudence and the development of company law 	<ul style="list-style-type: none"> • If the Panel's reputation were to be negatively affected, more companies may choose to exit the South African market and encumber the Panel's ability to discharge its mandate, particularly the free services.
<ul style="list-style-type: none"> • Technology – systems and processes to improve efficiencies both internally and externally. 	<ul style="list-style-type: none"> • The constrained nature of the South African state's financial resources may result in the government looking to the Panel's strategic reserve, which in turn would then threaten the sustainability of the Panel, which currently does not receive any appropriations from the national government.

WEAKNESSES	POSSIBLE SOLUTIONS
<ul style="list-style-type: none"> The Panel is not well understood within the government, having been listed as a Schedule 3A public entity in March 2023. There is a lot of transitional work that is required, which will be crucial in efforts to avoid the transition to a fully-fledged public entity disrupting the primary purpose for the existence of the Panel. 	<ul style="list-style-type: none"> Appoint a communications and marketing resource to develop a stakeholder communication strategy
<ul style="list-style-type: none"> The rate at which the Panel (as a newly listed public entity) adapts to the changes brought on by the PFMA listing may create the impression that it is badly run, whereas this is temporarily caused by the number of structures, it will now have to have in place to position itself for full compliance. 	<ul style="list-style-type: none"> Engage governmental stakeholders
THREATS	POSSIBLE SOLUTIONS
<ul style="list-style-type: none"> High turnover of Panel members resulting in leadership without institutional memory. 	<ul style="list-style-type: none"> Retention strategy driven with the assistance of the executive authority because the Minister can appoint members in terms of section 197(1)(d) of the Companies Act. Request that when the Minister appoints new members, a portion of those members be people with prior experience as Panel members to ensure continuity and institutional memory.
<ul style="list-style-type: none"> Currently the Panel is not sufficiently capacitated and struggles with carry out its legislative mandate. 	<ul style="list-style-type: none"> Engage the Minister and the dtic to appoint sufficient Panel Members to capacitate the Panel to implement its legislative mandate.
<ul style="list-style-type: none"> A decline in the number of listings, resulting in a potential reduction in operational revenues, which impacts on the Panel's ability to discharge non-fee elements of its mandate such as investigations, which are costly and time-consuming affairs. 	

WEAKNESSES	POSSIBLE SOLUTIONS
<p>The role, function, and impact of the Panel may benefit from further clarification within the government, particularly following its recent designation as a</p>	<ul style="list-style-type: none"> Continue engaging with the Executive Authority regarding the transition into

Schedule 3A public entity under the PFMA in 2023. Ongoing transitional efforts aim to ensure that this new classification enhances rather than hinders the primary purpose of the Panel as outlined in the Act.	<p>the new compliance regime for the Panel.</p> <ul style="list-style-type: none"> Engagement with external service providers to assist the Panel to be compliant.
The transitional work outlined above is vital for addressing certain technical non-compliances, which do not directly pertain to the Panel's primary mandate. It is important to recognise that some of this work may necessitate additional expenditures aimed at fulfilling the enhanced compliance requirements for public entities under the PFMA. While this may present short-term challenges and potential long-term commitments for the Panel's financial resources, we are committed to navigating these matters responsibly.	<ul style="list-style-type: none"> Continue engaging with the Executive Authority regarding the transition into the new compliance regime for the Panel. Continue engaging with key stakeholders, including the National Treasury and the Auditor General South Africa Engagement with external service providers to assist the Panel in being compliant.
The Panel's ability to adapt to the changes brought about by the PFMA listing is crucial in shaping its perception among stakeholders. While there are some concerns related to its transactional work, it is important to recognise that these challenges are temporary. The Panel is in the process of implementing additional structures to ensure it meets full compliance, which will ultimately enhance its overall effectiveness.	Engage governmental stakeholders
THREATS	POSSIBLE SOLUTIONS
High turnover of Panel members resulting in leadership without institutional memory	Retention strategy driven with the assistance of the executive authority because the Minister can appoint members in terms of section 197(1)(d) of the Companies Act. Request that when the Minister appoints new members, a portion of those members be people with prior experience as Panel members to ensure continuity and institutional memory.
Currently, the Panel does not have sufficient lawyers to chair the TSC as prescribed in the Companies Act.	Engage the Minister to appoint sufficient lawyers to the Panel.
A decline in the number of listings, resulting in a potential reduction in operational revenues, which impacts the Panel's ability to discharge non-fee	

elements of its mandate, such as investigations, which are costly and time-consuming affairs.	
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PART C: MEASURING PERFORMANCE

1. Institutional Programme Performance Information

1.1. Regulation of Affected Transactions

1.1.1. **Purpose:** The programme's purpose is to review and approve documents filed with the Panel for approval under the takeover provisions in the Regulations and the Act. This programme ensures the fair and efficient regulation of takeovers and mergers to maintain market integrity and protect shareholders.

1.1.2. **Linkage to National Priorities:** The Panel will seek to discharge its legislative mandate in a manner that contributes, on an overarching basis, to all three GNU strategic priorities of: Driving inclusive growth and job creation; Reducing poverty and the high cost of living; and Building a capable, ethical and developmental state. Specifically contributing to Strategic Priority 3: A capable, ethical and developmental state.

1.2. Administration

1.2.1. **Purpose:** The programme's purpose is to ensure operational efficiency and effectiveness and effective stakeholder engagement. The programme further aims to efficiently support and manage the operations by ensuring that there is proper Financial Management, Human Resource Management, Information Technology, Knowledge Management, Stakeholder Management and Legal Services.

1.2.2. **Linkage to National Priorities:** The Panel will link to the above indicator by achieving the output 'Procurement to promote transformation and empowerment of designated groups'. This programme supports the achievement of the TRP's mandate and contributes to national priorities, specifically MTDP Priority 3: A capable, ethical and developmental state; MTDP Priority 1: Economic transformation. The Panel included the target of ensuring that 65% of procurement is awarded to service providers with Level 4 (or above) B-BBEE accreditation, thus promoting a growing and inclusive economy. In this regard, considering the specific dtic targeted outputs, outlined above, namely: Re-industrialisation; Job Creation; Transformation; Capable State.

2. IMPACT STATEMENT

The Panel aims to regulate affected transactions while maintaining the integrity of the South African public market and protecting shareholders. [M] Impact: Enhanced investor confidence and market integrity contributing to South Africa's position as a leading investment destination

3. MEASURING OUR OUTCOMES

3.1. Regulation of affected transactions

MTDP Priorities	Dtic Strategic Outcome/Blue Sky	Outcomes	Outcomes Indicators	Baseline	Five-year Target
Red Tape Reduction	Red Tape Reduction	Reduced red tape and ensure efficient decision-making in takeover regulations.	Percentage of decisions and rulings issued within 5 working days of the submission of the complete application	100%	100%

3.2. Ensure compliance with Takeover Provisions through effective investigation.

MTDP Priorities	Dtic Strategic Outcome/Blue Sky	Outcomes	Outcomes Indicators	Baseline	Five-year Target
Red Tape Reduction	Red Tape Reduction	Investigation reports issued within defined timeframes	Percentage matters where the investigation report is issued within (i) 1 month for simple investigations.	100%	100%

MTDP Priorities	Dtic Strategic Outcome/Blue Sky	Outcomes	Outcomes Indicators	Baseline	Five-year Target
Red Tape Reduction	Red Tape Reduction	Investigation reports issued within defined timeframes	Percentage matters where the investigation report is issued within (ii) 4 months for complex investigations	100%	100%

MEASURING OUR OUTCOMES (continued)

3.3. Maintain a skilled, stable, and representative workforce.

MTDP Priorities	Dtic Strategic Outcome/Blue Sky	Outcomes	Outcomes Indicators	Baseline	Five-year Target
Job Creation	Job Creation	Enhanced organisational capacity and contribution to workforce readiness	100% spent on the budgeted amount for skills development programs for the Panel workforce for improved skills designed to ensure better service delivery.	R360 000 per year	R1 800 000 (over 5 years)
Capable State/ Work Experience	Workforce Readiness: Contribution to youth skills development	Early exposure of youths from previously disadvantaged backgrounds - contributing to their work readiness for previously inaccessible areas of law.	The number of university students participating in annual intake for Panel-run vocational training programs (vac work) designed to expose students from previously disadvantaged backgrounds to the Panel's work.	4 per year	20 over 5 years

3.4. **Contribute to an improved and enabling legislative framework**

MTDP Priorities	Dtic Priorities/ Blue Sky	Outcome	Output Indicator	Baseline	Five-Year Target
Red Tape Reduction / Capable State	Omnibus Legislation Red Tape Reduction	Proposed legislative amendments submitted for processing.	Number of takeover specific prototype wording developed for legislative incorporation via the Omnibus process.	1	1

MEASURING OUR OUTCOMES (continued)

3.5. Align with international best practices and promote SA as an investment destination.

MTDP Priorities	Dtic Strategic Outcome/Blue Sky	Outcomes	Outcomes Indicators	Baseline	Five-year Target
Capable State / International Cooperation	Capable State	Enhanced regulatory practice through international collaboration	Number of events for peer regulator training (i.e. on service levels or legal developments from SA law perspective).	1 per year	5 over 5 years

MTDP Priorities	Dtic Strategic Outcome/Blue Sky	Outcomes	Outcomes Indicators	Baseline	Five-year Target
SMME Support	Transformation	Contribution towards BBBEE objectives and empowerment.	Percentage of procurement awarded to service providers from B-BBEE	65%	80%

MEASURING OUR OUTCOMES (continued)

3.5.1. Ensure efficient internal operations through technology

MTDP Priorities	Dtic Strategic Outcome/Blue Sky	Outcomes	Outcomes Indicators	Baseline	Five-year Target
Capable State	Digitisation	Reliable and functional electronic Document Management System (DMS).	Percentage uptime/availability of the cloud-based Document Management System	85% up time	Maintain >99% over 5 years

3.1. Explanation of Planned Performance over the five-year planning period

Regulation of Affected Transactions

The Panel contributes to ensuring a capable state and enhancing the impact of public policy through the efficient and effective regulation of affected transactions. The Panel is dedicated to maintaining its stellar reputation and exceptional response times by issuing approved announcements, circulars, and rulings promptly. Moreover, the Panel upholds market integrity by regulating in accordance with the Takeover Provisions. As part of its internship programme, the Panel offers opportunities for black youth and, during recruitment, consistently seeks out qualified and competent black individuals, with a particular emphasis on women.

The Panel is committed to ensuring that the transactions it regulates are managed efficiently and effectively. We utilise a variety of strategies to achieve this objective, including establishing clear performance targets for individual employees. These targets are used to evaluate employees during remuneration reviews, which may include bonuses. We incorporate these performance metrics into employment contracts

Explanation of Planned Performance over the five-year planning period (continued)

and workplace policies, and employees who consistently fail to meet them may face disciplinary action. Being a small workforce, measuring individual performance is easier, allowing us to avoid role duplication. This helps ensure that employees cannot easily evade responsibility for failures. Finally, we regularly report on our activities through internal governance structures and external reporting systems established by the PFMA.

Administration

The administration of the Panel has been effective owing to its strict adherence to corporate governance principles, legal requirements, and approved policies.

It is essential to highlight that the Panel adheres to approved policies, embraces King IV principles, and complies with relevant legislation, including the PFMA. We are committed to ensuring that the Panel operates at the highest standards of corporate governance.

4. KEY RISKS AND MITIGATIONS

Risk Description	Mitigate	Responsibility
<p>Loss of Panel Members; loss of Institutional memory</p> <ul style="list-style-type: none"> Without a functional TSC, the Panel has faced delays in its processes and in its decision making Furthermore, the lack of a TSC has led to the escalation of disputes and queries to court affecting operational costs due to increased litigation and legal fees 	<ol style="list-style-type: none"> Effective succession plan. Appointment of 6 additional Panel members to capacitate the Panel to appoint a TSC. 	The Panel
<p>Delays in the appointment of the Executive Director</p>	<p>Under an effective succession plan, the Deputy Executive Director possesses the legislative authority to perform the Executive Director's duties in their absence. However, this still presents a risk, as the organisation faces significant vulnerability when only one individual is authorised to execute the Panel's executive functions, which is currently the case.</p>	The Panel Members, in consultation with the Minister
<p>Inadequate / Poor visibility of the Panel as well as lack of understanding of the Panel's mandate and role in the South African Capital Markets</p>	<ol style="list-style-type: none"> Awareness campaigns. Cooperation with universities and other institutions. <ol style="list-style-type: none"> Stakeholder analysis and engagement. Engage the services of a marketing expert. 	Management
<p>Financial Sustainability Risk</p> <ul style="list-style-type: none"> Retention of strategic funds. A significant portion of the Panel's operations is funded by the interest earned from the strategic funds invested by the Panel. In the event that the 	<p>Continued and timeous engagement with relevant government stakeholders to ensure the continued maintenance of the key pillars of the Panel's funding model.</p>	Management

Risk Description	Mitigate	Responsibility
government does not consent to the continued retention of strategic reserves at current levels, the Panel's financial sustainability would be significantly affected.		

5. PUBLIC ENTITIES

The Panel operates under a limited mandate as delineated in Section 119 of the Companies Act, primarily concerning regulating public markets and preserving market integrity. Consequently, this restricts the Panel's ability to collaborate with other public entities. Furthermore, the Panel does not possess any subsidiaries, associates, or joint ventures. It submits its reports to the Department of Trade, Industry, and Competition and is legally obligated to report to the Auditor General and the National Treasury.

PART D: TECHNICAL INDICATOR DESCRIPTIONS (TIDS)

Indicator Title 1	Percentage of decisions and rulings issued within 5 working days of the submission of the complete application
Definition	Measures the efficiency of the Panel in processing and issuing decisions or rulings related to affected transactions once all required documentation is received and deemed complete.
Source of Data	Case Management System / Document Management System records; Application submission logs; Ruling issuance dates.
Method of Calculation	Number of decisions/rulings issued within 5 working days of complete application receipt "Working days" exclude weekends and public holidays. Calculation starts on Day 1 after complete submission
Assumptions	Definition of "complete application" consistently applied. System accurately logs receipt and issuance dates. Invoices are settled promptly, where applicable, pre-ruling.
Disaggregation of beneficiaries (where applicable)	N/A
Spatial transformation	N/A
Desired performance	100%
Indicator responsibility	Technical Team

Indicator Title 2	Percentage of matters where the investigation report is issued within (i) 1 month for simple investigations.
Definition	Measures the timeliness of concluding investigations into potential non-compliance with Takeover Provisions.
Source of Data	Investigation Files; Case Management System; Executive Director directives/approvals for extensions.
Method of Calculation	$\frac{\text{(Number of investigation reports issued within the defined timeframe, 1 month simple)}}{\text{(Total number of investigation reports issued in the reporting period)}} \times 100.$
Assumptions	Clear criteria exist and are applied consistently for simple/complex classification. Resources are adequate. Approved extensions are formally documented.
Disaggregation of beneficiaries (where applicable)	N/A
Spatial transformation	N/A
Desired performance	100%.
Indicator responsibility	Inspector/External Investigator

Indicator Title 3	Percentage of matters where the investigation report is issued within 4 months for complex investigations.
Definition	Measures the timeliness of concluding investigations into potential non-compliance with Takeover Provisions.
Source of Data	Investigation Files; Case Management System; Executive Director directives/approvals for extensions.
Method of Calculation	$\frac{\text{(Number of investigation reports issued within the defined timeframe 4 months complex)}}{\text{(Total number of investigation reports issued in the reporting period)}} \times 100.$
Assumptions	Clear criteria exist and are applied consistently for simple/complex classification. Resources are adequate. Approved extensions are formally documented.
Disaggregation of beneficiaries (where applicable)	N/A
Spatial transformation	N/A
Desired performance	100%.
Indicator responsibility	Inspector/External Investigator/Executive Director/ Deputy Executive Director

Indicator Title 4	100% spent on the budgeted amount for skills development programs for the Panel workforce
Definition	Measures the Panel's commitment to workforce development by tracking expenditure against budget for skills programs.
Source of Data	Financial Records; Training Records; Budget documents; Human Resources reports
Method of Calculation	$(\text{Actual spend on skills development programs} / \text{Budgeted amount for skills development programs}) * 100$
Assumptions	Budget allocated is sufficient and approved. Training programs are relevant and effectively delivered
Disaggregation of beneficiaries (where applicable)	N/A
Spatial transformation	N/A
Desired performance	100% budget utilisation (Target: R1 800 000 over year 5)
Indicator responsibility	Executive Director/Deputy Executive Director/CFO

Indicator Title 5	The number of university students participating in annual intake for Panel-run vocational training programs
Definition	Measures the Panel's contribution to youth skills development and exposure through vocational programs targeting students from previously disadvantaged backgrounds.
Source of Data	Program application/registration records; Human Resources records.
Method of Calculation	Simple count of qualifying students participating in the program annually.
Assumptions	Budget allocated is sufficient and approved. Training programs are relevant and effectively delivered
Disaggregation of beneficiaries (where applicable)	Gender, Race, University (as per program criteria).
Spatial transformation	N/A
Desired performance	Target met or exceeded (Target: 20 students over 5 years)
Indicator responsibility	Executive Director/Deputy Executive Director/CFO

Indicator Title 6	Submission of prototype wording via the Omnibus process
Definition	Tracks the completion of the specific output related to prototype wording legislative change
Source of Data	Official correspondence/submission documentation to the dtic/relevant legislative body/SCCL.
Method of Calculation	Verification of submission documentation against the deadline. (Binary: Submitted / Not Submitted by target date).
Assumptions	Internal drafting completed. Relevant external processes (Omnibus Bill timing) accommodate the submission.
Disaggregation of beneficiaries (where applicable)	N/A
Spatial transformation	N/A
Desired performance	Submission completed by 31 December 2025
Indicator responsibility	Executive Director/Deputy Executive Director

Indicator Title 7	Number of events for peer regulator training (i.e. on service levels or legal developments from SA law perspective)
Definition	Measures the Panel's peer-to-peer educational training events
Source of Data	Event records; Invitations; Presentation materials; Event notes
Method of Calculation	Simple count of distinct events conducted during the reporting period
Assumptions	Resources (staff time, budget) available for engagements.
Disaggregation of beneficiaries (where applicable)	Type of audience (e.g., industry professionals, international peers)
Spatial transformation	N/A
Desired performance	Target met or exceeded (Target: 1 per year)
Indicator responsibility	Executive Director/Deputy Executive Director

Indicator Title 8	Percentage of procurement awarded to B-BBEE service providers and suppliers
Definition	Measures the Panel's contribution to economic transformation through its procurement practices, aligned with B-BBEE codes
Source of Data	Procurement records; Supplier database; Supplier B-BBEE certificates/affidavits; Financial system reports
Method of Calculation	<p>$\frac{\text{(Total Rand value of procurement spend with suppliers having valid B-BBEE Level 1-4 status)}}{\text{(Total Rand value of measurable procurement spend)}} \times 100$</p> <p>Where:</p> <p>"measurable procurement spend" means procurement as contemplated in the PFMA and the PPPFA legislation.</p> <p>Verification of B-BBEE status is determined by reference to the valid (current) B-BBEE certificate/affidavit (where applicable) at the time of the procurement process and throughout the contract period.</p>
Assumptions	Accurate procurement data is available. Suppliers provide valid B-BBEE documentation. Consistent application of the definition for measurable spend
Disaggregation of beneficiaries (where applicable)	By B-BBEE Level (for internal analysis)
Spatial transformation	N/A
Desired performance	80% (Target met or exceeded) by year 5 onwards
Indicator responsibility	Management (CFO)

Indicator Title 9	Percentage uptime of the cloud-based Document Management System (DMS)
Definition	Measures the reliability and accessibility of the core IT system supporting the Panel's operations
Source of Data	IT system monitoring tools; Service provider reports; IT logs
Method of Calculation	<p>(Total scheduled operating hours - Total unscheduled downtime hours) / (Total scheduled operating hours) * 100.</p> <p>Where:</p> <p>"scheduled operating hours" means business hours; and</p> <p>"unscheduled downtime" means downtimes during scheduled operating hours</p>
Assumptions	Accurate monitoring tools in place. Clear definitions of uptime/downtime used. Service Level Agreements (SLAs) with provider align with measurement.
Disaggregation of beneficiaries (where applicable)	N/A
Spatial transformation	N/A
Desired performance	Target met or exceeded (>99% consistent uptime by year 5)
Indicator responsibility	CFO