

BENEFICIAL OWNERSHIP HELP DESK FREQUENTLY ASKED QUESTIONS

DISCLAIMER

This series of Frequently Asked Questions is intended to assist in the general understanding of the concept of Beneficial Ownership as it is being introduced in Ghana. It does not constitute legal advice nor can it be construed to define, limit or otherwise restrict the Registrar-General's Department (RGD) in its lawful fulfilment of its obligations. Advice on specific cases and individual circumstances can be sought from the RGD's Beneficial Ownership Help Desk on + 233 55 765 3130.

1. How do I know who a Beneficial Owner is?

A beneficial owner (BO) is any living person who has substantial and significant interest or control over a company. This can be a direct interest, through for example owning a significant proportion of shares in the company, or indirect, such as having influence over significant decisions related to the running of business of a company. This means that any company may have no BOs, or it may have many depending on how control over the company is managed.

If in doubt over a specific case, ask RGD for advice.

2. Does this requirement to register beneficial owners apply to all companies?

Yes. It applies to a company limited by shares, limited by guarantee, an unlimited company or an external company. It does not however apply to sole proprietors and Partnerships

3. What are the thresholds for reporting Beneficial Owners?

There are different types of thresholds, depending on the sector the company is in and the type of person the beneficial owner is.

- The general threshold is that person who has direct or indirect interest of 10 percent or greater in a company must be registered as a BO
- For companies operating in a high risk sector (see RGD website for list of sectors considered to be high risk) the threshold for reporting BOs is five percent, e.g. any natural person who owns 5% or more of the shares or has significant control must be reported as a BO
- If a foreign Politically Exposed Person has an interest of five percent or greater in ANY company regardless of the sector, they must report as a BO
- If a domestic Politically Exposed Person has ANY shares, or any form of control over a business in ANY sector they must be registered as a BO

4. Who decides what companies are defined as high risk?

The Registrar is responsible for the risk classification of sectors. The basis for the classification may follow the similar classification by the Financial Intelligence Centre or any agency set up for the purpose of fighting Money Laundering and Terrorist Financing. The full list of high risk sectors will be issued on the RGD website and kept updated.

5. What is a Politically Exposed Person?

A Politically Exposed Person, or PEP, is an individual who is or has been entrusted with a prominent public function, in any country.

Examples of the types of public function includes:

- Head or Deputy Head of State
- Ministers of State
- Politicians
- High ranking political party officials
- Senior local and central Government officials, as well as senior judicial or military leaders
- Chief Executives of state-owned companies, corporations or parastatals

The designation of PEP can also be applied to the family members and or close associates of people who hold these types of roles. If in doubt over a specific case, ask RGD for advice.

6. When do I have to submit information on my company's beneficial owners?

You must inform RGD of your Beneficial Owners:

- March 2021 for companies already registered with the RGD
- November 2020 all new companies will have to provide BO information as part of registration
- Within 30 days from any changes being made to BO in the company
- From 31 March 2021 all annual returns must also include BO data

7. What information about Beneficial Owners' will be entered into the Register?

For a Beneficial Ownership who is a Ghanaian national the information will be:

- TIN
- Full name and any former names
- Date of birth
- Place of birth
- Telephone number
- Nationally accepted identity card number
- Residential address and digital address

- E-mail address, if applicable
- Nature of the interest including the details of the legal, financial, security, debenture or informal arrangement giving rise to the beneficial ownership
- the percentage of the beneficial ownership interest, the nature of control, or both
- Declaration on whether the natural person meets the definition of politically exposed person

For foreign nationals the list is:

- Full name and any former names
- Full date of birth
- Place of birth
- Telephone number
- Nationality
- Passport number or where that is not available, another form of unique identification as set out below [add ref]
- Residential address
- E-mail address, if applicable
- Nature of the interest including the details of the legal, financial, security, debenture or informal arrangement giving rise to the beneficial ownership
- the percentage of the beneficial ownership interest, the nature of control, or both
- Declaration on whether the natural person meets the definition of politically exposed person

For publicly listed companies on a recognised Stock Exchange the following information will be registered:

- The percentage of shares listed on the Stock Exchange. In cases, where this is less than 100%, details of other beneficial owners must be provided
- The name of each Stock Exchange on which the shares are listed
- The web address of the page which gives details of the listing for each Exchange named

If the company is a Government-owned entity the following information will be registered:

- The percentage of ownership of each Government agency. In cases, where this totals less than 100%, details of other beneficial owners must be provided
- The name and address of each Government agency that is a beneficial ownership
- The nationality of each Government agency
- Country of incorporation of the Government-owned company, if different from paragraph
- Notarised copy of proof of ownership such as extract from the relevant Corporate Register
- Details of each Ghanaian Government official who exercises control including:
 - TIN
 - Full name and any former name
 - Position and date appointed

- Nationality
- Contact address, telephone number and e-mail
- Method by which control is exercised

8. What type of personal identification will be acceptable to identify the Beneficial Owner?

The form of identification must be valid, issued by a national Government agency, and be unique to that person. These would include:

- TIN
- Passport
- National identity card
- Social security number or equivalent
- Driving licence

9. Who is responsible for providing the beneficial ownership information to RGD?

The company can authorize an officer of the company or its legal representative to be responsible for collecting, checking and providing the beneficial ownership information.

10. What information about Beneficial Owners will RGD make available to others?

If a lawful request comes from a Competent Authority of the Government of the Republic, all the particulars of beneficial owners contained in the Central Register named in the request will be shared with that Authority.

To the public, the following information on each beneficial owner can be made available:

- Full name and any former names
- Month and year of birth
- Place of birth
- The percentage of the beneficial ownership interest
- Declaration on whether the natural person meets the definition of Politically Exposed Person

The Registrar will also make available to the public the following on each listed company:

- The percentage of shares listed on a recognised Stock Exchange
- The name of each Stock Exchange on which the shares are listed
- The web address of the page which gives details of the listing for each Exchange named

In respect of Government-owned companies the public can be informed about:

- The percentage of ownership of each Government Agency
- The name and address of each Government Agency that is a beneficial ownership
- The nationality of each Government Agency
- Country of incorporation of the Government-owned company, if different

- The following details of each Government official who exercises control:
 - (i) TIN
 - Full name and any former name
 - Position and date appointed
 - Nationality
 - Contact address
 - Method by which control is exercised

11. Can I apply to withhold information from the Central Register?

Anyone who meets the definition of beneficial owner may apply to the Registrar to have their information in respect of a particular company withheld from the Central Register if they can provide evidence that as a result of that information being disclosed, there is an immediate threat of:

- Risk to their physical safety or the physical safety of family members especially the threat of serious injury or death
- Attack against their home or normal place of work
- Kidnap of them or their family members
- Blackmail or extortion against them or their family members
- Significant financial loss through criminal activity

12. What information would RGD need as evidence for withholding information?

The type of information required would be:

- Documented actual threats or incidents
- Police Reports of previous threats or incidents
- Police assessment of the level of threat
- Public statements by violent groups specifically mentioning the natural person and/or the type of business in which they are involved
- Previous attacks on individuals operating in similar business sectors
- Court Order

Information which would not be sufficient to justify withholding information would include:

- Their public position
- Their job title
- The extent of their wealth, whether this information is in the public domain or not
- Information held on any other Government or Corporate Register, whether public or not, except for that used by the police to prepare any of the reports or assessments noted above

13. What happens if I don't provide the information?

For anyone who deliberately fails to provide information or provides false or misleading information to the RGD, the penalties could be as much as a fine of 6000 GHC, or two years in prison, or both.