

## Section 1:

UPLOADING THE BENEFICIAL  
OWNERSHIP (BO) REGISTER TO CIPC

3 July 2023

Dear Sir/Madam

**RE: UPLOADING THE BENEFICIAL OWNERSHIP (BO) REGISTER TO CIPC**

The General Laws (Anti-Money Laundering and Combating Terrorism Financing) Amendment Act, which was signed into law on 29 December 2022, has introduced several changes to the beneficial ownership framework. The changes include harmonising the concept of a beneficial owner across the Financial Intelligence Centre Act, the Companies Act, and the Trust Property Control Act.

The Companies and Intellectual Property Commission (CIPC) has implemented the requirement to upload the Beneficial Ownership (BO) information annually to CIPC.

The Companies Act now defines a beneficial owner as an individual who, directly or indirectly, ultimately "owns" or exercises "effective control" of a company. The threshold of 5% of ownership and/or control will be applicable for all entities required to file Beneficial Ownership Information.

It is proposed that every company and close corporation:

- record in its securities register prescribed information regarding the natural persons who are the beneficial owners of the company, in the prescribed form, and ensure that this information is updated within the prescribed period after any changes in beneficial ownership have occurred; and
- file a record with the CIPC, in the prescribed form and containing the prescribed information, regarding the individuals who are the beneficial owners of the entity and ensure that this information is updated by filing notices with the CIPC within the prescribed period after any changes in beneficial ownership have occurred.

**The following information will have to be uploaded annually and when changes are made to the beneficial ownership.**

1. Mandate – every person mandated to file beneficial ownership information on behalf of a company, must be mandated in writing to do so, and such mandate must be uploaded to the CIPC.
2. Certified ID / passport copy – a certified ID / passport copy for each beneficial owner saved, must be uploaded to the CIPC, as well as addresses and contact details.
3. Securities register – section 33(1)(Aa) of the Companies Act – every entity must file a copy of its securities register annually – securities register contains all the information relating to shareholders of a company (legal owners). Within each company's securities register, the prescribed BO-information must be recorded (section 50). Securities registers filing are not applicable to affected companies.

4. Beneficial Interest register – section 56(7)(aA) of the Companies Act – affected companies must establish and maintain a register of beneficial interest in securities (in issue), the extent of the beneficial interest and ensure that the register is updated with any changes – must be filed with CIPC (section 56(14)).

We urge you to take immediate action to ensure compliance with these new requirements to avoid any penalties and compliance notices. Nexia SAB&T can assist directors / members to digitally submit all the required information under a mandate to lodge.

**Should you require assistance with the completion and lodgement of the beneficial ownership register to the Companies and Intellectual Property Commission (CIPC), please send an email to [sec-help@nexia-sabt.co.za](mailto:sec-help@nexia-sabt.co.za), together with the provided mandate letter to be signed by the directors.**

Please do hesitate to contact us should you require any further information in this regard.

Yours faithfully

**Nexia SAB&T**

## Section 2:

MANDATE FOR UPLOADING THE  
BENEFICIAL OWNERSHIP REGISTER  
TO CIPC

03 July 2023

Dear Sir/Madam

## **MANDATE FOR UPLOADING THE BENEFICIAL OWNERSHIP REGISTER TO CIPC**

We are pleased to advise that we will assist your Company / Close Corporation to upload the Beneficial Ownership information to the Companies and Intellectual Property Commission (CIPC) subject to you providing us with the signed mandate as attached.

### **We will assist you with the following services:**

- Capturing beneficial ownership details in the securities register
- Completing the beneficial ownership information and submitting the supporting documents to CIPC.

The work to be performed will be based on our interpretation of Company Law and Secretarial Practice and the CIPC regulations.

### **Information:**

This mandate letter covers a period of **three years** from the date of signature and must be signed by all the directors / members of the entity. Should we not have a signed copy of this mandate in our possession, we will be unable to perform our duties and upload all the required statutory documents.

The necessary filing work must be correct and timeously filed. If this is not done timeously, then the entity is exposed to disciplinary compliance notices and penalties.

You have requested us to assist you in the preparation and submission of the Beneficial Ownership to the CIPC. We will also review related procedures where changes are required for correctness and assist you with responses to queries.

We confirm that it is your responsibility to provide us with complete, reliable, and accurate information in respect of your entity timeously in order for us to provide the required services.

In the event that you miss an agreed deadline we cannot be held responsible for any penalties and compliance notices issued.

Our fee for the services is reflected in the attached Annexure A.

Yours faithfully

**Nexia SAB&T**

**MANDATE TO AUTHORISE LODGEMENT OF THE BENEFICIAL OWNERSHIP TO CIPC  
IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES AMENDMENT  
REGULATIONS OF 2023**

I, the undersigned director / member of:

\_\_\_\_\_  
**Company /  
Close Corporation name**

\_\_\_\_\_  
**Registration number:**

do hereby nominate, constitute and appoint:

**SAB&T Chartered Accountants Inc t/a Nexia SAB&T ("the Agent")**  
*Represented by \_\_\_\_\_ Client Code (\_\_\_\_\_)*

to lodge the Beneficial Ownership information and all supporting documents to the  
Companies and Intellectual Property Commission ("the CIPC").

SIGNED BY THE DIRECTOR / MEMBER OF THE ENTITY DATED \_\_\_\_\_ 2023

\_\_\_\_\_  
**Signature**

\_\_\_\_\_  
**Full Name**

**Annexure A**

**FEES**

Excluding VAT

| <b>Service</b>  | <b>Year 1</b> | <b>Year 2</b> | <b>Year 3</b> |
|---|---------------|---------------|---------------|
| Gathering information, Capturing information and Uploading the Beneficial Ownership Register to the CIPC system | R3 000        | R3 000        | R3 000        |

SIGNED BY THE DIRECTOR / MEMBER OF THE ENTITY DATED \_\_\_\_\_ 2023.

\_\_\_\_\_  
**Director**