

CLARIFICATION NOTE AND DIRECTIVE FOR IMMEDIATE COMPULSORY SUBMISSION OF BENEFICIAL OWNERSHIP INFORMATION TO THE BUSINESS AND INTELLECTUAL PROPERTY AUTHORITY

BACKGROUND

- Subsequent to the issuance of the Registrar's Directive 01 of 2023 on 26 July 2023, and Registrar's Directive 01 of 2024 on 07 January 2024, the interpretation of the former has been a subject of queries by affected legal entities as identified in the latter Directive.
- In the former directive, the Registrar instructed all entities to submit Beneficial Ownership ("BO") information at various intervals, specifically:
 - At registration of a new entity;
 - Upon submission of an amendment for the registered entity;
 - During the lodgement of the annual return at the end of the financial year;
 - Or anytime before 7 September 2024.
- Directive 01 of 2024 gave a notice period of seven (7) days for all entities that had a financial year-end falling within the months of August, September, October, and November of 2023 and failure to submit within 30 days of those months meant those entities were non-compliant to section 122A (1), (3), (9) or (10) of the Companies Act, 2004 as amended and section 16A (1), (3), (9) or (10) of the Close Corporations Act, 1988, as amended.
- Subsequently, it has come to the Registrar's attention that there may have been an incorrect interpretation of Directive 01 of 2023, understanding it to mean that the latest permissible submission date for BO is the 7th of September 2024, which resulted in the placement of non-compliant entities on the Inactive List and the imposition of an administrative sanction.
- The intention was therefore not for entities to wait until 07 September 2024 to lodge their BO information, but instead make such lodgement at the occurrence of any of the events as set out in bullet 2 above, **whichever event occurs first**.
- In consideration of the alleged observed misalignment of the two directives, particularly in relation to the 7th of September 2024 deadline, the Registrar hereby deemed it necessary to issue this directive to alleviate any possible confusion which may have been caused by the previous directives.
- Entities with financial year-ends falling in August, September, October, November, and December of 2023, as well as those concluding in January 2024, are hereby directed to lodge their BO information with the Registrar **NO LATER THAN THE 29TH OF FEBRUARY 2024**.
- Entities with a financial year-end falling in February 2024 and onwards, are hereby reminded and directed to submit their BO information:
 - At registration of a new entity;
 - Upon submission of an amendment for the registered entity;
 - During the lodgement of the annual return at the end of the financial year, and no later than one month after the financial year end; **whichever event occurs first**.
- A legal entity is not precluded from submitting their BO information prior to the occurrence of events specified in bullet 4 above.

NON-COMPLIANCE WITH BO REQUIREMENTS

- Non-compliance to this Directive will result in:
 - All entities found to be non-compliant being placed on an inactive list in accordance with section 122A (15) and section 16A (15) of both Amended Acts and may be deregistered after 6 months from the date of being listed.
 - Administrative sanctions being imposed in terms of section 122A (12) and section 16A (12) of both Amended Acts.
 - Companies and Close Corporations being further liable to criminal sanctions as provided for in the Amended Acts referred to herein.

INFORMATION

- All information, including the Beneficial Ownership Declaration forms referred to herein above, may be accessed via <https://www.bipa.na/beneficial-ownership> website:

BY ORDER:

REGISTRAR OF BUSINESS AND INTELLECTUAL PROPERTY



DIRECTIVE

The Registrar hereby directs that;

- All penalties previously levied pursuant to Directive 01 of 2024 are hereby withdrawn with immediate effect.
- The Inactive List issued in accordance with the aforementioned directive is hereby retracted with immediate effect.

01 FEBRUARY 2024