

STEP BY STEP GUIDE: OPTIMIZED BENEFICIAL OWNERSHIP FILING



Step by Step Guide: Optimized Beneficial Ownership Filing

Note:

- Consult the Step-by-Step guide for Customer Registration for assistance on registering on the New e-services platform.
- When using the new e-services platform, the only payment option is via credit or debit card. Payments will only occur when a customer transacts with CIPC. The deposit system has been phased out, and it not available for company registration.
- No supporting documents need to be send via email to CIPC. However, each customer must familiarize themselves with the CIPC Terms and Conditions, as they agree to them when they register on the New e-services platform.
- CIPC may at any time require any documents that each company must keep record of according to the Companies Act (Act 71 of 2008).

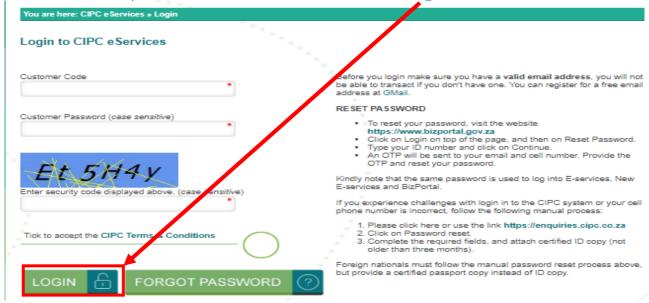
Purpose of Document:

The CIPC is to keep a register of beneficial ownership (BO) for companies and close corporations. The register to be kept is for the applicable companies and close corporations to submit any beneficial ownership information relating to that entity. This document is to guide filers and users on the steps for filing beneficial ownership details via the online automated process of filing, and also to provide legislative and practical guidelines (explanatory notes) on the purpose and process of filing.

<u>Important:</u> In order to file beneficial ownership information, the filer must be a registered customer of the CIPC, with a valid customer code and password. Ensure that the customer contact details (as per customer code) are up to date and valid PRIOR to starting the BO-declaration process.

Guide to Capture Beneficial Ownership Details:

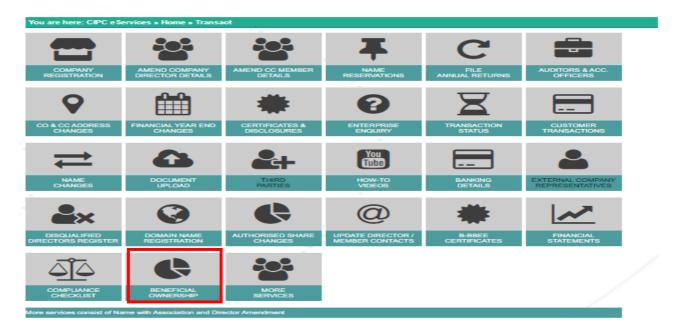
- 1. Visit the CIPC website www.cipc.co.za and click on Online transacting / New E-services or use the following direct link: https://eservices.cipc.co.za/
- 2. Complete your Customer Code, Password and Security Code.
- 3. Tick to accept the CIPC Terms & Conditions. Cock on Login



4. Click on Transact.

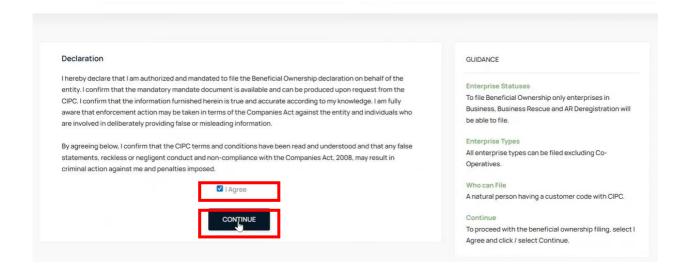


5. The below screen will reflect the services on the e-services portal. Select **Beneficial Ownership**.

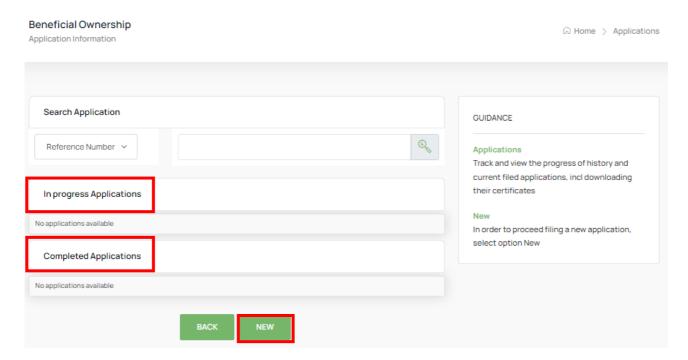


6. The below screen will reflect the Beneficial Ownership Declaration Information, click on the I Agree and click on Continue.

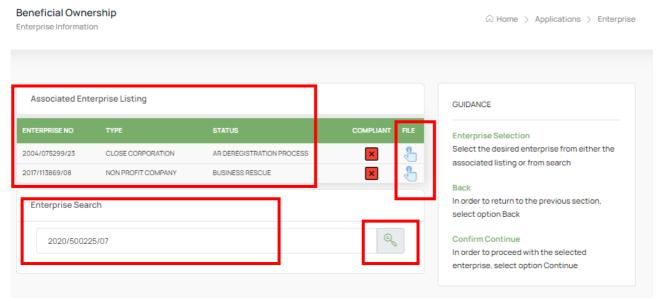
Note: In terms of the optimized BO-system, it will not be necessary to upload the MANDATE to file BO on behalf of a company – HOWEVER, entities must still have these mandates in place, should the CIPC request the submission of such documents, as provided for in the Companies Act and its Regulations.



7. The below "GRIDS" will be displayed, one for applications in progress and the other on applications completed. To start a New transaction, select New.

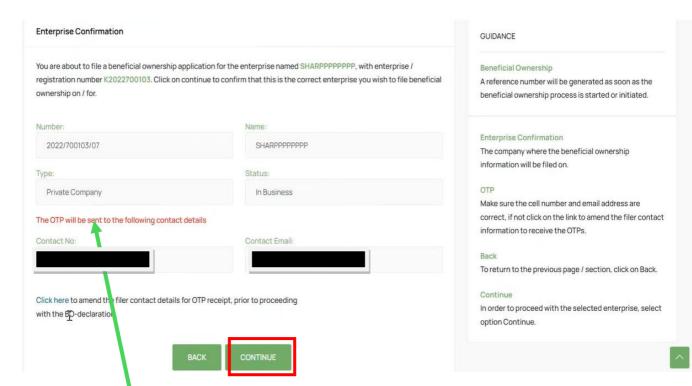


8. All entities linked to the customer profile will be displayed. Select the entity you want to file beneficial ownership for (Blue hand under File), or type in the Free Text Box and click on Search for the applicable entity to file the beneficial information on.

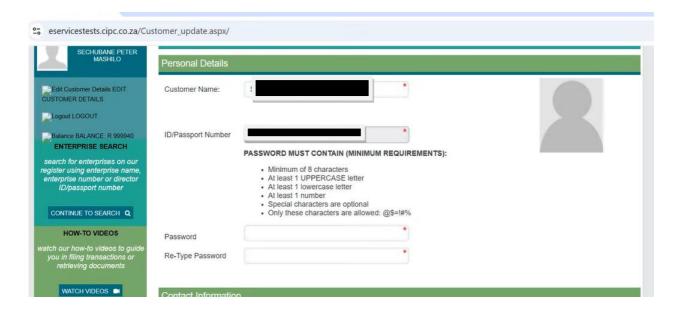


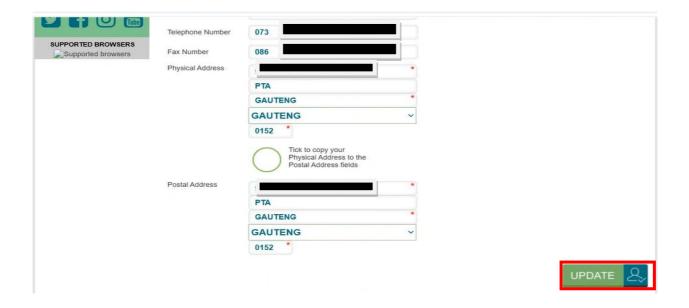
- 9. When you have used the **Search** option or have selected an enterprise the **Enterprise Confirmation** screen will reflect
 - I. Enterprise Number
 - II. Enterprise Name
 - III. Enterprise Type
 - IV. Enterprise Status

10. Once the applicable entity has been selected from the Associated Enterprise Listing OR typed in the Free Text Box, the **Enterprise Confirmation Grid** will appear.



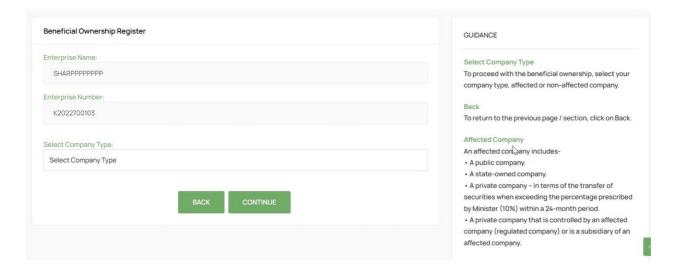
<u>Note:</u> Masked contact details will reflect to which the OTP will be sent. Ensure that the contact details are correct and valid to receive the OTP – if outdated or invalid, make use of the customer profile link provided to update the contact details before proceeding.





Please note that the **UPDATE** of the customer contact details for **OTP** receipt will only be effective after **48 hours** after which you can proceed with the BO-filing.

11. Once you have selected **UPDATE** the system will return to the Beneficial Ownership Register reflecting the declaring companies' information, (screen below).



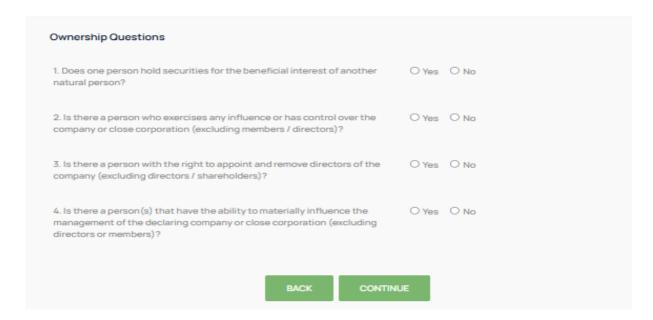
- 12. When you have selected **Continue** (page 5), the Beneficial Ownership Register page will reflect -
 - I. Enterprise name
 - II. Enterprise Number
 - III. Select Company Type (**Note:** The filer must select the relevant company type from the drop-down list)

Note: Only 2 company types can be selected, AFFECTED COMPANIES or NON-AFFECTED COMPANIES. Apply the test (guidance on right hand side) to ascertain whether a declaring company is an affected company. If not – select NON-AFFECTED COMPANIES.

- 13. Drop down list: Beneficial Ownership Register Select Company Type:
 - a. Affected Companies
 - b. Non-Affected Companies
- 14. When the filer selects company type **Affected Company**, the normal processing requirements for **Affected Companies** must be followed. **Note:** (Refer to the Step-by-step guide as Published on CIPC website under https://www.cipc.co.za/Resources/Beneficial Ownership.



15. When the filer selects company type **Non-Affected Companies** – the following ownership questions will appear.



The above ownership questions will guide filers on whether the declaring entity is Non-affected **WITH BO** to declare **OR** Non-affected **WITHOUT BO** to declare.

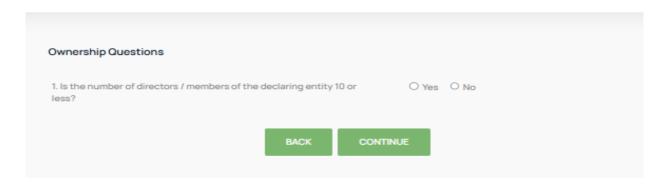
Note: Depending on the answers to the questions – filers will be directed automatically by the system to one of the following BO-functionality processes –

- 1. Non-affected entity without beneficial ownership to declare; OR
- 2. Non-affected entity with beneficial ownership to declare (normal BO-declaration platform).

<u>IMPORTANT:</u> The simplified optimized category (non-affected <u>without BO</u> to declare) will require the completion of a securities / members register on the system itself (no upload of documents required).

<u>Note:</u> The ownership questions displayed are multi-functional and includes each entity type – PROFIT COMPANIES / CLOSE CORPORATIONS / NON-PROFIT COMPANIES – therefore the reference to securities **AND** members' interest.

Once it is ascertained through the completion of the ownership questions, whether a **profit company / non-profit company / close corporation** is applicable – the following question will reflect.

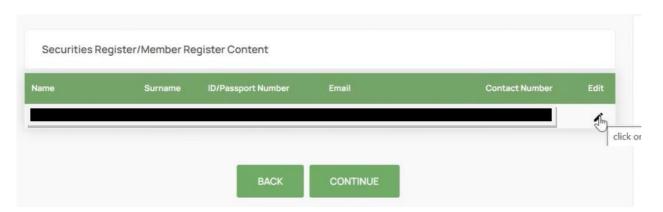


The Optimized BO-functionality is **ONLY** applicable to non-affected entities **WITHOUT** beneficial ownership to declare **AND** where the number of directors / members are 10 or less.

<u>Note:</u> Where the directors / members of the declaring entity are **more than 10 – normal** beneficial ownership declaration process will apply.

16. The CONTINUE button will provide the following grid – Securities / Members Register Content, which contains the director / member information the CIPC holds on record. To amend and complete click on the EDIT (hand on the right-hand side) button.

Note: The information regarding the directors / members must be completed for ALL reflected in order to continue, i.e. 4 directors, complete for each one.



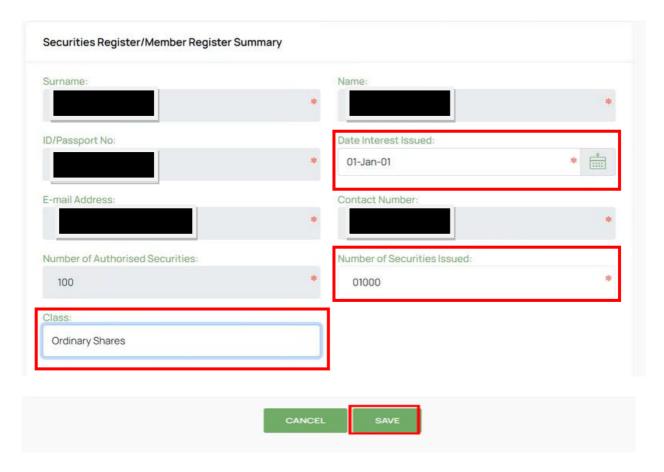
17. The required (mandatory) **Securities Register / Member Register** must be completed by the filer, substituting the upload or submission of the document.

NOTE: The "screenshot" below is an example of a PROFIT COMPANY securities register to be completed. The greyed out (cannot be edited) fields cannot be edited, as the information is extracted from the CIPC records.

Where the director or member information is incomplete / blank / incorrect the filer will **NOT** be able to proceed, until the records of the CIPC have been updated, i.e. director amendments (CoR39) OR member amendments (CK2).

<u>NOTE:</u> Where the authorized securities fields are blank or zero – filers will NOT be able to proceed and MUST send proof of the correct and valid authorized securities to <u>beneficialownershipenq@cipc.co.za</u> for update, after which filers can file beneficial ownership.

- a. Filers must complete the **DATE INTEREST ISSUED** which is the date on which the shareholding OR members interest was obtained (see Tooltip when hovering over the field)
- b. Filers must complete the **NUMBER OF SECURITIES ISSUED** which refers to the number (not percentage) of shares held in the declaring company.
- c. Filers must select the relevant CLASS OF SHARES i.e. PREFERENCE / ORDINARY.
- d. Once completed, click on **SAVE** to proceed to the next screen.

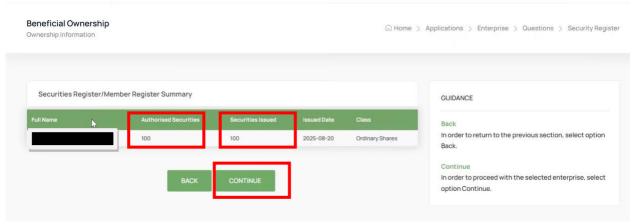


e. If you have entered the number of securities incorrectly you will receive a **VALIDATION FAILURE** notification as seen below.

VALIDATION FAILURE Issued securities cannot be more than the authorized securities

<u>Note:</u> Issued securities cannot be more than that which is authorized. If a total of 1000 shares is athorized for the company to issue – the issued securities cannot exceed 1000.

- 18. Once all directors' (who are also shareholders) securities issued have been completed, the below **Securities Register / Member Register Summary** grid will reflect.
 - The Authorised Securities will reflect the CLASS shares, as extracted from CIPC records.
 - b. The Securities Issued will reflect the number of **Securities Issued** (as captured by the filer).
 - c. Click on **Continue** to proceed with the transaction.



- 19. Once you have clicked on **CONTINUE**, you will receive a screen where you need to confirm the filing by verifying with an **OTP** that will be sent by **SMS** and by **EMAIL**.
 - I. On the right side of your screen, you will find the following information for your recording and tracking:
 - a. OTP Confirmation Results
 - b. Application information
 - c. Enterprise Information



Note: If you have not received the **OTP's** then click on **RESEND OTPS**.

20. Click on the RED X BOX under CONFIRMED.

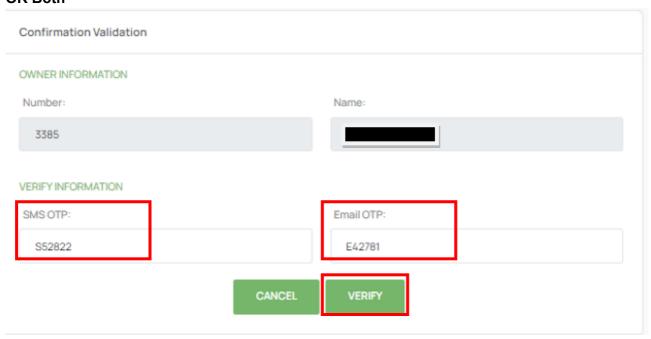


- 21. Once you have clicked on the RED X BOX, the Confirmation Validation screen will open where you need to Verify the Information by entering: -
 - a. SMS OTP (Note: that the S before the number MUST be captured in CAPS)
 OR
 - b. Email OTP (Note that the E before the number MUST be captured in CAPS)
 - II. After entering the OTPs in the prescribed fields, click on Verify.

<u>NOTE:</u> With the Optimized BO-functionality the filer may submit EITHER the SMS OR E-MAIL OTP OR BOTH.



OR Both



22. Once you have clicked on **Verify**, the confirmation will be sent to the **Mobile number** and the **Email address** linked to the customer profle.



23. The last step will reflect the PREVIOUSLY RED X BOX as GREEN.



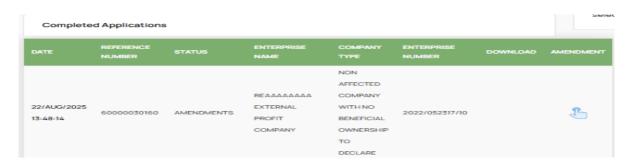
- 24. Once the confirmation was complete the last screen will reflect that the filing was received and it will be processed accordingly.
 - I. Click on the **FINISH** button to finalize the process. No further action is required from the filer.



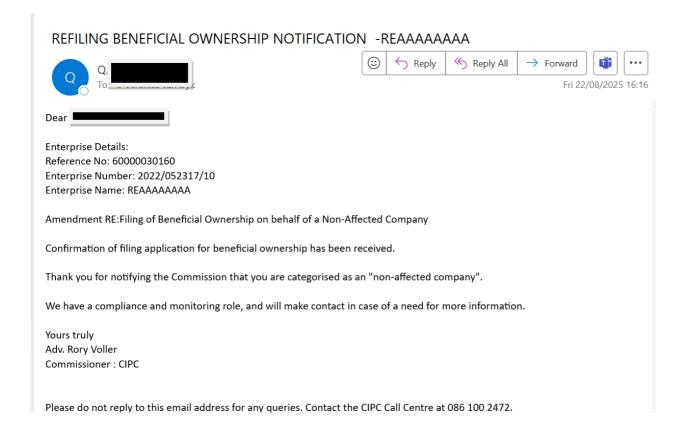
Note: Once you have clicked **FINISH** you will be taken back to the HOME page and the transaction will be displayed under **COMPLETED APPLICATIONS**, and the **FILER** will receive an email notification for the filing.

<u>NB NOTE</u>: NO confirmation certificate will be issued for the BO-Optimized system, ONLY email confirmation. Similarly, there will be NO certificate downloadable. Confirmation certificates are ONLY applicable to actual declared beneficial ownership.

COMPLETED APPLICATIONS GRID



E-MAIL FILING NOTIFICATION



Additional Notes

- 1. NPC Securities / Members Register have the following Member's Type
 - a. Control
 - b. Interest when this type was selected you will need to capture the Interest %.
- 2. **Profit Companies** Securities Register have the following
 - a. Ordinary Shares / Preference Shares
- 3. Close Corporations Securities / Members Register have the following Type
 - a. Total member's Interest as extracted from the system.

Answers to Questions:

- 1. If the answer to **ANY** of the above questions is **YES** then the applicable category is non-affected with beneficial ownership. **Note:** This option will provide a Beneficial Ownership Confirmation Certificate.
- 2. If the answer to **ALL** of the questions above is **NO** then the applicable category is non-affected **WITHOUT** beneficial ownership. **Note:** This option will NOT provide a Beneficial Ownership Confirmation Certificate and ONLY a confirmation email will be sent to the Filer / Declaring Company.
- The ownership questions refer to any instances where there is control / influence / benefits in the declaring company, outside of the shareholders or members.
 Example: ABC Shoes (Pty) Ltd has 3 directors, all of which are also shareholders, with no other influence, control, ownership by any other person BO Optimized system.