

GHANA



GAZETTE

REPUBLIC OF GHANA

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**FOR GAZETTE (BASED ON FORM 1 UNDER FIFTH SCHEDULE OF ACT 1036)****DECLARATION OF INTENTION TO COMPULSORILY ACQUIRE LAND BY THE STATE****Declaration of purpose of acquisition**

In pursuance of subsection (1) of section 240 of the Land Act, 2020 (Act 1036), it is hereby declared that the land described in the schedule is required in the public interest for the purpose of the development of the Petroleum Hub Project and ancillary infrastructure in the Jomoro Municipal in the Western Region of the Republic of Ghana.

**SCHEDULE HEREIN REFERRED: -**

ALL THAT PIECE OR PARCEL OF LAND known as Plot of Land Situate and Lying at Jomoro in the Western Region of the Republic of Ghana the boundaries whereof commencing at a pillar marked SGWA B2800/2020/1 which pillar is 40256.46' feet on a bearing of  $86^{\circ}07'$  which bearing together with all other bearings hereinafter mentioned is referred to meridian  $1^{\circ}$  West Longitude from the Survey pillar marked SGW H96015 IB thence runs a bearing of  $359^{\circ}29'$  for a distance of 4048.37 feet to pillar marked SGWA B2800/2020/2 thence runs on a bearing  $271^{\circ}02'$  for a distance of 2092.72 feet to pillar marked SGWA B2800/2020/3 thence runs on a bearing of  $270^{\circ}08'$  for a distance of 13531.19 feet to pillar marked SGWA B2800/2020/4 thence runs on a bearing of  $03^{\circ}39'$  for a distance of 4213.72' feet to pillar marked SGWA B2800/2020/5 thence runs on a bearing of  $06^{\circ}31'$  for a distance of 3875.08' feet to pillar marked SGWA B2800/2020/6 thence runs on a bearing of  $83^{\circ}02''$  for a distance of 11281.31' feet to pillar marked SGWA B2800/2020/7 thence runs on a bearing of  $89^{\circ}49'$  for a distance of 1572.13' feet to pillar marked SGWA B2800/2020/8 thence runs on a bearing of  $89^{\circ}45'$  for a distance of 13833.24' feet to pillar marked SGWA B2800/2020/9 thence runs on a bearing of  $146^{\circ}18'$  for a distance of 2546.05° feet to pillar marked SGWA B2800/2020/10 thence runs on a bearing of  $163^{\circ}50'$  for a distance of 4625.05° feet to pillar marked SGWA B2800/2020/11 thence runs on a bearing of  $73^{\circ}32''$  for a distance of 6712.47 feet to pillar marked SGWA B2800/2020/12 thence runs on a bearing of  $358^{\circ}27''$  for a distance of 5273.33' feet to pillar marked SGWA B2800/2020/13 thence runs on a bearing of  $61^{\circ}01'$  for a distance of 6039.04 feet to pillar marked SGWA B2800/2020/14 thence runs on a bearing of  $83^{\circ}23''$  for a distance of 8522.29 feet to pillar marked SGWA B2800/2020/15 thence runs on a bearing of  $84^{\circ}39'$  for a distance of 3483.45' feet to pillar marked SGWA B2800/2020/16 thence runs on a bearing of  $85^{\circ}09'$  for a distance of 3893.75" feet to pillar marked SGWA B2800/2020/17 thence runs on a bearing of  $182^{\circ}07'$  for a distance of 13440.12' feet to pillar marked SGWA B2800/2020/18 thence runs on a bearing of  $268^{\circ}57'$  for a distance of 3090.50' feet to pillar marked SCWA B2800/2020/19 thence runs on a bearing of  $267^{\circ}38^{\circ}$  for a distance of 2840.33\*<sup>1</sup> feet to pillar marked SGWA B2800/2020/20 thence runs on a bearing of  $262^{\circ}35'$  for a distance of 5468.25' feet to pillar marked SGWA B2800/2020/21 thence runs on a bearing of  $234^{\circ}33'$  for a distance of 8780.32" feet to pillar marked



SGWA B2800/2020/22 thence runs on a bearing of 255°41' for a distance of 8538.81' feet to pillar marked SGWA B2800/2020/23 thence runs on a bearing of 196°55' for a distance of 12999.08' feet to pillar marked SGWA B2800/2020/24 thence runs on a bearing of 282°47" for a distance of 4281.19 feet to pillar marked SGWA B2800/2020/25 thence runs on a bearing of 282°05' for a distance of 11896.68' feet to pillar marked SGWA B2800/2020/26 thence runs on a bearing of 24°44' for a distance of 1225 1.71' feet to pillar marked SGWA B2800/2020/1 the point of commencement and thus enclosing an approximate area of 20513.83 (8301.65Ha) of an acre which piece or parcel of land is more particularly delineated on the plan attached hereto and thereon edged pink.

**MABEL HELEN YEMIDI**  
**DIRECTOR, PUBLIC AND VESTED LAND MANAGEMENT DIVISION**



**(FOR: EXECUTIVE SECRETARY – LANDS COMMISSION)**  
**1ST AUGUST, 2022.**

**GUIDELINES FOR MERGERS AND ACQUISITIONS OF NETWORK OPERATORS, FREQUENCY  
AUTHORISATION HOLDERS AND OTHER COMMUNICATION SERVICE PROVIDERS**



This document outlines the processes to be adopted by the National Communications Authority in approving the sale, transfer, charge or other disposition of a significant interest in a network operator or frequency authorisation holder; assignment of a licence or frequency authorisation and a merger or acquisition of a network operator or frequency authorisation holder. The document is developed pursuant to Section 3(r) of the National Communications Authority Act, 2008, Act 769.

**ISSUED BY THE NCA - 2022**



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**DEFINITIONS**

“Act” means the National Communications Authority Act, 2008, Act 769.

“Assignment” of the Licence or Frequency Authorisation to any entity or individual means granting the whole of the unexpired term of the licence to that entity or individual. An acquisition of a Frequency Authorisation/Licence of a network operator by a new entity translates into an assignment of the licence to the new entity. This requires the prior written approval of the Authority. “Authority” means the National Communications Authority established under the National Communications Authority Act, 2008, Act 769.

“EC Act” means the Electronic Communications Act, 2008, Act 775.

“Fees and Charges” shall mean the applicable fees and charges under the Fees and Charges (Miscellaneous) Act for the time being in force.

“ITU” International Telecommunications Union

“L.I. 1991” means the Electronic Communications Regulations, 2011, L.I. 1991.

“Mergers & Acquisitions” means the sale, transfer, charge or otherwise dispose of significant interest in an Licence/Frequency Authorisation/entity to a new person or entity.

“Person” refers to a legal person, which could be an individual or a body corporate

“Service Provider” has the same meaning as provided in the Electronic Communications Act, 2008, Act 775.



## 1.0 INTRODUCTION

The Guidelines are issued by the National Communications Authority in exercise of the powers conferred by Section 3(r) of the National Communications Authority Act, 2008 (Act 769).

It is the Authority's objective to have a clear regulatory framework for the industry and investors in order to assist parties concerned to make informed decisions on merger and acquisition activities particularly as they relate to network operators.

As a result, the NCA has developed these Guidelines for dealing with mergers or acquisitions of communication entities and other related matters.

## 2.0 UNDERLYING PRINCIPLES OF THE GUIDELINES

2.1 The Authority is mandated by Section 3(e) of the National Communications Act, 2008, Act 769 to ensure fair competition among Licensees, operators of communications networks and service providers of public communications.

2.2 The Authority considers competition policy as a means to enhance economic efficiency and free trade, thereby benefiting consumers.

2.3 In carrying out its mandate, the Authority is eager to avoid a monopoly being created in the industry. It seeks to identify and challenge competitively harmful mergers while avoiding unnecessary interference with mergers that are either competitively beneficial or neutral.

## 3.0 OBJECTIVES OF THE GUIDELINES

3.1 The Guidelines outline the legal requirements, policy considerations, practices and enforcement policy of the National Communications Authority with respect to transfer of shares, mergers or acquisition of a communication entity.

3.2 The Guidelines are intended to explain how the Authority will apply and enforce the provisions on transfer of shares, mergers or acquisitions outlined in its Licences and Authorisations to the extent that such transfer of shares, mergers or acquisitions have or are likely to have:

- a. The effect of substantially lessening competition in the telecommunications market; and
- b. A benefit to the public which outweighs any detriment that is likely to be constituted by any such effect.

3.3 The Guidelines also set out the processes required for the sale, transfer, assignment, charge or other disposition of a significant interest in a Licensee or Frequency Authorisation holder.

3.4 The Authority will not depart from these Guidelines without providing reasons in writing for doing so.

#### 4.0 SCOPE OF APPLICATION

- 4.1 The Guidelines cover the sale, transfer, charge, or other disposition of a significant interest in a Network Operator, Service Provider or Frequency Authorisation holder.
- 4.2 The Guidelines cover the merger or acquisition of a Service Provider or a Frequency Authorisation Holder.
- 4.3 It covers the assignment or transfer of a Licence or Frequency Authorisation from one communications entity to another.
- 4.4 It applies to every Licensee or Frequency Authorisation holder of the Authority.
- 4.5 The Guidelines are to be read in conjunction with the Act, the EC Act, Regulations and any other statutory laws and regulations that may be issued by the Authority from time to time.
- 4.6 The Guidelines do not apply to value added service providers as there is no need for the Authority's prior approval for mergers and acquisitions as provided in Regulation 60(2) of L.I. 1991 which states that the transfer of the business of a value added service provider is not subject to the consent of the Authority.
- 4.7 The Guidelines will however apply to an entity licensed/authorised under Section 7(1)(a) of the EC Act to provide value added service.

#### 5.0 OVERVIEW OF THE LEGAL PROVISIONS

These Guidelines are premised on Sections 5 and 10 of the Electronic Communications Act 2008, Act 775.

- 5.1 On the assignment of Licences, Section 5 of the Electronic Communications Act 2008, Act 775 provides that:
- (1) (b) A network operator shall not assign the licence without the prior approval of the Authority.
  - (2) A person who has a significant interest in a network operator or service provider shall not sell, transfer, charge or otherwise dispose of that interest or any part of that interest in the network operator or service provider unless notice is given to the Authority thirty days before the proposed transactions.
  - (3) A network operator or service provider shall not without first giving notice to the Authority:
    - (a) cause, permit or acquiesce in a sale, transfer, charge or other disposition of a significant interest,
    - (b) issue or allot any shares or cause, permit or acquiesce in any other reorganisation of that network operator's or service provider's share capital that results in:
      - (i) a person acquiring a significant interest in that network operator or service provider, or
      - (ii) a person who already owns or holds a significant interest in the Network Operator or Service Provider increasing or decreasing the size of that persons interest,
  - (4) A person who acquires a significant interest in a Network Operator or Service Provider shall notify the Authority within fourteen days of the acquisition.
  - (5) Despite this section, where a sale, transfer, charge or other disposition referred to in subsection (2) is as a result of an internal reorganisation of a network operator or service provider,



- (a) the notification to the Authority under subsection (4) is not required, and
- (b) the network operator or service provider shall, as soon as reasonably practicable, notify the Authority of the nature and extent of the sale, transfer, charge or other disposition.

5.2 On the assignment of Frequency Authorisations, Section 10(1) (c), (2), (3) and (4) of the Electronic Communications Act 2008, Act 775 provides that:

- (1)(c) A holder of a frequency authorisation shall not assign the frequency authorisation without the prior written approval of the Authority.
- (2) A person who has a significant interest in the holder of a frequency authorisation shall not sell, transfer, charge or otherwise dispose of that interest, or any part of that interest, unless that person gives the Authority at least thirty days' notice in writing before the proposed transaction.
- (3) A holder of a frequency authorisation shall not without at least thirty days' notice to the Authority;
  - (a) cause, permit or acquiesce in a sale transfer, charge or other disposition of a significant interest in the holder, or
  - (b) issue or allot any shares or cause, permit or acquiesce in any other re organisation of its share capital that results in:
    - (i) a person acquiring a significant interest in the holder, or
    - (ii) a person who already has a significant interest in the holder, increasing or decreasing the size of that interest.
- (4) The written approval of the Authority is not required where a sale, transfer, charge or other disposition is the result of an internal reorganisation of a body corporate and does not constitute ultimate transfer of control of a holder but the holder shall, as soon as is reasonably practicable, notify the Authority of the nature and extent of the sale, transfer, charge or other disposition.

5.3 The foregoing means that where the sale, transfer, charge or other disposition will result in an ultimate transfer of control of a holder, the transaction shall require the prior written approval of the Authority. Where the transaction does not result in an ultimate transfer of control of a holder, the holder still has a duty to notify the Authority of the nature of the arrangement as soon as is reasonably practicable.

5.4 Mergers, Acquisitions and Transfer of Shares in network operators or frequency authorisation holders would most likely create a situation where a significant interest would be transferred/allotted by one company and/or individual to another. Entities and/or individuals desirous of pursuing mergers, acquisitions and transfers would have to notify the NCA and obtain the relevant approvals for the transaction.

5.5 Regulation 4 (2) of L.I. 1991 provides as follows:

"In furtherance of the principles of fair competition and transparency in the operations of electronic communications, any transfer of shares, merger or acquisition of a communications entity shall be subject to the prior written approval of the Authority".



## 6.0 POLICY REASONS FOR THE AUTHORITY'S PRIOR WRITTEN APPROVAL

- 6.1 The licence constitutes a contract between the Authority and the Licensee. The Authority undertakes a rigorous procedure before issuing a licence to an entity or individual. It is imperative that the Authority approves the new entity acquiring the unexpired term of the licence.
- 6.2 The Authority must establish the following requirements:
- Conduct due diligence on the new entity, particularly in respect of its technical, financial capabilities, issues of defaults and delinquencies among others.
  - Ensure that the new entity can deploy the service under the licence
  - Ensure that the new entity will comply with the terms and conditions of the licence
  - Ensure that the merger or acquisition will not substantially lessen competition in a market

## 7.0 COMPLIANCE WITH PROVISIONS OF THE COMPANIES ACT, 2019 (ACT 992)

- 7.1 Companies and persons desirous of pursuing Mergers, Acquisitions and Transfers shall, in addition to these Guidelines, comply with the requirements of relevant Sections of the Companies Act, 2019 (Act 992).

## 8.0 PROCEDURES FOR TRANSFERS

### 8.1 Transfer of Shares

- 8.1.1 Where a holder of a significant interest in a network operator, service provider or frequency authorisation holder wants to sell, transfer, charge or otherwise dispose of significant interest to a new person or entity, the holder of the significant interest shall first seek the Authority's approval by applying for the Authority's prior approval.
- 8.1.2 The application shall be submitted by the holder of a significant interest in a network operator or service provider and shall complete the NCA FORM AP021 (See Schedule 1) and submit it to the Authority.
- 8.1.3 Where applications are signed by representatives of a holder of a significant interest, such representatives shall produce written proof that they are authorised to act accordingly.
- 8.2 Procedure for the Assignment/Transfer of a Licence or Frequency Authorisation
- 8.2.1 Where a Licensee or a frequency authorisation holder wants to assign its licence or frequency authorisation, the Licensee shall complete the NCA FORM AP020(See Schedule 2) and submit it to the Authority.
- 8.2.2 Every required information on the prospective assignee and transferor shall be provided by the Licensee or frequency authorisation holder.
- 8.2.3 Assignment/ transfer of a licence/frequency authorisation covers the unexpired term of the licence/authorisation.
- 8.2.4 The date of validity of the assigned licences/frequency authorisation shall be as per the licence/authorisation.

### 8.3 Merger or Acquisition of a Communication Entity

- 8.3.1 Most merger and acquisition activities do not raise competition concerns. They are normal business activities and they perform an important function in the efficient operation of the economy.
- 8.3.2 They allow entities to achieve efficiencies such as economies of scale, synergies and risk reading. However, in some cases a merger could have an anti-competitive effect by changing the structure of the market in such a way, as to diminish the incentives to compete.



**9.0 EVALUATION OF THE PROPOSED TRANSACTION**

- 9.1 The National Communications Authority shall be notified of any proposal for merger or acquisition in compliance with Sections 5 and 10 of the EC Act by the completion of NCA Form AP020 (See Schedule 2).
- 9.2 Where licence conditions dictate that the prior written approval of the Authority shall be sought, the network operator, service provider or frequency authorisation holder shall comply with the licence or authorisation conditions.
- 9.3 The analysis of any particular merger or acquisition will require consideration of the merger or acquisition against the particular facts of the case.
- 9.4 An assessment of a merger or acquisition for any anti-competitive effects requires:
- a. An identification of the relevant market.
  - b. An assessment of whether the transaction has or is likely to have the effect of substantially lessening competition in that market.
  - c. The level of market concentration in a telecommunications market.
  - d. The likelihood that the change would result in the Licensee being able to significantly and substantially increase prices of profit margins.
  - e. The dynamic characteristics of a telecommunications market, including growth, innovation, choice of technology, product differentiation and value for money.
  - f. The likelihood that the change would result in the removal from a telecommunications market of a vigorous and effective competition.
  - g. The extent to which effective competition remains or would remain in a telecom market after the change.
  - h. The extent to which substitutes are available in the telecom market.
  - i. The protection of businesses and consumers against transactions that may harm competition.

**10.0 SUBSTANTIAL LESSENING OF COMPETITION TEST**

- 10.1 Competition is the process through which firms compete to win customers based on price, quality, service or any other dimension of competition. This includes innovation competition between firms to introduce demand-enhancing new products or cost-reducing production processes.
- 10.2 The substantial lessening of competition test exists to protect the competitive process. It is not focused on protecting individual firms.
- 10.3 The substantial lessening of competition test is a relative standard. The test is whether the merged firm's market power would increase relative to the merged firm's market power without the merger. That is, has the firm's market power moved along the spectrum away from perfect competition towards a monopoly?
- 10.4 Market power is the ability to raise price profitably and sustainably above competitive levels.
- 10.5 A lessening of competition which includes a hindering and/or prevention of competition or an increase in market power may manifest in a number of ways including higher prices or reduced services.



- 10.6 Only a lessening of competition that is substantial is prohibited. A lessening of competition will be substantial if it is real, of substance or more than nominal. What constitutes a substantial lessening of competition is a matter of judgement and depends on the facts of each case.

**11.0 REQUIREMENTS OF MERGING OR ACQUIRING PARTIES**

- 11.1 The Authority shall obtain substantial information from the merging or acquiring parties. This information can take the form of documents, testimony or data and can consist of descriptions of competitively relevant conditions or reflect actual business conduct and decisions.
- 11.2 The business decisions taken by the merging or acquiring parties can be informative about industry conditions.
- 11.3 Explicit or implicit evidence that the merging or acquiring parties intend to raise prices, reduce output or capacity, reduce product quality or variety, withdraw products or delay their introduction, or curtail research and development efforts after the merger or explicit or implicit evidence that the ability to engage in such conduct motivated the merger can be highly informative in evaluating the likely effects of a merger.
- 11.4 The Merging Parties shall submit information on customer integration, employee integration and redundancy packages where the merger or acquisition will result in redundancies.

**12.0 DUE DILIGENCE STAGE (REQUIREMENTS FOR TRANSFERS, MERGERS AND ACQUISITIONS)**

- 12.1 The Authority shall conduct due diligence on the new communication entity to ensure the following:
- a. that the new entity has complied with all legal requirements in respect of the Companies Act, 2019 (Act 992).
  - b. ensure that after the merger or acquisition or transfer of the licence to the entity, where applicable there still remains a minimum of 30% Ghanaian ownership in the resultant company.
  - c. ensure that the new communication entity will comply with all regulatory requirements. This could translate into the new communication entity signing a letter of commitment to abide by all legal and regulatory conditions as well as ITU Requirements.
  - d. ensure that the new entity is technically and financially capable to deploy and expand the service under the licence or frequency authorisation.
  - e. ensure that the Licensee or Authorisation holder pays all licence fees and/or frequency authorisation fees as they fall due.
  - f. ensure that in respect of a transfer of a broadcasting frequency authorisation, the transfer does not result in a concentration of media ownership in a single entity thereby limiting media pluralism. To this end, no single entity shall be allowed to own more than three broadcasting stations in the same market.
  - g. Licences/Authorisations held by the Merging Entities shall be merged and held by the Merged Entity.
  - h. the date of expiry of the Licence/Authorisation to be held by the Merged Entity shall be the latter date on the Licence/ Authorisation of the Merged Entities.
  - i. ensure that either or both parties comply with all Licence/Authorisation conditions including payment of all regulatory and spectrum fees.
  - j. ensure that all sanctions/violations of Licence/Authorisation conditions have been remedied or adequate provisions have been made to rectify them.
  - k. submit Board Resolutions from both entities in support of the transaction.



- l. submit undertaking/undertakings or resolutions from all shareholders of the transferee and seller confirming support for the transaction.
- m. submit incorporation documents of the new entity/merging entities.
- n. provide a list of affiliated companies.

### 13.0 FEES AND CHARGES

- 13.1 The Authority shall charge the approval fees for Mergers, Acquisitions and Transfers for the time being in force.
- 13.2 The approval fees shall only be payable if the sale, transfer, charge or other disposition results in an ultimate transfer of control of a holder of Licence or Frequency Authorisation.
- 13.3 The approval fees shall not be applicable where the transferee and transferor company are owned by the same shareholder or shareholders.
- 13.4 In addition to the approval fee, if the Licensee/Authorisation Holder holds part of a spectrum which has been assigned against the entry fee, the resultant merged entity at the time of merger shall pay to the Authority the differential between the entry fee and the market determined price of spectrum from the date of approval of such arrangements by the Authority on a pro-rata basis for the remaining period of validity of the Licence/Authorisation.
- 13.5 The spectrum usage charge as prescribed by the Authority from time to time on the total spectrum holding of the resultant entity shall also be payable.
- 13.6 All outstanding fees, charges and sanctions if any relating to the Licensee/ Authorisation Holder must be cleared by the merging/transferring parties before issuance of approval for the merger/acquisition.
- 13.7 All other outstanding regulatory obligations relating to the Licensee/ Authorisation Holder must be cleared by the merging/transferring parties before issuance of approval for the merger/acquisition.
- 13.8 The Authority shall process a request for Merger or Acquisition, take a decision and communicate its decision to the Applicant/Applicants within a period of Six (6) Months from the date of receipt of the request.





**B01 DETAILS OF LICENSEE /FREQUENCY AUTHORISATION HOLDER**

a) Applicant's Name (Registered Business Name): \_\_\_\_\_

b) Type of Organisation  Application Recommended  Application Not Recommended  
Remarks: \_\_\_\_\_

a. Company  Government  Specify Unit/Agency: \_\_\_\_\_

c) Physical Address: \_\_\_\_\_

d) Postal Address: \_\_\_\_\_

e) Email: \_\_\_\_\_

f) Tel: \_\_\_\_\_ Cell Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

**B02 CONTACT PERSON'S DETAILS**

a) First Name: \_\_\_\_\_

b) Last Name: \_\_\_\_\_

c) Identification Document: \_\_\_\_\_ Date: \_\_\_\_\_

d) Identification Document No: \_\_\_\_\_

e) Physical Address: \_\_\_\_\_

f) Postal Address: \_\_\_\_\_

g) Email: \_\_\_\_\_

h) Tel: \_\_\_\_\_ Cell Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

i) Position in Organisation: \_\_\_\_\_

**B03 DETAILS OF TRANSFEREE**

a. Name Of Transferee  
\_\_\_\_\_

- b. B. Incorporation documents
- c. C. Business plan
- d. Programme plan
- e. Reason for the transfer

Name.....

Signature.....

Date.....

DD/MM/YYYY

**BO4 FOR OFFICE USE ONLY**

**a) RECOMMENDATION**

Application Recommended  Application Not Recommended

Remarks: \_\_\_\_\_

Application Reviewed By \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Name: \_\_\_\_\_

**b) APPROVAL**

Approved \_\_\_\_\_

Not Approved \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Name: \_\_\_\_\_

**DIRECTOR, LEGAL ADMINISTRATION**

**FOR: DIRECTOR GENERAL**

**NB: All fees are payable in Ghana Cedis**





**BO1 BACKGROUND INFORMATION ON ENTITIES**

Before completing this form, please ensure that you have read and understood the explanatory notes. Comply with all the requirements listed for the application of this service. A copy of the explanatory notes may be found on our website: [www.nca.org.gh](http://www.nca.org.gh)

Item	Entity 1/Acquirer			Entity 2/Target			
	Private	Public	Other (please specify)	Private	Public	Other (please specify)	
1a	Name (Registered Business Name)						
1b	Type of Organisation (please tick where applicable)	Private	Public	Other (please specify)	Private	Public	Other (please specify)
1c	Current Ownership or Shareholding Structure						
1d	Physical Address						
1e	Postal Address						
1f	E-mail Address						
1g	Official Telephone						
1h	No. of Employees (Permanent)						
1i	No. of Employees (Part-time/Casual)						
1j	No. of Employees (Expatriate)						
1k	Total Number of Subscriptions – Individual						

**BO2 DETAILS OF COMMUNICATIONS SERVICE LICENCE/AUTHORISATION**

Item	Entity 1/Acquirer	Entity 2/Target
2a	Type of Licence/Authorisation	
2b	Date of Licence/Authorisation	
2c	Duration of Licence/Authorisation	
2d	Expiry Date of Licence/Authorisation	
2e	Assigned Frequency/Spectrum – 1	
2f	Assigned Frequency/Spectrum – 2	
2g	Assigned Frequency/Spectrum – 3	



**B03 APPROVED CONTACT PERSONS/REPRESENTATIVES**

	Item	Entity 1/Acquirer	Entity 2/Target
3a	Contact Person		
3b	First Name		
3c	Last Name		
3d	Position in Organisation		
3e	Nationality		
3f	Identification Type		
3g	Identification No.		
3h	E-Mail		
3i	Business Telephone		
3j	Mobile Phone		

**B04 DETAILS OF MERGED ENTITY**

	Item	Entity
4a	Proposed Name (if available)	
4b	Physical Address	
4c	Postal Address	
4d	E-mail	
4e	Telephone	

**B05 SUPPORTING DOCUMENTATION**

- |    |   |  |
|----|---|--|
| a. | Incorporation Documents   |  |
| b. | List of Subsidiary Companies of each Merging Entity   |  |
| c. | Copies of Annual Accounts for the last three years  |  |
| d. | Authorisation Letter for Entity Representatives   |  |
| e. | Details of the transaction between the merging entities (Terms & Conditions)  |  |
| f. | Purpose and Rationale for Merger  |  |
| g. | Proposed Ownership/Shareholding Structure   |  |
| h. | Business Plan   |  |
| i. | Programme Plan/Road Map   |  |
|    | <ul style="list-style-type: none"> <li>• Network integration &amp; spectrum usage</li> <li>• Numbering resources</li> <li>• Employee integration</li> <li>• Customer integration</li> <li>• Customer communication</li> </ul> |  |

**B06 DECLARATION AND ENDORSEMENT**

The merging entities declare to the best of their knowledge and belief that the information given in this application is true, correct and complete. They also declare that the supporting documents submitted with this Application Form are true and complete.

The application is thus signed by and on behalf of the entities by the duly authorised representative.

Item	Entity 1	Entity 2
Name		
Signature		
Date		



**FOR OFFICE USE ONLY**

**RECOMMENDATION**

Application Recommended

Application Not Recommended

Remarks:

\_\_\_\_\_  
\_\_\_\_\_

**Application Reviewed By (Chair of Review Committee):**

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name: \_\_\_\_\_

**Supervised By:**

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name: \_\_\_\_\_

**Director General:**

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name: \_\_\_\_\_

**c) DECISION**

Application Approved

Application Declined

**d) REASON FOR THE DECLINE**

.....  
.....  
.....  
.....

Signature: \_\_\_\_\_

Date: \_\_\_\_\_  
DD / MM / YYYY

Name: \_\_\_\_\_

**NB: All fees are payable in Ghana Cedis**

**DEFINITIONS (NCA FORM AP020)****B01 BACKGROUND INFORMATION ON MERGING ENTITIES**

1a	Name (Registered Business Name)	Registered name of the entity at the Registrar General's Department.
1b	Type of Organisation	
	Company	A limited liability entity.
	Government	An entity established by a statutory enactment.
1c	Current Ownership or Shareholding Structure	Details of the amount of shares owned by all shareholders. In the case of a public company, details of shareholders with a minimum of 5% shares should be provided.
1d	Physical Address	Physical location of the registered office of the entity.
1e	Postal Address	Postal address of entity
1f	Email Address	Email address of the authorised representative of the entity
1g	Official Telephone	Telephone number of the entity or the authorised representative
1h	No. of Employees (Permanent)	Total number of individuals currently employed permanently by the entity
1i	No. of Employees (Part-time/Casual)	Total number of individuals currently employed on part-time or contract basis by the entity
1j	No. of Employees (Expatriate)	Total number of foreigners currently employed by the entity
1k	Total Number of Subscribers – Individual	Total number of non-business subscribers
1l	Total Number of Subscribers - Business	Total number of business subscribers



**B02 DETAILS OF COMMUNICATIONS SERVICE LICENCE/AUTHORISATION**

2a	Type of Licence/Authorisation	The type of Licence(s) or Authorisation(s) issued to the entity by the National Communications Authority.
2b	Date of Licence/Authorisation	The effective date(s) of the Licence(s)/Authorisation(s) issued to the entity by the National Communications Authority.
2c	Duration of Licence/Authorisation	The duration of the Licence(s)/Authorisation(s) issued to the entity by the National Communications Authority.
2d	Expiry Date of Licence/Authorisation	The expiry date(s) of the Licence(s)/Authorisation(s) issued to the entity by the National Communications Authority.
2e	Assigned Frequency/Spectrum - 1	The frequency assignment and the bandwidth (frequency for the radio access network).
2f	Assigned Frequency/Spectrum - 2	The frequency assignment and the bandwidth (frequency for the radio access network).
2g	Assigned Frequency/Spectrum - 3	The frequency assignment and the bandwidth (frequency for the radio access network).

**Notes to Application Form (NCA Form AP020)**

1. The Application Form must be completed and signed by merging parties and three copies submitted.
2. There should be a joint Cover Letter from the merging entities.
3. In addition, the Application Form should come with separate Commitment Letters from each merging party, committing to the merger process. The Commitment Letter should be signed by the Chairman of the Board of Directors.
4. National IDs should be valid at the time of submission of the Application Form. IDs to be used are:
  - a. Driving Licence
  - b. Passport
  - c. Voter's ID Card
  - d. National Identification Card
5. Payment is to be made by Bankers' draft to the National Communications Authority. Note that payment is non-refundable.
  - a. The Application Form is to be accompanied with Certified True Copies of the Business Incorporation Documents. Merging Entities are required to indicate the Type of Company; Government Entity or Private Organisation. In the case of private companies, applicants are required to indicate further the type of Incorporation of the entity.
6. Three (3) Certified True Copies of the Annual Reports of each of the Merging Entities are to be submitted.
7. Each Merging Entity is required to submit a letter authorising nominated individuals to be their representatives

- and giving them the power of attorney to sign the Application Form on their behalf. Their duly nominated representative will also be the main contact persons in respect of all proceedings related to the Merger.
8. The document covering the terms and conditions of the transaction should be included in the submission to the Authority.
  9. The Purpose and Rationale for the Merger should highlight the main issues leading up to the merger and the intended benefits of the transaction.
  10. It will be required for the merging entities to submit the Proposed Ownership/Shareholding Structure.
  11. The Business Plan should include the:
    - a. Proposed Organisational Structure of proposed merged entity (include educational and technical background as well as experience of key personnel such as CEO/Managing Director, Chief Technology Officer, Chief Information Officer, Chief Financial Officer, Chief Marketing Officer, etc as may be applicable).
    - b. Forecasted Financial Statements for the first three (3) years of operation, to include:
      - i. Income Statement
      - ii. Balance Sheet
      - iii. Cash flow Statement.
  12. The Programme Plan/Road Map required should be SMART and be:
    - a. Detailed as much as possible
    - b. Practicable
    - c. Indicate areas of potential challenges
    - d. Indicate excess resources which merged entity may consider giving up.
  13. Entities are required to list in full all assigned Spectrum and Frequencies.
  14. Entities are required to list in full all assigned blocks of Numbers.
  15. The Employee Integration plan should include the proposed management of the merged entity, potential job cuts, compensation plan for redundant staff, etc.
  16. The Customer integration plan should state the strategy to bring customers of the merging parties unto one platform. Also, it should include measures put in place to sustain all the services and tariff plans that existing customers of each party in the merger has subscribed to. Any variations of existing subscriptions must be indicated with the accompanying mitigation plan.