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1. Fintech regulatory framework: a summary of the most relevant laws and regulations concerning fintech and financial innovation

The Bank of Ghana (BOG) is the primary institution responsible for regulating fintech business in Ghana. BOG is mandated to grant licences and authorisation to banking and non-banking institutions that offer financial solutions using technology, including payment system services and electronic money issuers.

The main laws that regulate fintech in Ghana are as follows.

Virtual Asset Service Providers Act, 2025 (Act 1154)

The Virtual Asset Service Providers Act, 2025 (Act 1154) (the 'VASP Act') has been enacted to regulate the provision of virtual asset services in or from Ghana¹ and to provide for related matters. It is the main regulatory framework for virtual asset services in Ghana. The Act establishes a registration, licensing and supervisory framework for virtual asset service providers, with BOG and the Securities and Exchange Commission (SEC) acting as the relevant regulatory authorities.²

The Act applies to a virtual asset service provider (VASP) that provides a virtual asset service in or from Ghana. Virtual asset services includes the provisions of virtual asset dealing services, exchanges and trading platforms, wallet services, payment processing, issuances, tokenisation, exchange-traded funds, management services, investment advisory, brokerage, advocacy, mining/validating services, lending and borrowing services, and innovative services. Virtual asset services also includes any activity involving: (1) an exchange between virtual assets and fiat currencies; (2) an exchange between one or more forms of virtual assets; (3) a transfer of virtual assets; (4) the safekeeping or administration of virtual assets; and (5) the participation in or provision of financial services relating to an offer of an issue or sale of virtual assets.

The VASP Act does not apply to a digital representation of fiat currency, securities or any other financial asset regulated under existing law, a digital currency issued by BOG or another central bank, a virtual service token, or any other digital representation of value or right that may be determined by the relevant regulatory authority.³

A VASP is required to register and obtain either a virtual asset service licence⁴ or a sandbox licence⁵ in order to provide or purport to provide a virtual asset service in or from Ghana. The VASP Act specifies in the nature of services requiring registration, licensing, both registration and licensing, or, in limited cases, a sandbox licence.

Where the virtual asset service relates to securities, the service provider is required to register with or obtain a licence from the SEC.

A person qualifies to apply for registration, a virtual asset service licence or waiver if the person is a company incorporated under the Companies Act, 2019 (Act 992), a partnership established under

1 Section 1, VASP Act.

2 S 2, *ibid*.

3 S 1(2), *ibid*.

4 S 6, *ibid*.

5 Ss 43–50, *ibid*.

the Incorporated Private Partnership Act, 1962 (Act 152) or a non-Ghanaian company registered as a branch/external company in Ghana.

Registration and licences are valid for 12 months and subject to renewal.⁶ Existing VASPs are required to apply for registration, a licence or a waiver within 90 days after the coming into force of the VASP Act.⁷ Prior approval of the relevant regulator is required in order to acquire or transfer five per cent or more of the shares in a VASP.

A VASP that is not registered, licensed or granted a waiver is liable to a fine of not less than GHS 240,000 (approximately US\$20,000) and not more than GHS 12m (approximately US\$1m) or to a term of imprisonment of not less than six months and not more than ten years.⁸

VASPs are required to:

- maintain a registered office in Ghana;⁹
- have at least three directors including at least one independent director;¹⁰
- satisfy fit and proper requirements¹¹ for senior officers, trustees, beneficial owners and shareholders; and
- comply with requirements on capital adequacy, solvency, insurance, protection of client assets and data, disclosures, accounts and audits, capital, solvency and insurance, anti-money laundering/counter-financing of terrorism (AML/CFT) and proliferation financing (PF), consumer protection, business continuity and cybersecurity.

A relevant regulator, having regard to the risk associated with the virtual asset service being provided, may require a VASP who does not have an individual director resident in the country to have an individual director resident in the country.¹²

VASPs are required to provide notice to the relevant regulators where in another jurisdiction, it: (1) obtains a virtual asset service licence; (2) opens an office, subsidiary or establishes a presence in another jurisdiction; or (3) is under investigation, or litigation proceedings are brought against it or a penalty is imposed or an enforcement action taken.¹³

Payment Systems and Services Act 2019 (Act 987)

The Payment Systems and Services Act sets out the licensing requirements for the payment systems and payment service providers including a minimum of 30 per cent Ghanaian equity participation

⁶ Ss 13, 20 and 45(4), *ibid.*

⁷ S 74, *ibid.*

⁸ S 6(7), *ibid.*

⁹ S 21, *ibid.*

¹⁰ S 23, *ibid.*

¹¹ S 24, *ibid.*

¹² S 23(2), *ibid.*

¹³ S 22(1), *ibid.*

and minimum capital requirements ranging from GHS 800,000 to GHS 20m (approximately US\$66,000 to US\$1.6m) dependent on the licence type.

A licence is valid for five years and subject to renewal. A fintech company that operates without a licence is liable to a fine ranging from GHS 30,000 to GHS 84,000 (approximately US\$2,500 to US\$7,000).

Payment system providers are required to have a minimum of three directors, two of whom (including the chief executive officer) must be resident in Ghana. The Act also provides for minimum customer due diligence requirements. In addition, fintech companies are required to retain records for a minimum of six years from date of creation of record.

The constitution of fintech companies should clearly state their respective activity: eg, payment service provider or dedicated electronic money issuer. The constitution of electronic money issuers should include a provision that electronic money owed to customers are held in trust and shall not be encumbered in case of insolvency or liquidation. Electronic money issuers are required to keep 100 per cent of the electronic money float in liquid assets.

Electronic Transactions Act 2008 (Act 772)

This Act regulates all types of electronic transactions including the activities of fintech companies. The Act prohibits fintech companies from sharing or selling addresses and account numbers of customers without their consent and sending unsolicited electronic communications to a customer without consent. Further, electronic commercial communication sent to a customer must provide the customer with the option to unsubscribe from the mailing list.

For purposes of facilitating proof of authenticity, fintech companies using digital signatures must ensure that: (1) the means of creating the signature is linked to the signatory and not any other party; (2) the means of creating the digital signature is, at the time of signing, under the control of the signatory and not another person without duress or undue influence; and (3) an alteration to the signature after signing is detectable.

Data Protection Act 2012 (Act 843)

Fintech companies are required to register with the Data Protection Commission to process the personal data of their customers. Failure to register constitutes an offence and the company will be liable to pay a fine of up to GHS 3,000 (approximately US\$250).

For fintech companies doing business to register as controllers with the Data Protection Commission, they must be incorporated in Ghana. An application for licensing from BOG must also be accompanied by a valid registration certificate issued by the Data Protection Commission.

In Ghana, the processing of a customer's personal data must be necessary for the purpose of a contract, authorised by law, protect a legitimate interest, necessary for the proper performance of a statutory duty or to pursue the legitimate interest of the company or third party to whom data is supplied. Customers' data cannot be sold or shared without their consent except in relation to

credit bureaux, where such data relates to details of a loan which is past due by over 90 days or information on a person involved in financial malpractices.

Anti-Money Laundering Act 2020 (Act 1044)

Under the Anti-Money Laundering Act, 2020 (AML Act), fintech companies are required to formulate and implement policies to prevent money laundering, the financing of terrorism or the proliferation of weapons of mass destruction, tax evasion or commission of any other unlawful activity, and keep records of customers and transactions. Fintech companies are required to appoint an AML reporting officer, who is responsible for liaising with BOG and the Financial Intelligence Centre in filing suspicious transaction reports, and in ensuring compliance with the AML Act and internal policies.

The AML Act mandates fintech companies to verify customers' identities through customer due diligence and know your customer (KYC) measures. Fintech companies are also required to: (1) put in measures to identify politically exposed persons by exercising enhanced identification, verification and customer due diligence procedures; and (2) take note of and report to the Financial Intelligence Centre within 24 hours all complex, unusually large transactions or an unusual pattern of transactions which do not have an apparent or visible economic or lawful purpose, and business relationships or transactions with persons or financial businesses, from or in countries which do not sufficiently apply the Financial Action Task Force (FATF) Recommendations.

BOG guidelines and notices

BOG intermittently issues notices and guidelines to govern fintech companies. Guidelines and notices have been introduced in relation to inward remittance payments, crowdfunding, consumer dispute resolution mechanisms, corporate governance requirements for payment systems service providers, mandatory registration of VASPs, and a directive for digital credit service providers, amongst others.

Notice on digital credit service providers

A fintech company seeking to operate as a digital credit service provider must obtain a digital credit services licence from BOG and establish a Ghana-based principal office with suitably qualified full-time officers.

A licence holder under the First Schedule of the Non-Bank Financial Institutions Act, 2008 (Act 774), must have at a minimum of 30 percent Ghanaian equity participation with no single person holding more than 90 per cent of the shares.

The Directive is tailored to the service of providing digital credit. Fintech companies engaged in other activities (eg, payment services, e-money issuance, foreign exchange) remain subject to separate licensing and regulatory frameworks, including the Payment Systems and Services Act and related BOG guidelines.

BOG announced a new phase in digital credit regulation where, starting 3 November 2025, BOG will begin accepting applications from entities seeking to operate as digital credit service providers. Existing lenders currently operating without a licence had until 30 June 2026, to complete their registration and meet all documentation requirements.¹⁴

2. Regulations on crypto assets: a summary of the legal framework regarding crypto assets and how they are regulated

Cryptocurrency and other virtual assets which were previously unregulated in Ghana are now regulated under the VASP Act, which applies to VASPs that provide virtual asset services in or from Ghana.

Under the VASP Act, a virtual asset is a digital representation of value that can be digitally traded or transferred and used for payment or investment purposes, but does not include a digital representation of fiat currency, securities or a central bank digital currency.¹⁵ Accordingly, although virtual assets are not treated as fiat currency or legal tender, activities involving virtual assets are now subject to a dedicated statutory regulatory framework in Ghana.

The relevant regulatory authorities under the VASP Act are BOG and the SEC.¹⁶ The relevant regulatory authorities are responsible for registering and licensing VASPs, supervising licence holders, sandbox licence holders and registered persons, and enforcing compliance with the VASP Act.¹⁷ The VASP Act also establishes a coordinating committee, comprising representatives of the BOG, the SEC, the Ministry responsible for Finance, the Cyber Security Authority and the Financial Intelligence Centre, to coordinate implementation of the VASP Act and cooperation with foreign counterparts and international standard-setting bodies.¹⁸

There are currently three authorisations granted by the relevant regulators. These are:

Registration

A person is required to apply for registration in any of the following circumstances: (1) before the coming into force of the VASP Act, the person is already engaged in the provision of a virtual asset service under the VASP Act for which registration is required; (2) the person seeks to provide a virtual asset service for which registration is required; (3) the person is a supervised person who has not been granted a waiver from registration; or (4) the person has been directed by a relevant regulatory authority to apply for registration.¹⁹

The specific virtual asset services for which registration (rather than a licence) is required include:

- non-custodial wallet services (registration with BOG);
- virtual asset issuance (registration with the SEC);

¹⁴ 'Bank of Ghana's new licensing rule for digital lenders' (Lendsqr, 10 November 2025), see <https://blog.lendsqr.com/bank-of-ghana-new-licensing-rule-for-digital-lenders/>.

¹⁵ S 73, VASP Act.

¹⁶ S 2(1), *ibid*.

¹⁷ S 3, *ibid*.

¹⁸ S 5, *ibid*.

¹⁹ Ss 7(a)-(d), *ibid*.

- asset tokenisation other than stablecoin issuance (registration with the SEC); and
- virtual asset advocacy (registration with both BOG and the SEC).

Virtual asset dealing services require both a licence and registration with BOG.²⁰ Registration is valid for a period of 12 months.²¹

Virtual asset service licence

A virtual asset service licence is required for higher-risk activities, including:

- virtual asset dealing services;
- custodial wallet services;
- virtual asset exchanges and trading platforms;
- payment processing;
- stablecoin issuance;
- exchange-traded funds;
- virtual asset management;
- investment advisory;
- brokerage; and
- virtual asset lending and borrowing services.²²

A virtual asset service licence is valid for a period of 12 months and is subject to renewal, with an application for renewal required not later than three months before expiry.²³

Sandbox licence

A sandbox licence is a temporary authorisation granted for innovative virtual asset services and virtual asset mining or validating activities²⁴ that require supervised testing before full-scale rollout.²⁵ A sandbox licence is temporary, granted for a period of up to one year and subject to periodic review as the relevant regulatory authority may determine.²⁶

²⁰ Schedule to the VASP Act.

²¹ S 13, VASP Act.

²² Schedule to the VASP Act.

²³ S 20(2), VASP Act.

²⁴ Schedule to the VASP Act.

²⁵ S 43(2)(a), VASP Act.

²⁶ S 45, *ibid.*

A registered person, a person who applies for a virtual asset service licence or a holder of a virtual asset service licence may be required upon the direction of the regulator to apply for a sandbox licence which may be granted where the relevant regulatory authority determines that:

- the virtual asset service represents an innovative use of technology or an innovative method of delivery that requires supervision and oversight not offered by a licence or registration under the Act or any other law;
- it is in the best interest of the public, supervised persons, licence holders, registered persons or the financial markets for the virtual asset service to be temporarily restricted or for specific requirements to be placed temporarily on the service;
- the virtual asset service uses or promotes technology or a method of delivery that may create systemic risk to the financial markets; or
- the virtual asset service poses a money laundering, terrorism financing or PF risk that is not properly mitigated under the Anti-Money Laundering Act, 2020 (Act 1044) or the VASP Act.²⁷ Upon the grant of the sandbox licence, the regulatory authority shall cancel the registration of the VASP or revoke the virtual asset service licence it holds.

A VASP is prohibited from providing or purporting to provide virtual asset services in or from Ghana unless that person is registered under the VASP Act, holds a virtual asset service licence issued under the VASP Act, or has been granted a waiver by the relevant regulatory authority.²⁸ Individuals are also prohibited from providing or purporting to provide virtual asset services as a business or in the course of business.²⁹

VASPs are subject to ongoing regulatory requirements, including:

- maintaining a registered office in Ghana;
- giving prescribed notices to the relevant regulatory authority;
- providing only approved virtual asset services;
- protecting client assets and data;
- ensuring accurate communication and disclosures;
- preparing accounts;
- meeting capital, solvency and insurance requirements;
- implementing AML/CTF and PF controls;
- maintaining consumer protection and whistleblowing arrangements;

²⁷ S 43, *ibid.*

²⁸ S 6(1), *ibid.*

²⁹ S 6(5), *ibid.*

- ensuring business continuity; and
- maintaining cybersecurity measures.

In addition, VASPs must comply with the AML Act and, when performing a transfer of virtual assets, collect and maintain information on the beneficiary and originator of the transfer in accordance with the applicable AML requirements and any additional measures specified by the relevant regulatory authority.

There are no specific tax laws in relation to cryptocurrency in Ghana. General tax laws in Ghana (including on income taxes, capital gains tax) apply to cryptocurrency. The Ghana Revenue Authority (GRA) has confirmed that all profits and gains made in relation to cryptocurrency are to be taxed in Ghana and that cryptocurrency traders in Ghana are not exempt from taxation. The GRA has also indicated that it is preparing to roll out new digital tools to monitor gains from virtual assets.

3. Payment service providers and digital wallets: a summary of regulations applying to payment service providers and/or digital wallets.

The Payment Systems and Services Act is the main regulatory framework for payment service providers (PSPs) and digital wallets. It provides the requirements that need to be met by PSPs and electronic money issuers. The Act provides that no company shall operate a payment system without a payment system licence from BOG. There are currently six categories of PSP licences issued by BOG. These are:

Dedicated electronic money issuer licence

This licence allows a PSP to engage in the issuance of electronic money, the recruitment and management of agents and the creation and management of digital wallets. It also allows the licence holder to engage in wallet-based domestic money transfers, including transfers to and from bank accounts, cash-in and cash-out transactions, investments, savings, credit, insurance and pension products (in partnership with banks and duly regulated financial institutions), mobile money merchant acquisition and the termination of inbound international money transfers.

PSP scheme licence

This licence allows a PSP to engage in switching and routing payment transactions and instructions, the authorisation and settlement of requests from merchants acquiring and issuing banks, and engaging in domestic card brand associations.

PSP standard licence

This licence allows a PSP to set up mobile payment applications and solutions for credit, savings and investment products. This is reserved for Ghanaians and wholly-owned Ghanaian entities.

PSP medium licence

This licence allows a PSP to perform all activities of a standard licence holder. It also permits a PSP to engage in payment aggregation which is connected to an enhanced PSP, as well as biller or merchant aggregation. In addition, it allows a PSP to engage in the training and support of merchants, printing of non-cash payment instruments, development of market platforms, engaging in mobile payment apps and the deployment of POS systems which are all connected to an enhanced PSP.

PSP enhanced licence

This licence allows a PSP to perform all activities of a medium licence holder. It also allows a PSP to provide a marketplace for financial services offered by duly regulated financial service providers, engage in the aggregation of merchant and processing payment services, the provision of hardware and software and the printing and personalisation of Europay, Mastercard and Visa (EMV) cards. It also allows the PSP to provide inward or international remittance services, merchant acquiring, point of sale (POS) deployment, payment aggregation, third-party payment gateway services and the provision of limited-use closed-loop virtual cards funded through refunds, rewards and a user's other accounts.

Payment and financial technology service provider

This licence allows a PSP to engage in digital product development, delivery and support services, credit scoring predictive analysis, AML/CFT centralised platforms, fraud management services, and KYC/customer due diligence authentication services. This licence allows the holder to connect with decentralised microfinance platforms (DEMLs), PSPs, banks and financial institutions. PSPs are regulated by the laws discussed in Section 1. In addition to these laws, where a PSP has foreign shareholders, the PSP must register with the Ghana Investment Promotion Centre and meet at least ten per cent Ghanaian equity participation. PSPs also have reporting obligations to BOG and are required to submit reports on liquidity, financial exposure, expenditure, assets, income, liabilities, affairs and any other matter that BOG may require.

4. Special support for fintechs: a description of special programmes supporting the fintech ecosystem, fintech startups (eg, regulatory sandboxes and accelerator programmes) and regulations regarding special support).

On 19 August 2022, BOG launched a regulatory and innovation sandbox developed in collaboration with EMTECH Service LLC. The regulatory and innovative sandbox seeks to encourage fintech initiatives by allowing startups to conduct live experiments under regulatory supervision prior to launching a product or service on the market. To be eligible, innovations must satisfy one of the following categories:

- new digital business models not currently covered explicitly or implicitly, under any regulation;
- new and immature digital financial service technology; and
- innovative digital financial services products that have the potential of addressing a persistent financial inclusion challenge.

The regulatory and innovative sandbox excludes solutions that do not provide additional or material value to existing payment and financial service solutions, and for which regulatory status can be determined without live testing in the marketplace.

It is open to all licensed financial institutions, including PSPs and dedicated electronic money issuers. To benefit from the regulatory sandbox, the applicant must apply online to BOG (at no fee) detailing the nature of the innovative product, service or business model, its readiness to be tested and an exit plan. After assessment, a successful applicant is issued with a letter of approval permitting testing for typically six months, subject to extension. Testing is monitored and evaluated periodically by the sandbox technical team; the applicant exits the sandbox after submission of a final testing report.

To facilitate testing, BOG may issue restricted authorisation exclusive to the sandbox entity, waive or modify an unduly difficult rule, or issue a 'no enforcement action letter' where there is uncertainty as to which regulatory requirements could be breached during the testing. Foreign companies must incorporate a subsidiary in Ghana and satisfy the 30 per cent Ghanaian equity requirement to be eligible to participate in the regulatory sandbox.

BOG opened the regulatory and innovative sandbox from 13 February 2023 to 14 March 2023 to admit the first cohort of participants. The first cohort window largely accepted innovations from certain priority areas including payments, remittances, crowdfunding and micro-lending. Over 20 fintech solutions have been tested through BOG's sandbox, covering remittances and digital microinsurance (among others) as of 2025.

The National Insurance Commission in 2024 also issued its sandbox directive to create an environment where insurers, insurtech, fintechs, and intermediaries can test new products, services and business models with real customers under specific limits before full-scale rollout. To apply, the company must ensure that the solution is market ready and should have assembled a core team, secured key partnerships, lined up the resources needed for live testing, and identified any specific legal provisions from which they may seek temporary exemptions.

The National Insurance Commission opens application windows in cohorts publicised on its website. An applicant is to submit the application form with supporting documentation once an invitation is issued. In 2024, the National Insurance Commission granted five insurtech sandbox innovation licences.

The regulatory landscape for sandbox activities has evolved significantly following the enactment of the VASP Act and the issuance of its supporting guidelines and directives.

The VASP Act introduced a dedicated statutory sandbox licence regime for virtual asset services. The Act allows a relevant regulatory authority, being BOG or the SEC, to direct a person who applies for registration or a virtual asset service licence, or who already holds such registration or licence, to apply instead for a sandbox licence.³⁰

In addition, the SEC, pursuant to its mandate under the Securities Industry Act, 2016 (Act 929) as amended, issued the Securities Industry (Regulatory Sandbox Licensing) Guidelines, 2026 ('SEC Guidelines') which establishes a comprehensive framework for the SEC's issuance of

³⁰ S 43, *ibid.*

regulatory sandbox licences in the capital market. The SEC Guidelines are designed to facilitate controlled, live testing of innovative capital market activities, products, services, business models, market infrastructure and related services, including those involving virtual or digital assets and other emerging technologies, within a risk-based, proportionate and technology-neutral regulatory framework.

Under the SEC Guidelines, eligibility for a regulatory sandbox licence requires the applicant to have legal capacity, operational capability and financial resources commensurate with the nature, scale and risks of the proposed sandbox activity, and to satisfy all fit and proper criteria prescribed by the SEC.³¹ Applicants must submit a detailed testing plan setting out clear objectives, methodologies, timelines, user limits, transaction caps and geographic scope.³² Where the proposed innovation involves virtual or digital assets, distributed ledger technology or similar technological arrangements, the applicant must demonstrate a clearly defined custody or asset control model, governance arrangements for private key management, systems for transaction monitoring and blockchain analytics, and full disclosure of all material third-party service providers.³³

The SEC Guidelines impose specific requirements on foreign VASPs seeking sandbox admission. A foreign VASP must provide satisfactory evidence that it is duly licensed or subject to regulatory oversight in its home jurisdiction, and that its home regulator is a full signatory to the International Organisation of Securities Commissions Multilateral Memorandum of Understanding or has an information-sharing or capacity-building memorandum of understanding with SEC. Foreign applicants must also demonstrate not less than 30 per cent local participation (satisfied through direct equity participation,³⁴ binding commercial participation arrangements such as revenue-sharing or joint ventures, or a combination thereof) and maintain a physical operational presence in Ghana, including the appointment of at least one Ghana-resident senior officer or compliance officer responsible for regulatory liaison.³⁵

Upon successful completion of sandbox testing, the sandbox entity may deploy the product or service on a broader scale, subject to obtaining all required licences under the VASP Act. As of 10 March 2026, 11 companies have been admitted into the sandbox.³⁶

5. Open banking: a summary of regulations regarding open banking and direct or indirect regulations that affect open banking.

BOG published a draft Open Banking Directive for Regulated Financial Institutions in December 2024. The proposed open banking framework, which is to be piloted by BOG, is currently in the proof-of-concept phase.

31 Para 3(1), SEC guidelines

32 Para 3(3), *ibid.*

33 Para 3(3)(e)(i)-(iv), *ibid.*

34 Annex A, *ibid.*

35 *Ibid.*

36 'SEC admits 11 Virtual Asset Service Providers into its regulatory sandbox' (Joy Online, 11 March 2026), see www.myjoyonline.com/sec-admits-11-virtual-asset-service-providers-into-its-regulatory-sandbox/.

The directive seeks to establish a mandatory framework for secure data sharing across regulated financial institutions in Ghana, including dedicated electronic money issuers, PSPs, and payment and financial technology service providers. All participants and data subjects within the framework are to be registered with the open banking service in order to participate in data sharing. BOG also requires banks to be API ready to integrate seamlessly with fintech companies.

The Directive proposes the establishment of a legal entity, the Open Data Exchange ('OpenDX'), by BOG to provide for the effective operationalisation of the open banking service and an application programming interface (API, the software that facilitates the exchange of information between parties in the open banking framework).

Data within the open banking service may move only with explicit customer consent and covers three primary categories: (1) personal data used for KYC and due diligence; (2) financial data from financial service providers; and (3) publicly available information with all exchanges occurring via standardised APIs.

Consent of a data subject, which is the foundation of the framework, is only valid upon a confirmation of their legal trading name, open banking registration number, the service being requested for, duration of the consent, frequency of access to consented data and whether disclosure will be required for third parties (if applicable). Consent of a data subject to a participating institution is only valid for a year, is revocable and does not count as consent to all participating institutions under the framework or consent for a purpose that was not indicated by the data subject. Data subjects under the directive retain ownership and control over their data and are entitled to privacy, informed consent, non-discriminatory access to services, and fair redress mechanisms.

Participating institutions are required to comply with the provisions of the Non-compliance directive, the Data Protection Act, 2012 (Act 843), particularly in relation to privacy of individuals, the AML Act and the Cyber Security Act, 2020 (Act 1038). Robust reporting and incident-response obligations are placed on participating institutions, including periodic submissions to the BOG on the number of data subjects, logs of data shared and received, fraud incidents, API performance, and other metrics as determined and will be determined by BOG.

Cybersecurity breaches must also be reported to OpenDX within 24 hours, with all data breaches being proactively detected and contained to prevent potential damage. Institutions must maintain continuous monitoring and logging, conduct annual vulnerability assessments and penetration tests on critical infrastructure and submit reports in accordance with applicable directives, notify affected data subjects and relevant authorities of breaches, and preserve evidence to support investigation and enforcement.

Non-compliance with the directive by participating institutions may attract sanctions and penalties under the applicable laws. The BOG may also suspend a participant's access to OpenDX for non-compliance, with reinstatement contingent on an acceptable corrective action plan, and may direct termination of access and membership in cases of persistent breaches, insolvency, or where necessary to protect the system and data subjects.

6. Regulation of virtual asset service providers.

VASPs are now regulated principally under the VASP Act. A VASP may be a company incorporated under the Companies Act, 2019 (Act 992), a partnership established under the Incorporated Private Partnership Act, 1962 (Act 152), or a non-Ghanaian company that provides a virtual asset service as a business or in the course of business in or from Ghana where the non-Ghanaian company registers a branch in Ghana and complies with the provisions applicable to external companies under the Companies Act, 2019 (Act 992).³⁷

The main features of the Act are as follows:

- The Act applies to VASPs providing virtual asset services in or from Ghana, and excludes digital representations of fiat currency, securities or other financial assets regulated under existing law, central bank digital currencies, virtual service tokens and any other digital representation of value or right determined by the relevant regulatory authority.³⁸
- The relevant regulatory authorities are BOG, the SEC and any other regulatory body that the Minister may prescribe by regulations, with overall regulatory and supervisory authority over the relevant virtual asset service as specified in the Schedule to the VASP Act.³⁹
- BOG and the SEC are responsible for registering and licensing VASPs, conducting fit and proper assessments, supervising and enforcing compliance by licence holders, sandbox licence holders and registered persons, and reviewing virtual asset services in and from Ghana using a risk-based supervisory approach.⁴⁰
- A person may not provide or purport to provide a virtual asset service in or from Ghana unless that person is registered under the Act, holds a virtual asset service licence, or is a supervised person that has been granted a waiver.⁴¹
- An individual is prohibited from providing or purporting to provide a virtual asset service in or from Ghana as a business or in the course of business.⁴²
- Registration and virtual asset service licences are each valid for 12 months and subject to renewal, with renewal applications required not later than three months before expiry.⁴³
- A VASP must have a registered office in Ghana and must give written notice to the relevant regulatory authority of specified matters, including registration or licensing in another jurisdiction, opening an office or other physical presence in another jurisdiction, enforcement action, investigations or litigation, and holding or acquiring a controlling interest in another person or legal arrangement that engages in a virtual asset service.⁴⁴

37 S 6(3)(4), VASP Act.

38 S 1(1)(2), *ibid.*

39 S 2(1)(2), *ibid.*

40 S 3, *ibid.*

41 S 6(1), *ibid.*

42 S 6(5), *ibid.*

43 Ss 13(1)(2) and 20 (1)(2), *ibid.*

44 Ss 21 and 22, *ibid.*

- A VASP must have at least three directors, including at least one independent director. Senior officers, trustees, beneficial owners and shareholders must satisfy fit and proper requirements, with prior written approval required for the appointment of a senior officer or trustee.⁴⁵
- A VASP may only provide a virtual asset service for which it has been registered, licensed or granted a waiver, and must obtain prior written approval from the relevant regulatory authority to modify an approved service or provide an additional service.⁴⁶
- A person shall not acquire, dispose of or transfer five per cent or more of the shares in the VASP without prior approval of the relevant regulatory authority.⁴⁷
- VASPs are subject to general requirements relating to protection of client virtual assets and personal data, accurate disclosures, advertising material and public communications, accounts and audits, capital, solvency and insurance, AML/CFT and PF controls, consumer protection and whistleblowing, business integrity, business continuity and cybersecurity.⁴⁸
- The Schedule to the Act classifies virtual asset services and allocates regulatory responsibility and registration or licence requirements across BOG and the SEC, including virtual asset dealing services, exchanges and trading platforms, wallet services, payment processors, virtual asset issuance, asset tokenisation, stablecoin issuance, exchange-traded funds, virtual asset management, investment advice, brokerage, advocacy, mining or validating, lending and borrowing, and innovative virtual asset services.⁴⁹

The Act therefore moves the Ghanaian virtual asset framework from an interim registration and policy-development phase into a statutory registration, licensing, waiver and sandbox framework. A person who, before the coming into force of the Act, was engaged in the provision of a virtual asset service must, within 90 days after the Act comes into force, apply for registration, a virtual asset service licence or the grant of a waiver.

The Act also empowers a relevant regulatory authority to issue guidelines, directives, codes, circulars and notices for its effective implementation. These may address, among other matters, market conduct, capital and liquidity, risk exposures, records, cybersecurity, notification requirements, advertising and promotion, client assets, dispute resolution, insurance, financial conduct, business continuity and investor protection.

7. AML and the Travel Rule in crypto asset transactions.

Ghana established an AML/CFT framework codified by the AML Act. Under the AML Act, VASPs are specifically listed as accountable institutions for the purposes of the AML Act. As accountable institutions, VASPs are subject to core AML/CFT controls, including customer due diligence, ongoing monitoring, record-keeping, suspicious transaction reporting, internal controls, and compliance

⁴⁵ S 23(1), *ibid.*

⁴⁶ S 26, *ibid.*

⁴⁷ S 42, *ibid.*

⁴⁸ Ss 27 to 36, *ibid.*

⁴⁹ Schedule to the VASP Act.

governance in relation to the appointment of an AML reporting officer responsible for liaising with the BOG and the Financial Intelligence Centre in filing suspicious transaction reports and in ensuring compliance with the Act and internal policies.

Supervision and enforcement of AML/CFT compliance by accountable institutions under the AML Act is the responsibility of the designated supervisory bodies, which include BOG, the SEC, the National Insurance Commission, the Gaming Commission, the Minerals Commission, and any other body designated by law. Where an accountable institution does not have a direct supervisory body, the AML Act assigns supervisory responsibility to the Financial Intelligence Centre or an institution designated by the Financial Intelligence Centre until a supervisory body is designated by law.

Further, the VASP Act now imposes specific AML/CFT and PF obligations on VASPs. A VASP must comply with the AML Act and any other law that combats money laundering, terrorist financing and PF, and must put in place AML systems and procedures that enable its employees to monitor, recognise, respond to and report suspicious transactions to the Financial Intelligence Centre and the relevant regulatory authority.⁵⁰

The Act also addresses the Travel Rule for virtual asset transfers. When performing a transfer of virtual assets, a VASP must collect and maintain information on the beneficiary and originator in accordance with the AML Act and related guidelines, and collect and retain any additional information or take any additional measures specified by the relevant regulatory authority regarding the virtual asset transfer.⁵¹

Information collected in relation to a virtual asset transfer must be made available, through the registered office of the VASP, at the request of a relevant regulatory authority or competent authority, and must be provided within 48 hours after the request or within any other period determined by the relevant regulatory authority.⁵² These requirements apply in addition to the general obligations of accountable institutions under the AML Act, including customer due diligence, record-keeping and suspicious transaction reporting.

8. Enforcement and cross-border recognition of tokenisation and structuring of secured transactions involving crypto assets.

Crypto assets and other virtual assets are now regulated under the VASP Act, although the VASP Act distinguishes virtual assets from fiat currency, securities and central bank digital currencies. The previous cautious approach of BOG and the SEC has therefore been supplemented by a dedicated statutory regime for VASPs, virtual asset services, virtual asset issuance, trading platforms, custody, stablecoin-related activities and other specified virtual asset services.

The development of financial instruments structured in relation to tokenised assets should now be analysed against the VASP Act. The VASP Act defines an asset token as a digital token that represents ownership, an economic right or other entitlement to a real world or financial asset and is issued, transferred or recorded using distributed ledger technology (DLT) or other similar technology. The Schedule treats asset tokenisation as a virtual asset service subject to

⁵⁰ S 33, *ibid.*

⁵¹ *Ibid.*

⁵² *Ibid.*

registration with SEC, while stablecoin issuance is treated as a virtual asset service requiring a licence from the BOG.

From a general security-taking perspective, security over assets in Ghana, or over assets of a Ghanaian person or entity, can be taken by way of a fixed charge, pledge, floating charge or assignment. Security over land is by way of a mortgage.

No specific signing formalities apply generally. However, the chargor (or the person signing on behalf of the chargor) must have the capacity, power and authority to enter into the relevant security document. The security documents may be executed electronically or in wet ink. However, where the security agreement contains a power of attorney or is security over immovable property, the agreement must be signed in wet ink and must be witnessed. In the case of security over immovable property, the witness will need to complete and sign an oath of proof in the presence of a Commissioner of Oaths (if executed in Ghana) or in the presence of a notary public (if executed outside Ghana).

In the case of security created by a company, transaction must be authorised by the board of directors, and the signatory must be authorised by the board to execute the security agreement on behalf of the company. Where the transaction results in the company borrowing money or charging any of its assets (which, together with existing amounts borrowed or secured by the company, other than temporary loans from its bankers) exceeding the stated capital of the company, a resolution of shareholders approving the transaction is also required.

All instruments relating to something done or to be done in Ghana are required to be stamped within two months of execution (or if executed outside Ghana, within two months of being first brought into Ghana) in accordance with the Stamp Duty Act, 2005 (Act 689). Stamping is required in order for the instrument to be capable of being presented in evidence in civil proceedings in a Ghanaian court or to be available for any other purpose. Stamping can be completed after the two-month timeline upon paying a penalty of a value equivalent to two and a half penalty units (GHS 30, or approximately US\$2.50) plus interest at a rate of five per cent per annum capped at the amount of the unpaid duty. In practice, however, the penalties are not applied. Security (including a guarantee or a pledge) is subject to *ad valorem* stamp duty at a rate of 0.5 per cent of the amount secured if the security constitutes principal/primary security, and 0.25 per cent of the amount secured for each additional security. Note that the amount recoverable in respect of each security type is the amount in respect of which stamp duty has been paid.

Security must be registered with the Collateral Registry, the Office of the Registrar of Companies (in the case of security created by a company incorporated or registered in Ghana), and the Lands Commission (in the case of security over immovable property) in order to be perfected.

Registration of security at the Collateral Registry

The secured party is required to register the particulars of security instruments at the Collateral Registry within 28 days of creation in accordance with the Borrowers and Lenders Act, 2020 (Act 1052). Registration of security at the Collateral Registry is effected on the online database of the Collateral Registry and can be completed within one to two days of application.

Registration of security at the Office of the Registrar of Companies

In addition to registration of security at the Collateral Registry, security created by a company incorporated or registered in Ghana is required to be registered at the Office of the Registrar of Companies in accordance with the Companies Act, 2019 (Act 992) within 45 days of creation, failing which the security becomes invalid. Priority to security created over the assets of a Ghanaian company runs from the time of registration. An extension of time can be obtained from the High Court to register the security at the Office of the Registrar of Companies after the 45-day statutory timeline. Stamping is a prerequisite to registration of security at the Office of the Registrar of Companies. Thus stamping will need to be completed within 45 days of execution of the security document in order to meet the statutory timeline for registration of security at the Office of the Registrar of Companies.

Registration of security at the Lands Commission

Where security interest is in relation to land, the security interest must be registered with the Land Registration Division of the Lands Commission (in the case of lands in registrable districts such as Accra, Tema, and parts of Kumasi) and/or the Deeds Registry of the Lands Commission (in the case of lands which are not in registrable districts) within three months of the creation of the mortgage in accordance with the Land Act, 2020 (Act 1036). Registration at the Land Registration Division of the Lands Commission may be completed within three to six months after submission of the security documents for registration. Registration of security at the Deeds Registry of the Lands Commission may be completed within three months.

Parties to an agreement are free to determine the law to govern their contracts and such choice of law would be enforceable against a Ghanaian entity. A foreign law governing law clause in a crypto asset related transaction in Ghana will be enforced in Ghana. However, where the security agreement relates to assets domiciled in Ghana or over shares in a Ghanaian company, we advise that the agreement is governed by Ghanaian law. We note that where a dispute is brought before a Ghanaian court, the court would deem the foreign law to be the same as Ghanaian law unless the contrary is proved.

In case of a default under a security agreement involving virtual assets, the secured party will need to consider both the general enforcement options under Ghanaian secured transactions law and any regulatory restrictions or powers applicable under the VASP Act. A secured party can enforce perfected security with or without court action.

Enforcement without court action

Enforcement of a perfected security interest may be effected directly under the Borrowers and Lenders Act against the security provider, without the need to commence an action in the Ghanaian courts. However, prior to enforcement of security, the secured party must deliver a 30-day notice of default to the borrower and allow the borrower 30 days to remedy the breach. The notice of default must be registered with the Collateral Registry and should contain the date of default under the relevant finance document and the date on which the borrower receives the notice. After the 30-day period, the Registrar of the Collateral Registry will issue a certificate confirming the enforcement of security. Realisations of charges over non-cash assets may be by way of auction sale (which must be

organised in accordance with the Auction Sales Act 1989 (PNDCL 230), public tender, private sale, or any other method specified in the relevant finance document.

Where enforcement is effected without court action, the net proceeds of enforcement must be distributed first to discharge:

- reasonable costs and expenses incurred by the secured party in realising the security, to discharge reasonable legal expenses;
- any prior registered charge over the secured assets or a lien arising by operation of law;
- the debt or obligation secured by the charge created in favour of the secured party;
- debts owed by the security provider to persons who have a subordinate charge in the secured assets; and
- debts owed by the security provider to any other person who claims interest in the secured assets upon an order of the court.

The balance of net proceeds, following these distributions, must be returned to the borrower.

Where the secured party seeks to retain possession of the charged assets in full or partial satisfaction of the secured obligations, the secured party is required to notify the borrower and any other person who has registered security in the charged assets or has given the secured party earlier notice of interest in the charged assets before the secured party took possession of the charged assets. The secured party cannot retain possession of the charged assets if it receives a notice of objection (within ten days of the secured party's notice) from a person whose interest will be adversely affected by the retention. In such case, the secured party is required to sell the secured assets.

Enforcement with court action

A secured party may also enforce a perfected security interest by commencing an action in the Ghanaian courts following expiry of the 30-day remedy period after delivery of a notice of default to the borrower. Upon obtaining judgment, an application for entry of judgment will have to be made to the court to enforce the award if the borrower fails to comply with the judgment.

9. Litigation and jurisdiction on crypto assets: legal implications of disputes involving crypto assets.

A party's submission to the jurisdiction of a foreign court is legally binding and enforceable under Ghanaian law. However, the jurisdiction of the Ghanaian courts cannot be ousted by the agreement of the parties. Thus, to the extent that the Ghanaian courts consider that the agreement has a material connection with Ghana, it will entertain a suit instituted in the Ghanaian courts by either party relating to the subject matter of the agreement. Alternatively, the parties may opt for arbitration. Ghanaian courts are required to stay proceedings and refer a dispute before them to arbitration where the parties have chosen arbitration as the mode of resolution of their disputes.

Judgments obtained from Brazil, France, Israel, Italy, Japan, Lebanon, Senegal, Spain and the United Kingdom are enforceable in Ghana upon registration with the High Court of Ghana, without a re-examination or re-litigation of the matters the subject of the judgment, in accordance with the Foreign Judgments and Maintenance Orders (Reciprocal Enforcement) Instrument, 1993 (LI 1575). The judgment must:

- fulfil all legal formalities required for its enforceability under the laws of England;
- have been issued by a superior court in England;
- be a final judgment and conclusive as between the parties;
- conform with public policy of the Republic of Ghana; and
- be a judgment for the payment of a sum of money except for the payment of taxes, fines or other charges of a similar nature.

A foreign judgment generally enforceable in Ghana may be set aside by the Ghanaian courts in some exceptional circumstances:

- where the original court that gave the judgment had no jurisdiction in the case;
- where the judgment debtor did not receive notice of the proceedings;
- where the judgment was obtained by fraud; or
- where the enforcement would be contrary to public policy.

The application for registration of a foreign judgment is required to be made within six years after the date of the judgment.

Judgments from other countries are enforceable in Ghana only by way of fresh proceedings in the High Court with the judgment of the foreign court relied on as evidence of the liability of the foreign judgment debtor.

An arbitral award obtained in a member state of the Convention of the Recognition and Enforcement of Foreign Arbitral Awards 1958 (New York Convention) would be enforceable in accordance with the Alternative Dispute Resolution Act, 2010 (Act 798) pursuant to which arbitral awards made under the New York Convention are enforceable in the Republic of Ghana upon their registration with the High Court of Ghana. However, a court can set aside an arbitral award which was obtained: (1) through fraud or corruption; (2) in breach of the rules of procedure applicable to the arbitration process; or (3) the award deals with a dispute outside the scope of the arbitration agreement.

10. Intellectual property & crypto assets: legal protection, ownership, enforcement and monetisation of IP rights related to digital and virtual assets.

The main intellectual property laws in Ghana are the Patents Act, 2003 (Act 657), Copyright Act, 2005 (Act 690), the Trademarks Act, 2004 (Act 664), the Industrial Designs Act, 2003 (Act 660), the Geographical Indications Act, 2003, (Act 659), the Protection Against Unfair Competition Act, 2000 (Act 589) and their accompanying regulations.

Innovations and digital or virtual assets are protected in Ghana through:

- patents (for new, inventive, industrially applicable technical solutions);
- industrial designs (for novel products);
- copyright (for original code, software with originality, and non-fungible tokens' (NFTs) underlying works);
- trademarks (for brands, logos, names, and distinctive signs used for digital asset services); and
- protection against unfair competition (including trade secrets, passing off and misleading acts).

As a default, inventors/creators own their patents, designs and copyrights, and applicants own registered trademarks in relation to their digital assets. However, where works are created in the course of employment, economic rights generally vest in the employer by default for patents, designs and copyright, with moral rights in copyright remaining with the author. However, rights may be assigned or licensed.

Rights protected under the intellectual property laws in Ghana are enforced primarily in the High Court through actions for infringement or imminent infringement, with remedies including injunctions, damages and account of profits. Criminal liability can apply in cases of intellectual property infringement in Ghana under the applicable laws in force, most notably for wilful trademark or copyright piracy.

Protection of intellectual property in relation to digital assets abroad is usually pursued if products, users or operations will occur in those markets, or if there is a material infringement risk in that jurisdiction. Ghanaian right holders can leverage the Paris Cooperation Treaty for patents, the African Regional Intellectual Property Organisation's Harare Agreement for patents or designs, the Hague System for designs, and the Madrid Protocol for trademarks to streamline multijurisdictional filings for protection.

Intellectual property owners or rightholders hold exclusive rights defined by law, for instance, to make, use, sell, reproduce, distribute or perform depending on the type of intellectual property as a result of the ownership of the right. Owners may monetise these rights by granting exclusive or non-exclusive licences on negotiated terms. Monetisation usually works through the transfer or assignment of ownership, commonly used for patents, trademarks (with goodwill) and copyrights, subject to applicable formalities and any limitations such as moral rights (which will be retained with the author in the case of copyright).



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