

SCHEDULE 5

Form of Transfer Certificate

[This certificate is not required for transfers of interests in a Global Note to persons who wish to hold the transferred interest in the same Global Note]

[DATE]

To: Citibank, N.A., London Branch as Transfer Agent
Citibank Europe plc, Germany Branch as Registrar
Republic of Ghana

Republic of Ghana (the "Issuer")

[Title of Series of Notes] (the "Notes")

Reference is made to the terms and conditions of the Notes (the "**Conditions**") set out in Schedule 1 (*Terms and Conditions of the Notes*) to the Agency Agreement (the "**Agency Agreement**") dated [●] 2024, as completed by the Issue Terms relating to the Notes of the above Series. Terms defined in the Conditions or the Agency Agreement shall have the same meanings when used in this Certificate unless otherwise stated.

This certificate relates to U.S.\$[insert nominal amount of Notes] of Notes which are held in the form of [beneficial interests in one or more Unrestricted Notes (ISIN No. [specify]) represented by an Unrestricted Global Note]* [beneficial interests in one or more Restricted Notes (ISIN No. [specify]) represented by a Restricted Global Note] in the name of [transferor] (the "**Transferor**"). The Transferor has requested an exchange or transfer of such beneficial interest for an interest in [Unrestricted Notes represented by an Unrestricted Global Note]* [Restricted Notes represented by a Restricted Global Note]*.

In connection therewith, the Transferor certifies that such exchange or transfer has been effected in accordance with the transfer restrictions set forth in the Notes and in accordance with any applicable securities laws of the United States of America, any State of the United States of America or any other jurisdiction and any applicable rules and regulations of DTC, Euroclear and Clearstream, Luxembourg from time to time and, accordingly, the Transferor certifies as follows (terms used in this paragraph that are defined in Rule 144A or in Regulation S are used herein as defined therein):

EITHER:

1. the offer of the Notes [or of beneficial interests therein] was not made to a person in the United States;
2. either (i) the transaction was executed in, on or through the facilities of a designated offshore securities market and neither the Transferor nor any person acting on the Transferor's behalf knows that the transaction was pre-arranged with a transferee in the United States or (ii) at the time the buy order was originated the transferee was outside the United States or the Transferor and any person acting on the Transferor's behalf reasonably believed that the transferee was outside the United States;
3. no directed selling efforts have been made in contravention of the requirement of Rule 903(b) or Rule 904(b) of Regulation S, as applicable;

4. the transaction meets any other applicable requirements of Rule 903 or Rule 904 of Regulation S; and
5. the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act.]¹⁴

OR:

[Such Notes are being transferred in accordance with Rule 144A to a transferee that the Transferor reasonably believes is purchasing the Notes for its own account or any account with respect to which the transferee and any such account is a "**qualified institutional buyer**" within the meaning of Rule 144A, in each case in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities laws of any State of the United States or any other jurisdiction.]¹⁵

OR:

[The Notes are being transferred in a transaction permitted by Rule 144 under the Securities Act.]¹⁶

The Transferor understands that this certificate is required in connection with certain securities or other legislation in the United States and/or in connection with the Notes being eligible for clearance in one or more clearance systems. If administrative or legal proceedings are commenced or threatened in connection with which this certificate is or might be relevant, the Transferor irrevocably authorises each entity to which this certificate is addressed to produce this certificate or a copy hereof to any interested party in such proceedings.

This certificate and the statements contained herein are made for the benefit of the addressees hereof.

[Insert name of Transferor]

By:

Name:

Title:

Dated:

¹⁴ Include as applicable. Relevant only if the proposed transfer or exchange is being made to a person holding in the form of or for a beneficial interest in one or more Unrestricted Global Notes.

¹⁵ Include as applicable. Relevant only if the proposed transfer or exchange is being made to a person holding in the form of or for a beneficial interest in one or more Restricted Global Notes.

¹⁶ Include as applicable.