

JOE ABOAGYE DEBRAH LLM (Lond.)

BARRISTER-AT-LAW

1st Law

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PERSONAL DATA

- **Date of Birth** - May 25, 1968
- **Marital Status** - Married
- **Nationality** - Ghanaian
- **Language** - English

EDUCATION

- **London School of Economics**, London, UK, 1996-1997.
LLM (with merit) International Banking and Finance.
- **Ghana School of Law**, Accra, Ghana, 1992-1994.
Barrister-at-Law
- **University of Ghana**, Legon, Accra, Ghana, 1989-1992
LL.B (Hons), Second Upper Division.
- **St. Augustine's College**, Cape Coast, Ghana, 1981-1988.
GCE Ordinary & Advanced Levels.

EXPERIENCE

- **Partner, 1st Law, Accra** (firm of legal practitioners/consultants) – October 2005
- **Founder/Chief Executive Officer, ThinkGhana, Accra** (a not-for-profit dedicated to the development of corporate governance principles in Ghana and the protection of the rights of indigenous Ghanaian shareholders and citizens) – November 2005
- **Legal Consultant**, Review of Securities and Exchange Commission rules, regulations and laws, Trade and Investment Reform Programme (TIRP), Improved Policy Reform and Financial Intermediation in Ghana, Sigma One Corporation (USAID), Accra, 2004.
- **Company Secretary/Legal Adviser, Ghana Breweries Limited, Accra, Ghana (A Heineken Operating Company) – October 2001 – June 2005**
 - Ensure that the company fulfils its obligations in compliance with local and international legislation and achieves its strategic objectives, by a good understanding of the strategic direction of the company. Defend from a professional legal point the rights and integrity of the corporate personality of the company and its organs. Maintain and protect shareholder/investor relations.

Key Accountabilities

1. Company Policy development and implementation:
 - Make input into all Company policies to ensure compliance with Heineken Corporate rules and guidelines and local/international laws.
 - Advise the Management on legal implications and options
 - Track legal compliance with agreed policies and draw attention to deviations for corrective actions

2. Understand/Communicate the Strategic direction:
 - Participate in the preparation of the 3-yr plans
 - Prepare draft departmental plan for discussion with Executive Committee.
 - Defend and secure approval for departmental plan.
 - Participate in the implementation of Key Strategic Initiatives as a member of special project teams

3. Ensure all corporate actions/decisions within Law:
 - Draft, advise on, monitor, vet and seek approval for all Contracts, Agreements and other legal documents involving the Company including bank mandates and consequential agreements.
 - Participate in negotiations of key contracts with third parties
 - Receive and vet all court processes and summons etc. involving the Company.
 - Represent the Company in legal actions and in court where Appropriate.
 - Supervise the handling of all legal cases involving the Company including the appointment and monitoring of external solicitors to handle such cases as appropriate.
 - Monitor new legislation and draw Company's attention to any new legislation or judicial decisions that could affect the Company and advice thereon.
 - Undertake such other assignments (including legal research) as will be referred from time to time by the Managing Director, Executive Committee or the Board
 - Monitor, vet and advise on insurance policies of the Company and the consequential relationship with the Company's insurance Brokers.
 - Advise on and handle all aspects of Product Liability cases especially emanating through law firms.
 - Handle all aspects of Police/Criminal matters involving the Company and any of its personnel occurring during the course of their employment.

4. Handle Legal aspects of Environmental issues:
 - Deal with relevant local government authorities in relation to rates and revenue and compliance issues.
 - Interpret and advise GBL on any trends that may portend adverse incidents to employees and equipment.
 - Advise on environmental pollution and related matters.

5. Manage Intellectual Property issues:
 - Advise the Company on the protection of Trade Marks to avoid pirating or infringement and defend the Company's Trade Marks.
 - Handle renewal of all Trade Marks belonging to GBL and Heineken at the Registrar of Trade Marks and all consequential matters in respect of Trade Marks as relevant.
 - Ensure registration of all license agreements with the appropriate authorities.

6. Manage relationship with Regulatory Authorities:
 - Ensure that the Securities Laws and procedures for share transfers, public issue of shares, Bonus/Script Issue, Rights Issues, mergers, takeovers and any other form of arrangement or amalgamation and related matters are observed.
 - Monitor and assure compliance with Companies Code and the continuing listing obligations of the Company on the Ghana Stock Exchange.
 - Monitor compliance with regulatory obligations to agencies such as Environmental Protection Agency (EPA), Metropolitan Authorities, Food and Drugs Board, Ghana Standards Board, Internal Revenue Service (IRS) and Customs, Excise and Preventive Service (CEPS).
 - Represent the Company in Meetings, Seminars and Conferences organised by the Ghana Stock Exchange and ensuring that the interest of the Company thereat is protected.

7. Responsible for all Corporate Secretarial duties and issues arising therefrom:
 - Plan, arrange and participate as Secretary in General Meetings, Board and other Committee Meetings as appropriate.
 - Maintain minute books of General Meetings, Board and its Committee Meetings as well as other statutory secretarial books and registers.
 - File appropriate statutory returns with the Registrar of Companies, the Ghana Stock Exchange, the Securities and Exchange Commission and other relevant regulatory institutions.

- Ensure safe custody of the Common Seal of the Company and control use by applying the Seal as directed by the Board of Directors.
- Manage the issuance and sealing of share certificates and warrants of the Company in conjunction with the Registrars of the Company.
- Keep custody of vital legal contracts, agreements and other sensitive company documents.

8. Industrial Relations:

- Advise on legal aspects of industrial relations issues.
- Advise on and monitor compliance with labour and industrial laws.
- Advise on and monitor relations with the local, national and regional Labour unions to ensure industrial harmony.
- Advise on the composition of disciplinary committees and their handling of disciplinary issues involving personnel of the Company.
- Participate in Labour negotiations

9. Ensure conformance to agreed Annual Departmental Budget:

- Provide input into annual operational budget preparation.
- Ensure compliance with approved operational budget.
- Liaise with the Planning and Reporting Manger to monthly review the operational budget.

• **Legal Adviser, Ghana Stock Exchange (GSE), Accra, Ghana, Oct.1997-Jan. 2001**

- advise on and handle legal aspects of Exchange membership issues, including the issue of relevant certificates and notices, interpretation and application of the Ghana Stock Exchange's (GSE) membership regulations and related legislation, drafting and/or vetting of agreements, resolutions and other documents
 - * recorded and wrote report to the Securities Regulatory Commission (SRC), recommending the expulsion of United Securities Trust Ltd. (USTL) from membership for gross violations of the Membership Regulations in June 1999. Dealer's/Investment Adviser's licenses of USTL withdrawn by the SEC following approval of report
- advise on and handle legal aspects of listing applications and listing on the Exchange including vetting of agreements, resolutions and other legal documents submitted on behalf of applicants or listed companies for compliance with the Listing Regulations and related legislation (e.g. Companies Code of Ghana, 1963, Act 179; Securities Industry Law, 1993 [PNDCL 333]; Securities Industry (Amendment) Act, 2000 [Act 590]; Foreign Exchange Control Laws, particularly:

- * Produce Buying Company Ltd. (PBC) - 1999/2000
 - * Camelot Ghana Ltd. – 1999
 - * British American Tobacco Ghana Ltd. (BAT), 1999
Documents relating to the merger of BAT with Meridian Tobacco Co. Ltd. (MTC) and the listing of the merged entity, BAT
 - * Ghana Breweries Ltd. (GBL) – 1998
Documents relating to the merger of GBL (formerly Achimota Brewery Co. Ltd.) and Kumasi Brewery Ltd. and the subsequent listing of GBL.
 - * Home Finance Co. Ltd. (HFC) – 1996
Reviewed Trust Deed/Prospectus and other related documents on the HFC Housbonds (dollar-denominated bonds listed on the GSE) and Rights Issue in 1998
- advise and handle legal aspects of the Trading and Settlement Regulations and other relevant legal provisions including playing a key role in the implementation of a World Bank sponsored project for a centralised automated clearing and settlement system for the Ghanaian securities market as a member of an Advisory Committee (1998) and Evaluation Committee on International bids tendered for the Project (1999)
 - duty to draw the attention of the Council of the GSE and management to any new legislation or judicial that could affect the Exchange and advise thereon
 - advise Management of the GSE and Council on other legal issues relating to GSE's staff, property, tenancy and insurance agreements etc
 - draft appropriate regulations/rules on relevant subjects as the Council of the GSE may direct, including:
 - * Rules on Share Re-purchases by Listed Companies in 1999, approved by the SEC in February 2000
 - * Listing Rules for External Companies in 1999, approved by the SEC in February 2000
 - * Expanded/new clauses in the Listing Regulations on Suspension of Listing and Delisting, approved by the SEC in February 2000
 - * Rules on Continuous Auction Trading with the support of foreign consultants, DevPar Consulting, to overhaul the manual call-over trading system, currently awaiting approval by the SEC

- represent the GSE in court where appropriate
 - * member of the Exchange's legal team in the case of Accra Brewery Ltd. –v– Ghana Stock Exchange/Databank Brokerage Ltd. in 1995
- advise on appropriate strategies for transactions in the international and local capital markets
- other assignments (including legal research) referred from time to time by the Management or Council of the GSE.
- **Member, Legal, Regulatory and Supervisory Sub-Committee of the Financial Sector Consultative Committee (FSCC)** under the Ministry of Finance, Ghana, Jan. 2000-
- **Lecturer, GSE Securities Courses, Jan. 1998-**
 - teach legal and regulatory aspects of the following courses run by the GSE:
 - * Basic Securities
 - * Advanced Securities
 - * Securities Selling & Investment Advice
 - * Trading
- **Resource Person/Instructor, World Bank sponsored training programme for financial institutions in Ghana, 2000 (Non-Bank Financial Institutions Project)**
 - act as instructor on a World Bank funded nationwide training programme for personnel of non-LDM financial institutions, handling sessions on the legal and regulatory framework of the securities industry in Ghana
 - the objective of the programme was to improve ability of non-LDM financial institutions to distribute securities and act as sub-brokers for LDMs, especially in flotations. It was also aimed at increasing knowledge with respect to securities markets, financial instruments, investment selection and regulation
 - target institutions included banks, savings and loans companies, credit unions, community and rural banks and building societies
 - seminars held in Accra, Tema, Kumasi, Takoradi and Cape Coast and all major cities in Ghana.
- **Legal Officer/Asst. Company Secretary, GSE, Accra, Ghana, Sept. 1994- Oct. 1997.**
 - act as assistant to the incumbent Legal Adviser in the performance of the functions stated above, including

- * SSB Bank Ltd. – June 1995
assisted in the review of company regulations, prospectus and other related application documentation on the divestiture and listing of the company
 - * Pioneer Goldfields Ltd. (PGL) – Sept. 1995
assisted in review of relevant application documentation relating to private placement. PGL first external company to be approved for listing but listing postponed by Pioneer Group Inc., US-based parent company of PGL “due to, inter alia adverse market conditions affecting gold mining sector internationally”.
 - * Ghana Commercial Bank – 1995/1996
assisted in the review of relevant listing documentation relating to the divestiture of government shares and listing of the company
 - * Top Industries Ltd. – 1995/1996
assisted in the review of listing application documentation. Listing failed due to inability of the issuer to meet minimum subscription requirement
- serve as Secretary at general meetings as well as Council and Committee meetings
 - keep and maintain minute books of annual general meetings, Council and Committee meetings as well as other statutory secretarial books and registers
 - keep and apply the GSE’s common seal as directed
 - file statutory returns with Registrar of Companies, Ministry of Finance and SEC
 - such other correspondence or other corporate secretarial duties referred by the Legal Adviser or the Managing Director
- **Associate, Oseawuo Chambers, Community 5 Market Square, Tema, Ghana, Oct. 1994-Dec. 2000**
 - **Summer Associate, Office of the Copyright Administrator, Accra, Ghana, Summer 1993/1994**
 - assist the Legal Officer in matters relating to the administration of the copyright laws of Ghana
 - assist in the administration of the Copyright Society of Ghana (COSGA) office
 - participate in arbitration proceedings

- assist in the production of the Copyright Magazine over the period as Assistant Editor
- **Economics & English Language Tutor, Hecta Commercial College, Akim-Oda, Ghana, Oct. 1988 - July 1989**
 - part-time lecturer of Economics and English Language (forms 1-3)
- **Asst. Administrative Officer, (National Service), Government Hospital, Akim Oda, Dec.1988 – Aug. 1989**
 - posted on national service and worked in the general office of the district hospital on general administrative functions.

COMPUTER TRAINING

- Introduction to Network Concepts
- Microsoft Word
- Microsoft Excel
- Microsoft PowerPoint

ACADEMIC AWARDS

- 1994 Sam Okudzeto Prize for Best Student in Legal Accountancy, Ghana School of Law, Accra, Ghana.
- 1992 Annual Ghana Bar Association Award for Top Students in Faculty of Law, University of Ghana, Legon, Accra, Ghana.

SEMINARS/COURSES ATTENDED

- "Executive Programme on Good Corporate Governance", Ghana Institute of Management & Public Administration (GIMPA), Accra, Ghana, October 20-24, 2003
- "Finance & Accounting for Non-Finance Managers", MDPI, Agona Swedru, Ghana, July 31 - August 03, 2003
- Heineken Strategic Management Programme, Amsterdam, The Netherlands, October 7-11, 2002
- Economic Commission for Africa (ECA) High Level Workshop on "The Promotion of Capital Markets in Africa: Identification of Technical Assistance Needs" Addis Ababa, Ethiopia, Nov. 1-3, 1999
- Study Tour of the Nigerian Stock Exchange and the Central Securities Clearing System, Lagos, Nigeria, Oct. 18-29, 1999
- International Conference of the African Capital Markets Forum, Accra, Ghana, August 23-25, 1999

- National Workshop on Ghana Futures Exchange, Accra, Ghana, June 10-11, 1999
- Study Tour of Istanbul Stock Exchange, Turkey, May 1999
- International Organisation of Securities Commissioners (IOSCO) annual conference, Nairobi, Kenya, September 12-18, 1998
- Study Tour of Johannesburg and Mauritius Stock Exchanges, July 1998
- Finance and Accounting for Non-Finance Managers, Management Development and Productivity Institute (MDPI), Accra, Ghana, June 29 – July 3, 1998
- Housing Finance in Africa: Maintaining Sustainable Mortgage Finance Schemes in Africa, Accra, December 1 – 5, 1997
- Corporate Finance Strategies, Accra, Ghana, November 1997
- Stock Exchange Operations, Tokyo Stock Exchange, Tokyo, Japan, Feb. - March, 1996
- Workshop on Practices for Legal Admissibility of Documents in an Electronic Environment, March 1995
- Ghana Stock Exchange Training Courses, Oct. – Dec. 1994
 - Basic Securities
 - Advanced Securities
 - Securities Selling & Investment Advice
 - Securities Trading

ASSOCIATIONS/SOCIAL ORGANISATIONS

- Ghana Bar Association
- ThinkGhana
- Chevening Scholars Association
- Mensah Sarbah Hall (University of Ghana) Alumni Association
- President, Students Representative Council, Ghana School of Law, Accra, Ghana, 1993/94
- Member, Legal Outreach Team, Ghana School of Law, 1992-1994
- Secretary, Law Students Union, Faculty of Law, University of Ghana, 1991/92
- President, St. Augustine's College Past Students Union, University of

Ghana Branch, 1990-1991

- Prefect, St. Stephen's House, St. Augustine's College, Cape Coast, Ghana, 1987-1988

PUBLICATIONS

- **"Business Names and Ghana's Corporate Laws – An Insight"** (The Ghanaian Observer, Sept. 2006)
- **"The Role of the Company Secretary in a Public Listed Ghanaian Company"**, (The Enquirer, October 2005)
- **'Non-Bank Financial Institutions in Ghana: An Appraisal'**, Banking and Financial Law Journal of Ghana, November 1998, Vol.1, No. 1; Feb.- June 1999, Vol. 1 Nos. 2 & 3
- **'Humanitarian Intervention: A Foolish Footnote to Man's Demise'?** "The Independent", Ghana, Aug. 31, 1999, pages 8 & 11, The Enquirer, November 2005
- **"Treatise"**, Faculty of Law, University of Ghana, Philip Jessup International Moot Court Competition, Washington DC, USA, 1992

HOBBIES

- Reading
- Playing/Watching Soccer
- Movies
- Listening to Music