



BRS BUSINESS
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for E.L.L. →
2/6/11

Our Ref: BRS/REG/1

3rd November, 2023

Clerk of the National Assembly,
National Assembly,
Parliament Building,
P.O Box 41842-00100,
NAIROBI.



② HTO
for tabling
pp 7/11/23

RE: THE COMPANIES (BENEFICIAL OWNERSHIP INFORMATION) (AMENDMENT) REGULATIONS, 2023, AND THE LIMITED LIABILITY PARTNERSHIP (BENEFICIAL OWNERSHIP INFORMATION) REGULATIONS, 2023

Reference is made to the above matter.

Herewith please find the Companies (Beneficial Ownership Information) (Amendment) Regulations, 2023, and the Limited Liability Partnership (Beneficial Ownership Information) Regulations, 2023 along with an explanatory memorandum, for your further necessary action.

Joyce Koech

JOYCE KOECH
REGISTRAR OF COMPANIES

THE NATIONAL ASSEMBLY
PARLIAMENT BUILDING
DATE: 07 NOV 2023

TABLED BY:	HON. KIMANI MACHARIA	NATIONAL ASSEMBLY RECEIVED
CLERK AT THE TABLE:	MADONNY MACHARIA	

06 NOV 2023
CLERK'S OFFICE
P O Box 41842, NAIROBI

Encl.

Copy to: Hon. J.B.N Muturi EGH
ATTORNEY GENERAL

Hon. Shadrack J. Mose
SOLICITOR GENERAL



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**EXPLANATORY MEMORANDUM TO THE LIMITED LIABILITY PARTNERSHIP
(BENEFICIAL OWNERSHIP INFORMATION) REGULATIONS, 2023**

PART I

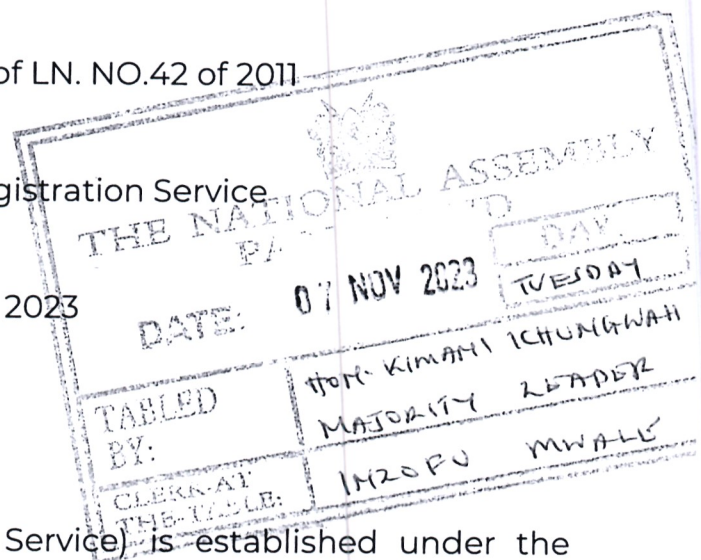
Name of the Statutory Instrument: The Limited Liability Partnership (Beneficial Ownership Information) Regulations, 2023

Name of the Parent Act: The Limited Liability Partnership, 2011

Enacted Pursuant to: Section 31B of LN. NO.42 of 2011

Name of the Ministry/ Department: Business Registration Service

Gazetted on: 19th October, 2023



PART II

1. POLICY BACKGROUND

The Business Registration Service (the Service) is established under the Business Registration Service Act, 2015. The mandate of the Service includes administration of laws relating to registration, operation and management of companies and partnerships and their dissolution.

The Service has been reviewing laws that it administers to promote the ease of doing business in Kenya. In addition, the Service also tasked with implementation of international standards in relation to transparency of legal entities.

Kenya is a member of the Eastern and Southern Africa Anti-Money Laundering Group (ESAAMLG), which is an associate member of the Financial

Action Task Force (FATF). FATF is money laundering and terrorism financing watchdog that has developed a number of standards, commonly referred to as recommendations on combating money laundering, terrorism financing and proliferation of weapons of mass destruction. Countries are required to make efforts to comply with the minimum requirements set by FATF through their recommendations to aid in fight against the three vices.

As a matter of checking for compliance, members and associate members of FATF undergo mutual evaluation, and country reports are adopted indicating the deficiencies in the Country. Kenya recently underwent mutual evaluation, culminating in a report adopted by the Council of Ministers in September 2022.

The Report noted a number of deficiencies including lack of Beneficial Ownership Disclosure mechanisms in Limited Liability Partnerships.

Beneficial Ownership transparency is one of the leading tools to tackle illicit financial flows related to tax evasion, money laundering, corruption, and terrorism financing. It has been noted that Companies are not the only Legal Persons that can be abused to facilitate state criminal activities particularly due to the layering aspects of companies, there is a need to enhance transparency on LLPs as well.

Business Registration Service is among the agencies tasked with addressing deficiencies highlighted in the recommendations arising from the Kenya Mutual Evaluation Report published in September 2022. The deficiencies were addressed through the Anti Money Laundering and Counter-Terrorism Financing (Amendment) Act, 2023 (the Act) which commenced in 15th September, 2023.

The Act-

- (1) introduces a requirement to file beneficial ownership information for Limited Liability Partnerships (LLPs)
- (2) enhances the sanctions for failure to comply with beneficial ownership disclosure

- (3) requires LLP
- (i) to disclose their nominee status
 - (ii) to ensure records are kept both by legal structures and the Registrar for a minimum period of 7 years.

The Limited Liabilities Act empowers the Attorney General to make Regulations necessary or convenient for carrying out or giving effect to the Act. The Limited Liability Partnership (Beneficial Ownership Information) Regulations, 2023 are therefore issued to give effect to amendments in the Act.

2.LEGISLATIVE CONTEXT

The Limited Liability Partnership Act, 2023 empowers the Attorney General to make Regulations necessary or convenient for carrying out or giving effect to the Act. The Limited Liability Partnership (Beneficial Ownership Information) Regulations, 2023 are therefore issued to give effect to the Act.

3.THE PURPOSE OF THE LIMITED LIABILITY PARTNERSHIP (BENEFICIAL OWNERSHIP INFORMATION) REGULATIONS, 2023

These Regulations are to provide for the proper conduct of the LLPs in the registration of the Beneficial Ownership Information at the Registry pursuant to Section 31B of the Limited Liability Partnership Act, 2011.

The said regulations mirror the provision under the Limited Liability Partnership (Beneficial Ownership Information) Regulations, 2023 as well as the proposed amendments to it.

The purpose of the regulations is to -

- (1) Provide definitions of key terms used under the Regulations.
- (2) Provide a threshold that enables the LLP to identify its beneficial owners and prescribe the particulars to be obtained relating to the beneficial owners.

- (3) Mandate LLPs to investigate and verify the information obtained.
- (4) Require partners to disclose their nominee status (if any) and ensure that this status is noted in the register of partners and have the details of the nominators are captured in the register of beneficial owners.
- (5) Require Limited Liability Partnerships to take reasonable steps to identify their BOs including issuing a notice to anyone they believe to be a beneficial owner and where the person fails to disclose the managers are required to issue a warning notice and ultimately a restriction notice.
- (6) Prescribe the steps the LLP should take where they are not able to
- (7) Ensure that the information submitted to the registrar is up-to-date by encouraging the submission of material discrepancies on the information submitted to the registrar on particulars of BO.
- (8) Ensure that beneficial ownership information can be accessible by entities in charge of implementing anti-money laundering and countering the financing of terrorism measures including Financial Institutions and Designated Non-Financial Businesses and Professionals, this not only enhances the quality of information kept but also aids in enhancing transparency.
- (9) Prescribes how BO information may be disclosed by the Registrar and the LLP in line with the Data Protection Act and in particular ensures that personal protected identifiable information is not disclosed however the competent authorities can access this information.

4. CONSULTATIONS OUTCOME

The Limited Liability Partnership (Beneficial Ownership Information) Regulations, 2023 have considered the views of the key personnel in the Office of the Attorney General and Department of Justice who are versed with the operational aspects of the companies' Registry. The Attorney General in coming up with the regulations has sought the extensive input of the Director General who is the accounting officer and administrator of the Business Registration Service as well as the Registrar of Companies.

The Service involved key stakeholders in preparation of the regulation and the team comprised of the National Action Task force on AML/CFT, members of the Joint Liaison Committee (which comprises of members of the Law Society of Kenya and the Institute of Certified Secretaries), Kenya Bankers Association and the Public at large.

The Service involved key stakeholders in the preparation of the regulation and the team comprised of the National Action Task Force on AML/CFT, members of the Joint Liaison Committee (which comprises members of the Law Society of Kenya and the Institute of Certified Secretaries), the Institute of Certified Public Accountants, Kenya Bankers Association to review a draft proposed amendment before subjecting it for Public Participation.

The Service sought comments from various stakeholders by writing to them directly and by advertising in MyGov issue titled "Call for submission of comments and public participation on the review of the Beneficial Ownership Framework" which was published on MyGov on Tuesday, 5th July 2022 on Page. 15.

The Service also through https://bit.ly/BO_Review published the initial drafts regulations and www.brs.go.ke published the validated regulations Regulations for comments by the users of the LLP Registry.

The Limited Liability Partnership (Beneficial Ownership Information) Regulations, 2023 have considered the views of other key stakeholders are the Board of Directors BRS, Public Sector Agencies, Private Sector Institutions, Strategic Donor, General Public, Media and Professional Bodies. Of the above

the Public Procurements Regulatory Authority, Strategic Donors, and practitioners gave their invaluable input on the same.

Validation meetings were held on the 21st and 23rd of July, 2023 to review and adopt the comments received.

The Regulations are expected to streamline and give clarity to the operation of the Registry as contemplated under the Limited Liability Partnership Act, 2011.

5.Guidance

The Business Registration Service will sensitize its officers for adherence to the objectives of accountability and efficiency in the management of the Registry. The Service will also continuously engage key stakeholders whose participation and cooperation remain instrumental in the successful implementation of the key aspects of the Limited Liability Partnership Act and the Regulations.

6.Review of the Regulations

The Registrar of Companies shall monitor the application of the Limited Liability Partnership (Beneficial Ownership Information) Regulations, 2023. This will be done through the reports prepared at regular intervals. In addition, the implementers of the regulations will carry out regular monitoring and evaluation of the specific provisions of these regulations with the aim of initiating any legislative amendments as may be necessary on an annual basis.

7.Contact Person

*THE LIMITED LIABILITY PARTNERSHIP (BENEFICIAL OWNERSHIP INFORMATION)
REGULATIONS, 2023*

The contact person at the Office of the Attorney General and the Department of Justice is Mr. Kenneth Gathuma, Director General, of Business Registration Service, and Ms. Joyce Koech, the Registrar of Companies.

EXPLANATORY MEMORANDUM TO THE COMPANIES (BENEFICIAL OWNERSHIP INFORMATION) (AMENDMENT) REGULATIONS, 2023

PART I

Name of the Statutory Instrument: The Companies (Beneficial Ownership Information) (Amendment) Regulations, 2023

Name of the Parent Act: The Companies Act, 2015

Enacted Pursuant to: Section 93A of LN. NO.17 of 2015

Name of the Institution : Business Registration Service

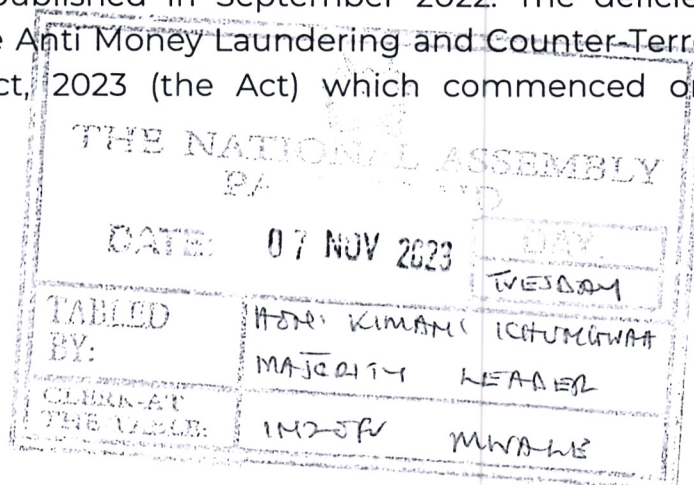
Gazetted on: 19th October, 2023

PART II

1.REFORMS BACKGROUND

Beneficial Ownership transparency is one of the leading tools to tackle illicit financial flows related to tax evasion, money laundering, corruption, and terrorism financing

Business Registration Service is among the agencies tasked with addressing deficiencies highlighted in the recommendations arising from the Kenya Mutual Evaluation Report published in September 2022. The deficiencies were addressed through the Anti Money Laundering and Counter-Terrorism Financing (Amendment) Act, 2023 (the Act) which commenced on 15th September, 2023.



1.LEGISLATIVE CONTEXT

The Companies Act, 2015 empowers the Attorney General to make Regulations necessary or convenient for carrying out or giving effect to the Act. The Companies (Beneficial Ownership Information) (Amendment) Regulations, 2023 are therefore issued to give effect to the Act.

2.THE PURPOSE OF THE COMPANIES (BENEFICIAL OWNERSHIP INFORMATION) (AMENDMENT) REGULATIONS, 2023

The Companies (Beneficial Ownership Information) Regulations 2020 were first published as Legal Notice No. 12 to give effect to the amendment to the Companies Act that introduced disclosure of beneficial ownership information.

Further Amendments to the regulations were effected in 2022 to broaden the scope of who can access BO information to procuring entities where a company participates in public procurement and assets disposal as well as a contracting authority where the company participates in public-private partnership arrangement, which contributes to fair and equitable treatment for potential suppliers. The amendments allowed the publishing and making available information on beneficial owners maintained by the Public Procurement Regulatory Authority in the government portal in relation to entities that have been awarded a tender by the procuring entity. Lastly, the amendments sought to allow Government to publish and publicize any important information regarding a company where such a matter is of public concern and affects the country.

Following the Mutual Evaluation Report, the Service seeks to amend the Companies (Beneficial Ownership Information) Regulations to address the deficiencies highlighted by the assessors.

The purpose of these Regulations is to-

- (1) Provide clarity in the terms introduced under the regulations.
- (2) Guide companies on the threshold for identifying the companies' beneficial owners and prescribing the particulars to be obtained relating to the beneficial owners.
- (3) Mandate companies to verify the information obtained on beneficial owners. Due diligence is an ongoing process therefore companies ought to investigate and ensure that the Beneficial Ownership Register is accurate and up to date.
- (4) Enhance transparency by expounding on the requirement of directors and shareholders to disclose their nominee status (if any) and ensure that this status is noted in the register of members and register of directors and have the details of the nominators are captured in the register of beneficial owners.
- (5) Ensure that the information submitted to the registrar is up-to-date by encouraging submission of material discrepancy on the information submitted to the registrar on particulars of BO.
- (6) Ensure that BO information can be accessed by entities in charge of implementing anti-money laundering and countering financing of terrorism measures including Financial Institutions and Designated Non-Financial Businesses and Professionals.
- (7) Ensure that the Data Protection Act is adhered to and in particular ensure that personally protected identifiable information is not disclosed except to competent authorities

3. CONSULTATIONS OUTCOME

The Companies (Beneficial Ownership Information) (Amendment) Regulations, 2023 have considered the views of the key personnel in the Office of the Attorney General and Department of Justice who are versed with the operational aspects of the companies' Registry. The Attorney General in coming up with the regulations has sought the extensive input of the Director General who is the accounting officer and administrator of the Business Registration Service as well as the Registrar of Companies.

The Service involved key stakeholders in preparation of the regulation and the team comprised of the National Action Task force on AML/CFT, members of the Joint Liaison Committee (which comprises of members of the Law Society of Kenya and the Institute of Certified Secretaries), Kenya Bankers Association and the Public at large.

The Service involved key stakeholders in the preparation of the regulation and the team comprised of the National Action Task Force on AML/CFT, members of the Joint Liaison Committee (which comprises members of the Law Society of Kenya and the Institute of Certified Secretaries), the Institute of Certified Public Accountants, Kenya Bankers Association to review a draft proposed amendment before subjecting it for Public Participation.

The Service sought comments from various stakeholders by writing to them directly and by advertising in MyGov issue titled "Call for submission of comments and public participation on the review of the Beneficial Ownership Framework" which was published on MyGov on Tuesday, 5th July 2022 on Page. 15.

The Service also through https://bit.ly/BO_Review published the initial drafts regulations and www.brs.go.ke published the validated regulations Regulations for comments by the users of the Companies' Registry.

The Companies (Beneficial Ownership Information) (Amendment) Regulations, 2023 have considered the views of other key stakeholders are the Board of Directors BRS, Public Sector Agencies, Private Sector Institutions, Strategic Donor, General Public, Media and Professional Bodies. Of the above

the Public Procurements Regulatory Authority, Strategic Donors, and practitioners gave their invaluable input on the same.

Validation meetings were held on the 21st and 23rd of July, 2023 to review and adopt the comments received.

The Regulations are expected to streamline and give clarity to the operation of the Registry as contemplated under the Companies Act, 2015.

4.Guidance


The Business Registration Service will sensitize its officers for adherence to the objectives of accountability and efficiency in the management of the Registry. The Service will also continuously engage key stakeholders whose participation and cooperation remain instrumental in the successful implementation of the key aspects of the Companies Act and the regulations.

5.Review of the Regulations

The Registrar of Companies shall monitor the application of the Companies (Beneficial Ownership Information) (Amendment) Regulations, 2023. This will be done through the reports prepared at regular intervals. In addition, the implementers of the regulations will carry out regular monitoring and evaluation of the specific provisions of these regulations with the aim of initiating any legislative amendments as may be necessary on an annual basis.

6.Contact Person

The contact person at the Office of the Attorney General and the Department of Justice is Mr. Kenneth Gathuma, Director General, of Business Registration Service, and Ms. Joyce Koech, the Registrar of Companies.

 THE NATIONAL ASSEMBLY P/ D	
DATE: 07 NOV 2023 TUESDAY	
TABLED BY:	HON. KIMANI KICHUNGWA MAJORITY LEADER
CLERK AT THE TABLE:	INZOFU MWALE 845

SPECIAL ISSUE

Kenya Gazette Supplement No. 198

19th October, 2023

(Legislative Supplement No. 70)

LEGAL NOTICE NO. 162

THE COMPANIES ACT

(No. 17 of 2015)

IN EXERCISE of the powers conferred by section 1022 of the Companies Act, 2015, the Attorney-General makes the following Regulations—

THE COMPANIES (BENEFICIAL OWNERSHIP INFORMATION) (AMENDMENT) REGULATIONS, 2023

1. These Regulations may be cited as the Companies (Beneficial Ownership Information) (Amendment) Regulations, 2023. Short title.

2. The Companies (Beneficial Ownership Information) Regulations, 2020, in these Regulations referred to as the “principal Regulations” are amended in section 2 by inserting the following new definitions in proper alphabetical sequence — Amendment of regulation 2 of L.N. No. 12 of 2020.

“designated non-financial businesses or professions” has the meaning assigned to it under section 2 of the Proceeds of Crime and Anti-Money Laundering Act, 2009; No. 9 of 2009.

“family” means—

- (a) the beneficial owner’s spouse;
- (b) a child or step-child of the beneficial owner;
- (c) a child or step-child of the beneficial owner’s spouse who lives with the beneficial owner and has not reached eighteen years of age;
- (d) a parent of the beneficial owner;
- (e) a brother or sister to the beneficial owner;
- (f) a brother or sister of the spouse of the beneficial owner;
- (g) a grandchild of the beneficial owner; or
- (h) a spouse of any of the persons specified in paragraphs (b), (e), (f) and (g).

“financial institutions” has the meaning assigned to it under section 2 of the Proceeds of Crime and Anti-Money Laundering Act, 2009;

“joint arrangement” means an arrangement between the holders of shares or rights in a company that they exercise all or substantially all the rights conferred by their respective shares or rights jointly, in a manner pre-determined by the arrangement;

“material discrepancy” means factual errors that could significantly alter the status or identity of a beneficial owner but does not include typing mistakes or spelling errors;

“member” has the meaning assigned under section 3 of the Act;

“protected personal identifiable information” includes—

- (a) birth certificate number, national identity card number or passport number;
- (b) personal identification number;
- (c) date of birth;
- (d) residential address;
- (e) telephone number; or
- (f) email address;

“Public Procurement Regulatory Authority” has the meaning assigned to it under the Public Procurement and Asset Disposal Act, 2015; No. 33 of 2015.

“Public Private Partnership Committee” has the meaning assigned to it under the Public Private Partnership Act, 2013; No. 15 of 2013.

“significant control” includes control that can be exercised through—

- (a) debt instruments or other financial arrangements such as where a lender or creditor controls a legal person via the provisions of the lending agreement which provides that debt is convertible into voting equity, or where a third party influences a shareholder by means of a financial or other relationship but does not include instances where a bank provides financing to a legal person;
- (b) positions held within a legal person such as being responsible for the strategic decisions that affect business practices or general direction of the legal person including senior managing officials;
- (c) informal means such as through close personal connections to family or associates including informal nominee arrangements or when an individual is using, enjoying or benefiting from the assets owned by the legal person, or
- (d) differential voting rights that give certain shareholders more control than others in this case, even a shareholding that falls well below a specified threshold may in fact give a minority shareholder control over the company; and

“significant influence” means the power to participate in the operating and financial policies of a company without necessarily having full control over them.

3. Regulation 3 of the principal Regulations is amended—

Amendment of
regulation 3 of
L.N. No. 12 of
2020.

- (a) in sub-regulation (2) by —
- (i) deleting paragraph (c) and substituting therefor the following new paragraph—
- (c) holds a right to, directly or indirectly, appoint or remove a majority of the members of the board of directors;
- (ii) inserting the word “significant” immediately after the words “influence or” appearing in paragraph (d).
- (b) by inserting the following new sub regulations immediately after sub regulation (2)—

“(2A) For purposes of a company limited by guarantee, a beneficial owner of a company shall be a natural person who meets any of the following criteria—

- (a) whether individually or jointly, exercises at least ten percent of the voting rights directly or indirectly;
- (b) whether individually or jointly, has a right to exercise or actually exercises significant influence directly or indirectly over the running of the activities of the company limited by guarantee;
- (c) whether individually or jointly, has the right to, directly or indirectly, appoint or remove any of the board of directors;
- (d) whether individually or jointly, has the right to, directly or indirectly, direct or veto the distribution of funds, assets, or investment decisions of the company limited by guarantee; or
- (e) whether individually or jointly, has the right to, directly or indirectly, liquidate the company limited by guarantee.

(2B) Where two or more natural persons—

- (a) hold a share or right jointly; or
- (b) have a joint arrangement relating to shares or rights held,

each of such persons shall, for the purposes of sub-regulation (2) be treated as a beneficial owner.

- (c) in sub-regulation (3) by inserting the words “and verify the particulars of” immediately after the word “identify”;
- (d) in sub-regulation (4) by inserting the following expression “and 3(2A)” immediately after the expression “3(2)”;

- (e) by inserting the following new sub-regulation immediately after sub-regulation (4)—

(4A) A company shall validate and verify the particulars referred to in sub-regulation (3) before submitting a copy of the particulars to the Registrar.

- (f) by inserting the following new sub-regulation immediately after sub-regulation (5) —

(5A) A company shall, from time to time, validate, review, verify and update information of its beneficial owners in its register of beneficial owners.

(5B) A company may request its beneficial owner to review, validate and verify any of the beneficial owner's particulars referred to in sub regulation (3).

(5C) When there are any changes in the particulars of a beneficial owner, the director, member or beneficial owner of the company shall notify the company within fourteen days of such change.

(5D) A person who fails to provide the information referred to sub regulation (5C) to the company, the provisions of these Regulations relating to the restriction of relevant interest shall apply.

- (g) by deleting sub-regulation 7 and substituting therefor the following new subsections—

(7) Where a company has a new beneficial owner, the company shall update its register beneficial owners and file a notice of any new beneficial owner with the Registrar in Form BOF4 set out in the First Schedule.

- (h) by inserting the following new sub-regulation immediately after sub-regulation (7) —

(8) A company shall file a notice of a person ceasing to be a beneficial owner to the Registrar in Form BOF5 set out in the First Schedule in accordance with section 93A(5) and (6) of the Act and pay the fees set out in the Second Schedule.

4. The principal Regulations are amended by inserting the following regulation immediately after regulation 4—

Nominee shareholder and nominee director. 4A. (1) A person, whether formally or informally, acting as a nominee shareholder or a nominee director shall disclose to the company their status as a nominee and provide the particulars of the nominator within the prescribed timelines under the Act.

Insertion of new regulation in L.N. No. 12 of 2020.

(2) The company shall upon validating, reviewing and verifying the nominee status, note the nominees in its register of nominees.

(3) The company shall submit a copy of its register of members or register of directors with the Registrar as provided for under the Act.

(4) The Registrar shall put an asterisk to the names of directors or shareholders who are nominee directors or shareholders, appearing in the register of members or register of directors.

(5) The company shall—

- (a) where a nominator is a natural person, enter the particulars of the nominator in the register of beneficial owners; or
- (b) where a nominator is a legal person, enter the particulars of the beneficial owners of the legal person in the register of the beneficial owners,

and submit a copy of the register of beneficial owners and any change to it, in accordance with the provisions of the Act and these Regulations.

(6) A nominee who falsely declares or fails to disclose the nominator commits an offence and shall be liable, on conviction, to the penalty provided under section 872 of the Act.

(7) For purposes of this regulation “informally” means, without any form of written legal contract such as based on loose forms of control where a family member, friend, employee or associate stands in for the nominator, who can be the beneficial owner.

5. Regulation 11 of the Principal Regulations is amended by—

- (a) renumbering the existing provision as (1);
- (b) inserting the following new sub-regulation immediately after sub-regulation (1)—

(2) The company shall lodge with the Registrar in Form BOF3 as set out in the First Schedule details setting out the steps undertaken to identify the beneficial owner or any other relevant information related to sub regulation (1) above.

6. Regulation 12 of the principal Regulations is amended by deleting the word “the” appearing immediately after words “beneficial ownership information”.

7. The principal Regulations are amended by deleting regulation 13 and substituting therefor the following new regulation—

Amendment of regulation 11 of L.N. No. 12 of 2020.

Amendment of regulation 12 of L.N. No. 12 of 2020.

Amendment of regulation 13 of L.N. No. 12 of 2020.

Disclosure by the company.

13. (1) A company shall not use or disclose any information about its beneficial owners except—

- (a) for communicating with the beneficial owner concerned;
- (b) in order to comply with any requirement of these Regulations;
- (c) in order to comply with the Proceeds of Crime and Anti-Money Laundering Act, 2009 and its Regulations;
- (d) in order to comply with the Prevention of Terrorism Act, 2012 and its Regulations; or
- (e) in order to comply with a court order.

(2) Notwithstanding sub-regulation (1), information relating to a beneficial owner may be disclosed by a company—

- (a) with written consent of the beneficial owner;
- (b) to the procuring entity, where the company participates in public procurement and assets disposal under the Public Procurement and Asset Disposal Act, 2015;
- (c) to the contracting authority, where the company participates in a public private partnership arrangement under the Public Private Partnership Act, 2013; or
- (d) to financial institutions for the purposes of entering into a relationship with the institution.

8. The principal Regulations are amended by inserting the following new regulations immediately after regulation 13—

Insertion of new regulations to L.N. No. 12 of 2020.

Disclosure by the Registrar.

14. (1) The Registrar may—

- (a) use information relating to a beneficial owner for the purpose of communicating with the beneficial owner;
- (b) upon a written request or any other means the registrar may specify, make available the beneficial ownership information of a company, to—
 - (i) a competent authority;

- (ii) the Public Procurement Regulatory Authority;
 - (iii) the Public Private Partnerships Committee;
 - (iv) supervisors or regulators of financial institutions and designated non-financial businesses and professionals; or
 - (v) any government agency in charge of implementing anti money laundering and countering financing of terrorism measures;
- (c) upon receipt of Form BOF6 or as the Registrar may specify and on payment of the fee stipulated in the Second Schedule, disclose beneficial ownership information of a company, in Form BOF7 set out in the Second Schedule, other than protected personal identifiable information, to—
- (i) financial institutions;
 - (ii) designated non-financial businesses or professionals; or
- (d) disclose beneficial ownership information of a company pursuant to a court order.
- Publishing beneficial ownership information.** 15. Beneficial ownership information shall not be made available to the public or be published, except—
- (a) by the Public Procurement Regulatory Authority in the government portal in relation to entities that have been awarded a tender by the procuring entity as part of a contract award; or
 - (b) by a government, where the matter is of public interest.
- Data protection.** 16. The publication or disclosure of the beneficial ownership information under these Regulations shall not include protected personal identifiable information, except where such disclosure is made to a competent authority or pursuant to a court order.
- Material Discrepancy Reporting.** 17. (1) A company or a beneficial owner of a company shall report to the Registrar, material discrepancy identified by them in relation to beneficial ownership information filed by the company, in form BOF8 set out in the First Schedule.

(2) The Registrar may, upon receipt of the report under sub regulation (1), issue a direction to the company directing the company to address the discrepancy by filing an updated copy of its register of beneficial owners pursuant to section 93A of the Act.

(3) Failure to comply with the Registrar's directive under sub-regulation (2) shall have the same effect as a failure to comply with the directive issued under section 93A (12) of the Act.

9. The principal Regulations is amended by deleting the First Schedule and substituting therefor the following new Schedule—

Amendment of
the First Schedule
to L.N. No. 12 of
2020.

FIRST SCHEDULE

FORMS

FORM BOF1 r. 3(3)

REGISTER OF BENEFICIAL OWNERS**

[Section 93A of the Companies Act, 2015]

Name of company:

Number of company:

To the Registrar of Companies:

The above company hereby lodges the register of beneficial owners in accordance with section 93A of the Companies Act, 2015 that the following person is a beneficial owner of the company

Date that the person became a beneficial owner: ____/____/____ [dd/mm/yyyy]

BENEFICIAL OWNER

Full Name*	
Birth Certificate Number, National identity card number or Passport number	
Personal identification number	
Nationality (ies)*	
Date of birth [dd/mm/yyyy]*	
Postal address*	
Business address	
Residential address	
Telephone number	
Email address	
Occupation or profession*	

NATURE OF OWNERSHIP OR CONTROL FOR A COMPANY LIMITED BY SHARES

Nature of ownership or control the beneficial owner has in the company, whether individually or jointly*	<input type="checkbox"/> The percentage of issued shares a person holds in the company
	<input type="checkbox"/> Directly% of shares
	<input type="checkbox"/> Indirectly % of shares
	<input type="checkbox"/> The percentage of voting rights a person holds in the company
	<input type="checkbox"/> Directly% of voting rights
	<input type="checkbox"/> Indirectly % of voting rights
	<input type="checkbox"/> A person holds a right to appoint or remove a majority of the members of the board of directors of the company;
	<input type="checkbox"/> Directly

	<input type="checkbox"/> Indirectly <input type="checkbox"/> A person exercises significant influence or control over the company. <input type="checkbox"/> Directly <input type="checkbox"/> Indirectly <input type="checkbox"/> A person holds the highest percentage of the issued shares but does not meet the above four criteria. <input type="checkbox"/> Directly% of shares <input type="checkbox"/> Indirectly % of shares
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NATURE OF OWNERSHIP OR CONTROL FOR A COMPANY LIMITED BY GUARANTEE

<p>Nature of ownership or control the beneficial owner has in the company limited by guarantee, whether individually or jointly*</p>	<input type="checkbox"/> The percentage of voting rights a person holds in the company <input type="checkbox"/> Directly% of voting rights <input type="checkbox"/> Indirectly % of voting rights <input type="checkbox"/> A person exercises significant influence over the running of the activities of the Company Limited by Guarantee <input type="checkbox"/> Directly <input type="checkbox"/> Indirectly <input type="checkbox"/> A person has the right to, appoint or remove any of the board of directors <input type="checkbox"/> Directly <input type="checkbox"/> Indirectly <input type="checkbox"/> A person has the right to direct or veto the distribution of funds, assets, or investment decisions of the Company Limited by Guarantee, <input type="checkbox"/> Directly <input type="checkbox"/> Indirectly <input type="checkbox"/> A person has the right to, liquidate the Company Limited by Guarantee <input type="checkbox"/> Directly <input type="checkbox"/> Indirectly
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**SHAREHOLDERS WHOSE BENEFICIAL INTEREST HAS NOT BEEN
DISCLOSED:**

SHAREHOLDER

Full Name	
Reason(s) why beneficial ownership information cannot be disclosed:	<input type="checkbox"/> The company has not identified the beneficial owner <input type="checkbox"/> The company has not been able to identify the beneficial owner particulars <input type="checkbox"/> The company has issued a warning notice which has not been complied with <input type="checkbox"/> The company has issued a restriction notice <input type="checkbox"/> There is a matter pending before court in relation to beneficial ownership.
Lodged on behalf of the company by:	
Name:	
ID/ Passport number	
Address:	
Signature:	
Capacity***:	
Source****:	
Date:	

NOTES

*To be published in the Government portal in accordance with regulation 13(5)

** This form is used to notify the Registry of the particulars of company beneficial owners

*** Please indicate whether director, certified secretary or advocate of the company

**** Please indicate whether the information obtained was (a) provided by the beneficial owner or their authorised representative; (b) taken from an official register; or (c) provided by a third party not directly related to the beneficial owner.

Please enter particulars of every beneficial owner in a separate form

[Notes: (a) Please enter particulars of every beneficial owner in a separate form

FORM BOF2

r.3(4)

CHANGE OF BENEFICIAL OWNERS' PARTICULARS*

[Section 93A of the Companies Act, 2015]

Name of company:	
Number of the company:	

To the Registrar of Companies:

The above company hereby gives notice in accordance with section 93A of the Companies Act, 2015, that the registered particulars** of the beneficial owners of the company, as specified in column 1 of the table below, have changed as indicated in column 2 of that table.

<i>Column 1</i> <i>Name of the beneficial owner concerned</i>	<i>Column 2</i> <i>Particulars of change</i>

Lodged on behalf of the company by:

Name:	
National identity card number / Passport number	
Telephone number	
Postal Address:	
Email address	
Signature:	
Capacity***:	
Source****:	
Date:	

NOTES

*This form is used to notify the Registry of changes in the particulars of company beneficial owners.

**The particulars to be notified are of changes occurring in the company's register of beneficial owners.

***Please indicate whether director, certified secretary or advocate of the company.

**** Please indicate whether the information obtained was (a) provided by the beneficial owner or their authorised representative; (b) taken from an official register; or (c) provided by a third party not directly related to the beneficial owner.

FORM BOF3

r.11

UNSPECIFIED OR UNKNOWN BENEFICIAL OWNER

Indicate the reasonable steps taken by the company in attempting to identifying a beneficial owner and attach evidence of the steps taken to acquire the particulars. **	
Steps taken to identify beneficial owners	<input type="checkbox"/> The company has not identified the beneficial owner <input type="checkbox"/> The company has given notice to all persons it knows or believes to be beneficial owner which has not been complied with <input type="checkbox"/> The company has issued a warning notice which has not been complied with <input type="checkbox"/> The company has issued a restriction notice <input type="checkbox"/> The company has restricted rights attached to the shares more particularly specified below

Persons holding shares subject of warning notice or Restrictions	
Full Name of shareholder	
Birth Certificate Number, National identity card number or Passport number	
Personal identification number	
Nationality	
Date of birth [dd/mm/yyyy]	
Postal address	
Business address	
Residential address	
Telephone number	
Email address	
Number of shares held	
Lodged on behalf of the company by:	
Name:	
National identity card number / Passport number:	
Postal Address:	
Signature:	
Capacity	
Source	
Date:	

FORM BOF4

r.3(7)

NOTICE OF A NEW BENEFICIAL OWNER**

[Section 93A of the Companies Act, 2015]

Name of company:

Number of company:

To the Registrar of Companies:

The above company hereby gives notice in with section 93A of the Companies Act, 2015 that the following person is a new beneficial owner of the company

Date that the person became a beneficial owner: ___/___/_____ [dd/mm/yyyy]

BENEFICIAL OWNER

Full Name*	
Birth Certificate Number, National identity card number or Passport number	
Personal identification number	
Nationality (ies)*	

Date of birth [dd/mm/yyyy]*	
Postal address*	
Business address	
Residential address	
Telephone number	
Email address	
Occupation or profession*	

NATURE OF OWNERSHIP OR CONTROL FOR A COMPANY LIMITED BY SHARES

<p>Nature of ownership or control the beneficial owner has in the company, whether individually or jointly*</p>	<p><input type="checkbox"/> The percentage of issued shares a person holds in the company</p> <p style="margin-left: 20px;"><input type="checkbox"/> Directly% of shares</p> <p style="margin-left: 20px;"><input type="checkbox"/> Indirectly% of shares</p> <p><input type="checkbox"/> The percentage of voting rights a person holds in the company</p> <p style="margin-left: 20px;"><input type="checkbox"/> Directly% of voting rights</p> <p style="margin-left: 20px;"><input type="checkbox"/> Indirectly % of voting rights</p> <p><input type="checkbox"/> A person holds a right to appoint or remove a majority of the members of the board of directors of the company;</p> <p style="margin-left: 20px;"><input type="checkbox"/> Directly</p> <p style="margin-left: 20px;"><input type="checkbox"/> Indirectly</p> <p><input type="checkbox"/> A person exercises significant influence or control over the company.</p> <p style="margin-left: 20px;"><input type="checkbox"/> Directly</p> <p style="margin-left: 20px;"><input type="checkbox"/> Indirectly</p> <p><input type="checkbox"/> A person holds the highest percentage of the issued shares but does not meet the above four criteria.</p> <p style="margin-left: 20px;"><input type="checkbox"/> Directly% of shares</p> <p style="margin-left: 20px;"><input type="checkbox"/> Indirectly % of shares</p>
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NATURE OF OWNERSHIP OR CONTROL FOR A COMPANY LIMITED BY GUARANTEE

<p>Nature of ownership or control the beneficial owner has in the company limited by guarantee, whether individually or jointly*</p>	<p><input type="checkbox"/> The percentage of voting rights a person holds in the company</p> <p style="margin-left: 20px;"><input type="checkbox"/> Directly% of voting rights</p> <p style="margin-left: 20px;"><input type="checkbox"/> Indirectly % of voting rights</p> <p><input type="checkbox"/> A person exercises significant influence over the running of the activities of the Company Limited by Guarantee</p> <p style="margin-left: 20px;"><input type="checkbox"/> Directly</p>
--	--

	<input type="checkbox"/> Indirectly <input type="checkbox"/> A person has the right to, appoint or remove any of the board of directors <input type="checkbox"/> Directly% of voting rights <input type="checkbox"/> Indirectly % of voting rights <input type="checkbox"/> A person has the right to direct or veto the distribution of funds, assets, or investment decisions of the Company Limited by Guarantee, <input type="checkbox"/> Directly <input type="checkbox"/> Indirectly <input type="checkbox"/> A person has the right to, liquidate the Company Limited by Guarantee <input type="checkbox"/> Directly <input type="checkbox"/> Indirectly
--	--

SHAREHOLDERS WHOSE BENEFICIAL INTEREST HAS NOT BEEN DISCLOSED:

SHAREHOLDER

Full Name	
Reason(s) why beneficial ownership information cannot be disclosed:	<input type="checkbox"/> The company has not identified the beneficial owner <input type="checkbox"/> The company has not been able to identify the beneficial owner particulars <input type="checkbox"/> The company has issued a warning notice which has not been complied with <input type="checkbox"/> The company has issued a restriction notice <input type="checkbox"/> There is a matter pending before court in relation to beneficial ownership.
Lodged on behalf of the company by:	
Name:	
ID/ Passport number	
Address:	
Signature:	
Capacity***:	
Source****:	
Date:	

NOTES

*To be published in the Government portal in accordance with regulation 13(5)

** This form is used to notify the Registry of the particulars of company beneficial owners

*** Please indicate whether director, certified secretary or advocate of the company

**** Please indicate whether the information obtained was (a) provided by the beneficial owner or their authorised representative; (b) taken from an official register; or (c) provided by a third party not directly related to the beneficial owner.

Please enter particulars of every beneficial owner in a separate form

[Notes: (a) Please enter particulars of every beneficial owner in a separate form

FORM BOF5

r.3(8)

NOTICE OF CEASING TO BE A BENEFICIAL OWNER*

[Section 93A of the Companies Act, 2015]

Name of company:	
Number of the company:	

To the Registrar of Companies:

The above company hereby gives notice in accordance with section 93A of the Companies Act, 2015 that the beneficial owners of the company, as specified in column 1 of the table below, ceased to be beneficial owners of the company on the date(s) specified opposite that/those name(s) in column 2 of that table.

<i>Column 1 Name of the beneficial owner concerned</i>	<i>Column 2 Date on which a person ceased to be a beneficial owner</i>	<i>Column 3 Reason(s) for cessation</i>
	___/___/___ [dd/mm/yyyy]	
	___/___/___ [dd/mm/yyyy]	
	___/___/___ [dd/mm/yyyy]	
	___/___/___ [dd/mm/yyyy]	
	___/___/___ [dd/mm/yyyy]	

Lodged on behalf of the company by:	
Name:	
National identity card number / Passport number:	
Telephone number	
Postal Address:	
Email address	
Signature:	
Capacity**:	
Source***:	
Date:	

NOTES

* This form is used to notify the Registry when a person ceases to be a beneficial owner.

** Please indicate whether director, certified secretary or advocate of the company.

*** Please indicate whether the information obtained was (a) provided by the beneficial owner or their authorised representative; (b) taken from an official register; or (c) provided by a third party not directly related to the beneficial owner.

FORM BOF6

r.14

BENEFICIAL OWNERSHIP SEARCH REQUEST

[Section 93A of the Companies Act, 2015]

Name of company:

Number of company:

Reason(s) for conducting a search

Lodged by:	
Name:	
ID/ Passport number:	
Postal Address:	
Signature:	
Date:	

FORM BOF7

r.14

BENEFICIAL OWNERSHIP OFFICIAL SEARCH REPORT

[Section 93 of the Companies Act, 2015]

To:

Records relating to the below company held by the Registrar as at

Name of the company	
Registration Number	
Nominal Share capital	
Date of registration	
Registered address	

Names of the beneficial owners *

Name	Postal address	Nationality

Note:

*Information contained herein shall only be used for the purposes of customer due diligence and shall not be published disclosed to third parties unless permitted by law.

FORM BOF8

r.17

DISCREPANCY REPORTING

[Section 93 of the Companies Act, 2015]

Name of company:
 Number of company:
 Nature of Discrepancy

Lodged on behalf of the company by:	
Name:	
ID/ Passport number	
Address:	
Signature:	
Capacity***:	
Source****:	
Date:	

10. The Second Schedule to the principal Regulations is amended by inserting the following new fee—

Beneficial Ownership Search Request ksh 600

Made on the 18th October, 2023.

J. B. N. MUTURI,
 Attorney-General.

LEGAL NOTICE NO. 163

THE LIMITED LIABILITY PARTNERSHIP ACT

(No. 42 of 2011)

IN EXERCISE of the powers conferred by section 35 of the Limited Liability Partnership Act, 2011, the Attorney-General makes the following Regulations—

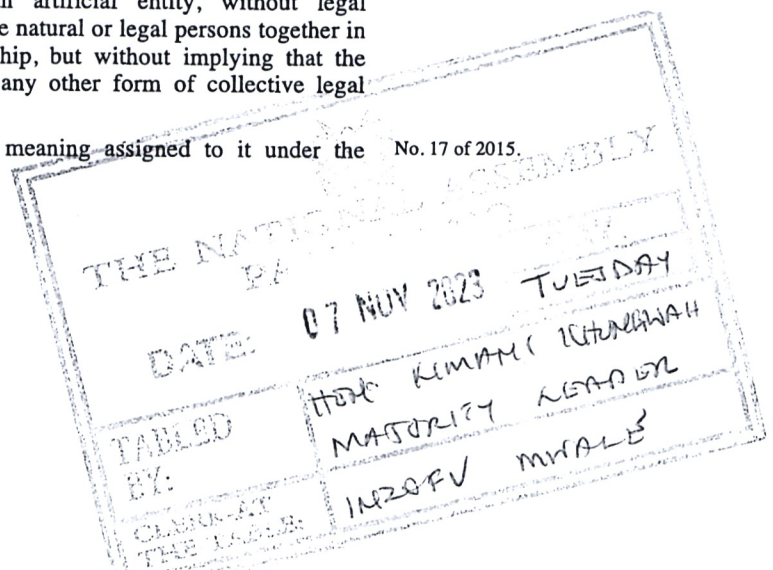
THE LIMITED LIABILITY PARTNERSHIP (BENEFICIAL OWNERSHIP INFORMATION) REGULATIONS, 2023

1. These Regulations may be cited as the Limited Liability Partnership (Beneficial Ownership Information) Regulations, 2023. Short title.
2. In these Regulations, unless the context otherwise requires— Interpretation.

“Act” means the Limited Liability Partnership Act, 2011;

“arrangement” refers to an artificial entity, without legal personality, associating one or more natural or legal persons together in an ownership or control relationship, but without implying that the parties to this arrangement have any other form of collective legal identity;

“beneficial owner” has the meaning assigned to it under the Companies Act, 2015; No. 17 of 2015.



“competent authority” means the Attorney-General, any criminal investigation agency established by law, law enforcement agencies, authorities that supervise and monitor the financial sector, including the Financial Reporting Centre and the Kenya Revenue Authority;

“designated non-financial businesses or professions” has the meaning assigned to it under section 2 of the Proceeds of Crime and Anti-Money Laundering Act, 2009; No. 9 of 2009.

“family” means—

- (a) the beneficial owner’s spouse;
- (b) a child or step-child of the beneficial owner;
- (c) a child or step-child of the beneficial owner’s spouse who lives with the beneficial owner and has not reached eighteen years of age;
- (d) a parent of the beneficial owner;
- (e) a brother or sister to the beneficial owner;
- (f) a brother or sister to the spouse of the beneficial owner;
- (g) a grandchild of the beneficial owner; or
- (h) a spouse of any of the persons specified in paragraphs (b), (e), (f) and (g);

“financial institutions” has the meaning assigned to it under section 2 of the Proceeds of Crime and Anti-Money Laundering Act, 2009;

“joint arrangement” means an arrangement between the holders of shares or rights in a company that they exercise all or substantially all the rights conferred by their respective shares or rights jointly in a manner that is pre-determined by the arrangement;

“material discrepancy” means factual errors that could significantly alter the status or identity of a beneficial owner but this does not include typing mistakes or spelling errors;

“nominee partner” has the meaning assigned to it under section 2 of the Act;

“protected personal identifiable information” includes—

- (a) birth certificate number, national identity card number or passport number;
- (b) personal identification number;
- (c) date of birth;
- (d) residential address;
- (e) telephone number; and
- (f) email address;

“Public Procurement Regulatory Authority” has the meaning assigned to it under the Public Procurement and Asset Disposal Act, 2015; No. 33 of 2015.

“Public Private Partnership Committee” has the meaning assigned to it under the Public Private Partnership Act, 2013; No. 15 of 2013.

“Registrar” means the Registrar of Companies appointed under section 831 of the Companies Act, 2015; No 17 of 2015.

“significant control” includes control that can be exercised through—

- (a) a right to direct or veto investment decisions of the limited liability partnership;
- (b) a right to participate in the capital returns of the partnership’s funds or assets;
- (c) a right to direct amendment of the partnership’s constitutional documents or partnership agreement;
- (d) a right to dissolve or convert the partnership;
- (e) positions held within the partnership such as being responsible in the strategic decisions that affect business practices or general direction of the partnership including senior managing official;
- (f) informal means such as through family or associates or in cases where the individual is using, enjoying, or benefiting from the assets owned by the partnership; and

“significant influence” means the power to participate in the operating and financial policies of a limited liability partnership without necessarily having full control over them.

3. (1) In accordance with section 31B of the Act, every limited liability partnership shall keep a register of its beneficial owners. Beneficial owner.

(2) For the purpose of these Regulations, a beneficial owner of a limited liability partnership shall be a natural person who meets any of the following conditions, whether individually or jointly with others, in relation to the limited liability partnership—

- (a) holds a right to share in at least ten percent of the capital contribution or profits of the limited liability partnership either directly or indirectly;
- (b) holds at least ten percent of the voting rights in the conduct and management of the limited liability partnership whether directly or indirectly;
- (c) has a right to appoint or remove any partner or a manager; or
- (d) exercises significant influence or control, directly or indirectly, over the limited liability partnership.

(3) Where two or more natural persons—

- (a) hold a right jointly; or
- (b) have a joint arrangement relating to rights held, each of such persons shall, for the purposes of sub regulation (2) be treated as a beneficial owner.

4. (1) A limited liability partnership shall take reasonable steps to identify its beneficial owners, verify, validate and enter in its register of beneficial owners the following particulars in respect of its beneficial owner—

Beneficial owner particulars.

- (a) full name;
- (b) birth certificate number, national identity card number or passport number;
- (c) personal identification number;
- (d) nationality;
- (e) date of birth;
- (f) postal address;
- (g) business address;
- (h) residential address;
- (i) telephone number;
- (j) email address;
- (k) occupation or profession;
- (l) nature of control or influence;
- (m) the date on which any person became a beneficial owner of the limited liability partnership;
- (n) the date on which any person ceased to be a beneficial owner of the limited liability partnership; and
- (o) any other relevant detail the Registrar may, from time to time, require.

(2) The information on the nature of control or influence referred to in sub regulation 4(1)(l) shall be as specified in regulation 3(2).

5. (1) A limited liability partnership shall lodge with the Registrar, a copy of its register of beneficial owners in Form LBOF1 set out in the First Schedule in accordance with section 31B of the Act.

Verification and filing of beneficial ownership information.

(2) A limited liability partnership shall lodge with the Registrar, particulars of change of beneficial owners in Form LBOF2 set out in the First Schedule and shall pay the fees set out in the Second Schedule.

(3) Where there is a new beneficial owner, the limited liability partnership shall update its beneficial ownership register and file a notice of any new beneficial owner with the Registrar in Form LBOF3 set out in the First Schedule.

(4) A limited liability partnership shall lodge with the Registrar a notice of a person ceasing to be a beneficial owner in Form LBOF4 set

out in the First Schedule in accordance with section 31B and pay the fees set out in the Second Schedule.

(5) The limited liability partnership shall take reasonable measures to verify and validate any information filed with the Registrar under this regulation.

6. (1) A limited liability partnership shall give notice to a person it knows or has reasonable cause to believe that the person is its beneficial owner, requiring the person to provide the particulars set out in regulation 4.

Duty to investigate, obtain and verify beneficial ownership particulars.

(2) A person who receives a notice under this regulation shall comply with the requirements of the notice not later than twenty-one days from the date of the notice.

(3) A person who receives a notice under sub-regulation (1) is not required to disclose any information in respect of which the court has directed not be disclosed.

7. (1) Any person, whether formally or informally, acting as a nominee partner, shall disclose to the limited liability partnership, their status as a nominee pursuant to section 31C and provide the particulars of the nominator.

Nominee partners.

(2) A limited liability partnership shall, upon receipt of the notice in sub-regulation (1), prepare a register of nominees and lodge with the Registrar, the nominee status of each disclosed nominee.

(3) The limited liability partnership shall—

- (a) where the nominator is a natural person, enter the names of the nominator in the register of beneficial owners and file a copy of thereof pursuant to these regulations; and
- (b) where the nominator is a legal person, enter the particulars of the beneficial owners of the legal person in the register of the beneficial owner,

and submit a copy of the register of beneficial owners, register of nominees and any change thereof, in accordance with the provisions of the Act and these Regulations.

(4) The Registrar shall put an asterisk to the names of partners who are nominees in the register of partners.

8. A limited liability partnership shall issue a warning notice to a person who fails to comply with the provisions of regulation 6 or 7 and keep a copy of the warning notice in its register of beneficial owners.

Warning notice.

9. A warning notice issued under regulation 8 shall—

- (a) specify the date on which the warning notice is issued and the date of compliance;
- (b) be accompanied by a copy of the notice issued under regulation 6;

Content of a warning notice.

- (c) require the person to comply with the notice issued under regulation 6;
- (d) state that it is proposing to restrict the rights the person holds in the limited liability partnership; and
- (e) explain the effect of the restriction.
10. (1) A limited liability partnership shall restrict the rights of a person if the person has not complied with the warning notice within fourteen days from the date of the warning notice. Restriction of rights for non-compliance.
- (2) A limited liability partnership shall make a note in the limited liability partnership's register to indicate the restriction issued under sub regulation (1).
- (3) A limited liability partnership shall file a copy of the restriction issued under this regulation with the Registrar within fourteen days from the date of the issuance of the restriction.
11. Where a limited liability partnership restricts the rights of a person, it shall notify the person affected by the restriction, in writing of the — Content of a restriction notice.
- (a) date the warning notice under regulation 8 was issued;
- (b) date on which the restriction was issued; and
- (c) effect of the restriction.
12. The effect of a restriction issued under regulation 10 with respect to a right is as follows— Effect of restriction.
- (a) no rights are exercisable including the right to participate in the decisions of the limited liability partnership through voting or otherwise; and
- (b) no payment may be made of sums due from the limited liability partnership in respect of the rights
13. (1) Where a notice issued under regulation 8 is complied with after the time specified in the notice, the limited liability partnership shall, within fourteen days of compliance of the notice, withdraw the restriction placed on the rights of the beneficial owner. Withdrawal of the restriction.
- (2) A limited liability partnership shall note in its register of beneficial owners—
- (a) the date on which the withdrawal was issued;
- (b) the date on which the limited liability partnership became required to withdraw the restriction; and
- (c) the person's rights in the limited liability partnership.
- (3) The limited liability partnership shall file a copy of the withdrawal issued under this regulation with the Registrar within fourteen days from the date the withdrawal was issued.
14. (1) A limited liability partnership shall note in its register of beneficial owners that it knows or has reasonable cause to believe that there is a beneficial owner in relation to the limited liability partnership but it— Unidentified beneficial owners.

- (a) has not identified the beneficial owner;
- (b) has not been able to obtain the beneficial owner particulars;
- (c) has issued a warning notice which has not been complied with;
- (d) has issued a restriction notice; or
- (e) there is a matter pending before court in relation to beneficial ownership.

(2) The limited liability partnership shall lodge with the Registrar in Form LBOF5 as set out in the First Schedule details setting out the steps undertaken to identify the beneficial owner or any other relevant information related to sub regulation (1).

15. (1) A limited liability partnership or a beneficial owner of a limited liability partnership shall report to the Registrar material discrepancy identified by them in relation to beneficial ownership information filed by the limited liability partnership.

Discrepancy reporting.

(2) The Registrar may, upon receipt of the report under sub regulation (1), issue a direction to the limited liability partnership directing the partnership to address the discrepancy by filing an updated copy of its beneficial ownership register pursuant to section 31B of the Act.

(3) Failure to comply with the Registrar's directive under sub regulation (2) shall have the same effect as a failure to comply with the directive issued under section 31B of the Act.

16. (1) A limited liability partnership shall not use or disclose beneficial ownership information except—

Disclosure by the limited liability partnership.

- (a) where the use is for the purpose of communicating with the beneficial owner concerned;
- (b) where the disclosure is made in order to comply with any requirement in these Regulations;
- (c) where the disclosure is made in order to comply with the Proceeds of Crime and Anti-Money Laundering Act, 2009 and its Regulations;
- (d) where the disclosure is made in order to comply with the Prevention of Terrorism Act, 2012 and its Regulations; or
- (e) where the disclosure is made in order to comply with a court order.

(2) Notwithstanding the provisions of sub-regulation (1), information relating to a beneficial owner may be disclosed by a limited liability partnership—

- (a) with written consent of the beneficial owner;
- (b) to the procuring entity, where the limited liability partnership participates in public procurement and assets disposal under the Public Procurement and Asset Disposal Act, 2015;
- (c) to the contracting authority, where the limited liability partnership participates in a public private partnership

- arrangement under the Public Private Partnership Act, 2013;
or
- (d) to financial institutions for the purposes of entering into a relationship with the institution.
17. The Registrar may—
- (a) use information relating to a beneficial owner for the purpose of communicating with the beneficial owner;
- (b) upon a written request or any other means the Registrar may specify, make available the beneficial ownership information of a company, to—
- (i) a competent authority;
- (ii) the Public Procurement Regulatory Authority;
- (iii) the Public Private Partnerships Committee;
- (iv) supervisors or regulators of financial institutions and designated non-financial businesses and professionals;
or
- (v) any government agency in charge of implementing anti money laundering and countering financing of terrorism measures;
- (c) upon receipt of Form BOF6 set out in the First Schedule or as the Registrar may specify and on payment of the fee set out in the Second Schedule, disclose beneficial ownership information of a limited liability partnership, except protected personal identifiable information, to—
- (i) financial institutions; or
- (ii) designated non-financial businesses or professionals; or
- (d) disclose beneficial ownership information of a limited liability partnership pursuant to a court order.
18. Beneficial ownership information shall not be made available to the public or be published, except—
- (a) by the Public Procurement Regulatory Authority in the Government Portal in relation to entities that have been awarded a tender by the procuring entity as part of a contract award; or
- (b) by a government where the matter is of public interest.
19. The publication or disclosure of the beneficial ownership information under these Regulations shall not include protected personal identifiable information, except where such disclosure is made to a competent authority or pursuant to a court order.

Disclosure by the Registrar.

Data Protection.

Disclosure of protected information.

FIRST SCHEDULE

FORMS

FORM LBOF1

r.5(1)

REGISTER OF BENEFICIAL OWNERS*

[Section 31B of the Limited Liability Partnerships Act, 2011]

Name of Limited Liability Partnership:

Number of limited liability partnership:

To the Registrar of Limited Liability Partnership:

The above company hereby lodges the register of beneficial owners in accordance with section 31B of the Limited Liability Partnership, 2011 that the following person is a beneficial owner of the company

Date that the person became a beneficial owner: ___/___/_____ [dd/mm/yyyy]

BENEFICIAL OWNER

Full Name	
Birth Certificate Number, National identity card number or Passport number	
Personal identification number	
Nationality	
Date of birth [dd/mm/yyyy]	
Postal address	
Business address	
Residential address	
Telephone number	
Email address	
Occupation or profession	

NATURE OF OWNERSHIP OR CONTROL

Nature of ownership or control the beneficial owner has in the Limited Liability Partnership	<input type="checkbox"/> The percentage of share in the capital contribution or profits of the limited liability partnership either directly or indirectly a person holds in the Limited Liability Partnership
	<input type="checkbox"/> Directly% right to share in capital or profit
	<input type="checkbox"/> Indirectly % right to share in capital or profit
	<input type="checkbox"/> The percentage of voting rights in the conduct and management of the Limited Liability Partnership whether directly or indirectly
	<input type="checkbox"/> Directly% of voting rights
	<input type="checkbox"/> Indirectly % of voting rights
	<input type="checkbox"/> A person holds a right to appoint or remove a partner of manager of the limited liability partnership; and/or

	<input type="checkbox"/> Directly <input type="checkbox"/> Indirectly <input type="checkbox"/> A person exercises significant influence or control over the limited liability partnership. <input type="checkbox"/> Directly <input type="checkbox"/> Indirectly
--	--

[Note: Please enter particulars of every beneficial owner in a separate form]

**LINK OF BENEFICIAL OWNER WITH THE LIMITED LIABILITY
PARTNERSHIP IN INDIRECT
OWNERSHIP**

Specify—	
	(a) Name of partner linked to the beneficial owner of the limited liability partnership;
	(b) Name of manager appointed by the beneficial owner;

Lodged on behalf of the company by:	
Name:	
National identity card number / Passport number	
Address:	
Signature:	
Capacity:	
Source**:	
Date:	

NOTES

*This form is used to notify the Registry of the particulars of limited liability partnership beneficial owners.

** Please indicate whether the information obtained was-

- (a) provided by the beneficial owner or their authorised representative;
- (b) taken from an official register; or
- (c) provided by a third party not directly related to the beneficial owner.

FORM LBOF2

r.5(2)

CHANGE OF BENEFICIAL OWNERS' PARTICULARS*

[Section 31B of the limited liability partnership Act, 2011]

Name of limited liability partnership:	
Number of the limited liability partnership:	

To the Registrar of Companies:

The above limited liability partnership hereby gives notice in accordance with section 31B of the limited liability partnership Act, 2011, that the registered particulars** of the beneficial owners of the limited liability partnership, as specified in column 1 of the table below, have changed as indicated in column 2 of that table.

<i>Column 1</i> <i>Name of the beneficial owner concerned</i>	<i>Column 2</i> <i>Particulars of change</i>

Lodged on behalf of the limited liability partnership by:

Name:	
National identity card number / Passport number	
Postal Address:	
Signature:	
Capacity:	
Source***:	
Date:	

NOTES

*This form is used to notify the Registry of changes in the particulars of limited liability partnership beneficial owners.

**The particulars to be notified are of changes occurring in the limited liability partnership's register of beneficial owners.

*** Please indicate whether the information obtained was (a) provided by the beneficial owner or their authorised representative; (b) taken from an official register; or (c) provided by a third party not directly related to the beneficial owner.

FORM LBOF3

r.5(3)

NOTICE OF A NEW BENEFICIAL OWNER**

[Section 31B of the Limited Liability Partnerships Act, 2011]

Name of Limited Liability Partnership:

Number of limited liability partnership:

To the Registrar of Limited Liability Partnership:

The above company hereby lodges the register of beneficial owners in accordance with section 31B of the Limited Liability Partnership, 2011 that the following person is a beneficial owner of the limited liability partnership.

Date that the person became a beneficial owner: ___/___/_____ [dd/mm/yyyy]

BENEFICIAL OWNER

Full Name	
Birth Certificate Number, National identity card number or Passport number	
Personal identification number	
Nationality	
Date of birth [dd/mm/yyyy]	
Postal address	
Business address	
Residential address	
Telephone number	
Email address	
Occupation or profession	

NATURE OF OWNERSHIP OR CONTROL

Nature of ownership or control the beneficial owner has in the Limited Liability Partnership	<input type="checkbox"/> The percentage of share in the capital contribution or profits of the limited liability partnership either directly or indirectly a person holds in the Limited Liability Partnership <input type="checkbox"/> Directly% right to share in capital or profit <input type="checkbox"/> Indirectly% right to share in capital or profit <input type="checkbox"/> The percentage of voting rights in the conduct and management of the Limited Liability Partnership whether directly or indirectly <input type="checkbox"/> Directly% of voting rights <input type="checkbox"/> Indirectly% of voting rights <input type="checkbox"/> A person holds a right to appoint or remove a partner manager of the limited liability partnership; and/or <input type="checkbox"/> Directly
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	<input type="checkbox"/> Indirectly <input type="checkbox"/> A person exercises significant influence or control over the limited liability partnership. <input type="checkbox"/> Directly <input type="checkbox"/> Indirectly
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[Note: Please enter particulars of every beneficial owner in a separate form]

**LINK OF BENEFICIAL OWNER WITH THE LIMITED LIABILITY PARTNERSHIP
IN INDIRECT
OWNERSHIP**

Specify—	(c) Name of partner linked to the beneficial owner of the limited liability partnership; (d) Name of manager appointed by the beneficial owner;

Lodged on behalf of the company by:	
Name:	
National identity card number / Passport number	
Address:	
Signature:	
Capacity:	
Source**:	
Date:	

NOTES

*This form is used to notify the Registry of the particulars of limited liability partnership beneficial owners.

** Please indicate whether the information obtained was-

- (a) provided by the beneficial owner or their authorised representative;
- (b) taken from an official register; or
- (c) provided by a third party not directly related to the beneficial owner.

FORM BOF4

r.5(4)

NOTICE OF CEASING TO BE A BENEFICIAL OWNER*

[Section 31B of the Limited Liability Partnerships Act, 2011]

Name of limited liability Partnership:	
Number of the limited liability Partnership:	

To the Registrar of limited liability Partnership:

The above company hereby gives notice in accordance with section 31B of the limited liability Partnership Act, 2011 that the beneficial owners of the limited liability Partnership: as specified in column 1 of the table below, ceased to be beneficial owners of the limited liability Partnership: on the date(s) specified opposite that/those name(s) in column 2 of that table.

<i>Column 1</i> <i>Name of the beneficial owner concerned</i>	<i>Column 2</i> <i>Date on which a person ceased to be a beneficial owner</i>	<i>Column 3</i> <i>Reason(s) for cessation</i>
	___/___/___ [dd/mm/yyyy]	
	___/___/___ [dd/mm/yyyy]	
	___/___/___ [dd/mm/yyyy]	

Lodged on behalf of the limited liability Partnership: by:	
Name:	
National identity card number / Passport number:	
Postal Address:	
Signature:	
Capacity:	
Source**:	
Date:	

NOTES

* This form is used to notify the Registry of the particulars of limited liability partnership beneficial owners.

** Please indicate whether the information obtained was-

- (a) provided by the beneficial owner or their authorised representative;
- (b) taken from an official register; or
- (c) provided by a third party not directly related to the beneficial owner.

FORM LBOF5

r.14(2)

UNSPECIFIED OR UNKNOWN BENEFICIAL OWNER

Indicate the reasonable steps taken by the limited liability partnership in attempting to identifying a beneficial owner and attach evidence of the steps taken to acquire the particulars. **	
Steps taken to identify beneficial owners	<input type="checkbox"/> The limited liability partnership has not identified the beneficial owner <input type="checkbox"/> The limited liability partnership has given notice to all persons it knows or believes to be beneficial owner which has not been complied with <input type="checkbox"/> The limited liability partnership has issued a warning notice which has not been complied with <input type="checkbox"/> The limited liability partnership has issued a restriction notice <input type="checkbox"/> The limited liability partnership has restricted rights attached to the shares more particularly specified below
Persons holding rights subject of warning notice or Restrictions	
Full Name of shareholder	
Birth Certificate Number, National identity card number or Passport number	
Personal identification number	
Nationality	
Date of birth [dd/mm/yyyy]	
Postal address	
Business address	
Residential address	
Telephone number	
Email address	
Number of shares held	
Lodged on behalf of the limited liability partnership by:	
Name:	
National identity card number / Passport number:	
Postal Address:	
Signature:	
Capacity	
Source	
Date:	

BENEFICIAL OWNERSHIP OFFICIAL SEARCH REQUEST

[Section 31B of the Limited Liability Partnerships Act, 2011]

Name of Limited Liability Partnership:

Number of limited liability partnership:

Lodged by:	
Name:	
National identity card number / Passport number:	
Postal Address:	
Signature:	
Date:	

FORM LBOF7

BENEFICIAL OWNERSHIP OFFICIAL SEARCH REPORT

[Section 31B Limited Liability Partnerships Act, 2011]

To:

Records relating to the below company held by the Registrar as at

Name of the Limited Liability Partnership	
Registration Number	
Date of registration	
Registered address	

Names of the beneficial owners *

Name	Postal address	Nationality

Note:

*Information contained herein shall only be used for the purposes of customer due diligence and shall not be published disclosed to third parties unless permitted by law.

FORM LBOF8

DISCREPANCY REPORTING

[Section 31B of the Limited Liability Partnerships Act, 2011]

Name of Limited Liability Partnership:

Number of limited liability partnerships:

Nature of Discrepancy

Lodged on behalf of the limited liability partnership by:	
Name:	
ID/ Passport number	
Address:	
Signature:	
Capacity:	
Source:	
Date:	

SECOND SCHEDULE

FEES

<i>Item</i>	<i>Matter</i>	<i>Fee (Ksh.)</i>
1.	Notice of cessation of a beneficial owner under regulation 5(4)	500
2.	Access of beneficial ownership information by financial institution under Regulation 17 (c)	600

Made on the 18th October, 2023.

J. B. N. MUTURI,
Attorney-General.