

(Legislative Supplement No. 15)

LEGAL NOTICE NO. 32

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, 2022

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| 1. These Regulations may be cited as the Companies (Beneficial Ownership Information) (Amendment) Regulations, 2022. | 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. |
| “public procurement” has the meaning assigned to it under the Public Procurement and Asset Disposal Act, 2015; | No. 33 of 2015. |
| “procuring entity” has the meaning assigned to it under the Public Procurement and Asset Disposal Act, 2015; | No. 33 of 2015. |
| “public private partnership” has the meaning assigned to it under the Public Private Partnership Act, 2013; and | No. 15 of 2013. |
| “contracting authority” has the meaning assigned to it under the Public Private Partnership Act, 2013. | No. 15 of 2013. |
| 3. Regulation 3 of the principal Regulations is amended in sub-regulation (2) by inserting the words “whether individually or jointly” immediately after the words “the following conditions”. | Amendment of regulation 3 of L.N. No. 12 of 2020. |
| 4. Regulation 13 of the principal Regulations is amended— | Amendment of regulation 13 of L.N. No. 12 of 2020. |
| (a) by inserting the following new sub-regulation immediately after sub regulation (2)— | |
| (2A) Notwithstanding sub-regulation (1), a company shall disclose its beneficial ownership information to — | |
| (a) the procuring entity, where the company participates in public procurement and assets disposal under the Public Procurement and Asset Disposal Act, 2015; or | No. 33 of 2015. |

(b) the contracting authority, where the company participates in a public private partnership arrangement under the Public Private Partnership Act, 2013.

No. 15 of 2013

(b) by deleting sub regulation (5) and substituting therefor the following new sub regulation—

(5) Notwithstanding sub regulation (4), beneficial ownership information 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 as part of contract award, shall be published and made publicly available.

(c) by inserting the following new sub regulations immediately after sub regulation (5)—

(6) Information relating to a beneficial owner shall only be made available to a competent authority, the Public Procurement Regulatory Authority or the Public Private Partnership Committee upon a written request by the competent authority, the Public Procurement Regulatory Authority or the Public Private Partnership Committee to the Registrar.

(7) Notwithstanding the provisions of this regulation, the Government may seek, publish and publicise any important information regarding a company if such information affects the country.

5. The First Schedule to the principal Regulations is amended by deleting Form BOF1 and substituting therefor the following new Form—

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

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 indicating 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 company, whether individually or jointly	<p>€ The percentage of shares a person holds in the company</p> <p>€ Directly% of shares;</p> <p>€ Indirectly% of shares.</p> <p>€ The percentage of voting rights a person holds in the company</p> <p>€ Directly% of voting rights</p> <p>€ Indirectly% of voting rights</p> <p>€ A person holds a right to appoint or remove a member of the board of directors of the company; and/or</p> <p><input type="checkbox"/> Directly</p> <p><input type="checkbox"/> Indirectly</p> <p>€ A person exercises significant influence or control over the company.</p> <p><input type="checkbox"/> Directly</p> <p><input type="checkbox"/> Indirectly</p>
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[Note: Please enter particulars of every beneficial owner in a separate form]

LINK OF BENEFICIAL OWNER WITH THE COMPANY IN INDIRECT OWNERSHIP

Specify—
(a) Name of shareholder holding shares on behalf of the beneficial owner of the company;
(b) Name of director appointed by the beneficial owner.

Lodged on behalf of the company by:

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

NOTES

- * This form is used to notify the Registry of the particulars of a company's 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.

Dated the 10th February, 2022.

P. KIHARA KARIUKI
Attorney-General.