

LEGAL NOTICE NO.....

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

Short title.

1. These Regulations may be cited as the Limited Liability Partnership (Beneficial Ownership Information) Regulations, 2023.

Interpretation.

2. In these Regulations, unless the context otherwise requires—

"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;

No. 17 of 2015.

"beneficial owner" has the meaning assigned to it under the Companies Act, 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;

No. 9 of 2009.

"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:

"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;

"Public Private Partnership Committee" has the meaning assigned to it under the Public Private Partnership Act, 2013;

"Registrar" means the Registrar of Companies appointed under section 831 of the Companies Act, 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;

No. 33 of 2015.

No. 15 of 2013.

No 17 of 2015.

(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.

Beneficial owner.

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

Beneficial owner particulars.

- **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—
 - (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;
- (1) 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)(1) shall be as specified in regulation 3(2).

Verification and filing of beneficial ownership information.

- 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.
 - (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.

Duty to investigate, obtain and verify beneficial ownership particulars.

- **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.
 - (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 subregulation (1) is not required to disclose any information in respect of which the court has directed not be disclosed.

Nominee partners.

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.

- (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;
- (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.

Warning notice.

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.

Content of a 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;
 - (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.

Restriction of rights for non-compliance.

- **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.
 - (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.

Content of a restriction notice.

- **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
 - (a) date the warning notice under regulation 8 was issued:
 - (b) date on which the restriction was issued; and
 - (c) effect of the restriction.

Effect of restriction.

- **12.** The effect of a restriction issued under regulation 10 with respect to a right is as follows—
 - (a) no rights are exercisable including the right to participate in the decisions of the limited liability partnership through voting or otherwise;
 - (b) no payment may be made of sums due from the limited liability partnership in respect of the rights

Withdrawal of the restriction.

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.

- (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.

Unidentified beneficial owners.

- **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—
 - (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; or
 - (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) above.

Discrepancy reporting.

- **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.
 - (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.

Disclosure by the limited liability partnership.

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

Disclosure by the Registrar.

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
	professional	s; or		

(d) disclose beneficial ownership information of a limited liability partnership pursuant to a court order.

Data Protection.

- **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.

Disclosure of protected information.

Full Name

Birth Certificate Number, National identity

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.

FIRST SCHEDULE

FORMS

FORM LBOF1

r.5(1)

REGISTER OF BENEFICIAL OWNERS*

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

BENEFICIAL OWNER
Date that the person became a beneficial owner://[dd/mm/yyyy]
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
To the Registrar of Limited Liability Partnership:
Number of limited liability partnership:
Name of Limited Liability Partnership:

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	The percentage of share in the capital contribution or
ownership	or	
•		profits of the limited liability partnership either
control	the	directly or indirectly a person holds in the Limited
beneficial	owner	Liability Partnership
has in the L	imited	☐ Directly% right to share in capital or
Liability		profit
Partnership		•
1 arthership		☐ Indirectly % right to share in capital or
		profit
		The percentage of voting rights in the conduct and
		management of the Limited Liability Partnership
		whether directly or indirectly
		· · · · · · · · · · · · · · · · · · ·
		Directly% of voting rights
		☐ Indirectly % of voting rights
		A person holds a right to appoint or remove a partner
		of manager of the limited liability partnership; and/or
		□ Directly
		•
		□ Indirectly
		A person exercises significant influence or control
		over the limited liability partnership.
		□ Directly
		☐ Indirectly
		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;

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

(b) Name of manager appointed by the beneficial owner;

NOTES

Date:

*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.

Column 1 Name of the concerned	beneficial owner	Column 2 Particulars of change	
Lodged on behalf	of the limited liabil	ity partnership by:	
Name:			
National identity			
card number /			
Passport number			
Postal Address:			
Signature:			
Capacity:			
Source***:			
Date:	L		
partnership's registe *** Please indicate v owner or their auth	to be notified are of er of beneficial owner whether the information	f changes occurring in the limited liability ers. on obtained was (a) provided by the beneficial e; (b) taken from an official register; or (c) ed to the beneficial owner.	
NO	FORM LA		
	NOTICE OF A NEW BENEFICIAL OWNER**		
[Section 3	31B of the Limited	Liability Partnerships Act, 2011]	
Name of Limited L	iability 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	The percentage of share in the capital contribution or
ownership or	profits of the limited liability partnership either
control the	directly or indirectly a person holds in the Limited
beneficial owner	Liability Partnership
has in the Limited	• •
Liability	a Breetly origin to share in capital or
	profit
Partnership	Indirectly% right to share in capital or
	profit
	The percentage of voting rights in the conduct and
	management of the Limited Liability Partnership
	whether directly or indirectly
	☐ Directly% of voting rights
	☐ Indirectly% of voting rights
	indicated in the state of the s
	A person holds a right to appoint or remove a partner
	manager of the limited liability partnership; and/or
	□ Directly
	☐ Indirectly
	A person exercises significant influence or control
	over the limited liability partnership.
	□ Directly
	☐ Indirectly
	•

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

LINK OF BENEFICIAL OWNER WITH THE LIMITED LIABILITY

PARTNERSHIP IN INDIRECT

Specify— (c) Name of partner linked partnership;	l to the beneficial owner	of the limited liability
	l to the beneficial owner	of the limited liability
(d) Name of manager appo	ointed by the beneficial o	wner;
I		
Lodged on behalf of the comp	nanti hiji	
Name:	pany by:	
National identity		
card number /		
Passport number		
Address:		
Signature:		
Capacity:		
Source**:		
Date:		
*This form is used to notify partnership beneficial owners. ** Please indicate whether the inf		ticulars of limited liability
(a) provided by the benefic	cial owner or their authoris	sed representative;
(b) taken from an official r	register; or	
(c) provided by a third par	ty not directly related to the	ne beneficial owner.
	FORM BOF4	r.5(4)
NOTICE OF CEASI	NG TO BE A BENEFI	CIAL OWNER*
[Section 31B of the Limited Liability Partnerships Act, 2011]		
Name of limited liability Partnership:		
Number of the 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.

Column 1 Name of the beneficial owner concerned	Column 2 Date on which a person ceased to be a beneficial owner	Column 3 Reason(s) for cessation
	/[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 reas		_	•	•
attempting to ider taken to acquire th			id attach eviden	ice of the steps
taken to acquire in			1' 1 ' 1	
Steps taken to beneficial owners	identify	The limited liabi identified the ber The limited liabi to all persons it k beneficial owner with The limited liabi warning notice with The limited liabi restriction notice The limited liabi rights attached to	neficial owner lity partnership he knows or believed which has not be lity partnership he which has not beed lity partnership he clity partnership he	nas given notice is to be een complied has issued a en complied has issued a
		specified below		
Persons holding ri	ghts subject	of warning notice	or Restrictions	
Full Name of sha				
		National identity		
card number or P				
Personal identific				
Nationality				
Date of birth [dd/	/mm/yyyy]			
Postal address	· · · · · · · · · · · · · · · · · · ·			
Business address				
Residential addre				
Telephone numb				
Email address				
Number of shares	s held			
Lodged on behalf		ad liahility nartne	ershin hv:	
Name:		cu nability partin	cisiip by.	
National identity				
card number /				
Passport number:				
Postal Address:				
Signature:				
Capacity				
Source				
Date:				
		FORM LBOF	' 6	r.17(c)
BENEFIC	IAL OWNE	RSHIP OFFICIA	L SEARCH RI	EOUEST
[Section 3	31B of the L	imited Liability P	'artnerships Act	t, 2011]

Name 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 31R Limited Liability Partnerships Act 2011]				

Number of limited liability partnership:

To:

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

Name	of	the	Limited	Liability	
Partners	ship				
Registra	ation 1	Numbe	r		
Date of	regist	ration			
Register	red ad	ldress			

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]

Number of limited li	ability partnerships:
Nature of Discrepand	су
Lodged on behalf	of the limited liability partnership by:
Name:	
ID/ Passport	
number	
Address:	
Signature:	
Capacity:	
Source:	
Date:	

Name of Limited Liability Partnership:

SECOND SCHEDULE FEES

Item	Matter	Fee (Ksh.)
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

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