

Beneficial Ownership e-Register Manual

Version 1.0

October 23, 2020

Purpose

The purpose of this document is to provide a step-by-step guide on how to navigate Business Registration Service portal as well as to provide guidance on how to lodge Beneficial Ownership information with the Registrar of Companies.

Who is a beneficial Owner?

The Companies Act, 2015 defines a "beneficial owner" to mean the natural person who ultimately owns or controls a legal person or arrangements or the natural person on whose behalf a transaction is conducted, and includes those persons who exercise ultimate effective control over a legal person or arrangement.

Further guidance has been provided in the Guide on Disclosure of Beneficial Ownership Information.

The user accesses the webpage https://brs.go.ke/ and:

- 1. Creates an account on eCitizen for the first time or logs into an existing account.
- 2. Once logged in the beneficial ownership information can be lodged -:
 - a. During the initial registration of a company; or
 - b. As an update of the BO register for existing companies; or
 - c. As an amendment to the existing company's BO information.

Lodgment of BO information is free of charge.

1. During incorporation

The user will access their browser on a device of their choice, enter the web address brs.go.ke and Click on **Online Services** as highlighted on the screenshot in Fig 1.

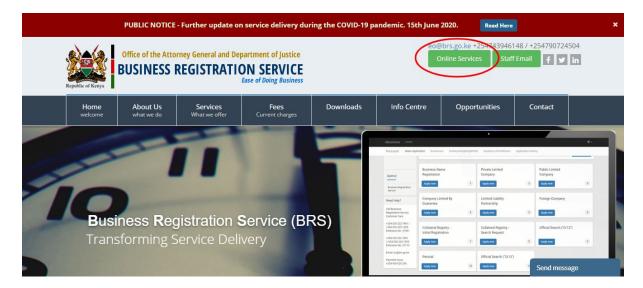
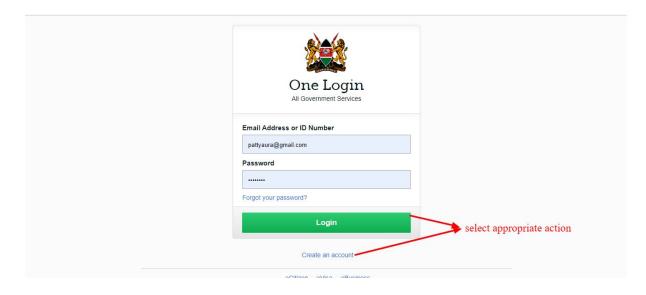


Fig 1

This will then redirect the user to the eCitizen landing page where they will either **Create an account** or **Login** in to an existing account as shown below

Fig 2



The prerequisites for creating an eCitizen account are:

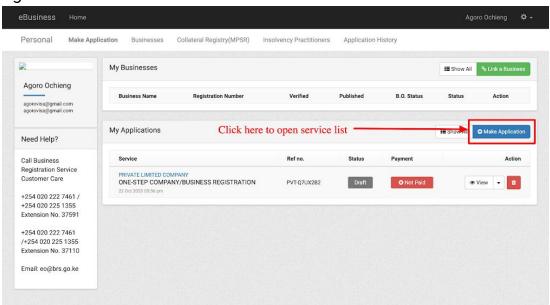
Kenyan Citizen: - National Id Number, valid email address and valid telephone number

Foreign Residents: - Foreigner Certificate Number (alien card), valid email address, valid telephone number

eVisa Visitors (Foreigners): - Passport Number, valid email Address

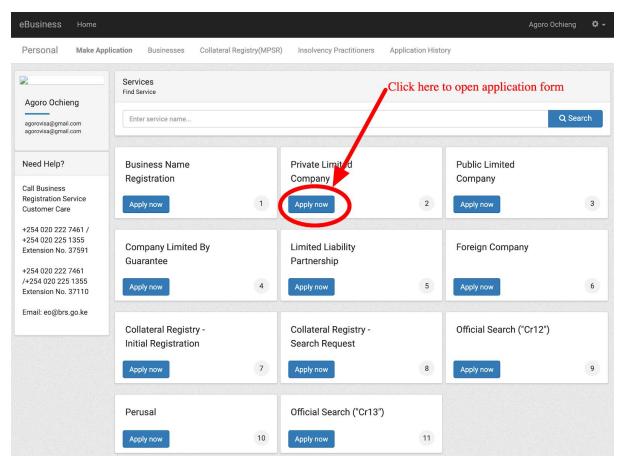
Upon successfully creating an account or logging in, the user will be directed to the page shown in **Fig. 3** below. Click on the **Make Application** button as shown

Fig.3



The user will be given a list of services to choose from as shown in **Fig 4** below. For the purposes of this manual we shall select **Private Limited Company**.

Fig 4



Upon clicking the **Apply now** button, the user is required to submit their application for name search and registration of the company. The illustrations below from **Fig 5** through to **Fig 9** show at a glance the registration process.

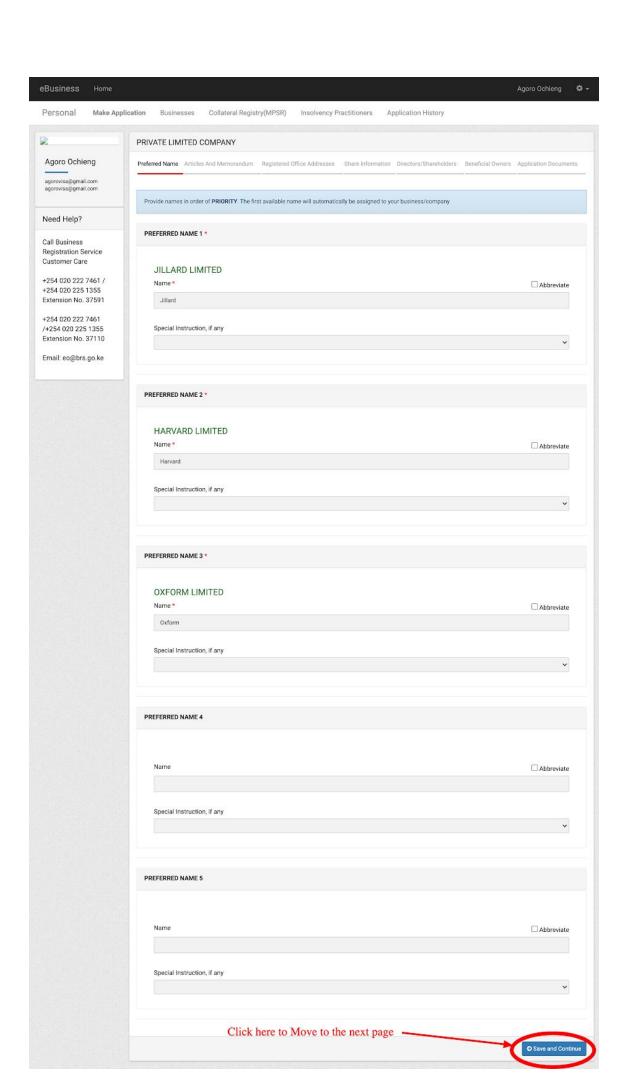


Fig 5 Name search application stage

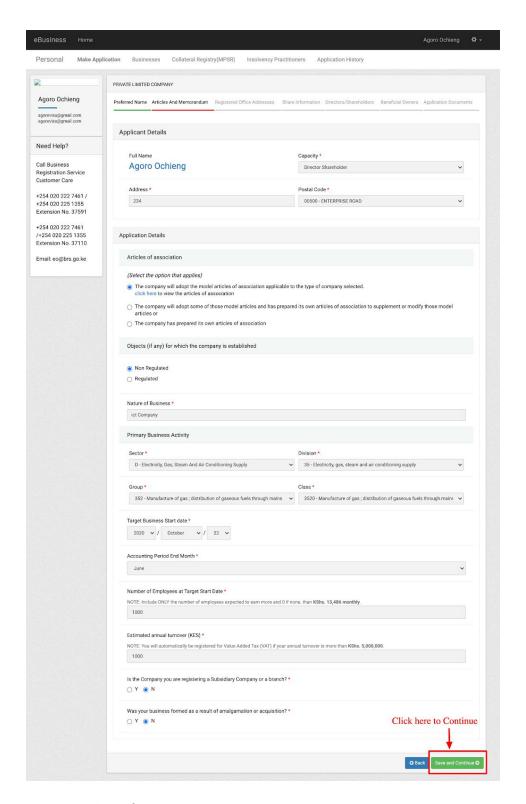


Fig 6 Articles of association and statutory particulars

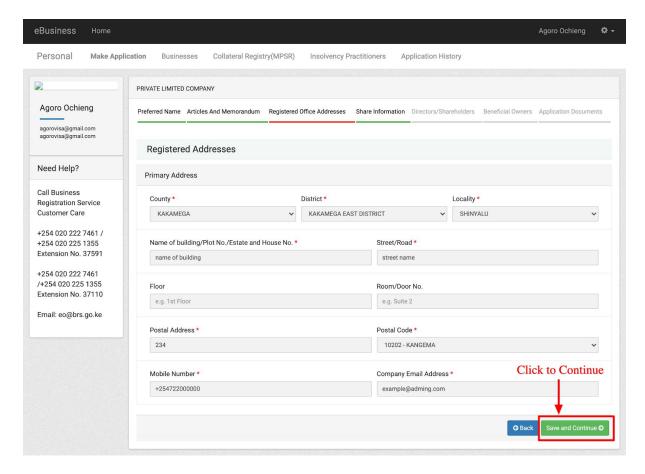


Fig 7 Registered office address

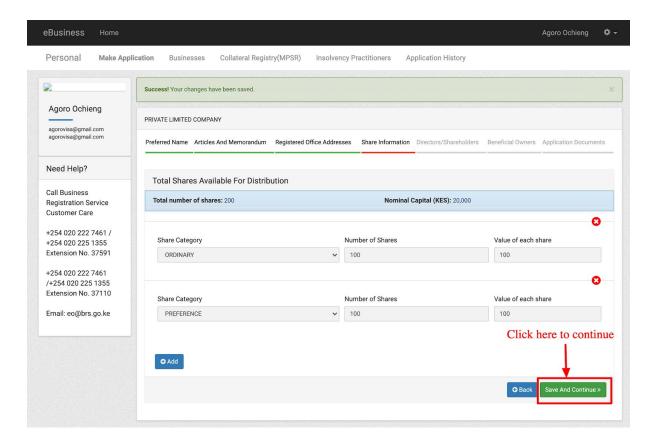


Fig 8 Share information

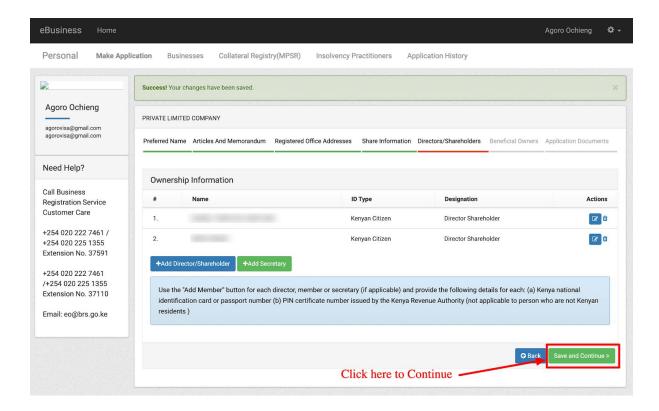


Fig 9 Director/shareholders

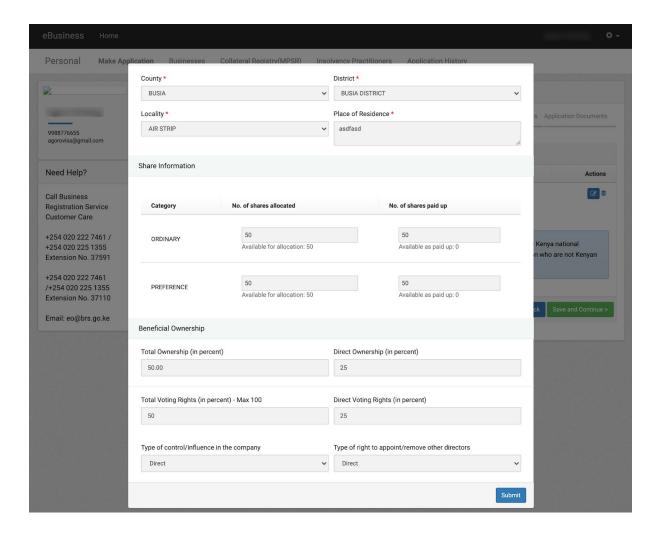


Fig10. Beneficial Ownership details

NOTE: The user is required to enter a percentage that the shareholder holds directly, the percentage being held indirectly will then be captured under the Beneficial owner step described in Fig 11.4 below. Companies where the shareholder is a corporate body, all shares are held indirectly and the user will be required to provide the beneficial owners' particulars of that body corporate, using the set four criteria.

The Figure below shows where and how the Beneficial ownership information is lodged.

Click on "Add Beneficial Owner" button

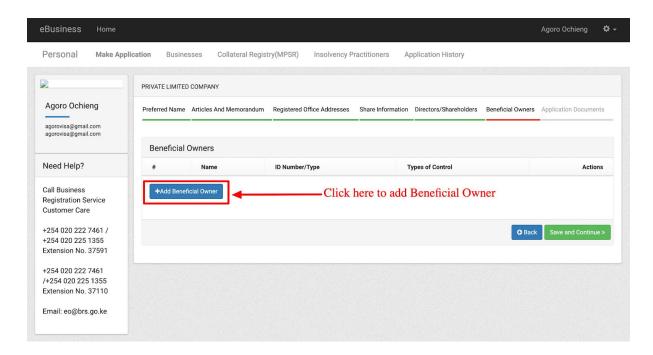


Fig 11 Add Beneficial Owners

Enter the ID number and first name (as it appears on the said ID), of the beneficial owner and click the **Verify** button.

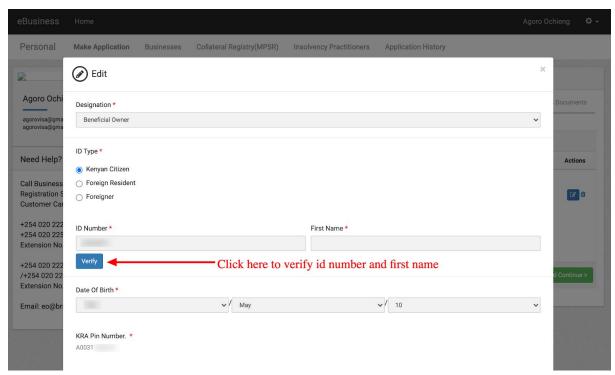


Fig 11.1 beneficial owners

Enter the phone number, email address postal address and occupation of the Beneficial owner.

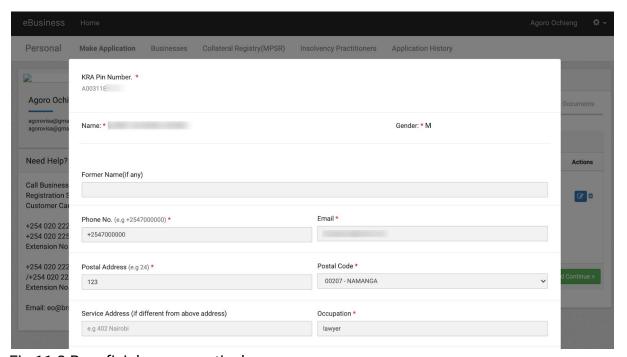


Fig 11.2 Beneficial owner particulars

Enter the residential address of the Beneficial owner and attach a coloured **Passport Photo.**

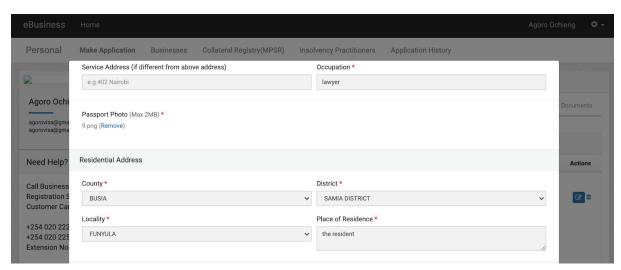


Fig 11.3 Beneficial Owner's occupation and passport photo

Select the type of control/influence in the company and type of right to appoint/remove a director that the beneficial owner has on the company

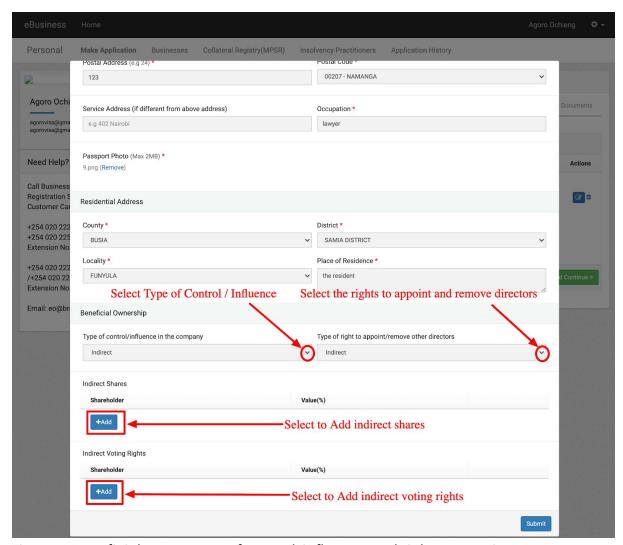


Fig 11.4 Beneficial owner type of control/influence and right to appoint/remove directors

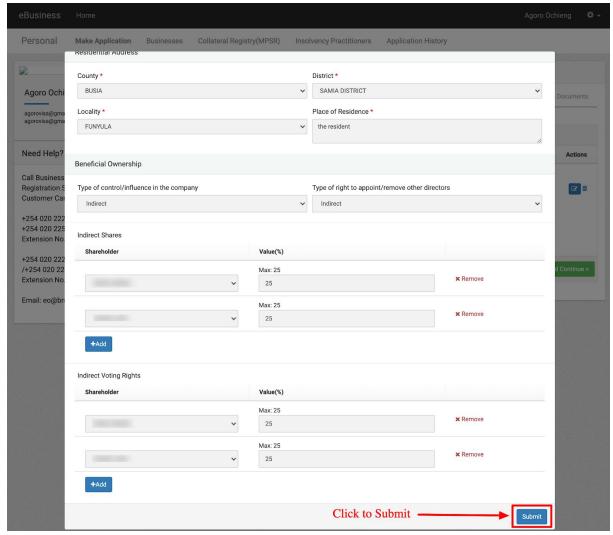


Fig 11.5 Add the shareholding and voting rights information if applicable

Once the above steps have been completed you will be able to see the beneficial owner with his or her respective beneficial ownership information as shown in **Fig 11.6** below.

Click on the Add beneficial owner button to add additional beneficial owners.

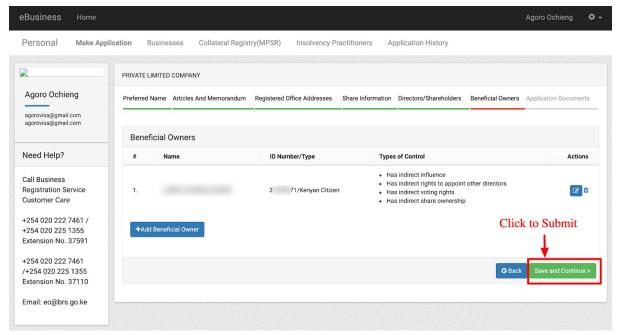


Fig 11.6 Beneficial owners list

Download the system generated forms for signing, scan the signed form and upload them back on to the system.

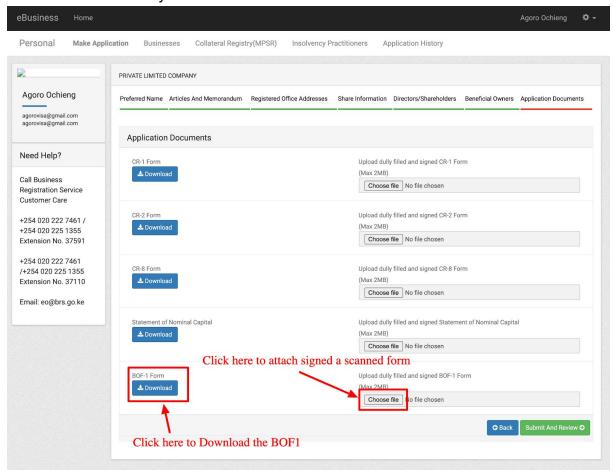


Fig 12 Application Documents

Click on the **Directors/Shareholders** tab to review beneficial ownership information.

You can view the beneficial owner as highlighted below.

Click to confirm that the information provided is as required by the Registrar then click on the **Finish** button to proceed to payment.

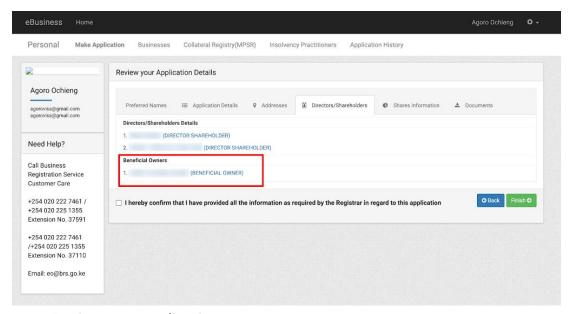


Fig 13 Review your application

Once the application has been paid for successfully and submitted the application status on the client side will read **review** as shown below. This means the application has been submitted and is awaiting approval by the Registrar of Companies officers.

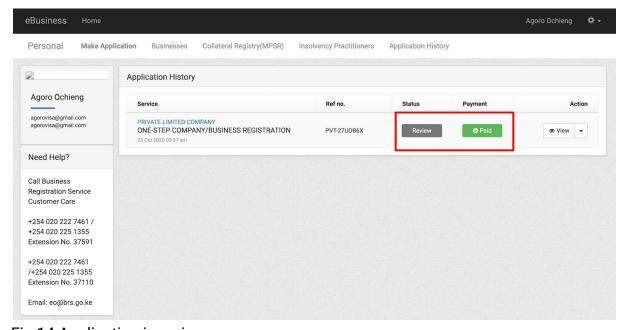


Fig 14 Application in review

Once the company has been incorporated, the user shall see the following.

- The company appearing under My Businesses section with following labels/status
 - o Registration number PVT-ABC123
 - o Verified yes
 - o B.O status complete
 - o Status Active
- Under my applications the application status shall read registered

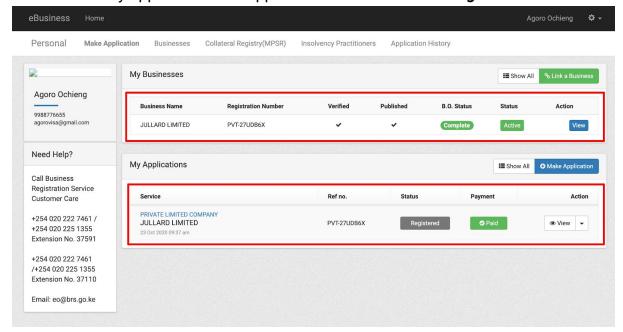


Fig15 Incorporated business

2. Updating Beneficial Ownership information for existing companies

Every company is required to lodge a copy of their register of beneficial owners with the Registrar of Companies .

This section will illustrate how an existing company can update its particulars to include beneficial owners' information.

Who can update this information?

- Director
- o Director Shareholder
- Company Secretary
- Authorized Persons (Must be added under Access Control)

The Prerequisite for updating beneficial ownership details is that the company must have been linked and appear as active under "My Businesses" as shown below.

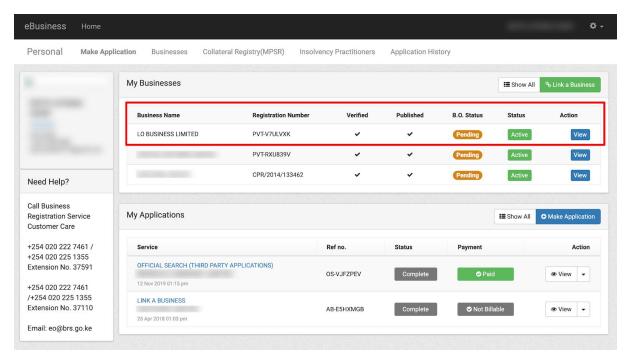


Fig 16 Updating beneficial owners particulars

Note the status that is **Pending** under the B.O Status.

Click on the view button to access the linked company.

Once you have successfully accessed the linked company, the company's name will appear on the right-hand side of the screen as depicted below.

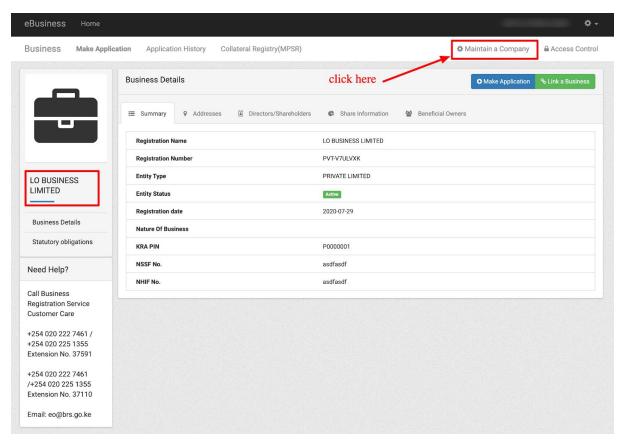


Fig17 Company's portal

Click on **Maintain a Company** on the left-hand side click on **Beneficial Owners** as shown below

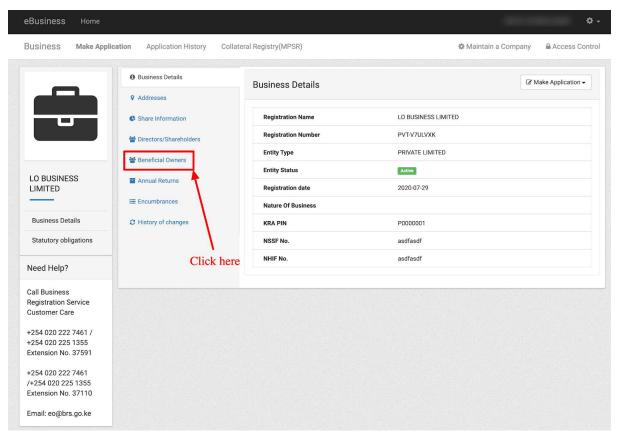


Fig 18 Maintain a company

Click on **Change Particulars** and select **Change of Officials (companies)** A list of all the principals of the company will be displayed

Share Information

Directors/Shareholders

Beneficial Owners

Annual Returns

≡ Encumbrances

History of changes

Business Home

Business Make Application Application History Collateral Registry(MPSR)

Business Make Application Application History Collateral Registry(MPSR)

Business Details

P Addresses

CHANGE OF OFFICIALS (COMPANIES)

Click Here

Fig 19 Change of officials

LO BUSINESS

Business Details

Need Help?

Call Business
Registration Service
Customer Care

+254 020 222 7461 /
+254 020 225 1355
Extension No. 37591

+254 020 222 7461 /
+254 020 225 1355
Extension No. 37110

Email: eo@brs.go.ke

Statutory obligations

LIMITED

On the list appearing below, against each name is a blue button labelled **Update B.O**. Clicking on this button will allow you to update the said official as a beneficial owner.

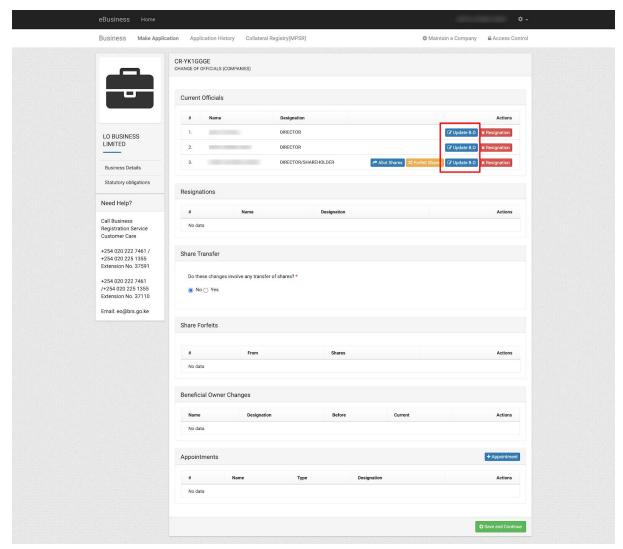


Fig 20 Update B.O.

The following form is displayed that will prompt the user to fill in the information as shown below

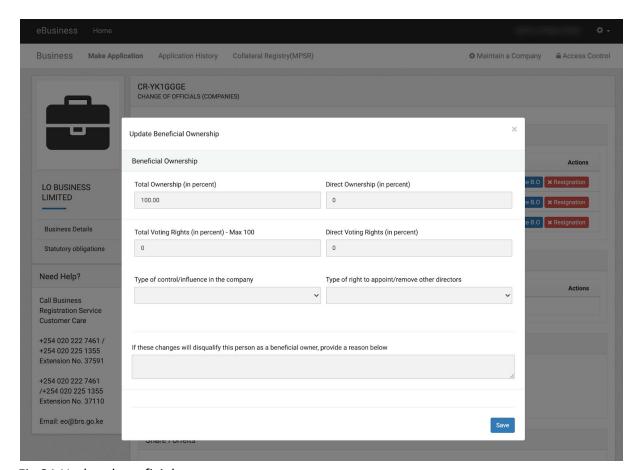


Fig 21 Update beneficial owner

NB: As you update the information the beneficial owners list populates at the bottom of the page as shown in FIG 22

Please note that the system is configured to require you to allocate 100% of the issued shares and 100% of the voting rights before you proceed to the next step. Any shareholder who holds less than 10% of the issued shares and voting rights and does not have a right to appoint a Director or have significant influence/control over the Company shall be disregarded for beneficial ownership disclosure purposes.

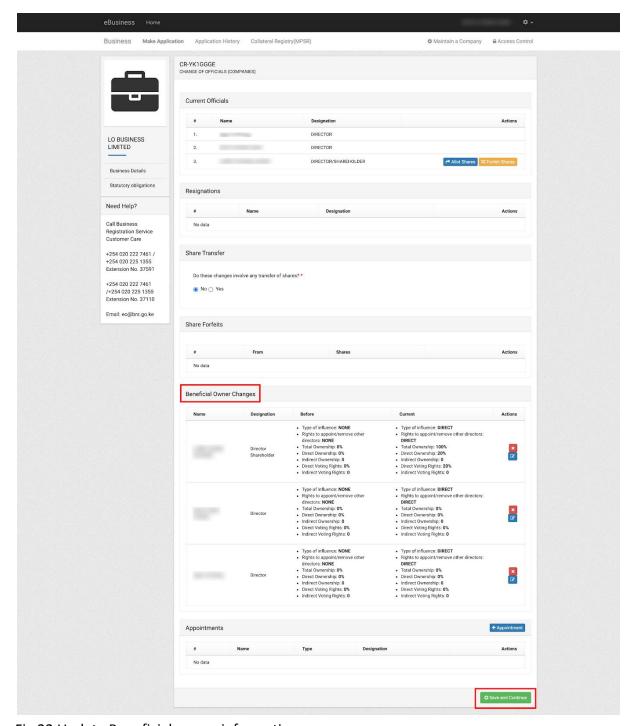


Fig 22 Update Beneficial owner information

Once you have successfully updated the BO information for each official you will be prompted to download, sign, scan and upload the Register of Beneficial Owners, Form BOF1, as shown below.

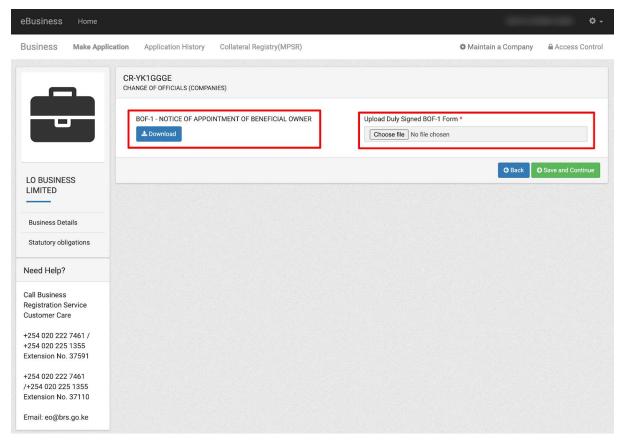


Fig22 Register of Beneficial Owners

Confirm that the information provided is correct and click Finish as shown below

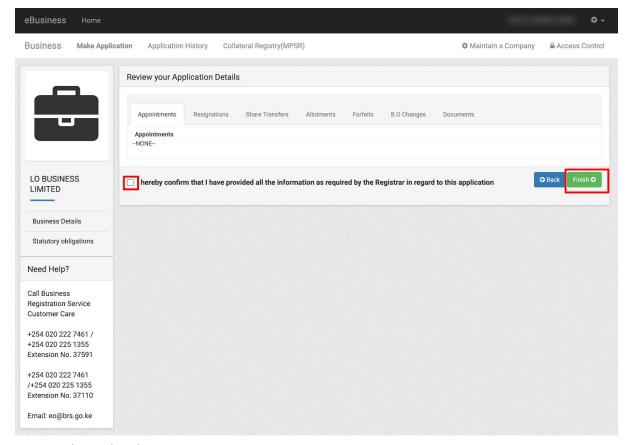


Fig 23 Submit the changes

The BO information update has now been submitted for review and approval by the Companies Registry Officers.



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