VIRTUAL ASSET OFFERING PROVIDER (INITIAL COIN OFFERING) APPROVAL CHECKLIST

Compliance with Licence Requirements

Part VI the Virtual Asset Service Providers Act, 2025, Part IV of the Capital Markets Act, and Part II, Part III, Part IV and Part VI of the draft Virtual Asset Service Providers Regulations, 2026 and any other applicable regulations

Virtual Asset Offering Provider - Initial Coin Offering means a person licensed to issue, promote or facilitate the offer to the public of an initial coin offering, being virtual assets issued to raise funds for a project, in accordance with Part VI of the Regulations.

No.	Requirement	Met (Y/N/NA)	Comment
1.	Contact person of the applicant- name, business telephone number and email address of a senior officer knowledgeable about the application.		
2.	Copy of License for Virtual Asset Offering Provider - Initial Coin Offering[1]		
3.	A written application to the Capital Markets Authority for approval to issue an initial coin offering under regulation 49 accompanied by: i. A white paper meeting the requirements of regulation 54(3); ii. The governance structure of the issuer (board and senior management); iii. policies for monitoring the issuing/offering cycle; iv. information on where offer proceeds will be transferred or deposited; v. details and confirmation of the promoter approved by the Authority .		
4.	The white paper providing full and accurate disclosure including: i. director/senior officer/adviser biodata; ii. the objective and project to be managed; iii. key characteristics of the offering and classes of holders; iv. a description of the project's sustainability;		

[1] ***A natural person shall not be eligible to issue or promote a virtual asset offering in or from Kenya.***

No.	Requirement	Met (Y/N/NA)	Comment
	v. the issuer's business plan; vi. the targeted amount to be raised and drawdown/utilisation timeline; vii. rights, conditions or functions attached to the offering; viii. accounting and valuation treatment/methodology; ix. associated risks and mitigating measures; x. distribution information and policy; xi. the cycle-monitoring policy; xii. details of any underwriter or guarantor; xiii. transferability restrictions; xiv. payment methods; xv. refund/withdrawal mechanism; xvi. target market and investor restrictions; xvii. offer timetable; xviii. minimum subscription level; xix. the promoter's/issuer's authorised status in Kenya; xx. three years' audited financial statements (or opening statements for a new issuer); xxi. the trading platform(s) where listing will be sought and investor access information and costs; xxii. technology/DLT information; and xxiii. the issue price denominated in Kenya Shillings and/or virtual assets.		
5.	Confirmation that the board of directors takes responsibility for the information provided in the white paper.		
6.	Undertaking that the white paper will be published only upon receipt of the Authority's notice of no objection, and that advertising or promotion of the offering will commence only from that date and continue only for the duration specified in the application.		
7.	Acknowledgement that an approval to offer an initial coin offering is valid for a period not exceeding twelve months and that any application to extend the issuance beyond the stated end date		

No.	Requirement	Met (Y/N/NA)	Comment
	will be submitted at least three months before expiry, for an extension of no more than six calendar months.		
8.	Undertaking to seek the Authority's prior approval before effecting any intended change to the business model likely to significantly influence the purchase decision of holders or prospective holders, whether occurring after licensing or after white paper approval.		
9.	Undertaking to notify the Authority in writing, with reasons, not less than fifteen working days before any change of promoter, and to disclose the change to all consumers and subscribers within five working days of the change taking effect in accordance with Regulation 58.		

[2] [2] The checklists issued by the Capital Markets Authority Kenya (CMA) are intended to provide clarity and assistance in navigating regulatory requirements. However, it is important to note that these checklists are not intended to serve as a substitute for reading and comprehending the regulations themselves. Individuals and entities subject to regulatory oversight should familiarize themselves with the applicable laws, rules, and regulations, and seek appropriate legal or professional advice as needed. The checklists provided by the Capital Markets Authority are meant to supplement, not replace, a thorough understanding of regulatory obligations.