COUNTRY: KENYA

PROJECT: KENYA DIGITAL ECONOMY ACCELERATION PROJECT (KDEAP)

IMPLEMENTING AGENCY: Information and Communications Technology Authority (ICTA)

PROJECT ID: P170941; Credit Numbers 7289-KE and 7290-KE

TERMS OF REFERENCE FOR:

Expression of Interest

for

Consulting Services for the Review and Development of the Legal Framework to facilitate and revamp the Digital Economy in the Information, Communications and Digital Environment in Kenya

Contract No: KE-ICTA-526651-CS-QCBS

Issue Date: 23rd June 2026

Closing Date: 9th July 2026 at 10:00AM

Client:
The Chief Executive Officer,
ICT Authority
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PO Box 27150 - 00100 Nairobi Kenya
Tel: +254 20 2089061/ 2211960 Fax: +254 20 2211960
Email: procurement@ict.go.ke , info@icta.go.ke
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1. Background Information

The Government of the Republic of Kenya (GoK) has received two Credits in the total amount equivalent to US$390million from the International Development Association (IDA) towards the implementation of Phase I of the Kenya Digital Economy Acceleration Project (KDEAP), structured under a multi-phase programmatic approach (Credit No. 7289-KE and 7290-KE).

The overall project development objective is to expand access to high-speed internet, improve the quality and delivery of education and selected government services, and build skills for the regional digital economy.

KDEAP has four components, detailed below:

Component 1: Digital Infrastructure and Access. This component supports expanding broadband coverage and access and enhancing the enabling environment for the digital economy.

Component 2: Digital Government and Services. This component supports increasing efficiency and security in government operations through automating and digitizing selected government services while strengthening the legal and policy frameworks and the technical architecture needed to enable a whole-of-government transition to paperless Government.

Component 3: Digital Skills and Markets. This component supports enhancing digital skills, device affordability and eCommerce.

Component 4: Program Management. This component supports project implementation, coordination, and capacity building for the Project Implementation Unit (PIU) and key project beneficiaries.

KDEAP implementation is led by the Ministry of Information, Communication and the Digital Economy (MICDE) through the Information and Communication Technology Authority (ICT Authority), which is a state corporation under MICDE and the main implementing entity of KDEAP, hosting the PIU. PIU is responsible for overall project implementation, fiduciary, Environment and Social Framework (ESF) compliance for the project.

ICTA intends to apply a portion of the proceeds of the Credit towards procuring a legal Consulting Firm to Review Existing Policies, Laws and Regulations and Draft Proposed Updates to the Policies, Laws and Regulations governing the ICT Sector in Kenya.

Kenya's digital economy has experienced exponential growth over the past decade. According to Business Monitor International, Kenya's information and communication technology (ICT) sector is projected to contribute up to 9.24% of the country's GDP by 2025. ICT has become a key enabler to almost all other sectors of the economy. This rapid growth in the ICT sector has necessitated legal, policy and regulatory reforms to keep up with the changes.

The ICT sector is characterized by diverse legal and policy regulations. Primarily, the Constitution of Kenya 2010 has codified the right to privacy, freedom of expression, and the right to access information.[1] Key legislations governing the ICT sector include the Kenya Information and Communications Act (KICA, revised edition 2015), Media Act 2013, Kenya Information and Communications Technology Order 2013, the Computer Misuse and Cyber Crimes Act 2018 and the National ICT Policy 2020 amongst others.

KICA vested the powers of sectoral regulation in the Communications Commission of Kenya, later renamed as the Communications Authority, responsible *inter alia* for licensing, managing spectrum and numbering resources, protecting consumer rights, regulating wholesale and retail tariffs, maintaining and promoting effective competition, and managing the universal service fund (USF). The Communications Authority is an institution under the Ministry of Information, Communications and Digital Economy (MICDE)the ministry responsible for formulating, administering, managing and developing government digital policies.

The ICT Authority (ICTA) is a key player in the digital economy. ICTA is a state agency under MICDE established under Legal Notice No. 183 of August 2013 and mandated to oversee the management of ICT functions across the public sector.[2] Its roles include setting and enforcing ICT standards and guidelines for the human resource, infrastructure, processes and system and technology for the public office and public service; facilitating and regulating the design, implementation and the use of ICTs in the public service, promoting e-Government services; promoting ICT innovation and enterprise; establishing, developing and maintaining of secure ICT infrastructure and systems; supervising the design, development and implementation of critical ICT projects across the public service; and implementing and managing the Kenya National Spatial Data Initiative. In effect, ICT Authority is the IT Department of the government of Kenya.

[1] Constitution of Kenya 2010, Articles 31, 33 and 34.

[2] ICTA was established through the merger of three entities: the Kenya ICT Board, the Directorate of e-Government, and the Government Information Technology Services.

In a bid to update the laws and align with international best practices the Cabinet Secretary for Information, Communications and Digital Economy appointed a taskforce or a working group to drive policy and regulatory reforms within the information, communication and Digital Economy sector. The sectoral working group formulated a range of recommendations, reflected in the report issued in 2024. To implement these recommendations effectively, a law firm is to be engaged to provide legal expertise and support in drafting necessary laws, amendments and regulations.

2. Objectives of the Assigment

The primary objectives of this consultancy are:

i. to modernize legal framework to incorporate good practice for legal enablers and safeguards;
ii. encourage investment in the digital economy;
iii. ensure trust in the use of digital technologies;
iv. reduce overlap and eliminate ambiguities in the law(s); and
v. enhance objectivity, transparency, predictability and regulatory certainty in the legal framework.

3. Scope of Work

The consultant will undertake the following tasks:

3.1 **Review of existing policies, laws and regulations in the ICT Sector**:

a) Carry out a comprehensive review of Kenya's existing legal and regulatory framework as the relate to ICT sector in Kenya, including but not limited to the Constitution of Kenya, Data Protection Act and Computer Misuse and Cyber Crimes Act, KICA and other international conventions and treaties, such as the African Union Convention on Cybersecurity and Personal Data Protection.
b) Review international legal frameworks and case studies of countries successfully implemented digital laws and regulations that can inform the development of the laws and regulation in Kenya.
c) Policy Review: review existing policies, analyze the Sectoral Working Group report (2024) and propose actionable mechanisms for policy alterations;
d) Analyze the Sectoral Working Group Report (2024) and propose actionable mechanisms for policy alterations.
e) Identify opportunities to amend existing policies in line with the 2024 Sectoral Working Group Report recommendations.

f) Review the Computer Misuse and Cyber Crimes Act and development of the required amendments based on the best international practices.
g) Review of the Data Protection Act and development of the necessary amendments thereto based on the best international practices.
h) Review of the Legal Framework relating to taxes on digital services, Cloud Services and competition on digital platforms and to make legislative proposals.
i) Prepare a legal opinion assessing and reviewing the ICT laws and regulations and evaluate how they integrate with existing legal and regulatory frameworks and how they align with international best practices (gap analysis).
j) Assess the digitalization road map under KDEAP and any other future scale up investments and draft required legislation for its successful implementation.

3.2 **Legal Drafting: Develop Polices, Bills, amendments to laws and regulations based on Sectoral Working Group recommendations and**

i. Proposal Collation: Gather and integrate proposals from various agencies into draft Bills;
ii. Regulatory Preparation: Prepare detailed regulations along with RIA, ensuring compliance the Statutory Instruments Act, which mandates a thorough assessment of potential impacts, costs, and benefits of proposed regulations;
    - Provide a legislative strategy to streamline and harmonize the legal framework for the digitization and digitalization of government services, facilitate investment in development of IT use in public and private sector spaces and in particular to:
    - Propose regulatory measures related to AI in line with Kenya's AI Strategy, Policy and the applicable best international practices
    - Implement the right to internet access, online safety and digital trust
    - Implement a data governance framework
    - Propose regulatory measures for digital jobs
iii. Draft amendment Bills and draft Statutory Instruments (including regulatory impact statements)
iv. Draft AI & Emerging Technology policy and bespoke regulatory instruments (where applicable)
v. Draft amendments to sectoral laws (Roads, Energy, Water, Building Code, NCA) for digital infrastructure inclusion

3.3 **Policy Amendments:** draft the proposed policies and amendments to the existing policies;

i. Regulatory Alignment: Ensure that the policies, laws and regulations proposed r align with the National ICT Policy, and regional commitments, e.g. EAC, AU, etc and does not create any conflict of laws or parallel functions for the implementing agencies

3.4 **Public consultations**

i. Stakeholder engagement reports and public consultation summaries.
ii. Finalization of Drafts and presentation to MCIDE.
iii. Final consolidated Bill packages and guidance notes for the Ministry/ICT Authority, including implementation and transition plan and capacity building sessions and regulatory sandbox design inputs.

3.5 **Governance and Accountability**

The consultancy will be governed by:

i. Clear roles defined for both the law firm and the Authority/MOICDE
ii. Regular progress reports submitted to designated stakeholders; and
iii. Mechanisms for feedback and adjustments based on stakeholder input.

4. Duration and Location

The consulting services assignment is expected to take a duration of eight (8) months upon signing of the contract.

The location of execution shall be at the ICT Authority, 12th floor Telposta Towers, Nairobi, Kenya with travels as required country-wide to review the project progress.

5. Reporting Requirements and Timelines for Deliverables

The law firm will present the following reports:

Table 1: Reporting requirements and timelines for deliverables/outputs

Output/Report	Description of output	Timeline for submission of output from date of commencement of the Assignment	Number and Format of reports presentation
Inception Report	The Firm will have the first meeting with ICTA and share a report on workplan, methodology and the team among other inaugural items before commencing the assignment.	3 weeks.	3 hardcopies, 1 electronic copy
Diagnostic & Gap Analysis Report (Synthesized Report analyzing the task Report)	The Consultant will share the detailed report analyzing the existing legal, regulatory and institutional framework in the ICT Sector. The report shall incorporate Sectoral Working Group recommendations and provide a structured gap analysis, identifying inconsistencies, overlaps, and areas requiring reform.	10 weeks.	3 hardcopies, 1 electronic copy
Stakeholder engagements (Phase I)	Report documenting initial stakeholder consultations, including public and sector-specific engagements. It shall capture stakeholder views, key concerns, and recommendations to inform drafting of Bills and Regulations.	14 Weeks	3 hard copies; 1 electronic copy

Report containing the Draft Policy(ies), Bills and Draft Regulations	Submission of a detailed report containing draft legislative instruments (Bills and Regulations), supported by explanatory memoranda, legal analysis, and a proposed institutional and governance framework for the ICT sector.	22 weeks	3 hardcopies, 1 electronic copy
Draft laws and regulations	Formal submission of draft Bills and Regulations to the Ministry and ICTA for technical review, including incorporation of preliminary internal comments and alignment with government drafting standards.	25 Weeks	
Stakeholder Validation Report (Phase II)	Report capturing validation workshops and stakeholder feedback on the draft Bills and Regulations. It shall include consolidated comments, responses matrix, and justification for accepted or rejected proposals.	29 Weeks	3 hardcopies, 1 electronic copy
Final consolidated Bill packages and Implementation guidance	Final consolidated Bill packages and guidance notes for the Ministry/ICTA	32 weeks.	3 hardcopies, 1 electronic copy

Upon submission of every report, the consultant is expected to make a presentation of the submitted report to the Client in a scheduled meeting. The acceptance of the report shall be recorded in the minutes of the meeting.

All draft and final reports (in specified formats and copies) shall be submitted in the prescribed format to:

The Chief Executive Officer,
ICT Authority
Telposta Towers 12th Floor, Kenyatta Ave
PO Box 27150 – 00100
Nairobi Kenya
Tel: +254 20 2089061/ 2211960 Fax: +254 20 2211960
Email: procurement@ict.go.ke , info@icta.go.ke
Website: www.icta.go.ke

Attention:
The Project Coordinator
KDEAP

6. Payment schedule/Remuneration

6.0 Payment Schedule/Remuneration

Table 2: Proposed payment schedule

S/No.	Deliverables	Timelines after contract commencement	Percentage of the contract amount
1.	Submission and Acceptance of Inception Report	3 weeks	20%
2.	Submission and Acceptance of Diagnostic & Gap Analysis Report (Synthesized Report analyzing the task Report)	10 Weeks	20%
3.	Submission and Acceptance of Stakeholder engagement report (Phase I)	14 weeks	0%

4.	Submission and Acceptance of Report containing the Draft Policy(ies), Bills and Draft Regulations	22 Weeks	10%
5.	Submission and Acceptance of Draft laws and regulations	25 weeks	10%
6.	Submission and Acceptance of Stakeholder Validation Report (Phase II)	29 Weeks	20%
7.	Submission and Acceptance of Final consolidated Bill packages and Implementation guidance	32 Weeks	20%

7. Minimum requirements for Consultant's qualifications and experience

The shortlisting criteria for the law firm will include the following:

a) **Core business and years in business:** The firm shall be registered/incorporated as a law firm registered in Kenya with core business in the field of legal advisory and legislative drafting for a period of at least fifteen (15) years.

b) **Relevant experience:** The firm shall demonstrate as having successfully executed and completed at least two (2) assignments in the last seven (7) years in National Government Ministries, County Government, State Corporations, Regulatory Authorities, Constitutional Commissions; or regional bodies. Details of similar assignments-Name and address of the client, scope, value, and period should be provided_and submitted. Expression of Interest should include enumeration of these similar past assignments.

c) **Technical and managerial capability of the firm:** The firm shall demonstrate as having the requisite technical capacity and managerial capacity to undertake the assignment in the submitted company profile(s).

Key Experts will not be evaluated at the shortlisting stage.

8. Team composition and qualification and experience requirements for the key experts

The successful law firm will provide a team that must meet the following qualifications and experience:

Role	**Minimum Requirement**	
Lead Partner / Team Leader	i. Must be an Advocate of High Court of Kenya with 10 years of Post Qualification Experience ii. Must possess a master's degree in law (LLM) in IT	

	or Technology from a recognized university. iii. Demonstrate general knowledge and experience of at least ten (10) years in the Information Communication Technology (ICT) sector including advising on ICT law, regulation or policy. iv. Prior board level experience or similar leadership experience within the ICT Sector. v. Demonstrable experience delivering high level capacity building and training on ICT matters. vi. Experience with similar assignments is highly desirable.	
Partner (Regulatory/Policy Lead)	i. Must be an Advocate of the High Court of Kenya with a minimum of 10 Years PQE. ii. Must have a master's degree or equivalent qualification from a recognized university. iii. Demonstrable institutional knowledge of public Sector ICT Governance, regulatory compliance, institutional frameworks and policy development implementation. iv. Participation in at least two (2) similar assignments involving law reform, policy review, or regulatory impact assessments. v. Experience facilitating stakeholder engagement, project management,	
ICT expert	• Must hold a Masters or higher degree in Computer Science, Information Technology, Information Systems, or a related field from a recognized university. • Should have a minimum of 7 years of professional experience in the public sector, particularly in the context of developing nations. • Evidence of having successfully completed a similar project is an added advantage. • Experience advising on ICT Sector development, digital regulation or similar public sector frameworks.	
Legislative Drafter	i. Advocate of the High Court of Kenya with at least Five (5) years of PQE;	

	ii. Have certification or training in legislative drafting; iii. Demonstrable experience in legislative drafting of at least three (3) years; iv. Strong understanding of Kenya's legislative drafting conventions and processes. v. Participation in at least two (2) similar assignments involving law reform, policy review, or legislative drafting.	
Associate (3)	Must be an Advocate of the High Cour of Kenya with diverse experience including but not limited to; i. At least Two (2) years' experience in supporting ICT Sector assignments including legal advisory, legislative and policy analysis, and regulatory compliance. ii. Experience supporting legal research, stakeholder consultations and capacity building. iii. Knowledge of emerging technologies such as AI and digital platforms, and familiarity with Kenya's ICT Legal Frameworks. Experience with similar assignments is highly desirable.	
Support team	Demonstrate the existence of a support team including legal secretaries, research assistants and legal clerks adequate to deliver on the assignment.	

i. Mandatory Evidence

For each assignment, bidders must submit:

- Contract or appointment letter
- Recommendation letter signed by an Accounting Officer, CEO, or Head of Legal of the procuring public entity

9. Estimated time-inputs for key experts.

The number of key experts and the estimated time input for each key expert for the assignment are presented in Table 3.

Table 3: Estimated Time Inputs for Key Experts

S/No	Key Experts	No	Estimated Time Input (staff-months)
1)	Lead Partner/Team Leader	1	8
2)	Regulatory/Policy Lead	1	8
3)	ICT Expert	1	4
4)	Legislative drafter	1	4
5)	Associate(s)	3	12
Total		**7**	**36**

10. Management and accountability of the assignment

The client for the services will be ICTA and will be represented by the Chief Executive Officer (CEO). The Project Coordinator will be the Consultant' supervisor and shall be responsible for the coordination of activities of the consultant.

11. Responsibility of the client

The Client shall have responsibility to provide necessary support to the consultant by:

a. Providing all necessary literature, such as legislations and reports.

b. Reviewing deliverables submitted and provide feedback within two (2) weeks of submission.

12. Responsibilities of the Consultant

The consultant is expected to undertake activities that will ensure that outputs are consistent with the professional and legal requirements. All outputs will be presented using modern techniques/technology. It is also required that the data is generated through a consultative process that guarantees authenticity and ownership.

13. Confidentiality

The consultants shall review and analyze all information, data, and reports exchanged between the client and the consultant, and treat all such materials as confidential.