

## 1. Details about the exchange

- **Name:**  
Namibian Stock Exchange (NSX)
- **Country:**  
Namibia
- **Brief history (founded):**

In 1990 National Independence was obtained from South African occupation and the idea of a second Namibian stock exchange came about;  
- With the plan to build an independent economy, government gave full moral and legislative support. Funding came from 36 leading Namibian businesses representing the full cross section of interested parties in developing capital markets; each donated N\$10 000 as start-up capital. The official launch of the Namibian stock exchange occurred during 1992, with one dual listed firm and one stockbroker.

By 2016 a total of 42 companies are listed on the NSX which include 4 Commodity ETF's and 5 Development Market Commodities, with four stock brokers and seven sponsors.

The Stock Brokers are:

- IJG Securities (Pty) Ltd
- Namibia Equity Brokers (Pty) Ltd
- PSG Wealth Management (Pty) Ltd
- Simonis Storm Securities (Pty) Ltd

The Sponsors are:

- The four Stock Brokers
- Merchantec Capital Namibia (Pty) Ltd
- Old Mutual Investment Services (Namibia) (Pty) Ltd
- PointBreak Wealth Management (Pty) Ltd

## 2. Contact details

- **Physical address:**  
4 Robert Mugabe Avenue (Entrance in Burg Street)  
Windhoek  
Namibia
- **Main telephone & fax number (including country codes):**  
Tel: 00 264 61-227647  
Fax: 00 264 61-248531
- **Website & general email address:**  
[www.nsx.com.na](http://www.nsx.com.na)  
[info@nsx.com.na](mailto:info@nsx.com.na)

- **Main contact person(s) at exchange with direct telephone number, email and designation:**

- Tiaan Bazuin  
Chief Executive Officer  
Cell: 00264 81 151 0153  
[tiaanb@nsx.com.na](mailto:tiaanb@nsx.com.na)
- Manda Steynberg  
Operations Manager  
Cell: 00264 81 611 2254  
[mandas@nsx.com.na](mailto:mandas@nsx.com.na)
- Alexandra Hendricks  
Administration Manager  
Cell: 00264 81 813 8353  
[alexandreah@nsx.com.na](mailto:alexandreah@nsx.com.na)
- Johene Saal  
Information Officer  
[johenes@nsx.com.na](mailto:johenes@nsx.com.na)

### 3. Info on listings

- Number of stocks listed:
  - Date of this information:  
  
As at **31 January 2017**  
Dual Listed Equities - 25  
Local Listed Equities - 8  
Exchange Traded Funds - 4  
Development Capital Market Stocks – 5  
Over-the-Counter – 1

A total of 42 companies are listed on the NSX boards as at **31/01/2017**.

- Exchange market cap:
  - Date of this information:  
  
As at 31/01/2017 in millions (of shares in issue):  
Overall securities – USD 128,322,521,349
- Dual listed stocks:
  - Anglo-American plc
  - Paladin Energy Limited
  - B2Gold Corporation
  - Afrox
  - Barloworld Limited

- Clover Industries Limited
  - Oceana Group Limited
  - Mediclinic International Plc
  - Truworths
  - Shoprite Holdings
  - Firstrand Limited
  - Nedbank Group Limited
  - Standard Bank Group
  - Santam Limited
  - MMI Holdings Limited
  - Old Mutual Plc
  - Sanlam Limited
  - Vukile Property Fund Limited
  - Astoria Investments Ltd
  - CMB International Ltd
  - Investec Limited
  - PSG Konsult Limited
  - Tadvest Limited NM
  - Trevo Capital Limited
  - Trustco Group Holdings Limited
  - AfricaPalladium Debs NM
  - New Gold Issuer Ltd NM
  - New Gold Palladium ETF
  - New Gold Platinum ETF N
  - Bannerman Resources Limited
  - Deep Yellow Limited
  - Forsys Metals Corp
  - Giyani Gold Corporation
  - Marenica Energy Limited
- Market indices (main ones only if many):

As at 31 January 2017

- NSX Local - 555.25
- NSX Overall - 1,107.08

#### **4. Settlement, clearing & depository details**

- What is settlement process:  
T+5 for local securities and T+3 for the JSE dual listings
- How failed trades are managed:  
There has been no experience to date with failed trades; however, brokers can initiate a buy-in any time after SD after advising both the defaulting broker and the NSX.

### Trade Corrections

- Contra and post contra trades will only be considered if:
- the request is received by the Chief Executive Officer or his deputy on the same business day or by 09h00 on the business day following the erroneous trade; and
- the quantity of shares traded exceeds 5% of the issued share capital of that security; or
- the price entered on the order which results in the error, is 10% or more away from the previous reference price, or, if there were no trades on that business day, the previous business day's closing price.
- If, in the opinion of the Chief Executive Officer or his deputy, an auction, automated trade or reported transaction materially impacts the integrity or transparency of the equities market, or the correctness of the statistics, the Chief Executive Officer or his deputy may instruct broking members (equities) to enter a contra or post contra trade or perform a transaction correction without being requested to do so by any broking members (equities) involved.
- Notwithstanding any other provision of the rules or any directive, the Chief Executive Officer or his deputy may, where in his opinion a trade has been matched as a result of a clear error by a broking member (equities) or reported in error, grant permission to or instruct the respective broking members (equities) to execute a contra trade, a post contra trade or a transaction correction.
- **Partial settlement:**

### Partly Paid Securities

- A security, other than a letter of right, which has been partly paid for on subscription shall be designated as a partly paid security.
- The settlement price of a contract in partly paid securities shall be determined by deducting from the contract price the unpaid portion of the subscription price as at the date of delivery.
- No partly paid securities shall be good delivery unless all calls due at the time of delivery have been paid.
- Before any bargain in partly paid securities is concluded the selling member shall inform the buying member of any calls that have been paid in advance.
- Where any calls on partly paid securities have been paid in advance any interest or dividend due on such securities by virtue of such payment in advance shall be added to the contract price. Where any calls have been paid after due date any interest or dividend forfeited by

virtue thereof shall be deducted from the contract price.

- Where partly paid securities are sold on call or on time, the selling member shall be responsible for paying all calls falling due before delivery.

- **Securities lending:**

Borrowing, Lending or Use of Clients' or Counterparties' Scrip

- A member shall not borrow or lend or use any securities or bonds referred to in directives prescribed under 5.14 or referred to in 5.25, except that a member may deliver such securities or bonds to the client or counterparty on whose behalf they are being held, or to the order of the client or counterparty, or to satisfy a sale made on behalf of the client or counterparty, or to satisfy securities or bonds sold to a counterparty, or may accept an offer on behalf of a client or counterparty where such offer flows from the securities or bonds held, or may otherwise deal with the securities or bonds in a manner set forth in the mandate signed by the client or counterparty and held by the member in terms of directives prescribed under 5.14 or any pledge held in terms of directives referred to in 5.15. Notwithstanding anything contained in this rule a member shall have the right to sell the securities or bonds which are being held on behalf of a client or counterparty or which have been allocated to a client or counterparty under any of the circumstances set forth in sections 22, 23, 25 and 27 of the Act or 5.31 or in any pledge.
- Notwithstanding the provisions of 5.24.1, a member may, in isolated cases, be permitted by the Committee with the written agreement of the client or counterparty (which shall not be required by the member as a condition precedent to transacting business on behalf of the client) to utilise the client's or counterparty's securities or bonds for specified purposes. The agreement shall be subject to the prior approval of the Committee and shall stipulate the number of bonds or nominal value of bonds which may be used by the member, the name of the issuer of such securities or bonds and the purposes for which such securities or bonds may be used.

Restrictions on Loans by Members

- No member shall in the course of the member's business lend money to any person against any security other than listed securities or bonds.
- No member shall in the course of the member's business:
- lend any amount to any person unless that person has deposited with it such securities or bonds as may be necessary to provide minimum cover in respect of that amount; or
- if any person is indebted to it in respect of a previous loan made in the course of its business, lend any amount to that person, unless that person has deposited with it such securities or bonds as (either alone or together with other securities or bonds which may be held by the member) may be necessary to provide minimum cover in respect of the aggregate of that amount and of the debt.

- The provisions of 5.31.1 shall mutatis mutandis apply to the securities or bonds so deposited.
- The provisions of this rule shall not apply -
- if the lender and the borrower concerned are members;
- with reference to a deposit made by a member with a bank;
- with reference to a loan made to the NSX by a member; and
- with reference to a loan made by a member for purposes other than the buying and selling of securities.
- Over the counter trading (OTC):  
In Namibia, OTC securities are those not listed on the NSX or any registered exchange as contemplated by Regulation 28 of the Pension Funds Act 24 of 1956. These OTC securities can be quoted in media where there are no listing requirements and oftentimes, no public information available. The Over-The-Counter-Market-of-Namibia (OTCMN) is a quotation service, that displays daily quotes, last-sale prices, and/or volume information in over-the-counter (OTC) securities. Currently the NSX has 1 company quoted on the Over-The-Counter-Market-of-Namibia (OTCMN).
- Shorting:  
Yes, but does not happen in practice due to illiquidity.

## 5. Corporate actions

- How are they published:

Corporate actions are loaded onto the JSE SENS system, for the Namibian market or NENS. As the announcements filters through to the NSX website, clients can get the information by visiting the NSX website, same are distributed via our Daily Reports/Weekly & Monthly reports after market close to all subscribers.

- Standard procedure for dates:

The NSX must be advised in writing of all corporate actions and that the applicant issuer is proceeding in accordance with the relevant timetable in Schedule 24; (find attached)

It is expected that SENS/NENS announcements are submitted to the NSX for approval at least a day prior to it being circulated to the public.

- Proxy voting procedure:

Extract from the Companies Act 28 of 2004:

197 Representation of members at meetings by proxies

(1) Any member of a company entitled to attend and vote at a meeting of the company, or where the articles of a company limited by guarantee so provide, any member of that company, is entitled to appoint another person, whether a member or not, as proxy to attend,

speak, and vote in that member's stead at any meeting of the company, but, unless the articles otherwise provide, a proxy is not entitled to vote except on a poll and a member of a private company is not entitled to appoint more than one proxy.

#### **6. Exchange listing news**

- Process for distribution of listed securities news:

Uploaded on SENS system (can be viewed on NSX website) and distributed in NSX Daily Report send after market close.

- Source for listed securities news:

<http://nsx.com.na/>

#### **7. Market custodians**

- Names & contact details:

- Tiaan Bazuin  
Chief Executive Officer  
Cell: 00264 81 151 0153  
[tiaanb@nsx.com.na](mailto:tiaanb@nsx.com.na)

- Johene Saal  
Information Officer  
[johenes@nsx.com.na](mailto:johenes@nsx.com.na)

Custodians are not members of the NSX

#### **8. Trading structure**

The NSX through the JSE trading system provides a market for the dealing in securities and financial instruments that is information technology intensive. Equity dealing is matched electronically on HERMES/IRESS and MIT Millennium Exchange (2011 -Trade Elect™) which is developed by a subsidiary of the London Stock Exchange and maintained by the JSE. The NSX uses the Broker Deal Account system (BDA). The trading system feeds into the BDA, which is then used to print the broker's notes and do the accounting for the settlement. The Trading system and the BDA are managed by the JSE and all the brokers are using it for trades and settlements. The NSX can view the trading and broker's BDA for surveillance and regulatory purposes.

#### **9. Membership and list of members**

- Names & contact details:
  - Website link(s):

At present the NSX is a non-proprietary association licensed by the Namibia Financial Institutions Supervisory Authority (NAMFISA) to operate as a stock exchange within Namibia in terms of the Stock Exchanges Control Act of 1985 (SECA). The NSX has 43 founder members and 6 stock broking members (the rights holders).

Trading Broker Details [http://nsx.com.na/?page\\_id=420](http://nsx.com.na/?page_id=420)

Sponsor Details [http://nsx.com.na/?page\\_id=460](http://nsx.com.na/?page_id=460)

Founder Member info: <http://nsx.com.na/wp-content/uploads/2012/11/NSX-Annual-Report-2015-website2.pdf>

### 10. Trading days / times and public holidays

- General non-trading days (e.g.: closed on public holidays and half day the trading day before Christmas):  
Trading hours are Monday to Friday from 09h00 to 17h00 except day before Christmas and New Year when market closes at 12h00
- Trading hours:  
Central African Time 09h00 - 17h00 in summer and 08h00 - 16h00 in winter
- Details for calendar year of when exchange will be closed:
  - E.g. trading days / hours for current year:  
Trading & Non trading days for the NSX for 2016 can be found on our website [http://nsx.com.na/?page\\_id=266](http://nsx.com.na/?page_id=266)
- Contact details for person who manages this process in case of ad-hoc holidays:
  - Johene Saal – Information Officer (+264 61 227647) [info@nsx.com.na](mailto:info@nsx.com.na)

### 11. Regulator

- Namibia Financial Institutions Supervisory Authority (NAMFISA)

### 12. Tax

- Dividend tax treatment:

#### Withholding taxes on Non-Residents

#### Dividends:

- 10% (previously 30% of company tax rate) if the beneficial owner is a company with a shareholding of at least 25%. In all other cases a rate of 20% applies. Payable within 20 days after the end of the month during which the amount was deducted or withheld.
- The rate is reduced to 5% in the instance of a South African non-resident company, which holds at least 25% of the capital of the Namibian company paying the dividends. In all other cases a rate of 15% applies.
- Capital gains or income tax:
  - Can link and supply contact details to relevant government authority:  
No Capital gains tax is applicable in Namibia.
- Transaction tax(es):

There is no marketable securities tax or stamp duty on deals executed on the NSX by foreign investors. The only special tax is Non-Resident Shareholders Tax at 10% of dividends (see dividend tax treatment).

### 13. Exchange controls

Bank of Namibia (central bank) sets exchange control. There are none within the Common



monetary area.

#### 14. Non-resident restrictions

- Ownership restrictions if any:

There is no restriction on foreign investment except in respect of certain thresholds on banks where approval from the Bank of Namibia (Central Bank) is required.

- Repatriation of capital / profits:

##### Repatriation of capital

Foreign Investment Act allows free repatriation of Capital

#### 15. Trade restrictions and processes

- Odd lots:

Members may trade in odd lots only as agents on behalf of clients

- Minimum / maximum requirements:

Anyone can buy a share by making an offer, as there are no minimum sizes of transactions, so it makes no difference if you buy 1 or 1 million shares.

#### 16. Trading costs

- Exchange level costs or requirements (brokers costs may vary):

The only fees charged are: NAMFISA levy, prescribed brokerage and transaction levy.

- Holding costs:

n/a