

30 May 2026

CIRCULAR LETTER: CM/CIR/01/2026
TO : ALL FINANCIAL MARKETS AND COLLECTIVE INVESTMENT SCHEMES
EFFECTIVE DATE : DATE ISSUED
SUBJECT : MATTERS RELATED TO THE IMPLEMENTATION OF THE FINANCIAL INSTITUTIONS AND MARKETS ACT, 2021 (ACT NO. 2 OF 2021)

1. INTRODUCTION

1.1. This Circular is issued by virtue of the functions and powers of the Namibia Financial Institutions Supervisory Authority ("NAMFISA"), as the authority responsible for the supervision of financial institutions and financial intermediaries in terms of section 2 of the Namibia Financial Institutions Supervisory Authority Act, 2021 (Act No. 3 of 2021) ("the NAMFISA Act"), read with the Financial Institutions and Markets Act, 2021 (Act No. 2 of 2021) ("FIMA").

1.2. The purpose of this Circular is to notify all regulated entities within Financial Markets and Collective Investment Schemes (CIS's) relating to the implementation of FIMA, which came into operation on 1 May 2026, and to provide guidance regarding:

1.2.1. The registration requirements under FIMA;

1.2.2. Transitional arrangements applicable to persons authorised under the repealed legislation;

1.2.3 Sector-Specific Transitional Provisions

1.2.4. The phased implementation plan for the re-registration process;

1.2.5 Assessment of Supplemental Deeds;

1.2.6 Unlisted Investment Managers and Special Purpose Vehicles;

1.2.7 Consequences of Non-Compliance

2. REQUIREMENT TO REGISTER

2.1. In terms of section 81(1) of FIMA, a person may not operate as a regulated person unless such person is registered or deemed to be registered under the Act. In addition, sections 174 and 176 of FIMA provide that no person may operate or act as a manager of a collective investment scheme unless that person is registered under the Act.

2.2. Accordingly, no entity may carry on activities falling within the definition of a regulated person in Chapters 3 and 4 of FIMA unless registered or deemed registered in terms of the transitional provisions.

2.3. The categories of regulated persons within financial markets and collective investment schemes, as contemplated in Chapters 3 and 4 of FIMA, include, *inter alia*:

- Exchanges;
- Stockbrokers;
- Securities dealers;
- Securities advisors;

- Securities clearing houses;
- Central securities depositories;
- Investment managers;
- Portfolio managers;
- Linked investment service providers;
- Nominees;
- Participants;
- Securities rating agencies;
- Authorised users and authorised representatives;
- Manager of a collective investment scheme;
- Authorised representative of a manager;
- Designated representative of an authorised representative;
- A nominee company; and
- Trustee or custodian.

2.4. All persons falling within the above categories must assess their regulatory status and ensure compliance with the requirements of FIMA and the subordinate measures issued thereunder.

3. TRANSITIONAL ARRANGEMENTS

3.1. Transitional provisions are provided for in section 467 of FIMA, read together with Schedule 3, to ensure regulatory continuity following commencement of the Act.

3.2. Any person who, immediately before 1 May 2026, was duly licensed, authorised, registered or recognised under the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985), the Unit Trusts Control Act, 1981 (Act No. 54 of 1981), or any subordinate legislation issued thereunder, and who was not in contravention of such legislation, may be deemed to be registered under FIMA for the relevant activity. In terms of section 401(12) of the FIMA, a financial institution or financial intermediary must, commencing 12 months after the date of commencement of

this Act and within 90 days of the end of the financial year end of the financial institution or financial intermediary, send a copy of its annual financial statements, together with the report of the auditor, to NAMFISA.

4. SECTOR-SPECIFIC TRANSITIONAL PROVISIONS

The following transitional provisions apply to entities supervised under chapters 3 and 4 of FIMA:

Section of FIMA	Transitional Requirement
4.1. Exchanges (Section 86)	An exchange licensed under the repealed legislation prior to and remains licensed on the date of commencement is deemed registered under FIMA. In terms of section 86(3) of FIMA, where not already a public company, such an exchange must be incorporated as a public company with share capital within 12 months of commencement and must, after such incorporation, comply with all requirements imposed on an applicant for registration as an exchange in terms of FIMA.
4.2. Stockbrokers (Section 93)	A stockbroker that was licensed under the repealed legislation at the date of commencement is deemed registered as an authorised user or authorised representative under FIMA. The company or entity must submit prescribed information to the relevant exchange and NAMFISA within 12 months from the date of commencement. Failure to comply with such requirements may result in cancellation of deemed registration in terms of section 93(5) of FIMA.
4.3. Portfolio Managers (Section 94)	A portfolio manager approved under the repealed legislation at the date of commencement is deemed registered under FIMA. A person deemed to be registered must furnish the prescribed

	particulars within the prescribed period, failing which the deemed registration is cancelled in terms of section 94(3) of FIMA. .
4.4 Management Companies (Section 177)	A person registered as a management company under the repealed legislation at the date of commencement is deemed registered under FIMA but must apply for registration within 12 months in terms of section 177(2) of FIMA. If a person deemed registered fails to make an application for registration within the prescribed period, the deemed registration is cancelled in terms of section 177(3) of FIMA.
4.5. Trustees and Custodians (Section 191)	A person that was registered as a trustee under the repealed legislation at the date of commencement is deemed registered as a trustee or custodian under FIMA, but must apply for registration within 12 months in terms of section 191(2) of FIMA. Failure to comply with such requirements may result in cancellation of deemed registration in terms of section 191(3) of FIMA.
4.6. Beneficiary Schemes and Nominee Companies (Section 202(1) and 184(4))	Persons carrying on or managing a scheme or arrangement permitting participation in specified mortgage bond schemes who were exempted under the repealed legislation at the date of commencement are deemed registered as managers of collective investment schemes in participation bonds from commencement and a nominee company approved by NAMFISA under that subsection is deemed to be approved in terms of section 184(1). Failure to comply with such requirements may result in cancellation of deemed registration in terms of section 184(6) of FIMA.

4.7. General Transitional Provision (Section 388(1))	(1) Despite section 387, any person who was providing a financial service that requires a person providing that service to be registered under FIMA on or before the date of commencement of FIMA or the date of commencement of any applicable Chapter or provision of FIMA without being registered or licensed and who: (a) was not thereby in contravention of any law of Namibia as such law existed prior to such date; (b) is required under FIMA to be registered in order to provide that financial service; and (c) is not the subject of a specific transitional or exceptional provision of FIMA with respect to that registration, may continue to provide such financial service under FIMA without being registered for the period ending on the date determined under subsection (2). (2) A person referred to in subsection (1) must, within six months of the date of commencement of FIMA or the date of commencement of any applicable Chapter or provision of FIMA, or within such longer period as NAMFISA may specify, but which period may not exceed 12 months, apply to NAMFISA for registration under the applicable provisions FIMA.
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5. IMPLEMENTATION PLAN

5.1. In order to facilitate an orderly and efficient process, NAMFISA has developed a phased re-registration plan, in terms of which financial institutions and intermediaries have been allocated to specific quarters within the prescribed 12-month period.

5.2.Regulated persons are encouraged to prepare the submission of applications within the allocated timelines provided in the table below.

5.3.Entities with more than one license that are willing to submit applications simultaneously, are encouraged to do so irrespective of the timetable.

Phases	Entity type	Number of entities	Submission Dates
1	Investment managers without an existing management company (MANCO)	15	1 st June 2026 – 31 st August 2026
2	Investment managers with a registered management company (MANCO)	32	1 st September 2026 – 30 th November 2026
3	Linked investment service providers (LISPs), management companies (MANCOs) without an investment manager, the central securities depository (CSD), and the stock exchange	9	1 st December 2026 – 2 nd February 2027
4	Any entity not registered in the phases above	n/a	1 st November 2026 - 30 April 2026

6. ASSESSMENT OF SUPPLEMENTAL TRUST DEEDS

6.1. Pending the re-registration and full alignment of principal trust deeds with the FIMA, NAMFISA will assess supplemental trust deeds against the principal trust deed as previously approved under the repealed Unit Trusts Control Act, read together with section 242 of FIMA and any applicable Chapter 4 Standards.

6.2. This approach is necessary to ensure regulatory continuity and to avoid disruption to business operations, financial stability, and capital market development during the transitional period.

6.3. Accordingly, the absence of full FIMA alignment of a principal trust deed will not, in itself, preclude the consideration and approval of a supplemental trust deed. Any approval granted during the transitional period will, however, remain subject to the outcome of the re-registration process, and managers will be required to implement any additional or consequential amendments necessary to achieve full compliance with FIMA.

7. UNLISTED INVESTMENT MANAGERS (“UIM”) AND SPECIAL PURPOSE VEHICLES (“SPV”)

7.1. Paragraph 2(1) of Schedule 3 of FIMA provides that:

“Any subordinate legislation or measure made under a repealed law remains in force unless it is in conflict with this Act and is deemed to be made thereunder until superseded by a subordinate measure made under this Act”.

7.2. The Pension Funds Regulations were issued under the Pension Funds Act, 1956 (Act No. 24 of 1956) (“the Regulations”), which has since been repealed and replaced by FIMA in terms of section 467, read together with the relevant Schedules to FIMA. In accordance with paragraph 2(1) of Schedule 3 to FIMA, the Regulations remain in force,

to the extent that they are not inconsistent with FIMA, and are deemed to have been made under FIMA.

8. CONSEQUENCES OF NON-COMPLIANCE

8.1. Section 387(1) of FIMA provides that no person may provide a financial service requiring registration under FIMA, unless that person is registered or deemed to be registered under FIMA. Section 387(5) of FIMA further provides that:

‘A person who contravenes or fails to comply with subsection (1) or contravenes or fails to comply with a directive given by NAMFISA under subsection (4) commits an offence and is liable on conviction to a fine not exceeding N\$5 000 000 or to imprisonment for a period not exceeding 10 years or to both such fine and such imprisonment’.

For any further information or clarification regarding this Circular, stakeholders may contact the Legal Officer: Capital Markets Division, Ms. Busiswa Yawa, at byawa@namfisa.com.na and/or telephone number 061 290 5126; Managers: Capital Markets Division Ms. Ewaldine Neumbo, at eneumbo@namfisa.com.na/ Mr. Edison Katjipuka, at ekatjipuka@namfisa.com.na and/or telephone number 061 2900 5196/5249.



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