



GOVERNMENT GAZETTE

OF THE

REPUBLIC OF NAMIBIA

N\$3.20

WINDHOEK - 9 June 2025

No. 8660

CONTENTS

Page

GENERAL NOTICE

No. 335	Namibia Financial Institutions Supervisory Authority: Proposed amendment to rules of the Namibian Stock Exchange in terms of section 12(6) of the Stock Exchange Control Act, 1985	1
---------	--	---

General Notice

NAMIBIA FINANCIAL INSTITUTIONS SUPERVISORY AUTHORITY

No. 335

2025

PROPOSED AMENDMENT TO THE RULES OF THE NAMIBIA STOCK EXCHANGE IN TERMS OF SECTION 12(6) OF THE STOCK EXCHANGES CONTROL ACT, 1985

The draft amendment to section 2 of the Rules of the Namibia Stock Exchange as set out in Schedule 1, is published by the Registrar of Stock Exchanges in terms of section 12(6) of the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985).

All interested persons who have any objections to the proposed amendment, are called upon as contemplated in section 12(7) of the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985) to lodge their objections with the Registrar within a period of 30 days from the date of publication. Such objections will be taken into account in determining whether to approve the amendment as originally published or in a modified form.

Written representations must be submitted to NAMFISA at the Upper Ground Floor, Gutenberg Plaza, 51 – 55 Werner List Street, Windhoek or email: byawa@namfisa.com.na.

K. MATOMOLA

REGISTRAR OF STOCK EXCHANGES

NAMIBIA FINANCIAL INSTITUTIONS SUPERVISORY AUTHORITY

SCHEDULE 1**STOCK EXCHANGES AND CONTROL ACT, 1985****PROPOSED AMENDMENT TO THE RULES OF THE NAMIBIA STOCK EXCHANGE IN
TERMS OF SECTION 12(6) OF THE STOCK EXCHANGES CONTROL ACT, 1985****AMENDMENTS TO SECTION 2 (NSX CONSTITUTION) OF THE NSX RULES****AMENDMENT OF THE NSX RULES BY THE ADDITION OF THE FOLLOWING
NEW RULE 2.16****2.16. Demutualisation**

- 2.16.1 The Namibian Stock Exchange shall be authorized to approve its “demutualisation”, subject to the approval of the rights holders in terms of and in accordance with the provisions of Rules 2.16.3 and 2.16.4, and the approval of the Namibia Financial Institutions Supervisory Authority in terms of and in accordance with the provisions of Rule 2.16.6.
- 2.16.2 “Demutualisation” shall mean the process by which the Namibian Stock Exchange changes its legal status from a non-proprietary voluntary association that is not incorporated under the Companies Act, 2004 (Act 28 of 2004), into a public company having share capital and incorporated under the Companies Act, 2004 (Act 28 of 2004), and which demutualisation may be effected in that the NSX Rights which are held by the rights holders, be converted to ordinary shares, alternatively a special class of shares or both, in such company that is to be incorporated, having such rights, conditions and privileges attaching to them as are set out in the articles of association of such company.
- 2.16.3 Prior to making an application to the Namibia Financial Institutions Supervisory Authority for the approval of the demutualisation of the Namibian Stock Exchange in terms of Rule 2.16.6, the rights holders of the NSX shall be required to adopt the following resolutions:
- 2.16.3.1 that the Namibian Stock Exchange be converted from a non-proprietary voluntary association, into a company having share capital and incorporated under the Companies Act, 2004 (Act 28 of 2004), at a general meeting of the rights holders of the NSX, of which not less than 14 (fourteen) clear days’ notice has been given; and
- 2.16.3.2 at a general meeting of the rights holders of the NSX of which not less than 21 (twenty-one) clear days’ notice has been given, specifying the terms and effect of the resolution and the reasons for it, a resolution adopting:
- (i) the proposed allotment or transfer of shares to the rights holders of the Namibian Stock Exchange; and
 - (ii) the approval of the proposed memorandum- and articles of association of the company, which allotment or transfer of shares and memorandum- and articles of association of the company shall comply with the provisions of Rule 2.16.5 and the “Demutualisation of a Self-Regulatory Organisation” standards No. FM.S.3.5, that have been provided by the Namibia Financial Institutions Supervisory Authority, which standards are incorporated herein by reference, unless and to the extent that such standards are amended

and/or substituted by standards that are issued in terms of the Stock Exchanges Control Act 1 of 1985, in which event such latter standards shall apply.

2.16.4 A resolution which is adopted in terms of Rule 2.16.3.2 is of no force and effect unless:

- (i) there are present at that general meeting, in rights holders who are present in person or by proxy, holding in aggregate not less than 25% of the total votes of all the rights holders entitled to vote; and
- (ii) the resolution has been passed, on a show of hands, by not less than 75% of the number of rights holders entitled to vote on a show of hands at the meeting or, where a poll has been demanded, by not less than 75% of the total votes to which the rights holders present in person or as a proxy are entitled.

2.16.5 The conversion of the NSX Rights which are held by the rights holders, to ordinary shares, alternatively a special class of shares or both, in the company that is to be incorporated, shall be in the proportion that for every 1 (one) NSX Right that is held by a broker member, such member shall be issued with or receive 20 (twenty) shares or multiples thereof, and that for every 1 (one) NSX Right that is held by any non-broker member, such member shall be issued with or receive 1 (one) share or multiples thereof in the same ratio as are held in the NSX on the date that the Registrar gives his or her approval of the demutualisation of the NSX, subject thereto that:

- 2.16.5.1 no person shall, as from the demutualisation date, hold directly or indirectly, more than 10% of the voting shares of the company without the prior approval of the Registrar;
- 2.16.5.2 the broking members of the company shall, reduce their cumulative shareholding in the demutualised exchange to not more than 40% within three years from the demutualisation date; and
- 2.16.5.3 no person shall, as from the demutualisation date, in a general meeting, exercise voting rights, directly or indirectly, of more than 10% of the total voting rights.”

2.16.6 The application to the Namibia Financial Institutions Supervisory Authority for approval of the demutualisation of the NSX shall be in writing, shall be accompanied by such documents and information as are required to accompany such application in terms of section 4 of the “Demutualisation of a Self-Regulatory Organisation” standards No. FM.S.3.5, and shall otherwise be in accordance and in compliance with such standards, which are incorporated herein by reference, unless and to the extent that such standards are amended and/or substituted by standards that are issued in terms of the Stock Exchanges Control Act 1 of 1985.

2.16.7 Demutualisation of a Self-Regulatory Organisation standards, If there is a conflict or inconsistency between the “Demutualisation of a Self-Regulatory Organisation” standards No. FM.S.3.5, that have been provided by the Namibia Financial Institutions Supervisory Authority, and the provisions of Rule 2.16, or in the event of such standards being amended and/or substituted by standards that are issued in terms of the Stock Exchanges Control Act 1 of 1985, then and in such an event the amended standards shall prevail over the provisions of Rule 2.16.

2.16.8 Upon the necessary approvals from the rights holders of the NSX and from the Namibia Financial Institutions Supervisory Authority having been obtained for the demutualisation of the Namibian Stock Exchange in terms of Rules 2.16.3 and 2.16.6, and upon the incorporation of the company that is referred to in Rule 2.16.2 (the “Company”):

- 2.16.8.1 the Company shall be deemed to be a public company incorporated in terms of the Companies Act 28 of 2004 from a date determined by the Namibia Financial Institutions Supervisory Authority in consultation with the NSX;
 - 2.16.8.2 the Registrar of Companies must register the memorandum and articles of association of the 3 Company in terms of section 68(1) of that Act on the date referred to in Rule 2.16.8.1;
 - 2.16.8.3 the continued corporate existence of the NSX from the date on which it was first registered by the Namibia Financial Institutions Supervisory Authority is unaffected and any actions of the NSX before its incorporation remain effectual;
 - 2.16.8.4 all the assets and liabilities of the NSX, including any insurance, guarantee, compensation fund or other warranty owned or maintained by the NSX to cover any liabilities to clients of authorised users or participants remain vested in, and binding upon, the Company into which the NSX has been incorporated;
 - 2.16.8.5 all agreements, appointments, transactions and documents entered into, made, executed or drawn up by, with or in favour of the NSX and in force immediately before the incorporation of the NSX, remain in full force and effect, and must be construed for all purposes as if they had been entered into, made, executed or drawn up by, with or in favour of the company into which the NSX has been incorporated;
 - 2.16.8.6 any bond, pledge, guarantee or other instrument to secure future advances, facilities or services made by the NSX which was in force immediately before the incorporation of the NSX, remains in full force and effect, and must be construed for all purposes as a bond, pledge, guarantee or instrument given to or in favour of the company into which the NSX has been incorporated;
 - 2.16.8.7 any claim, right, debt, obligation or duty accruing to any person against the NSX or owing by any person to the NSX is enforceable against or owing to the company into which the NSX has been incorporated, subject to any law governing prescription;
 - 2.16.8.8 any legal proceedings that were pending or could have been instituted against the NSX before the incorporation may be continued or instituted against the company into which the NSX has been incorporated, subject to any law governing prescription; and
 - 2.16.8.9 the registration of the NSX remains vested in the Company into which the NSX has been incorporated, as long as the company complies with all the applicable requirements of the Stock Exchanges Control Act 1 of 1985.”
-