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Foreword

It is with great pleasure that we present the findings of our 3rd edition of the Deloitte Corporate Governance Survey for Namibia. The aim of the survey is to collate and analyse data regarding the policies, procedures and practices followed by Namibian entities to adhere to corporate governance principles.

It should be noted that this survey covers both public and private entities and our aim is for this report to be a catalyst for contemplation, in-depth discussions and an improvement in governance practices in the country.

Effective governance frameworks, structures and practices are paramount to ensure that the organisation delivers on its strategic mandate and behaves like a responsible corporate citizen. Key ingredients include a balanced and effective board of directors providing the necessary guidance and oversight to management teams, as well as ethical leadership and codes of conduct that encompass honesty, transparency and fairness.

The NamCode was introduced in Namibia in 2014, with the main objective to respond to the need for a Namibian specific code that addresses international corporate

governance best practice within the Namibian context. The NamCode sets out relevant principles, and requires application on an “apply or explain” basis. The main overarching categories can be summed up as follows:

- Ethical leadership and corporate citizenship
- Boards and directors
- Audit Committees
- The Governance of risk
- The Governance of Information technology
- Compliance with laws, codes, rules and standards
- Internal audit
- Governing stakeholder relationships
- Integrated reporting and disclosure

We are pleased to include in this report the responses we received from both the private and public sector in Namibia. Electronic survey questionnaires were completed by respondents in the different entities we surveyed, and included responses from:

- Chief Executive Officers and Managing Directors
- Chief Financial Officers
- Directors
- Heads of Governance and Compliance

Consistent with the previous editions, given the qualitative and quantitative nature of the responses, we have taken care to ensure that information presented in our survey is, to the greatest extent possible, anonymous and a fair reflection of the responses received.

Once again, we would like to extend our appreciation to the respondents for the time and enthusiasm devoted to providing comprehensive responses.

We believe that Namibia is a prime investment destination and provides excellent economic growth potential. Our hope is that this report will contribute the adoption, implementation and application of good corporate governance practices, and that this will lead to not only greater economic growth, but also socially and environmentally responsible practices.

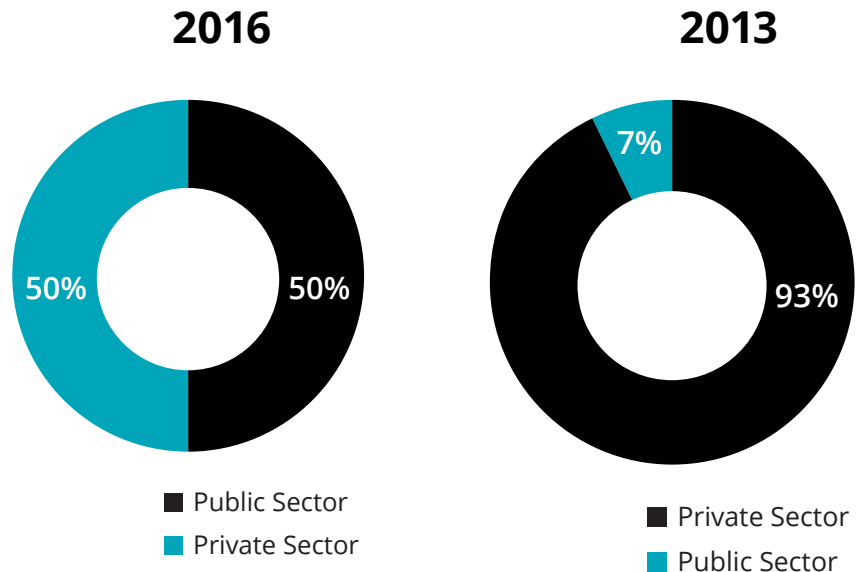
Results

In this survey we have relied upon the respondents' self-assessments and their responses have been presented with no modification or adjustment in an attempt to preserve the integrity of the responses provided. We have not verified the accuracy or completeness of the information provided by the respective respondents.

We have kept our core set of questions the same as the 2013 governance survey to monitor and understand the trends. We have, however, added some relevant topical questions in this edition in line with the requirements of the NamCode.

Overall, our respondents were moderately familiar with corporate governance reforms.

50% of our respondents in this edition were from the private sector compared to 93% in the 2013 edition in this sector.

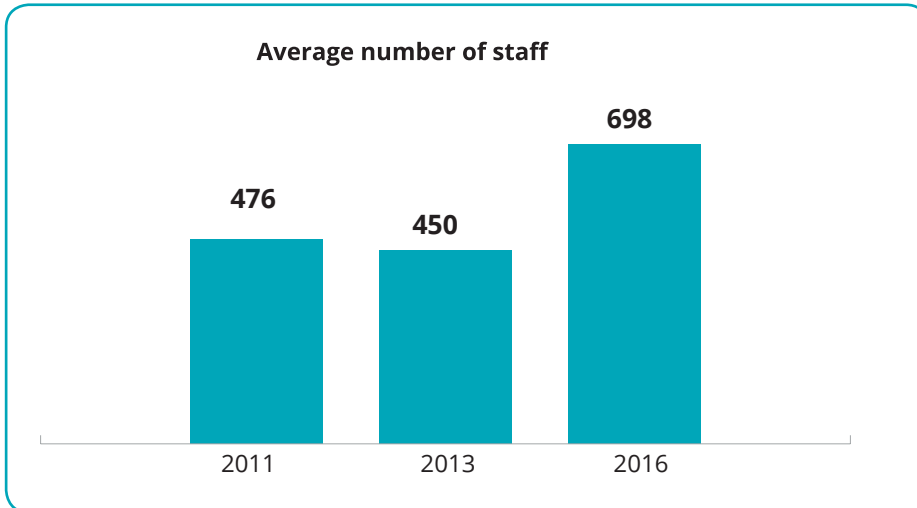


50%

50% of our respondents in this edition were from the private sector compared to 93% in the 2013 edition in this sector.

General Information

The following general information was noted from the participating entities.



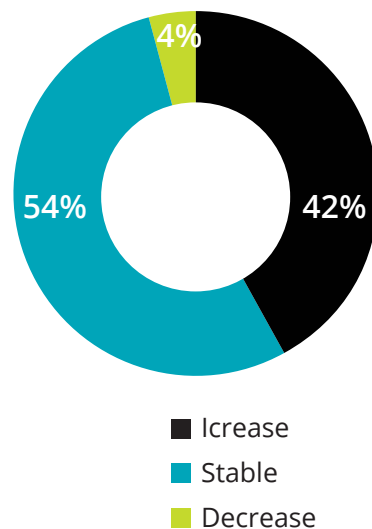
The average number of staff employed per entity participating has increased by 55% from 2012 to 2016. The participating respondents had employment numbers varying between a minimum of 3 staff members to a maximum of 2600 staff members.

Percentage of current expenditure allocated to personnel costs (salaries, benefits, and so forth):

On average, 40% of the respondents' expenditure is allocated to personnel costs compared to 50% in 2013. This implies that the current respondents spent less on their employees in comparison to the respondents in 2013. Responses in this category varied between a minimum of 3% and a maximum of 80%. From this it can be deduced that some entities may have restructured their workforce or may have restructured salary packages, or other expenditure has increased more than the increase in the personnel costs.

Number of personnel for 2016 compared to 2015:

Of the representatives, 42% noted that their staff complement has increased from 2015 to 2016, while 4% have noted that there has been a decrease in their staff complement. In total, 54% of the



representatives noted that the staff complement has remained stable for the 2016 year compared to the 2015 year. This suggests that there has been a slowdown in growth in the entities compared to the 2013 year when 81% of the staff complement was expected to increase by 2015.

The fact that staff complement is predominantly unchanged or has decreased from 2015 to 2016 could be

attributed to the contraction in the Gross Domestic Product (GDP) for Namibia during the same period from 2013 (July 2013: 4.3%) to 2016 (July 2015: -6.2%) as reported by the Central Bureau of Statistics, Namibia.

Delegation of authority:

The survey questions pertaining to the delegation of authority provide valuable insight into the level of maturity of existing governance practices. 93% of the representatives noted that they have a delegation of authority in place. Of the 93%, 81% believe that the delegation of authority is operating effectively within their organisation, whereas 19% believe that the delegation of authority is not effective as it is overridden by management and at times the board of directors. Most respondents indicated that the delegation of authority was approved by the board and that it is revised on an annual basis to ensure that it remains appropriate. Entities that indicated they had no delegation of authority in place indicated that they are in the process of implementing one. This suggests that entities are moving towards having appropriate structures in place to ensure that the right matters are approved by the right structural level within the organisation.

Financial management:

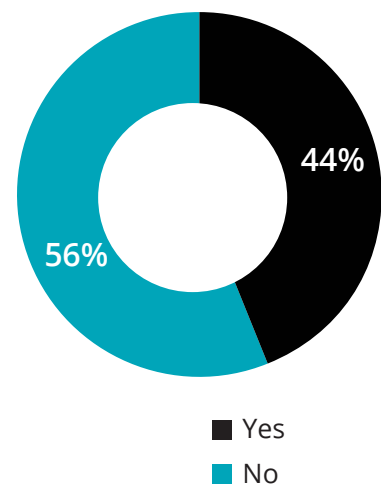
Of the responses received, 96% of the respondents have a mature financial management process in place. The annual budget is reviewed at appropriate levels and approved at management level before it is presented to the board of directors for final approval. Of the 96%, 4% of respondents believe that the budgeting process is ineffective. In these instances, no monitoring of the budget versus actual expenditure is performed and some of the State-Owned Enterprises (SOEs) noted that costs are cut irrespective of whether they are in line with the approved budget - this is however in line with the government focus on reduced spending.

In general, based on the processes in place, it appears that organisations are moving towards better financial management in order to maintain and monitor performance and ensure delivery

of desired financial results.

Does the Company have published procurement practices relating to Black Economic Empowerment (BEE)?

It is evident that more than half of the respondents do not have published BEE procurement practices. 50% of those who have published BEE procurement practices are SOEs. With the anticipated implementation of The New Equitable Economic Empowerment Framework (NEEEF), businesses will be expected to proactively embrace transformation. The number of respondents that do not have published BEE procurement practices has however decreased from 71% in 2013 to 56% in 2016. This is an indication that by and large organisations are embracing the transformation agenda.



Board of Directors

The introduction of the NamCode seems to have had an overall positive impact on board composition and the balance of power on the board. The Namcode Principle C2-18 suggests that the board should comprise a balance of power, with the majority of non-executive directors. The majority of the non-executive directors should be independent. Respondents have on average eight (8) directors on their board. On average these boards have two (2) executive directors and six (6) non-executive directors. The number of executives on the board has decreased compared to the 2013 survey done where they averaged three (3), whereas the non-executive directors have increased compared to the same year where they averaged five (5). Overall, this practice is in line with the principles of the NamCode, which recommends that each company should appoint a balanced board and recommends that a board of directors should have a majority of non-executive directors, and at least two (2) executive directors.

The executive directors are essential to ensure an effective link between the board and management and to ensure that all directors have good insight into the day-to-day business of the company. In turn, non-executive directors, especially independent non-executive directors can bring a range of benefits to board decision-making, including:

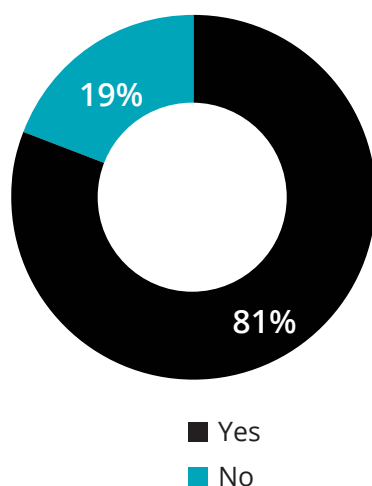
- adding new skills, knowledge and experience that may not otherwise be available on the board or within the company, with positive impact on strategy development and oversight
- bringing an independent and objective view distinct from that of shareholders and management
- acting as a balancing element in boardroom discussions between different shareholder representatives; managing conflicts of interest affecting board members
- safeguarding the interests of minority shareholders and other stakeholders who may not be represented on the board and who may be unable to speak with a strong voice at shareholder meetings
- bringing their business connections

- and other contacts to the entity
- undertaking the bulk of the work of board committees
- ultimately, providing reassurance to external shareholders, stakeholders and wider society that the entity is being run in an effective manner and in pursuit of its overall mission

For SOEs, on average four (4) board members come from the private sector and the remaining board members from the public sector. It can be deduced from these responses that there is good cooperation between the public and private sector, evidencing diversity and ensuring different perspectives can be covered by the board of directors.

Are the procedures for appointment to the board formal and transparent?

The NamCode seems to have had a positive impact on the board appointment processes. In the responses received, 81% (2013: 75%) indicated that there is transparency in the appointment of board members. This is an improvement from prior years and is in line with NamCode Principle C2-19 that states that this process should be formalised to ensure that transparency is achieved.



81%

TRANSPARENCY

From the 81% that have appropriate processes in place, the following methods were used by organisations during the process of appointment of board members:

Yes responses (sector):

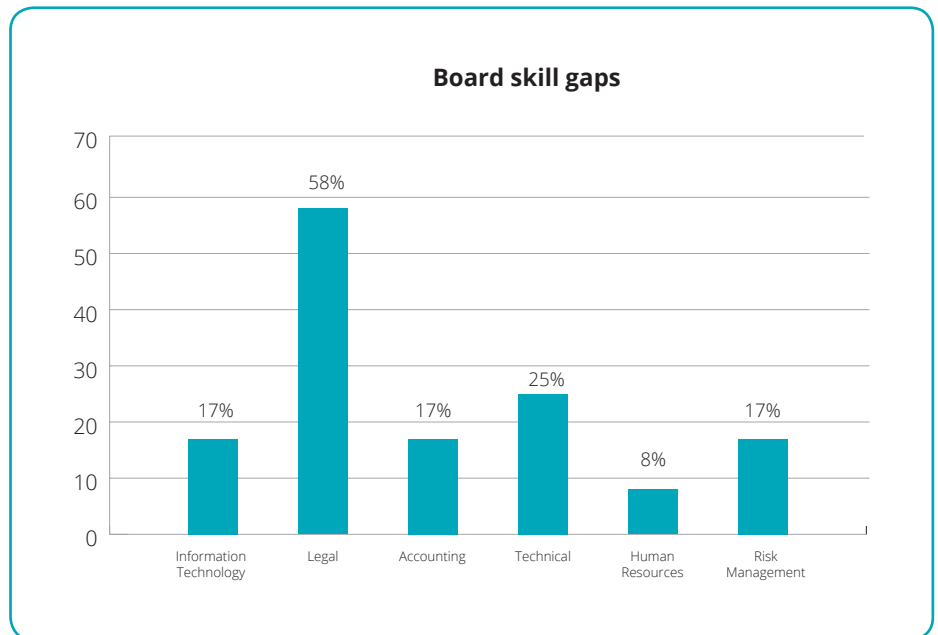
Body responsible for the appointment of Directors	Private	Public
Board	30%	0%
Minister (shareholder for SOEs)	0%	56%
Nominations Committee	8%	44%
Private Company principles	15%	0%
Shareholder	46%	0%
	100%	100%

Does the board regularly review its mix of skills and experience and other qualities to ensure effectiveness of the board as a whole?

38% (2013: 55%) of respondents confirmed that the board does not regularly review its mix of skills and experience. The right mix, skills and attitudes are an essential aspect for any board to function effectively in the development and execution of its strategy.

Sufficient and collective knowledge and experience is essential for a board as a collective in order to provide effective guidance, to give broad and varied perspectives, open dialogue and provide useful insights to the entity and the broader environment within which the entity operates. It is reassuring to see that there has been an improvement in this result from the 2013 survey results, probably attributable to a higher importance placed on governance and the performance of the board.

When asked what skills may be lacking on the board, 61% of the respondents acknowledged that they lacked skill on their boards pertaining to one or more of the following areas:



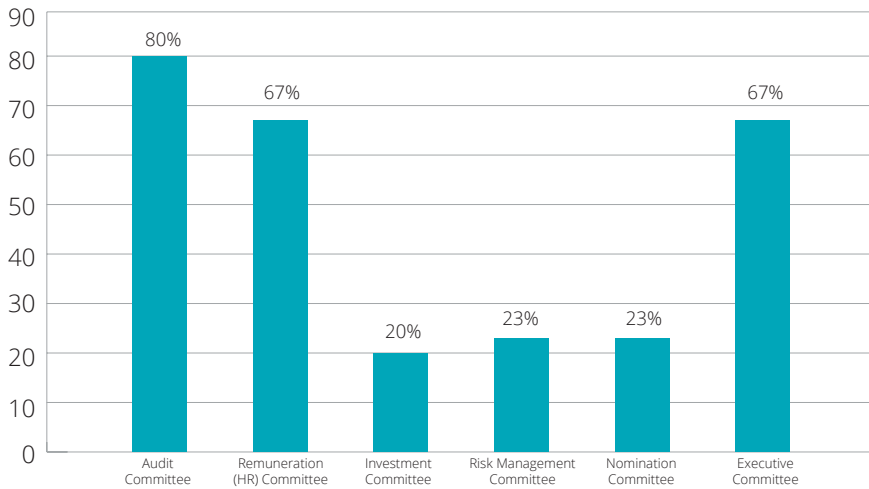
Note: percentages do not add up to 100% as many respondents indicated more than one answer.

It should be noted that even though this information provides some insight into the factors considered by different boards, the composition of each individual board should be determined in relation to that particular entity. The combination of skill and experience required to manage and guide that entity should be determined, and a succession plan should be developed to ensure that directors with appropriate skill and experience are appointed.

Board committees active at your Company:

The NamCode requires organisations to have an audit committee in place, comprising of independent non-executive directors. The majority of the respondents indicated that they comply with this aspect of the NamCode. 83% of entities that have an audit committee in place indicated that the members are suitably skilled and experienced. There is still a trend that entities value the existence of an audit committee as part of their corporate governance.

Board Committees



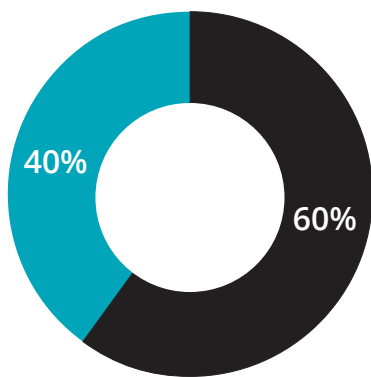
Has the board determined its own role, functions, duties and performance criteria as well as that for directors on the board and board committees to serve as a benchmark for the performance appraisal?

Does your Board have formally signed performance agreements for its Board members?

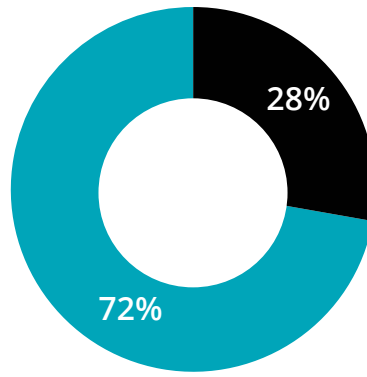
28% (2013: 9%) of the respondents indicated that their boards have signed performance agreements against which to evaluate their board members.

requirements. This timely appraisal will facilitate improved board performance and effectiveness. A third of non-executive directors should be rotated every year.

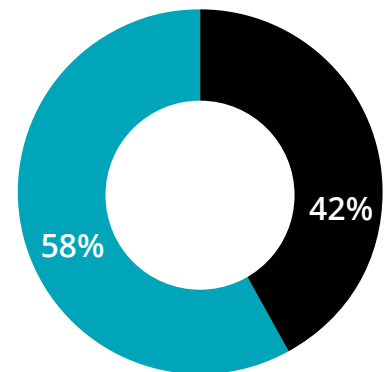
The absence of performance appraisals at 58% of respondents is cause for concern, but compared to 2013 where 70% of



■ Yes
■ No



■ Yes
■ No



■ Yes
■ No

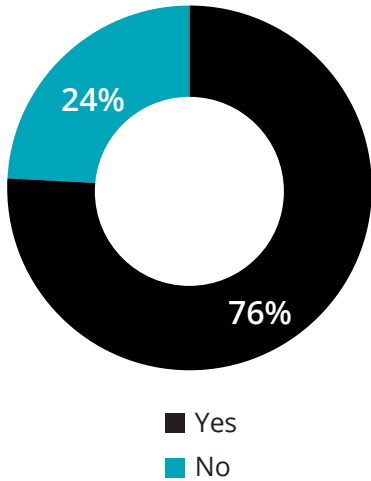
A majority of the responses indicated that the board has a board charter which clarifies the duties, functions and role of the board of directors within the entity.

Are the Board members regularly evaluated as to their performance and effectiveness?

As per NamCode principle C2-22 the evaluation of the board, its committees and the individual directors should be performed every year. This assists organisations to identify skills gaps and evaluate the contribution of individual directors, the overall effectiveness of the board as a collective as well as training

respondents did not conduct annual board effectiveness assessments, a positive trend is noticeable. This also aligns to our experience as a Firm, as we have seen an increased number of requests for proposals from the market to facilitate board appraisals. It is however still evident that structures relating to performance and evaluation of board members need to be strengthened.

Does the board perform an annual independence assessment on the independent non-executive directors?



Only 24% of entities indicated that the board performs an annual independence assessment on the independence of non-executive directors. This is somewhat worrying as this indicates an under-valuation of need for and contribution of independent directors and/or a shortage in the number of independent non- executive directors serving on boards.

Has the SOE complied with the Public Enterprises Governance Council's GC directive on executive remuneration?

50% of SOE respondents indicated that they comply with the SOEGC directive.

The ones that do not comply indicated that they either did not fall into any of the tiers that were gazetted or had applied for exemption. The applications for exemption were on the basis that the remuneration in the directive would not enable them to attract the right calibre of staff required for their industry.

There is a growing international trend towards greater accountability and transparency with greater emphasis on the remuneration gap between executives and average employee remuneration.

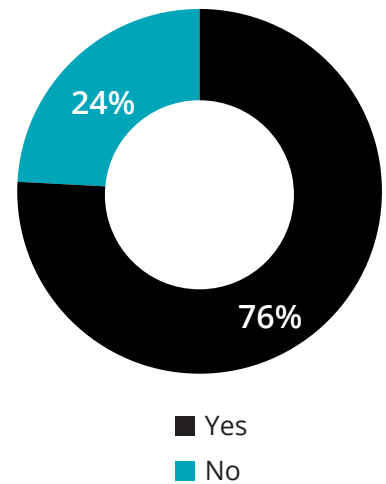
Remuneration:

Does your Company executive remuneration include performance based remuneration?

72% indicated that their executive remuneration includes a performance based remuneration package. This in line with NamCode principle C2-25 and general best practice that encourages executive pay to be made up of elements that incentivise meeting the company's needs and strategic objectives, including not only financial targets but social and environmental targets as well. Our survey did not include questions on whether the performance package included financial, social and environmental targets.

Are there Board members who are not remunerated?

Only 24% of the respondents indicated that their board members are not remunerated, a big change from 2013 where 45% of the board members were not remunerated. The reasons for non-remuneration are still in line with prior years, namely specifically, shareholder representative board members and non-executive board members are not remunerated. It is not clear whether the shareholder representative board members are remunerated at shareholder level. In principle, board members should be remunerated for their time and effort towards the objectives of the entity they represent.



What is the average sitting fee (in N\$) of a Board member?

Amount	Private	Public	Total%
Nil	27%	0%	27%
N\$0 - N\$2 000	4%	5%	9%
N\$ 2001 - N\$4 000	9%	5%	5%
N\$ 4 001- N\$ 6 000	5%	14%	18%
N\$6 001- N\$ 10 000	9%	9%	18%
>N\$10 001	18%	5%	23%

Does each Board member have specific terms of office or do the terms of office of Board members overlap?

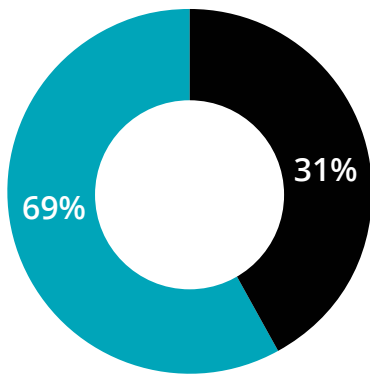
It is important that the terms of office for a board overlap. This will allow for continuity on a board and succession planning. As is often the case for SOEs, completely new boards are appointed resulting in a long familiarisation period for the new board, which in turn may mean that the board is unable to provide clear direction, guidance and oversight during

Is there a formalised induction for incoming directors which details the company's business and related information and an ongoing training programme for directors?

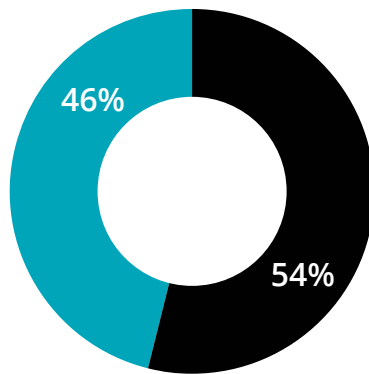
As per NamCode principle C2-20 the induction of a new board should be conducted through a formal process. This allows for the new directors to make the maximum contribution to the board as soon as possible.

Does your board have a formally signed governance agreement with the main shareholders?

Only 31% of entities have formally signed governance agreements with their main shareholders. This is a worrying trend, as accountability of the board to the shareholders is therefore not clearly outlined.



■ Yes
■ No



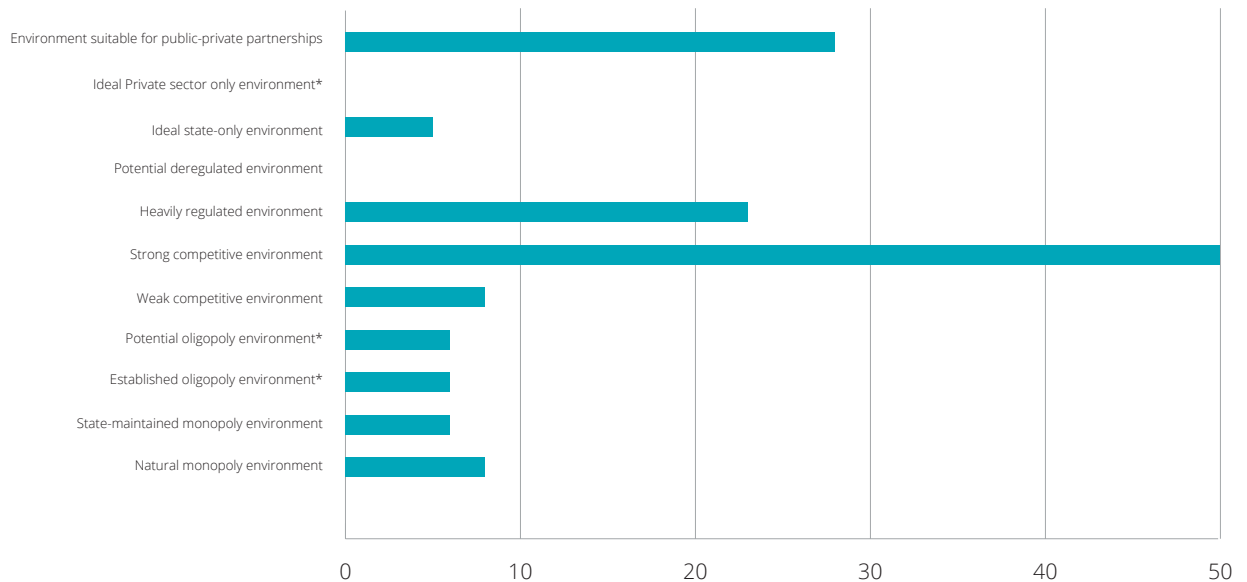
■ Yes
■ No

this time. The NamCode provides specific recommendations to ensure continuity, including the requirements that one third of non-executive directors be rotated each year. This practice allows for new directors to be appointed on a regular basis.



Operational/Market Environment

Phrases which best describe the operational/ market environment the Company functions in?



It is not surprising that a strong competitive environment took the bulk of the responses. Competition drives productivity and in turn performance, in addition to efficient allocation of resources. It is important to note that Namibian entities face significant competition from outside Namibia. SOE tender rules generally require outside entities to enter into joint ventures with Namibian entities to ensure the benefit of economic activity is at least partially retained in Namibia.

Note: percentages do not add up to 100% as many respondents indicated more than one answer.

SOE specific question: Does this SOE compete directly or indirectly with other SOEs?

33% noted that they do compete with other SOEs which is different from 2013 where the answer was zero. Respondents who noted a level of competition operate in industries where such competition is expected due to overlapping mandates or government investment strategy.

Does this SOE/Company compete directly or indirectly with any private sector/ SOE companies?

53% of the respondents to this question indicated that they do compete with private sector and SOE companies. Generally, a competitive environment will be to the advantage of all players for as long as regulators monitor activities to ensure no unfair advantage over other players in the market and consumers occurs as a result of SOEs and private sector companies operating in the same environment.

Chief Executive Officer

Who appoints the CEO/Managing Director?

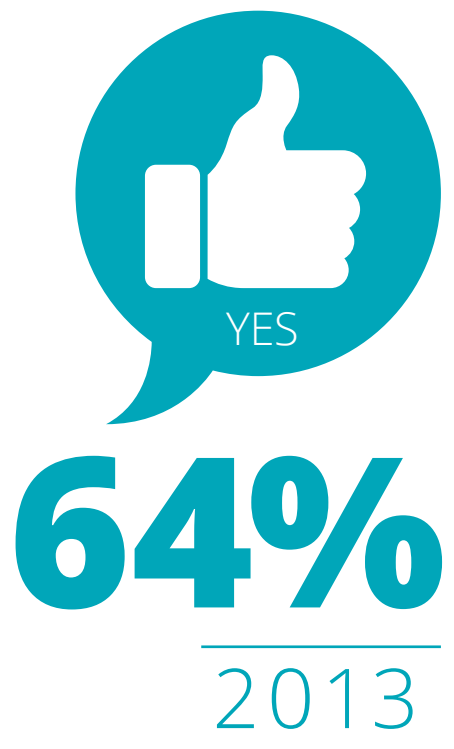
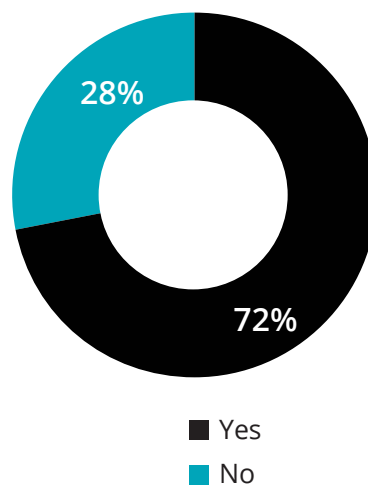
Appointed by:	Private	Public	Percentage
Board	34%	35%	69%
Shareholders	27%	0%	27%
Chairman	4%	0%	4%

It is best practice for the board to appoint the CEO. Usually the CEO is an ex officio appointment, and is based on a fixed term contract with very specific performance and remuneration provisions. Many view the appointment of the CEO as the most important function of the board, as the performance of the company depends on the selection and appointment of the right CEO.

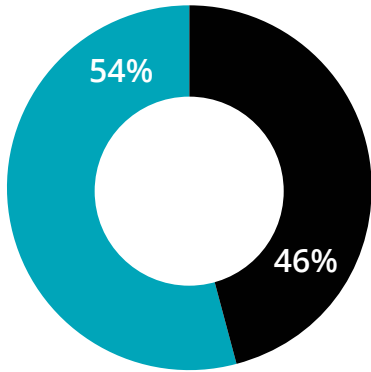
It is not out of the ordinary for shareholders to appoint the CEO, as they have the right to appoint and remove directors. However, doing so may cause tension between the CEO (appointed by shareholders) and the board (ultimately responsible for guiding and overseeing the performance of the company). The CEO may feel that accountability is owed to shareholders, rather than to the board.

From the results above, it is however extremely uncommon and peculiar that the chairman will have the right to appoint the CEO. As recommended by NamCode, usually the chairman of the board is also the chairman of the nominations committee but it is highly unusual for the chairman to have the exclusive right to appoint the CEO.

Does the board formally appraise the performance of the CEO at least annually?



Does the Company have a fixed-term contract or normal employment contract with the CEO?



■ Fixed employment
■ Contract employment

54% of the respondents indicated that the CEO is employed by means of a contract. This is a significant change from the 2013 survey when only 9% of respondents indicated that their CEO is employed by way of fixed contract. The change in the results from 2013 to 2016 show a positive transition towards best practice, whereby the CEO agrees contractually to specific performance targets and related remuneration.

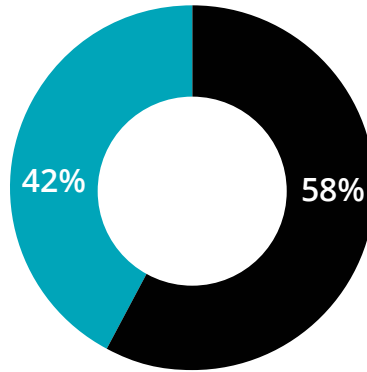
Term of office for fixed term:

100% of respondents that indicated fixed term contracts indicated that the term is 5 years.

Does the board ensure that there is a succession plan for the role of the chairman, for the CEO and other senior executives and officers is in place?

From the respondents only 42% indicated that they have a succession plan in place for their CEO, which is an improvement from the 2013 survey which indicated that 36% of respondents had a succession plan in place. In light of the fact that 31% of boards of directors do not have overlapping terms, the lack of a succession plan may result in no prior expertise being retained.

Succession planning involves various disciplines. Our survey did not include specific reasons on why no succession



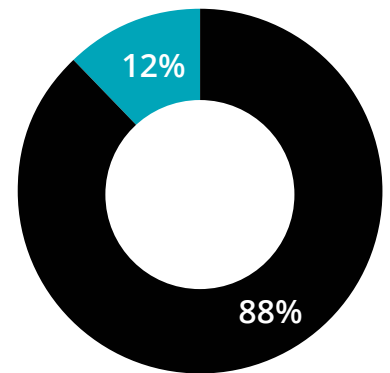
■ Yes
■ No

plan is in place. Some general obstacles as to why organisations do not have a succession plan in place range from financial prospects concerns, diminished or abdicated responsibility and the reluctance to relinquish control. Such obstacles are a key reason why boards of directors should comprise of a balance of power.

Succession planning is vital for the long-term survival of any organisation. Assistance from various stakeholders and networks such as board members, business consultants and advisors should be considered.

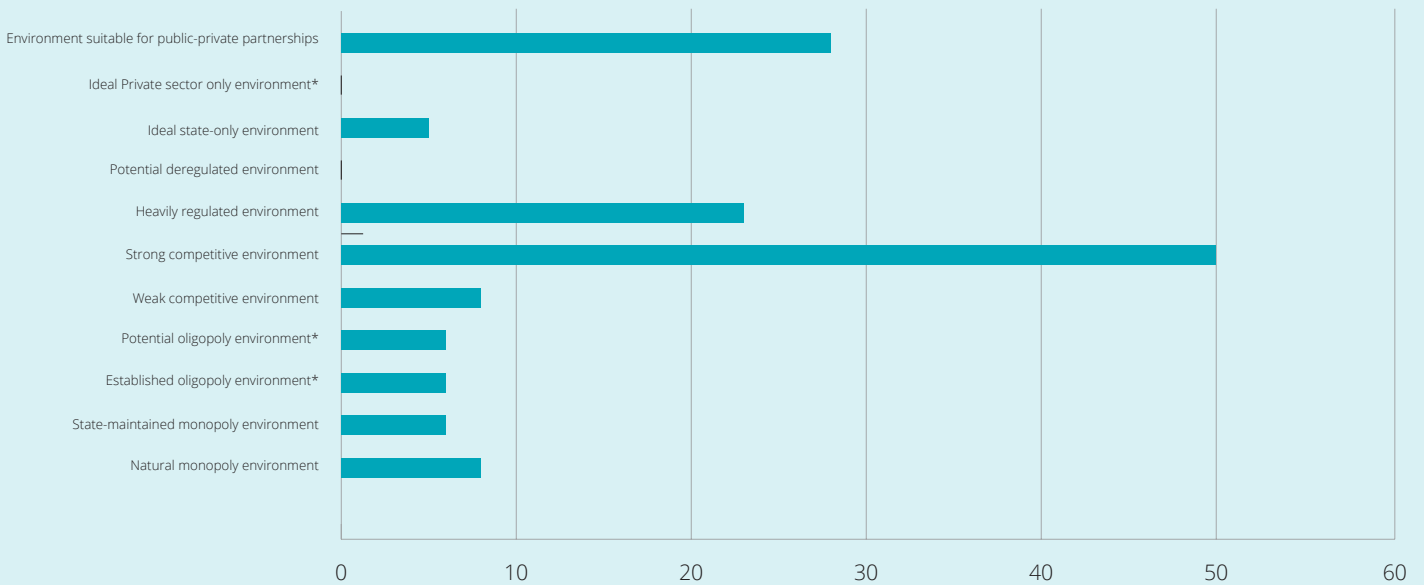
Does the board ensure that the role and function of the CEO is formalised and that the performance is evaluated against the relevant criteria?

88% of respondents indicated that there is a formalised role and function for the CEO and that appropriate performance evaluation criteria are in place. 100% of those indicated that the form of evaluation is done as performance criteria.



■ Yes
■ No

What state and non-commercial funding sources are utilised by this Company to finance its projects and operations? You may select more than one option:



For the respondents that receive subsidies, 100% of them indicated that they received these for the years 2012 to 2015. Such subsidies are an important factor in facilitating economic growth

and entrance into previously unexplored market segments within Namibia. Namibia furthermore has an active investor base, resulting in regular equity injections which further drive economic growth.

Taxes

Is this Company responsible for paying taxes, levies and/or dividends to a state body?

93% of respondents indicated that their entities pay taxes, levies and/or dividends. Certain SOEs may be mandated to receive exemption from taxation and not all companies will be liable for all types of taxes, levies or dividends. Our survey did not include questions on reasons for capital retention or dividend pay-outs respectively.

Type of tax	Percentage
Income tax	77%
VAT	80%
Dividends	40%
Levies	57%
Royalties	7%
NRST	3%



How long after year end was the annual report finalised? Please specify the months.

Number of months after year-end	Percentage
<3months	32%
3 to 6 months	50%
7 to 12 months	9%
>12 months	9%

The finalisation of the annual report for a company within three (3) months of the year end is essential. This allows stakeholders to adequately assess the performance of the entity while the information provided is still relevant. Namibia does not currently have any statutory requirements related to the finalisation of the annual report.

Other issues

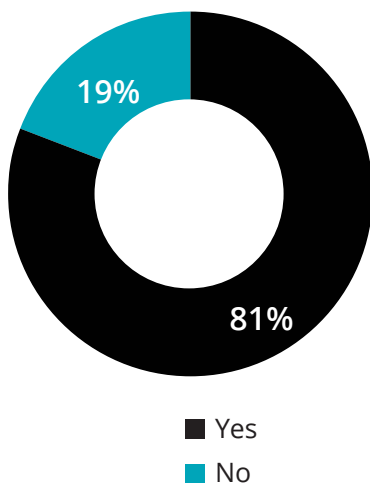
How does the Board ensure that the organisation's ethics are managed effectively? Please elaborate

The various responses noted by the respondent on how this is managed were as follows:

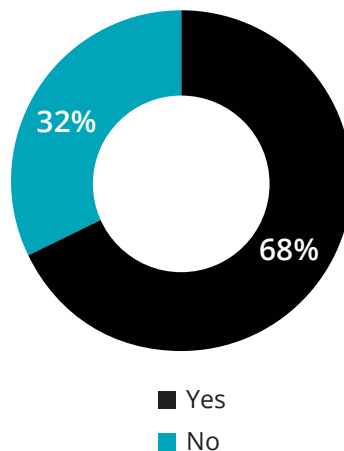
- Whistleblowing hot line
- Code of ethics enforced
- Conflict of interest declarations
- Ethics committee

It is important that the board ensures that there are means of mitigating fraud risks. The options offered above allow for the prevention and detection of fraud risks. Ethics governance is becoming a hot topic globally. It is important to note that a whistleblowing line, while an important step in the detection of and response to unethical behaviour, is a reactive tool. The existence of a code of ethics and strict adherence thereto, especially at the top, is essential to ensure ethics are embedded throughout the company. The board of directors retains ultimate responsibility to guide and oversee programs to secure a strong control environment through ethics.

Has the board delegated to management the implementation of the conflict of interest policy?



Risk: Do the induction and training programmes of the board incorporate risk governance?



It is rather concerning that a third of the respondents do not incorporate risk governance in their board induction and training programmes. Risk governance is a key part of the role of the board. When a new director commences his/her duty as a board member they need to understand the lay of the land in order to appreciate or identify risks/opportunities.

Does the board ensure that risk assessments are performed on a continual basis?

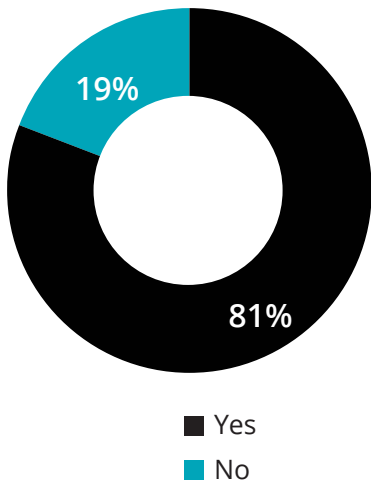
88% of respondents indicated that their board ensures that risk assessments are performed on a continual basis. The exact same percentage (88%) indicated that the organisation also maintains a live risk register that is regularly updated. It is evident that organisations are focusing more on risk identification and also the appropriate responses to these risks to ensure that they are prepared and that the company is appropriately safeguarded.

Also performed by companies, but at a much lower level (only 80% of respondents) indicated that the board ensures that there are appropriate frameworks and methodologies implemented to increase the probability of anticipating unpredictable risks. This is achieved by way of implementation of structured and formalised risk identification, established risk committee that meets regularly to discuss and update the organisations risk. From our experience in the market we have seen an increasing awareness amongst our clients on the need to actively manage risks the entities are exposed to. In our opinion this is mostly attributed to the advent of NamCode which has been adopted by most entities in Namibia as corporate governance best practice. Proper oversight over the risk management function is however only possible if the board of directors are appropriately educated on risk matters pertaining to the specific entity.

Information Technology: Is there an IT governance framework in place?

83% of the respondents indicated that they have an IT governance framework in place. A number of the respondents indicated that the IT governance framework is aligned with the business strategy of the entity. Our survey did not include questions on the implementation and effectiveness of the IT governance framework, however in light of survey responses indicating limited IT skills on the Board, this may be an area of concern. The lack of an implemented and effective IT governance framework may hamper future growth and should be taken seriously.

Is Information Technology aligned with the performance and sustainability objectives of the company?



Stakeholder engagement: How does the board appreciate the fact that stakeholders' perceptions affect a company's reputation?

The respondents indicated that the board is very much aware of the stakeholders of the company and that different methods to engage with them are in place. These include, marketing surveys, stakeholder surveys, stakeholder engagement plans and other forms of consultation. It is further noted that the board delegates to management the responsibility to proactively manage this stakeholder relationship by way of a service charter, performance of the stakeholder engagement plan approved at board level and way of resolution on a quarterly basis. The NamCode suggests that the board should not only consider formal processes such as the Annual General Meeting for interaction with its stakeholders but also other forms such as direct contact, websites, advertising, or press releases. The NamCode goes as far as suggesting the formation of a stakeholders association should this be warranted.

The respondents acknowledge that they do not have a one size fits all approach to all their stakeholder relationships but

rather than each relationship is managed based on the needs and roles that respective stakeholders play with respect to the companies. This is in line with the NamCode that suggests that the board should from time to time identify important stakeholder groupings, as well as their legitimate interests and expectations, relevant to the company's strategic objectives and long-term sustainability

The NamCode seeks to emphasise the inclusive approach of governance. It is recognised that in what is referred to as the "enlightened shareholder" model as well as the "stakeholder inclusive" model of corporate governance, the board of directors should also consider legitimate interest and expectations of stakeholders other than shareholders. It can therefore be concluded that inclusivity of stakeholders is essential to achieving sustainability and legitimate interests and expectations of stakeholders must be taken into account in the decision-making and strategy.

Integrated report:

The integrated report is seen as a holistic and integrated representation of the company's performance in terms of both its finances and its sustainability. The emphasis is on substance over form. The NamCode suggests that the integrated report is a vital tool that the organisation can utilise in order to demonstrate good corporate governance.

How does the board ensure the integrity of the company's integrated report?

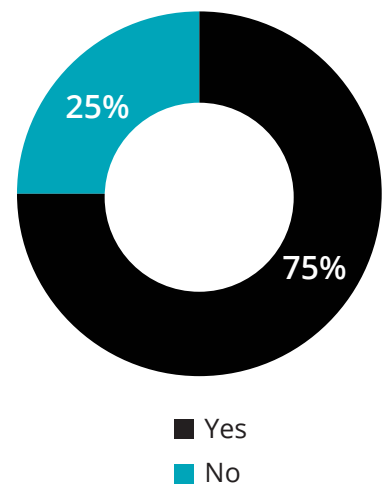
The various methods applied by organisations to ensure the integrity of the integrated report are as follows:

- Review by external auditors
- Review by audit committee
- Holding company managed
- Review by board of directors

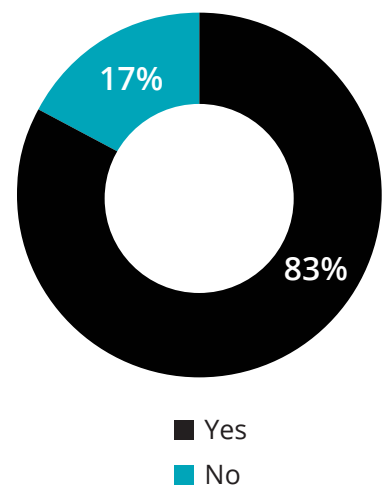
The above is in line as prescribed by the NamCode that suggests the structure should include a review and consideration of the financial statements by the audit committee and the process to ensure the independence and competence of

the company's external auditors in this process. The structure however should not diminish the ultimate responsibility of the board to ensure the integrity of the integrated report.

Is sustainability reporting and disclosure integrated with the company's financial reporting?



Does the audit committee assist the board by reviewing the integrated report to ensure that the information contained in it is reliable and that it does not contradict the financial aspects of the report?



Conclusion

The results of the 3rd edition of the Deloitte Corporate Governance Survey for Namibia compared to earlier Reports indicate that there is much greater appreciation and awareness of the benefits of good corporate governance in the Namibian market. We are particularly pleased to see the marked improvement in governance in both the private and public sectors. This change in behaviour amongst companies can be mainly attributed to the publication of the NamCode. As evidenced by the results of this survey, this localised governance code, which aligns to international best practice while taking into consideration local conditions, clearly had a significant impact on the implementation of best practice principles. It will be interesting to see how and if these measures impact on the performance of businesses in the private and public sector within the financial, social and environmental context.

We believe the introduction of the NamCode in its current form is appropriate for the Namibian context, as it allows entities in both the public and private sphere to appreciate the benefits of good corporate governance. As the Namibian market matures with respect to the effective application of the good corporate governance principles, a move to a more principled based approach (as encompassed in the newly launched King IV Code) may be considered.

We would like to thank all the respondents to our survey for their time and efforts in providing us with valuable insight into the Namibian corporate governance landscape. We trust that this report will contribute to the continued improvement on corporate governance practices in Namibia.

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