

**NAMIBIAN STOCK EXCHANGE**  
**ANNUAL FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2022**

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**DIRECTORS' RESPONSIBILITY FOR FINANCIAL REPORTING**

The Members of the Board of the Namibian Stock Exchange (hereinafter referred to as NSX) are responsible for monitoring the preparation and integrity of the financial statements and related information included in this annual report.

In order for the Board to discharge its responsibilities, management has developed and continues to maintain a system of internal controls. The Board has ultimate responsibility for the system of internal controls and reviews its operation.

The internal controls include a risk-based system of internal accounting and administrative controls designed to provide reasonable but not absolute assurance that assets are safeguarded and that transactions are executed and recorded in accordance with generally accepted business practices and the Namibian Stock Exchange policies and procedures. Trained, skilled personnel with an appropriate segregation of duties implement these controls. The controls are monitored by management and include a comprehensive budgeting and reporting system operating within strict deadlines and an appropriate control framework.

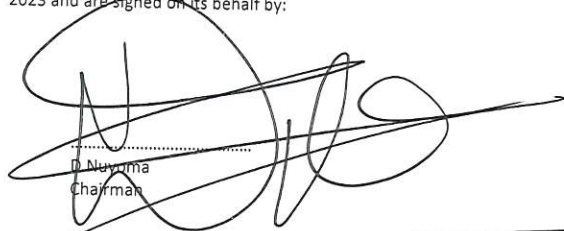
The consolidated and separate financial statements are prepared in accordance with International Financial Reporting Standards. The financial statements incorporate responsible disclosures in line with the accounting philosophy of the Namibian Stock Exchange. The annual financial statements are based on appropriate accounting policies consistently applied.

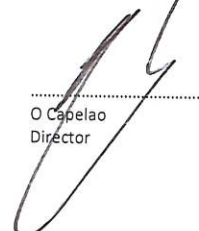
The consolidated and separate annual financial statements have been audited by the independent auditors, Deloitte & Touche, who were given unrestricted access to all financial records and related data, including minutes of all meetings of shareholders, the board of directors and committees of the board. The directors believe that all representations made to the independent auditors during the audit are valid and appropriate. The audit report of the independent auditors is presented on pages 2 and 3.

The management and the Board of the Namibian Stock Exchange believe that the Namibian Stock Exchange and its wholly-owned subsidiaries, will be able to continue as going concerns in the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the annual financial statements.

**DIRECTORS' APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS**

The consolidated and separate annual financial statements for the year ended 31 December 2022 set out on pages 4 to 25 have been approved by the Board on 20 April 2023 and are signed on its behalf by:

  
D. Nuyoma  
Chairman

  
O. Capelao  
Director

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NAMIBIAN STOCK EXCHANGE**

### **Opinion**

We have audited the consolidated and separate financial statements of Namibian Stock Exchange ("NSX") and its subsidiaries (the "Group") as set out on pages 5 to 25, which comprise the consolidated and separate statements of financial position as at 31 December 2022, the consolidated and separate statements of profit or loss and other comprehensive income, the consolidated and separate statements of changes in equity and the consolidated and separate statements of cash flows for the year then ended, and the notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of the NSX as at 31 December 2022 and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS).

### **Basis for Opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants *International Code of Ethics for Professional Accountants (including International Independence Standards)* and other independence requirements applicable to performing audits of financial statements in Namibia. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Other Information**

The directors are responsible for the other information. The other information comprises the directors' responsibility for financial reporting, the directors' approval of the annual financial statements and the report of the directors which we obtained prior to the date of this auditor's report and the Annual Report, which is expected to be made available to us after that date. The other information does not include the consolidated and separate financial statements and our auditor's report thereon. Our opinion on the consolidated and separate financial statements does not cover the other information and we do not and will not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of the Directors for the Financial Statements**

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with International Financial Reporting Standards, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.





**Responsibilities of the Directors for the Financial Statements (continued)**

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the NSX and Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the NSX or the Group or to cease operations, or have no realistic alternative but to do so.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the NSX and group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the NSX or Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the NSX or Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



**Deloitte & Touche**

Registered Accountants and Auditors

Chartered Accountants (Namibia)

Per: Julius Nghikevali

Partner

Windhoek

21 April 2023

## NAMIBIAN STOCK EXCHANGE

### REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2022

The directors have pleasure in presenting their report on the activities of the Group and entity for the year ended 31 December 2022.

#### NATURE OF BUSINESS

Stock exchange, including transfer agent, property owning company, a guarantee fund for investor protection and the provision of central depository services to the Namibian market.

#### RESULTS FOR THE YEAR

The operating results and state of affairs of the Group and the NSX for the year ended 31 December 2022 are fully disclosed in the attached financial statements. The net profit for the year of the Group and NSX is, respectively, N\$ 5 802 346 and N\$ 5 508 465 (2021: N\$ 13 426 855 and N\$ 11 153 903) and the net assets as at 31 December 2022 are, respectively, N\$ 120 537 054 and N\$ 99 586 484 (2021: N\$ 114 799 708 and N\$ 94 078 019).

#### GOING CONCERN

The directors are of the opinion that the Group and NSX are a going concern, and the financial statements have been prepared on this basis. The going concern basis of preparation assumes that the NSX will continue operating in the foreseeable future and that the NSX will be able to realise its assets and discharge its liabilities in the normal course of business. The going concern assumption is based on the financial results for the year above.

#### BOARD AND OTHER OFFICE BEARERS

In terms of the Constitution of the NSX one-third of the Directors retire each year, but are eligible for re-election. Majority of the Board members are non-executive.

At 31 December 2022 and at the date of signing these financial statements, the Board comprised of:

	Date of appointment	Changes
Bazuin C	30 April 2021	
Capelao O	26 April 2019	
Gerdes H	30 April 2021	Re-elected 27 April 2022
Hansen B	26 April 2019	
Marais G	30 April 2020, filled vacancy of director elected 26 April 2019	Re-elected 27 April 2022
Nuyoma D	30 April 2020	Re-elected 27 April 2022
Smit D	30 April 2020	
Smith M	30 April 2020	
Spath M	30 April 2021	
Kapenda A	Nominated by NAMFISA, in terms of Section 46 of the Stock Exchanges Control Act 1985, (Act 1 of 1985), as amended, to attend Board and committee meetings.	

At 31 December 2022 and at the date of signing these financial statement, management comprised of:

Bazuin C	Chief Executive Officer
Ullrich AL	Chief Financial Officer
Shejavali-Lungu N	Chief Regulatory Officer
Saal J	Chief Information Officer

#### COMPANY SECRETARY

N Shejavali-Lungu  
4 Robert Mugabe Avenue  
Windhoek  
Namibia

#### AUDITORS

Deloitte & Touche  
Maerua Mall Complex Jan Jonker St  
Windhoek  
Namibia

#### REGISTERED OFFICE

4 Robert Mugabe Avenue  
Windhoek  
Namibia

P O Box 2401  
Windhoek  
Namibia

#### EVENTS AFTER THE REPORTING PERIOD

There were no material subsequent events or circumstances arising after the reporting date and as at the date of the approval of these financial statements.