



PENSION FUNDS ACT, 1956 (ACT NO. 24 OF 1956)
PENSION FUNDS REGULATIONS, 2018

(Section 36, Regulation 18(1))

APPLICATION FOR REGISTRATION AS A SPECIAL PURPOSE VEHICLE

We, the undersigned, do hereby apply for the registration as a Special Purpose Vehicle, in terms of subregulation (1) of Regulation 18, pursuant to section 36 of the Pension Funds Act, 1956 (Act No. 24 of 1956).

Section A. Information of Applicant

1. General

Full name of applicant:

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Business Address:

.....

Postal Address:

.....

Telephone Number:

.....

Facsimile:

.....

Website, if any:

.....

E-mail address:

.....

Financial year end of the Entity:

.....

Entity's registration No:

.....

Namibian Tax reference No:

.....

2. Details of Directors or Trustees

(Please fill directors' details if the entity is registered as a company or trustees' details if the entity is registered as a trust). <Attach more details of directors or trustees if required>

(a)

Full name:

.....

Identification No:

.....

Nationality:

.....

Postal address:

.....

Telephone No:

.....

Email address:

.....

(b)

Full name:

.....

Identification No:

.....

Nationality:

.....

Postal address:

.....

Telephone No:

.....

Email address:

.....

(c)

Full name:

.....

Identification No:

.....

Nationality:

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Postal address:

.....

Telephone No:

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Email address:

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3. Auditor

(Auditor should adhere to Annexure A of the application form)

Full name of Auditor:

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Contact Person:

.....

Postal Address:

.....

Physical Address:

.....

Telephone No:

.....

Facsimile:

.....

4. Bank Details

Name of Bank:

Branch Name:

Account No:

Trust account No:

Section B: Requirements, Information and Documentation

1. Is the Special Purpose Vehicle as per Regulation 17:

- | | Yes | No |
|---|--------------------------|--------------------------|
| (a) Incorporated as either a public company or a private company under the Companies Act, 2004 (Act No. 28 of 2004)? Or | <input type="checkbox"/> | <input type="checkbox"/> |
| (b) Registered as a trust under the Trust Moneys Protection Act, 1934 (Act No. 34 of 1934)? | <input type="checkbox"/> | <input type="checkbox"/> |

2. Information and Documentation:

	Yes	No
We have submitted the following documentation:		

- (a) Investment Plan;
- (b) Memorandum of Association or trust deed (not inconsistent with the Investment Plan);
- (c) Management Agreement;
- (d) Generic Subscription Agreement; and
- (e) Names of all directors or trustees.

3. Disclosure:

1.1 Is the manner in which the business of the Special Purpose Vehicle to be carried on in terms of subregulation (3)(c) of Regulation 18:

- | | Yes | No |
|--|--------------------------|--------------------------|
| (a) Consistent with the Act and these regulations? | <input type="checkbox"/> | <input type="checkbox"/> |
| (b) Based on sound financial principles? and | <input type="checkbox"/> | <input type="checkbox"/> |
| (c) In the public interest? | <input type="checkbox"/> | <input type="checkbox"/> |

Please give explanations where necessary

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1.2 Restrictions on Directors and Trustees in terms of Regulation 19:

- | | Yes | No |
|--|--------------------------|--------------------------|
| (a) Has any of the directors been disqualified as directors in terms of sections 225 and 226 of the Companies Act, 2004 (Act No. 28 of 2004)? | <input type="checkbox"/> | <input type="checkbox"/> |
| (a) Has any of the directors been a director or a principal officer of a financial institution and such financial institution was not in compliance with any law governing financial institutions? | <input type="checkbox"/> | <input type="checkbox"/> |
| (c) Has any of the directors or trustees serve as chairperson of the board of the Special Purpose Vehicle? and | <input type="checkbox"/> | <input type="checkbox"/> |
| (d) Confirm if the majority of the directors or trustees are independent directors or trustees and not affiliated, directly or indirectly with the Unlisted Investment Manager. | <input type="checkbox"/> | <input type="checkbox"/> |

Please give explanations where necessary

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4. Reporting Requirements and continues compliance obligation:

4.1 We, in terms of Regulation 35, endeavor to submit to the Registrar within 60 days after the end of 31 December and 30 June of each year -

- (a) unaudited financial reports that includes -
- (i) A statement of assets and liabilities;
 - (ii) A statement of profit and loss;
 - (iii) A statement of holdings of securities;
 - (iv) A description of the nature of each portfolio investment, including cost thereof;
- (b) details of portfolio investments and disposals made by the SPV including minutes and resolutions, detailing such investment decisions;
- (c) particulars of expenditure incurred by the SPV;
- (d) summary of valuations for new portfolio investments;
- (e) details of drawdowns, total contributed capital and committed capital; and
- (f) details of the number of permanent and temporary employees of the portfolio companies.

1.2 In addition, we will submit to the Registrar within 180 days after the end of the financial year annual audited financial statements, prepared in accordance with International Financial Reporting Standards as is required in terms of Regulation 36.

1.3 We will also ensure compliance with the provisions of the Financial Intelligence Act, 2012 (Act No. 13 of 2012).

5. Attachments

- (a) Proof of bank account of the Special Purpose Vehicle;
- (b) Company or trust registration documents;
- (c) Certified copies of ID of all directors or trustees;
- (d) Signed declaration of all directors or trustees;
- (e) Certified copies of qualification of all directors or trustees;
- (f) Proof of registration payment of **N\$5 000** (Five Thousand Namibia Dollar).

6. Declaration

<Name of entity applying for the registration as a Special Purpose Vehicle>

- **Declare** that all the information provided in this application (including all attachments) are complete, true and correct.
- **Read and understood** the provisions of the regulations and hereby declare that we will comply with these provisions and with any other provisions as may be determined by the Registrar.
- **Understand** that if any information in this application changes before this application is approved, we must notify the Authority in writing immediately of the changes.

(To be signed by all directors or trustees of the entity applying for registration as a Special Purpose Vehicle.)

.....
Full Name **Signature** **Date**

.....
Full Name **Signature** **Date**

.....
Full Name **Signature** **Date**

7. COMMISSIONER OF OATHS

.....
Name **Rank and other Particulars**

.....
Signature **Date and Stamp**

SCHEDULE A

8. Appointment and duties of Auditor in terms of Regulation 33

8.1 A Special Purpose Vehicle must, subject to the written approval of the Registrar, appoint, and at all times have, an auditor.

8.2 As Auditors appointed by <name of the Special Purpose Vehicle>, hereby confirm that:

- (a) We are not directors or trustees of <name of the Special Purpose Vehicle> and none of our members are directors or trustees of <name of the Special Purpose Vehicle>;
- (b) We are not directors or trustees of <name of the Unlisted Investment Manager>, and none of our members are directors or trustees of <name of the Unlisted Investment Manager >; and
- (c) Whenever we, <name of Auditor> terminate or resign as auditors, we will within seven days from the date of such termination or resignation, as the case may be, notify the Registrar in writing of the reasons.

8.3 As per the duties imposed on the Auditor by the Public Accountants' and Auditors' Act, 1951 (Act No. 51 of 1951), in terms of subregulation (5) of Regulation 33, we will:

- (a) Audit the financial statements of <name of the Special Purpose Vehicle>;
- (b) Conduct an independent review, of the valuations conducted by <name of the Unlisted Investment Manager>; and

- (c) Submit a report to the registrar and *<name of Unlisted Investment Manager>* on compliance, or otherwise, with these Regulations, the Investment Plan, the Management Agreement and any other applicable law.

8.4 Report to the registrar any irregularity or any other matter which we have become aware of in our capacity as auditor of *<name of the Special Purpose Vehicle >* and which in our opinion may be of concern to the Registrar having regard to the Registrar's supervisory functions.

9. Declaration by Auditors

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(Name of Auditor)

- **Read and Understood** our duties as Auditors in terms of Regulation 33.
- **Declare** that all the information provided as per Annexure A of this application (including any attachments) is complete, true and correct.

.....
Full Name

.....
Signature

.....
Date

SCHEDULE B

10. Affidavit by Director or Trustee or Portfolio Manager or Chief Executive Officer

I,
(Full name of director/trustee/portfolio manager/chief executive officer),
Identity / Passport Number hereby declare and confirm under
oath / or affirm that I -

1. am not a minor or a person under legal disability;
2. am not an unrehabilitated insolvent;
3. have not been removed from an office of trust on account of misconduct;
4. have not been convicted of insider trading or any other fraud-on-the-market offence; and
5. have not been convicted, whether in Namibia or elsewhere, of theft, fraud, forgery or uttering a forged document, perjury, an offence under any law for the prevention of corruption, or any offence involving dishonesty or in connection with the promotion, formation or management of a company, and sentenced to imprisonment without the option of a fine or to a fine to the equivalent of or exceeding N\$1 000 (One Thousand Namibia dollar).

I undertake to inform the Registrar forthwith should any of the statements made in this affidavit no longer be true and correct.

.....
Signature of deponent

.....
Date

COMMISSIONER OF OATHS

.....
Name

.....
Rank and other Particulars

.....
Signature

.....
Date and Stamp