

country profile	
government structure	<ul style="list-style-type: none"> • Executive: The president is both the chief of state and head of government. The president is directly elected by absolute majority popular vote, in two rounds if needed, for a five-year term and is eligible for a second term. Cabinet is appointed by the president. • Legislative: Namibia has a bicameral Parliament. • Judicial: The Namibian court system is made up of three tiers. The highest court is the Supreme Court, which is the highest court of appeal. The subordinate courts are the High Court, Electoral Court, Labour Court, regional and district Magistrates' Courts, and community courts. • Next presidential elections: November 2024.
economic data	<ul style="list-style-type: none"> • Nominal GDP (USD billions): 13.19 • GDP per capita (USD): 4 409.96 • Inflation rate (% change): 4.60 • Government revenue (% of GDP): 35.70 • Government gross debt (% of GDP): 66.75 <p><i>*Source: IMF (November 2024 estimates)</i></p> <ul style="list-style-type: none"> • Mining is central to Namibia's economy. The country supplies about 30% of the world's diamond output. It is also among the largest exporters of non-fuel minerals in Africa and among the world's largest producers of uranium. • Namibia has high potential for renewable power generation and energy independence. • The main industries include mining, tourism, fishing, and agriculture. • Namibia's main export partners are South Africa, Botswana, China, Zambia, and France. The main export commodities include diamonds, gold, fish, radioactive chemicals, and ships. • Namibia's main import partners are South Africa, China, Nigeria, India, and the United Arab Emirates. The main import commodities include refined petroleum, ships, copper ore, trucks, and electricity.
risk ratings	<ul style="list-style-type: none"> • S&P Global Overall Country Risk (Q4 of 2024): 104/211 • Corruption Perceptions Index (2023): 59/180

international treaties and memberships	
international and regional organisations and customs unions	<ul style="list-style-type: none"> • African Continental Free Trade Area Agreement • African Development Bank Group • African Union • Common Monetary Area ("CMA") • Commonwealth • Community of Portuguese-speaking Countries (<i>Comunidade dos Países de Língua Portuguesa</i>) (Associate observer) • Group of 77 • International Monetary Fund • Organisation of African, Caribbean and Pacific States ("OACPS") • Southern African Customs Union • Southern African Development Community • United Nations • World Bank Group • World Customs Organization • Namibia receives preferential treatment under the following agreements: http://ptadb.wto.org/Country.aspx?code=516
bilateral investment treaties	<ul style="list-style-type: none"> • Namibia has bilateral investment treaties in force with Austria, Finland, France, Germany, Malaysia, the Netherlands, Spain, and Switzerland. • Treaties have been signed with Angola, China, Republic of the Congo, Cuba, Russia, and Vietnam, but these have not yet entered into force.
investment-related agreements / institutions	<ul style="list-style-type: none"> • African Growth and Opportunity Act • Samoa Agreement (succeeding the Cotonou Agreement and its provisional application commencing on 1 January 2024. The Agreement will enter into force upon consent by the European Parliament and ratification by all European Union member states and at least two thirds of the OACPS members) • Multilateral Investment Guarantee Agency • World Trade Organization
dispute resolution	<ul style="list-style-type: none"> • Convention on the Settlement of Investment Disputes between States and Nationals of Other States (ICSID Convention) (Signatory)
intellectual property ("IP") treaties	<ul style="list-style-type: none"> • A comprehensive list of IP-related treaties signed by Namibia is available at: https://wipolex.wipo.int/en/members/profile/NA?collection=treaties • See the trade marks section below for further detail.

legal regime	
applicable legal regime	<ul style="list-style-type: none"> Namibia's legal regime is strongly influenced by South African law and is based on Roman, Roman-Dutch, English, and common law. A very remote German law influence is linked to the principles underlying the mineral laws.
dispute resolution	<ul style="list-style-type: none"> There is no arbitration court in Namibia. However, informal arbitration is used with reference to the Arbitration Act, 1965 voluntarily handled by the Professional Arbitration and Mediation Association of Namibia, which presides over cases involving labour and commercial disputes. The Foreign Investments Act, 1990 also allows for settlement of commercial disputes by international arbitration. The Recognition and Enforcement of Foreign Arbitral Awards Act, 1977 provides for the recognition and enforcement of foreign arbitral awards. The Enforcement of Foreign Civil Judgments Act, 1994 enables judgments obtained in foreign courts to be registered and enforced in Namibia. However, South Africa is currently the only country with which Namibia has entered into an agreement providing for the reciprocal enforcement of foreign civil judgments.
land acquisition, planning, and use	<ul style="list-style-type: none"> The Agricultural (Commercial) Land Reform Act, 1995 prohibits the acquisition of ownership of land and leases exceeding 10 years for commercial agricultural land by foreigners or foreign-controlled entities without the prior written consent of the Minister of Agriculture, Water and Land Reform. Generally, all land not situated within declared local authority areas, not being communal land or not being state land, would ordinarily be commercial agricultural land. The Namibian constitution currently prohibits expropriation without just compensation.
competition	
<i>merger control</i>	<ul style="list-style-type: none"> The Namibian Competition Act, 2003 (the "Competition Act") regulates competition law and merger control in Namibia. Note, however, that Namibia currently has a draft Competition Bill under consideration by the Namibian Ministry of Industrialisation and Trade. The Competition Act defines a merger as the direct or indirect acquisition or establishment of direct or indirect control by one or more undertakings over the whole or part of the business of another undertaking. The Competition Act provides examples of what constitutes control for the purposes of merger regulation. In calculating merger thresholds, Namibia uses financial thresholds based on turnover in, into, or from Namibia and/or asset value in Namibia. Mandatory notification applies to mergers where (i) the sum of the greater value of the assets in or turnover in, into, or from

	<p>Namibia of the merging parties is equal to or valued above NAD30-million; and (ii) the greater value of the assets in or turnover in, into, or from Namibia of the target undertaking is equal to or valued above NAD15-million.</p> <ul style="list-style-type: none"> Filing fees are payable on a sliding scale ranging between NAD10 000 and NAD500 000. The Namibian Competition Commission (the "NACC") will consider public interest in making a determination on the merger. Namibia has a pre-implementation regime, therefore approval must be sought from the NACC prior to implementation of the proposed transaction. An undertaking or undertakings who implement a merger in contravention of the Competition Act may be liable to a penalty of an amount not exceeding 10% of the global turnover (during the preceding year) of the undertaking or undertakings in question. Namibia is not a member of any regional competition body.
<i>prohibited practices</i>	<ul style="list-style-type: none"> The Competition Act prohibits horizontal and vertical agreements between undertakings, decisions by associations of undertakings or concerted practices by undertakings which have as their object or effect the prevention or substantial lessening of competition in trade in any goods or services in Namibia, or a part of Namibia, unless they are exempt. Conduct such as price fixing, market division, collusive tendering, minimum resale price maintenance, applying dissimilar conditions to equivalent transactions, the bundling of contracts etc., are prohibited by the Competition Act. The Competition Act also prohibits abuses of dominance. The NACC operates a corporate leniency programme to facilitate the process through which undertakings participating in cartels are encouraged to disclose information on cartel conduct in exchange for leniency. A firm that engages in a restrictive horizontal or vertical agreement or abuses its dominant position in contravention of the Competition Act may be liable to a penalty not exceeding 10% of the global turnover of that firm during its preceding financial year. A person who contravenes or fails to comply with an interim or final order of the High Court of Namibia given in terms of the Competition Act commits an offence and shall be liable, on conviction, to imprisonment for a period not exceeding 10 years or to a fine not exceeding NAD500 000, or both.

employment	
<i>immigration</i>	<ul style="list-style-type: none"> In terms of the Namibian Immigration Control Act, 1993 any person who intends to enter or reside in Namibia for the purpose of productive work for a period not exceeding 90 days, must hold a valid work visa. For any period exceeding 90 days, a work permit (valid for up to 12 months) from the Ministry of Home Affairs and Immigration is required. A valid employment visa or permit is to be obtained prior to entering Namibia.
<i>local employment vs secondment</i>	<ul style="list-style-type: none"> In terms of Namibia's immigration legislation, employment by a local entity may be required for immigration purposes. Secondment agreements are not explicitly governed by specific provisions in Namibian law. They are typically regulated through employment contracts, general labour laws, and sometimes immigration laws.
<i>fixed-term contracts and temporary employment services</i>	<ul style="list-style-type: none"> Fixed-term contracts are permitted in terms of the Labour Act. However, an employee is presumed to be employed indefinitely, unless the employer can establish a justification for fixed-term employment, other than in the case of a managerial employee. Acceptable justifications for fixed-term contracts include project-based work, seasonal work, or when the nature of the work itself is of limited duration. Labour broking is allowed in Namibia, subject to the labour broker being registered as a private employment agency with the Ministry of Labour under the Employment Services Act, 2011.
<i>payment in local currency</i>	<ul style="list-style-type: none"> Typically, the primary payment to employees within Namibia is the local currency. However, an employee may be paid in any currency and offshore, subject to the applicable secondment agreement. This, however, may require exchange control approval.
<i>restraint of trade agreements</i>	<ul style="list-style-type: none"> Restraint of trade agreements are valid and enforceable in Namibia, subject to the requirement that they are reasonable and do not offend public policy.
foreign investment regime	
investment regime	<ul style="list-style-type: none"> The Foreign Investments Act governs foreign investments in Namibia. The Namibia Investment Centre ("NIC") has been established to provide information on incentives and the Namibian regulatory regime, as well as to assist investors to obtain work permits and visas. The Business and Intellectual Property Authority ("BIPA"), as the focal point for the registration of business and industrial property, has been established to, <i>inter alia</i>, facilitate and promote the efficient and effective registration of business and industrial property in Namibia and to facilitate, streamline, simplify, and harmonise the business and industrial property procedures, registrations, filings, and searches.

registration / licensing requirements	<ul style="list-style-type: none"> Upon investing at least NAD2-million or such other specified amount, an investor may apply for a Certificate of Status Investment from the Minister of Industrialisation and Trade through the NIC. Registration with the NIC is not compulsory, but the Certificate of Status Investment is a pre-requisite for acquiring agricultural land. An investor who wishes to establish a company in Namibia must register the company with the BIPA and obtain a certificate of incorporation from the Registrar of Companies. A company must then apply for a certificate to commence business at the BIPA.
non-industry specific registration / licencing	<ul style="list-style-type: none"> The following general non-industry specific registration / licences may also be required:
<i>Namibia Revenue Agency ("NamRA")</i>	<ul style="list-style-type: none"> All taxpayers must register with NamRA at the Ministry of Finance. The BIPA automatically forwards a copy of the company's memorandum and articles of association to NamRA, which in turn registers the company as a taxpayer and issues a tax identification number. A single tax registration number is used for all tax types, with the last few digits of the registration number changing depending on the type of tax. If an enterprise's turnover exceeds the VAT registration threshold (see 'tax' below), it should also specifically apply for VAT registration.
<i>Namibia Training Authority ("NTA")</i>	<ul style="list-style-type: none"> Every employer with an annual payroll of at least NAD1-million must register with the NTA for purposes of paying a vocational education and training levy.
<i>Social Security Commission ("SCC")</i>	<ul style="list-style-type: none"> Every employer who employs one or more employees must register with the SCC, for purposes of making both social security and workmen's compensation contributions.
<i>municipal council</i>	<ul style="list-style-type: none"> Companies must apply for a "certificate of fitness" from the relevant municipal council in the area where it operates (in the case of Windhoek, the City of Windhoek Department of Economic Development and Environment) prior to the commencement of business operations. Such certificate is issued on the satisfactory completion of a fire and health inspection and is renewable annually.
industry-specific licences	<ul style="list-style-type: none"> Industry-specific licences may also be required.
incentives	<ul style="list-style-type: none"> Most incentives granted to registered manufacturers and exporters were repealed in June 2020. Certain incentives previously available will cease to apply with effect from 31 December 2025.

exchange control regulation	<ul style="list-style-type: none"> Namibia is part of the South African Rand CMA together with South Africa, Lesotho, and Eswatini. Namibia applies a comprehensive regime of exchange control. The function to administer exchange control has generally been assigned by the Bank of Namibia to local commercial banks. No exchange control restrictions exist between CMA countries, provided that the flows are strictly in local currency, e.g., ZAR and/or NAD. Transactions that involve the transfer of funds to countries outside the CMA are subject to Bank of Namibia approval.
types of entities available for foreign investment	<ul style="list-style-type: none"> Public company; private company; joint venture; close corporation; and registered branch of foreign company (external company).
private limited liability company	
minimum number of shareholders	<ul style="list-style-type: none"> A minimum of one shareholder is required and the maximum allowed is 50. There is generally no requirement for local shareholding.
minimum share capital	<ul style="list-style-type: none"> There are no prescribed requirements for minimum share capital, but a company must be solvent before it undertakes certain activities. Shelf companies generally have authorised share capital of NAD4 000 and issued share capital of NAD100.
directors	<ul style="list-style-type: none"> A private company must have a minimum of one director. There is no requirement to have any resident directors.
company secretary	<ul style="list-style-type: none"> A private company is not required to appoint a company secretary.
auditor	<ul style="list-style-type: none"> A private company must appoint an auditor who is qualified to act as such under the Public Accountants' and Auditors' Act, 1951.
registered address	<ul style="list-style-type: none"> Every company must have a registered office in Namibia to which all communications and notices may be addressed, and which must constitute the address for service of legal proceedings on the company. A company may have its registered address at the offices of its accountants, lawyers, or a third party.
shelf companies	<ul style="list-style-type: none"> Shelf companies are available for purchase in Namibia.
registration process	<ul style="list-style-type: none"> Companies are registered with the Registrar of Companies, and it takes approximately one to two weeks to complete registration once all required documents have been submitted.

tax		
tax system	<ul style="list-style-type: none"> Namibia has a source-based taxation system in terms of which both residents and non-residents are subject to tax on income earned from a source in Namibia. 	
corporate residence	<ul style="list-style-type: none"> The Namibian Income Tax Act does not use the term "residence" with reference to companies, but rather the term "domestic company", which is defined as referring to <i>inter alia</i>: <ul style="list-style-type: none"> a Namibian incorporated or established association, corporation, company, or body; or a company managed and controlled in Namibia. 	
corporate tax rate	<ul style="list-style-type: none"> Resident companies and permanent establishments of foreign companies are subject to corporate tax at the rate of 32%. The 2024/25 Budget proposes to reduce the corporate tax rate from 32% to 31% effective from 1 January 2024. Petroleum entities are taxed at 35%, mining companies (other than diamond mining) and mining services companies at 37.5%, and diamond mines and diamond mining services companies at an effective rate of 55%. 	
capital gains tax	<ul style="list-style-type: none"> Namibia does not generally impose tax on capital gains but gains from the transfer of ownership in mineral or petroleum rights are included in taxable income and subject to corporate income tax. 	
withholding tax ("WHT") rates	WHT rate	
	payment to	residents
	branch profits	N/A
	dividends	N/A (the 2024/25 Budget proposes the introduction of a 10% WHT)
	interest	N/A
	royalties	N/A
	management, consulting, and technical service fees	N/A
	non-residents*	dividends declared by a foreign head office is subject to non-resident shareholder's tax of 10%
		10% (if at least 25% shareholding) 20%
*The withholding tax rate may be reduced in terms of a relevant double tax agreement.		

double tax agreements (“DTAs”)	<ul style="list-style-type: none"> DTAs are in force with France, Germany, India, Malaysia, Mauritius, Romania, Russia, South Africa, Sweden, and the United Kingdom. 												
losses	<ul style="list-style-type: none"> Ordinary losses may be carried forward indefinitely, provided the company continues to carry on trading in Namibia. The 2024/25 Budget proposes that the carrying forward of assessed losses be capped at five years (10 years for companies in the natural resources sector). 												
transfer pricing	<ul style="list-style-type: none"> In terms of Namibia’s transfer pricing rules, transactions between connected persons must be entered into at an arm’s length price. 												
limitations on interest deductibility	<ul style="list-style-type: none"> In terms of Namibia’s thin capitalisation rules, deductions by a resident company of any interest, finance charge, or other consideration will be disallowed (and treated as a dividend) to the extent to which it relates to financial assistance granted by a connected non-resident person or a non-resident person with substantial (i.e. at least 25%) shareholding or control in the resident company, where the Minister of Finance considers such assistance to be excessive in relation to the fixed capital of the resident company. The Income Tax Act specifies the maximum accepted debt-to-equity ratio as 3:1. The 2024/25 Budget proposes to replace the thin capitalisation rule with a new 30% limit on interest deductions based on earnings before interest, taxes, depreciation, and amortisation (EBITDA). 												
employee taxes	<p>The income tax rates applicable to resident individuals are:</p> <table border="1"> <thead> <tr> <th>annual chargeable income (NAD)</th> <th>tax rate</th> </tr> </thead> <tbody> <tr> <td>up to 50 000</td> <td>0%</td> </tr> <tr> <td>50 001 – 100 000</td> <td>18% of the amount exceeding taxable income of NAD50 000</td> </tr> <tr> <td>100 001 – 300 000</td> <td>NAD9 000 plus 25% of the amount exceeding taxable income of NAD100 000</td> </tr> <tr> <td>300 001 – 500 000</td> <td>NAD59 000 plus 28% of the amount exceeding taxable of NAD300 000</td> </tr> <tr> <td>500 001 – 800 000</td> <td>NAD115 000 plus 30% of the amount exceeding taxable income of NAD500 000</td> </tr> </tbody> </table>	annual chargeable income (NAD)	tax rate	up to 50 000	0%	50 001 – 100 000	18% of the amount exceeding taxable income of NAD50 000	100 001 – 300 000	NAD9 000 plus 25% of the amount exceeding taxable income of NAD100 000	300 001 – 500 000	NAD59 000 plus 28% of the amount exceeding taxable of NAD300 000	500 001 – 800 000	NAD115 000 plus 30% of the amount exceeding taxable income of NAD500 000
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	800 001 – 1 500 000	NAD205 000 plus 32% of the amount exceeding taxable income of NAD800 000
	over 1 500 000	NAD429 000 plus 37% of the amount exceeding taxable income of NAD1 500 000
	The 2024/25 Budget proposes amending the personal income tax rates, increasing the tax-exempt income tax band from NAD50 000 to NAD100 000.	
social security contributions	<ul style="list-style-type: none"> Both employers and employees must make monthly social security contributions to the SCC. Both the employer and employee contribution rates are 0.9% of the employee’s basic salary, limited to a maximum of NAD81 per month per employee. The employer must also contribute to the Workers’ Compensation Fund for each employee earning less than NAD81 300 per annum. 	
payroll taxes	<ul style="list-style-type: none"> A vocational education and training levy is payable monthly by employers having an annual payroll of at least NAD1-million at the rate of 1% of the annual payroll. 	
stamp duty	<ul style="list-style-type: none"> Stamp duty is levied under the Stamp Duties Act, 1993 on the issue of a number of instruments at rates varying from 0.2% to 1.5% depending on the nature of the instrument. Stamp duty at the rate of 0.2% is payable on the issue and transfer of marketable securities (excluding listed securities). Stamp duty on the transfer of immovable property by companies is levied at the rate of 1.2% on the higher of the consideration received or the value of the property. Transfer duty is also levied under the Transfer Duty Act, 1993 on the amount paid or declared value of any land and buildings or mining rights acquired by a company at the rate of 12%. The 2024/25 Budget proposes the introduction of a super tax stamp duty for residential properties costing more than NAD12-million. 	
valued added tax (“VAT”)		
<i>taxable supplies</i>	<ul style="list-style-type: none"> VAT is levied on the supply of goods and services in Namibia and on the importation of goods and services into Namibia. 	
<i>VAT rate</i>	<ul style="list-style-type: none"> 15% Effective 16.5% on imported goods. 	

<i>registration threshold</i>	<ul style="list-style-type: none"> A person who has reasonable grounds for believing that the total value of taxable supplies during any 12-month period will exceed NAD500 000, must register for VAT purposes.
<i>reverse VAT on imported services</i>	<ul style="list-style-type: none"> To the extent that imported services will be utilised or consumed in Namibia other than for making taxable supplies, the recipient of such services is required to declare and pay output VAT on the services in terms of a reverse-charge mechanism. Such VAT is not allowed as an input deduction.
trade marks	
international conventions, treaties, and arrangements	<ul style="list-style-type: none"> African Regional Intellectual Property Rights (Banjul Protocol) Madrid Protocol Paris Convention World Intellectual Property Organization Convention World Trade Organization / Trade-Related Aspects of Intellectual Property Rights (TRIPS)
classification	<ul style="list-style-type: none"> The International Classification of Goods and Services for the Purposes of the Registration Marks adopted by the NICE Agreement as revised, applies. A single application may be filed in respect of multiple classes.
categories of trade marks	<ul style="list-style-type: none"> Provision is made for: <ul style="list-style-type: none"> goods and service marks; certification marks; collective marks; and defensive marks.
filing requirements	<ul style="list-style-type: none"> Full particulars of the applicant; power of attorney (simply signed); electronic prints of the mark; list of goods and services to be covered; and certified copy of priority document (if applicable).
procedure	<ul style="list-style-type: none"> Applications are examined as to formalities, inherent registrability and conflict with prior existing registrations / applications. Accepted applications are advertised in the prescribed bulletin.
oppositions and non-use cancellations	<ul style="list-style-type: none"> Opposition may be lodged within 60 days following the date of advertisement of the trade mark application. A request for a general extension of a maximum of 180 days may be made. A registered trade mark may be cancelled on action by an interested party if it has not been used for a continuous period of three years after the date of registration.

duration and renewal	<ul style="list-style-type: none"> A trade mark registration is effective for an initial period of 10 years from filing date and, thereafter, renewable for further periods of 10 years.
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ENS is a full-service law firm with significant experience and specialist expertise that spans all commercial areas of law, tax, forensics, and IP across Africa. For more information or assistance please contact:

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