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Strictly Confidential

Prepared by
NMG Investments Monitoring Division

For

 **Benchmark Retirement Fund**

The logo for Benchmark Retirement Fund, consisting of a stylized sunburst icon with a black circle in the center, set against a red background.

Investment Report as at 30 June 2013

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1. Introduction

This document has been compiled with the aim of providing members of the Benchmark Retirement Fund with an overview of the investment options offered to enable them to make informed decisions regarding the investment of their retirement assets.

The following portfolios are offered to members:

Investment Portfolio	Risk Categorisation	Asset Manager's Explicit Performance Objective (Before Fees)	Return Expectations derived from Historical Experience (Before Fees)
AF Namibia Balanced Growth Fund	Moderate	None	CPI + 5% to 6%
Allan Gray Namibia Investment Trust	Moderate	None	CPI + 5% to 6%
Investec Managed Fund Namibia	Moderate	None	CPI + 5% to 6%
Old Mutual Namibia Profile Balanced Fund	Moderate	None	CPI + 5% to 6%
Prudential Namibia Balanced Fund	Moderate	None	CPI + 5% to 6%
Sanlam Namibia Balanced Fund ²	Moderate	None	CPI + 5% to 6%
Standard Bank Namibia Managed Fund	Moderate	None	CPI + 5% to 6%
Default Portfolio	Moderate-Low	-	CPI + 4% to 5%
NAM Coronation Capital Plus Fund	Moderate-Low	CPI + 4% (1yr)	CPI + 4%
Prudential Namibia Inflation Plus Fund	Moderate-Low	CPI + 4%	CPI + 4%
NAM Coronation Balanced Defensive Fund	Moderate-Low	IJG Money Market + 3%	CPI + 2% to 3%
Sanlam Namibia Active Fund ¹	Low	1-3 year ALBI	CPI + 1% to 2%
Money Market Fund	Capital Preservation	7-day repo rate	CPI to CPI + 1%

1. The Trustees of the Fund have decided to replace the Investec High Income Fund with the Sanlam Namibia Active Fund.

2. The Sanlam Namibia Managed Prudential Fund was renamed to Sanlam Namibia Balanced Fund with effect from 1 October 2012

Investment Returns

In order to achieve an adequate salary replacement ratio it is imperative that members achieve a real investment return, i.e. a return in excess of price inflation. Refer to Annexure A for an indication of the relationship between investment returns and the salary replacement ratio.

While a real investment return should ideally be set as the explicit performance objective of an investment portfolio, a number of investment portfolios, that are suitable for retirement funds, do not have an explicit performance objective related to inflation. The member will therefore have to consider the historic performance experience of an investment portfolio in relation to inflation as a proxy of potential returns in order to link a specific investment portfolio to the salary replacement ratio. It must be noted that the historic performance experience is not guaranteed to be achieved in future. While each investment portfolio will have an internal benchmark as stated by the Investment Manager in the portfolio mandate, that benchmark may not be an explicit real investment return.

Risk

The risk rating of an investment portfolio gives an indication of how volatile investment returns may be and therefore is also an indication of the risk that the investment return per the investment mandate may not be achieved. The risk categories have the following meaning:

- **Aggressive risk portfolios:** Short term negative returns are possible with this type of portfolio. Exposure to equities (shares) is normally maximised for these types of portfolios in order to achieve the return objective. Maximisation of equity exposure however takes place within the prudential investment guidelines laid down by the Pension Funds Act. Investment returns can be very volatile.
- **Moderate risk portfolios:** This type of portfolio will have large exposure to growth assets (shares and property) at times and as such short term negative returns are possible. Investment returns can be volatile.
- **Moderate-low risk portfolios:** This type of portfolio also has exposure to growth assets (shares and property) but typically at lower levels than the moderate risk portfolios. They aim to have minimal negative returns and therefore have a lower risk profile than the moderate risk portfolios. Investment returns can still be volatile.
- **Low risk portfolios:** This type of portfolio should have minimal negative returns over a rolling 12-month period.
- **Capital preservation portfolios:** There should be no risk of capital loss on a monthly basis.

Investment return and risk are correlated; while the correlation cannot be defined in absolute terms, it is generally accepted that an investor would require compensation in the form of investment returns in return for the investment risk taken.

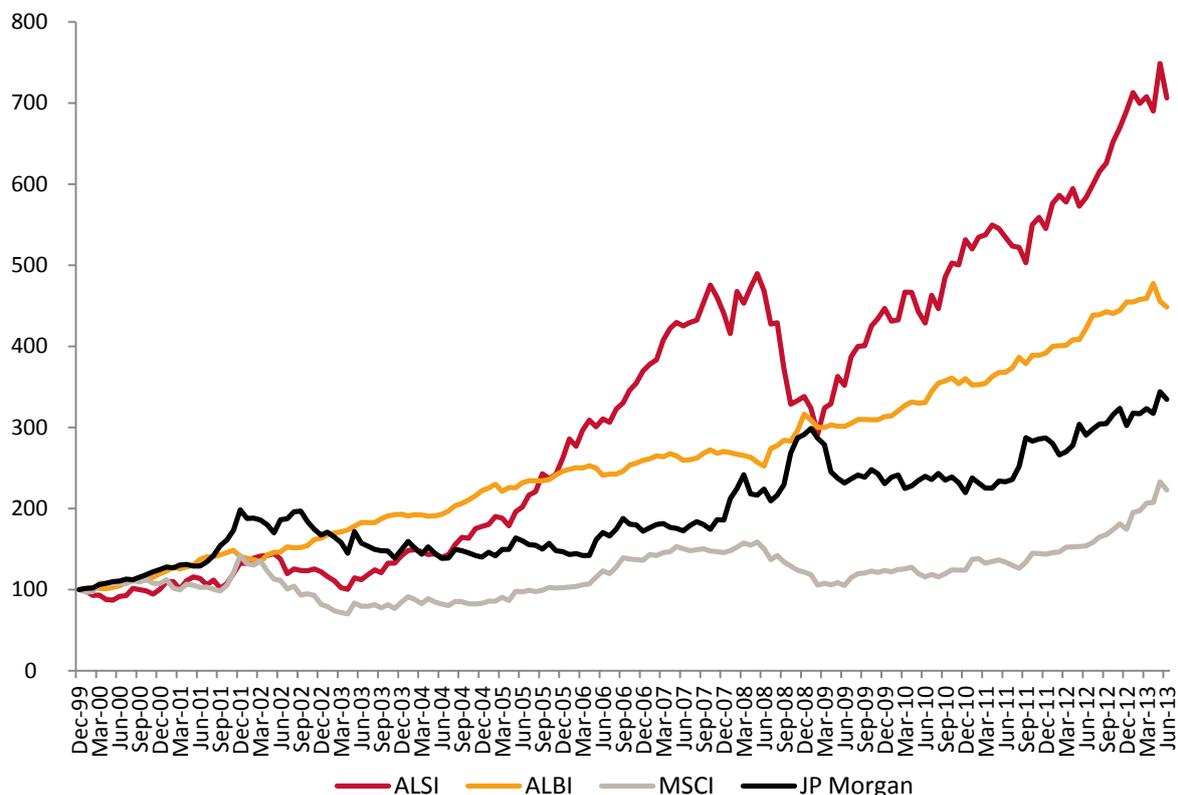
The Trustees do not currently offer aggressive risk portfolios, but will make them available when suitable portfolios have been identified.

All portfolios are compliant with the prudential investment guidelines of Regulation 28 of the Pension Funds Act.

2. Market Overview

2.1 Long Term Market Performance

The following graph represents the cumulative performance of some market indices for the period **1 January 2000 to 30 June 2013**.



2.2 Medium Term Market Performance

The following table presents the performance of various market indices to **30 June 2013**.

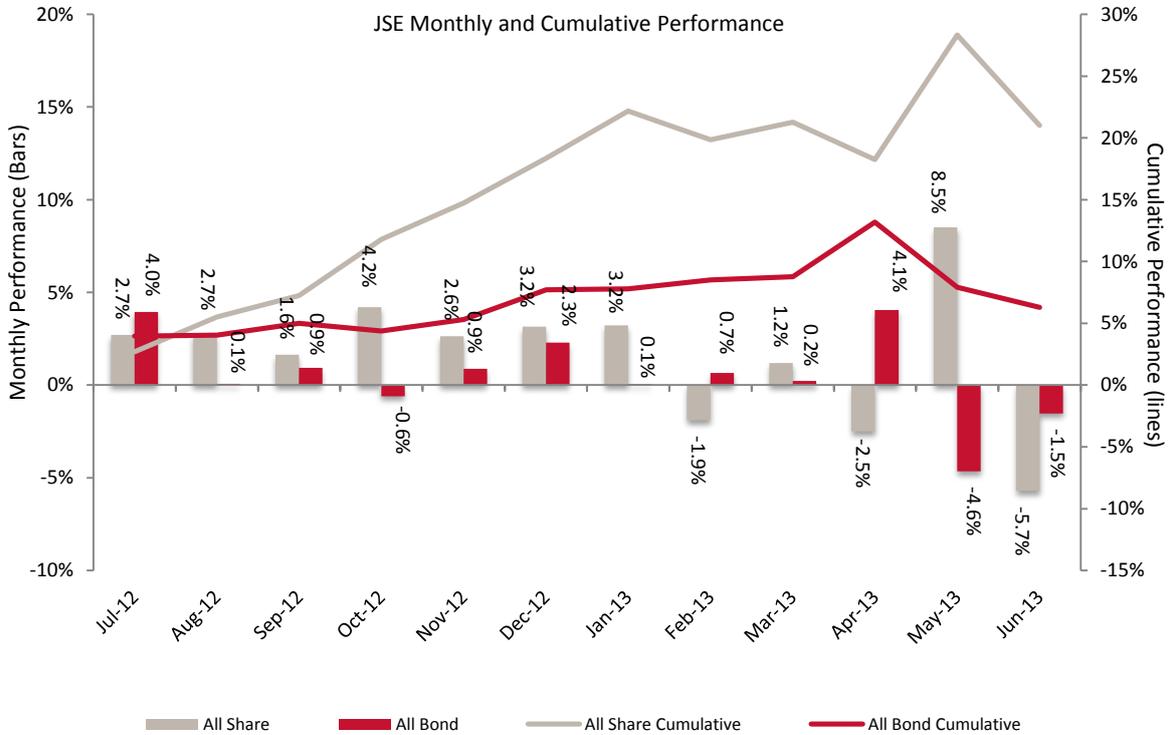
	2010	2011	2012	2013 YTD	One Year	Three Years
All Share (SA)	19.0%	2.6%	26.7%	2.3%	21.0%	18.1%
JSE: Financials	16.5%	7.4%	38.1%	4.2%	22.1%	21.1%
JSE: Industrial	27.4%	9.2%	40.8%	13.7%	41.1%	30.7%
JSE: Resources	12.3%	-6.5%	3.1%	-17.1%	-8.4%	-0.1%
All Bond (SA)	15.0%	8.8%	16.0%	-1.3%	6.3%	10.7%
STeFI (SA)	6.9%	5.7%	5.5%	2.5%	5.3%	5.7%
MSCI World	0.5%	15.8%	21.3%	27.9%	44.6%	24.4%
JP Morgan Bond	-4.8%	30.7%	5.4%	10.7%	15.2%	11.8%
Rand/Dollar ¹	-10.6%	21.9%	4.1%	17.5%	21.3%	8.8%
CPI (SA)	3.5%	6.1%	5.7%	2.9%	5.6%	5.4%

1. A positive percentage indicates a depreciation of the Rand relative to the Dollar, and vice versa.

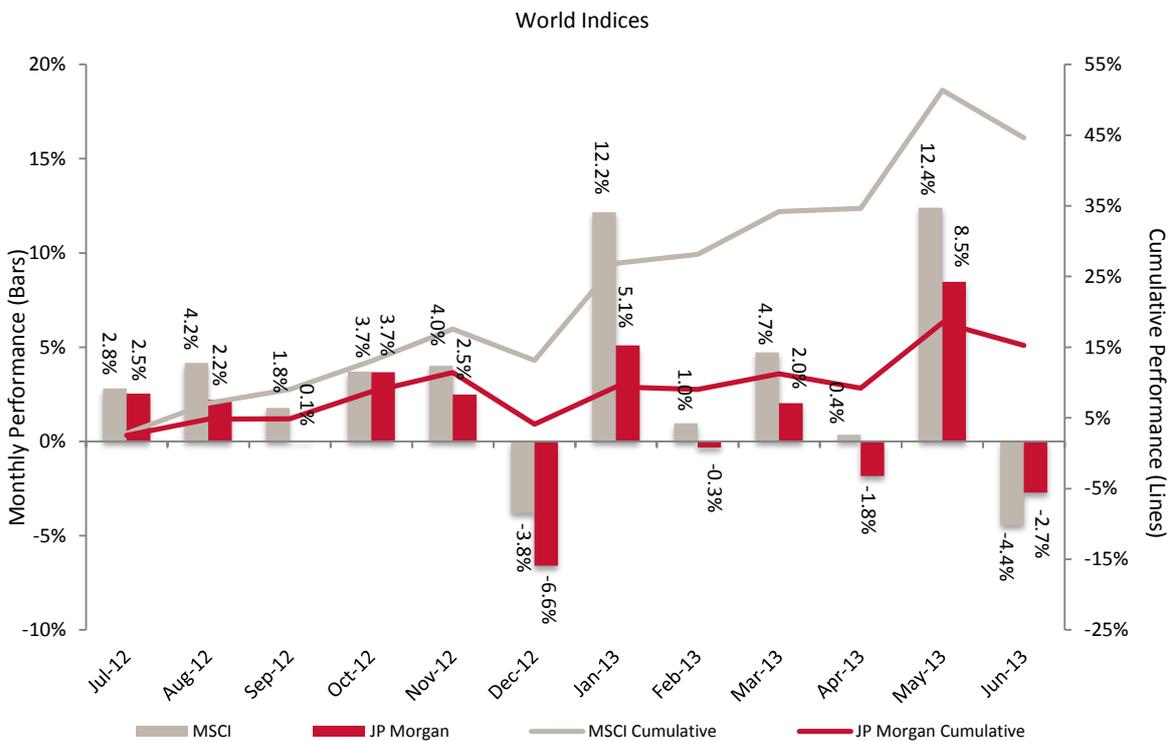
2.3 Short Term Market Performance

The following graphs represent the monthly performance of various market indices for the year ending 30 June 2013.

2.3.1 South Africa



2.3.2 World



2.3.3 South African and International Market Commentary

Global uncertainty and the Rand volatility remained the prevalent themes throughout the second quarter of 2013. The US Fed announced measures to tighten fiscal policy by increasing taxes and reducing government spending, however, interest rates will be kept artificially low in the short term to help encourage economic growth. This announcement from the US Fed at the end of the quarter negatively impacted global markets, including both developed and emerging markets.

In addition to the impact of the US announcement, South Africa's financial markets remain under pressure due to labour unrest and persistently high unemployment levels.

Gold price plummeted by 20% in Rand terms and more than 24% in US Dollar terms for the quarter, with Brent crude oil declining by 6.6% in Dollar terms for the 3 months.

Equities

The All Share (ALSI) index decreased by 0.2% during the last 3 months with a 5.7% decrease during June 2013, partially reversing an 8.5% increase in May 2013. This negative return was driven by negative returns of both the Financial and Resources sectors over the 3 months, returning -1.6% and -11.8% respectively. Negative returns were also experienced in other emerging markets in Rand terms with the MSCI Emerging index returning -2.9% for the quarter. Developed markets as represented by the MSCI World index, however, experienced a 7.8% increase for the 3 months ending June 2013 in Rand terms.

Bonds

The local Bond markets experienced significant outflows with the All Bond (ALBI) returning -2.3% for the quarter ending June 2013.

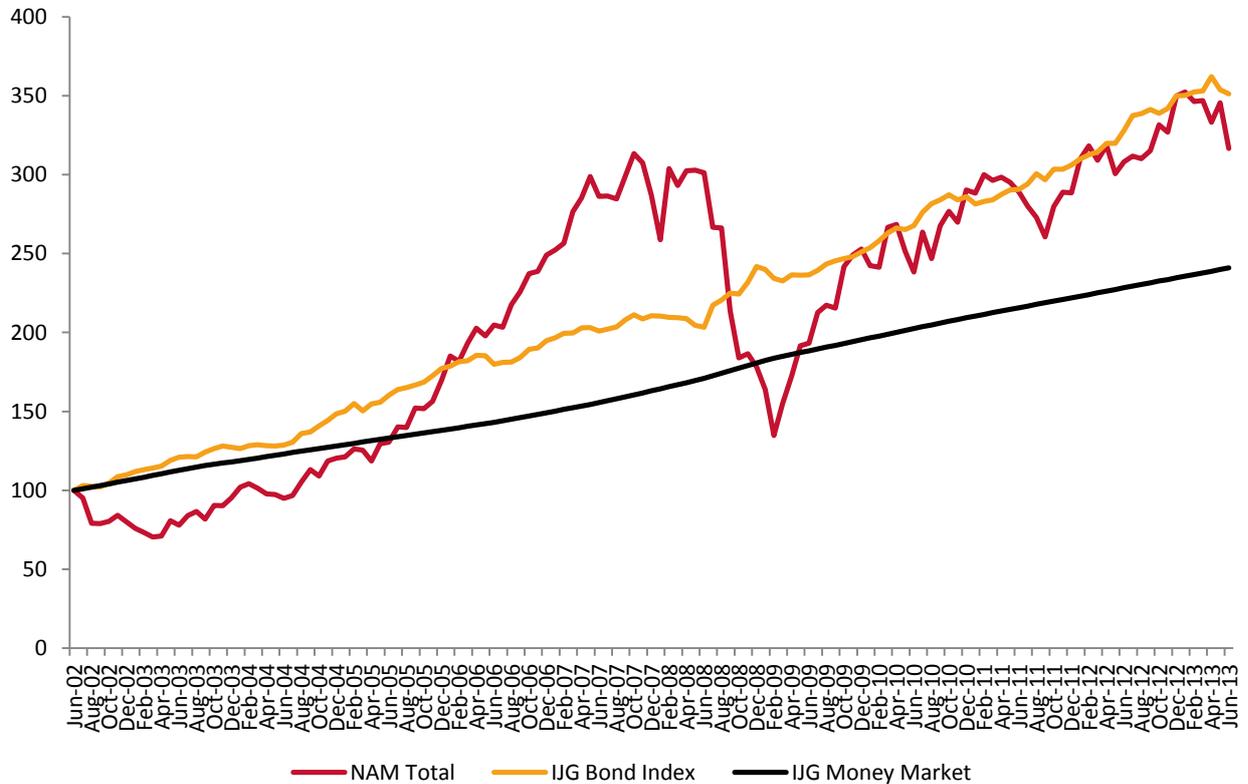
Currency

The South African Rand depreciated against all major currencies over the quarter, closing at R9.87/\$, R15.02/£ and R12.85/€.

2.4 Namibia

2.4.1 Long Term Market Performance

The following graph represents the cumulative performance of some market indices for the period **1 July 2002 to 30 June 2013**.



2.4.2 Medium Term Market Performance

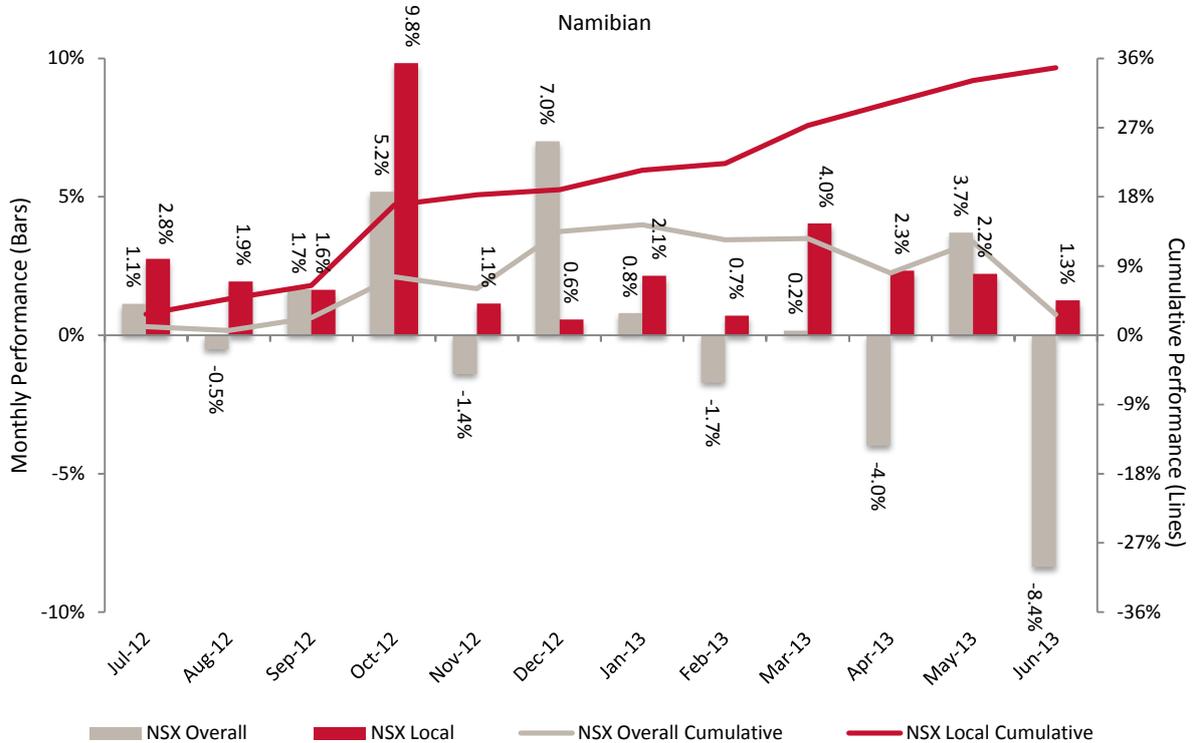
The following table presents the performance of various market indices to **30 June 2013**.

	2010	2011	2012	2013 YTD	One Year	Three Years
NAM Total	14.8%	-0.6%	21.2%	-9.5%	2.7%	9.9%
NAM Local	18.7%	36.7%	31.2%	13.3%	34.8%	31.8%
NAM CPI	3.1%	7.2%	6.3%	2.7%	6.2%	5.7%
IJG Bond Index ¹	13.9%	7.1%	15.4%	0.4%	7.1%	9.8%
IJG Money Market	7.1%	6.0%	5.7%	2.7%	5.5%	6.0%

1. The historical performance of the IJG Bond Index has been revised to include Namibian Corporate bonds.

2.4.3 Short Term Market Performance

The following graph represents the monthly performance of various market indices for the year ending 30 June 2013.



2.4.4 Namibian Market Commentary

The Namibian stock market was not sheltered from the global uncertainty or the volatile exchange rates. The NSX Total Index declined by 8.8% for the 3 months ending June 2013 and the IJG Bond Index was marginally down by 0.5%. Unless inflation increases significantly or South Africa increases their interest rates, the repo and prime rates at 5.50% and 9.25% respectively are expected to remain at low levels in the short term. As interest rates have remained low, house prices have continued to increase. According to an independent survey, Frank Global House Price Index, Namibia is the country with the fourth largest increase in house prices in the world in US Dollar terms. House prices have increased a staggering 25.3% for 2012 in NAD terms.

3. Performance Comparison as at 30 June 2013

3.1 Moderate Portfolios

3.1.1 Asset Allocation

The figure below reflect the asset allocation of the moderate portfolios as at **30 June 2012 (12 Months ago)**

	Allan Gray	Investec Managed	AF Balanced Growth	OMIGNAM Balanced	Prudential Balanced	Sanlam Namibia Balanced	Standard Bank Managed
Namibia Equities	18.1%	12.1%	17.5%	12.9%	12.5%	11.7%	13.4%
Namibia Bonds	8.9%	12.5%	10.1%	6.6%	1.0%	10.2%	2.8%
Namibia Cash	8.7%	21.1%	7.9%	16.2%	33.0%	13.8%	27.3%
Namibia Property	2.1%	-	0.2%	-	-	3.4%	-
South Africa Equities	23.9%	18.4%	27.6%	34.0%	16.3%	31.1%	34.6%
South Africa Bonds	-	-	3.9%	1.4%	9.1%	5.3%	1.1%
South Africa Cash	6.6%	-	3.9%	1.4%	-	0.2%	-
South Africa Property	0.0%	4.3%	3.2%	3.7%	2.8%	-	-
International Equity	14.0%	20.3%	11.3%	21.4%	21.3%	16.3%	20.8%
International Bonds	-	8.2%	3.1%	0.9%	4.0%	1.9%	-
International Cash	-	1.8%	0.2%	-	-	3.1%	-
International Other	16.0% ¹	0.5%	5.2% ⁵	-	-	3.0% ⁴	-
Other	1.7% ²	0.8%	5.9% ³	1.5% ²	-	-	-
Total	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

1. Other represents Offshore Hedge Funds.
2. Other represents Gold ETF's.
3. Other represents SA Hedge Funds.
4. Other represents International Property.
5. Other represents commodities.

The figures below reflect the asset allocation of the moderate portfolios as at **30 June 2013**.

	Allan Gray	Investec Managed	AF Balanced Growth	OMIGNAM Balanced	Prudential Balanced	Sanlam Namibia Balanced	Standard Bank Managed
Namibia Equities	19.1%	16.2%	20.0%	10.3%	17.2%	15.1%	7.9%
Namibia Bonds	8.2%	13.0%	10.7%	7.9%	2.5%	9.2%	1.9%
Namibia Cash	7.3%	15.1%	8.1%	16.9%	19.1%	13.0%	34.7%
Namibia Property	1.9%	0.7%	-	1.9%	-	0.4%	-
South Africa Equities	21.7%	17.2%	25.3%	25.0%	25.3%	27.5%	32.4%
South Africa Bonds	-	-	4.3%	0.8%	7.8%	2.6%	0.7%
South Africa Cash	4.0%	-	3.3%	-	-	-	0.2%
South Africa Property	0.0%	3.6%	3.2%	1.7%	0.9%	-	-
International Equity	17.4%	24.0%	11.9%	31.8%	20.8%	18.9%	22.2%
International Bonds	-	8.3%	4.2%	3.3%	6.4%	2.0%	-
International Cash	-	0.7%	1.5%	-	-	3.0%	-
International Other	19.0% ¹	1.2%	0.9% ⁵	-	-	4.1% ⁴	-
Other	1.4% ²	-	6.6% ³	0.4% ²	-	4.3%	-
Total	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

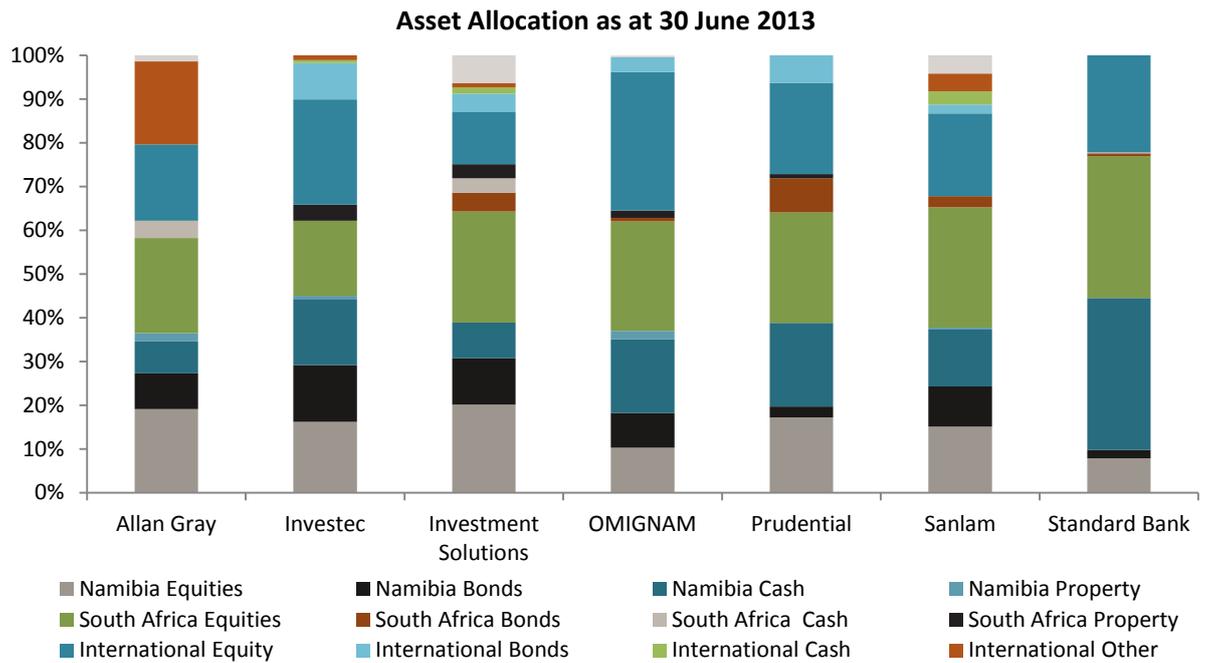
1. Other represents Offshore Hedge Funds.

2. Other represents Commodity ETF's

3. Other represents SA Hedge Funds

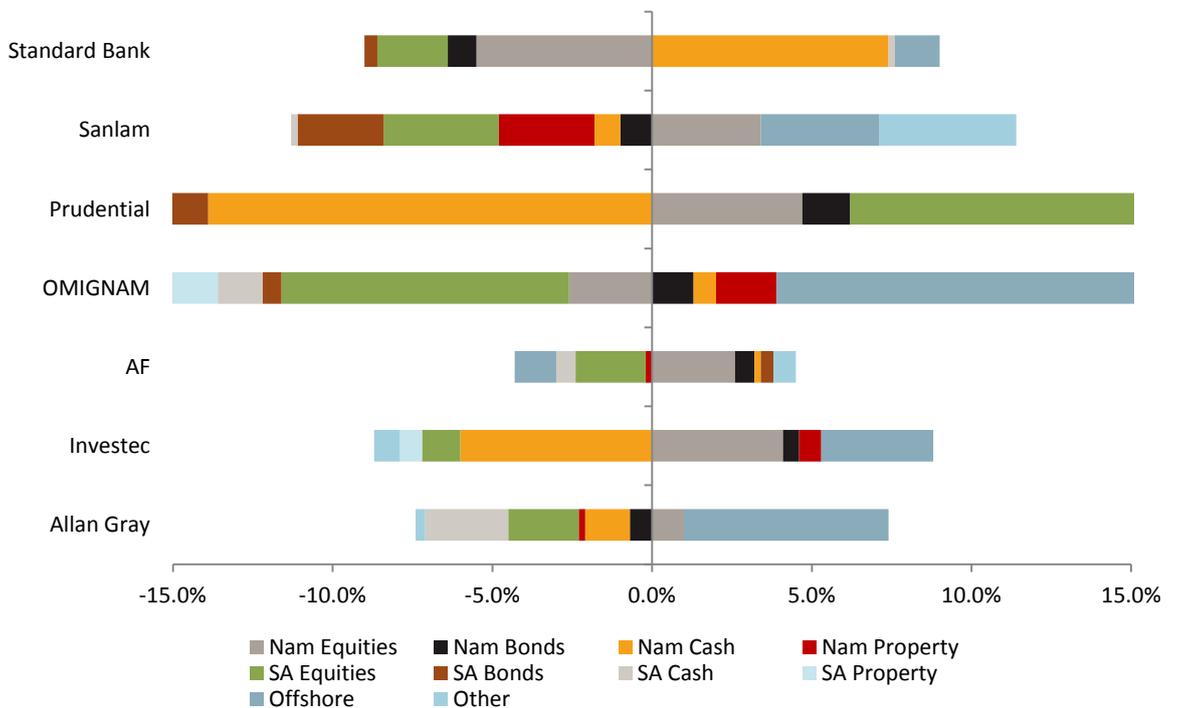
4. Other represents International Property

5. Other represents commodities



3.1.2 Change in Asset Allocation

The following graph illustrates the changes that were made to the managers' asset allocation over the 12 month period ending 30 June 2013. In the event that the allocation to an asset class was decreased, the change would be indicated on the left hand side of the vertical axis.



The above graph indicates that Prudential and OMIGNAM have made significant changes to some of their underlying asset classes. Prudential reduced the portfolio's underlying exposure to Nam Cash whilst increasing exposure to SA Equities and Nam Equities. OMIGNAM decreased exposure to SA Equities significantly while increasing Offshore assets.

3.1.3 Geographical Split as at 30 June 2013

	Allan Gray	Investec Managed	AF Balanced Growth	OMIGNAM Balanced	Prudential Balanced	Sanlam Namibia Balanced	Standard Bank Managed
Namibia	36.5%	45.0%	38.8%	37.0%	38.8%	37.7%	44.5%
South Africa	27.1%	20.8%	42.8%	27.9%	34.0%	34.3%	33.3%
International	36.4%	34.2%	18.4%	35.1%	27.2%	28.0%	22.2%
Total	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

3.1.4 Time Weighted Returns

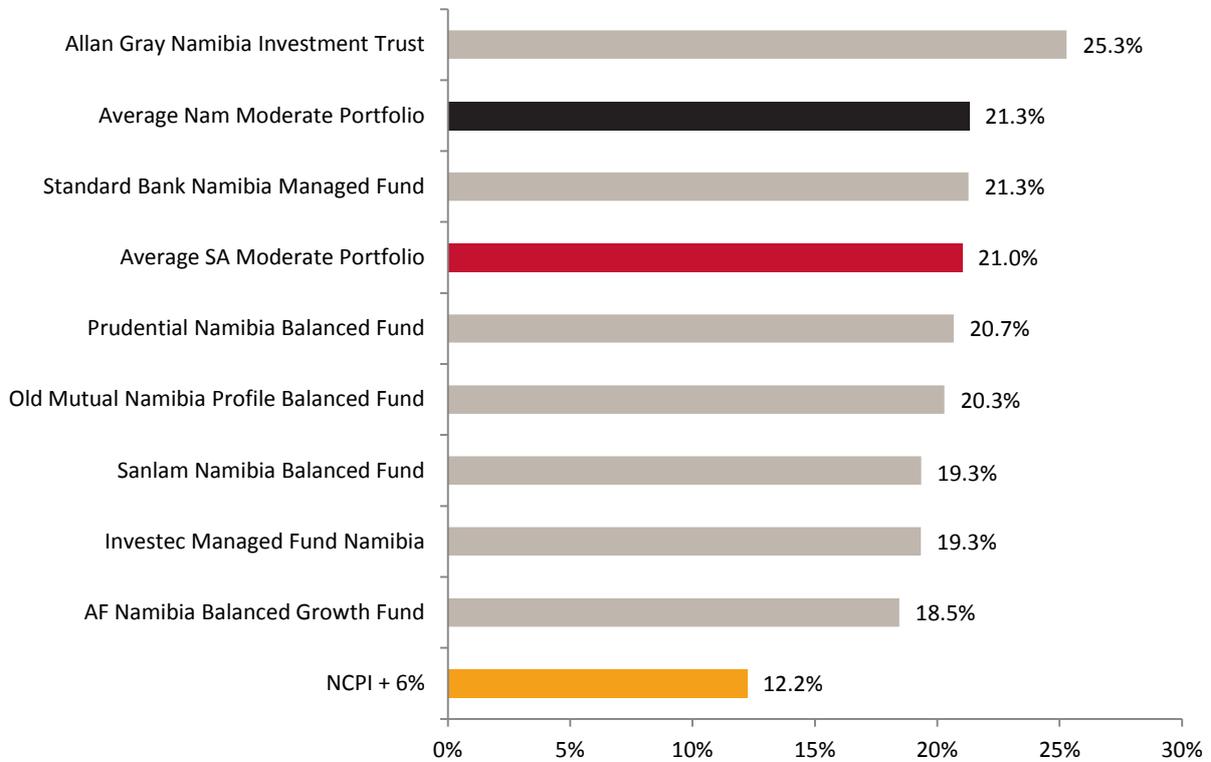
Listed below are the investment returns achieved for the specified periods to June 2013. Please note the returns are **gross** of fees.

Investment Portfolio	One Year	Three Years (annualised)	Five Years (annualised)	Ten Years (annualised)
Allan Gray Namibia Investment Trust	25.3%	16.8%	13.4%	19.3%
Investec Managed Fund Namibia	19.3%	14.6%	10.0%	16.9%
AF Namibia Balanced Growth Fund ¹	18.5%	15.5%	11.1%	16.8%
Old Mutual Namibia Profile Balanced Fund	20.3%	16.1%	10.3%	16.7%
Prudential Namibia Balanced Fund	20.7%	16.3%	-	-
Sanlam Namibia Balanced Fund	19.3%	14.9%	8.4%	-
Standard Bank Namibia Managed Fund	21.3%	18.6%	12.3%	17.6%
Average SA Moderate Portfolio²	21.0%	16.9%	12.0%	17.5%
Average Nam Moderate Portfolio³	21.3%	16.5%	11.3%	17.3%
All Share (JSE)⁴	21.0%	18.1%	8.6%	20.2%
Nam Inflation	6.2%	5.7%	6.1%	5.8%
Nam Inflation + 6%	12.2%	11.7%	12.1%	11.8%

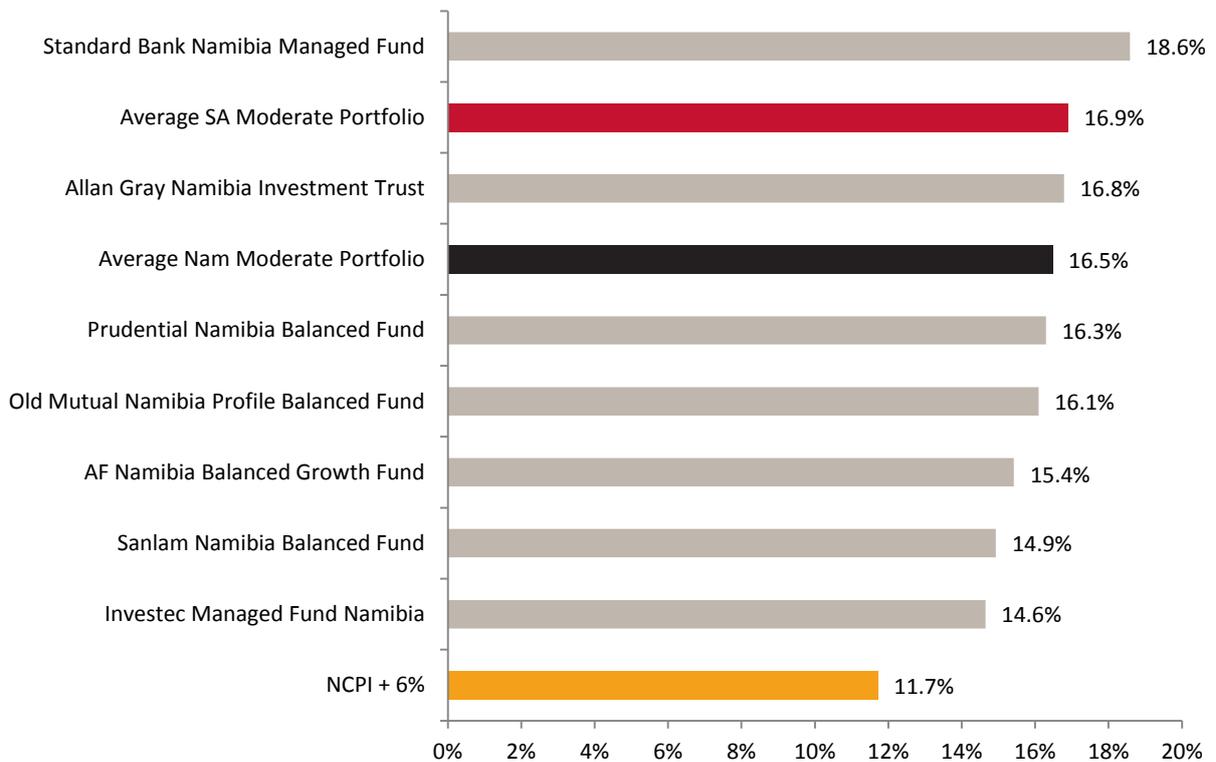
- Returns prior to April 2009 were for the Investment Solutions Focused Growth Fund. The fund's name changed to AF Balanced Growth in March 2009.
- Average of the NMG Consultants and Actuaries Survey for SA Moderate Balanced portfolios.
- Average of the NMG Consultants and Actuaries Survey for Namibian Moderate Balanced portfolios.
- Returns reflect the total return index.

The following graph reflects the investment returns achieved for each period graphically:

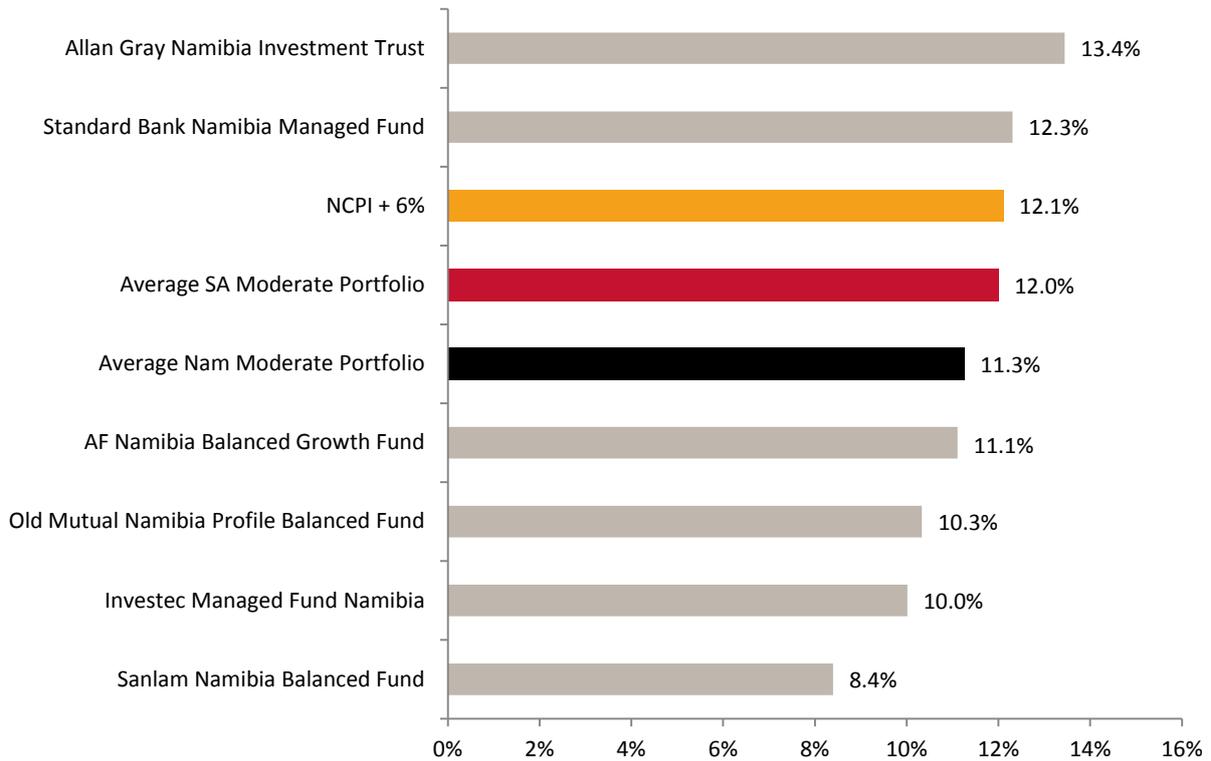
1 year performance for the period ending 30 June 2013



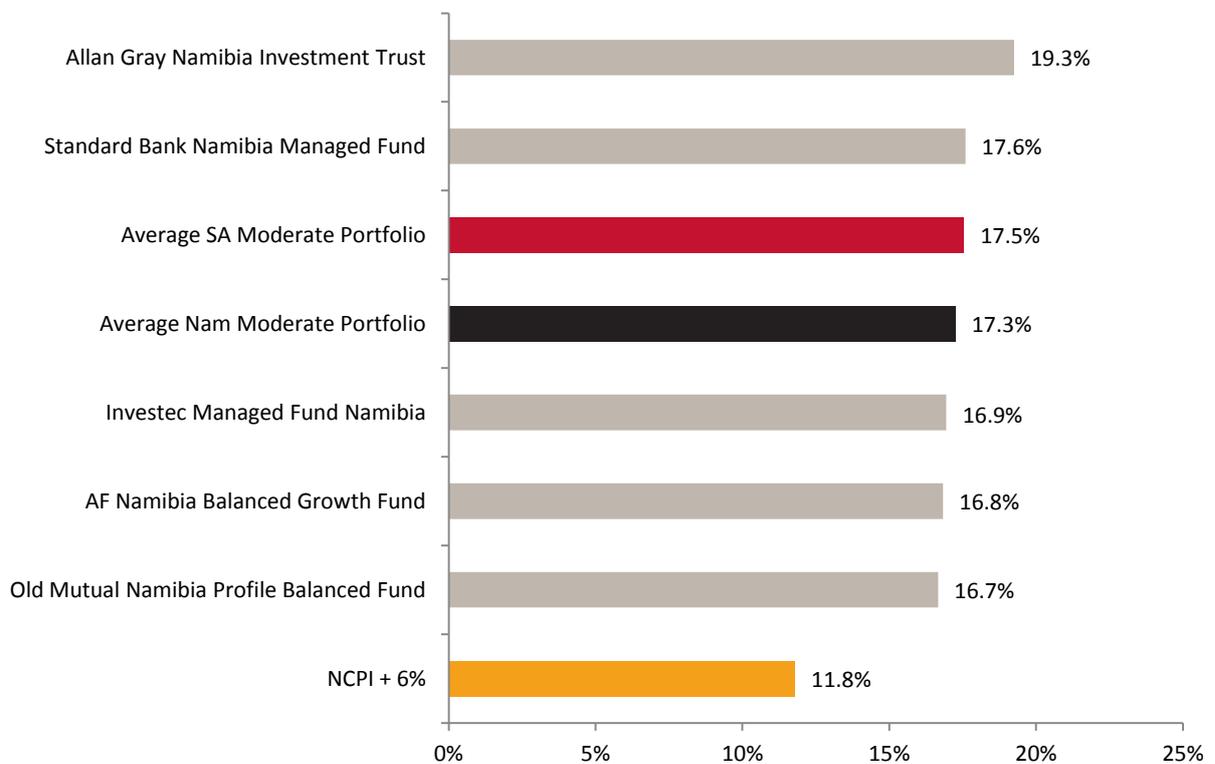
3 year performance for the period ending 30 June 2013



5 year performance for the period ending 30 June 2013

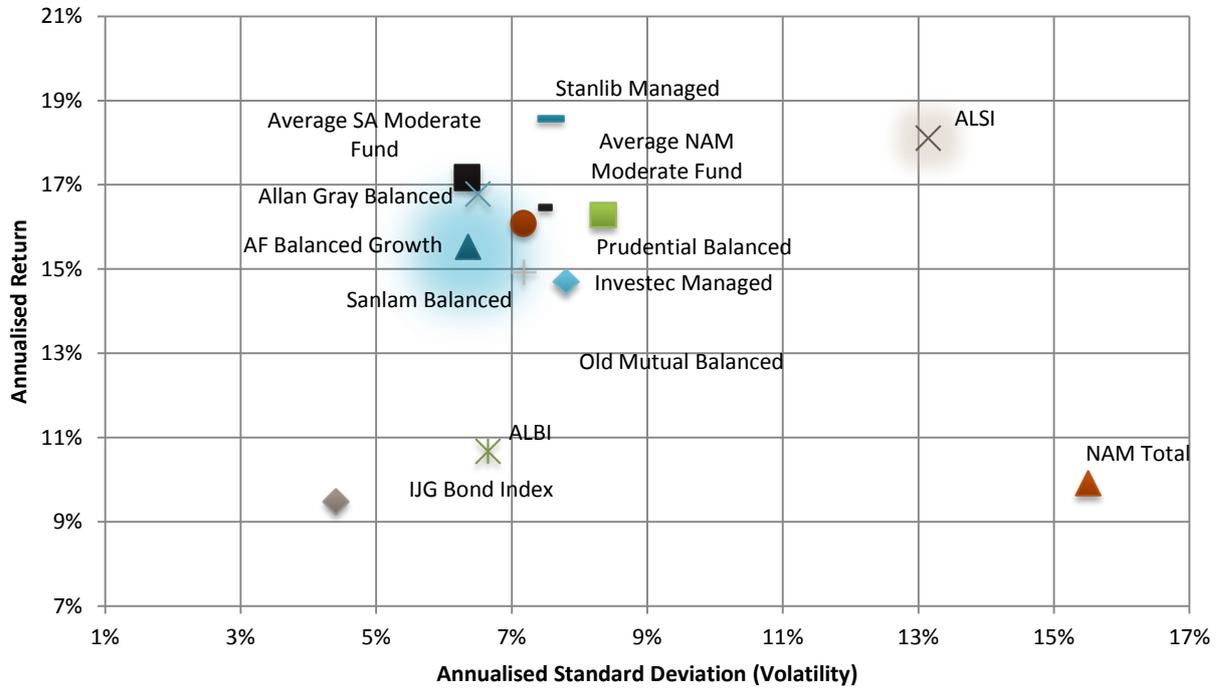


10 year performance for the period ending 30 June 2013



3.1.5 Volatility vs Return

The following graph illustrates the volatility and return statistics of the moderate portfolios for a 3 year period ending **30 June 2013**. These returns are also **gross** of all investment charges.



3.2 Moderate – Low Portfolios

3.2.1 Asset Allocation

The table below reflects the asset allocation of the moderate-low portfolios as at **30 June 2012 (12 Months ago)**

	Nam Coronation Capital Plus	NAM Coronation Balanced Defensive	Prudential Inflation Plus	Default Portfolio
Nam Equities	7.5%	4.7%	12.2%	13.3%
Nam Bonds	15.3%	1.0%	9.3%	9.1%
Nam Cash	16.2%	32.0%	5.5%	7.6%
Nam Property	-	-	-	0.9%
SA Equities	31.8%	12.8%	5.5%	14.6%
SA Bonds	17.4%	24.9%	23.8%	12.0%
SA Cash	0.1%	1.1%	13.1%	8.8%
SA Property	6.4%	3.9%	6.1%	3.1%
International Equity	3.3%	16.7%	14.0%	17.3%
International Bonds	-	-	10.5%	5.3%
International Cash	2.0%	2.9%	-	0.2%
International Other ¹	-	-	-	7.1%
Other ²	-	-	-	0.7%
Total	100.0%	100.0%	100.0%	100.0%

1. Other represents Hedge Funds

2. Other represents Gold ETF's

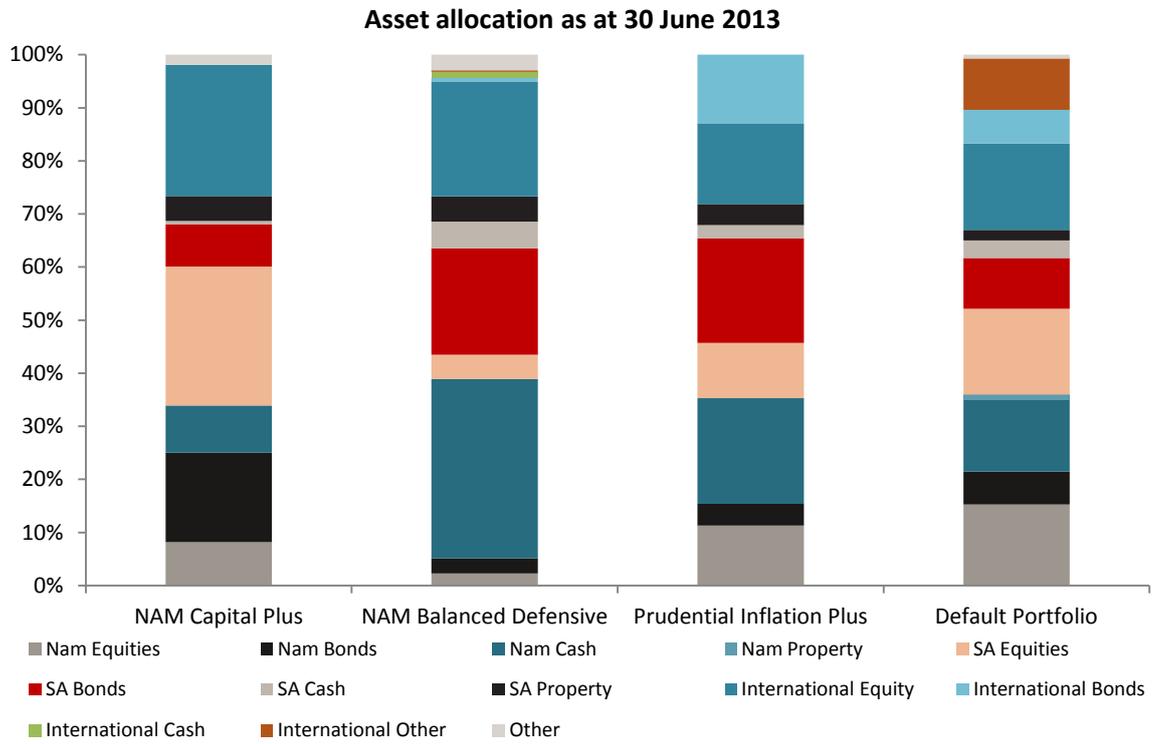
The table below reflects the asset allocation of the moderate-low portfolios as at **30 June 2013**

	Nam Coronation Capital Plus	NAM Coronation Balanced Defensive	Prudential Inflation Plus	Default Portfolio
Nam Equities	8.2%	2.3%	11.3%	15.3%
Nam Bonds	16.8%	2.8%	4.1%	6.2%
Nam Cash	8.9%	33.8%	19.9%	13.5%
Nam Property	-	-	-	1.0%
SA Equities	26.2%	4.6%	10.4%	16.2%
SA Bonds	8.0%	20.0%	19.7%	9.6%
SA Cash	0.6%	5.1%	2.5%	3.3%
SA Property	4.7%	4.7%	4.0%	2.0%
International Equity	24.7%	21.7%	15.2%	16.2%
International Bonds	-	0.7%	12.9%	6.3%
International Cash	-	1.1%	-	-
International Other ¹	-	0.3%	-	9.7%
Other ²	1.9%	2.9%	-	0.7%
Total	100.0%	100.0%	100.0%	100.0%

1. Other represents Hedge Funds

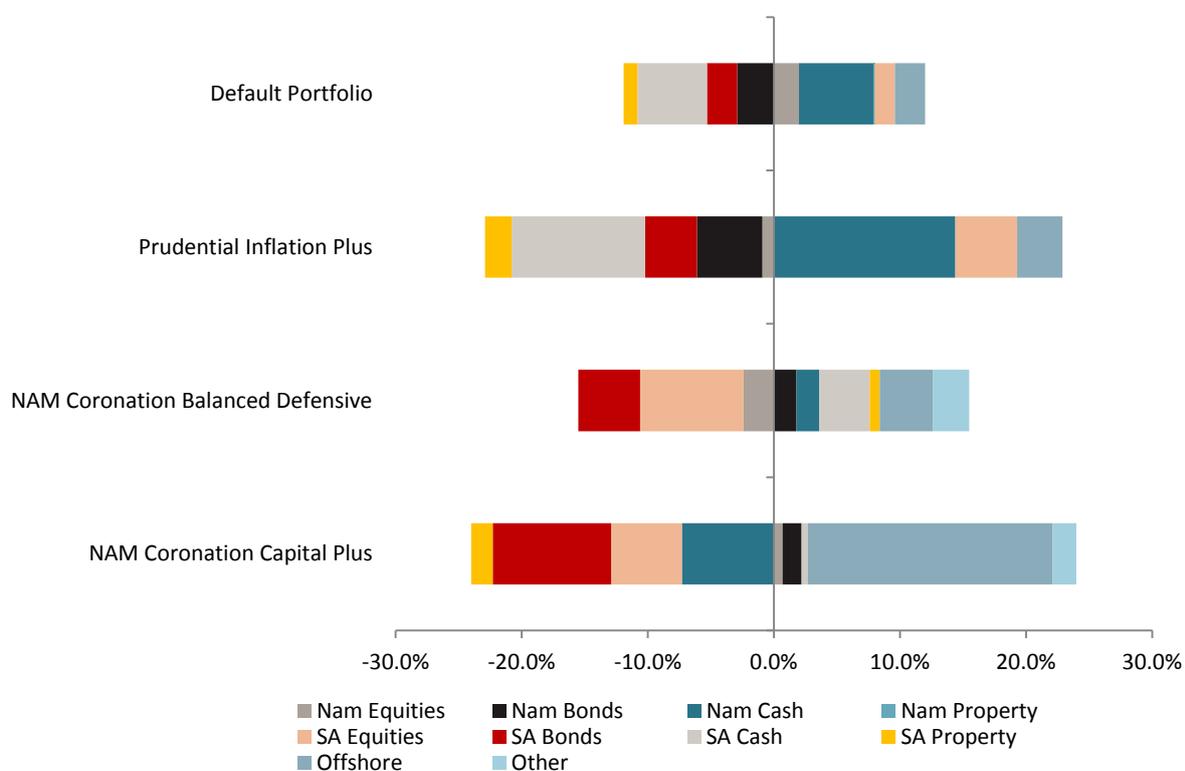
2. Other represents Gold ETFs and Preference Shares

The figures below reflect the asset allocation of the moderate-low portfolios as at **30 June 2013**.



3.2.2 Change in Asset Allocation

The following graph illustrates the changes that were made to the managers' asset allocation over the 12 month period ending **30 June 2013**. In the event that the allocation to an asset class was decreased, the change would be indicated on the left hand side of the vertical axis.



Prudential Inflation Plus increased its exposure to Nam Cash, while decreasing exposure to SA Cash. NAM Coronation Capital Plus decreased its exposure to SA Bonds and Nam Cash whilst increasing exposure to Offshore investments.

3.2.3 Geographical Split

	Nam Coronation Capital Plus	NAM Coronation Balanced Defensive	Prudential Inflation Plus	Default Portfolio
Namibia	33.9% ¹	38.9%	35.3%	36.0%
South Africa	41.4%	37.3%	36.6%	31.7%
International	24.7%	23.8%	28.1%	32.3%
Total	100.0%	100.0%	100.0%	100.0%

1. NAM Coronation Capital Plus is currently under the 35% minimum limit to Namibian assets. This is due to client outflows in the last week of June 2013. Trades were made after month-end to rectify this.

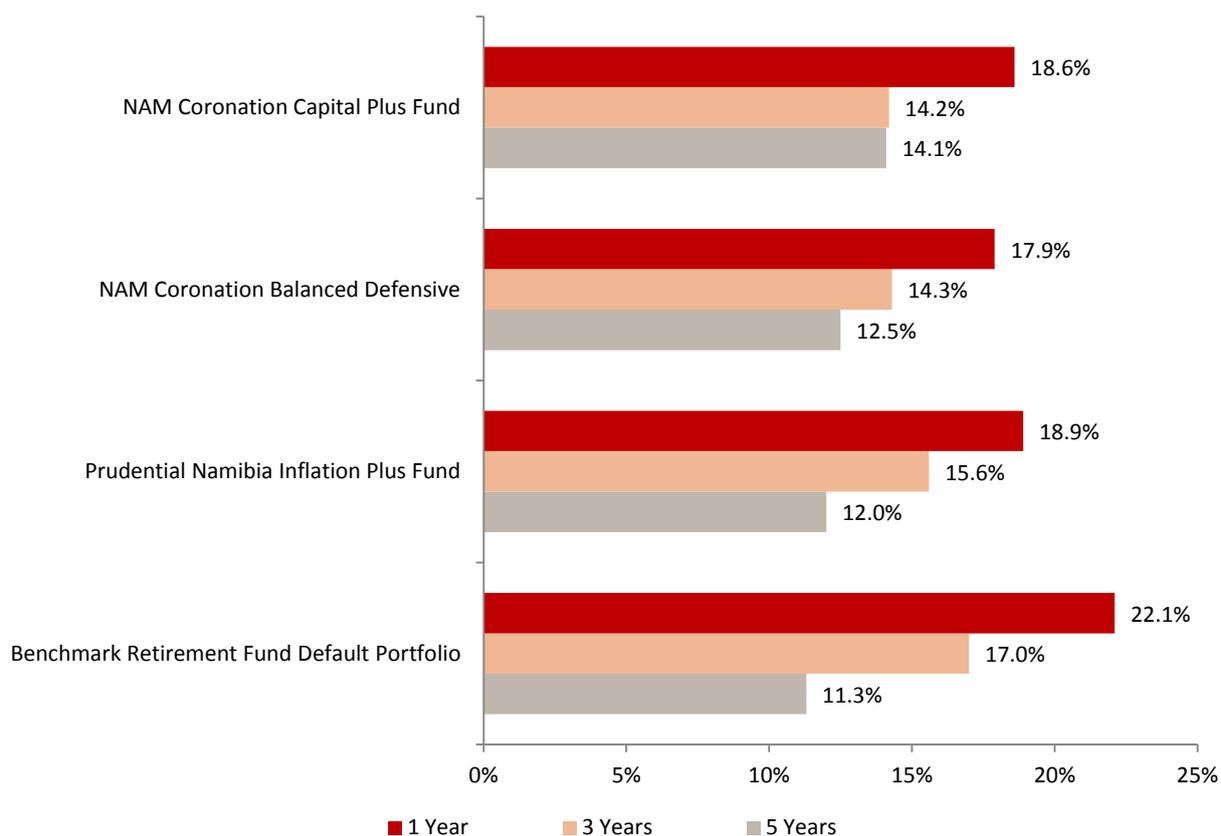
3.2.4 Time Weighted Returns

Listed below are the investment returns achieved for the specified periods to **June 2013**. Please note the returns are **gross** of fees.

Investment Portfolio	One Year	Three Years (annualised)	Five Years (annualised)	Ten Years (annualised)
NAM Coronation Capital Plus Fund ¹	18.6%	14.2%	14.1%	-
NAM Coronation Balanced Defensive Fund	17.9%	14.3%	12.5%	-
Prudential Namibia Inflation Plus Fund	18.9%	15.6%	12.0%	-
Benchmark Retirement Fund Default Fund	22.1%	17.0%	11.3%	13.1%
Nam Inflation	6.2%	5.7%	6.1%	5.8%
Nam Inflation + 3% to 5%	9.2% to 11.2%	8.7% to 10.7%	9.1% to 11.1%	8.8% to 10.8%

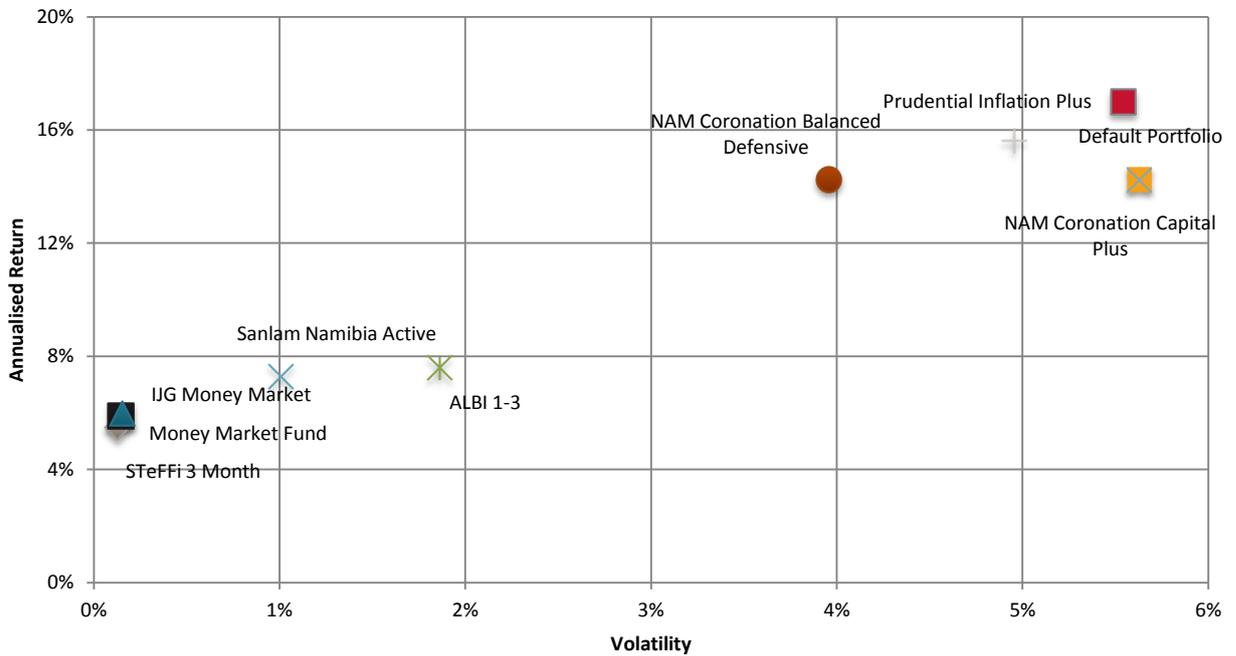
1. The NAM Coronation Absolute Fund was renamed to NAM Coronation Capital Plus Fund effective 26 April 2011.

The following graph reflects the investment returns achieved for each period graphically:



3.2.5 Volatility vs Return

The following graph illustrates the volatility and return statistics of the moderate-low portfolios for a 3 year period ending **30 June 2013**. These returns are also **gross** of all investment charges.



3.3 Low Risk and Capital Preservation Portfolios

3.3.1 Asset Allocation

The figures below reflect the asset allocation of the low risk portfolios.

Sanlam Namibia Active			
	30 June 2013	30 June 2012	Change
Nam Equities	-	-	-
Nam Bonds	1.4%	1.3%	0.1%
Nam Cash	76.4%	43.7%	32.7%
Nam Property	-	-	-
SA Equities	1.8%	-	1.8%
SA Bonds	14.2%	14.6%	-0.4%
SA Cash	-	37.4%	-37.4%
SA Property	1.9%	3.0%	-1.1%
Offshore	-	-	-
Other	-	-	-
Total	100.0%	100.0%	-

The Sanlam Namibia Active fund disinvested all its SA Cash and significantly increased its exposure to Nam Cash over the previous year.

3.3.2 Time Weighted Returns

Listed below are the gross investment returns achieved for the specified periods to **June 2013**. Please note the returns are gross of fees.

Low Risk Portfolios

Investment Portfolio	One Year	Three Years (Annualised)	Five Years (Annualised)
Sanlam Namibia Active Fund	7.5%	8.3%	-
ALBI 1-3 Years Index	4.5%	7.6%	9.5%
Inflation	6.2%	5.7%	6.1%
Inflation + 1% to 2%	7.2% to 8.2%	6.7% to 7.7%	7.1% to 8.1%

Capital Protection Portfolios

Investment Portfolio	One Year	Three Years (Annualised)	Five Years (Annualised)
Money Market Fund ¹	5.4%	5.9%	7.3%
IJG Money Market Index	5.5%	6.0%	7.1%
Inflation + 1%	7.2%	6.7%	7.1%

1. The underlying portfolio for the Money Market Fund is the Bank Windhoek Investment Fund, which may be changed by the Trustees at any time.

4. Fund Fact Sheets

Allan Gray Namibia Investment Trust

Risk Profile: Moderate

Size: N\$ 2.6bn

Portfolio Description:

The Allan Gray Namibia Investment Trust is a market-linked balanced portfolio which represents Allan Gray's best investment view for balanced mandates.

Inception: Aug-1999

CIO: Ian Liddle

Portfolio Manager

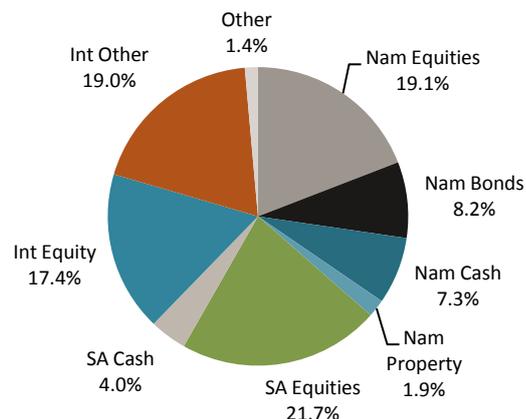
Ian Liddle, Duncan Artus, Andrew Lapping, Simon Raubenheimer

Benchmark

The benchmark for the fund is the average of the Alexander Forbes Namibia Survey for Retirement Funds. For comparative purposes the NMG Average Moderate Fund will be used as benchmark.

Fees: 0.75% p.a.

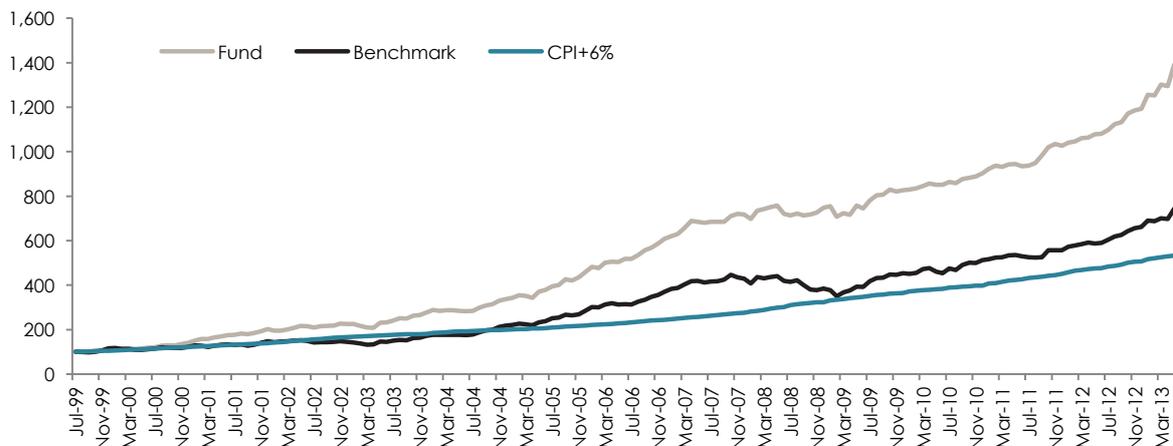
Asset Allocation as at 30 June 2013



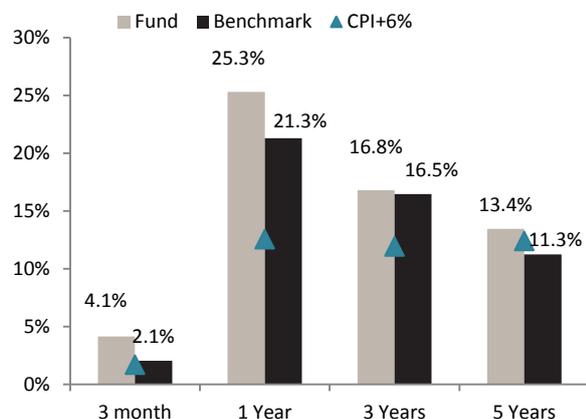
Top 10 Securities

Rank	Share	% of Portfolio	Rank	Share	% of Portfolio
1	Sasol	4.9%	6	Remgro	2.3%
2	British American Tobacco	5.3%	7	Standard Bank Nam	2.1%
3	FNB Namibia	4.0%	8	Sanlam	2.1%
4	Stimulus	3.4%	9	Bidvest	1.7%
5	SAB	3.4%	10	Anglo American	1.6%

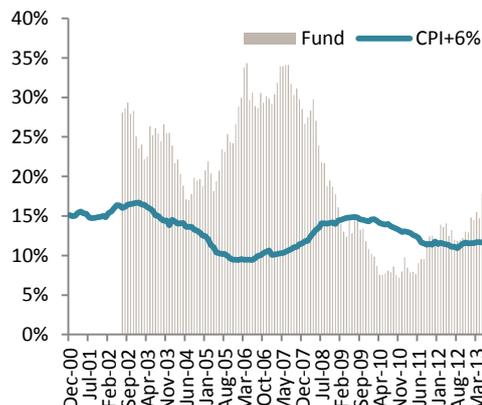
Cumulative Performance vs Benchmark since inception



Historical performance as at 30 June 2013



3-year rolling performance vs. CPI target



Investec Managed Fund

Risk Profile: Moderate
Size: N\$ 851m

Portfolio Description

The Investec Managed Fund is market-linked balanced portfolio which aims to achieve stable returns over the longer term by investing in all asset classes. This portfolio represents Investec's best investment view.

Inception: May-97
CIO: John McNab, Mimi Ferrini

Portfolio Manager

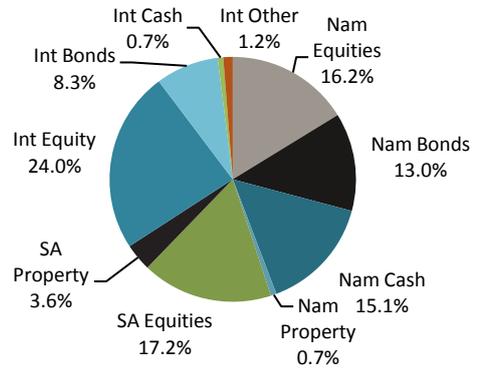
James Hatuikulipi and Chris Freund

Benchmark

The benchmark for the fund is to outperform the average of the manager's peer group. For comparative purposes the NMG Average Moderate Fund will be used as benchmark.

Fees: 0.75% p.a.

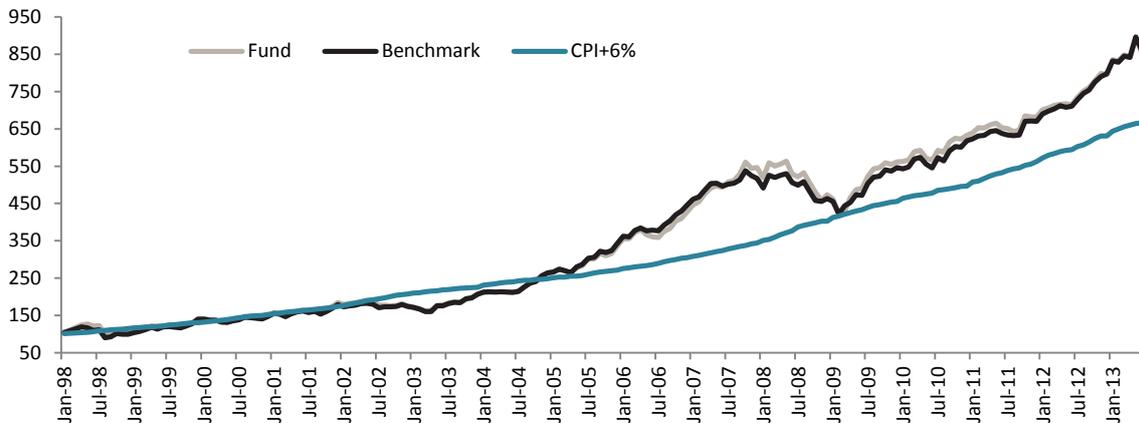
Asset Allocation as at 30 June 2013



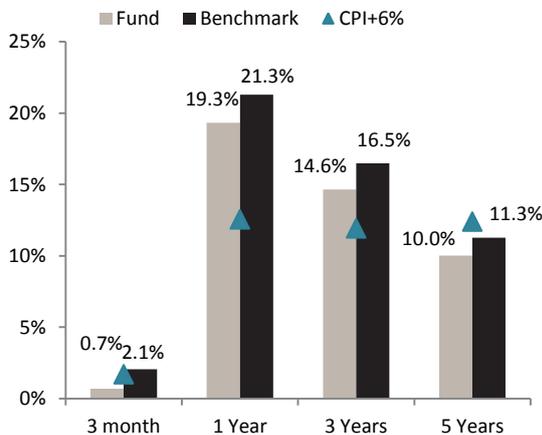
Top 10 Securities

Share	% of Portfolio	Share	% of Portfolio
1 Firststrand Bank Ltd Incl Rmb	4.9%	6 Woolworths Holdings Ltd/south	2.3%
2 Old Mutual Plc	4.6%	7 Nedbank Ltd	2.2%
3 BHP Billiton plc	3.4%	8 Anglo American Plc	2.2%
4 Sasol Ltd	2.9%	9 Liberty Holdings Ltd	2.1%
5 Naspers Ltd	2.5%	10 Capital Property Fund Ltd	1.7%

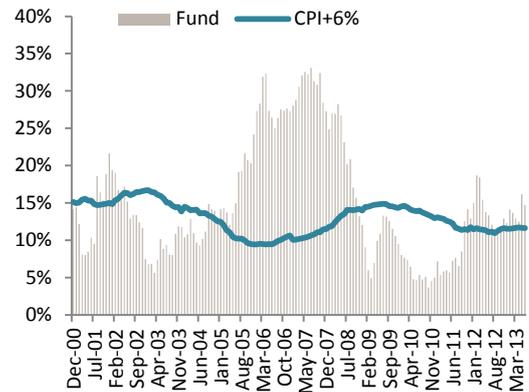
Cumulative Performance vs. Benchmark since January 1998



Historical performance as at 30 June 2013



3-year rolling performance vs. CPI target



AF Namibia Balanced Growth Fund

Risk Profile: Moderate

Size: N\$ 986m

Portfolio Description

The AF Namibia Balanced Growth portfolio is a multi-managed, market-linked balanced portfolio which represents Investment Solutions' best investment view for balanced mandates. The portfolio invests in all asset classes and focusses on reducing volatility by diversifying among managers with different investment styles.

Inception: Apr-09

CIO: Mark Lindheim

Portfolio Manager

Suniti Naran

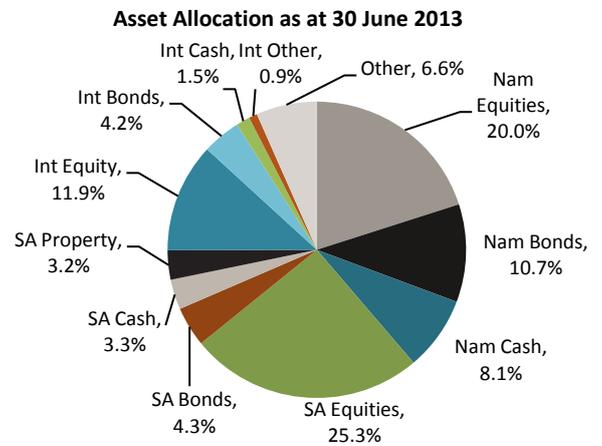
Benchmark

The portfolio has an internal benchmark. For comparative purposes the NMG Average Moderate Fund will be used as benchmark

Fees: 0.8% p.a. Domestic
0.9% p.a. International

Underlying Managers:

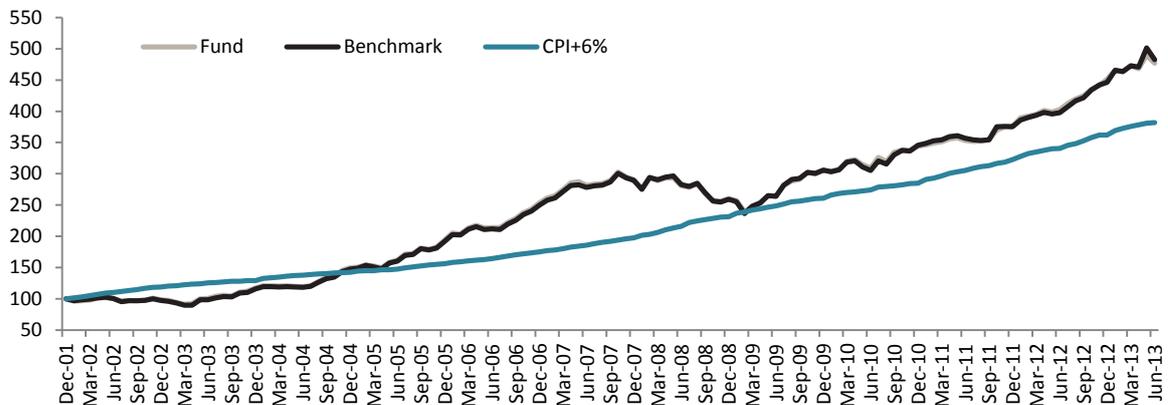
Allan Gray, Coronation, Kagiso, Prescient, Absa, Foord, Oasis, Element, Afena, Caveo, Sanlam, Stanlib, Catalyst, OMIGSA



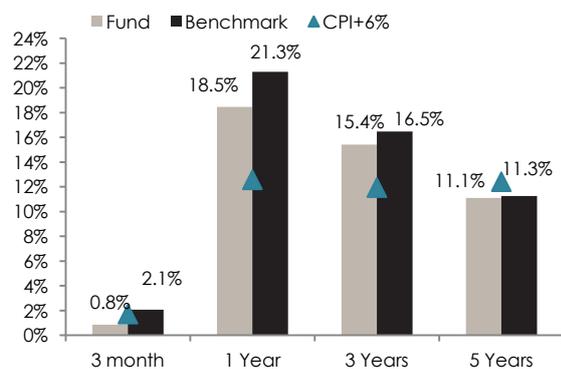
Top 10 Securities

Share	% of Portfolio	Share	% of Portfolio
1 Old Mutual Namibia	2.2%	6 Sanlam Namibia	2.0%
2 Standard Bank Namibia	2.2%	7 Anglo American Plc Namibia	1.8%
3 Shoprite Namibia	2.2%	8 Sasol Ltd	1.8%
4 Firstrand Limited Namibia	2.2%	9 MTN Group Ltd	1.7%
5 Nedbank Group Namibia	2.0%	10 Truworths International NAD	1.5%

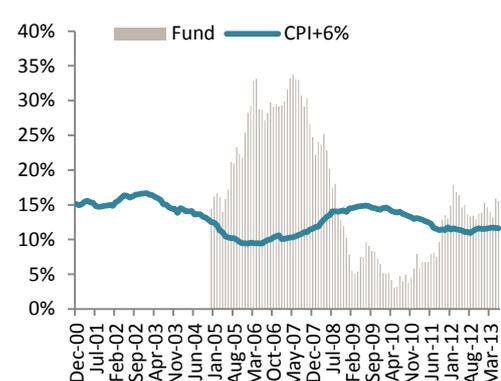
Cumulative Performance vs Benchmark since inception



Historical performance as at 30 June 2013



3-year rolling performance vs. CPI target



Old Mutual Namibia Profile Balanced Fund

Risk Profile: Moderate (Closed)

Size: N\$ 235m

Portfolio Description

The Old Mutual Namibia Profile Balanced Portfolio is a market-linked balanced portfolio which places emphasis on asset allocation across all asset classes. The portfolio represents OMIGNAM's best investment view for a moderate balanced mandate. The portfolio aims to achieve consistent real returns over the longer term.

Inception: Apr-98

CIO: Peter Brooke

Portfolio Manager

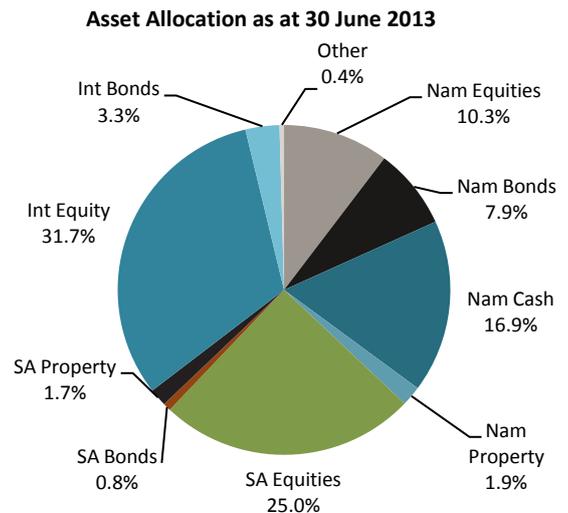
Peter Brooke and Tyrone van Wyk

Benchmark

The OMIGNAM Profile Balanced Portfolio has an internal benchmark. For comparative purposes the NMG Average Moderate Fund will be used as benchmark.

Fees: 0.55% p.a. domestic assets

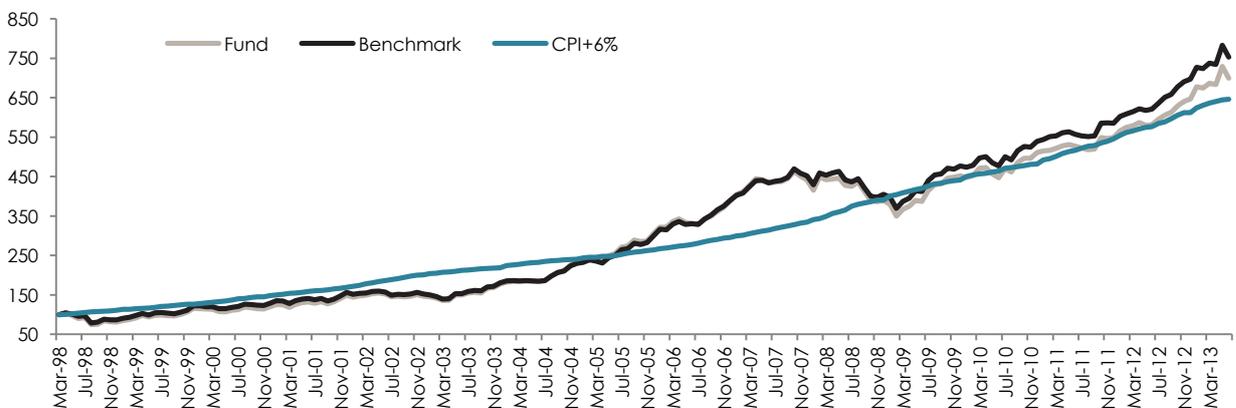
0.80% p.a. international assets



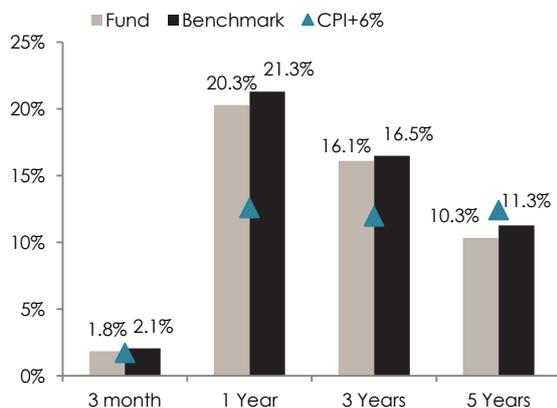
Top 10 Securities

Share	% of Portfolio	Share	% of Portfolio
1 Investec	3.0%	6 Sasol	1.9%
2 MTN	2.8%	7 Naspers	1.7%
3 Anglo Gold	2.3%	8 BHP Billiton	1.7%
4 First Rand	1.9%	9 Absa	1.1%
5 Richemont	1.9%	10 Nedbank	1.1%

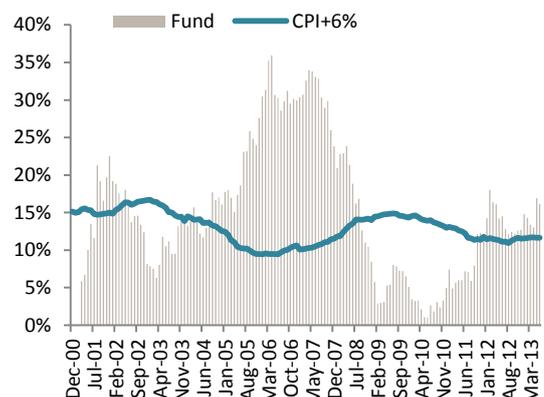
Cumulative Performance vs. Benchmark since inception



Historical performance as at 30 June 2013



3-year rolling performance vs. CPI target



Prudential Namibia Balanced Fund

Risk Profile: Moderate
Size: N\$ 54.5m

Portfolio Description

The Prudential Namibia Balanced portfolio is a market-linked balanced portfolio which aims to achieve consistent growth of capital and income by maintaining a superior stock selection across all industries relative to the benchmark and across all asset classes. The portfolio represents Prudential's best investment view.

Inception: Aug-08
CIO: Marc Beckenstrater

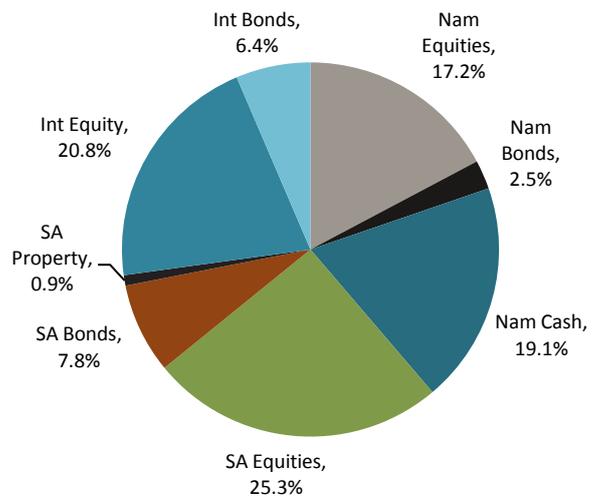
Portfolio Manager
 Michael Moyle and Marc Beckenstrater

Benchmark

The benchmark for the portfolio is the Alexander Forbes Global Large Manager Watch (Namibia). For comparative purposes the NMG Average Moderate Fund will be used as benchmark

Fees: 0.75% p.a.

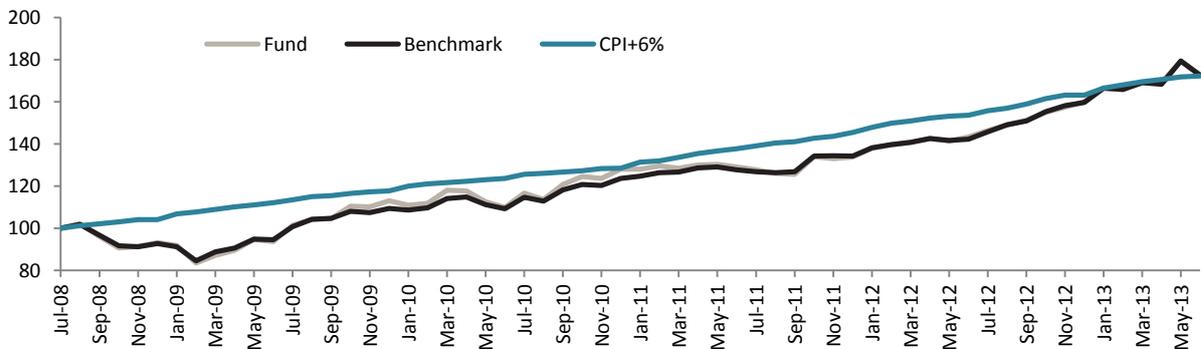
Asset Allocation as at 30 June 2013



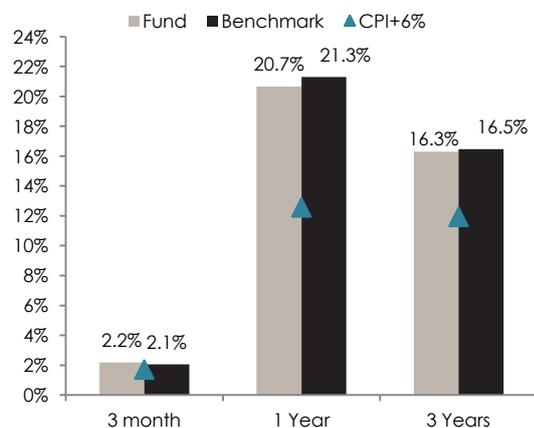
Top 10 Securities

Share	% of Portfolio	Share	% of Portfolio		
1	MTN Group	4.5%	6	Anglo American Namibia	2.0%
2	Naspers	3.3%	7	Old Mutual Namibia	1.9%
3	Sasol	3.0%	8	SAB Miller	1.9%
4	Standard Bank Group Namibia	2.8%	9	British American Tobacco	1.8%
5	Bank Namibia	2.0%	10	Richemont	1.7%

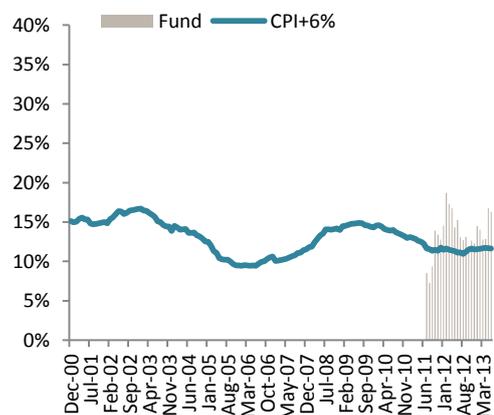
Cumulative Performance vs. Benchmark since inception



Historical performance as at 30 June 2013



3-year rolling performance vs. CPI target



Sanlam Namibia Balanced Fund

Risk Profile: Moderate
Size: N\$ 334m

Portfolio Description

The Sanlam Namibia Managed Prudential Fund is a market-linked Balanced Unit Trust portfolio which invests in all asset classes, aiming to achieve maximum returns over the longer term. The Fund is closely aligned with Sanlam's best investment view and is suitable for investors seeking capital growth over the long term.

Inception: Jul-00
CIO: Andre Roux

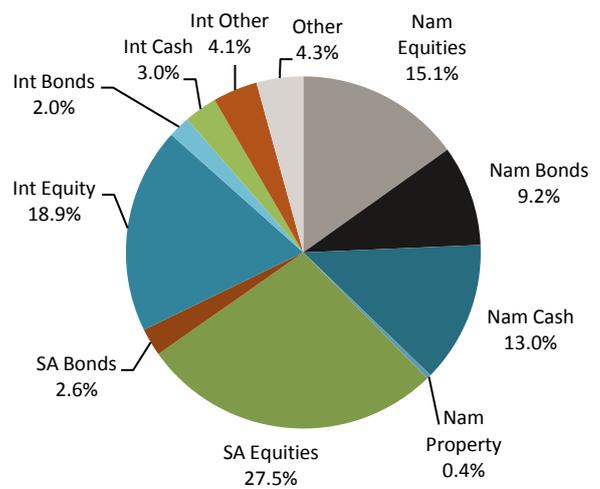
Portfolio Manager
 Gerhard Cruywagen

Benchmark

The benchmark of the portfolio is the average of the Standard&Poor's Micropal Asset Allocation Prudential Medium Equity category. For comparative purposes the NMG Average Moderate Fund will be used as benchmark.

Fees: 0.75% p.a.

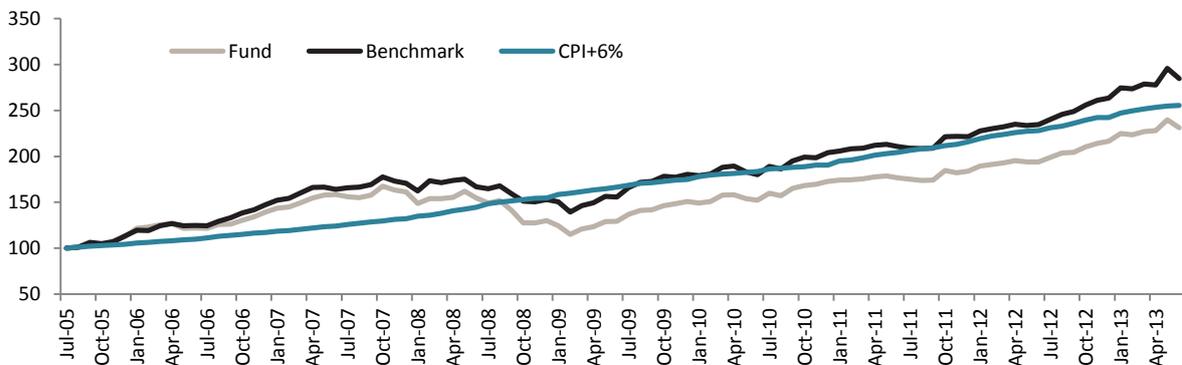
Asset Allocation as at 30 June 2013



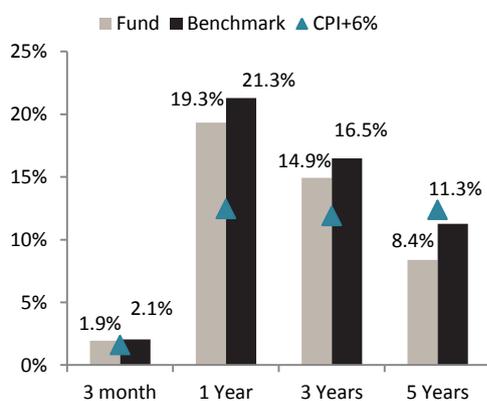
Top 10 Securities

Rank	Share	% of Portfolio	Rank	Share	% of Portfolio
1	Sim Namibia Floating Rate Fund Class B2	9.2%	6	GC24 Nam 10.50% 151024	3.4%
2	Sanlam World Eq	7.9%	7	Sanlam Global Liquidity Fund Class A	2.8%
3	Sanlam World Equity Tracker Class C USD	7.5%	8	Sasol	2.7%
4	SIM Namibia Property Fund Class D	3.5%	9	BHP Billiton	2.5%
5	GC18 Namibia 9.50% 150718	3.5%	10	Anglo American	2.3%

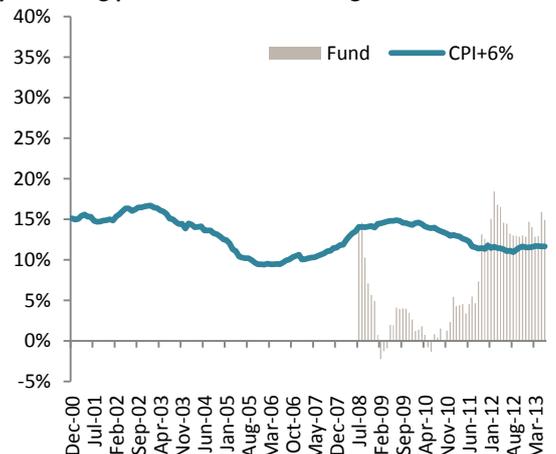
Cumulative Performance vs. Benchmark since July 2005



Historical performance as at 30 June 2013



3-year rolling performance vs. CPI target



Standard Bank Namibia Managed Fund

Risk Profile: Moderate

Size: N\$ 172m

Portfolio Description

The Standard Bank Namibia Managed Fund is a market-linked balanced portfolio which invests in all asset classes. The fund includes the combined investment views of STANLIB (SA&NAM). The portfolio aims to achieve capital growth over the longer -term.

Inception: Apr-98

CIO: Brown Amuenje

Portfolio Manager

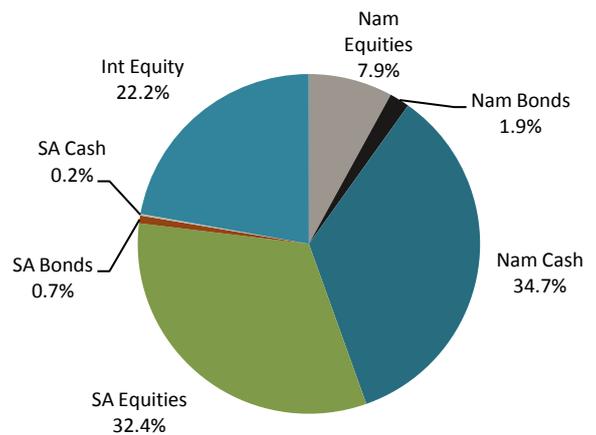
Brown Amuenje

Benchmark

The benchmark for this fund is the Alexander Forbes Large Manager Watch. For comparative purposes the JMCA average Moderate Fund will be used as benchmark.

Fees: 0.50% p.a

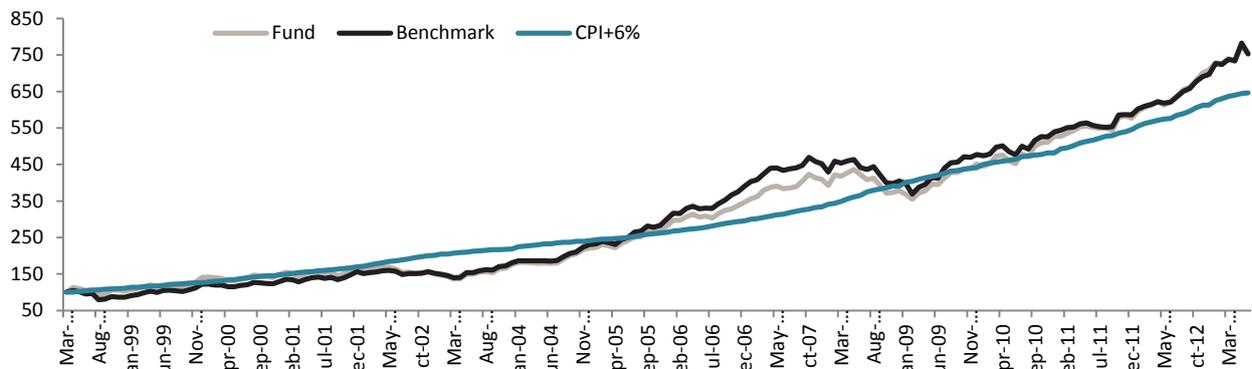
Asset Allocation as at 30 June 2013



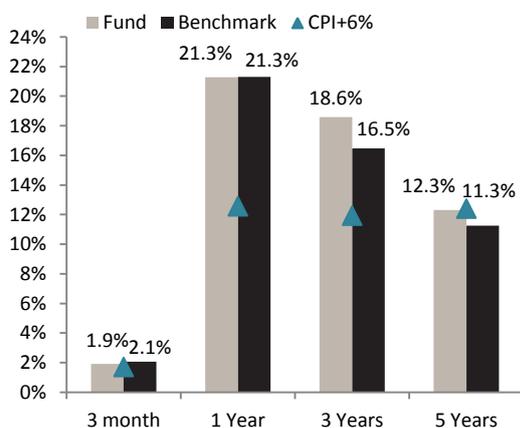
Top 10 Securities

Rank	Share	% of Portfolio	Rank	Share	% of Portfolio
1	STANLIB High Alpha Global Equity Fund	22.2%	6	Woolworths Holdings Ltd	2.5%
2	Std Nam Income Fund A Class	10.6%	7	Shoprite Namibia	2.1%
3	BHP Billiton Plc	3.6%	8	SAB Miller Plc	1.9%
4	MTN Group Limited	3.6%	9	Aspen Pharmicare Holdings Ltd	1.8%
5	Compagnie Fin Richemont	2.8%	10	Firststrand Limited Namibia	1.7%

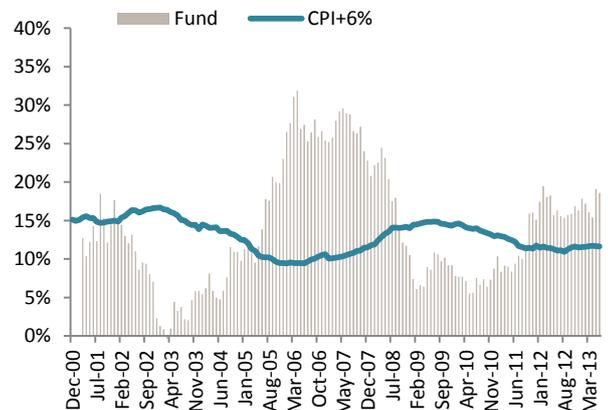
Cumulative Performance vs. Benchmark since inception



Historical performance as at 30 June 2013



3-year rolling performance vs. CPI target



NAM Coronation Balanced Defensive Fund

Risk Profile: Moderate-low
Size: N\$ 403m

Portfolio Description

The NAM Coronation Balanced Defensive Fund is suitable for members with a lower risk tolerance. It is an actively managed, moderate-low risk fund with exposure to all asset classes. The NAM Balanced Defensive Fund aims to provide a reasonable level of income whilst seeking to preserve capital in real terms.

Inception: Nov-07
CIO: Eino Emvula

Portfolio Manager

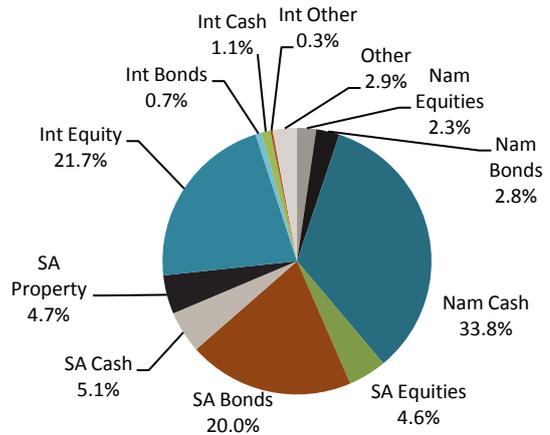
Louis Stassen and Henk Groenewald

Benchmark

The benchmark for the fund is cash plus 3.0%.

Fees: 1.25 % p.a.

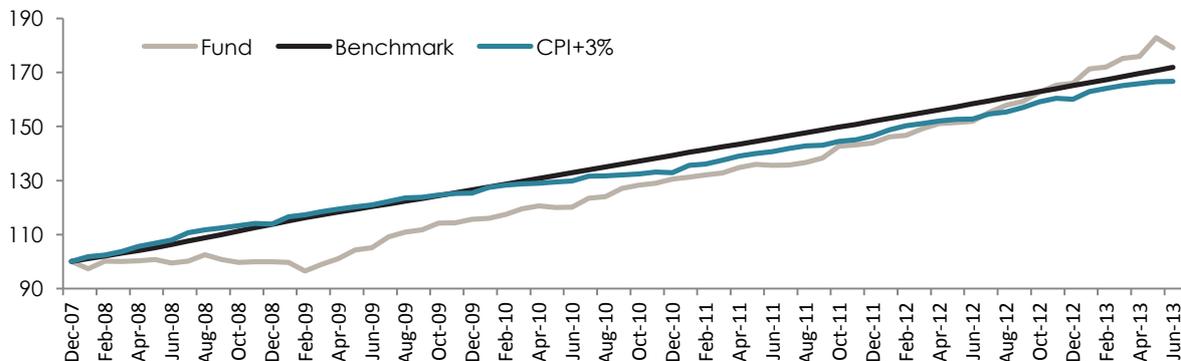
Asset Allocation as at June 2013



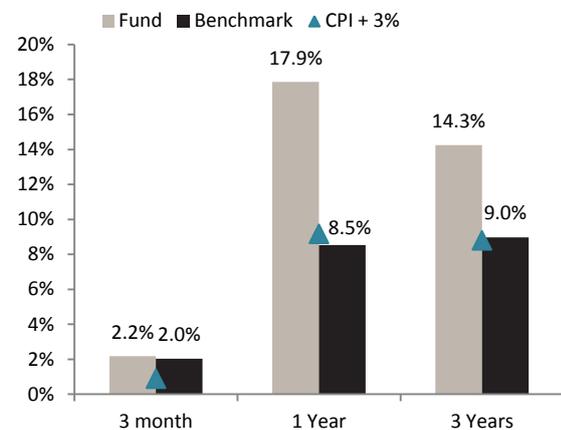
Top 10 Securities

Share	% of Portfolio	Share	% of Portfolio		
1	Coronation Global Opportunities Equity	11.6%	6	Capital & Counties Properties	0.9%
2	Coronation Global Emerging Markets	4.9%	7	Naspers Ltd	0.8%
3	Coronation Global Capital Plus	4.8%	8	British American Tobacco	0.8%
4	INTU Properties	1.2%	9	Compagnie Financiere Richemont	0.7%
5	MTN Group Ltd	1.0%	10	SABMiller Plc	0.6%

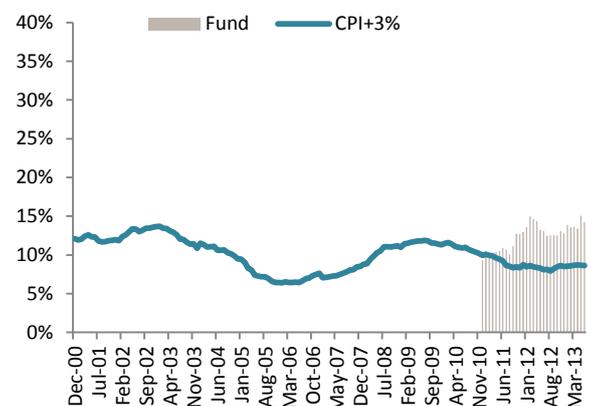
Cumulative Performance vs. Benchmark since inception



Historical performance as at 30 June 2013



3-year rolling performance vs. CPI target



NAM Coronation Capital Plus Fund

Risk Profile: Moderate-low
Size: N\$ 343m

Portfolio Description

The NAM Coronation Capital Plus Class A Fund (previously Absolute Fund) is suitable for members with a lower risk tolerance. It is an actively managed, moderate-low risk fund with exposure to all asset classes. The fund aims to achieve consistent positive real returns with a primary focus on offering downside protection and preserving capital in real terms over any rolling 12 month period.

Inception: Nov-07
CIO: Eino Emvula

Portfolio Manager

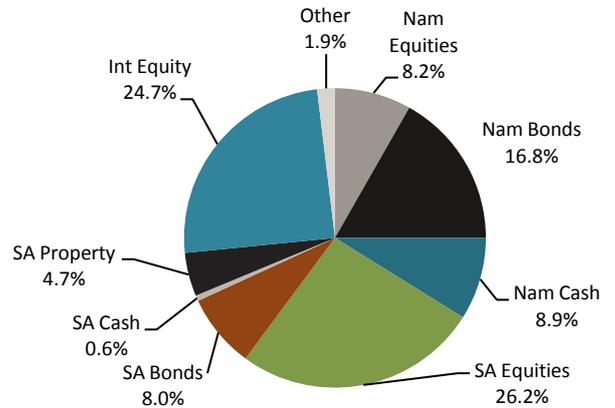
Louis Stassen and Henk Groenewald

Benchmark

The benchmark for the fund is Namibia Headline Inflation plus 4.0% over a rolling three year period.

Fees: 0.95 % p.a. + 10% outperformance to maximum of 2.25% p.a.

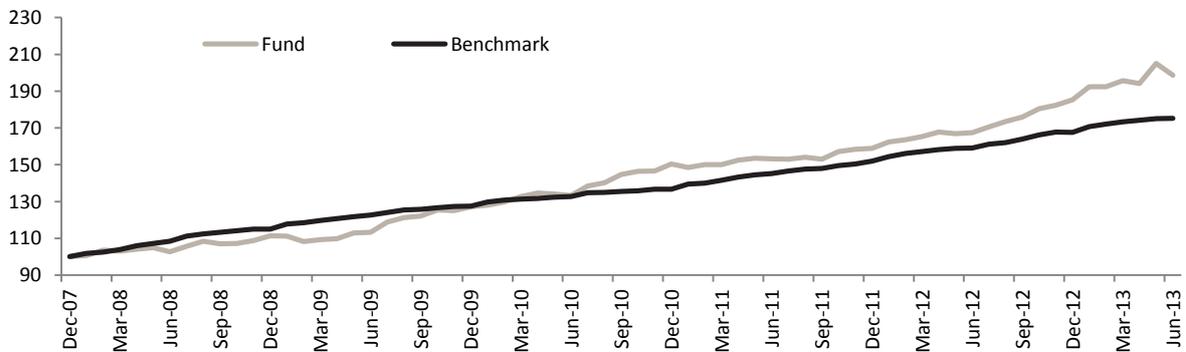
Asset Allocation as at 30 June 2013



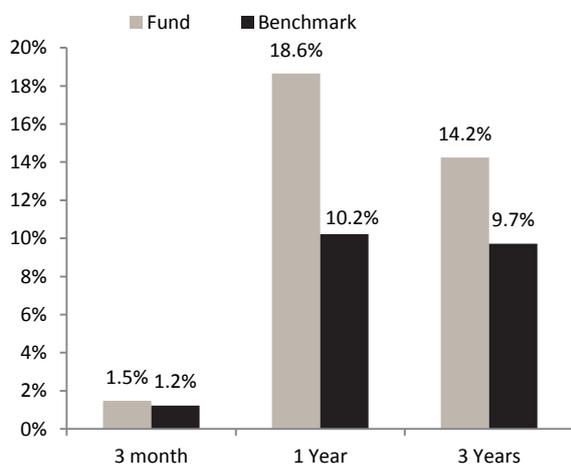
Top 10 Securities

Rank	Share	% of Portfolio	Rank	Share	% of Portfolio
1	Coronation Global Capital Plus	12.2%	6	Exxaro Resources Ltd	1.4%
2	Coronation Global Equity FoF	9.7%	7	Metropolitan Life Ltd	1.3%
3	Coronation Global Managed Fund	2.8%	8	Standard Bank of SA Ltd	1.3%
4	Anglo American Plc	2.7%	9	BHP Billiton Plc	1.2%
5	MTN Group Ltd	2.1%	10	Naspers Ltd	1.1%

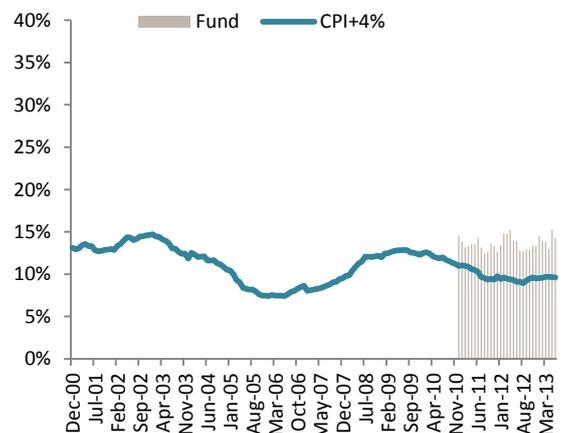
Cumulative Performance vs. Benchmark since inception



Historical performance as at 30 June 2013



3-year rolling performance vs. CPI target



Prudential Namibia Inflation Plus Fund

Risk Profile: Moderate-low
Size: N\$ 1.0bn

Portfolio Description

The Prudential Namibia Inflation Plus Fund is a conservative market-linked portfolio which aims to produce stable real returns. The fund invests predominantly in inflation linked bonds and other interest-bearing securities and equities.

Inception: Sep-99
CIO: Marc Beckenstrater

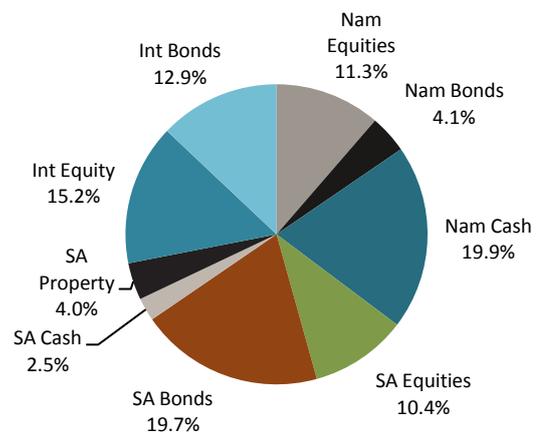
Portfolio Manager
 Michael Moyle, Albert Arntz

Benchmark

The benchmark for the fund is Namibia Headline Inflation plus 4% over a rolling three year period.

Fees: 0.7% p.a.

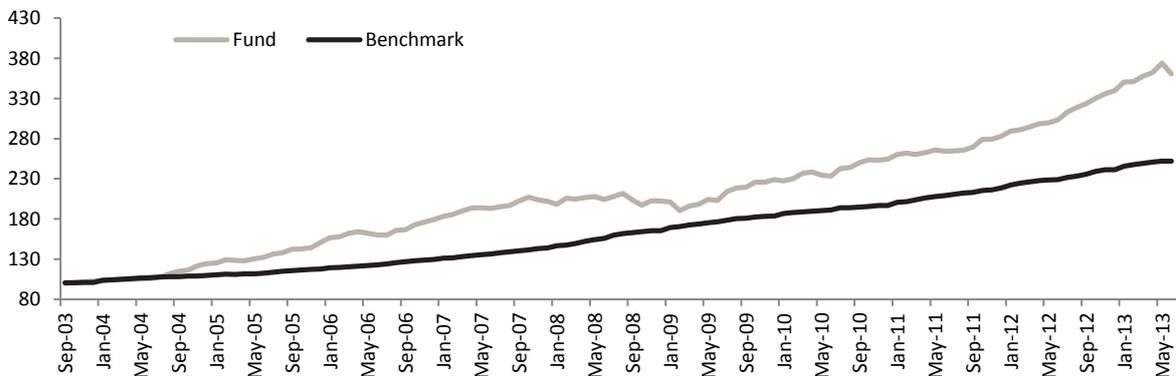
Asset Allocation as at 30 June 2013



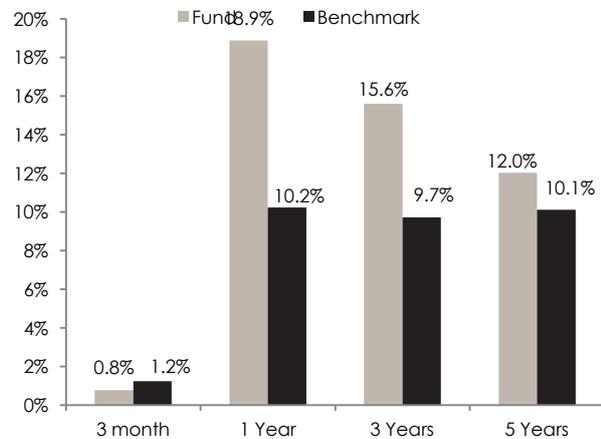
Top 10 Securities

Share	% of Portfolio	Share	% of Portfolio
1 MTN Goup	1.9%	6 Bank Namibia	1.2%
2 Standard Bank Group Namibia	1.7%	7 Old Mutual Namibia	1.2%
3 Naspers	1.3%	8 Shoprite Namibia	0.8%
4 Sasol	1.3%	9 British American Tobacco	0.8%
5 Anglo American Namibia	1.2%	10 SAB Miller	0.8%

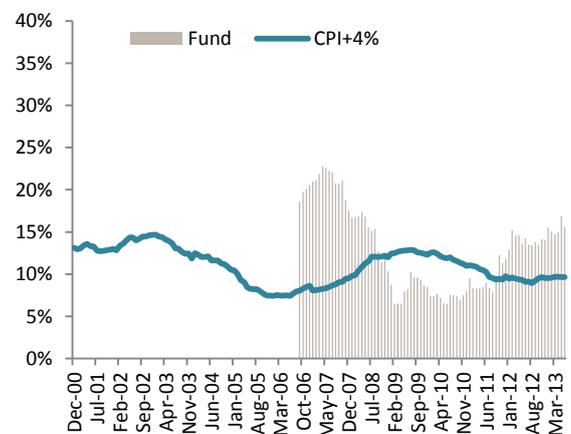
Cumulative Performance vs Benchmark since inception



Historical performance as at 30 June 2013



3-year rolling performance vs. CPI target



Benchmark Retirement Fund Default Portfolio

Risk Profile: Moderate-low

Size: N\$ 297m

Inception: Aug-99

Portfolio Description

The Default Portfolio has the following objectives:

- To reduce volatility of returns
- To achieve a real return of 4% (net of fees) over a rolling 3 year period
- To reduce risk of large negative returns over rolling 12 months
- To reduce risk by spreading assets between more than one investment manager

The Default Portfolio has a risk profile lower than that of the moderate risk portfolios and as such the expected long term returns should also be lower. The Trustees use their absolute discretion in selecting the best manager offering and reserve the right to appoint or replace Asset Managers at any time.

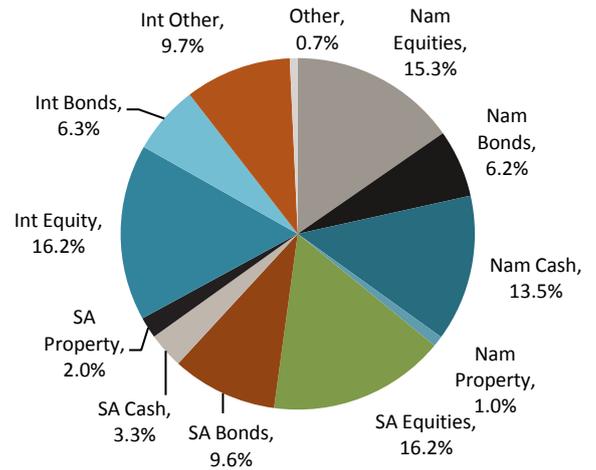
Benchmark

The benchmark for this fund is Namibian Headline inflation +5% over a rolling three year period.

Fees: 0.75%p.a.

For the period from January 2004 to July 2007 the Default portfolio assets were invested 100% in the Metropolitan Absolute Return Fund. As from July 2007 the Trustees decided to add the Prudential Namibia Inflation Plus Fund to the default portfolio. It was decided to replace the Metropolitan Absolute Return Fund with the Allan Gray Namibia Investment Trust as from 1 January 2011. Cash Flows would be split equally between the two portfolios.

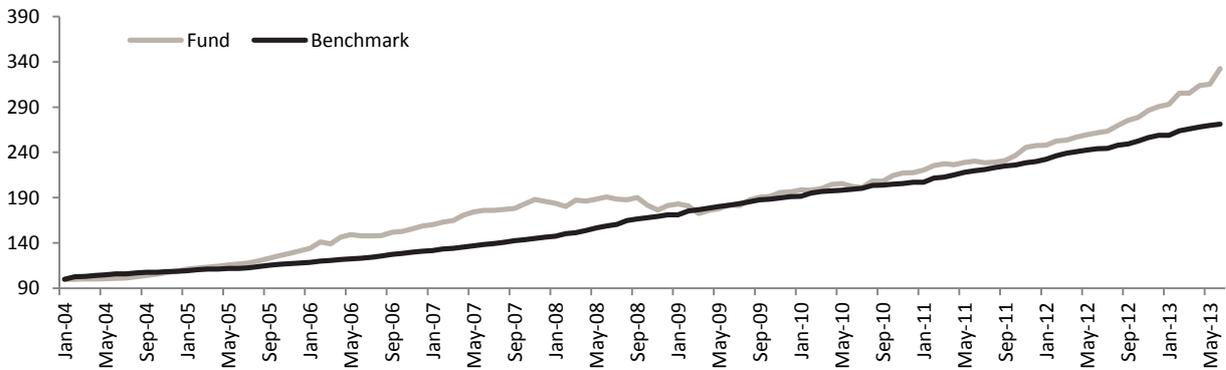
Asset Allocation as at 30 June 2013



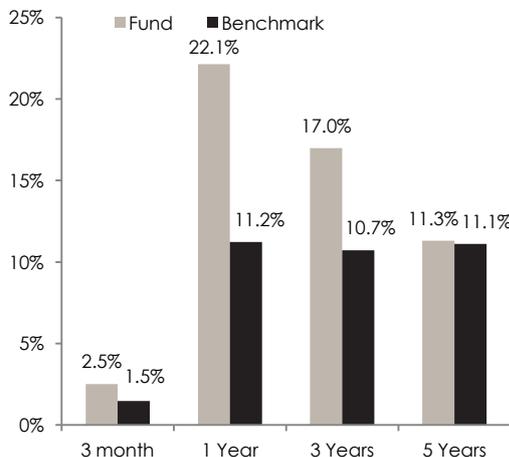
Portfolio Mix as at 30 June 2013

Allan Gray Namibia Investment Trust
Prudential Namibia Inflation Plus

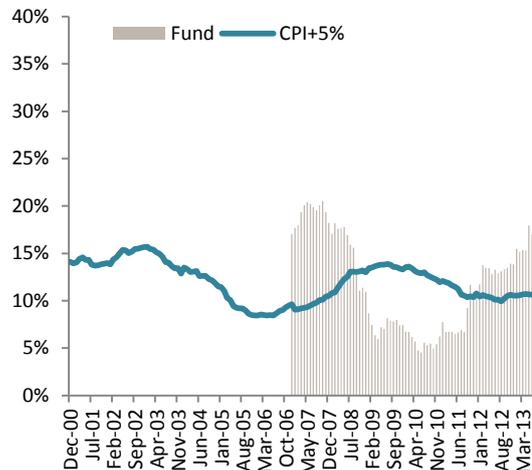
Cumulative Performance vs Benchmark since inception



Historical performance as at 30 June 2013



3-year rolling performance vs. CPI target



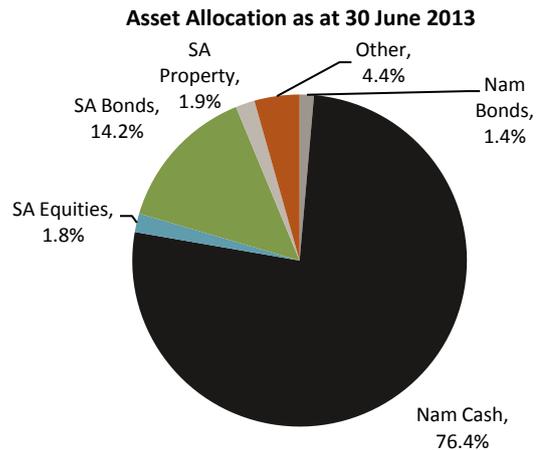
Sanlam Namibia Active Fund

Risk Profile: Low
Size: N\$ 1.4bn
Portfolio Description
 The Sanlam Namibia Active Fund's objective is to provide a high level of income and maximise returns. This fund invests in income yielding assets including fixed income assets, preference shares and property.
Inception: 1 June 2007
CIO: Gerhard Cruywagen

Portfolio Manager
 Andre Roux, Phillip Liebenberg, Tertius Liebenberg

Benchmark
 The benchmark for this portfolio is the BEASSA 1-3 year All Bond Index.

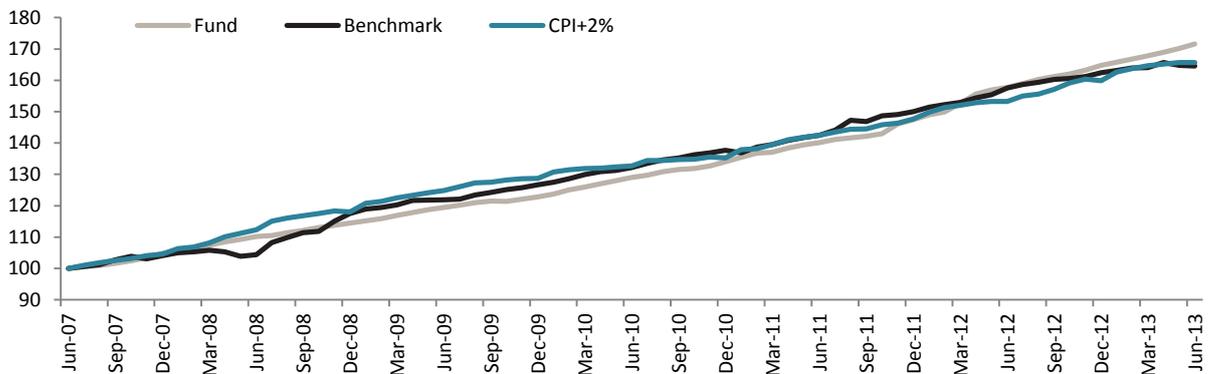
Fees: 0.60% p.a.



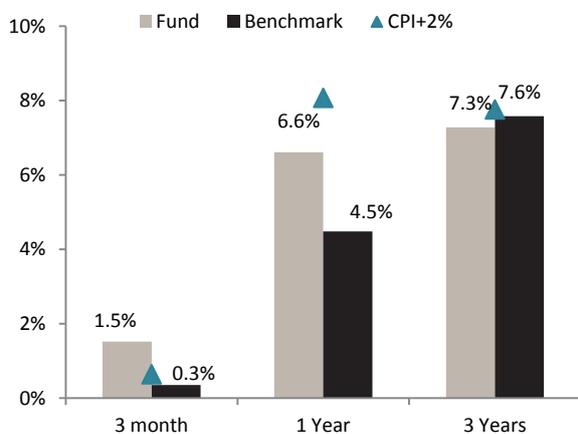
Top 10 Securities

Rank	Share	% of Portfolio	Rank	Share	% of Portfolio
1	Bank Windhoek Commercial Income Fund Class	13.4%	6	Capitec Bank F/R 06052016	1.5%
2	Sim Namibia Floating Rate Fund Class B2 (D)	5.1%	7	FirstRand F/R 161115	1.4%
3	R186 RSA 10.50% 211226	2.5%	8	Standard Bank F/R 01032017	1.4%
4	R209 RSA 6.25% 310336	2.4%	9	Standard Bank F/R 190617	1.4%
5	SIM Property Fund	1.6%	10	Investec F/R 120315	1.3%

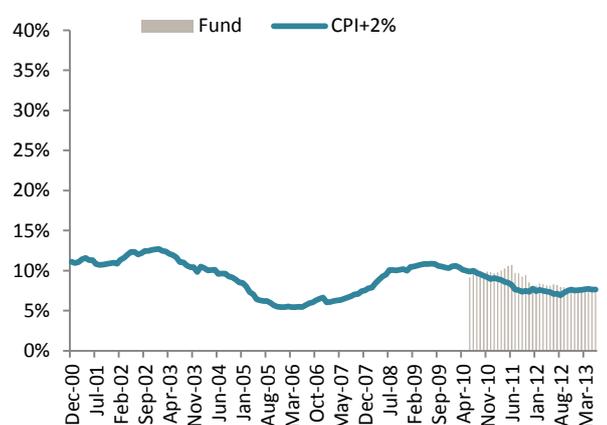
Cumulative Performance vs Benchmark since inception



Historical performance as at 30 June 2013



3-year rolling performance vs. CPI target



Money Market

Risk Profile: Capital Preservation
Size: N\$4.4bn

Portfolio Description

The Money Market Fund aims to achieve stable and secure returns for the risk averse investor by investing in a diversified combination of liquid money and capital market instruments. The underlying investment is the Bank Windhoek Investment Fund.

Inception: Feb-02
CIO: Ian Erlank

Portfolio Manager

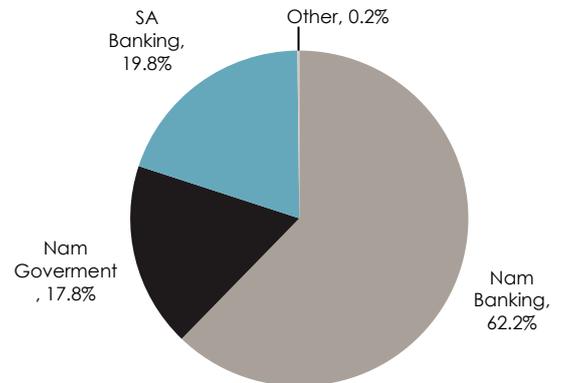
Capricorn Asset Managers (Tertius Liebenberg)

Benchmark

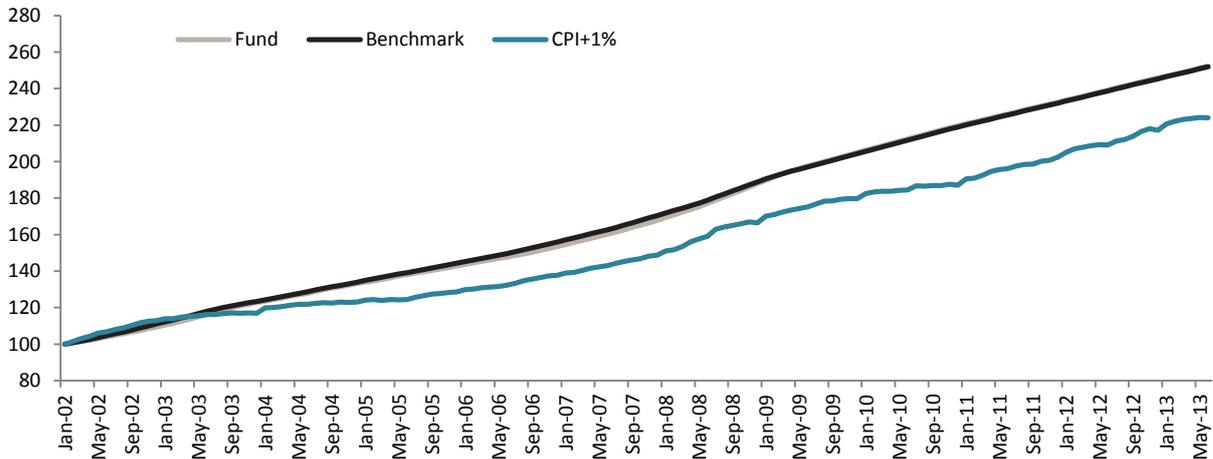
The benchmark for this portfolio is the Bank of Namibia 7 day Repo Rate. For comparative purposes the IJG Money Market Index has been used as benchmark.

Fees: 0.5% p.a.

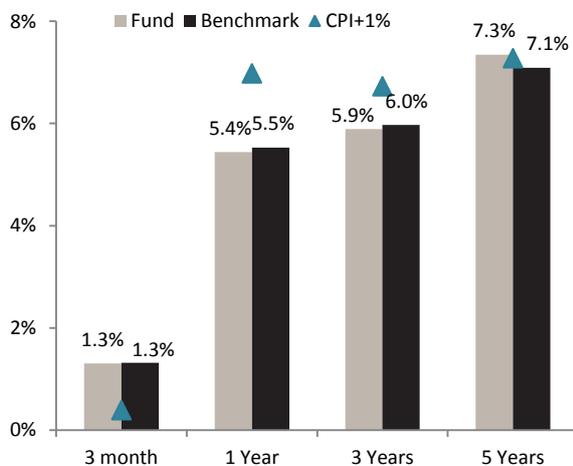
Asset Allocation as at 30 June 2013



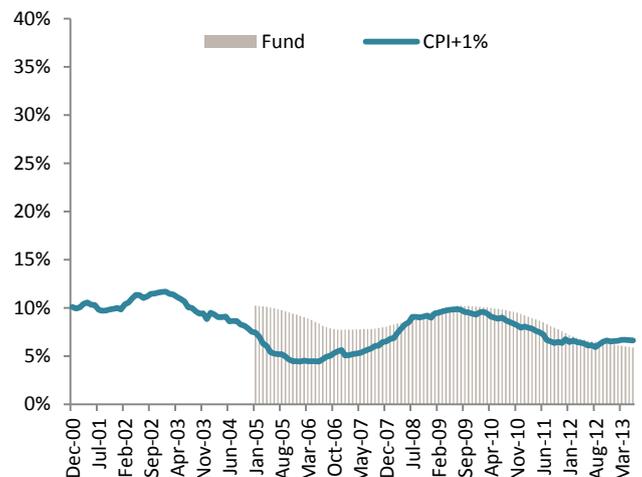
Cumulative Performance vs. Benchmark since inception



Historical performance as at 30 June 2013



3-year rolling performance vs. CPI target



5. Glossary

Asset Allocation: The weighting of assets in an investment portfolio amongst different asset classes (shares, bonds, property, cash, and international investments).

BEASSA All Bond Index (ALBI): Bond Exchange Actuarial Society of South Africa Index.

Balanced Fund: An investment portfolio that spreads its holdings over a range of asset classes, which typically include shares, fixed interest, property, international securities, and cash.

Benchmark: An index or other market measurement that is used by a fund manager as a yardstick to assess the risk and performance of a portfolio; for example, the All Share Index is a commonly used benchmark for Domestic Equity portfolios.

Bottom-up Analysis: A form of security analysis that begins with forecasting returns for individual companies, then moves to industries and, finally, the economy as a whole.

Capital Preservation Portfolio: Portfolios that provide investors with a 100% Capital Guarantee (i.e. initial investments + contributions + percentage of bonuses received).

FTSE/JSE All Share Index (ALSI): A “basket” of shares representing all the shares on the JSE. This index is used as a measurement to indicate price movements in the market.

Growth Style: Growth style managers identify companies with above average earnings growth, which they believe will be reflected by the price in future. These shares usually have a higher P/E ratio as the price is higher due to earnings being generated at a fast pace.

Growth at a Reasonable Price: An investment style in which the manager selects shares where the company is growing profits, but the share price is not over-priced relative to that growth or shares of which the P/E ratio is below that of the index.

Inflation (CPI): The consumer price index represents the increase in the price of a “basket” of basic goods and services e.g. food, petrol. It provides an indication as to how fast prices are increasing in the economy.

Institutional Investor: An organisation whose primary purpose in investment markets is to invest its own assets or those that it holds in trust for others. Institutional investors include fund managers, life companies, retirement funds, banks, etc.

JMCA: An abbreviation for Jacques Malan Consultants and Actuaries.

JP Morgan Global Bond Index: An index which can be used to measure global bond market movements. Countries’ bonds across the globe form part of the index, each carrying a certain weight in the index.

Market Value Adjustment: A term used with smooth bonus products. All disinvestments which are not for benefit payment (ie switches, terminations) will be paid out at the lower of book or market value. Genuine benefit payments are defined to be payments iro resignation, death and retirement.

Median: The middle value that exceeds half of the values in the sample and which is exceeded by the other half. For example, if five items cost R20, R80, R100, R300, and R500 respectively, the median value would be R100, whereas the mean would be R200.

MSCI World Equity Index: An index which can be used to measure global market movements. Countries across the globe form part of the index, each carrying a certain weight in the index.

NSX Index: A “basket” of shares representing all the shares on the Namibian Stock Exchange. This index is used as a measurement to indicate price movements in the market.

Price Earnings Ratio: A stock's market price divided by its current or estimated future earnings per share. The PE ratio is used by the investing public as a measure of the attractiveness of a particular share versus all other shares. The lower the ratio relative to the average of the share market, the lower the market's profit growth expectations.

Prudential Unit Trust: A unit trust which complies with Regulation 28 of the Pension Fund Act.

Regulation 28: The regulation in the Pension Fund Act providing guidelines for the investments of retirement funds.

Strategic Asset Allocation: The composition of an asset mix within a portfolio, constructed with the aim of meeting the long-term objectives of a fund, rather than being based on short-term views of relative performance of the various asset classes. Usually a benchmark is derived in this fashion.

STeFI: Short Term Fixed Interest Index. An index used to measure performance for short term (cash) investments.

Top Decile: A statistical measure dividing a sample into ten numerically equal groups. Thus, ‘top decile’ means the top 10% of a given sample.

Top-Down Analysis: A form of security analysis that begins with forecasting broad macroeconomic trends, then assessing the impact on industries and, finally, on individual companies.

Tactical Asset Allocation: A process by which the asset allocation of a fund is changed on a short-term basis to take advantage of perceived differences in relative values of the various asset classes. TAA can also be described as the variation of asset allocation around the strategic asset allocation.

Upper Quartile: A statistical measure dividing a sample into four numerically equal groups. Thus, ‘upper quartile’ means the top 25% of a given sample.

Value Style: Asset managers who have a value style identify shares which trade below intrinsic value in the belief that the share price will return to its intrinsic value. These securities usually have low prices relative to book value or earnings.

Volatility: A measure used to define risk which refers to the degree of fluctuation of returns over a specified period (normally short-term). The higher the volatility, the higher the fluctuation of returns which is associated with greater uncertainty of expected returns. This scenario is defined as being high risk.

6. Appendix A

The following table represents some salary replacement ratios:

Assumed Investment Return for 30 years before retirement (after fees)	Assumed NET contribution towards retirement i.e. AFTER all costs for risk and administration etc (as % of pensionable salary)				
	8%	10%	12%	14%	16%
CPI + 5%	47%	59%	70%	82%	94%
CPI + 4%	39%	49%	59%	69%	79%
CPI + 3%	33%	42%	50%	58%	67%
CPI + 2%	28%	35%	42%	50%	57%

The Trustees consider an appropriate post retirement income to be 60% of pre-retirement pensionable income after 30 years of service (assuming that 2% accumulates for each year of service). This ratio is defined as the salary replacement ratio. The above table shows a range of ratios for various net retirement funding contribution rates in relation to real investment returns, assuming retirement at age 60. Other assumptions are:

Pre-retirement:

- **Real rate of return before retirement is dependent on the investment portfolio chosen;**
- Salaries are assumed to increase in line with price inflation. In order to assess the impact of a salary increase of 1.0% per annum above inflation, one needs to look at a 1.0% per annum lower real return (e.g. if the targeted real rate of return on the selected investment portfolio is CPI + 4% then one needs to look at the results of CPI + 3% in the above table to see the salary replacement ratio if salaries increase 1.0% per annum above price inflation);
- No break in service or 100% preservation of accumulated fund credit where there is a change of employer;
- Full fund credit available on retirement (one-third and two-thirds) is used to generate the pension;
- Effect of tax is not taken into account.

Post retirement

- Single life with-profit annuity is purchased at age 60 years;
- Allowance for future pension increases is approximately 2/3rds of price inflation.