



TERMS OF REFERENCE

Expression of Interest for Investment Partners

Ohangwena Region Investor Action Plan 2026–2030

1. Background and Context

The Ohangwena Region, located along Namibia's northern border with Angola, has a population of 337,729 (NSA 2023), making it the country's second most populated region. Population growth of +37.6% between 2011 and 2023 underscores the region's demographic dynamism and latent economic potential. The region anchors the Namibia–Angola corridor through the Oshikango / Santa Clara border post Namibia's busiest northern crossing providing access to approximately 349.5 million SADC consumers.

In 2025, the Office of the Governor published the Ohangwena Regional Investor Map (ORIM), a comprehensive market intelligence tool identifying investment opportunities across five priority sectors: Agriculture, Manufacturing, Healthcare, Tourism, and Creative Industry. In 2026, the Governor's Office adopted the Ohangwena Investor Action Plan (IAP) 2026–2030, which translates the ORIM into an executable programme with a defined governance architecture, a ten-stage EOI process, a dual-arranger financing model, and a pipeline of sixteen anchor projects.

These Terms of Reference (TOR) govern the Expression of Interest process through which the Governor's Office, acting through the **Regional Investment Committee (RIC)**, invites, assesses, and onboards qualified domestic and international partners for investment and partnership across the Ohangwena Region.

2. Purpose of the Expression of Interest

The EOI process serves the following purposes:

- To attract a diverse and qualified pool of investment partners from Namibian SMEs to multilateral DFIs for the Ohangwena Region's prioritised project pipeline;

- To establish a transparent, structured, and repeatable mechanism for partner identification, assessment, and onboarding;
- To enable the Technical Committee and Sectoral Working Groups to screen, score, and rank prospective partners against defined, weighted criteria;
- To facilitate the progression of shortlisted partners through project preparation, due diligence, and Investment Facilitation Agreement (IFA) signing; and
- To support the financing architecture by providing DBN (Lead Arranger) and co-lenders with a structured pipeline of commercially prepared, bankable projects.

3. Scope of Investment Opportunities

The EOI covers all investment opportunities identified under the Investor Action Plan across five priority sectors. The indicative project pipeline and investment envelopes are as follows:

Sector	Investment Envelope	Anchor Projects	Partnership Models
Agriculture	N\$90M – 195M	Mahangu & Grain Hub; Irrigation Scheme; Livestock & Meat Processing; Aquaculture Pilot	PPP, PPCP, JV, Private
Manufacturing	N\$165M – 410M	Oshikango EPZ/SEZ; Textile Facility (PIH JV); Logistics Hub; Construction Materials	PPP, JV, Private FDI
Healthcare	N\$73M – 177M	Helao Nafidi Private Hospital; E-Health; Medical Supplies Manufacturing; Health Insurance	PPP, Private, DFI
Tourism	N\$30M – 65M	Okongo Eco-Lodge; MICE & Conference; Heritage Routes; Conservancy Expansion	PPCP, Community JV, Private
Creative Industry	N\$8M – 23M	Ohangwena TV Series; Music Studios; Craft Export Chain; Youth Hubs	PPP, Youth Fund, NIPDB

Partners are not limited to the anchor projects listed above. The EOI process is open to innovative proposals that align with the IAP's five priority sectors and the region's strategic objectives.

4. Eligible Partner Categories

Category	Description
Namibian SMEs & Entrepreneurs	Namibian-owned businesses establishing or scaling operations in Ohangwena; eligible for local procurement preferences and NIPDB support
Domestic Institutional Investors	DBN, commercial banks (Bank Windhoek, FNB, Nedbank, Standard Bank), GIPF (via asset managers), Agribank, pension funds, insurance companies
National DFIs	Development Bank of Namibia, Agricultural Bank of Namibia, Environment Investment Fund
SADC Regional Businesses	Companies based in SADC member states with capabilities in agro-processing, healthcare, logistics, tourism, or manufacturing
International Private Investors	Foreign direct investors, institutional funds, private equity firms, and family offices seeking frontier-market ESG-aligned opportunities
Continental & Multilateral DFIs	AFC, Afreximbank, AfDB, DBSA, IDC, IFC, MIGA, Africa50, OPEC Fund, EIB/EFSD+
Technical Assistance Providers	Consulting firms, NGOs, universities, and research institutions providing feasibility, capacity building, or technology solutions
Community-Based Organisations	Registered CBOs and conservancies for PPCP investment models in tourism, agriculture, and creative sectors

5. Submission Requirements

Each Expression of Interest must include the following documentation:

#	Requirement	Description
5.1	Organisational Profile	Corporate structure, ownership and beneficial owners, registration documentation, organisational chart, and curriculum vitae of key personnel proposed for the engagement
5.2	Technical & Financial Concept Note	Description of the proposed investment or partnership, including: project description, technical approach, indicative deal size, target sector and location, proposed partnership model (PPP, JV, PPCP, Private, FDI, TA), implementation timeline, and expected employment and economic impact

#	Requirement	Description
5.3	Partnership Preference	Model Specification of the preferred partnership model from the options available under the IAP: Public–Private Partnership, Joint Venture, Public–Private–Community Partnership, Private Investment, Foreign Direct Investment, or Technical Assistance
5.4	ESG Declaration	A declaration confirming the applicant's commitment to environmental, social, and governance standards, including: environmental management practices, labour standards, community engagement approach, and anti-corruption policies
5.5	Financial Evidence	Capacity Audited financial statements for the most recent three (3) financial years. Where audited statements are not available (e.g., early-stage ventures, CBOs), the applicant must provide management accounts, bank reference letters, and a statement explaining the absence of audited financials
5.6	Contact Details	Nominated representative for all subsequent engagement, including name, title, email, telephone, and physical address

6. Evaluation Criteria and Scoring Methodology

All compliant EOI submissions will be assessed by the relevant Sectoral Working Group (SWG) using a weighted scoring methodology. The evaluation criteria and weightings are as follows:

Criterion	Weighting	Description
Technical Capability	25%	Demonstrated technical expertise, relevant track record, quality of proposed approach, capacity to deliver
Financial Capacity	20%	Financial soundness, evidence of capital availability, ability to mobilise required investment, creditworthiness
Development Impact	20%	Employment creation (with emphasis on youth and women), skills transfer, community benefit, alignment with NDP6 and Vision 2030
ESG Commitment	15%	Environmental management, social responsibility, governance standards, climate resilience considerations
Namibian Content	12%	Local ownership, local procurement commitment, joint venture with Namibian partners, technology transfer, skills development for Namibian staff
Innovation	8%	Novel approaches, technology adoption, scalability, replicability, contribution to regional value addition

The minimum qualifying score is 60%. EOIs scoring below this threshold will not be shortlisted for RIC consideration. Scores are advisory to the RIC, which retains discretion to shortlist candidates based on strategic considerations not captured by the scoring framework.

7. Ten-Stage EOI Process and Indicative Timeline

Stage	Description	Lead	Timeline
1	Teaser Package Preparation: Annual Investment Prospectus, Governor's Letter of Support, ORIM summary, DBN Lead Arranger confirmation	Monasa Advisory / TC / Governor's Office	Q4 preceding year
2	EOI Launch & International Dissemination: NIPDB, DFI networks, diplomatic channels, investment conferences, digital platforms, media	Governor's Office / NIPDB / Monasa / DBN	Q1 annually
3	Submission Window: Partners submit documentation per Section 5	All partners	6–8 weeks
4	TC Screening: Eligibility and completeness check; compliant EOIs routed to relevant SWG	Technical Committee	2–3 weeks
5	SWG Assessment: Weighted scoring per Section 6 criteria	Sectoral Working Groups	4–6 weeks
6	RIC Shortlisting: TC presents ranked shortlist; shortlisted partners notified; investor briefing and site visits	RIC / Governor	2 weeks
7	Project Preparation: Monasa Advisory prepares DFI-standard PIMs, financial models, impact frameworks; bankability assessment	Monasa Advisory / Selected Partners	4–8 weeks
8	Due Diligence & Negotiation: Credential verification, land & infrastructure, EIA, IFA negotiation via CDH Namibia; DBN reviews PIMs and issues Letter of Interest	TC / CDH Namibia / DBN	4–8 weeks
9	IFA Signing: Investment Facilitation Agreement executed with commitments on employment targets, local procurement ratios, ESG standards, reporting, and dispute resolution	Governor / RIC	Q3 target
10	Implementation Monitoring: Quarterly TC reporting; semi-annual RIC review; annual SORA report; independent evaluation every two years	TC / All partners	Ongoing

Average time from EOI submission to IFA signing: 6–9 months.

DFIs and institutional investors engage through the same EOI process but with a tailored Project Information Memorandum (PIM) track prepared by Monasa Advisory as Co-Lead Arranger that meets their internal credit and investment committee requirements.

8. Institutional and Financing Framework

8.1 Governance

Body	Composition	Role
Regional Investment Committee (RIC)	Governor (Chair); 8 line Ministries; ORC; ORLAs; Traditional Authorities; Private Sector; TC (invited)	Apex coordination; strategic direction; statutory approvals; IFA endorsement
Technical Committee (TC)	Private-sector experts; Ministry reps; DBN; Monasa; NIPDB; EIF; Agribank; NASRIA; Governor's Office (Secretariat)	Pipeline management; EOI administration; SWG coordination; investor relations
Sectoral Groups (5)	Private-sector leads; Ministry members; sector specialists	Sector-level project identification, assessment, and facilitation

8.2 Financing Architecture

The **Development Bank of Namibia (DBN)** is designated as Lead Arranger for all investment transactions. DBN structures, syndicates, and coordinates the full financing package, engaging co-lenders across a five-layer blended architecture:

Layer	Capital Type	Illustrative Providers
1	Grants / Technical Assistance	EIB/EFSD+, ADF, OPEC Fund, EU Cooperation, Namibia Youth Fund
2	Concessional Debt	AfDB, OPEC Fund, DBSA concessional window
3	Senior Project Finance (DBN-led)	DBN (anchor) + AFC + Afreximbank + GIPF + commercial banks

Layer	Capital Type	Illustrative Providers
4	Risk Mitigation / Guarantees	MIGA, AfDB PRG, DBSA credit enhancement, NASRIA
5	Equity / Quasi-Equity	IFC, Africa50, IDC, GIPF (via asset managers), ORC (land in-kind)

Development Bank of Namibia — Lead



Arranger

Monasa Advisory & Associates — Co-Lead



Arranger

9. General Terms and Conditions

1. This EOI does not constitute a tender, procurement process, or binding commitment by the Office of the Governor, the RIC, or the Government of the Republic of Namibia.
2. The Governor's Office reserves the right to accept or reject any EOI, to request additional information from any applicant, and to discontinue the process at any stage without obligation.

3. Submission of an EOI does not create any contractual relationship between the applicant and the Governor's Office, the RIC, or any member of the governance structure.
4. All information submitted will be treated as confidential and will be used solely for the purpose of evaluating the applicant's suitability for partnership under the Investor Action Plan.
5. Investment Facilitation Agreements (IFAs) will be prepared and negotiated by CDH Namibia (Kauta, Barendse & Kishi Incorporated) on behalf of the Governor's Office. IFAs are the sole contractual instruments governing investment commitments.
6. Applicants are responsible for their own costs in preparing and submitting an EOI. The Governor's Office does not reimburse any costs associated with the EOI process.
7. The EOI process operates on a rolling annual basis. There is no fixed closing date. Applicants may submit at any time and will be processed in the next available evaluation cycle.
8. All projects facilitated under this process must comply with applicable Namibian law, including the Companies Act, Environmental Management Act, Labour Act, Affirmative Action (Employment) Act, Public Procurement Act (where applicable), and the Foreign Investment Act.
9. The Governor's Office encourages applications that demonstrate gender responsiveness, youth empowerment, community engagement, and environmental sustainability.

10. Contact and Submission Details

Issuing Authority:	Office of the Governor, Ohangwena Region, Republic of Namibia
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