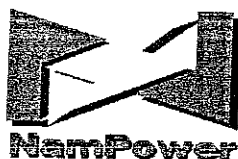


Applicable Pricing Supplement

NAMIBIA POWER CORPORATION (PROPRIETARY) LIMITED

*(incorporated in December 1964 with limited liability
under company registration number 2051 in the Republic of Namibia)*

**ZAR3 billion (NAD3 billion)
MEDIUM TERM NOTE PROGRAMME**



This document constitutes the Applicable Pricing Supplement relating to Tranche 1 of Series 1 of the Notes (listed or to be listed on BESA and the NSX under stock code number NMP20N as from 24 July 2007) to be issued under the Programme Memorandum, dated 20 June 2007, as amended or supplemented from time to time (the "**Programme Memorandum**") pursuant to the Namibia Power Corporation (Proprietary) Limited ZAR3 billion (NAD3 billion) Medium Term Note Programme.

References in this Applicable Pricing Supplement to the Terms and Conditions are to Section 7 of the Programme Memorandum headed "*Terms and Conditions of the Notes*". References to any Condition are to that Condition of the Terms and Conditions. Capitalised terms used in this Applicable Pricing Supplement are defined in Section 16 of the Programme Memorandum headed "*Definitions*" unless separately defined in this Applicable Pricing Supplement.

This Applicable Pricing Supplement must be read in conjunction with the Programme Memorandum. To the extent that there is any conflict or inconsistency between the provisions of this Applicable Pricing Supplement and the Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail.

A	DESCRIPTION OF THE NOTES	
1.	Issuer	Namibia Power Corporation (Proprietary) Limited
2.	Tranche number	1
3.	Series number	1

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4.	Status	Unsecured Senior Notes (see Condition 5)
5.	Form of Notes	The Notes in this Tranche are issued in certificated form and are lodged in the CSD under a single Global Certificate.
6.	Type of Notes	Fixed Rate Notes
7.	Aggregate Principal Amount of this Tranche	ZAR500million (NAD500 million)
8.	Minimum denomination per Note	ZAR1 million (NAD1 million)
9.	Specified Denomination (nominal amount per Note)	ZAR1 million (NAD1 million)
10.	Business Day Convention	Following Business Day Convention (Condition 11.5.1)
11.	Business Centre	Johannesburg
12.	Additional Business Centre	Windhoek
B	<u>PROGRAMME AMOUNT</u>	
1.	Programme Amount as at the Issue Date	ZAR3 billion (NAD3 billion)
2.	Aggregate Outstanding Principal Amount of all of the Notes issued under the Programme as at the Issue Date	ZARnil (NADnil) excluding the aggregate Principal Amount of this Tranche
C	<u>ISSUE AND REDEMPTION</u>	
1.	Issue Date	24 July 2007
2.	Issue Price	100% of the Principal Amount, being ZAR500million (NAD500 million)
3.	Specified Currency	ZAR
4.	Final Maturity Date	24 July 2020
5.	Redemption Amount	ZAR500million (NAD500 million)
6.	Applicable Maturity Date	The Applicable Maturity Date of this Tranche of Notes means (i) in the case of redemption pursuant to Condition 7.1, the Final Maturity

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		Date or (ii) in the case of redemption pursuant to Condition 7.3, the Early Redemption Date stipulated in the notice contemplated in Condition 7.3 or (iii) in the case of redemption pursuant to Condition 7.4, the Early Redemption Date defined as such in Condition 7.4.3.3, as the case may be.
D	<u>FIXED RATE NOTES</u>	
1.	Fixed Interest Rate	The Notes in this Tranche will bear interest at the Fixed Interest Rate equal to 9.35% per annum (nominal annual compounded semi-annually) for the period from and including the Interest Commencement Date to but excluding the Applicable Maturity Date.
2.	Interest Payment Date(s)	The interest due on this Tranche of Notes will be paid semi-annually in arrear on 24 July and 24 January in each year up to and including the Applicable Maturity Date.
3.	Interest Commencement Date	24 July 2007
4.	First Interest Payment Date	24 January 2008
5.	Interest Period(s)	Each successive period commencing on and including an Interest Payment Date and ending on but excluding the following Interest Payment Date. The first Interest Period will commence on and include the Interest Commencement Date and the last Interest Period will end on but exclude the Applicable Maturity Date.
6.	Initial Broken Amount	Not Applicable
7.	Final Broken Amount	Not Applicable
E	<u>AGENTS AND SPECIFIED OFFICES</u>	
1.	Calculation Agent	Namibia Power Corporation (Proprietary)

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		Limited
2.	Specified Office of the Calculation Agent	NamPower Centre, 15 Luther Street Windhoek, Namibia
3.	Paying Agent	FirstRand Bank Limited, acting through its Rand Merchant Bank division ("RMB")
4.	Specified Office of the Paying Agent	14 th Floor, 1 Merchant Place, cnr. Rivonia Road and Fredman Drive, Sandton, 2196, South Africa
5.	Transfer Agent	RMB
6.	Specified Office of the Transfer Agent	14 th Floor, 1 Merchant Place, cnr. Rivonia Road and Fredman Drive, Sandton, 2196, South Africa
F	<u>REGISTER CLOSED</u>	
1.	Last Day to Register	Up until 17h00 (South African time) on the eleventh day (whether such is a Business Day or not) preceding each Interest Payment Date and the Applicable Maturity Date, being in each instance, the last date on which the Transfer Agent will accept Transfer Forms and record in the Register the transfer of Notes represented by Certificates.
2.	Register Closed Period	The Register will be closed during the ten days preceding each Interest Payment Date and the Applicable Maturity Date from 17h00 (South African time) on the Last Day to Register until 17h00 (South African time) on the day preceding the Interest Payment Date and the Applicable Maturity Date.
G	<u>GENERAL</u>	
1.	Additional selling restrictions (if any)	Not Applicable
2.	International Securities Numbering (ISIN)	ZAG000041815
3.	Stock Code Number	NMP20N
4.	Financial exchange	The Bond Exchange of South Africa and the

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		Namibian Stock Exchange
5.	If syndicated, names of Dealer(s)	(i) FirstRand Bank Limited, acting through its Rand Merchant Bank division, (ii) pointBreak Namibia Holdings (Proprietary) Limited and (iii) NedNamibia Holdings Limited
6.	Stabilisation Manager (if applicable)	Not Applicable
7.	Credit rating assigned to this Tranche of Notes as at the Issue Date (if any)	Not Applicable
8.	Issuer credit rating as at the Issue Date	(i) Long-term Issuer Default Rating ("IDR") of BBB- (BBB minus) and F3 short-term and (ii) National unsecured senior rating BBB+(zaf) and F2(zaf) short-term rating on the South African National Scale.
9.	Rating Agency	Fitch Southern Africa (Proprietary) Limited
10.	Governing law	The Notes and the Applicable Terms and Conditions are governed by, and shall be construed in accordance with, the laws of South Africa, save that all references in the Applicable Terms and Conditions to (and provisions regarding) Namibian legislation will be governed by, and construed in accordance with, the laws of Namibia.
11.	Commercial Paper Regulations	The information required to be disclosed in terms of paragraph 3(5) of the Commercial Paper Regulations is attached to this Applicable Pricing Supplement as Annexure "A" (except where such information is disclosed in the Programme Memorandum and/or elsewhere in this Applicable Pricing Supplement).

Application is hereby made to list Tranche 1 of Series 1 of the Notes on The Bond Exchange of South Africa and the Namibian Stock Exchange, as from 24 July 2007, pursuant to the Namibia Power Corporation (Proprietary) Limited ZAR3 billion (NAD3 billion) Medium Term Note Programme.

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Commercial Paper Regulations: Additional Information

The information required to be disclosed in terms of paragraph 3(5) of the Commercial Paper Regulations is set out in this Annexure "A", except where such information is disclosed in the Programme Memorandum and/or the relevant Applicable Pricing Supplement (as defined below).

This Annexure "A" is applicable to Tranche 1 of Series 1 of the Notes (listed or to be listed on BESA and the NSX under stock code number NMP20N as from 24 July 2007) to be issued under the Programme Memorandum (the "**relevant Tranche**"). This Annexure "A" will be attached to the Applicable Pricing Supplement relating to the relevant Tranche (the "**relevant Applicable Pricing Supplement**").

Capitalised terms used in this Annexure "A" are defined in Section 16 of the Programme Memorandum headed "*Definitions*" unless separately defined in the relevant Applicable Pricing Supplement and/or this Annexure "A".

a) **Issuer and Ultimate borrower**

(paragraph 3(5)(a) of the Commercial Paper Regulations)

The Issuer of the relevant Tranche is Namibia Power Corporation (Proprietary) Limited (incorporated in December 1964 with limited liability under company registration number 2051 in Namibia).

The "*ultimate borrower*" (as defined in paragraph 1 of the Commercial Paper Regulations) of the net proceeds from the issue of the relevant Tranche will be the issuer.

b) **Going concern**

(paragraph 3(5)(b) of the Commercial Paper Regulations)

The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments, thereby reflecting the adequacy of the liquidity and solvency of the Issuer.

c) **Auditors**

(paragraph 3(5)(c) of the Commercial Paper Regulations)

The auditors of the Issuer as at the Issue Date of the relevant Tranche are KPMG (registered chartered accountants and auditors in Namibia). KPMG (registered chartered accountants and auditors in Namibia) has acted as auditors of the Issuer's latest audited financial statements.

d) **Total amount of Commercial Paper**

(paragraph 3(5)(d) of the Commercial Paper Regulations)

The Issuer has not, prior to the Issue Date of the relevant Tranche, issued any Commercial Paper.

To the best of the Issuer's knowledge and belief, the Issuer estimates that it will not issue any further Commercial Paper (other than the relevant Tranche) during the Issuer's current financial year.

e) **Other information**

(paragraph 3(5)(e) of the Commercial Paper Regulations)

Not Applicable

f) **Material adverse change**

(paragraph 3(5)(f) of the Commercial Paper Regulations)

Save as disclosed in the Programme Memorandum, there has been no material adverse change in the Issuer's financial position since the date of the Issuer's last audited annual financial statements.

g) **Listing**

(paragraph 3(5)(g) of the Commercial Paper Regulations)

The relevant Tranche is listed on The Bond Exchange of South Africa and the Namibian Stock Exchange and all or any of the Notes in the relevant Tranche may be subscribed for in South Africa.

h) **Use of proceeds**

(paragraph 3(5)(h) of the Commercial Paper Regulations)

The net proceeds from the issue of the relevant Tranche will be applied by the Issuer for the purposes of its capital expenditure programme.

i) **Security**

(paragraph 3(5)(i) of the Commercial Paper Regulations)

The Notes in the relevant Tranche are unsecured.

j) **Auditors confirmation**

(paragraph 3(5)(j) of the Commercial Paper Regulations)

KPMG (registered chartered accountants and auditors in Namibia, as auditors of the Issuer, have confirmed that nothing has come to their attention to indicate that the issue of the relevant Tranche under the Programme will not comply in all respects with the provisions of the Commercial Paper Regulations.