

BRIMSTONE CONSORTIUM SPV

1. **SUMMARY INTRODUCTION**

The BRIMSTONE Consortium SPV is a combination of investment capacity and the representative bodies of black legal and medical professionals. It has been specifically created as a value-adding shareholder for the purposes of the Old Mutual Group BEE transactions.

The BRIMSTONE Consortium SPV is led by Brimstone Investment Corporation Limited ("BRIMSTONE"), a JSE listed black investment holding company. BRIMSTONE holds 67% of the equity of BRIMSTONE Consortium SPV. The remaining 33% of BRIMSTONE Consortium SPV is owned by Mtha-we-Mpumelelo (Pty) Ltd ("Mtha"), a company whose shareholders include Izingwe Financial Investments (Pty) Ltd ("Izingwe Financial Investments"), Chestnut Hill Investments 211 (Pty) Ltd ("Chestnut Hill"), South African Medical and Dental Practitioners ("SAM DP"), the Black Lawyers Association ("BLA") and the National Association of Democratic Lawyers ("Nadel").

The investment groupings within the BRIMSTONE Consortium SPV are:

- BRIMSTONE, a listed black investment holding company led by founders Mustaq Brey and Fred Robertson. Mustaq is the founder, and former CEO of KMMT Brey, the largest black auditing practice in the country. BRIMSTONE is chaired by Professor Jakes Gerwel, the former Director General in the Office of President Nelson Mandela and current chairperson of a number of non-profit organizations. Professor Gerwel is chairman of South African Airways and serves on the boards of a number of listed companies;
- Izingwe Financial Investments, an associate company of Izingwe Capital, is an empowerment investment vehicle led by Siphso M. Pityana, the former Director General of the Departments of Labour and Foreign Affairs and the former Managing Director of Nedbank Strategic Business Development; and
- Chestnut Hill, an empowerment grouping led by Bulelani Ngcuka, the former National Director of the National Prosecuting Authority.

The individuals represented in these investment groupings have held high-level positions in both the public and private sectors. They provide a unique blend of complimentary skills including extensive transformation related expertise, strategic visioning and positioning; an extensive understanding of both the public and private sector, as well as solid business development and marketing abilities.

The broad based groupings participating in the Old Mutual Group BEE transactions include bodies that represent black lawyers and medical practitioners in South Africa. These groupings include Nadel, the BLA and SAM DP and provide the Old Mutual Group with critical access to these key emerging markets.

The BRIMSTONE Consortium SPV's structure and stakeholder base ensure that it is able to provide meaningful contribution to the strategic, business and transformational issues faced by the Old Mutual Group. It furthermore provides a platform to assist the Group in tackling its most important markets.

2. **COMPANY PROFILE**

2.1. **Value Add**

The entities and individuals represented through the BRIMSTONE Consortium SPV have various capacities and skills, which contribute to a profile that will provide ongoing benefit to the Old Mutual Group. In general, these abilities can be categorised as follows –

2.1.1. ***Industry skills:***

The BRIMSTONE Consortium SPV includes individuals with experience in a number of areas key to the Old Mutual Group's businesses. These individuals will enable the BRIMSTONE Consortium SPV to meaningfully engage with the Old Mutual Group and to provide relevant input at both a strategic and operational level.

2.1.2. ***A broad professional skills base:***

The BRIMSTONE Consortium SPV, through Mtha, has the support and participation of the representative bodies of black lawyers and medical practitioners in South African through Nadel, the BLA and SAMDP. The participation of these groupings will assist in securing the commitment of a major target market for the Old Mutual Group. The groupings have a multitude of financial services needs and the Old Mutual Group's bancassurance model will go a long way in servicing these needs, both on a professional and a personal level.

2.1.3. ***Diverse and strategic networks and alliances:***

The individuals represented in the BRIMSTONE Consortium SPV have held senior positions in both the public and private sectors. They provide a unique blend of complimentary skills including extensive transformation related expertise, strategic visioning and positioning; an extensive understanding of both the public and private sectors, as well as solid business development and marketing abilities.

They have an intimate understanding of black economic empowerment and transformation generally. This is the result of years of involvement in public sector transformation, playing a significant role in the evolution of government economic and delivery strategies, and successes in driving the restructuring and repositioning of large organisations.

As a result, their reach extends throughout the public sector, private sector (including the industrial, health and financial services sectors), the trade union environment and into the African continent. These individuals will play effective roles in driving the Old Mutual Group's development strategies and will be strong advocates for the Old Mutual Group.

Profiles for each of the entities involved in the BRIMSTONE Consortium SPV are included below.



BRIMSTONE
INVESTMENT CORPORATION LIMITED

COMPANY PROFILE

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1. **INTRODUCTION**

BRIMSTONE was incorporated in South Africa on 2 October 1995 as an investment vehicle for black South Africans and listed on the JSE in 1998. BRIMSTONE's shares are listed in the "Investment Companies" sector of the JSE list and the company has a total market capitalisation of approximately R240m.

2. **MISSION STATEMENT**

BRIMSTONE seeks to be profitable, empowering and to have a positive social impact on the businesses and individuals with whom it is involved, including shareholders, employees, suppliers, customers and the community.

3. **CORPORATE PROFILE AND EMPOWERMENT CREDENTIALS**

BRIMSTONE is a black controlled and managed investment holding company domiciled in the Republic of South Africa. The company seeks to achieve above average returns for its shareholders by investing in businesses and entering into alliances to which BRIMSTONE contributes capital, ideas, management, impeccable empowerment credentials and a value driven corporate identity. BRIMSTONE remains a focused investment holding company with primary investments in the industrial, financial services and healthcare sectors.

The company prides itself on its impressive empowerment profile, with more than 52% of its economic value being in the hands of black South Africans. BRIMSTONE has approximately 3,700 shareholders, majority of whom are individual black South Africans. The company's board of directors consists exclusively of black South Africans and operational management of the company is in black hands.

BRIMSTONE employs approximately 1,100 employees in its subsidiaries and more than 19,300 in its associate companies. The company has sought to empower its people through extensive employee participation in the equity of BRIMSTONE with the result that many of these employees are shareholders in BRIMSTONE. Employee participation in the equity of the company has resulted in economically empowered individuals and has seen an alignment of employee's interests with those of shareholders.

Most recently, BRIMSTONE has won three of the Financial Mail's Top Empowerment Company Awards 2005, as Financial Services sector winner, Management sector winner and was placed fifth overall in the Top Empowerment Company Awards 2005.

4. **INVESTMENTS**

BRIMSTONE is a black investment holding company with strategic investments in the following sectors of the South African economy:

- Industrial sector: investments in House of Monatic (manufacturer of upmarket men's clothing), Lenco (packaging) as well as Sea Harvest Corporation (fishing);

- Financial Services sector: investments in AON (insurance broking and consulting) and Lion of Africa Insurance Company (short-term insurance). The company will further cement its place in this sector through its strategic shareholding in OM and Nedcor; and
- Healthcare sector: investments in Afrox Healthcare (one of South Africa's largest private hospital groups) and The Scientific Group (supplier of medical equipment to the healthcare sector).

The overriding theme running through all facets of BRIMSTONE's business is an active engagement with well-established players in the industries in which BRIMSTONE operates. BRIMSTONE's management has sound technical expertise and, coupled with their extensive industry experience, make them an invaluable asset to BRIMSTONE 's investee companies.

5. **CORPORATE SOCIAL INVOLVEMENT**

BRIMSTONE's Corporate Social Involvement ("CSI") activities are aimed towards its responsibility in uplifting the communities its serves. Focus areas of BRIMSTONE's CSI activities include education, health care, enterprise development, job creation and community empowerment.

In line with this, Brimstone has participated or supported the following projects to facilitate its CSI programme:

- The Business Trust;
- Yabonga Childrens Project (an initiative that supports pregnant women with HIV/AIDS);
- Cape Flats Development Association;
- Winter Warmth Programme;
- Staff education and training through its in-house bursary trust;
- The BRIMSTONE Investments Limited Share Trust which was initiated with the aim of putting an appropriate mechanism in place to reward and incentivise existing management and employees;
- Suid-Ooste Fees; and
- Operation Timbuktu.

6. **KEY MANAGEMENT**

Professor Gert Johannes (Jakes) Gerwel (58)

Non-executive chairman

Professor Gerwel is the former Director-General in the office of President Nelson Mandela and was Secretary of the Cabinet in the Government of National Unity from 1994 to June 1999. He is Chancellor of Rhodes University, Distinguished Professor in the Humanities at the University of the Western Cape, Honorary Professor in the Humanities at the University of Pretoria and Chairman of the Human Sciences Research Council.

Professor Gerwel chairs the Boards of Trustees of the Nelson Mandela Foundation, the Mandela Rhodes Foundation and the African Centre for the Constructive Resolution of Disputes. He is the chairman of South African Airways and serves on the boards of Goldfields, Naspers and OM.

Mustaq Ahmed Brey (51)

Chief Executive Officer

Mustaq was admitted as a partner to Friedberg, Miller Gruft & Company, a firm of chartered accountants, in 1980. Mustaq went on to start his own auditing practice in 1985 that evolved into the country's largest black auditing practice in 1997, namely KMMT Brey Inc.

A founder member of BRIMSTONE, it was under Mustaq's guidance and vision that the company successfully listed on the JSE in 1998. Mustaq currently serves on the boards of Sea Harvest Corporation, Oceana, The Scientific Group and Lion of Africa Insurance Company. Mustaq also serves on the audit committee of the South African Revenue Services.

Frederick (Fred) John Robertson (50)

Executive Deputy Chairman

A former teacher and ex-employee of OM, Fred started his own insurance brokerage, Commlife Holdings in 1990 after 10 years with OM. Commlife Holdings currently has interests in private equity, short-term insurance, life assurance, employee benefits, fund management, insurance broking as well as property administration and development.

Fred is co-founder of BRIMSTONE and together with Mustaq has managed the company since inception. Fred has gained extensive business experience through his directorships of Remgro and Sea Harvest Corporation, as well as chairmanships of Lion of Africa Life Assurance Company, Lion of Africa Insurance Company, House of Monatic and Lobedu Leo Burnett Holdings. He is also a founding trustee of the Business Trust.

Lawrie Zev Brozin (49)

Investment manager

After serving articles with Arthur Andersen in Johannesburg and qualifying as a CA, Lawrie became involved in managing his family's business interests. He was involved in the acquisition of the Spareco Group in 1990 and was instrumental in turning the company around. In 1993 the Spareco Group listed on the JSE as Varex and went on to win the Financial Mail Top Industrial Company award in 1994.

Lawrie joined the management team at BRIMSTONE in October 1996, where he played a valuable role in growing the company to the stage of its listing in July 1998. He was intimately involved in BrimEquity, BRIMSTONE's joint venture private equity fund with Coronation Capital Limited and was responsible for monitoring BRIMSTONE's investments in the fund. Lawrie was responsible for the successful completion of the Afrox Health transaction.

Lawrie is a non-executive director of Nando's Group Holdings Limited.

Nicole Martin (28)

Company Assistant Accountant

Nicole served her articles in Cape Town and is currently studying for her post-graduate degree in accounting, with the intention of qualifying as a CA in the near future.

Nicole joined BRIMSTONE in April 2003 as an assistant accountant and has been a significant contributor to the operational success of the company over the last few years.

Tiloshani Naidoo (30)

Legal and Compliance Officer

Tiloshani completed her LLB at the University of the Western Cape and after attending the School of Legal Practice at the University of Cape Town, joined BRIMSTONE in 2001 as the professional assistant to the CEO. Her dedication and commitment to the group resulted in her becoming BRIMSTONE's Compliance Officer in 2004.

Tiloshani has been instrumental in furthering BRIMSTONE's culture of change and the transformation initiatives in its investee companies.



MTHA-WE MPUMELELO (PTY) LIMITED

COMPANY PROFILE

1. SHAREHOLDERS

Mtha is spearheaded by Sipho Mila Pityana, Bulelani Thandabantu Ngcuka, Mveleli Booi and Tsakani Matshazi who are supported by a large and diverse group of individuals. Brief credentials of all these individuals are included in this document.

Mtha's shareholders are Izingwe Financial Investments, Chestnut Hill, BLA, Nadel and SAMDP. Profiles for each of these entities are included in this document.



I Z I N G W E

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1. **CORPORATE PROFILE**

IZINGWE FINANCIAL INVESTMENTS

Izingwe Financial Investments, a shareholder in Mtha-we-Mpumelelo Investments, is an associate company of Izingwe Capital (“Izingwe”), an empowerment investment vehicle led by Siphon M. Pityana, the former Director General of the Departments of Labour and Foreign Affairs and previously the Managing Director of Nedbank Strategic Business Development.

Izingwe invests in established and successful companies in a variety of sectors. To date, its primary focus has been the manufacturing and engineering, financial services and mining sectors. Izingwe is a long term and active equity holder. It makes focussed interventions to protect and secure new business and to reposition and transform companies to adapt and thrive in the current environment. These focussed interventions are in terms of performance agreements which govern Izingwe’s day to day involvement in its investments.

Since its formation in January 2004, Izingwe has established a presence in various key industries, including –

- Power and engineering, where a consortium led by Izingwe recently acquired a 30% stake in Aberdare Cables, Africa’s largest cable manufacturer;
- Financial services, through its interest in Riscura Solutions, an independent pension fund and asset management consultancy that represents clients with funds in excess of R400 billion; and
- Paper and pulp, where Izingwe in partnership with Actis and management, acquired Peters Papers from Nampak Limited. Peters Papers distributes over 6,000 paper and associated products to commercial printers and resellers.

Other shareholders include Phillip D. Dexter, the former Executive Director of NEDLAC, Ashley B. Ally, the former Chief Executive Officer of the Legal Aid Board, Tsakani Matshazi, a chartered accountant with significant private equity experience and Mark Sifris, a corporate attorney.

Izingwe has a combination of complementary skills. This includes high level strategic visioning and positioning; extensive understanding of the public and private sector, strong financial, legal and managerial skills and abilities as well as strong business development and marketing.

2. KEY MANAGEMENT

Sipho M. Pityana (BA Hon, MSc (London)) is Executive Chairman of Izingwe. He is Non-Executive Chairman of Riscura, Vice Chairman of Aberdare Cables, Non-Executive Director of Bytes Technology Group and a member of NEPAD Business Group Steering Committee. He was a Group Executive Director of Nedcor Investment Bank Holdings and a Managing Director in Nedbank. He was formerly Director General of the Departments of Foreign Affairs and Labour, the Registrar of the University of Fort Hare and the Chairman of the Johannesburg World Summit Company. He serves on several boards of various state entities. He has an extensive understanding of public sector policy due to his pivotal contribution in driving significant public restructuring processes. He has a strong understanding of the dynamics and opportunities on the African continent as a result of his many years of involvement and associations with significant players in the continent.

Ashley B. Ally (MSc (Dortmund), MBA (Oxford Brookes - Current)) is currently the Chief Executive Officer of Izingwe. In 2002 he completed a term as Chief Executive Officer of the Legal Aid Board where he engineered a dramatic turnaround to establish a new board that is financially sound and dynamically adaptable to the changing conditions in South Africa. He was previously the Strategic Executive for the City of Johannesburg responsible for a joint portfolio that covered Metropolitan Planning, Economic Development, Transportation and Marketing and Tourism. He was also the Bid Project Manager for the World Summit on Sustainable Development. As a result he has long successful track record in high-level strategy development and implementation.

Tsakani Matshazi (BCom, PGDA (UCT) (CA (SA)) has primary responsibility for the financial affairs at Izingwe. She completed her articles at PriceWaterhouse Coopers Inc. She has two years of private equity experience with Worldwide Capital Limited where she held a position of Private Equity Executive. This position covered all components relating to identifying investment opportunities, their valuation and transaction implementation and monitoring. From September 2002 to her recent employment at Izingwe, she managed the operations of the business finance unit of the Eastern Cape Development Corporation.

Phillip D. Dexter (BA, MA (UCT)) has recently completed a four year term as the Executive Director of the National Economic Development and Labour Council. In that capacity he was responsible for facilitating national agreement for significant legislation and public policy initiatives. He has strong working relationships with leadership of business, the public sector, labour and communities. Phillip is currently a member of the African National Congress Executive Committee and the National Treasurer of the South African Communist Party. His directorships include SA Tourism and Proudly South African. He was previously a Member of Parliament and the General Secretary of National Health and Allied Workers Union. Phillip is an Executive Director of Izingwe.

Mark Sifris (BCom, LLB (University of the Witwatersrand)) is a corporate attorney with four years experience at Werksmans Attorneys. His particular area of expertise was mergers, acquisitions and disposals, listings and transnational transactions. From 1999 to 2002 he consulted to the Trade Union Investment Movement on BEE. In this capacity, he was involved in implementing a number of transactions, managing a number of large tender processes and developing policy and solutions to implement BEE transformation imperatives. He is currently an Executive Director at Izingwe.

CHESTNUT HILL COMPANY PROFILE

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1. COMPANY PROFILE

Chestnut Hill has been established to take advantage of the opportunities that the current BEE environment, particularly the Financial Sector Charter, presents. The company has various capabilities and skills to contribute to the growth of the companies it partners with.

The individuals within the company bring with them various relationships, both in the private and the public sector, which are leveraged for the growth of partner entities.

Chestnut Hill is a BEE company that is built on sound business principles and is owned and controlled by historically disadvantaged South Africans.

Chestnut Hill is led by Bulelani Ngcuka who was the former National Director of Public Prosecutions.

Other shareholders include –

- Mveleli Booi, previously the Chief Executive of Gobodo Incorporated,
- Sango Siviwe Ntsaluba, previously a partner at SizweNtsaluba VSP, a large independent black firm and an Executive Director at Transnet,
- Kennedy Memani is a business strategist who is a Director of KREM Investment Holdings and the Senior Partner in XK Memani, Ruiters and Associates.
- Thabiso Tlelai, the Chief Executive Officer of Don Suite Hotels,
- Gilimamba Sylvester Mahlati a specialist surgeon who has extensive experience in the health care and insurance industry, and
- Bonga Mlambo, an in research methodologies, community facilitation and institutional capacity building

2. KEY MANAGEMENT

Bulelani T. Ngcuka, BProc. (Fort Hare), LLB (Unisa), M.A. (University of Webster) is the Executive Chairman of Amabubesi Investments. He is the former National Director of Public Prosecutions (NPA), a position he held since 1998. He is one of South Africa's leading legal practitioners. He was admitted as an attorney in 1980 and subsequently played a significant role as a human rights lawyer and political activist in the United Democratic Front. He was a member of the ANC delegation to CODESA and a leading player in the resultant multi party negotiations. He became the leader of the ANC preparatory delegation to Parliament, an ANC MP and Chief Whip of the ANC in Senate. He also served on the Constitutional Assembly and Constitutional Committee, the Judicial Service Commission and was Deputy Chair of the National Council of Provinces. He serves on various boards including Transnet, V&A Waterfront Holdings (Chairman), The PA Group and STRB Attorneys.

Sango Siviwe Ntsaluba (BCom (Fort Hare), BCompt Hons (Unisa), CA, HDip Tax (RAU)) was previously a partner at SizweNtsaluba VSP, a large independent black firm. He was later the Executive Director at Transnet responsible for restructuring and rail. He is currently the Chief Executive Officer of Amabubesi Investments and a Non-Executive Chairman of SizweNtsaluba. He is a Board member of the National Electricity Regulator, SASRIA, the Eastern Cape Development Corporation and the National Housing Finance Corporation. He was also a member of the BEE commission.

Mveleli Booï (B.Comm. CA (SA), CIMA) is a chartered accountant who was previously the Chief Executive of Gobodo Incorporated. During this time it was one of South Africa's most reputable independent firms of black accountants. He is regarded as an expert in the area of strategy formulation, strategic finance and corporate governance. He is currently the Chairperson of the Audit Committee of LGWSETA and an Executive at Amabubesi Investments.

Kennedy Memani (BComm, H.Dip. Tax, CA (SA)) is a business strategist who is a Director of KREM Investment Holdings and the Senior Partner in XK Memani, Ruiters and Associates. He has extensive experience working with the public sector on restructuring and privatisation programs, including for Telkom and Transnet. He Co-Chaired the search for a strategic equity partner for South African Airways. He is a Board member of the SABC and is Chairman of the Eskom Pension Fund.

Thabiso Tlelai (BComm (Memorial University of Newfoundland, Canada)) is the Chairman and Chief Executive Officer of Don Suite Hotels. He is the majority shareholder of this company. He serves on several boards including South African Tourism and the South African Tourism Association. He is Chair of the Tourism Business Council of South Africa. He has received numerous awards for entrepreneurship.

Gilimamba Sylvester Mahlali (M.B.Ch.B. (University of Natal, Fellow of College of Surgeons of South Africa (University of Cape Town), Clinical Fellow in Liver Surgery King's College Hospital – London)) is a specialist surgeon who has extensive experience in the health care and insurance industry. He is an Executive Director of Amabubesi Health Care. He is consultant to various entities on health care issues including public sector and trade unions. He is the former Managing Director of Strategic Investments at MEEG Bank, and a former executive director at Channel Life.

Bonga Mlambo (BA. Soc. Sc. (Swaziland), MA Soc Sc. (Carlton University – Ottawa)) has particular expertise in research methodologies, community facilitation and institutional capacity building. In 1995 he founded Zizamele Facilitation Services, a black owned consultancy firm specialising in community development and facilitation services. He currently heads Uluntu Investments, a black owned investment vehicle with interest in various sectors.



Black Lawyers Association

COMPANY PROFILE

The Black Lawyers Association (“BLA”) represents approximately 900 black legal professionals and 300 legal students. It is a voluntary association whose objectives include the support and development of black lawyers and the provision of legal education and services to the black community. It is a representative voice for black legal professionals in South Africa and it administers various programs to support its constituency. Its programs include providing continuous legal education, placing qualified law students and providing salary subsidies to assist firms in employing candidate attorneys.



NATIONAL ASSOCIATION FOR DEMOCRATIC LAWYERS

COMPANY PROFILE

National Association of Democratic Lawyers (“Nadel”) is a voluntary organisation of lawyers, which has a primary goal of ensuring access to justice for previously disadvantaged individuals. Its members comprise all legal practitioners including attorneys, advocates, judges, paralegals and law students. Nadel has representation throughout the country. It participates on various bodies within the legal system including the Law Society, The Attorneys Fidelity Fund Board of Control, the Legal Aid Board and the Judicial Services Commission. Nadel provides legal advocacy and various legal support programs, including Judicial skills training.



SOUTH AFRICAN MEDICAL AND DENTAL PRACTITIONERS

THE SAMDP GROUP HOLDINGS LIMITED

COMPANY PROFILE

The South African Medical and Dental Practitioners Association (SAMDP) represents black medical and dental practitioners. It has 5,000 members. SAMDP is an active player in health industry transformation. It also plays a significant role in ensuring ethical standards, quality service and accessible health care throughout South Africa. It coordinates supporting medical education and the dissemination of information through journals, newsletters and workshops. It has close relationships with the various labour federations, the public sector and civic organisations.

SAMDP Group Holdings (SGH) was founded as a vehicle of wealth creation for members of the SAMDP. The primary aim of SGH is to achieve a realization of participation in mainstream economic activities and to establish itself as a healthcare market leader. Secondly SGH aims to address the specific needs of doctors in meaningful participation in business through capacity building. The markets that are targeted by SGH are in Healthcare Services and related industries within South African, the NEPAD region and international markets.