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# DENEL

## EXHIBIT W 8

### NONYAMEKO MANDINDI



**JUDICIAL COMMISSION OF INQUIRY INTO ALLEGATIONS OF STATE CAPTURE,  
CORRUPTION AND FRAUD IN THE PUBLIC SECTOR INCLUDING ORGANS OF STATE**

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**IN THE JUDICIAL COMMISSION OF INQUIRY INTO THE ALLEGATIONS OF STATE CAPTURE  
BEFORE DEPUTY CHIEF JUSTICE ZONDO (“THE COMMISSION”)  
HELD IN JOHANNESBURG**

**STATEMENT**

I, the undersigned

**NONYAMEKO MANDINDI**

hereby state under oath as follows:

**Introduction and Outline of Statement**

- 1. I make this statement in my capacity as a former Non- Executive Director the Denel SOC Limited (“Denel”) Board of Directors. The statement is based on my recollection of the events that took place at Denel during my tenure as a Non-Executive, contemporaneous correspondence, notes and other material still in my possession.
- 2. In this statement, I will deal with the following:
  - 2.1. Firstly, I set out a brief personal profile on myself;
  - 2.2. Secondly, I deal with my appointment as Non-Executive Director to the Denel Board of Directors;
  - 2.3. Thirdly, I deal with the establishment of Denel Asia and board dealings;
  - 2.4. Finally, I set out my concluding Remarks.

**Brief Personal Profile**

- 3. I hold a BSC degree in Quantity Surveying, Executive Masters in Positive Leadership and Strategy and a number of other specialised qualifications. As a qualified quantity surveyor, I have worked in professional consultancy, construction, asset management

*NM*

and financing of property and infrastructure assets. Over time my experience has been more in management and leadership roles.

4. Over the timespan of my career I have worked on various infrastructure projects such as the Gautrain, Monte Casino, Sandton and Durban Convention Centres, amongst others.
5. I have served on several State Owned Entity boards in non-executive director capacity, notably Denel, SARCC (now PRASA), Intersite, Propnet (a subsidiary of Transnet), amongst others.

Currently I am a director on the following listed Boards of Directors, Hyprop Limited and Hudaco Industries Limited

**Appointment as Non-Executive Director of the Denel Board of Directors**

6. Towards the end of 2014, whilst I was employed as the CEO and Southern & East Africa Business Line Director at the Dutch Engineering Company Royal Haskoning DHV, there was an advert by Department of Public Enterprises for Board Members at their SOE's in the weekend media.
7. I was nominated by my colleagues Monde Mondli and Olga Vukeya for all the SOE Boards.
8. I thought that I would be considered rather to the Transnet Board because of my previous experience as Board Member at SARCC, Intersite and Propnet, although my business experience was appropriate for any of the Board.
9. Although I did not have extensive experience in the industry in which Denel operates I was not concerned about my nomination because I operate on a strategic level and have extensive business experience and pertaining to the property portfolio at Denel.
10. During 2015 I received a notification from the Department of Public Enterprises, via Orcilla Ruthman of DPE that I was being considered for the Denel Board.
11. I was then appointed to the Denel Board in May 2015 and attended induction on 24 July 2015.

12. I know Minister Lynne Brown from the early 2000s when I was a member of the Wesgro Board in the Western Cape during her term as MEC for Economic Development.
13. At the induction of the 2015 Denel Board Minister Lynne Brown seemed to be pleasantly surprised to see me as we had not been in contact since the Wesgro days.
14. I did not know all of the 2015 Denel Board members, except for Refilwe Mokoena whom I recognised as a student at the University of Natal at the same time as me. All the Board Members were new players in my radar and I never had interactions with them in the business sector before.

#### **Suspension of Executive Directors**

15. At around the second Board Meeting the Board Members were asked to submit their cellular phones for storage. The cellular phones were left outside the Board Meeting Room in a box. I was taken aback and Lugisani Daniel Mantsha (**"Mantsha"**), the Chairperson of the Board explained that it is for security reasons.
16. During this Board meeting questions were raised by certain Board Members on issues which were not part of the board pack. As someone, who reads board packs meticulously I pointed out that such issues cannot be discussed because it was not in the board pack.
17. Around the 3rd or 4th Board Meeting a notice was given to have a Special Board Meeting on 23 September 2015 to discuss the LSSA deal.
18. When I arrived for this Special Board Meeting at Denel's offices in Centurion an Audit and Risk Committee (ARC) Meeting was already in progress in the main boardroom, so we had to wait.
19. Mantsha called me into his offices, and explained that the ARC Meeting was to discuss the CEO because there were concerns about him.
20. When we called into the Board Meeting it was again explained by Mr Mantsha that there were concerns about the CEO and CFO. The concerns related to the Audit Committee's



assertions of some misinformation and inadequate detail in the information provided. I was surprised how this was unfolding because I believed the 2015 Board tenure was too short in office to sufficiently and fairly assess the CEO. I was also confused because according to the agenda for the Special Board Meeting we were supposed to consider the LSSA deal. It transpired that the Company secretary Ms Elizabeth Africa's competence was also being questioned.

21. Tau Mahumapelo ("**Mahumapelo**") was nominated to act as Company Secretary if the then incumbent Company Secretary would be suspended and Zwelakhe Ntshepe as Acting CEO if the CEO would be suspended. Subsequent to the meeting I raised concerns as to whether Mr Ntshepe was suitable to be appointed as the acting CEO. While he was a good Business Development Manager, it seemed that we as the Board members, having been in office for such a short period might not have sufficient knowledge to know whether he had the relevant experience to lead the company.
22. I left the Special Board Meeting early at around 21:00 before its conclusion. I was extremely concerned at the manner in which the meeting was unfolding and concerned that there was a possible action being taken against three senior people (CEO, CFO and Company Secretary). At the stage I left the meeting it was clear that despite the concerns I had raised the Board was intent making the acting appointments. I heard the next day that the Board had made a resolution to suspend the executive members concerned and approve those acting appointments.
23. On 25 September 2015 I wrote a letter to Mantsha to discuss the issues raised during the Special Board Meeting of 23 September 2015, to which I did not receive any response. The concerns raised by me in the letter Mantsha on the matters arising during the Special Board Meeting of 23 September 2015, can be summarised as follows, which letter is attached hereto marked "**NM1**".
  - 23.1. The agenda of the Special Board Meeting held on 23 September 2015 was to discuss the report of the ARC in respect of the LSSA transaction with the Board Members, and not the suspension of the Executive Directors.

- 23.2. Such a decision to suspend is serious and would have necessitated a full Board sitting with ample notice time, and not the short notice as was provided. Not all the Board Members were present because of the short notice.
- 23.3. The ARC Report was not circulated with the meeting notification and neither was it circulated before the meeting. It was only handed to Board Members during the meeting and therefore no opportunity was provided to the Board Members to apply their minds to the facts at hand in order to contribute wisely and constructively.
- 23.4. The intended decision to suspend the Executive Directors was only communicated to the Board Members during the meeting and the findings of the ARC Report was not discussed rigorously by the Board with reference to the merits and demerits of the LSSA transaction.
- 23.5. The ARC Report did not analyse the various aspects of the LSSA transaction and no conclusion was reached that on the basis of the analysis there is a need to act against the Executive Directors.
- 23.6. The structure of the ARC Report looks like they approached the documentation with the purpose of formulating a charge sheet and there were some inaccuracies that could open the Board to challenges. Also no recommendations were made to strengthen controls.
- 23.7. It looked like a lack of rapport between ARC and the Company Secretary ended up constituting a dismissible offence.
- 23.8. The recommendation for Mr Mahumapelo to act as Company Secretary could have led to the Board being discredited because there was a conflict of interest because he was part of the ARC who made the recommendation/decision to suspend.
24. Mantsha as Chairperson should have, as a requirement, informed Minister Brown (as Shareholder) about the intent to suspend the Executive Directors. I am not aware of any feedback from Brown as to the suspension of the Executive Directors.

25. On 7 October 2015 I signed a Round Robin Resolution wherein I disagreed to appoint a law firm to conduct an investigation into the LSSA deal. The Round Robin Resolution is attached hereto marked "NM2".
26. I followed this up with an email to my co-Board Members dated 13 October 2015 wherein I stated that the LSSA transactions needs analysis to determine if it was sound and what remedial action should be taken, and therefore requires an investment company or an audit firm with transactional analysis expertise, and not a law firm. I then repeated that the Board had not discuss the merits and demerits of the transaction, and further propose that the Board should consider constituting an Investment Committee. The email is attached hereto marked "NM3".
27. Despite my disagreement, view and sentiment expressed, Dentons Attorneys were appointed to investigate the Executive director claims (with the intention of formulating a charge sheet.
28. I was part of a Committee looking at the investigative work which did. I was consciously part of this Committee to ensure that there was justice and fairness in the process.
29. I have seen the Dentons Report. Dentons struggled to find "sticky" points against the Executive Directors and Mantsha became increasingly impatient with Dentons.
30. By the time when I left the matter had not been finalised.

#### **The Establishment of Denel Asia**

31. During October 2015, if my memory serves me correctly, I read the board pack pertaining to establishment Denel Asia by way of a joint venture between Denel and VR Laser Asia.
32. I was of the view that the Denel Asia deal was a set-aside of government processes and I was concerned about the sovereign IP of our defence innovations not being sufficiently protected.



33. Effectively all manufacturing would have gone to VR Laser. This would not have followed procurement processes which called for competitive procurement. The board proceeded to approve the Denel Asia deal.

### Concluding Remarks

34. During 2016 Denel started attracting a lot of negative media with particular focus on the Board.
35. The fact that we were on the newspapers virtually every weekend began to make me uncomfortable from a reputational risk perspective.
36. I had my reservations as to the expertise and experience of the other Board Members, and in particular I was not convinced that the Chairperson of the ARC (Mpho Kgomongoe) was strong enough for the portfolio and recommended to Mr Mantsha that a Chartered Accountant should be considered for the portfolio of Chairperson of the ARC to ensure that there is adequate oversight by the committee.
37. I finally resigned from the Denel Board in July 2016, after my completing my studies and needed to explore employment opportunities.
38. In essence, my appointment to the board seems to have followed the normal recruitment and vetting processes per the attached correspondence from Ms Orcillia Ruthman of DPE.




**NONYAMEKO MANDINDI**

**I CERTIFY THAT** the Deponent has acknowledged that she knows and understands the contents of this Affidavit which was signed and sworn to before me at \_\_\_\_\_ on this \_\_\_\_\_



day of October 2020 under compliance with the Regulations contained in Government Notice No R1258 dated 21 July 1972 (as amended).

  
COMMISSIONER OF OATHS (RSA)  
**NEELAMBAL KRISHNASAMY**  
Postnet Kyalami  
Kyalami Business Park, Midrand  
Ref: 142/12/2015  
**COMMISSIONER OF OATHS**



# ANNEXURE "NM1"



**25 September 2015**

The Chairman  
Denel SOC Limited  
Nelmapius Drive  
Irene  
Centurion

**Attention : Mr D. L Mantsha**

Dear Chair

**RE: Special Board Meeting – 23 September 2015**

Again I must apologise for having had to leave the meeting prior to its conclusion on Wednesday night. I am not aware of the conclusion of the meeting yet, however I would like to place on record the concerns I raised on the matters arising from the meeting.

**Procedural Issues**

1. My comments, e-mailed earlier on 23 September, on the short notification of the above meeting refer. There is a fine line between urgency and haste. Major decisions like this necessitate a full board sitting which a few days' notice would have achieved.
2. The agenda of the meeting was supposed to have been, to discuss the report of the Audit and Risk committee in respect of the LSSA transaction.
3. The LSSA transaction information pack was circulated on 15 September 2015 to give more detail than was presented at the Board meeting of 10 September, therefore, the Special board meeting of the 23 September would have been the discussion of the Audit and Risk committee findings, but this time with the other Board members being more informed about the transaction.
4. The report of the Audit and Risk committee was not circulated with the meeting notification, neither was it circulated prior to the meeting. We only got a copy of the report when you were briefing us. I find this unacceptable that we are expected to engage a serious matter without being given the opportunity to apply our minds to the facts at hand, and therefore contribute to the challenges at hand wisely and constructively
5. The proposed intention to recommend the suspension of the Executive Directors was also not disclosed to the other board members beforehand. A suspension or even instituting a disciplinary action against senior management is a very serious matter and it is unfair for us to have only learnt of that development at the meeting. Further, for a serious matter like that, I believe we should have been taken in confidence and warned prior to the meeting so that we have the benefit of prior consideration and thought.
6. I would have expected that the findings of the Audit and Risk committee would be discussed rigorously by the board with reference to the merits and demerits of the transaction as presented in the transaction pack circulated on the 15 September. My recollection of the discussion at the 10 September board is that this transaction was referred back to the Audit & Risk committee due to insufficient information, which management had undertaken to provide. Further, there was a realisation that only



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the Audit and Risk committee had been privy to the level of information and therefore there was a need to bring the balance of the board up to speed to enable decision making. Based on the foregoing, one would have expected a report analysing the various aspects of the transaction, and on the basis of that analysis, concluding that there is a need to act against the executive directors. The structure of the report of the Audit and Risk committee tabled on 23 September looks like they approached the documentation with the purpose of formulating a charge sheet and there are some inaccuracies in the report which could open the board to challenges. There is no reference to the merits and demerits of the transaction. There is no reference to the decisions that the board might need to make to bring the transaction back on track or recommendations to strengthen controls and other mitigations.

#### Modus Operandi

1. It is a universal understanding that when new leadership steps in, changes may follow. What differs is the spirit of the change execution.
2. As indicated in the meeting, I find it disappointing that whilst we have not had much opportunity to deliberate the matter as a board, there was some urgency for the executive directors to leave immediately. Why? This tendency not to afford proper handover processes by senior executives, robs entities of continuity and sustainability. We cannot build a strong democracy on the back of weak institutions.
3. The recommendations for the CEO and CFO have been tabled and unfortunately I have no prior knowledge of the individuals nor am I able to pose opinion on their capabilities over this brief time on the board. In this regard, one has to trust the judgement of the Audit and Risk committee.
4. The recommendation for Mr Tau to act, I believe is bad judgement and could lead to the board being discredited. I would advise that the board does not get involved, in whatever capacity, in operational matters to ensure that we maintain our objectivity and oversight role. Further, Mr Tau is part of the Audit and Risk committee which is making the recommendations so his acting role constitutes a conflict of interest.

There is a lot of legal an Audit firms that provide secretarial services and the board members do not have to be involved, save for the need to record the minutes of the meeting of the 23<sup>rd</sup> September. Further, if we follow the correct governance and recruitment procedures, replacing the Company secretary is not going to take only 1 month, so his acting role will have to be extended, thereby perpetuating the conflict of interest.

#### Company Secretary

1. I do not know to what extent the HR has been involved in this process, but I find it harsh that what looks like a lack of rapport between the Audit and Risk chair and the company secretary, ends up constituting a dismissible offence. I would have thought a warning would suffice and then we all work on creating positive relationships going forward.

Finally chair, I do understand that it may be necessary to change the executive directors, what I am challenging is the manner in which these things get done. It is possible to part in amicable ways, leaving the dignity, reputation of both parties intact. As it is, we have a lack of black talent in our country and we cannot continuously send a message of malice and





reputational damage towards this talent, especially by state entities. How are we going to implement the critical transformation as prioritised by our government if we are not able to nurture our professionals? How is it that we get so intolerant of our own and end up creating unnecessary anarchy?

Trusting that we, as a board, will provide the necessary credibility, leadership and stability to take Denel to even greater heights.

Kind regards

Nyami Mendindi



*Nm*

*Nm*

## **ANNEXURE “NM2”**



RRR06 – Denel SOC Ltd  
 APPOINTMENT OF LAW FIRM TO INVESTIGATE THE TRANSACTION  
 RELATING TO THE ACQUISITION OF LSSA  
 07/10/2015



DENEL GROUP

**DENEL SOC LIMITED**

(Registration number: 1992/01337/30)

Incorporated in the Republic of South Africa

("the Company")

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**ROUND ROBIN RESOLUTION(S) OF THE DIRECTORS OF THE COMPANY  
 PASSED ON \_\_ OCTOBER 2015**

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**RRR06/2015 - APPOINTMENT OF LAW FIRM TO INVESTIGATE THE TRANSACTION  
 RELATING TO THE ACQUISITION OF LSSA**

**WHEREAS:**

- A. As a result of the finding of the Audit and Risk Committee report dated 23 September 2015 regarding the conduct of the executive directors of the Company and the group company secretary in respect of the purchase of Land Systems South Africa by the Company ("Transaction"), it is necessary to appoint a law firm to investigate the Transaction and any alleged irregularities and provide a report and recommendations to the Board in respect thereof.
- B. Three law firms from the Company's panel will be approached and given an opportunity to bid for appointment.
- C. The Board wishes to delegate its authority to invite bids from, negotiate with, and appoint a law firm to investigate the Transaction to the Acting Group Chief Executive Officer. The terms of reference of the law firm selected for appointment to be approved by the Audit and Risk Committee.
- D. The board authorises the Acting Group Chief Executive Officer to appoint a suitable law firm from the Company's panel, other than the law firm appointed in terms of C above, to act for and on behalf of the Company in any labour related matters pertaining to the suspended employees as per the Audit and Risk Committee report referred to in A above.

**IT IS THEREFORE RESOLVED THAT:**

- 1. The Acting Group Chief Executive Officer of the Company is authorised and empowered to invite bids as per the Company processes from at least three law firms from the Company's panel, to prepare and sign all such documents and do all such things as may be necessary or requisite to recommend for appointment from the bid proposals, a suitable law firm and for the settlement of the selected law firm's terms of reference to the Audit and Risk Committee.


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Denel SOC Ltd, Reg No 1992/001337/30, Nellmapius Drive, Irene  
 P O Box 8322, Centurion, 0046, South Africa. Tel: +27 (0)12 671 2700, Fax: +27 (0)12 671 2751  
 Directors: Mr L D Mantsha (Chairman), Mr R Saloojee<sup>1</sup> (Group Chief Executive Officer), Ms M Kgomongoe, Mr T D Mahumapelo,  
 Ms P M Mahlangu, Ms N Mandindi, Mr Z Mhlontlo<sup>1</sup>, Ms R Mokoena, Mr N J Motseki, Mr T J Msomi, Lt Gen T M Nkabinde (rtd),  
 Ms K P S Ntshavheni,

<sup>1</sup>Executive Director  
 Group Company Secretary: Ms E M Africa

RRR06 – Denel SOC Ltd  
 APPOINTMENT OF LAW FIRM TO INVESTIGATE THE TRANSACTION  
 RELATING TO THE ACQUISITION OF LSSA  
 07/10/2015

2. Subject to the passing of resolution number 1, the Acting Group Chief Executive Officer shall provide regular reports on the progress of the investigation to the board.
3. The law firm will be obliged to:
  - 3.1. have internal forensic audit capabilities; or
  - 3.2. utilise the services of a South African forensic audit firm in the conduct of its investigation.
4. Subject to the approval of the terms of reference in order to give effect to the preceding resolutions, the Acting Group Chief Executive Officer and to the extent applicable, the Chairperson of the Audit and Risk Committee as well as the Chairperson of the Board of Directors of the Company, be and is hereby authorised and empowered to prepare and sign all such documents and do all such things as may be necessary or requisite to give effect to the above resolutions.

<u>Director</u>	<u>Agree</u>	<u>Disagree</u>	<u>Signature</u>	<u>Date</u>
L D Mantsha	<input type="checkbox"/>	<input type="checkbox"/>		
M Kgomongoe	<input type="checkbox"/>	<input type="checkbox"/>		
T D Mahumapelo	<input type="checkbox"/>	<input type="checkbox"/>		
P M Mahlangu	<input type="checkbox"/>	<input type="checkbox"/>		
N Mandindi	<input type="checkbox"/>	<input checked="" type="checkbox"/>		7/10/2015
N J Motseki	<input type="checkbox"/>	<input type="checkbox"/>		
T J Msomi	<input type="checkbox"/>	<input type="checkbox"/>		
Lt Gen T M Nkabinde	<input type="checkbox"/>	<input type="checkbox"/>		
K P S Ntshavheni	<input type="checkbox"/>	<input type="checkbox"/>		

**PLEASE SUBMIT COMPLETED ROUND ROBBIN TO MS TANYA VAN DER MERWE AT DENEL CORPORATE OFFICE OR E-MAIL THE COMPLETED ROUND ROBIN REQUEST BY NO LATER THAN 09:30 AM ON 08 OCTOBER 2015.**

**Ms Tanya Van Der Merwe**  
**Email: [TanyaV@denel.co.za](mailto:TanyaV@denel.co.za)**

Denel SOC Ltd, Reg No 1992/001337/30, Nellmapius Drive, Irene  
 P O Box 8322, Centurion, 0046, South Africa. Tel: +27 (0)12 671 2700, Fax: +27 (0)12 671 2751  
 Directors: Mr L D Mantsha (Chairman), Mr R Saloojee<sup>1</sup> (Group Chief Executive Officer), Ms M Kgomongoe, Mr T D Mahumapelo, Ms P M Mahlangu, Ms N Mandindi, Mr Z Mhlontlo<sup>1</sup>, Ms R Mokoena, Mr N J Motseki, Mr T J Msomi, Lt Gen T M Nkabinde (rtd), Ms K P S Ntshavheni,

<sup>1</sup>Executive Director  
 Group Company Secretary: Ms E M Africa

## **ANNEXURE “NM3”**





**Nyami Mandidi**

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**From:** Nyami Mandindi <nyami@netactive.co.za>  
**Sent:** 13 October 2015 01:28 AM  
**To:** TanyaV@denel.co.za; dan@lugisanimantshaattorneys.co.za  
**Cc:** 'khumbudzo@gmail.com'; 'mpho.kgomongoe@hotmail.com'; 'nkabindetm11@gmail.com'; 'nyami@netactive.co.za'; 'pmahlangu@mahlanguattorneys.co.za'; 'refiloe.msiza@gmail.com'; 'sparks.motseki@gmail.com'; 'tau@gadikalalodge.com'; 'thamsanqa.msomi@gmail.com'  
**Subject:** FW: LSSA  
**Attachments:** scan.pdf

Dear Chair

Please note that I have not supported this resolution based on the following grounds :

- The LSSA transaction needs analysis on whether it was a sound investment decision or not and what remedial actions we should be taking to ensure that Denel is not in a worse position. This requires an Investment company or an audit firm with Transactional analysis expertise. A legal firm will be focusing on the legalities of a transaction which may not be sound anyway.
- We have not discussed this transaction as a board, its merits and demerits, and I believe we still need to do that objectively and come to a common understanding of the way forward.
- Because this is an Investment matter, I would propose that the board consider having an Investment Committee whose role and expertise is different to the Audit and Risk Committee.
- As per point D, I agree we should separate the matters, one is investment related and the other is indeed a legal issue .

The other comments and questions on the way forward and our approach are in a previous mail.

Kind regards

Nyami Mandindi  
Mobile : 082 909 9857

# ANNEXURE "NM-A"

Annexure not marked but referred to in affidavit



## Nomination forms

From: Olga Vukeya <Olga.Vukeya@rhdhv.com>  
Sent: 23 October 2014 05:09 PM  
To: Nyami Mandindi  
Cc: nyami@netactive.co.za  
Subject: FW: Nomination form for possible appointment to the Board of Directors of Trasnet  
Attachments: image001.jpg; image002.jpg; image003.jpg

Hi Nyami

Here is another acknowledgement email.

Kind regards

Olga

From: Transnet2014 [mailto:Transnet2014@dpe.gov.za]  
Sent: 23 October 2014 05:07 PM  
To: Olga Vukeya  
Subject: RE: Nomination form for possible appointment to the Board of Directors of Trasnet

Your application for Board of Director of Transnet is hereby acknowledged

From: Olga Vukeya [mailto:Olga.Vukeya@rhdhv.com]  
Sent: 17 October 2014 07:50 PM  
To: Transnet2014  
Subject: Nomination form for possible appointment to the Board of Directors of Trasnet

<<http://www.royalhaskoningdhv.com/en-gb/innovation/world-food-day/interview-with-peter-brabeck-letmathe>>

## Nomination forms

Dear Ms Orcilla Ruthnam

Please find attached Nomination form for Mrs Nyami Mandindi.

Kind regards

Olga Vukeya  
Executive Secretary

T +27 (0) 11 7986000 | D +27 (0) 11 7986532 | M 0 | E  
Olga.Vukeya@rhdhv.com <mailto:Olga.Vukeya@rhdhv.com> | W  
www.rhdhv.co.za

Royal HaskoningDHV (Pty) Ltd trading as Royal HaskoningDHV | Reg No.  
1966/001916/07

Building No. 5 Country Club Estate, 21 Woodlands Drive, Woodmead, 2191

PO Box 867, Gallo Manor, 2052, Gauteng, South Africa

<<http://www.rhdhv.co.za/>>

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## Nomination forms

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From: Olga Vukeya <Olga.Vukeya@rhdhv.com>  
Sent: 23 October 2014 02:09 PM  
To: Nyami Mandindi  
Cc: nyami@netactive.co.za  
Subject: FW: Nomination form for possible appointment to the Board of Directors of the South African Express Airways  
Attachments: image001.jpg; image002.jpg; image003.jpg

Hi Nyami

FYI

Kind regards

Olga

From: Sax2014 [mailto:Sax2014@dpe.gov.za]  
Sent: 23 October 2014 11:11 AM  
To: Olga Vukeya  
Subject: RE: Nomination form for possible appointment to the Board of Directors of the South African Express Airways

Your application for Board of Directors of SA Express is hereby acknowledged.

From: Olga Vukeya [mailto:Olga.Vukeya@rhdhv.com]  
Sent: 17 October 2014 08:39 PM



## Nomination forms

To: Sax2014

Subject: Nomination form for possible appointment to the Board of Directors of the South African Express Airways

<<http://www.royalhaskoningdhv.com/en-gb/innovation/world-food-day/interview-with-peter-brabeck-letmathe>>

Dear Ms Orcilla Ruthnam

Please find attached Nomination form for Mrs Nyami Mandindi.

Kind regards

Olga Vukeya  
Executive Secretary

T +27 (0) 11 7986000 | D +27 (0) 11 7986532 | M 0 | E [Olga.Vukeya@rhdhv.com](mailto:Olga.Vukeya@rhdhv.com)  
<<mailto:Olga.Vukeya@rhdhv.com>> | W [www.rhdhv.co.za](http://www.rhdhv.co.za)

Royal HaskoningDHV (Pty) Ltd trading as Royal HaskoningDHV | Reg No. 1966/001916/07

Building No. 5 Country Club Estate, 21 Woodlands Drive, Woodmead, 2191

PO Box 867, Gallo Manor, 2052, Gauteng, South Africa

<<http://www.rhdhv.co.za/>>

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From: Olga Vukeya <Olga.Vukeya@rhdhv.com>  
Sent: 22 October 2014 03:40 PM  
To: Nyami Mandindi  
Cc: nyami@netactive.co.za  
Subject: FW: Nomination form for possible appointment to the Board of Directors of the South African Airways  
Attachments: image001.jpg; image002.jpg; image003.jpg

Hi Nyami

FYI

Kind regards

Olga

From: Saa2014 [mailto:saa2014@dpe.gov.za]

## Nomination forms

Sent: 22 October 2014 03:38 PM

To: Olga Vukeya

Subject: RE: Nomination form for possible appointment to the Board of Directors of theSouth African Airways

Your application for Board of Directors of SAA is hereby acknowledged

From: Olga Vukeya [mailto:Olga.Vukeya@rhdhv.com]

Sent: 17 October 2014 11:00 PM

To: Saa2014

Subject: Nomination form for possible appointment to the Board of Directors of theSouth African Airways

<<http://www.royalhaskoningdhv.com/en-gb/innovation/world-food-day/interview-with-peter-brabeck-letmathe>>

Dear Ms Orcilla Ruthnam

Please find attached Nomination form for Mrs Nyami Mandindi.

Kind regards

Olga Vukeya  
Executive Secretary

T +27 (0) 11 7986000 | D +27 (0) 11 7986532 | M 0 | E Olga.Vukeya@rhdhv.com  
<mailto:Olga.Vukeya@rhdhv.com> | W www.rhdhv.co.za

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## Nomination forms

Building No. 5 Country Club Estate, 21 Woodlands Drive, Woodmead, 2191

PO Box 867, Gallo Manor, 2052, Gauteng, South Africa

<<http://www.rhdhv.co.za/>>

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From: Olga Vukeya <[Olga.Vukeya@rhdhv.com](mailto:Olga.Vukeya@rhdhv.com)>  
Sent: 21 October 2014 09:23 AM  
To: Nyami Mandindi  
Cc: [nyami@netactive.co.za](mailto:nyami@netactive.co.za)  
Subject: FW: Nomination form for possible appointment to the Board of Directors of Alexkor  
Attachments: image001.jpg; image002.jpg; image003.jpg

Hi Nyami

## Nomination forms

fyi

Kind regards

Olga

From: Alexkor2014 [mailto:Alexkor2014@dpe.gov.za]  
Sent: 20 October 2014 11:33 AM  
To: Olga Vukeya  
Subject: RE: Nomination form for possible appointment to the Board of Directors of Alexkor

Your application for Board of Directors of Alexkor is hereby acknowledged.

From: Olga Vukeya [mailto:Olga.Vukeya@rhdhv.com]  
Sent: 17 October 2014 08:29 PM  
To: Alexkor2014  
Subject: Nomination form for possible appointment to the Board of Directors of Alexkor

<<http://www.royalhaskoningdhv.com/en-gb/innovation/world-food-day/interview-with-peter-brabeck-letmathe>>

Dear Ms Orcilla Ruthnam

Please find attached Nomination form and supporting documents for Mrs Nyami Mandindi



## Nomination forms

Kind regards

Olga Vukeya  
Executive Secretary

T +27 (0) 11 7986000 | D +27 (0) 11 7986532 | M 0 | E Olga.Vukeya@rhdhv.com  
<mailto:Olga.Vukeya@rhdhv.com> | W www.rhdhv.co.za

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From: Olga Vukeya <Olga.Vukeya@rhdhv.com>  
Sent: 21 October 2014 09:24 AM  
To: Nyami Mandindi  
Cc: nyami@netactive.co.za  
Subject: FW: Nomination form for possible appointment to the Board of Directors of Denel  
Attachments: image001.jpg; image002.jpg; image003.jpg

From: Denel2014 [mailto:Denel2014@dpe.gov.za]  
Sent: 20 October 2014 04:01 PM  
To: Olga Vukeya  
Subject: RE: Nomination form for possible appointment to the Board of Directors of Denel

Your application for Board of Directors of Denel is hereby acknowledged.

From: Olga Vukeya [mailto:Olga.Vukeya@rhdhv.com]  
Sent: 17 October 2014 09:55 PM  
To: Denel2014  
Subject: Nomination form for possible appointment to the Board of Directors of Denel

<<http://www.royalhaskoningdhv.com/en-gb/innovation/world-food-day/interview-with-peter-brabeck-letmathe>>

Dear Ms Orcilla Ruthnam

Please find attached Nomination form and supporting documents for Mrs Nyami Mandindi

## Nomination forms

Kind regards

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Executive Secretary

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<mailto:Olga.Vukeya@rhdhv.com> | W www.rhdhv.co.za

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Private Bag X15, Hatfield, 0028 Tel: (012) 431 1118/1160 Fax: (012) 431 1039  
Private Bag X9079, CAPE TOWN, 8000 Tel: (021) 461 8378/7489 6760 Fax: (021) 465 2381/461 1741

**Ms Nonyameko Mandindi**

Non-Executive Director

Denel Board

11 Stellenberg RD

Kenilworth

Cape Town

7745

Email: [nyami@netactive.co.za](mailto:nyami@netactive.co.za)

Dear Ms Mandindi

**Request for Copies of your Qualifications for Verification by SAQA**

With the Cabinet announcing that the appointment of Board members is subject to qualifications verification, the Department has entered into an agreement with South African Qualifications Authority ("SAQA") with the view to verify the qualifications of Board members within my portfolio.

The Department is in possession of the interim report, which indicates that there is outstanding information needed to finalise the process.

I therefore request you to urgently furnish the Department with a copy of your National Diploma for Project Management Certificate and a recently updated CV, for further verification purposes.

You are requested to submit the documents within twenty (20) business days of receipt of this letter.

Yours sincerely

  
**MS. LYNNE BROWN, MP**  
**MINISTER OF PUBLIC ENTERPRISES**

DATE: 21/01/2016

Cc: Mr Daniel Mantsha  
[dan@lungisanimanthsaattorneys.co.za](mailto:dan@lungisanimanthsaattorneys.co.za)



**public enterprises**

Department:  
Public Enterprises  
REPUBLIC OF SOUTH AFRICA

Tel: 012 431 1144, Private Bag X15, 0028

**Ms Nonyameko Mandindi**  
Building 5 Country Club Estate  
Woodlands Drive  
Woodmead, Johannesburg

Cell: 082 909 9857  
Email: [nyami@netactive.co.za](mailto:nyami@netactive.co.za)

Dear Ms Mandindi

**Re: Nomination to the Board of Denel SOC LTD**

The Department of Public Enterprise has commenced on the appointment process for the various board positions within its portfolio. Potential candidates for nomination are being sourced from our database.

These potential candidates will have to subscribe to an intensive verification process before a nomination is confirmed. We wish to inform you that your application is being considered to be put forward for nomination at this stage.

Nkonki Incorporated (Nkonki) has been selected to perform all verifications prior to taking your nomination forward. A request for information and documentation will be sent from Nkonki for your attention. Please may we request your assistance in ensuring that all information is provided to Nkonki promptly in order to ensure a smooth process.

Please note that all information provided will be kept confidential. For enquiries please contact Ms Orcilla Ruthnam on 082 567 3408 or email: [Orcilla.ruthnam@dpe.gov.za](mailto:Orcilla.ruthnam@dpe.gov.za).

Your prompt response will be appreciated.

Kind regards

  
Mrs Matsietsi Mokhold  
DDG: Legal, Governance and Risk

Date: 21/04/2017



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REPUBLIC OF SOUTH AFRICA**

Private Bag X15, Hatfield, 0028 Tel: (012) 431 1118/1150 Fax: (012) 431 1039  
Private Bag X9079, CAPE TOWN, 8000 Tel: (021) 461 6376/7/469 6760 Fax: (021) 465 2381/461 1741

**Ms Nonyameko Mandindi**  
11 Stellenberg Road  
Kenilworth  
Cape Town

cell: 082 909 9857  
Email: [nyami@netactive.co.za](mailto:nyami@netactive.co.za)

Dear Ms Mandindi

**Appointment as Non-Executive Director: Denel SOC Ltd Board of Directors**

I am pleased to inform you of your appointment as Non-Executive Director to the Denel Board, with effect from the 24 July 2015, for a three-year term.

The term of appointment is subject to annual review by the Shareholder and confirmation at the Denel Annual General Meeting. This review will be supported by the annual Board evaluation as well as the overall performance of the Company.

By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the requirements of serving on the Board. I plan on convening an introductory meeting with the Board within the next few weeks, inter alia, share the strategic intent of Denel, clarify roles and communicate expectations.

Your fee structure will be based on the DPE-approved Remuneration Guidelines for State Owned Companies. Directors and Officers liability insurance is maintained by Denel, full details of which will be made available to you by Denel.

Your appointment is regulated by the provisions of the Companies Act No. 71 of 2008, Public Finance Management Act No. 1 of 1999, the Protocol on Corporate Governance in the Public Sector as well as the Shareholder's Compact entered into between Denel Board and myself.

NM

Directors are bound by the confidentiality policy of the Company and specifically, in terms of section 76 of the Companies Act, 2008. The standard of Directors conduct and the confidentiality required, applies to all information obtained regarding the Company and/or Government as the Shareholder; during your term of office.

If you have any questions regarding this appointment, please do not hesitate to raise them with myself.

It would be appreciated if you can confirm your acceptance hereof by signing the attached statement and returning a copy to myself.

Please accept my sincere appreciation in anticipation of your commitment and future contribution in steering Denel towards its future success.

Yours sincerely

  
**MS LYNNE BROWN, MP**  
**MINISTER OF PUBLIC ENTERPRISES**  
**DATE:** 25/05/2015



Nm

**public enterprises**

Department:  
Public Enterprises  
REPUBLIC OF SOUTH AFRICA

I, NONYAMEKO MANDINDI, hereby accept my appointment as Non-Executive Director to the Denel Board of Directors. I undertake to observe and comply with the principles and provisions of all legislation relevant to Denel, the Protocol on Corporate Governance and the provisions of the Shareholder's Compact between Denel and Government, to devote sufficient time for the execution of my responsibilities, to utilise my skills to the best of my ability, to initiate, develop and implement systems or mechanisms for the effective and efficient management of Denel, and to maintain and observe the highest standards of integrity and probity in the execution of my responsibilities.

**Ms Nonyameko Mandindi**

26 May 2015

**Date**



# ANNEXURE "NM-B"

**Annexure not marked but referred to in affidavit**





**30 July 2016**

The Honorable Minister of Public Enterprise : Ms Lynne Brown  
Department of Public Enterprises  
Private Bag X 15  
Hatfield  
0028

**Attention : Honorable Minister Lynne Brown**

Dear Minister Brown

**RE: Denel Board Resignation**

First I would like to express my sincere gratitude for the opportunity to serve on the Denel SOC Board in the past year. It has been a steep learning curve and the exposure to the Defence industry has been an invaluable experience.

As you may be aware, I took time off to study Leadership and Strategy with IE University in Spain. I graduated last Friday and have been actively looking for employment. It has come up several times that there may be a need to downscale my involvement in Boards to open up space for the senior roles for which I am being considered. For that reason I have to respectfully request that I be released from my responsibilities as a non-executive director at Denel and focus on the placement process.

I remain committed to contributing my skills and experience for the growth and development of our country and as such would be happy to give inputs in specific assignments as and when there is a need.

Wishing you and team everything of the best in your critical role of steering the public enterprises forward for impactful contribution to our economic growth and social imperatives.

Kind regards

Nyami Mandindi  
Mobile : 082 909 9857

Cc Mr Dan Mantsha – Chairman; Denel SOC