

COMMISSION OF INQUIRY INTO STATE CAPTURE
HELD AT
CITY OF JOHANNESBURG OLD COUNCIL CHAMBER
158 CIVIC BOULEVARD, BRAAMFONTEIN

04 MARCH 2021

DAY 355



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DATE OF HEARING:

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TRANSCRIBERS:

B KLINE; Y KLIEM; V FAASEN; D STANIFORTH



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PROCEEDINGS RESUME ON 04 MARCH 2021

CHAIRPERSON: Good morning Mr Seleka, good morning everybody.

ADV SELEKA SC: Morning Chairperson.

CHAIRPERSON: Are you ready?

ADV SELEKA SC: We are ready to proceed Chairperson.

CHAIRPERSON: Okay. Yes.

ADV SELEKA SC: The witness for this morning is Ms Bianca Goodson she is ready to take the oath or
10 affirmation and then I will give a brief summary.

CHAIRPERSON: Ja. Okay please administer the oath or affirmation.

REGISTRAR: Please state your full names for the record.

MS GOODSON: Bianca Cherise Goodson.

REGISTRAR: Do you have any objection to taking the prescribed oath?

MS GOODSON: No.

REGISTRAR: Do you consider the oath binding on your conscience?

20 **MS GOODSON:** Yes.

REGISTRAR: Do you solemnly swear that the evidence you will give will be the truth; the whole truth and nothing but the truth; if so please raise your right hand and say, so help me God.

MS GOODSON: So help me God.

CHAIRPERSON: Thank you for coming to assist the commission Ms Goodson. Thank you.

MS GOODSON: Chair I realise the people who sit in this chair do not often ask how are you doing.

CHAIRPERSON: So you want to ask? I am fine thank you. Mr Seleka.

ADV SELEKA SC: Yes. Thank you Chairperson.

CHAIRPERSON: Thank you.

ADV SELEKA SC: Chairperson Ms Goodson is going to
10 give evidence to the commission in relation to her time at Trillain – Trillian Management Consulting. The interaction between Trillian Management Consulting and McKinsey as well as the interaction of the two companies with Eskom.

She will refer to whatever services may or may not have been rendered by Trillian to Eskom and whether or not there were contracts concluded between McKinsey and Trillian on the one hand and between the two entities and Eskom.

Her affidavit is found in Eskom Bundle 14(B) –
20 14(A) her affidavit. Ms Goodson you will have the same file 14(A) that is on page 425.

CHAIRPERSON: I have got it.

ADV SELEKA SC: Thank you Chair. Ms Goodson you are on the same page as well – page 435. That affidavit.

CHAIRPERSON: That is the black numbers on the left

hand corner at the top each time there is a reference to a page you look at that corner.

ADV SELEKA SC: Yes Chair.

MS GOODSON: And that is my signature on 459.

ADV SELEKA SC: She has watched us extensively.

MS GOODSON: Very.

CHAIRPERSON: She knows the rules.

ADV SELEKA SC: She knows the rules. She is already on the last page.

10 **CHAIRPERSON:** Okay.

ADV SELEKA SC: So the last page – page 459 is that your signature?

MS GOODSON: Correct.

ADV SELEKA SC: Ja the affidavit is dated 18 September 2020.

MS GOODSON: Correct.

ADV SELEKA SC: You confirm this to be your affidavit?

MS GOODSON: Huh-uh.

ADV SELEKA SC: Thank you. You – Chairperson he has
20 – she has also provided a supplementary affidavit.

CHAIRPERSON: Yes.

ADV SELEKA SC: Which they are seeking to update. I will refer to it when 00:04:17 after tea time.

CHAIRPERSON: Is that – that is not in the bundle as yet or is that in the bundle already?

ADV SELEKA SC: It is ready to be inserted.

CHAIRPERSON: Oh.

ADV SELEKA SC: But it is not yet.

CHAIRPERSON: Okay no that is fine.

ADV SELEKA SC: Thank you.

CHAIRPERSON: Well let us deal with this.

ADV SELEKA SC: Ja.

CHAIRPERSON: This one if you can deal with supplementary later.

10 **ADV SELEKA SC:** Thank you Chair. Ms Goodson just by way of a background.

CHAIRPERSON: Do you not want to...

ADV SELEKA SC: Oh yes.

CHAIRPERSON: Get her to confirm that the contents are correct and to ask me to admit it as an exhibit?

ADV SELEKA SC: Yes. Sorry Chair I got distracted by the supplementary affidavit. I beg leave to have the affidavit of Ms Goodson on page 425 admitted as Exhibit U31.1?

CHAIRPERSON: U?

20 **ADV SELEKA SC:** 31.1.

CHAIRPERSON: Ms Goodson you confirm that the contents of the affidavit are true and correct to the best of your knowledge and belief?

MS GOODSON: Yes I do.

CHAIRPERSON: Okay. The affidavit of Ms Bianca Cherise

Goodson starting at page 425 is admitted – it has not annexures does it?

ADV SELEKA SC: It does have annexures Chair.

CHAIRPERSON: Is admitted together with its annexures as Exhibit U31.1.

ADV SELEKA SC: .1 thank you Chair. Thank you. Ms Goodson just by way of a background could you tell the Chairperson please what is your profession?

MS GOODSON: Chair I do not have to have a profession.
10 I studied – I have got a post graduate degree in physical science and maths from the University of Natal and so I am not really like a certified professional necessarily in anything like an accountant and so forth. And straight after obtaining my degree I started my career in the mining industry and I was in the mining industry and progressed my career up until the end of 2015.

ADV SELEKA SC: Hm. How did you get employed at Trillian?

MS GOODSON: Oh dear. Ja so Chair I – I had a really
20 good career from the time I got my degree up until 2015 and then I progressed almost every second year I was getting promotions within the mining industry and it culminated in me working for Anglo American.

So in 2015 I was employed in Anglo American and I received a call from an ex colleague of mine from a

previous company who said that he had a friend who was interested – who was starting a management consulting company; wanted it to be very proudly South African and was looking for a black female CEO; would I be interested. That is the question.

And it was because the referral so to say came from someone that I trusted I thought it could have been a great opportunity.

In this phone call this gentleman then said to me
10 okay look you are going to get a call from a Mr Daniel Roy and just take it from there.

So I got a call very shortly afterwards from a Mr Daniel Roy saying that he was part of this company that would be built up and his words to me physically were but I am too far down the food chain physically.

You going to get a call from a Mr Clive Angel who is going to explain more to you. So although I thought it was a bit bizarre I did not really act on anything because it was the first time that I had been head hunted in this specific
20 way for a start-up company right.

Anyway so later I got a call from Mr Clive Angel and Mr Clive Angel asked to meet me. We met and that is how the process of – and that is my introduction to Trillian right. Subsequently when we met face to face not on the phone.

Should I go into more detail on this?

ADV SELEKA SC: When did you say this was?

MS GOODSON: This was roughly please forgive me I do not have exact dates but it is between September and October 2015. So I was still employed at Anglo American. Had a very average life and out of the blue I just get these calls.

ADV SELEKA SC: Yes you wanted to go into more detail.

MS GOODSON: Ja. So subsequent to the initial call with
10 Mr Clive Angel I did meet with him one – a few days afterwards and what Mr Angel – but I am – sorry please let me know if I am going into too much detail. I am going to overshare and you can tell me to stop.

You know before you meet somebody you generally go onto the internet and you sort of Google/stalk them if – especially when you hear names for the first time right. So I never heard of this Clive Angel before so I go onto LinkedIn and see what connections we have common and I just try and find out more about him.

20 And what I find out from the internet search at the time was that he was actually a director for a company called Integrated Capital Management. So I was a bit confused because we were talking about a company named Trillian but this gentleman is from a different company and it did not quite make sense to me.

A few days later like I said we did meet in person and Mr Angel explained to me that Integrated Capital Management were brought on by the major shareholder of what will become Trillian to – and their services and their position was to in essence establish Trillian – to set it up and that is why they were looking for executive management for some of the subsidiaries so that this executive management could start setting it up.

So I asked a few questions. I did ask questions like
10 you know what is the intention with the management consulting company; what type of industry would they be targeting? Mr Angel informed me that specifically Trillian Management Consulting would be focussed predominantly in the public sector and to that extent they had already secured work at Eskom.

Personally I do not have skills to sell things. I am not a sales person right and I mentioned this concern to Mr Angel and I said if I am the CEO I am going to struggle to secure work to ensure revenue. And he explicitly said to
20 me you do not have to worry about that because the work is secured.

And after that first meeting he gave me a set of documents and those documents – they were physical documents unfortunately I do not have them anymore but they were Minutes of the Eskom Board Tender Committee I

think that is what it was referred to – sub-committee – the Eskom Board Tender Sub-Committee in which they were discussing this program referred to as the Top Engineers Program and you could see that the nego... – in the minutes – the minutes referenced the fact that negotiations had already taken place between Eskom and McKinsey.

So at the meeting with Clive – the initial meeting with – sorry Mr Angel he gave me these documents. We subsequently met again and he said the instruction that I
10 had at the time was Bianca read through it and if you have got questions reach out right.

So I read through the documents and I reached out to him and we had a subsequent meeting and I asked the question but what is Trillian's role because clearly this work at Eskom was negotiated between Eskom and McKinsey; what is the role of Trillian?

And Mr Angel said to me that Trillian would be the supply development partner for McKinsey in this work. So this is now towards the end of October 2015. And that is...

20 **ADV SELEKA SC:** So what is – sorry towards the end of?

MS GOODSON: October 2015.

ADV SELEKA SC: October 2015.

MS GOODSON: Ja I am still employed at Anglo American
00:12:11.

CHAIRPERSON: He – ja he will be lead you.

ADV SELEKA SC: Ja.

CHAIRPERSON: Ja.

MS GOODSON: Must I carry on?

ADV SELEKA SC: No – you want to carry on?

MS GOODSON: Yes because I want to explain how I got on board.

ADV SELEKA SC: Oh yes.

MS GOODSON: (Inaudible).

ADV SELEKA SC: Yes.

10 **MS GOODSON:** So I met with Mr Angel the second time and understood then that the relationship or the revenue for Trillian would be predominantly through Eskom because that work was secured.

And it would be through working with McKinsey as the supply development partner. Mr Angel then said it would be prudent for me to meet with the main shareholder because there was one majority shareholder of Trillian. Trillian would – he did not explain the structure to me at that time which I will explain to you a bit later but the
20 holding company had one major shareholder and that shareholder's name was Salim Essa – Mr Salim Essa.

ADV SELEKA SC: Which one was the holding company?

MS GOODSON: The holding company the way I understood it at the time was Trillian Capital Partners. So maybe I should explain the structure now?

ADV SELEKA SC: You can do so yes.

MS GOODSON: Okay. My understanding was that Trillian Capital Partners was the overall company very similar to Anglo American Group of Companies so to say. And then underneath there was five subsidiary companies right. And the subsidiary companies were Trillian Management Consulting of which I was being interviewed at the time to become the CEO. There was – there would be Trillian Financial Advisory of which Ms Mothepu – Ms Mosilo
10 Mothepu would become the CEO. There was Trillian Securities of which Mr Eric Wood would be the acting CEO. There was Trillian Asset Management of which Mr Daniel Roy would be the CEO and then lastly at the time when I was having these discussions there was discussions about another subsidiary called Trillian Properties of which Mr Mark Pamensky was earmarked to be the CEO.

It was also explained to me that Mr Eric Wood would eventually become the CEO of the group – the holding company but only at the 1st of March 2016.

20 **ADV SELEKA SC:** Okay.

MS GOODSON: So Mr Angel explained this to me and he mentioned that it was prudent that I meet the major shareholder of the holding company which would be Mr Salim Essa prior to us progressing any further with these discussions.

So I met Mr Essa for the first time. Again I tried to Google him prior to meeting him and I did not really find anything on the internet. At that time he was a very unknown entity.

So I had no reasons to be suspicious or concerned. I met Mr Essa as a second interview – sorry I am not getting my chronology correct.

Prior to me meeting Mr Essa I had a meeting before and that meeting was with Mr Eric Wood and Mr
10 Mohammed Bobat and it was part of the interview process so to say.

And it was in that meeting that Mr Wood explained to me his transition that he was at Regiments at the time and that as of the 1st of March of the following year he would become the CEO of Trillian. I did not ask him details about why he was leaving.

Mr Mohammed Bobat asked me a few questions things like did I – did I have experience with the PFMA which I answered no but did I not come from the private
20 sector.

ADV SELEKA SC: Where did – where did this meeting take place?

MS GOODSON: This meeting took place in the Integrated Capital Management's office in Melrose.

ADV SELEKA SC: In Melrose Arch?

MS GOODSON: In Melrose Arch ja.

ADV SELEKA SC: And your meetings with Mr Clive Angel?

MS GOODSON: All in the same office.

ADV SELEKA SC: So you do go to Melrose Arch for these meetings.

MS GOODSON: Melrose Arch ja.

ADV SELEKA SC: Okay.

MS GOODSON: And then when I met with Mr Salim Essa it was also in Melrose Arch a different office. Basically it
10 was their Integrated Capital Management's offices were just one floor up – you could walk – park in the same basement and just walk up the ramp.

Anyway so when I met Mr Essa for the first time it was an interesting interview because it felt as though he was selling the company to me as opposed to me trying to sell my skills and competence to him. And I found it a bit bizarre.

So Mr Essa went on to say that his vision for Trillian Management Consulting was that it would compete
20 in the same space as the likes of McKinsey and at that time a leading management consultants South African management consultants company was Letsema and he says you know why is it only Letsema and McKinsey in the public sector space there needs to become a new business – a new proudly South African black management

consulting company that also competes in that space. And that was his vision for this entity. At the time load shedding was rife. He mentioned to me that the intention was to go into Eskom to help reduce load shedding and help Eskom become a first world utility. And it sounded exciting.

So Mr Essa was really selling this opportunity to me and towards the end of the interview he asked me so tell me about yourself and I am not too sure what came over
10 me at the time but I actually decided to tell him a lot about my upbringing.

You know I come from – from Pietermaritzburg, small community, very, very strong family values, my parents are very religious now I went into that type of detail.

The next day I got an email from Clive saying Salim likes you if you want the job it is yours. That is how I got on board.

I signed – I formally signed my offer of employment
20 in about November 2015 however I had to fill out my resignation period at Anglo American. So I only formally started working for Trillian on the 1st of January or the first working day of January 2016.

ADV SELEKA SC: Hm. You signed your employment contract on the 17 November 2015.

MS GOODSON: I believe my affidavit yes that has more details than I remember at this point.

ADV SELEKA SC: Okay. But what did you say about January 2016?

MS GOODSON: I only formally started. My start date in that contract – the effective date so to say is 1st of January although I resigned in November. I had to – I had a resignation period that I had to honour at Anglo American still.

10 **ADV SELEKA SC:** So from the time you signed the employment contract 17 November 2015 to the time you officially resumed your employment what were you doing?

MS GOODSON: That was a very interesting time. I had accumulated quite a lot of annual leave from Anglo American at the time so in that period call it about six weeks so the last two week of November and the month of December 2015 I had taken my leave in lieu of my resignation period so to say. But technically I was still an employee of Anglo American.

20 And I had mentioned this to Mr Angel and Mr Angel had said to me that I need to get my skin in the game. So he had arranged numerous meetings for me with the McKinsey team. It was obviously clear to me from the documents that Mr Angel had given me prior that McKinsey had started at least negotiating towards working on this

contract.

So it was in December very early December 2015 I had already met quite a few members of the McKinsey team that were working on the Eskom Top Engineers Program.

In addition to that I was also introduced to a company called E-Gateway an Indian and Emerging company and I was told that this would be the company that Trillian sub-contracts for one of the work streams at
10 Eskom.

So we had quite a few meetings during that period. So it was 00:20:21 working or it was quite active.

ADV SELEKA SC: And this is – I mean when you go to them to going to Melrose Arch offices.

MS GOODSON: Yes. Yes almost all the time if I remember correctly.

ADV SELEKA SC: Yes. So official commencement of your employment contract is 1 January 2016 how long did you remain there?

20 **MS GOODSON:** This is the shortest job I had ever had in my life Chairman. I resigned on the 19 March 2016 so I was employed for what does that make it two and a half months round it up to three months.

ADV SELEKA SC: Ja.

MS GOODSON: I was – I have never ever stayed in a

position that quickly. Ja.

ADV SELEKA SC: So you – what you will tell the Chairperson is your experience in that relatively short space of time.

MS GOODSON: Ja.

ADV SELEKA SC: That is – then go into the services that Trillian rather on your position what is your position on Trillian?

MS GOODSON: My position in Trillian was the CEO of one
10 of the subsidiaries the Trillian Management Consulting
Subsidiary.

ADV SELEKA SC: Yes.

CHAIRPERSON: You were – you were the CEO of the of TMC?

MS GOODSON: Correct.

CHAIRPERSON: Yes. And whereas you said a number of subsidiaries and there was the holding company.

MS GOODSON: Correct.

CHAIRPERSON: So I guess it is going to be important to
20 refer to TMC as TMC and to the holding company as the holding company and whatever other subsidiaries so that we are sure which one – which entity we are talking about.

MS GOODSON: I will be clear on that.

CHAIRPERSON: Yes okay alright.

ADV SELEKA SC: Yes.

CHAIRPERSON: I am mentioning this because it is easy to just say Trillian, Trillian, Trillian.

ADV SELEKA SC: That is right.

MS GOODSON: Ja.

CHAIRPERSON: And then one does not know which entity. Okay.

ADV SELEKA SC: Yes so your position is CEO of TMC.

MS GOODSON: Correct.

ADV SELEKA SC: And what – from your experience at the
10 time what services was TMC providing?

MS GOODSON: So TMC was intended to be a stock standard management consulting company so very similar to what we – the services that McKinsey or the likes of extension or Deloitte would offer. It was not any specialised services in any way.

If I assumed that if we encountered a client that needed specialised services in the realm of finance that one of the other subsidiaries that was more applicable would then take up the work. But Management Consulting
20 is quite in my opinion is very generic services that entities generally bring on board if they just do not have the manpower or the experience to do it themselves. So it was not specialised in any way.

Sorry – so – you know now that I say that it is maybe worth mentioning that Mr Angel also did tell me and

I did come to know that this Top Engineers Program was awarded so to say – I will come and explain that a bit later to McKinsey and its SD and our supplier development partner on a confined basis on the basis that they were offering specialised services. And I do not believe that Management Consulting is a specialised service in any way.

ADV SELEKA SC: Ja you can go into it.

MS GOODSON: Okay.

10 **ADV SELEKA SC:** The Top Engineering Program – Top Engineers Program.

MS GOODSON: Yes.

ADV SELEKA SC: Was it already a project or program giving to McKinsey by the time you were appointed at TMC?

MS GOODSON: But that is what I understood so I have mentioned Chair that I had met with the McKinsey teams in December 2015. I still had not formally taken my role as CEO of TMC at that point. And it seemed to me that the
20 McKinsey team were streaks ahead in terms of delivering work against this program. They had established teams. They had already got for example work schedules in terms of what work needed to be done. They were – they were prepared and ready to hit the ground running first thing in January and I felt as TMC on my back foot because TMC

did not even have any employees at the time it was just me you know.

So McKinsey had already started doing something towards this program and the program consisted of four specific work streams. I am not too sure if Mr Seleka would like me to explain them now or later.

CHAIRPERSON: Well maybe before you go on just in one or two sentences explain what was the object of this Top Engineers Program?

10 **MS GOODSON:** It was so convoluted I will try really hard to put into two sentences. The Top Engineers Program if you take it literally talks about top engineers literally. So the intention was to create skills within Eskom that gave you the – what is the word I am looking for? It was as if you had succession planning right and you retain the IP and you retain the skills within the organisation to sustain the business in four specific areas looking at the Generation work stream. So how do we generate energy? Looking at procurement in terms of what were they
20 spending? There was a claims work stream and then there was a primary energy work stream.

And the intention was to take Eskom employees in each of those different areas and actually build them up so that they could in essence in long run replace the likes of McKinsey so that Eskom would have its own McKinsey in-

house so to say.

But the plan was that while you do that you have got the sub-contractors or these consultants like McKinsey and Trillian walking the journey with the Eskom employees.

That was then – that is the way I understood it.

CHAIRPERSON: So – so the idea was not to take new graduates and train them and give them certain opportunities so that in long term they could be top engineers available to Eskom. It would be to take people
10 who are already engineers but help them to get to the top of their – of their game?

MS GOODSON: I wish I could – I wish I could answer that in more detail the thing is McKinsey just did not get me involved and did not even require Trillian to get involved in that recruitment process and that recruitment process was extensive.

My understanding – I do not know if I can say categorically yes to the question that you asked what I do know for certain though is that it was employees within
20 Eskom.

So whether those employees were already qualified or working towards a qualification I do not know. But it certainly was people – it was not external recruits it was all employees of Eskom.

CHAIRPERSON: Okay.

ADV SELEKA SC: Yes. Did Trillian had any role to play in the rendition of the services relating to the Top Engineers Program?

MS GOODSON: Trillian was supposed to have a role to play because we were the Supply Development Partner. We were supposed to be working with McKinsey to deliver on the objectives and I tried so hard to work with McKinsey but McKinsey made it impossible – absolutely impossible.

To – sorry I am running away with myself but to the
10 extent that I remember attending a leadership meeting
McKinsey and Trillian in a leadership meeting at the
McKinsey offices in January and one of the principles of
McKinsey said – because I was fighting to say why do you
guys not want us to put people on the ground? If we do
not put people to work how do we get paid? And I
remember the one principle saying to me why do you care
you will get your money anyway. And I could not
understand how could we get paid if we were not working?
So I tried so hard to get people involved in delivering to
20 contribute – I mean I come from mining the primary energy
works stream for example would have been one of the work
streams that I could add more value than anybody on the
McKinsey team because of my experience. McKinsey
would not get me involved. We were completely sidelined.
So – does that answer your question Mr Seleka There was

an attempt to deliver.

ADV SELEKA SC: Ja. Yes. I think you should also explain to the Chairperson whether or rather the contractual relationship between TMC and McKinsey.

MS GOODSON: Okay.

ADV SELEKA SC: Because there is evidence to the effect that there was no contract between the two. You were the CEO ...[intervenes]

MS GOODSON: I would not know.

10 **ADV SELEKA SC:** ...in a better position to know what was going on?

MS GOODSON: Absolutely. Just to... I am going to start referencing one other individual. The gentleman's name was Glen(?) Bernard. He became a COO. So before I get to the question, I just – because you know answering some of these questions for Mr Seleka, I need to reference my COO.

Mr Bernard on board that he – he worked with me at Anglo American. So also had extensive experience
20 in the mining industry and he joined Trillian also in January of 2016 from Anglo American.

And so we started working at Trillian together in January. So it was myself and my COO. And we had all these meetings with McKinsey and during the meetings, especially when the meetings were not necessarily going

well, so when I would want to influence the work stream, for example, and we would get pushed back, Glen and I would always try and default the contract.

So we spoke to Mr Angel... the then existing contract... with negotiations for this work prior, right. And Mr Angel said to me, no, there is no existing contract. We spoke to Mr Sagar who – Mr Becca(?) Segal who was a director at McKinsey and he spoke about – we had to put a contract in place that governs the relationship between the
10 two entities.

So Mr Sagar, at some point.. Please forgive me for not getting my terminology a hundred percent right, but I am just trying to answer your question on the contract.

In some point during my tenure and I seem to remember there was some time, I think towards the end of January, it could very well be the beginning of February, Mr Sagar sent me a two or three pages sub-contractors agreement.

But you must keep in time that at the time that
20 the cash flows for this project, this Top Engineer Project, were going to the regions of about R 10 billion over three years, okay.

And the subcontractors agreement that was sent to me was about three pages long and you know my COO and I were asked to sign this, right.

So I looked at the subcontractors agreement and I was, like, there is no way that you could sign a three pagers that is so loose and floppy to govern a transaction that is worth R 10 billion for an SOE.

So I tracked changes and I – almost every single sentence in that subcontractors agreement I had an issue with and I sent it back to McKinsey. By the time I resigned, I had not received any feedback on that subcontractors agreement.

10 So what I am aware of is that there was a discussion about the subcontractors agreement. There were initial communications about one but during my very short tenure I had never seen a signed copy.

ADV SELEKA SC: H'm. And ...[intervenes]

MS GOODSON: Sorry. And I certainly did not find a copy.

ADV SELEKA SC: You are certain you did not find ...[intervenes]

MS GOODSON: Absolutely not.

ADV SELEKA SC: H'm. Also explain the distinction
20 between what has been referred to as a corporate plan and the master service agreement which I see you deal with also to some extent in your affidavit. Just enlighten us on the distinction between the two.

MS GOODSON: Okay. Chair, is it okay that I am not going in a chronological order? It is okay? Like, okay?

CHAIRPERSON: No, we will guide you.

ADV SELEKA SC: Ja.

MS GOODSON: Okay.

CHAIRPERSON: Ja, and he will reign you in when you...[intervenes]

MS GOODSON: Because I just going to answer the question. I mean, things did not quite happen so ...[intervenes]

CHAIRPERSON: Ja-no, he will ask you the questions.

10 **ADV SELEKA SC:** Ja.

CHAIRPERSON: And he knows what he is looking for.

MS GOODSON: Okay.

CHAIRPERSON: Ja.

MS GOODSON: Okay.

CHAIRPERSON: And if there is something important that you feel you were not asked to talk about that you want to share, then you will have that chance but he will guide you. He knows what he is looking for.

20 **MS GOODSON:** Okay. So you... Do you mind repeating the question?

ADV SELEKA SC: Ja, just the distinction between what is referred to the corporate plan and the master service agreement.

MS GOODSON: Okay. So this is... Sorry, I chuckle because of what I know now in hindsight. The Top

Engineers Programme consisted of only four work streams and ...[intervenes]

CHAIRPERSON: Four work streams?

MS GOODSON: Yes, and I will repeat them for you.

CHAIRPERSON: Yes.

MS GOODSON: There was Generation, there was Primary Energy, there was Claims and there was Procurement. So there were only those four. There is no Corporate Planning.

10 **ADV SELEKA SC:** Ja, but where did it form, the corporate plan or the master service?

MS GOODSON: So the reason why I am saying this to you Chair and how I know it only included four is because during my tenure I got sight of what draws(?) the master services agreement, the draft at that time for this programme and it only referenced those four work streams, right.

So that is the scope of the contract to my understanding. The corporate plan who is something that
20 during my tenure – I am trying very much to answer the question based on what I knew then and not what I know now.

I have no idea then what the corporate plan was because it had nothing to do with Trillian Management Consulting. Nobody asked me to do the work. We did not

have people to do the work. It did not fall within the scope of the MSA.

After watching numerous, you know, these sessions, the Commission's sessions, I now understand that the corporate plan fitted into something else but it certainly was not anything that I was aware of.

Certainly not Trillian Management Consulting and not Trillian Financial Advisories as far as I knew but I could be wrong with that but definitely not Trillian
10 Management Consulting.

ADV SELEKA SC: Yes.

CHAIRPERSON: Can I just take you back, a little bit, to this Programme of Top Engineers. Did Trillian have any engineers?

MS GOODSON: Any engineers?

CHAIRPERSON: H'm.

MS GOODSON: No. So when I was at Trillian for those – the first three months – for the first two months there were only two employees. So it was myself and my COO, right?

20 **CHAIRPERSON:** H'm.

MS GOODSON: On the 1st of March when people came over from Regiments, there were about 15 employees or so that came over from Regiments. I think there were a few engineers in that contingency of people.

CHAIRPERSON: Sorry, just repeat that.

MS GOODSON: I think there were a few individuals within that team that transferred that were – that had studied engineering. I do not know if they had certified engineering qualifications.

CHAIRPERSON: H'm. Okay. H'm.

MS GOODSON: But yes, we eventually did on the 1st of March have some engineers.

CHAIRPERSON: Yes. Would you say how many that you knew of?

10 **MS GOODSON:** Not many. A handful.

CHAIRPERSON: Ja.

MS GOODSON: So five... five.

CHAIRPERSON: Yes.

MS GOODSON: But keep in mind Chairman that when I signed the offer of employment I was told by Mr Angel that eGateway were the specialist in Generation and they had the qualification but there is a lot to be said about that ...[intervenes]

CHAIRPERSON: Ja.

20 **MS GOODSON:** ...surrounding the...

CHAIRPERSON: Okay. And as far as you know, McKinsey had lots of engineers?

MS GOODSON: Yes. No, no... What... Sorry. Let me ask you a question. What is a lot? What does a lot mean?

CHAIRPERSON: [laughs] Well, it depends, you know.

Would you regard 10, 20? It just depends on you.

MS GOODSON: The team that I ...[intervenes]

CHAIRPERSON: You give me your own view of whether they had a lot and whether that is... lot, that is another issue.

MS GOODSON: Ja, I think the McKinsey – if I could give you an indication of the McKinsey Team. And the McKinsey Team eventually for this programme... it is like about a 100 people. It was a very significant team. I think the
10 qualifications that you founded in there – when I say qualification, I am just talking about degrees, not certifications.

CHAIRPERSON: H'm?

MS GOODSON: Would be along the lines of finance. There were a lot of people that had MBA's. Dr Weiss, for example, was an engineer.

CHAIRPERSON: H'm.

MS GOODSON: And you would have probably again about a handful at most two of people that had studied
20 engineering but the rest more in the lines of finance.

CHAIRPERSON: H'm. I am trying to understand what was sought to be done, what the – was really sought to be achieved by the Top Engineers Programme because the first impression I get when you say to me top engineers is that those people are really at the top of their profession in

terms of how good they are. Okay.

Now the programme was not called Top Managers. It was Top Engineers. And if the people you are talking about who are to go and be in the programme are not people who are already top engineers but you want to make them top engineers, I would expect that you need top engineers to make these group of engineers top engineers.

You would need engineers to make them top
10 engineers. That would be the first impression
...[intervenes]

MS GOODSON: It takes one to know one.

CHAIRPERSON: ...that one would get. If you want... If Mr Seleka wants to make somebody, a young lawyer a top lawyer, you know, he must at least be a lawyer himself. Preferable he must be a top lawyer himself.

MS GOODSON: Absolutely. It take one to know one, as you would say.

CHAIRPERSON: Yes. So that is why I am trying to find
20 out whether Trillian had engineers, had top engineers but it might be easier to say they had engineers maybe to
...[intervenes]

MS GOODSON: Can I explain?

CHAIRPERSON: ...to say whether it was top engineers. McKinsey the same thing. That – you want to say

something?

MS GOODSON: Chair, would it help if I explain what the different work streams were intended to do?

CHAIRPERSON: Ja.

MS GOODSON: You will actually find ...[intervenes]

CHAIRPERSON: Yes.

MS GOODSON: ...that it did not have much to do with engineering at all.

CHAIRPERSON: Yes.

10 **MS GOODSON:** Okay.

CHAIRPERSON: Ja, ja explain that.

MS GOODSON: Can I explain that?

CHAIRPERSON: Ja. H'm.

MS GOODSON: The only... So I have mentioned before, okay?

CHAIRPERSON: H'm.

MS GOODSON: In my experience and I am not that young but – and I have got quite a bit of experience but the only other four – the only work stream that had a very
20 significant reliance on the engineering faculty, the pure engineering faculty being civil, electrical and mechanical was the Generation work stream that because it was highly technical.

And I know this because I come from mining, right, that will be the only space where you maybe would

have needed some technical insight to actually increase the performance of the power stations, right.

But what was so bizarre about that in itself is that the work stream that McKinsey was putting forward to bring about these efficiencies within the power stations had nothing to do with engineering. They were proposing a human capital optimisation. They wanted to restructure the people and the processes and the – not the technical processes.

10 The business processes of the power station to bring about the efficiency that Eskom sought to achieve. So technically if you are going to try and restructure your human capital and improve your business processes, all being it for a power station, you do not really need engineering qualifications for that, right. So that was the Generation work stream.

 On the Primary Energy work stream, I also thought to an extent that would seek some sort of guidance from the likes of mining engineering, right. Because you
20 are looking at the coal mines and you are looking to optimise the quality of coal that you are getting out of the mines to bring into the power stations, right. But that is not what McKinsey was doing.

What McKinsey were doing in that specific work stream was renegotiating the costs plus contracts and that

is more contractual work stream. Then you come to the Procurement work stream. The Procurement work stream is basically just looking to optimise the spend, the commodity spend of Eskom.

So in essence what they were doing is this term that management consultancy throw around called strategic sourcing where you would say, okay, because I am Eskom and because I have got economy to scale, I can take my entire spend on computers, for example, I got one supplier
10 and say that because I want to buy such bulk, I need the best price.

That is what they were doing in Procurement, okay. Put very simply. In clients(?) they had lawyers on the team because they were negotiating contractual claims for a third party against Eskom and for Eskom. So it is lawyers.

So as you can see, within those four realms, although it is called the Top Engineers Programme, it really was not the rise(?) any engineers from the way that
20 McKinsey had proposed to do the work, okay.

I felt differently. I felt that Generation could have technical expertise which would have been engineers and I felt the same about Primary Energy but my voice was not heard in the McKinsey team.

CHAIRPERSON: Okay thank you.

ADV SELEKA SC: Yes.

MS GOODSON: Sorry, I...

ADV SELEKA SC: No, that is fine. You mentioned earlier that McKinsey was appointed on a confinement basis. Now in respect of which of the ...[intervenes]

MS GOODSON: The top engineers.

ADV SELEKA SC: Was it the top engineers?

MS GOODSON: Top Engineers Programme.

ADV SELEKA SC: Did the Top Engineers fall under the
10 master service agreement?

MS GOODSON: Correct. The master service agreement – the Top Engineers Programme was referred to by two different names. It was either – you either referred to it as the Top Engineers or the Eskom Turnaround Plan but it was exactly the same thing. And the MSA, the master service agreement, governed – because it is the same thing, it goes two things – people just use the names, the reference interchangeable.

ADV SELEKA SC: Yes.

20 **MS GOODSON:** Sorry, I do not want to add more acronyms and it just makes things more confusing and... [laughs]

ADV SELEKA SC: No, I have that. And let us go back to the proposal that Trillian should be the supplier development partner. So you, I think you mentioned, that

two or three pager document which is the subcontract, was that in relation to this master service agreement?

MS GOODSON: Correct.

ADV SELEKA SC: You did track changes on it?

MS GOODSON: Yes.

ADV SELEKA SC: You sent it back?

MS GOODSON: Yes.

ADV SELEKA SC: But by the time you left it was never signed.

10 **MS GOODSON:** To the best of my knowledge. Absolutely.

ADV SELEKA SC: To the best of your knowledge.

MS GOODSON: There were too many issues. That entire contract would have to be completely redrafted. And after sending my comments back to McKinsey I heard nothing about it, following – and I did follow up but I never received feedback.

ADV SELEKA SC: H'm.

MS GOODSON: But the contract needed to be completely redrafted. My home loan agreement, for example, that is a
20 lot less than R 10 billion [laughs] is a lot more extensive than just two pages.

ADV SELEKA SC: Ja. But then, during that three months that you were there, was that subcontract not having been signed, what was the relationship between Trillian (TMC) and McKinsey?

MS GOODSON: The relationship was based on – it was at risk and it was on faith, almost. Wherever we would speak – and when I say we I talk about now the executive – and the executive of Trillian comprised of the CEO's of the different – the various subsidiaries.

So that is myself, Ms Mathebo, Mr Rooi, my COO for example. We would often meet and talk about what was happening in our respective subsidiaries and we would raise concerns because McKinsey would always say that, 10 look, they are worried because the MSA is not signed. And I would also speak to the people in my company to say, you know, what is the issue with the MSA. Why is the MSA not signed - getting signed? And what is the issue with our contract with McKinsey?

And I would ask McKinsey the same questions and the reply that I would get, specifically from Mr Sagar and Dr Weiss, was that it will be signed eminently.

And I believed them and I understood or I accepted that it was on this basis that it will be signed 20 eminently that they felt that they could carry on work.

So although these contracts were not signed and it was not anything formal, it did not necessarily – so it did not stop the momentum of trying to make progress towards the project.

ADV SELEKA SC: H'm. Okay. You... Well, to that – to

the extent that the contract was not in place. How did TMC feature in the services that McKinsey then did to Eskom pursuant to either the Top Engineers Programme or any of the work streams that you mentioned?

MS GOODSON: [No audible reply]

ADV SELEKA SC: I see you are shaking your head.

MS GOODSON: Ja, you know, Chair I do not want to come across as somebody who is just complaining and – but I really do disagree with the perception that the
10 McKinsey team, specifically with Dr Fine and Dr Weiss said at this Commission. I can believe and I accepted the intention was to build junior companies, small to medium size companies of which Trillian was perceived to be one, right but the way that they went about doing it during my entire tenure and my relationship with McKinsey was extensive.

I met with them and I spoke with them every single day for the time that I was there. They were not helpful at all. They were supposed to be the main
20 contractor because they have got all the global experience, they have got the global network, they have done things like this before and so forth. And they were supposed to be taking... as I understood this.

Sorry. They were supposed to be taking Trillian under the arm and do the transfer of skills to build up that

as well. In a management consulting company you provide a service and the only asset that you really have is people, right. People have the IT, people have the skills. You do not actually have anything else that is tangible.

So the only way that Trillian could grow, in my opinion, was for us to put people to work alongside McKinsey. Every single time I asked McKinsey, and I met with them on all four work streams, okay, every single time they would tell me an organogram of the team that would
10 be executing any of the work, there was never a single Trillian representative.

And I had - my frustration was so heightened because I kept on saying... I mean, we would get people. My COO and I were getting CV's of people. We have reached out to talent acquisition companies to start interviewing people and getting people onboard and every time we would interview.

So we spent a lot of time interviewing people. We would then shortlist and we would then to got McKinsey
20 to say, okay, here is the – here is the Trillian people(?) that are going to start on, call it the 1st of April, right. McKinsey would say: No, we are not accepting and it is not good enough. We are looking for an MBA. No, we are not – we... You know on Generation it was the funniest thing.

McKinsey said to me that they were looking for somebody who had at least 25-years' experience in coal towered power stations but had to be BEE compliant.

Now if you look at the history of this company, how are you going to find somebody that is non-white, that has got that kind of experience in the coal industry that has – that is also young and is willing to come on as an associate in a management consulting company? [laughs]

You know, the made it impossible to work and
10 their attitude was: Why are you even complaining? You are going to get paid anyway. That never made sense to me.

ADV SELEKA SC: H'm. That is ...[intervenes]

MS GOODSON: So... Sorry. We had a very acrimonious relationship.

ADV SELEKA SC: Yes. Did you report that situation to either Mr Eric Wood, Mr Salim Essa or...

MS GOODSON: Ja.

ADV SELEKA SC: I think you said Mr Mohammed
20 Goldberg was also in your interview.

MS GOODSON: Ja. I did not have a relationship with Mr Wood because I did not come from Regiments.

ADV SELEKA SC: Okay.

MS GOODSON: Right. So during the period, January to February, my contract was always with Mr Angel. I only

started – if you could call it working with Mr Wood slightly, from the 1st of March.

ADV SELEKA SC: So ...[intervenes]

MS GOODSON: Although he did interview me. You are absolutely correct. But there was almost a in communication between January and February.

ADV SELEKA SC: What was Mr Clive Angel's position?

MS GOODSON: Mr Clive Angel is the person that signed my employment contract and my understanding was that he
10 was the acting CEO of the Holding Group until Mr Wood came onboard.

ADV SELEKA SC: Yes?

MS GOODSON: So you will notice in my employment contract, I am one of the only people that Salim Essa has actually signed an employment contract for and Mr Clive Angel. So I was the first ...[intervenes]

ADV SELEKA SC: So ...[intervenes]

MS GOODSON: ...employee.

ADV SELEKA SC: So you know Mr Salim Essa?

20 **MS GOODSON:** Well, he interviewed, if you recall. I mentioned. And to answer your questions. Did I escalate my concern.

ADV SELEKA SC: Yes?

MS GOODSON: Okay. In a roundabout way I was trying to answer you. I did to escalate the concern to

Mr Goldberg, nor did I escalate the concerns to Mr Wood because I did not have an operational relationship with them.

However, I did escalate the concern to Mr Angel on a daily basis. I communicated it to Mr Sagar. I communicated it to mister – whatever principals at McKinsey, Mr Lawrence Jinkling(?). I think, I stand correct. I escalated it to Mr Essa and I escalated it to mister... I must get it right. Mr Koko. Or was it
10 Mr Matshela? Mr Koko.

ADV SELEKA SC: Yes, Matshela Koko.

MS GOODSON: Mr Koko. Mr Matshela Koko. And I escalated it to Mr Koko. So, yes, I – Mr Koko, when he was here yesterday, referenced that emotional meeting that I had with him. And, I mean, you can see how – he still getting angry now even though this was years ago.

ADV SELEKA SC: Ja, he was here on Monday.

MS GOODSON: Sorry. Forgive me.

ADV SELEKA SC: H'm.

20 **MS GOODSON:** Yes. And it was that, I was telling him about the acrimonious relationship that we were having at McKinsey and was really seeing some way that Trillian could get some form or representations on these work streams. We could not get paid for not doing work.

And although we did not have the people to do

the work at the time, we had three years to get people in work and to get experience. And we were trying to get people in – people in chairs in front of computers, starting the 1st of April.

And every single time we would put forward any kind of views... Whenever my COO and I put forward any kind of views in terms of the delivery approach... where we are experts which is Primary Energy specifically, we were just dismissed.

10 **ADV SELEKA SC:** Ja. But I have seen in your affidavit your reference to individuals or experts taken from India and the United Arab Emirates who were used by Trillian to provide certain services.

MS GOODSON: Yes.

ADV SELEKA SC: Can you go into that?

MS GOODSON: Okay.

ADV SELEKA SC: And talk about it? Because you do say that McKinsey was not pleased by that.

MS GOODSON: No. So the Emirate and Indian team
20 come from a company called eGateway and... Although also, if you try to Google it, you would not really find much about the organisation but what I understood about this specific company is that they had a representation or footprint in both Dubai and in India and that they were experts in coal power stations. So they fit really good from

a technical perspective in the Generation work stream.

After I signed my employment contract and it was in December 2015 when Mr Angel started arranging all these meetings with McKinsey, the one such meeting was with the Generation work stream in which there were representatives of both McKinsey and eGateway.

But I would like to mention to the Chair is that I did not have any view of bringing eGateway onboard. I was told that they are related to our shareholder and we
10 will use them. That is my – I had. There was no place to meet, debate or discuss things.

ADV SELEKA SC: And ...[intervenes]

MS GOODSON: So that is all that it was.

ADV SELEKA SC: And who is the shareholder there, it was said there, related to?

MS GOODSON: Mr Essa. Ja.

ADV SELEKA SC: So you – who is telling you this?

MS GOODSON: Mr Angel.

ADV SELEKA SC: Mr Angel is telling you eGateway is
20 related to Mr Essa.

MS GOODSON: Mr Essa has an interested in eGateway. The words verbatim.

ADV SELEKA SC: Yes.

MS GOODSON: That is what Mr Angel told me.

ADV SELEKA SC: And you say you were told that

because you did not have a view about engaging eGateway. You were told that they should be engaging.

MS GOODSON: They will be our subcontractor. Verbatim. They will be our subcontractor.

ADV SELEKA SC: Yes. I am interested in why you mentioned this. Is it because they had the – the lacked the qualification to do the work required?

MS GOODSON: Well... Can I get there?

ADV SELEKA SC: Yes, go ahead.

10 **MS GOODSON:** Okay. So my first initial engagement with the Emirate and the Indian team was in Melrose Arch in Integrated Capital's office. It was both McKinsey and eGateway. I was introduced to eGateway and as I said to Mr Seleka, I was told they will be your subcontractor. This was in December of 2015.

So we have started these engagements. If you just go forward a little bit in time and I now you put yourself in this – call it the end of January, the beginning of February 2016, these teams have progressed.

20 McKinsey at the time was happy to have two individuals from eGateway on the Generation team because they did have the engineering qualifications. They did have the experience. And so they were at the Medupi Power Station making this difference.

The team was quite big. I think the team had

about 20 people of which there were only two representatives of Trillian and those Trillian representatives were not employees but rather two gentlemen of Indian descent or Indian nationality rather. Sorry. Because they literally had to come in and go out...

They were part of the team. So it was not even Trillian. So in the background I am in Joburg, in Sandton and I am having these fights with McKinsey saying we need to put people onboard because nobody is learning or
10 nobody is getting the skills required.

And McKinsey would say to me but we are happy that you have got two people from, you know, on the General work stream and I would argue with them saying my issue as that that goes against the fact that this needs to be a proudly South African business. We are actually not training anybody to get these skills from Trillian's side.

My second issue was that it is specialist skills. If you are trying to start a management consulting company, you do not want specialist skills unless the
20 intention is to specialise and that was not Trillian Management Consulting's stream. We wanted to stay in general engineering management consultancy.

So the fact that McKinsey would only use or utilise specialist skills that were not even South African, I found to be a huge contradiction.

And then they would argue with me later and turn it around... later to say but you are not even complying with your requirements because all the people that you are putting on the teams, and all the people being two, right, are not even South African.

And this came out later. So this created a lot of contention amongst so many other issues that we would fight about.

ADV SELEKA SC: So just to understand this. You
10 mentioning eGateway as a ...[indistinct – audio cut off] ...
to TMC.

MS GOODSON: Yes.

ADV SELEKA SC: And TMC is a subcontractor to
McKinsey.

MS GOODSON: Yes.

ADV SELEKA SC: And you are saying TMC was providing
personnel from eGateway which were not TMC's own
employees.

MS GOODSON: Correct.

20 **ADV SELEKA SC:** Was there a subcontract agreement
between TMC and eGateway?

MS GOODSON: At the time in January there was not,
there was subsequently a subcontractors' agreement that
was signed. I signed it, it was signed between Trillian
Management Consulting and eGateway and the terms of

that agreement in my opinion are completely ludicrous. They are ludicrous to the extent that eGateway would get 775 of everything that Trillian Management Consulting would earn on the Generation work stream.

Now to me that was an exorbitant amount of money for two people, it meant that their charge out rate per hour was something close to like, I do not know, a half a million per hour considering how many hours they would have worked on at Majuba. But I signed that agreement with a
10 gentleman – I cannot remember his name right now, sorry, it was a long time ago but I am sure I got the subcontractor's agreement as an annexure, I am sure. If it is not, I will give it to you.

ADV SELEKA SC: Ja, there is extensive amount of annexures there.

MS GOODSON: Yes.

ADV SELEKA SC: But was McKinsey aware that you were subcontracting?

MS GOODSON: Yes.

20 **ADV SELEKA SC:** Were they aware?

MS GOODSON: Yes business these gentlemen, for example, when they started working, Majuba – the generation work stream started with Majuba power station and it started very, very early in January the entire team went to Majuba and worked there, so they were working on

site. So they were staying in the same guesthouse. These individuals made it very clear that they were from India, they were not from Trillian, they worked for eGateway, they did not have email addresses at the time from Trillian and I did not hide it, there was nothing to hide, I was also very clear that they subcontracted because that is what I was told.

ADV SELEKA SC: Okay. Any other subcontractor Trillian used?

10 **MS GOODSON:** Yes, then there was another subcontractor. The other subcontractor was called Cutting Edge Commerce.

ADV SELEKA SC: And in which work stream did they use Cutting Edge?

MS GOODSON: That was in the procurement work stream and it was on a very similar sort of setup as eGateway, there was already an existing relationship it seemed because again, shortly after I signed my employment contract Mr Angel said to me we will be working with them,
20 our shareholder has an interest in the company, I was introduced to directors.

ADV SELEKA SC: And the shareholder is again Mr Salim Essa?

MS GOODSON: Mr Essa, ja. I was introduced to two directors of Cutting Edge Commerce, one was Althaf

Emmamally and the other was Mr Santosh Choubey and they had already been working at Eskom, they were established at Eskom.

ADV SELEKA SC: Are these South Africans?

MS GOODSON: Yes, that is a South African company. Mr Choubey, whenever he would email me, however, his email address came from Sahara Computers. So I suspected a link to the Gupta family of business organisations.

ADV SELEKA SC: Was there a subcontract agreement
10 between TMC and ...[intervenes]

MS GOODSON: I never – no, I did not find a subcontractor's agreement between TCM and Cutting Edge. I never started negotiations with one and I have never seen one.

ADV SELEKA SC: In that period that you were there at TMC did Eskom make any payments in regard to the services under the envisaged MSA?

MS GOODSON: I would not even know. So at the time I would not have known because I asked Mr Angel – again,
20 Chairman, if you just keep in mind that my reference frame is large organisations like Anglo American and I understand how those type of organisations work and are structured. I expected as the CEO of the subsidiary TMC that I would have sight of the financials of the business, I would assume that one of my KPIs would be the financial

health of the subsidiary, as is reasonable for a CEO and then I asked Mr Angel this and I said a case of when do I get access to the bank accounts and when do I get access to managing how money is coming in and going out, he says no, that will never happen, all the money is going to – all the financial aspects of Trillian will be managed centrally at the holding company. So the executive management – so all the CEOs and COOs will do nothing when it comes to finances and I thought that was very

10 bizarre because I wondered then how will you manage my performance? How will you know that I am actually doing a good job or not? You know? So no, to answer your question, during my tenure I had absolutely no idea if any amounts had been paid or any – I knew about the one invoice being issues, which I am sure we will speak about later, but I did not know anything about any money coming in, I was concerned at the – it was on the 16 March 2016 and I remember going to the CFO who was Mr Tebogo Lobolo, the CFO of the holding company, TCP

20 ...[intervenes]

ADV SELEKA SC: Tebogo Leballo?

MS GOODSON: Excuse me?

ADV SELEKA SC: Is it Tebogo Leballo.

MS GOODSON: Yes, sorry, Tebogo Leballo.

ADV SELEKA SC: Yes.

MS GOODSON: Yes. I remember going to him and going him because the Regiments team had come on board and I knew that suddenly our cost base had increased, now we had to pay salaries for quite a few more people than prior to them coming on board. It was only Ben and I, Mr Benade and I that we were paying salaries for and I remember going to Mr Leballo asking him how are we going to pay for things if the MSA is not signed, because if the MSA is not signed we are not getting money in and I
10 remember even asking Mr Angel and Mr Angel said to me that it does not matter because we have shareholder capital investments, as you do in a start-up, so it did not seem unreasonable but without have sight of how much money the shareholder was prepared to put into the company, I did not know how long this business would actually be able to sustain itself, so I had no sight of any money coming into the business during my tenure, Mr Seleka. I have later come to find out when I was working with Mr Budlender on his investigations into Trillian, so
20 that was in 2017. I found out for the first time that Trillian was in fact paid – I think it was after my departure, though.

ADV SELEKA SC: There were payments in August 2016, December 2016 and February 2017.

MS GOODSON: But I came to know that later.

ADV SELEKA SC: So you had already left by that time.

MS GOODSON: I beg your pardon?

ADV SELEKA SC: You had already left.

MS GOODSON: Yes, correct.

ADV SELEKA SC: The date you gave when you make enquiries about how are we going to pay the employees because the MSA is not yet signed, did you say 16 March 2016?

MS GOODSON: Correct, it was a Wednesday.

ADV SELEKA SC: What were told about Mr Salim Essa at
10 the beginning of your employment at Trillian?

MS GOODSON: About the company?

ADV SELEKA SC: About him personally, his role, because you have been mentioning he is the majority shareholder.

MS GOODSON: Yes.

ADV SELEKA SC: Ja, what role were you told he is going to play in the group?

MS GOODSON: Okay. Mr Salim Essa did not tell me much about himself when I met with him.

ADV SELEKA SC: Yes.

20 **MS GOODSON:** But I understood Mr Salim Essa's role rather through Mr Angel.

ADV SELEKA SC: Okay, tell the Chairperson.,

MS GOODSON: Can I explain that? Okay. Mr Angel – this is really interesting – so I had mentioned, Chair, that Mr Angel and I had met a few times before I signed my

employment contract and obviously once I had accepted the offer we were in a lot more constant contact and then Mr Essa – it was before I had committed to joining Trillian – I do recall asking Mr Angel how was it possible that Trillian could secure work at Eskom? And the reason why I asked that question is because coming from – just having experience, a little bit of experience in the management consulting side of things, I just know that working within the public sector is very difficult, it is very difficult to secure work
10 within the public sector and probably more difficult to secure work in the public sector if the company does not have a history to prove that it has delivered, as such, and that would have been Trillian because Trillian was just starting and Mr Angel specifically said to me that you need people with relationships and our major shareholder, Mr Essa, is one of those people with those relationships. His words to me that you need people to open the taps, the phrasing that he used and our shareholder can open the taps.

In subsequent conversations – I do not remember the
20 exact date, I also remember asking Mr Angel things like what is the long term plan of Trillian, was is the intention – because Integrated Capital Management spoke of themselves as an IPL, an initial public offering. So typically in this industry if people are setting up an IP, oh, you setting up a company to list on the stock exchange ultimately so I had asked Mr Angel

this, is that the intention with Trillian? And he replied to me and he said he is not sure because Trillian's lifespan is envisaged only for the current dispensation, is what he had said to me at the time. So in my mind, Trillian was only going to be working for about three years or that is only the plan for three years and after that people would be what is going to happen with it later?

ADV SELEKA SC: Oh, so the current dispensation, you understood it to be a period of three years?

10 **MS GOODSON:** Yes because that was 2016.

ADV SELEKA SC: Yes.

MS GOODSON: I understood to like a political affiliation with our current President and the next election was going to happen ...[intervenes]

ADV SELEKA SC: Just face the Chairperson, what did you understand it?

MS GOODSON: I understood that it was like current dispensation meaning the political party of the ruling party or the President.

20 **ADV SELEKA SC:** Who was the President at the time?

MS GOODSON: Mr Jacob Zuma and the next general election would have been held at that time, it was either 2019 or 2020, was going to be the next general election.

ADV SELEKA SC: Ja, I would not recall offhand.

MS GOODSON: Sorry?

ADV SELEKA SC: I would not recall offhand.

MS GOODSON: Ja.

CHAIRPERSON: Well, there was to be a local government election in 2016. There was a general election in 2014 and there was another general election in 2019.

MS GOODSON: Ja, so this was said to me in 2016.

ADV SELEKA SC: Yes.

MS GOODSON: So the current dispensation would have been about three years.

10 **ADV SELEKA SC:** The next election was scheduled for 2019, as you say.

CHAIRPERSON: Well, of course there was going to be an internal ANC election in December 2017, the ANC was going to be having an elective conference in December 2017 at which elections would take place for its leaders.

MS GOODSON: Okay.

CHAIRPERSON: So which one were you talking about?

MS GOODSON: I personally understood it to be the general election where we could get a new President, I do
20 not follow politics, so I did even know about the 2017, but my personal understanding when Mr Angel said the current dispensation, I assumed the time period from that point to be until the next general election. That is what I understood.

CHAIRPERSON: Ja, okay.

MS GOODSON: So please forgive my naivety in terms of politics, I

CHAIRPERSON: Okay, alright.

ADV SELEKA SC: That is fine. Because I think when the Eskom board members were appointed in 2014, December 2014, they were appointed on a three year term. Ja, I know some of them left in 2017. You do – okay, you were told that about Mr Salim Essa.

MS GOODSON: Does that answer the question correctly?

10 **MS GOODSON:** I mean, well appropriately that is all I can tell you, unfortunately.

ADV SELEKA SC: Yes, no, that is alright.

MS GOODSON: Okay.

ADV SELEKA SC: What you know, which is what you were told, and then Mr Angel told you about – just repeat the words, you said Trillian is what for the dispensation?

MS GOODSON: Trillian – because I asked him about the future plans.

ADV SELEKA SC: Yes.

20 **MS GOODSON:** Right and he just says what we know is that we have got the secured work for the current dispensation.

ADV SELEKA SC: Oh, got secured work for current dispensation.

MS GOODSON: And when you look at the cash flows for

the top engineer programme they were for three years.

ADV SELEKA SC: Ja, can you take the Chairperson to that please?

MS GOODSON: Oh, okay. Let me see ...[intervenes]

ADV SELEKA SC: That is on page 450.

MS GOODSON: Sorry, 415 or 450?

ADV SELEKA SC: 450, yes.

MS GOODSON: Okay, here we go. Okay ...[intervenes]

ADV SELEKA SC: Of Eskom bundle 14, Chairperson.

10 **MS GOODSON:** So I have got the table in front of me, I will just wait for the Chairman to get it.

ADV SELEKA SC: Yes.

MS GOODSON: Okay. So Chairman, what you see in the table on that page is ...[intervenes]

ADV SELEKA SC: The table is on page 451.

MS GOODSON: I am talking about – but I only referencing the table now, is that okay?

ADV SELEKA SC: No, I am just placing on record.

MS GOODSON: Sorry.

20 **ADV SELEKA SC:** The right page for the table.

MS GOODSON: Sorry.

ADV SELEKA SC: You may proceed.

MS GOODSON: The first column of the table you can see in the top corner it says Top Engineer, right? And in that entire column it gives you a whole bunch of different work

programmes and work streams and I am going to explain them to you now shortly. Okay? Some of them different from what I have spoken about but I am going to put that in context here.

ADV SELEKA SC: Just before you do that – Chair, I see we are five minutes into your tea time.

CHAIRPERSON: Okay, let us take the tea break, we will resume at twenty five to twelve.

ADV SELEKA SC: Thank you, Chair.

10 **CHAIRPERSON:** We adjourn.

INQUIRY ADJOURNS

INQUIRY RESUMES

CHAIRPERSON: Okay, let us continue.

ADV SELEKA SC: Thank you, DCJ – sorry, Chairperson. Just before we proceed, Chair, I have been able to get the assistant to update the bundle with Ms Goodson's supplementary affidavit.

CHAIRPERSON: Yes.

20 **ADV SELEKA SC:** Which is in Eskom bundle 14(B) page 566.1. I would just like Ms Mothepu to confirm it so that we can admit it as an exhibit. Ms Goodson, [indistinct – dropping voice] Ms Mothepu.

CHAIRPERSON: Did you get the page number?

MS GOODSON: Sorry?

ADV SELEKA SC: Page 566.1. She will help you. Is that the one?

CHAIRPERSON: Thank you, Mr Seleka, I have got it.

ADV SELEKA SC: Ms Goodson, you are also there, page 566.1?

MS GOODSON: Yes.

ADV SELEKA SC: It is an affidavit – well, the line says statement but it is on the last page commissioned by a Commissioner of Oaths.

10 **MS GOODSON:** Correct.

ADV SELEKA SC: The last page is page 566.5.

MS GOODSON: Yes.

ADV SELEKA SC: Are you there?

MS GOODSON: Yes.

ADV SELEKA SC: And there is a signature there, you confirm that to be your signature?

MS GOODSON: Yes, I do.

ADV SELEKA SC: The affidavit is dated 19 February 2021. Do you confirm this to be your affidavit?

20 **MS GOODSON:** Yes.

ADV SELEKA SC: And confirm the contents thereof.

MS GOODSON: Absolutely.

ADV SELEKA SC: Chairperson, I beg leave to have it admitted as EXHIBIT U31.2.

CHAIRPERSON: The statement of Ms Bianca Cherise

Goodson starting at page 566.1, Eskom bundle 14, is admitted together with its annexures and will be marked as EXHIBIT U31.2.

STATEMENT OF BIANCA CHERISE GOODSON TOGETHER WITH ANNEXURES HANDED IN AS EXHIBIT U31.2

ADV SELEKA SC: Thank you, Chairperson. Ms Goodson, just before the adjournment ...[intervenes]

CHAIRPERSON: Did you want me to put this file away for now or...?

10 **ADV SELEKA SC:** Yes please, Chair.

CHAIRPERSON: Ja, okay.

ADV SELEKA SC: Thank you. So we must go back to the file we were dealing with before the adjournment. That is EB, Eskom bundle 14. Ms Goodson, you were about to take the Chairperson through the forecast cash flows and which is the table on page 451 and I think as you do that, please give the Chairperson the context, where does this table come from, who gave it you, for what reason and what does the table show?

20 **MS GOODSON:** Okay, Mr Chairman, if you look at the table and you look at the first column you will see in the top left hand side it says Top Engineer under which it has got PMO, GX Design and so forth. All those in that column are difficulty sub-work streams, which I will explain each shortly.

And then you have two more columns with numbers in them, the first is dated the 17 December 2015 and it is a forecast and then there is another, that is the 18 November 2015, which is a forecast. Okay?

I would like to just give you the context of where those numbers come from. So the column that talks to November, which is the rightmost column, was an email that I received from Mr Clive Angel. Mr Clive Angel had forwarded an email to me. The original email, when you
10 look at the thread, the original authors of the email was Mr Vikas Sagar and attached to this email was an Excel spreadsheet and in the Excel spreadsheet where those different work streams, so to say that you see on the left hand last column.

CHAIRPERSON: You said the original author or the person from whom the email originated?

MS GOODSON: Originated.

ADV SELEKA SC: From Mr Sagar.

MS GOODSON: Correct.

20 **CHAIRPERSON:** He was from McKinsey.

MS GOODSON: Correct.

CHAIRPERSON: Okay.

MS GOODSON: Okay, so Mr Sagar sent the email to Mr Angel, Mr Angel then sends the email to me, okay? There is an Excel worksheet in there and I have extracted the

numbers from that Excel worksheet into the column on the right-hand side. The way that you read the numbers is that where the number is positive, so for example you see Top Engineer, 341. That is actually a cost that McKinsey has to invest, okay? Wherever the number is negative, it is actually revenue. So if you go to the bottom and you look at total cash flow, the second row from the bottom and you look in the column for November 2015 you see that the number there is minus 10 311, so that number is actually

10 ...[intervenes]

CHAIRPERSON: I am sorry, I am sorry, let me try and – yes, I can see that, ja.

MS GOODSON: Okay. That number is actually millions, so that number is actually 10 billion and 300 million. Okay?

CHAIRPERSON: Hang on one second. Did you say it represented McKinsey's or Trillian's cost, the positive one?

MS GOODSON: This the positive [inaudible – speaking simultaneously]3

CHAIRPERSON: The cost?

20 **MS GOODSON**: The combined team that the stream worked, so this would be McKinsey and I am assuming also the supply development partner, [inaudible – speaking simultaneously]

CHAIRPERSON: Okay.

MS GOODSON: So that is why, Chairman, you will see in the Top Engineer line item is actually an investment

...[intervenes]

CHAIRPERSON: Just hang one second. Yes, okay, you can continue, ja.

MS GOODSON: Okay. So before I start explaining what this table represents, would you mind if I take you through what the different work streams are on the left hand side?

CHAIRPERSON: Ja, yes.

MS GOODSON: Okay. So the Top Engineer in the context3 of this table is that you first described it to me, when you were
10 asking the clarifying question about engineers. So the Top Engineer there talks to McKinsey's investment or McKinsey and its partners investment into Eskom employees to make them top engineers and that investment in both scenarios, the December forecast, as well as the November forecast as an investment of 341 million.

CHAIRPERSON: Why – is there any significance to the fact that the earlier month, namely November 2015, is put at the end and the later month, namely December 2015, is put before? Is it an accounting thing or what?

20 **MS GOODSON:** The reason why I did that, Mr Chairman, is because I wanted to show you the one first that was most prevailing so the one that was the last and most significant one that I have seen as actually the middle column, so it could – there is not any ...[intervenes]

CHAIRPERSON: Made any significance, okay, alright.

MS GOODSON: In that [inaudible – speaking simultaneously]

CHAIRPERSON: Okay, alright. Okay, continue.

MS GOODSON: So obviously I assume that December supersedes November in terms of the forecast and you will see that those numbers are slightly different by a billion. But the Top Engineer program was an investment from McKinsey's and its partner side into Eskom and that is why it is a positive number, okay, because they have got to
10 expend the money.

The next line is PMO and what that stands for a project management office, so it is an overhead of the entire structure that has to oversee this entire programme, so again that is not revenue generation, it is actually an expense and that is why you see McKinsey forecasting expense as being 320 million. Okay?

The next two lines that you see is GX design and scale and then GX rollout. Okay? Those two together make the generation work stream that I spoke to you about
20 earlier that forms part of the Top Engineer's MSA. So those two together are generation.

ADV SELEKA SC: So GX stands for generation?

MS GOODSON: Correct.

ADV SELEKA SC: I see they described above the table.

MS GOODSON: Correct. Okay? So what this table tells

you is that in December the authors of this spreadsheet which was McKinsey anticipated at least R3 billion as revenue from the generation work streams together.

CHAIRPERSON: That is the two figures added together?

MS GOODSON: Yes, so if you take the 1537 and you add it to 1537, I am rounding it and I am calling it 3 billion but it is a little bit more than 3 billion, okay?

CHAIRPERSON: Yes.

MS GOODSON: And you see that that number stays more
10 or less the same in November as well.

CHAIRPERSON: Okay, okay.

MS GOODSON: Okay? If we go to the next line item which is procurement, I explained the procurement work stream to you earlier and McKinsey had envisaged that it and its partners would accrue a revenue of 1.6 billion for procurement.

CHAIRPERSON: What were they talking about when they were saying they would make that kind of money under procurement? Did they mean that that is the tenders that
20 they would get from Eskom?

MS GOODSON: No, the way that this contract was structured was that McKinsey and its partners would only ever get paid – it was referred to as an at risk contract. So when you looked at the draft versions of this MSA, you know, in all the contracts you always get an amount, what

is it going to cost you to get the service. The amount of this specific contract was always zero because the explanation was that Eskom would never spend money on the consultants, the consultants would only get paid out of the savings that they realise.

So the way you read this, under the procurement for example is that McKinsey had anticipated that out of all the savings that they would have got for Eskom, they would be deserving of or they would accrue 1.6 billion of that saving
10 as fees. That is how you read it.

CHAIRPERSON: Okay.

MS GOODSON: Well, this entire table.

CHAIRPERSON: Okay.

MS GOODSON: PED is Primary Energy and I explained that that was one of the work streams in Top Engineers and for Primary Energy McKinsey and its partners had planned to get 1.6 billion in revenue.

And then finally you have claims and I mention it here and that in that instance McKinsey felt that they could
20 earn 710 million. So I have explained to you now the four work streams that I told you I understood a part of the Top Engineers. I have explained Generation, I have explained procurement, I have explained Primary Energy and I have explains claims. So when I looked at this worksheet, those are the only ones that I knew constituted this Top

Engineers programme, okay?

However, McKinsey clearly were planning other work that I did not know about, okay? And now they start looking at the lines that start by new build. I have no idea what that is but clearly McKinsey at some point in November thought that they would get 1.5 billion for that. There was financing and funding, I do not know anything about that. There was the corporate plan, I did not know anything about that, there was fixed finance strategy, I did
 10 not know anything about that and then clearly they were planning to do something with nuclear power with 300 million.

When you add all of those up and you take away the expenses, you are looking at the net cash flow line which shows you that the net cash flow from McKinsey and as partners would have been – I am rounding it up, would have been roughly R10 billion that they accrue through all this work and that was the plan and this work – and it is part my annexures, it is cash flowed, so you can actually
 20 see it as a sequence of time and you can see that this money would be accrued over three years starting 1 January 2016.

ADV SELEKA SC: So what are these, projections?

MS GOODSON: Projections forecast, yes. And I recall when I mentioned earlier that when I was having difficulties

with my relationship with McKinsey, I had escalated the concerns to Mr Essa.

ADV SELEKA SC: Yes?

MS GOODSON: And I recall Mr Essa saying to me who do these guys think they are, we will replace them because I am getting my 5 billion. Now the 5 billion is 50% ...[intervenes]

CHAIRPERSON: I am sorry, just repeat that sentence?

ADV SELEKA SC: Yes.

10 **MS GOODSON:** Okay, I mentioned earlier ...[intervenes]

CHAIRPERSON: You recalled something, that is what I want to hear.

MS GOODSON: You recall that I mentioned that I escalated the acrimonious relationship with McKinsey to a few people, one of them being Mr Essa.

CHAIRPERSON: And that acrimonious relationship, I want to ask you earlier, was between yourself and McKinsey or with TMC or Trillian with McKinsey?

MS GOODSON: Well, I was TMC.

20 **CHAIRPERSON:** Yes, so ...[intervenes]

MS GOODSON: We had no other employees.

CHAIRPERSON: Yes, so but you – what you mean it was not personal?

MS GOODSON: No, no, no, it was business, it was just ...[intervenes]

CHAIRPERSON: It is just because of who you represented?

MS GOODSON: Absolutely.

CHAIRPERSON: Okay.

MS GOODSON: It was completely professional.

CHAIRPERSON: Okay.

MS GOODSON: And I mentioned earlier that I escalated that acrimony to Mr Essa and in that meeting with Mr Essa Mr Essa says well, if McKinsey do not play ball we will
10 replace them, I still want my 5 billion. Now 5 billion ...[intervenes]

CHAIRPERSON: They would replace them and...?

MS GOODSON: I still want my 5 billion.

CHAIRPERSON: Ja.

MS GOODSON: The 5 billion is half of the 10 billion.

CHAIRPERSON: It is half of the 10 billion.

MS GOODSON: Yes.

CHAIRPERSON: Okay, not that is fine. But just go back to table 1 forecasted close, that table, did you say was based
20 on the email you received from Mr Angel who had received it from Mr...

MS GOODSON: Sagar.

CHAIRPERSON: H'm?

MS GOODSON: Mr Sagar from McKinsey.

CHAIRPERSON: Sagar, yes, okay.

MS GOODSON: That is November and on the 17 December I received an update and that is ...[intervenes]

CHAIRPERSON: Oh, so you received two?

MS GOODSON: Yes, correct.

CHAIRPERSON: Okay, alright but do you by any chance still have the document that you received?

MS GOODSON: Ja,. Part of my ...[intervenes]

CHAIRPERSON: Yes? Is it here by any chance?

MS GOODSON: H'm, part of annexures.

10 **CHAIRPERSON:** Ja, okay. No, that is fine but these are the figures.

MS GOODSON: Ja.

CHAIRPERSON: These figures you took from that document.

MS GOODSON: And if for some reason it is not attached just let me know I will give it to you.

CHAIRPERSON: Ja, okay, okay. Okay, so do you have any understanding as to why revenue was reflected under negative?

20 **MS GOODSON:** No, it is so uncommon because usually your revenue is positive and your expenses are negative, but it's very uncommon ...[intervenes]

CHAIRPERSON: Ja or was it way of hiding what it represented?

MS GOODSON: Chair, you are asking me to speculate.

CHAIRPERSON: You don't know. Ja, no, no, if you do not know, you do not know but it is –ja, okay, you may continue.

ADV SELEKA SC: Yes. Ms Goodson, I am reminded of Ms Mothepu's evidence about an email that came from her, that came from Mr Eric Wood, Eric Wood to her, with also a table of cash flow projections. I am wondering whether could this be – are you aware of that exchange between the two of them?

10 **MS GOODSON:** No and I followed Ms Mothepu's evidence in the parliamentary enquiry and here so closely that it is actually – no, it is the first time that you are mentioning it to me, but I would gladly take a look.

ADV SELEKA SC: No, she mentioned it here, when she was here.

MS GOODSON: Okay. I do not know, I have never conducted and exercise to compare if they are the same or different, but I mean, I will happily do it if you want me to.

ADV SELEKA SC: No, that is fine, you will get the
20 reference to that.

MS GOODSON: Okay.

ADV SELEKA SC: When do you say you received that email that came from Mr Eric – was it Mr Eric Wood?

MS GOODSON: Angel.

ADV SELEKA SC: From Mr Angel. So it came from Mr

Sagar, to Angel, Mr Angel then forwarded it to you.

MS GOODSON: Correct.

ADV SELEKA SC: When was that?

MS GOODSON: The dates are shown on the top of the column. The first – sorry, the second one was the 17 December and then the first one was on the 18 November.

ADV SELEKA SC: Oh, those are the dates when you received the information.

MS GOODSON: Yes.

10 **ADV SELEKA SC:** Oh, I see. So you created this table yourself.

MS GOODSON: Yes, I did, because they were not in exactly the same format but for the sake of this affidavit ...[intervenes]

ADV SELEKA SC: Yes, okay, but the information obviously come from that email which was sent to you?

MS GOODSON: Correct.

ADV SELEKA SC: Then you left too soon before this money could be made.

20 **MS GOODSON:** Absolutely. I thought this – I mean, this was so ambitious.

ADV SELEKA SC: You thought what?

MS GOODSON: This is so ambitious, this can be the GDP of a small country. I did not think that this was actually achievable in three years.

ADV SELEKA SC: Oh.

MS GOODSON: I have never seen cash flows like this and remember, I come from mining, right, Anglo American has huge cash flows, this was for consulting, this was shocking, to say the least.

ADV SELEKA SC: What was the reason why the information was sent to you?

MS GOODSON: I do not even know why. I think Mr Angel just sent it to me. I do not even think I requested it
10 because I did not know it existed. So Mr Sagar sent it to M Angel. Mr Angel would very often do that, he would literally just quick forward without giving me explanations or comment and he would just send me things and I think that was the case with these as well. If I recall correctly, there was not even any text in the email, it was just forwarded to me.

ADV SELEKA SC: What did you do with it?

MS GOODSON: I looked at it and I thought it was ridiculous, I do not know of any starter company – when I
20 put my Trillian hat on and I do not think about McKinsey because I know McKinsey because I know McKinsey earns a lot more money than start-up companies. As a start-up company, Trillian making this kind of money in three years is bewildering, right?

CHAIRPERSON: So the focus was over three years?

MS GOODSON: Correct.

CHAIRPERSON: Okay and at that time Trillian was a few months old.

MS GOODSON: Yes and Trillian only had me employed at this time on these dates, and I knew that I cannot do work for 10 – for 5 billion.

CHAIRPERSON: Ja, okay.

ADV SELEKA SC: Well, you had not even officially started your employment.

10 **MS GOODSON:** I was still working for Anglo American on these days.

ADV SELEKA SC: Okay. Could it be that this was used – well, now looking at the timing of it, it was used to entice you to come into the company?

MS GOODSON: No because this was only shared with me after I signed ...[intervenes]

ADV SELEKA SC: After [inaudible – speaking simultaneously]

MS GOODSON: I think he reminded me that I sign my
20 employment contract a day before the 17th.

ADV SELEKA SC: On the 17th, I see.

MS GOODSON: Ja.

CHAIRPERSON: Well, you said you received this email which had these figures when?

MS GOODSON: The one was on the 18 November and the

other one was on the 17 December.

CHAIRPERSON: Oh, on the – those dates, on those columns, are the dates of receipt.

MS GOODSON: Correct.

CHAIRPERSON: Of the email.

MS GOODSON: Yes and if I remember correctly it is even the date of the Excel spreadsheet that is attached to it.

CHAIRPERSON: Okay. They are not the dates when the forecast was made by whoever made the forecast.

10 **MS GOODSON:** I assumed both are true. It is the date that I received and it is the forecast was made, I believe both are true.

CHAIRPERSON: Okay.

ADV SELEKA SC: So these are two companies exchanging information about cash flow projections in respect of work that they are busy negotiating together at Eskom or is it work or some of it, Top Engineers, you said they had already started in December?

20 **MS GOODSON:** That is the thing, McKinsey looked as though they had started working. Just to come to your first question you say that we were negotiating this together, Trillian was not part of these negotiations at all, right, so McKinsey was negotiating this and that is why I was the recipient of the information not concluded as – or not included as somebody to add or supplement the

information. I was just giving it. Right, so all the work that was happening in the background I really got the impression that it was specifically between Eskom and McKinsey and Trillian as the SD partner was just informed, sort of like baggage on the side.

ADV SELEKA SC: Did you know about Regiments?

MS GOODSON: I knew that Regiments had existed because when I met Mr Eric Wood and Mr Bobat in my interview ...[intervenes]

10 **ADV SELEKA SC:** Just face to the Chairperson.

MS GOODSON: Sorry, forgive me, sorry. I knew that Regiments existed and I knew that Mr Wood was going to be leaving in March the following year. I did not know anything else about Regiments at the time. Again, you know, you Google and you read the website but I have never ever heard of them before that one time.

ADV SELEKA SC: But I am asking specifically in this period, November 2015, December 2015. Did you know that there was a company called Regiments in existence?

20 **MS GOODSON:** Yes I did because Mr Eric Wood and Mr Bobat had interviewed me in about November before I signed my contract and that was my first introduction or ever mentioned of the words Regiments. That is all that I knew of them.

ADV SELEKA SC: Can you – you were interviewed by Mr

Eric Wood and Mr Mohammed Bobat, did you say it was in October?

MS GOODSON: The initial conversation started around about September/October and I think the interview was also probably in about October. Could have been.

ADV SELEKA SC: You have explained what Mr Eric Wood's position was, Mr Clive Angel's position was but what was the position of Mr Mohammed Bobat?

MS GOODSON: This is interesting, there is some
10 information that I found out in Ms Mothepu's evidence to you, Chair. But also what Ms Mothepu said to you, I was also told by Mr Angel, right? So what I was told, Clive had told me that I would be meeting Mr Wood at this interview. He did not tell me prior that I would be meeting Mr Bobat. So I was a bit surprised that when I walked into the room there were two gentlemen there.

So after having this interview with them I asked Clive who was Mr Bobat and why did he have to interview me and Mr Angel said to me the reason why Mr Bobat
20 interviewed you is because he would have taken the job, so he was originally earmarked for the CEO of TMC. And if I recall correctly, Ms Mothepu mentioned the same in her evidence and that is what she had heard from the Regiments side, right?

So then I asked Mr Angel – I was like okay, so then

why is he not taking it? Why are you guys looking at me?
And Mr Angel said because he has got a better opportunity.
. And, you know, when people have said that to me, I have
got a better opportunity , it is almost implies that you are
leaving the company or the organisation and you are going
somewhere else. So I assumed that and that maybe he
was leaving on decent terms and he just wanted to make
sure that he was leaving, Eric got somebody that he
trusted and that is why he was seeing me in the interview,
10 that is what I assumed.

But on the 8 December 2015, Mr Angel called me
and Mr Angel said to me do you remember I told you that
Mr Bobat has got better things? I said yes? He says have
you seen the headlines? Like I think it – yes, it could be
the 9 December and I saw the headlines and the headlines
were that Mr Bobat was joining Mr van Rooyen at Treasury
and had received promotion and Mr Angel said to me, see
our boss, who is Mr Essa – not encourages – that was not
the word, he promotes loyalty.

20 **CHAIRPERSON:** He what?

MS GOODSON: Promotes loyalty.

CHAIRPERSON: He promotes loyalty.

MS GOODSON: So the way that I interpreter that was that
Mr Bobat must have been quite loyal in some way to my
boss, which was Mr Essa, and for that he became a special

adviser to Mr van Rooyen when Mr Rooyen went to Treasury but I was – Mr Angel did explicitly tell me that Mr Bobat was actually supposed to have my job, that was the original plan.

ADV SELEKA SC: And the date you gave, is it 9 December 20...[intervenes]

MS GOODSON: It is the 8th or the 9th, it is one of those two, it is in my affidavit.

ADV SELEKA SC: Ja, but 2015?

10 **MS GOODSON:** Yes.

CHAIRPERSON: What did you say the headlines were saying?

MS GOODSON: That is when the news broke that Mr van Rooyen would be the new Finance Minister, and the headlines, the headlines very shortly after that was – no I think Mr Angel told me that he was coming but the headlines shortly after that was about Mr van Rooyen's advisors and that he came with Mr Whitley. It was something along those lines Chairman, I stand to be
20 corrected on the exact dates but I do know Mr Angel told me that Mr Bobat was with Mr Van Rooyen at Treasury.

And I think the media picked up on the advisors possibly a little bit later I do not remember exactly the date, this was four years ago, five years now. I am sure it is in my affidavit.

ADV SELEKA SC: Ja, no that is fine. You say the 8th or the 9th of December 2015. You were explaining that, you thought when they say his what, his getting a better position.

MS GOODSON: Promoted, yeah well, I am sorry, what I meant, what I said verbatim was that his got better options, his got a better opportunity.

ADV SELEKA SC: Ja, but you thought that he would be leaving the company.

10 **MS GOODSON:** Yes.

ADV SELEKA SC: Why did you say you thought is it because he still remained at TMC?

MS GOODSON: No, because usually, that is what you would say, like when I resigned from Anglo for example, and people would ask but why is Bianca resigning. My manager would say, she has got a better opportunity, implying that I am moving, moving somewhere else.

ADV SELEKA SC: Yes, for greener pastures.

MS GOODSON: So to say.

20 **ADV SELEKA SC:** When Ms Mosilo was here, she testified about the appointment of Mr Bobat as the special adviser to Minister Van Rooyen.

CHAIRPERSON: Are you referring to Ms Mothepu?

ADV SELEKA SC: Ms Mothepu.

CHAIRPERSON: Yes, it is just that the record will,

whoever reads the record will think it is somebody else because I think you mentioned a name rather than a surname I think.

ADV SELEKA SC: Oh, yes.

CHAIRPERSON: Or did I misunderstand. Ja, so somebody who is reading the transcript will think you are talking about somebody else and they would say, who is this now.

ADV SELEKA SC: Thank you, Chair.

10 **CHAIRPERSON:** Ja.

ADV SELEKA SC: Ms Mothepu testified about this appointment but she also said there was a purpose behind it at one point. Now, I am not going to tell you that purpose. Did you know of any purpose behind Mr Bobat's appointment as a special adviser to the Minister?

MS GOODSON: At the time, what I knew or what I know now?

MS GOODSON: At the time, it was mentioned to me I am just trying, I am just trying to make sure that I get the date
20 correctly, the year. No, not in Treasury, once Mr Bobat had moved to COGTA, Mr Angel was very explicit that we would be getting opportunities there, but not in the time with Treasury.

ADV SELEKA SC: Okay.

MS GOODSON: No, which was only a few days, but the

following year when I started, so in January 2016 there was a lot of movements and Trillian Management Consulting was invited to present to Minister Van Rooyen for example, and Mr Bobat facilitated that. So, there was quite a bit of connection, but please forgive me I did not plan on discussing that here knowing that this is the Eskom work stream but I am happy to discuss it.

ADV SELEKA SC: Yes, no I have seen it in your affidavit.

10 **MS GOODSON:** Okay.

ADV SELEKA SC: It is already there.

MS GOODSON: Yes.

ADV SELEKA SC: So you have no chance, unfortunately. Okay, you have talked about the events of December 2015, the appointment of Minister Van Rooyen as the Minister of Finance. Mr Bobat gets to be appointed as a special advisor to him but that gets to be short-lived.

Now you are in 2016 and you are taking us to their move from Treasury to COGTA, is that right?

20 **MS GOODSON:** Yes.

ADV SELEKA SC: Then tell the Chairperson about this meeting you are talking about and who arranges the meeting?

MS GOODSON: Okay, can I go into quite a bit of detail about this?

ADV SELEKA SC: Well, let us see.

MS GOODSON: Okay, again, Chairman, please forgive me for not getting the exact dates, but I know that in my affidavit, they are very explicit and they are supported by meeting request and emails.

It was sometime in January, and I refer to it in my affidavit as a road show being tongue and cheek.

ADV SELEKA SC: I can help you with the page number.

MS GOODSON: Okay.

10 **ADV SELEKA SC:** Page 457, four, five, seven, I see you have dates there.

MS GOODSON: Yes.

ADV SELEKA SC: The first week in January 2016, 8 January 2016.

MS GOODSON: Yes, correct. On the 8th of January, Chair I get a call from Mr Wood. Now Mr Wood is still at Regiment, I had just started working actually like that week because it was first day so to say and Mr Wood asked me to come through to the Regiments offices and he - and I
20 go, I was quite compliant. And when I get to the Regiment's offices, he introduces me to two directors from a company called Oliver Wyman and specifically these directors are directors of Oliver Wyman but not Oliver Wyman South Africa, Oliver Wyman Dubai and Mr Woods says to me, we going on a road show, and I said okay, you

know, so what do we need to do?

So there is only four of us in that meeting, it is myself, Mr Wood and these two directors from Oliver Wyman and, and that night, that evening, Mr Wood had arranged for us to have dinner at Wombles in Parkers or Parktown North or something with Mr Gary Peter, in his capacity as the as the CFO of Transnet at the time.

We have dinner and that was quite a surprise for me, I did not quite expect it and we have dinner at
10 Wombles, and the discussion over dinner is with the Oliver Wyman directors was, is there opportunity for Oliver Wyman to work at Transnet where Trillian would be the supply development partner. So the dinner concluded, the next day...[intervene]

CHAIRPERSON: Ja, but cannot conclude like that, what is the response?

MS GOODSON: Oh, no I was just going to tell you everything that I was going to tell you but the road show was like really cool.

20 **CHAIRPERSON:** Now you took us to the dinner table, tell us what was being discussed, you say they posed the question, are there business opportunities for us at Transnet and then you do not tell us what the response from Mr Gary Peter was.

MS GOODSON: Sorry, because the point I am trying to

make is more about the road show but absolutely, I will tell you what Mr Gary Peter said, Mr Gary Peter said that he assumed that there were opportunities within Transnet engineering and, and I do not recall the rest of the details of that night.

This was a long time ago and it is not one of those meetings where you take notes, it's a dinner but Mr Peter replied in the affirmative. I think that is what you are looking for, and the next morning the road show continued
10 and Mr Wood asked me to collect...[intervene]

CHAIRPERSON: Now this road show was that a programme in terms of which you were going to meet with potential clients? What is the connection between a road show and what you were doing?

MS GOODSON: It is what I call it now after the events. I was quite in the dark, I did not anticipate the dinner with Mr Gary Peter until I got the meeting invite from Mr Woods PA and then I just got the meeting invite that we are meeting Mr Singh the next day and in that same afternoon,
20 we were meeting the Minister. I woke up in the morning expecting a normal day just going to the office, Chair so in hindsight when I wrote the affidavit I referred to it as a road show, but...[intervene]

CHAIRPERSON: Oh, you gave it the term road show.

MS GOODSON: I gave it the term road show.

CHAIRPERSON: Okay, but why did you give the term road show?

MS GOODSON: Because in two days we met really interesting people, we met the CFO of Transnet, the CFO of Eskom, and the Minister of COGTA in a space of two days.

CHAIRPERSON: Oh, okay alright, okay.

MS GOODSON: And all that we doing we taking these directors around to meet all these influential people and I
10 felt like a glorified driver.

CHAIRPERSON: Why did you feel like that?

MS GOODSON: Because, so, sorry can I go again, chronologically now?

CHAIRPERSON: Okay, ja.

MS GOODSON: So it is the morning after the dinner, Mr Wood asked me to collect the Oliver Wyman directors from their hotel, and this maybe too much information, but I distinctly remember how embarrassing this was because the hotel was next to my daughter's school and my
20 daughter had thrown up in the car. So now you have got these directors of this company, in your car, you got to drive to Megawatt Park from Saxon from sort of the Saxon world, Sandton area and your car like, you know, it is very uncomfortable to be inside of it and you are on your way to go meet the CFO of Eskom. You know, I just remember

feeling so embarrassed and I just met these gentlemen the day before, I did not know what to talk to them about, I did not know what to tell them about Trillian.

Trillian for all intents and purposes was only eight days old you know, I mean, what was I expected to say and do for a company that that is so huge and has a global trail like Oliver Wyman. Anyway, you know people say fake it till you make it, so I tried to put on a smile, I try to act professional, I try to come across as though I knew what I
10 was doing and I went to these meetings.

And in that morning, we met the two Oliver Wyman directors and myself, met Mr Wood at Megawatt Park and we were escorted to the executive wing in a boardroom where we were introduced to Mr Anoj Singh and it was very similar to the dinner. Mr Wood introduced who everybody was and the directors from Oliver Wyman were very forthcoming saying that we would like to work with Eskom, we think Eskom has got great opportunities, and these are the things that they are thinking could help Eskom, and
20 they proposed two work streams.

The one was a change management, a change management type of management consulting support, and the other one was associated with the nuclear program and Mr Singh was very much in the affirmative, very much like Mr Peter and Mr Singh was saying, okay fine get me a

proposal, send it to me, let us see what happens after this.

So the meetings were very short, they were very introductory, so at most they were like 45 minutes. You know, there was no planned agenda, there was no presentations, there was nothing like that. Later on that afternoon, Mr Wood had arranged a meeting with Mr Van Rooyen, so in between those two meetings we had that introduced.

So the directors of Oliver Wyman and myself went
10 to the Regiments offices and while we were there we were communicating with Mr Bobat and Mr Bobat was telling us things like, of what how do you refer to it? Sort of like the proceedings. like do not speak to the Minister first, the Minister must sit down first, you know, just the general sort of this is how you refer to a Minister and so forth, things that I did not really know so I appreciated getting feedback.

Mr Bobat then sent me an email telling me that I have got to put together a business, like a business
20 prospectus or business profile for Trillian it knocked me off my feet, because this company was only in black, as I said, nine days old, and now I have got to put together this business proposal.

CHAIRPERSON: So to say you were the only employee.

MS GOODSON: Yes, this was like a shock for me, right.

So we sitting in this boardroom with the Oliver Wyman directors, it is easy for them to come up with a business profile, because they have got all these marketing teams to help them, they have got these amazing slides and presentations.

Here I am starting for the first time trying to put something together in any way, the long the short, we eventually go to the Minister in Pretoria. So we go and meet the Minister.

10 **ADV SELEKA SC:** At COGTA.

MS GOODSON: Of COGTA so Mr Van Rooyen, Minister Van Rooyen and at that time, he was the Minister of COGTA.

CHAIRPERSON: At that stage, what was your understanding of the purpose Why you needed to meet the minister, or the scope?

MS GOODSON: Based on the dinner the previous night and in the meeting with Mr Singh in the morning, it became very clear to me that this was the road shows a good name
20 to actually give this experience because it was introducing these entities of the South African people to the Oliver Wyman directors as Trillian being the facilitator trying to get work, that was very obvious to me.

CHAIRPERSON: Okay, that is what was obvious to you. Did nobody ever say what the purpose was?

MS GOODSON: No, Mr Wood would just introduce us and it was as though we were expected. Mr Peter, and Mr Singh, for example, did not look surprised, like oh my gosh, you were not in my diary, who are you, why we meeting there was no sense of that at all.

CHAIRPERSON: Ja, okay alright.

MS GOODSON: So we met the Minister and we presented our...[intervene]

CHAIRPERSON: Who was the Minister with?

10 **MS GOODSON:** Mr Whitley and Mr Bobat.

CHAIRPERSON: Oh, was the DG not there?

MS GOODSON: No, no it was it the four of us, the us being myself, Mr Wood and the two Oliver Wyman directors sitting on the one side, and on the other side is Mr Whitley and Mr Bobat and Mr Van Rooyen, that is all that was in the meeting.

CHAIRPERSON: Obviously, of course, Mr Bobat was well known to you.

20 **MS GOODSON:** I had met him before, not well known I had met him before.

CHAIRPERSON: I mean, ja, was well known to Trillian.

MS GOODSON: I never met Mr Whitley before.

CHAIRPERSON: Ja, you say you had never?

MS GOODSON: Never met him before that is the first time that I ever met Mr Whitley.

CHAIRPERSON: Alright, continue.

MS GOODSON: And what...[intervene]

ADV SELEKA SC: Sorry can you spell that name?

MS GOODSON: Whitley?

ADV SELEKA SC: Ja.

MS GOODSON: W-h-i-t-e-l-e-y.

ADV SELEKA SC: Okay, so he...[intervene]

CHAIRPERSON: Ja, so he was one of the two persons who were appointed to - one was chief of staff for Minister
10 Van Rooyen when he was appointed as Minister of Finance, and the other was an advisor, I keep on forgetting which one was which, was what.

ADV SELEKA SC: Okay, the special advisor is Mohammed Bobat.

MS GOODSON: Mohammed Bobat and Mr Whitley.

CHAIRPERSON: Yes.

MS GOODSON: I see my affidavit; I spell it W-h-i-t-l-e-y.

ADV SELEKA SC: On that same page?

MS GOODSON: Yes, if you look at paragraph 60 in my
20 affidavit.

ADV SELEKA SC: Paragraph?

MS GOODSON: Paragraph 60, six zero, of my affidavit on page 457.

ADV SELEKA SC: Yes.

MS GOODSON: I spelt Whitley.

ADV SELEKA SC: Yes, I see that yes.

MS GOODSON: Ja.

CHAIRPERSON: Yes, continue so the Minister the meeting starts and then what happens?

MS GOODSON: We present our presentation. So the Oliver Wyman directors had their own business profile presentation, and then I had - I must be honest with you Chair a really embarrassing presentation, because I only had a few hours to put it together. I did not even know
10 what this company was going to do.

CHAIRPERSON: But you did not need much time.

MS GOODSON: I did not have time, I did not even have employees, I cannot even say what we good at because we did not even...[intervene]

CHAIRPERSON: You put it as if you are complaining that you were not given enough time, you did not need enough time.

MS GOODSON: Apparently, apparently.

CHAIRPERSON: You could have put it together with your
20 eyes closed.

MS GOODSON: But that is the thing and I think that is the point I am trying to make to you is that as much as I would be in my professional career, if I had gotten fired for that piece of work, I would not even – I would believe my employer was justified. But when we left that meeting, we

received so much praise and subsequent to these meetings or subsequent to these road shows...[intervene]

ADV SELEKA SC: You mean on the basis of the presentation you made, you received so much praise?

MS GOODSON: 100% and like I said, it is probably one of the poorest pieces of work that I have ever made.

ADV SELEKA SC: So who was praising you, Mr Mohammed Bobat?

MS GOODSON: No, Mr Van Rooyen.

10 **ADV SELEKA SC:** The Minister?

MS GOODSON: Yes.

CHAIRPERSON: Well, do not leave the meeting as yet.

MS GOODSON: Okay.

CHAIRPERSON: The presentation of the other people that you were with, what was its gist, were they just telling the Minister, what they do as a company and how good they were, and the track record they had...[intervene]

MS GOODSON: Yes, absolutely.

CHAIRPERSON: But aimed at getting what kind of work
20 as you understood it?

MS GOODSON: The Minister told us what kind of work we could propose for.

CHAIRPERSON: H'm.

MS GOODSON: So the Minister told us what kind of work we could propose for.

CHAIRPERSON: Oh.

MS GOODSON: So, the Minister suggested that we look at the back to basics program and look at optimising that and also, Mr Eric Wood was there so he was talking about some sort of debt structures, some financial instruments that are beyond me, and so this back to basics program and then there was also getting ready for the elections. The Minister proposed that we put forward proposals on those bases.

10 **CHAIRPERSON:** But did the Minister not speak after they had made their presentations?

MS GOODSON: Yes, the presentation was exactly as you described, it is very generic in general, basically saying this is who we are, this is what we have done, this is what our record is. I presented something, that was a little bit more, this is what we hope to become and then the Minister says, well, he thinks that there's opportunities in these areas.

CHAIRPERSON: How many employees did you say,
20 Trillian has?

MS GOODSON: As on that day, it was me and my COO.

CHAIRPERSON: But did you say how many?

MS GOODSON: No, I could not because I would be lying, I got the temptation if you follow my annexures it is so embarrassing.

CHAIRPERSON: Did you say make what experience you had as a company?

MS GOODSON: Yes, but I am talking about - the only thing I could put in there was my personal experience.

CHAIRPERSON: Ja.

MS GOODSON: So I was basically putting my CV in there.

CHAIRPERSON: Ja, okay alright Mr Seleka. Okay, so you are in this meeting the Minister make suggestions of what areas or what kind of work could be you could look at
10 and make proposals about and then what happens after that at the meeting?

MS GOODSON: And then we leave.

CHAIRPERSON: H'm.

MS GOODSON: We leave.

CHAIRPERSON: Okay.

MS GOODSON: I think there was there was some sort of discussions between them but this was so long ago I do not know all the specifics, but what I do know that happened subsequent to that meeting, or subsequent to
20 the road show if the case, I could rather do that.

The Oliver Wyman directors went back to Dubai and as soon as they got back home, so it was probably the next day they had started emailing me to start arranging that we move on these opportunities, right. Eric had instructed me to get to arrange another meeting with Mr Peter.

CHAIRPERSON: That is Mr Wood.

MS GOODSON: Mr - forgive me, Mr. Wood, had instructed me to arrange a meeting with Mr Peter, which I reached out and I sent him an email, but I never got a response. However, Mr Bobat had emailed me or he had sent something but he gave me a copy of the back to basics program, so that at least we had some basis to start compiling a proposal for COGTA.

10 And the Oliver Wyman directors had sent through to me a proposal on the nuclear program and they were already discussing the change management stuff. So my relationship with Oliver Wyman directors remained for my entire tenure, an entire tenure being three months and we were working on these proposals, two for Eskom, and one for COGTA.

ADV SELEKA SC: Did you ever receive any messages from Mr Bobat by way of envelopes?

MS GOODSON: Yes, I received a few messages from Mr Bobat.

20 **ADV SELEKA SC:** How many?

MS GOODSON: What I have listed in my affidavit is what I - remember I wrote this a long time ago straight after I left.

ADV SELEKA SC: Yes.

MS GOODSON: So I believe my affidavit more.

ADV SELEKA SC: No I thought you mentioned the number.

MS GOODSON: No a few.

ADV SELEKA SC: Oh, a few.

MS GOODSON: The one was really, really funny.

CHAIRPERSON: You talking about text messages, WhatsApp messages?

MS GOODSON: No, I am going to explain now, the one was really funny. It was a Gmail...[intervene]

10 **CHAIRPERSON:** I am sorry hang on, are you talking about text messages, WhatsApp messages, telephone messages, or some letters.

MS GOODSON: I am going to - the one was an email and the one was an envelope. So I am going to explain.

CHAIRPERSON: Okay, ja so it is not SMS's or WhatsApp messages?

MS GOODSON: No.

CHAIRPERSON: Okay.

20 **MS GOODSON:** So the one was an email to my Gmail account, my personal Gmail account, from a person by the name of Mika[?] Peroz as in Spanish, P-e-r-o-z, and then I get it, and I am like, I thought it is spam, right.

CHAIRPERSON: Sorry just repeat that?

MS GOODSON: I thought it was spam, you know how you get junk mail but I got a phone call from Mr Bobat saying

did you get my email? And I said, what email? He says, it is the one some Peroz, and I was like, oh, is that from you? And I do not recall what was in that specific email but I still have the email, so you can take a look at it. But that is the one way that he communicated with me, which was bizarre, completely unexpected. The other was...[intervene]

ADV SELEKA SC: But before you move to the other, what does he say in that one?

10 **MS GOODSON:** I cannot remember.

CHAIRPERSON: Well, before you go to the other one, complete your conversation with him when he called you to ask whether you received his email.

MS GOODSON: That is all that I remember, I just want to check in my affidavit under the Mohammed Bobat section if I actually mentioned it there.

ADV SELEKA SC: That is on – well you have him discussed on page 441, paragraph 34.

MS GOODSON: Okay, no I do not mention it here. Chair,
20 I...[intervene]

CHAIRPERSON: I am sorry whereabouts in this affidavit are you now Mr Seleka? The last time I knew we were at page 451.

ADV SELEKA SC: Yes, Chair. We are now really talking about the position of Mr Bobat, she talks about him on

page 441.

CHAIRPERSON: So we have gone back.

MS GOODSON: We do not have to go there because I see in my affidavit that I have not mentioned this Mika[?] Peroz but I have got the email.

CHAIRPERSON: Well, if you are talking about what is the we need to go there, okay alright.

ADV SELEKA SC: No, she is explaining that she did not mention the email in the affidavit, but she has the email.

10 **MS GOODSON:** And I can give it to you.

ADV SELEKA SC: Ja.

MS GOODSON: If it would be easier.

CHAIRPERSON: I am sorry; it is important that we get things as they happened. Did you say that in the telephone conversation when he called that is Mr Bobat to ask you whether you received his message or his email or that happened was that you asked him to confirm if that was from him and he said yes, and that was the end of the conversation?

20 **MS GOODSON:** That was the end of it, it was very brief and I do not remember the contents of that email. I think the contents of the email was him giving me his private phone number, I do not remember the details of it, but I am happy to share that email with you.

CHAIRPERSON: Oh, you – ja that is what I - you have got

the email?

MS GOODSON: Yes, I still have it.

CHAIRPERSON: Is it in the bundle Mr Seleka?

ADV SELEKA SC: No, it is not in the bundle, Chair.

MS GOODSON: No I will share it.

CHAIRPERSON: Ja, how come you did not give it to us?

MS GOODSON: Because I did not think - I sometimes question what is important and what will help you and...[intervene]

10 **CHAIRPERSON:** Yes, but simply from what you are telling me on the face of it, it looks like he was hiding his identity, that he was the person from whom the message was, the email was coming.

MS GOODSON: Yes, absolutely.

CHAIRPERSON: And, obviously, with what you knew, at the time you wrote this, you signed this affidavit, you would that that would be important.

MS GOODSON: This affidavit to a large extent was actually structured for the parliamentary inquiry and I trust,
20 and I have really tried - my version of history has not changed and there was a few changes that I made, that I had to correct for this submission.

CHAIRPERSON: Well it was deposed in September 2020, I guess what you may be meaning is that it was structured along the lines of whatever other affidavit you may have

made, but it was done in 2020 and by then surely, you knew that there will be some importance in attached to him not putting his name to that email.

MS GOODSON: I am happy to submit a supplementary affidavit if I have to, and certainly will share all the information that I have.

CHAIRPERSON: Ja, okay alright.

ADV SELEKA SC: Thank you, Chair. I asked that question, because we heard Ms Mothepu talk about you
10 receiving an envelope...[intervene]

MS GOODSON: I am getting there still.

ADV SELEKA SC: Ja, so that is why I asked that question.

MS GOODSON: Yes.

CHAIRPERSON: Yes, is there anything, is there any other documents that you have or text message or WhatsApp message that you have not given it to the legal team or told them about that is important based on what you know, now?

20 **MS GOODSON:** I really question my understanding of what is important, what I can tell you I have is that I have got a folder with quite a lot of hardcopy things that I received during my tenure there at Trillian and I originally gave it for safekeeping to my attorney, and I am happy to give that folder to the Commission in case you find

something in there.

CHAIRPERSON: Ja.

MS GOODSON: And I have not looked at it in four years, but I still have that.

CHAIRPERSON: Ja, I think you must do that give them copies of what you have.

MS GOODSON: But it is an entirely large file, you can take the whole file I do not need it.

CHAIRPERSON: That is fine, no, you might need it some
10 other times so I think the Commission can make copies and then give you back the original.

MS GOODSON: Okay, one thing that is in that file is the second message from Mr Bobat.

CHAIRPERSON: Yes.

MS GOODSON: And that was one morning I come to work...[intervene]

CHAIRPERSON: So but let me also get, so the email that Mr Bobat had sent you under a name you did not – under a Spanish name, I think you said was simply that he was
20 giving you a number, and he said that is the number you must use to contact him or to communicate with him or what?

MS GOODSON: Yes, that is what I recall Chair but because I have not looked at the email in such a long time, I am under oath, I would rather just give it to you as I say

later.

CHAIRPERSON: Okay, that is fine.

MS GOODSON: I have not looked at it in such a long time.

CHAIRPERSON: So no that is fine, then you can go to the other message.

MS GOODSON: Okay. So that is the first message as I explained, the second message is one day I come to work and on my desk is a white envelope, a white A4 envelope
10 but one of those thick ones, you know, can you print a pack of paper so it is a big envelope and it has got my name on it and I was I was quite early at work. So there were not a lot of people I think I was one of the first people at work that morning. I was very surprised about where did this envelope come from.

CHAIRPERSON: You saying you were the first were you not alone, were you not the only one?

MS GOODSON: No, true story, no I was the only one for TMC, but remember that Mark Pamensky was there for
20 properties, for example, right but I was the only one and I get this envelope...[intervene]

CHAIRPERSON: And this is around about what January, February, March?

MS GOODSON: I do not put a date in here. I suspect it was March because the person who...

CHAIRPERSON: 2015.

MS GOODSON: 2016 just before my resignation.

CHAIRPERSON: 2016 ja.

MS GOODSON: Just before my resignation.

ADV SELEKA SC: No Chair she is on page 458.

MS GOODSON: Yes.

ADV SELEKA SC: Sorry. Ja.

CHAIRPERSON: Okay.

ADV SELEKA SC: There – there one such envelope is
10 mentioned paragraph 66.

CHAIRPERSON: Okay so just go back to how you came to
– to work – you were the first one and what happened?

MS GOODSON: And I see this envelope on my desk with my
name on.

CHAIRPERSON: A big envelope?

MS GOODSON: A big envelope – a big A4 white.

CHAIRPERSON: Ja.

MS GOODSON: Big white envelope.

CHAIRPERSON: Yes.

20 **MS GOODSON:** The contents of that envelope are in this
file that I will give to you.

CHAIRPERSON: Hm.

MS GOODSON: But it is basically – it is a copy of – of a
tender something about the back to basics thing as well. I
did not – it was a lot of paperwork and I did not go through

all of it and then I...

ADV SELEKA SC: But that – that would have rang a bell because it was proposed by Minister Van Rooyen.

MS GOODSON: One hundred percent but I did not go through the details of it I was so busy with other work as well. I compiling this proposal at the time was not my priority. I had other things to do but I get a phone call from Mr – Mr Bobat saying did you get my delivery?

ADV SELEKA SC: You get a what?

10 **MS GOODSON:** Did you get my delivery?

CHAIRPERSON: Is it the same day that you got the email from him?

MS GOODSON: No, no.

CHAIRPERSON: These are different days?

MS GOODSON: Different days.

CHAIRPERSON: How far apart were the two?

MS GOODSON: It cannot be more three months because I ...

CHAIRPERSON: Ja, no, no. I mean is – was it in March as
20 well when you got the email or was it January?

MS GOODSON: I cannot – it could have been February.

CHAIRPERSON: Ja okay.

MS GOODSON: It could have been February.

CHAIRPERSON: But we will see from the email because you have got it.

MS GOODSON: Yes and I will give it to you.

CHAIRPERSON: Ja okay. So he phones you on the morning when you found – you find this envelope on your desk. Was it on your desk?

MS GOODSON: Yes.

CHAIRPERSON: He phones you before you open it or after you have opened it?

MS GOODSON: Before I even opened it and he says did you get my delivery?

10 **CHAIRPERSON:** And what did you say?

MS GOODSON: And I said yes is this from you? He says yes it is for you it should help you put together the proposal. So I was confused.

CHAIRPERSON: Now, now how did you know it was the envelope that you were seeing on your desk which you had not opened was from him?

MS GOODSON: Because as soon as I did open it you could see the Department of CoGTA.

CHAIRPERSON: Ja.

20 **MS GOODSON:** And he – he was at CoGTA. I knew no one else at CoGTA.

CHAIRPERSON: Yes okay.

MS GOODSON: So there was no logical reason for anybody else giving me this.

CHAIRPERSON: Yes.

MS GOODSON: At all.

CHAIRPERSON: Hm. The envelope was it written your name or addressed to you?

MS GOODSON: It just had my name written on it.

CHAIRPERSON: It had your name – in handwriting?

MS GOODSON: Yes.

CHAIRPERSON: Okay. Do you know whether it was his handwriting?

MS GOODSON: I have no idea.

10 **CHAIRPERSON:** You do not know.

MS GOODSON: I have no idea.

CHAIRPERSON: And the documents inside did they have any handwriting or signature?

MS GOODSON: I did not look.

CHAIRPERSON: You did not look.

MS GOODSON: Chair but I will give you everything.

CHAIRPERSON: Okay alright.

MS GOODSON: But I do not recall.

20 **CHAIRPERSON:** There was no letter addressed to you inside?

MS GOODSON: No there was no – nothing formal.

CHAIRPERSON: There were just documents. Ja. Okay alright.

MS GOODSON: If Mr Bobat did not phone me and explain that envelope to me I would have thought it was trash

because I would not have had the context. There was nothing explaining why this has got my name on it. I would have probably just thrown it away.

CHAIRPERSON: So CoGTA of course is the Department of Cooperative Governance and Traditional Leaders and this was you say March 2016 and you say this – the documents appeared to be connected with back to basic – the back to basic program and 2016 was the year when there were going to be local government elections. No, no I am saying. Ja I
10 am not asking you. Ja that is the year when there were going to be local government elections in – I do not know whether they were in May or August but – okay alright. So – so you received this – he calls you and apart from asking you to confirm whether you received his delivery what else did you talk about in that telephone conversation?

MS GOODSON: Nothing he just said this should help you put together the proposal.

CHAIRPERSON: Okay.

MS GOODSON: And that was the end of the call.

20 **CHAIRPERSON:** Okay. Prior to that had there been a discussion that you would put together a proposal?

MS GOODSON: Yes.

CHAIRPERSON: Within Trillian?

MS GOODSON: At the meeting with the Minister with Oliver Wyman directors.

CHAIRPERSON: Ja.

MS GOODSON: The Minister said these are the areas that you could propose in.

CHAIRPERSON: Ja, no, no I remember that but I am just thinking – the Minister could say – could have said whatever and – but you would make – Trillian could make a decision what to do and what not to do.

MS GOODSON: No in between the meeting with the Minister and receiving this envelope from Mr Bobat there were a few
10 communications between myself and Oliver Wyman but there were no communications between myself and the Department.

CHAIRPERSON: Okay. Okay. You may continue Mr Seleka.

ADV SELEKA SC: Yes so Mr Bobat phones you and explains to you the contents of the envelope. I see there is – did you prepare the proposal?

MS GOODSON: The proposal was being drafted – so by the time I resigned on the 19th of March there were a few proposals that were being drafted between Trillian and Oliver
20 Wyman. By the time I had resigned though there were nothing – there was nothing submitted. Everything was still in a – being worked on.

ADV SELEKA SC: Hm.

MS GOODSON: And there are strings of emails that you can see in terms of that communication with these proposals. I

could not possibly reference all of them here but as you know I have got a copy of my computer from Trillian and I am happy to give that copy of the computer to you.

CHAIRPERSON: Yes. Ja no you should do that.

ADV SELEKA SC: Yes.

CHAIRPERSON: Ja.

ADV SELEKA SC: So the string of emails is it between you and Mr Bobat?

MS GOODSON: No between myself and the Oliver Wyman
10 directors about the 00:06:33 at CoGTA.

ADV SELEKA SC: Yes.

MS GOODSON: And at Eskom

CHAIRPERSON: I am sorry the emails involve
correspondence between or among who and who?

MS GOODSON: Myself.

CHAIRPERSON: Ja.

MS GOODSON: And the Oliver Wyman directors.

CHAIRPERSON: Yes.

MS GOODSON: For the opportunities at both Eskom and
20 CoGTA.

CHAIRPERSON: Okay. As far as you can recall would those emails or anyone of them reflect a discussion that would say whether these documents came from Mr Bobat?

MS GOODSON: Not that I recall.

CHAIRPERSON: Nothing like that.

MS GOODSON: Mr Bobat did not – from what I understand Mr Bobat did not communicate with the Oliver Wyman directors it was more like I was that channel.

CHAIRPERSON: Ja okay. Okay. Mr Seleka.

ADV SELEKA SC: I see in paragraph 67 of your affidavit on that page 458 you write:

10 “In addition I would receive timeline expectations and valuable budget information from Bobat – Mr Bobat to ensure that the proposal was receiving – was being – well was received favourably.”

MS GOODSON: Correct. So Annexure U that I reference here is an email thread I think that is between myself and Mr Bobat.

ADV SELEKA SC: I see.

MS GOODSON: If I remember this correctly.

ADV SELEKA SC: Yes.

20 **MS GOODSON:** That is what it is. So you have that but if I give you a copy of my computer you will have that as well anyway.

ADV SELEKA SC: So this communication timeline expectations and available budget information Mr Bobat is sending that to you by email?

MS GOODSON: If I recall correctly I think so. I think what I have done if I remember correctly I think we had a structure

of a proposal and I sent to him and he commented on it and he sent the comments back and in those comments was this information. If I remember correctly. So yes to answer your question it was by email.

ADV SELEKA SC: And at 60 – paragraph 68 you say:

“I realised that securing the work at CoGTA had nothing to do with TMC’s history nor lack of employees to do the work.”
What did it have to do with?

MS GOODSON: That – I guess that is mainly slightly
10 speculative because by the time I left there was not necessarily work secured at CoGTA but all indications were that it – if we had submitted a proposal when it was in a final state there was no indications that it would not be met with favourably. So I – I cannot answer your question directly I can just tell you this from what I know Trillian was just really lucky so that even if you do not have employees and you do not even have work history you can still go and work in a Ministry like CoGTA. I know that when I try and sell my services as a person I have to demonstrate previous
20 achievements and Trillian did not have that and yet the progression of his proposals has so much momentum. In none of the feedback that you received was negative to suggest that you did not have a shot.

ADV SELEKA SC: My recollection of Ms Mothepu’s evidence was that prior to Mr Bobat being appointed as the

Special Advisor to Minister Van Rooyen a group of them or the officials of Regiments as it was becoming – or moving away to become Trillian out of it by Mr Eric Wood they were told that Mr Bobat will be placed in that office of the Minister to ensure that work comes to Trillian. Did – did you – what was your observation of the situation?

MS GOODSON: So I – I eluded to something like this earlier and I told you that when Mr Bobat was at Treasury Mr Angel did not say anything to me. However when Mr Bobat had
 10 moved to CoGTA and I spoke to Mr Angel numerous times in one day so I cannot tell you the time and the date because we literally spoke numerous times on one day every day with the exception of Saturday. And in one of the phone calls I did ask Mr Angel why do we need Mr Bobat? Why can we not just do what other people do reply to an 00:11:32 you know do what normal companies do to get work. And Mr Bobat did say that he is positioned there to open the taps for us. Sorry Mr Angel said that Mr Bobat is positioned there to open the taps and create opportunities for Trillian. But I
 20 must appreciate that Trillian does not have people and it does not have a history and we can only ever do this work if we partner with Global organisations such as McKinsey and Oliver Wyman. So Mr Angel did explicitly say that to me but not when Mr Bobat was at Treasury but rather when he was at CoGTA.

ADV SELEKA SC: Yes. You – well you reference instances where you would interview candidates I think for Trillian – for TMC and that you would do so with Mr Bobat. Now my question is and if he is now an employee of the state what did he have to do with Trillian or TMC?

MS GOODSON: No. No. So – can I – would you mind if I correct this?

ADV SELEKA SC: Yes, no please do so.

MS GOODSON: My statement slightly.

10 **ADV SELEKA SC:** Yes.

MS GOODSON: My understanding was that before Mr Bobat moved he was in fact looking after the Management Consulting area of Regiments. So hence had he not moved he would have taken my job at Trillian right. So he knew the people that would be transitioning to Trillian and he had a few if I may call them sort of favourites so to say.

During my relationship with McKinsey I was aware of the people that would be coming. So it was not a surprise for me on the 1st of March there was a list that I received
20 from the HR Director of Regiments saying that these are the people that would be transitioning and in around about February I was working with McKinsey to try and – to be ahead of the curve and be proactive and try and already get placements for these people on the Eskom work right. And McKinsey would not take these people. They kept on saying

that some of these people were incompetent; they have worked with them before at Transnet they do not want to work with them again. And I was stuck because I had no working history with these individuals that would be coming over. So I did reach out to Mr Bobat. I think I first reached out to the HR lady at Regiments and she suggested or recommended that I reach out to Mr Bobat to get a view from him.

And Bobat would get involved in those types of – he
10 would give me that feedback but there was one specific example that I think it worth noting.

There was a gentleman and I do not recall his surname that was promised a promotion when he moved to Trillian. This specific gentleman I tried to place him in the projects of McKinsey and every single partner at McKinsey refused to work with him. They sent me performance reviews of this gentleman; they wanted him nowhere.

ADV SELEKA SC: He is a South African gentleman?

MS GOODSON: Yes I think it was Mr Masego – Mr Maseko
20 with a k. And I – I then compiled the organogram for what Trillian would look like and I did not promote this gentleman because everybody came to Trillian on the levels that they were at Regiments.

And this gentleman was so upset that he phoned him – he was very clear with me saying to me I was promised a

promotion by – we called Mr Bobat Mo so I am just saying verbatim to you – Mo promised me a promotion. I said yes but I am not Mo. I am Bianca. I need to see 00:15:23 before I can promote you Trillian Management Consulting is my company it is not Mo's. He was so furious at me he phoned Mo – Mr Bobat and Mr Bobat phoned me to say how dare I not do it.

So Mr Bobat was – although he did not work for Trillian he sometimes felt that he knew more about Trillian
10 than I even knew about it.

ADV SELEKA SC: Oh he did not work for Trillian – for TMC?

MS GOODSON: Not that – I certainly did not employ any contracts – sign any employment contracts with him. Mr Bobat was not one of my employees.

ADV SELEKA SC: Oh.

CHAIRPERSON: And would you know whether he was on TMC's payroll?

MS GOODSON: Did I know that?

CHAIRPERSON: Would you know – would you have known?

20 **MS GOODSON:** No because I could not see the finances because remember the finances were handled centrally.

CHAIRPERSON: Okay.

MS GOODSON: And the CEO's were not allowed to see this. I knew all the employees that came from Regiments I have got all those details and who would be coming into my team

and Mr Bobat was not on that list.

ADV SELEKA SC: Do you know about the bonus payment that was made to him?

MS GOODSON: No.

ADV SELEKA SC: You do not know.

CHAIRPERSON: Could he have been your boss without you knowing?

MS GOODSON: Yes I know.

CHAIRPERSON: Okay alright. Mr Seleka.

10 **ADV SELEKA SC:** Yes let us – let us deal now with TMC's relationship with Eskom. Unless you have – I mean if we can move there unless if you have anything else to add to what we have done?

CHAIRPERSON: Will that start with the – with the part of the road show as you called it that involved the CFO of Eskom?

ADV SELEKA SC: Yes.

CHAIRPERSON: The reason why I am asking it is because you said the road show was going to involve meeting the
20 CFO of Transnet, the Minister of CoGTA and the CFO of Eskom and you have told me about the two but not about meeting the CFO of Eskom as far as I recall.

ADV SELEKA SC: Yes. Yes Chair.

CHAIRPERSON: So I am expecting you to complete the road show.

ADV SELEKA SC: Yes. Yes I think as we go into your relations with Eskom we need to touch on that.

MS GOODSON: Okay. Can I – you will lead me there?

ADV SELEKA SC: Ja. Chair we are two minutes away from lunch time.

CHAIRPERSON: Yes okay maybe let us take the lunch break so when we come back then she can tell us about Trillian and Eskom.

ADV SELEKA SC: Eskom.

10 **CHAIRPERSON:** We will adjourn and we will resume at two. We adjourn.

REGISTRAR: All rise.

INQUIRY ADJOURNS

INQUIRY RESUMES

CHAIRPERSON: Okay let us continue.

ADV SELEKA SC: Thank you Chairperson. Ms Goodson, just before we adjourned we were about to go into TMC's relationship with Eskom. And as we do that, please explain which officials of Eskom do you remember meeting
20 with, in what context and what gets to be discussed. Let us start with the one we mentioned in the morning which was Mr Anoj Singh.

MS GOODSON: Yes.

ADV SELEKA SC: Ja. And the road show you mentioned. I mean, you can start wherever.

MS GOODSON: Okay. I have already explained that I met Mr Anoj Singh in what I call the road show for the very first time. I have not met Mr Singh prior to that. The next interaction that I had with Mr Singh must have been – and I stand to be corrected again on the time – it was sometime in February of 2016 and ...[intervenes]

ADV SELEKA SC: Can I... Sorry. Sorry to interrupt you.

MS GOODSON: H'm.

ADV SELEKA SC: I think it will be important also to tell
10 us who introduces to them and how do you meet with them?

MS GOODSON: Okay.

ADV SELEKA SC: Because it will not be out of nowhere.

MS GOODSON: Ja.

ADV SELEKA SC: Ja. There must be some arrangements. Who arranges these meetings?

MS GOODSON: Okay.

ADV SELEKA SC: Ja.

MS GOODSON: So with Mr Singh. I met Mr Singh for the
20 first time, as I mentioned, during the road show and Mr Wood introduced me to Mr Singh as the new CEO of Trillian Management Consulting. And the introduction was very cordial: Nice to meet you. Good luck in your position. And so forth.

In that specific meeting with our level 1 and

directors I did not speak at all because I had nothing to say. So in that first interaction with Mr Singh I cannot tell you anything else about it except for what I have told you already.

The next time that I met with Mr Singh was a Steering Committee meeting. I stand to be corrected but I think it was sometime in February 2016. The Steering ...[intervenes]

CHAIRPERSON: In what meeting?

10 **MS GOODSON:** The Steering Committee meeting.

CHAIRPERSON: Oh.

MS GOODSON: And the Steering Committee meeting was compelled for the Top Engineers Programme. So in that meeting were quite a few senior managers and some executives from Eskom. McKinsey was represented, quite a few people and then Trillian was represented by myself, Ms Matshepo. In one case it was Mr Wood. And there was a few.

20 So, and in during my tenure at Trillian I think I attended at most three Steering Committee meetings for the Top Engineer Programme. And at one specific meeting, I do recall that Mr Singh was chairing that meeting. And it was very early on in the programme, that is why I seem to recall being in February.

And I recall that McKinsey had presented the –

had prepared the deck with all the different clients. And there was one specific slide that came up that basically showed the believes from the contractor's perspective of the different work streams. So that is four that I have mentioned five.

And it was quite funny because the Trillian representative for each of the work streams, the name put down on that presentation was me.

And Mr Singh stopped at that slide and he
10 looked around the room and he says: Are you guys crazy? You come here with – and referring to McKinsey – you come here with a team of a hundred and Bianca must be the one person on all these things.

CHAIRPERSON: I am sorry. With a team of hundred and...?

MS GOODSON: A hundred people.

CHAIRPERSON: Ja, and then what?

MS GOODSON: And then Bianca must be the one person from Trillian on all these things.

20 **CHAIRPERSON:** Oh.

MS GOODSON: So Mr Singh was challenging McKinsey, saying where is your supply development demonstration, so to say. Prior to this, however, I had an interaction with Mr Matshela, Mr Koko and told him about the actual ...[intervenes]

CHAIRPERSON: Of course, just to confirm. You are referring to you when he said Bianca?

MS GOODSON: Yes.

CHAIRPERSON: Ja.

MS GOODSON: Correct. Prior to this specific Steering Committee I had already met with Mr Matshela Koko and had vented the acrimony in the relationship between Trillian and McKinsey.

So I understood that Mr Singh had gotten wind of
10 this acrimony somehow but in my mind I thought it was from Mr Koko, Mr Matshela Koko. When Mr Singh stopped the Steering Committee meeting at that point, he was saying that really there has something broken down between McKinsey and Trillian and we need to sort it out. I cannot be the only person representing the supplying development partner moving forward.

So he put quite a lot of pressure on McKinsey at that point to start becoming a lot more inclusive of Trillian. I recall very much that were one of the very few times in
20 my tenure at Trillian, I actually felt supported. I was a bit surprised because I did not vent my concerns to Mr Singh directly.

So I am sitting in this meeting, going through the agenda feeling as an outcast already because that was the relationship with McKinsey but Mr Singh stands up in my

defence and really put his foot down to the extent that McKinsey starts acting on it the next day.

That is the extent of my relationship with Mr Singh. I obviously saw him in passing sometimes during Megawatt Park but we never really communicated otherwise.

ADV SELEKA SC: Which other official? Well, you have mentioned Mr Koko. You ...[intervenes]

MS GOODSON: Okay.

10 **ADV SELEKA SC:** ...relate ...[intervenes]

MS GOODSON: ...Mr Koko?

ADV SELEKA SC: Yes, please.

MS GOODSON: Again, it was sometime obviously early in the year and I do not remember the date but I know that in my affidavit I have got the dates exactly correct. Mister ...[intervenes]

ADV SELEKA SC: Sorry. Sorry, Ms Goodson. I am so sorry. When Mr Singh raised that concern, was it ever addressed by McKinsey?

20 **MS GOODSON:** Yes. Seemingly so.

ADV SELEKA SC: Ja ...[intervenes]

MS GOODSON: Can I explain that?

ADV SELEKA SC: Can you... Yes, please explain to the Chairperson.

MS GOODSON: Seemingly so, right. So McKinsey,

Mr Sagar called me and said: Look, Bianca. We really do – we really are invested in developing Trillian. Sincerely we are. To the extent that we want you, myself, to build an international profile.

And I remember looking at Mr Sagar... Well, sorry, I was on the phone. So I did not look at him but I remember shaking my head and saying to him: Dude, I have got a young child. I do not want to travel. I have travelled already. You try and say that we are inclusive.
10 Make us do the work. Do not promise me jet setting here and there. Get us involved in the work.

And Mr Sagar said fine and then I started working with Mr Lawrence Jinkling who was or a partner, a principal at McKinsey, working on the KPI's where McKinsey could demonstrate tangible the inclusion of us as an SDL partner and I was driving that process in terms of what those KPI's should be.

And the intention at that time is that we would present this work at the next Steering Committee meeting.
20 So they did sort of come to the party a little bit but nothing actually formally actioned from it. They just spoke about their intention.

ADV SELEKA SC: Ja. But, I mean, they were told that they are a hundred and you are one. They are a hundred from McKinsey, you are one from TMC. Did you increase

your numbers?

MS GOODSON: We did, obviously, get some people on the 1st of March when the Regiment contingent came over to Trillian and we were actively trying to recruit but the recruitment process takes a while because it takes about a month to interview someone and then that person has to go through the resignation period.

So the – so we never really increased our numbers dramatically. I think we formally employed three
10 of four people at most while we were still there and the rest of the team of... came from Regiments.

ADV SELEKA SC: And the contract is not yet signed?

MS GOODSON: The contract ...[intervenes]

ADV SELEKA SC: You have not signed ...[intervenes]

MS GOODSON: At the time I had resigned what I knew and believed at the time was that the MSA was never signed. That is what I believed. I could be wrong but I have never seen a signed copy while I was at Trillian. And the subcontractor's agreement with McKinsey was never
20 signed either.

ADV SELEKA SC: It was never signed. Did you know of McKinsey's decision not to have Trillian – I do not which Trillian, TMC as their supply development partner?

MS GOODSON: I only found out about that, I think it was through the public, because – I mean, keep in mind that I

resigned on the 19th of March and after that I cut off contact with – I stopped doing – I did not have to work through a resignation period because I was only there for three months. So I know that they were concerned about the relationship and McKinsey did express their concern about the shareholding of Trillian, even to me ...[intervenes]

ADV SELEKA SC: That is ...[intervenes]

MS GOODSON: ...during the tenure but I did not know of
10 the decision to terminate while I was there.

ADV SELEKA SC: H'm. You are going to the next official but let me pursue this point because McKinsey had raised being really concerned... concerns about TMC's BEE status.

MS GOODSON: Okay.

ADV SELEKA SC: Do you know that?

MS GOODSON: No, Mr Sagar, Mr Wise and also Mr Jinkling of McKinsey very often asked me what was the shareholding of Trillian.

20 **ADV SELEKA SC:** Yes.

MS GOODSON: And I always looked at, especially to Mr Sagar, in complete shock because I have met him at a meeting with Mr Essa and I was, like, but you know Mr Essa owns 60% of this. What else do you want now? The minority shareholders?

And he is, like: No, we need to know who your major shareholder is. And I kept on – I just found it bizarre because you know that somebody is asking a question that they know the answer to. So what were they looking for, you know?

ADV SELEKA SC: Yes, but I thought I came across a reference in your affidavit... Ja, on page 448. Eskom Bundle -14(A).

MS GOODSON: Yes.

10 **ADV SELEKA SC:** Page 448, paragraph 51.4, 51.5. Do you see that?

MS GOODSON: Yes, that is correct.

ADV SELEKA SC: Can you read that?

MS GOODSON: [No audible reply]

ADV SELEKA SC: Please read that.

MS GOODSON: Okay. So 51.4.

ADV SELEKA SC: Yes.

MS GOODSON: Yes.

20 “My COO engaged with the few of the experts brought out from India to find that they were brought onboard shortly before arriving in South Africa, did not have the required permits to work in South African and were not paid on time.

Not all the representatives of eGateway had

company branded information, for example, emails, business cards, et cetera.”

ADV SELEKA SC: H’m.

MS GOODSON: 15.5:

“All individuals that I have met from the organisation were either Indian of Emirate, not South African.

This caused contention with McKinsey as the leadership team, question team and the South African BEE partner.”

10

ADV SELEKA SC: Yes.

MS GOODSON: So there were two questions on BEE. The one is the shareholder.

ADV SELEKA SC: Yes.

MS GOODSON: The majority shareholder. And then the other was obviously the representation on teams.

ADV SELEKA SC: Yes.

MS GOODSON: They expected the people that we put on teams to be reflective of the South African demographic but the people that we had on teams at this point, like I mentioned, were from eGateway, were either Emirate or Indian nationals.

20

ADV SELEKA SC: H’m.

MS GOODSON: And McKinsey, as much as they said that they wanted the technical expertise were also pushing

back on us and saying but they are not South African. How can you mortgage yourself as a proudly BEE South African company? That was the context of this.

ADV SELEKA SC: Yes. Did they not make specific requests to TMC in regard to the BEE status?

MS GOODSON: To me specifically when... Like I said, when Mr Weiss and Mr Sagar raised concerns with me ...[intervenes]

ADV SELEKA SC: Yes.

10 **MS GOODSON:** ...they raised the concerns on the BEE ownership.

ADV SELEKA SC: Okay.

MS GOODSON: The partners and the individuals that were slightly more operational ...[intervenes]

ADV SELEKA SC: Yes.

MS GOODSON: ...in the management meetings would push back to me at the BEE representations of the teams doing the work.

ADV SELEKA SC: H'm, h'm.

20 **MS GOODSON:** So those are the two elements of BEE compliance. The one is ownership and the one was the representation.

ADV SELEKA SC: H'm. So I know you gave us a response that you were surprised why they are asking because they knew Mr Salim Essa was the majority

shareholder. But what was your response to them?

MS GOODSON: So my formal response... So this is interesting. Is that Mr Sagar and Mr Weiss would ask me this when we had meetings.

ADV SELEKA SC: Yes.

MS GOODSON: They would ask me to my face.

ADV SELEKA SC: Yes. The reason I am asking. I think I came across an averment in doctor... Is it Dr Weiss?

MS GOODSON: Dr Weiss, ja.

10 **ADV SELEKA SC:** Ja, in Dr Weiss' affidavit. He was with McKinsey, is it not?

MS GOODSON: Correct.

ADV SELEKA SC: Ja. That you provided them information on BEE or that you said TMC is BEE compliant. You have any recollection of that?

MS GOODSON: I do not recall that for a few reasons. The one is. I never ever applied for a BEE certificate for TMC. I think one was sent to me from Mr Mark Chipkin who was a director at Integrated Capital.

20 There were a few emails where they were asking me about the ownership structure and then I would speak to Mr Angel and I would say to Mr Angel: What must I give them that they do not know?

 And Mr Angel had a very basic organogram that showed the ownership structures which was not in a lot of

detail. It was very, very high level.

So for example, it would just say 60% black owned, 40% owned by other. You know, it was not in a lot of detail and Mr Angel would say: Just send this to me. So I am not sure if they are referring to that.

ADV SELEKA SC: Is that what you gave them?

MS GOODSON: If I recall correctly. I think so.

ADV SELEKA SC: H'm. What was your response to them? You were about to...[intervenes]

10 **MS GOODSON:** My response to them would have been – verbally my response to them would be: But Vikas , it is Salim.

ADV SELEKA SC: Say again?

MS GOODSON: I would say to Vikas: But Vikas, you know it is Salim.

ADV SELEKA SC: Oh.

MS GOODSON: You know in terms ...[intervenes]

CHAIRPERSON: Can you look this side so that I can hear?

20 **MS GOODSON:** Forgive me.

CHAIRPERSON: H'm?

MS GOODSON: I would... When Mr Sagar would ask me: Who is this... Please can you tell us who the major shareholder is? I would reply to him and I am going to say this to you verbatim so it is informal. I would say: Vikas,

you know it is Salim.

ADV SELEKA SC: That is Mr Salim Essa?

MS GOODSON: Correct.

CHAIRPERSON: Okay. H'm.

ADV SELEKA SC: H'm. Okay. And what would he
...[intervenes]

MS GOODSON: He would then reply and he would say:
Okay but we need it in writing. And I thought – would say:
Okay cool, I will give it to you. You know. And when we
10 needed to, I would raise the concerns of Clive again.

And I would be like: Clive, why are they asking
me this when they know? And Clive would say: But...
Everyone calls me B. Clive would say: B, just send them
the thing that I sent you. Which was the very high level
organogram structure without any detail in it and I would
sent that.

So it confused me why Clive – why there would
be KG(?) with things that are very well-known between
them. And I know this because I was at a meeting with
20 Salim, with Mr Sagar ... with Mr Essa and Mr Sagar and
with Mr Angel. So we all knew this but for some reason
putting it in paper seemed to be a weird thing.

ADV SELEKA SC: Ja.

MS GOODSON: I do not understand.

ADV SELEKA SC: Did ...[intervenes]

MS GOODSON: And I could not give that detail because I did not know the other shareholders. I knew about the 60% because of this – I was told by Mr Essa. I did – and I knew the 25% was Mr Wood but I did not know the other 15%.

ADV SELEKA SC: Did that not concern you?

MS GOODSON: I thought it was very bizarre because when I asked the question to the person who was my leader, who was Mr Angel, I would get this weird response.
10 I did not question him more. I probably should have. But I thought it was bizarre. Is bizarre the same as concern? It could – it is. I think it is.

ADV SELEKA SC: Well, maybe not. [laughs] I think it is an concern. It does not sit well with you. If it is bizarre, it may just be strange.

MS GOODSON: Ja, but I ...[intervenes]

ADV SELEKA SC: ...against their ...[intervenes]

MS GOODSON: No, no. Then it is concern. It did not sit well with me. It did not make sense.

20 **ADV SELEKA SC:** Ja. So you are in TMC which is supposed to be a supply development partner to McKinsey, a BEE partner to McKinsey. McKinsey is asking these questions and the questions seem to be directed to you or if not all of them but some of them. And my question is. Did that not concern you? That is my question.

MS GOODSON: It did concern me.

ADV SELEKA SC: Ja. Did you do anything about it?

MS GOODSON: Apart from bringing it up with Clive. No, I did not act on it further.

ADV SELEKA SC: H'm. Okay let us go to the next official. The next official which I think you were about to tell us about is Mr Koko.

MS GOODSON: Yes.

ADV SELEKA SC: How you came to know him, to be
10 introduced to him and under what circumstances you met with him?

MS GOODSON: Mr Seleka, would you mind helping me with the page number of that section in my affidavit?

ADV SELEKA SC: It is at page 439. Four, three, nine. If that is what you want.

MS GOODSON: Yes, correct... Chair, I just was referring to my affidavit because I have got the dates in my affidavit more correctly than I remember them right now.

On the 10th of February, I met Mr Koko for the
20 first time. The meeting was arranged by one of the PA's of Integrated Capital. She contacted Mr Koko's PA directly and the agreement was...

Sorry. Am I talking about... Yes, the agreement was that I would meet Mr Koko, I think it was after.. No, sorry. I am getting confused.

ADV SELEKA SC: You can read the paragraph.

MS GOODSON: Okay.

ADV SELEKA SC: Ja. 32.1.

MS GOODSON: 32.1:

10 “Essa arranged for me to meet Mr Koko on the
10th of February 2016 at two o’clock to discuss
issues that I was encountering with McKinsey.
And my working relationship with the McKinsey
partners have become strain and I felt that
Trillian Management Consulting was not being
included in the decision making in relation to
the Eskom programme.

At that time, I did not understand the
resistance on the part of McKinsey to include
TMC in decision making...”

I am sorry. I am going to skip to 32.3:

20 “The meeting was arranged by Mr Samey-
Shane’s executive assistant and once the
meeting was confirmed I was instructed by
Angel on behalf of Essa to convey a message
to Mr Koko, articulating Trillian’s request for
invoices...”

So one of the things that I do not mention in
here but I want to fully disclose every single interaction
that I have had with Mr Koko. The very first time I met with

Mr Koko I was actually instructed by Mr Angel to go and attend a press conference at Megawatt Park.

And I obviously had no questions because I am not part of the press. So I just sat in the audience. And the instruction that I got from Mr Angel was that when the press conference is finished I should go up to Mr Koko and I should introduce myself as the new TMC CEO which I did.

ADV SELEKA SC: When was this?

MS GOODSON: This was before this meeting. So it must
10 have been sometime either towards the end of January or very early February. But nothing substantial was discussed.

ADV SELEKA SC: H'm

MS GOODSON: I literally introduced myself to Mr Koko as... Sorry, my surname was Smith then. Bianca Smith. The I am the CEO of TMC and I would like to meet you because I believe that we will be working together.

Mr Koko was very gentlemanlike and he said: It is nice to meet you. I have heard about you. Please will
20 you make arrangements to come and see me sometime? And that was the end of it.

The next meeting that I had with Mr Koko is this meeting that is described in my affidavit. And this meeting was, as I mentioned here, it was at two o'clock on the 10th of February. I went to this meeting with a specific

agenda in mind.

ADV SELEKA SC: H'm.

MS GOODSON: Right. It was structured. I called to the meeting. It was arranged by ICM(?) and when I got to Megawatt Park, Mr Koko was expecting me. As Mr Koko had testified what he – instead of meeting in his office...

The way that the Megawatt Park executive wing is structured is, it is in the centre of the wing of – like were couches. So slightly informal. We sat in the centre of the
10 wing. And Mr Koko invited Mr Mabelane to join us.

So that was the very first time that I met Mr Mabelane. And then Mr Koko asked me: So what do you – why do you want the meeting? How are things going? He also asked me a little bit about myself, my history.

So I told him I came from the mining sector and so forth. He specifically wanted to know what was my involvement in Primary Energy and before I could answer him, I decided to take him to what my agenda points were.
20 And the first agenda point that I had to discuss with him was the acrimony between Trillian and McKinsey.

And I had detailed and had examples of all the times that I was trying to literally build up Trillian and every single time I was trying to do it, McKinsey would stop it and I was exhausted.

I, if I remember correctly, I had not slept for two days because I was working, not because I had insomnia. So I was physical exhausted. The fighting or the acrimony with McKinsey was impossible to deal with.

And when I told Mr Koko this, both himself and Mr Mabelane came across very empathetic. And that I did not ...[intervenes]

CHAIRPERSON: Sorry, just repeat that sentence.

MS GOODSON: They came across very empathetic.

10 **CHAIRPERSON:** Implicated in what?

MS GOODSON: Empathetic.

ADV SELEKA SC: Empathy.

CHAIRPERSON: Oh, okay. [laughs]

MS GOODSON: And I did not expect that. And because they were so understanding, I started crying and that is what I detail and I do mention that in my affidavit. Mr Koko gave me the assurance that if I had any problems with this moving forward, that Mr Mabelane as his right-hand man and he will help me address these issues.

20 I tried to compose myself a bit and that I needed to deal with the second agenda item which was an invoice that Mr Angel said – I do not know if it was... Let me come back to that.

There were two things. The one was payment. Mr Angel knew about this meeting, obviously, and Mr Angel

said: Before you go to this meeting there are two things that you have got to discuss with Mr Koko.

The one being that Eskom must pay Trillian directly. Eskom must not pay Trillian via McKinsey. And I asked Mr Angel why.

And Mr Angel:

10 “Bianca, you forget that we are a start-up. We cannot wait for McKinsey to get the funds and then wait 90-days for them to pay us. We need to maintain our cash flow. So we need to get paid the same time that McKinsey gets paid. So please can you just go and ask him can we get paid directly?

And then he...[intervenes]

CHAIRPERSON: I mean, that part, that conversation between yourself and Mr Angel, it is a conversation that happened before the 10th of February?

MS GOODSON: Before the meeting.

CHAIRPERSON: Yes.

20 **MS GOODSON:** I am pretty sure it was on the 10th of February via phone call ...[intervenes]

CHAIRPERSON: Yes.

MS GOODSON: ...just before two o'clock.

CHAIRPERSON: Yes.

MS GOODSON: Yes.

CHAIRPERSON: And part of the objective of the meeting was to talk about payment?

MS GOODSON: Yes.

CHAIRPERSON: Okay alright.

MS GOODSON: And so before the meeting ended with Mr Koko and Mr Mabelane, I brought up the issue of payments and I asked Mr Koko, I said: I have been requested to ask you can we get paid directly as opposed to Eskom paying McKinsey.

10 Mr Koko replied to me and he said to me: But Bianca... Sorry, I am saying verbatim, so I losing formalities. He said: Bianca, we do not have a contract with Trillian. I did not dispute it and I did not push it because to me that was rational. And I said ...[intervenes]

CHAIRPERSON: Sorry?

MS GOODSON: To me that was rational.

CHAIRPERSON: H'm?

MS GOODSON: And I said: Okay. Thank you. And the meeting ended. From that point on for the rest of my
20 tenure, my contact person with the Eskom executives had actually become Mr Mabelane. So all the dealings that I had to deal with when it came to the executives was not with Mr Koko directly, it was through Mr Mabelane.

ADV SELEKA SC: H'm. The right-hand man, you said.

MS GOODSON: I beg your pardon?

ADV SELEKA SC: The one introduced to you as the right-hand man?

MS GOODSON: I beg...

ADV SELEKA SC: The one introduced as the right-hand man?

MS GOODSON: Correct. Correct.

ADV SELEKA SC: That Mr Koko said is his right-hand man?

MS GOODSON: Correct.

10 **ADV SELEKA SC:** And he was then assigned... Well, in response ...[intervenes]

CHAIRPERSON: I am not sure whether your answer would have been captured.

ADV SELEKA SC: Oh, yes.

CHAIRPERSON: Your answer was yes?

MS GOODSON: My answer is yes.

CHAIRPERSON: Ja.

MS GOODSON: And Mr Mabelane was Mr Koko's right-hand man.

20 **CHAIRPERSON:** But that is what Mr Koko told you?

MS GOODSON: Yes.

CHAIRPERSON: Okay.

ADV SELEKA SC: Yes. And you were explaining that that was in response to you complaining about the broken down relationship between TMC and McKinsey.

MS GOODSON: Correct.

ADV SELEKA SC: So did Mr Mabelane sort it out?

MS GOODSON: He tried to. I thought he went above and beyond. So Mr Mabelane said that I need to take a look... He asked me the question in that meeting: Have I seen the MSA? And I said no. Because I think I had seen annexures of the MSA at the time but not the actual MSA.

So he wrote down his Gmail account, his Gmail email account and my notebook – so I had a notebook with
10 me – and he said: Okay email me and I will send it to you.

So it was either that evening, later that evening or the next day but sometime very shortly after this meeting. I did in fact email Mr Mabelane and I summarised what happened in the meeting and what was going to be next.

Mr Mabelane, through the correspondents, then sent me the versions of the MSA with the supporting annexures and as they were at the time and said that I should look at the SN & S, SD Annexures, the Supply
20 Development Annexure and make the changes that I wanted to in that. And I thought that was wow, I was lucky to be able to influence this contract that was negotiated from, you know, the previous years, so to say.

But coincidentally I had already started working on these KPI's for supply development anyway. So I did use

track changes and I sent it back to Mr Mabelane.

And I would like to believe, without any legal experience that I had at least tried to put some clauses into that annexure that would encourage and take this building up of a smaller partner.

However, I do not know whatever happened with those annexures but I did make changes and I did send it back.

ADV SELEKA SC: And this is after 10 February 2016.

10 **MS GOODSON:** Correct.

ADV SELEKA SC: Do you know that ...[intervenes]

CHAIRPERSON: Sorry, that will not be recorded, Ms Goodson, is that a yes?

MS GOODSON: Yes, it is a yes.

CHAIRPERSON: Yes, it is important that you articulate your answers so that it would be recorded.

ADV SELEKA SC: Yes.

CHAIRPERSON: If you nod, it does not get recorded, if you shake your head it does not get recorded.

20 **MS GOODSON:** I know, Chair, I have watched so many of these sessions at home.

CHAIRPERSON: Alright.

MS GOODSON: Okay.

ADV SELEKA SC: Okay, thank you. Do you know that there is a reason by – I think it is Mr Mabelane that the

MSA was concluded in January 2016?

MS GOODSON: No, I have heard through Commission. What I know now is not what I knew then and I have heard ...[intervenes]

CHAIRPERSON: Ja, let us just take it step by step. When you say no, are you saying no, you do not know that there is such a version or are you saying if there is such a version or are you saying no, you do not know that there is such a version or are you saying if there is such a version
10 it is not true.

MS GOODSON: No, no, no, sorry, know as in k-n-o-w, I am aware ...[intervenes]

CHAIRPERSON: Oh, you know?

MS GOODSON: Yes.

CHAIRPERSON: Okay.

MS GOODSON: I am aware ...[intervenes]

CHAIRPERSON: And what you know is the version or the version and the fact.

MS GOODSON: Yes, what I knew back then was not –
20 was that an MSA was not signed. What I have come to know now through this Commission and through the parliamentary – through many things is that there was a signed MSA. I have not seen any of them. The last MSA that I had ever seen was that dossier that I sent back to Mr Mabelane and I have never seen any other version since

then. So I do not disagree with the statement that Mr Seleka is making, I just have not seen it.

CHAIRPERSON: Yes, okay, well then in that case you do not know whether it exists but if somebody says it existed, a signed version, you do not want to dispute that, that is what you say.

MS GOODSON: One hundred percent.

CHAIRPERSON: Ja, okay.

ADV SELEKA SC: Ja. Well, that is a story how it came to
10 be signed and we will deal with it when we come to it. Apparently it was – was it predated?

MS GOODSON: Or post-dated.

ADV SELEKA SC: Post-dated.

MS GOODSON: So it is signed now but post-dated to a few months before.

MS GOODSON: Post-dated, yes.

ADV SELEKA SC: so you may not be incorrect that as far as you are concerned you were working on what was at the time and unsigned document busy making changes to that
20 document, you would not have known of an existence of any other document apart from that as an MSA.

MS GOODSON: Absolutely not because the understanding both between myself, Mr Pepu, Mr Leballo and the McKinsey directors were that the MSA was not signed.

ADV SELEKA SC: Ja because the only ...[intervenes]

MS GOODSON: Because even in the steering committee meetings the agenda point was when is the MSA going to get signed.

ADV SELEKA SC: Yes. Let me tell you this also for the benefit of the Chairperson. CDH, which Cliffe Dekker Hofmeyr, attorneys for Eskom at a time, they had to give advice to Eskom whether or not the MSA should be terminated and whether Eskom should make a settlement with McKinsey and Trillian, TMC. They ultimately gave an
10 opinion that there are suspensive conditions in the MSA that were supposed to have been fulfilled in January 2016 but it appears that they had not been fulfilled. Now this opinion is given ultimately in February 2017 and the effect of that is, in the first place there is not an agreement to terminate, in the second place you are not liable to McKinsey Trillian, but Eskom had already paid. Did you know that?

MS GOODSON: I knew that Eskom had paid Trillian specifically because I did support Mr Budlender in his
20 investigations and that is when I saw that a few of the invoices were paid. I also supported Bowmans in their civil claim against McKinsey and Trillian so I know from those ...[intervenes]

ADV SELEKA SC: Those processes.

MS GOODSON: But what you are mentioning now about

CDH I have also learnt through this Commission by watching. I did not know this at the time and it is disturbing.

ADV SELEKA SC: Now let us go back to the invoice, which is your second topic in the meeting on the 10 February. Which invoice is this that you were being asked to request that it be paid directly?

MS GOODSON: It is an invoice for R30.6 million, I think that is excluding VAT and it is for the corporate plan and
10 this specific invoice, if I remember correctly, the very first time that I ever saw a copy of this invoice was actually on the 24 February. I think when I went into this meeting, if I remember correctly, the invoice had already been submitted and I was instructed to follow up on the invoice that was already submitted, I had not seen it by this date on the 10 February, so ...[intervenes]

ADV SELEKA SC: It was not in your possession.

MS GOODSON: It was not, it eventually came into my possession but only 14 days later, okay?

20 **ADV SELEKA SC:** So who had the invoice been sent.

MS GOODSON: To? At the time of the meeting or are we just talking about the invoice now?

ADV SELEKA SC: No, prior – you say it was set prior to the meeting.

MS GOODSON: Yes and I did not know, I was not copied

on it, I did not know anything about it.

ADV SELEKA SC: Okay.

MS GOODSON: I was just told that there is an invoice and we need that invoice paid but not paid to McKinsey, paid to Trillian. I conveyed the message and I accept that it was naïve of me to just convey the message. I conveyed the message, Mr Koko's reply was but we cannot pay because you do not have a contract. Subsequent to this meeting I went to Mr Leballo and I asked him – sorry, I am
10 going to verbatim again, please forgive me being so informal, that I referred to Mr Tebogo Leballo as Dude and I phoned him and I was like Dude, what invoice is this? What are they talking about? And he says do not worry B, I will send it to you and he subsequently forwards the email to me much later in the month and from that email you can see that the invoice was sent to Mr Singh – I think it was from Leballo, I do not remember all the details, you could probably help me.

ADV SELEKA SC: Ja, I think it is from Mr Leballo.

20 **MS GOODSON:** To Mr Singh. I was not copied on it but I did eventually see it.

ADV SELEKA SC: I understand Mr Koko was copied?

MS GOODSON: It could be, yes.

ADV SELEKA SC: No, it is fine, I have – ja, so you received when?

MS GOODSON: I received – personally I saw it for the time, it was on the 24 February.

ADV SELEKA SC: 24 February?

MS GOODSON: Ja.

ADV SELEKA SC: 2016?

MS GOODSON: Correct.

ADV SELEKA SC: Okay, so he is sending it to you because you are asking what invoice is this?

MS GOODSON: Yes.

10 **ADV SELEKA SC:** Upon receiving it, what do you do?

MS GOODSON: I just keep it, I think. I do not think I do anything with it, in hindsight I know that I should have done a lot of different things with this invoice but ja, but I think when Mr Leballo sent to it to me, I just held onto it, if I remember correctly.

ADV SELEKA SC: Yes but will you not tell the Chairperson a little more because apparently there was a covering letter which bore your signature and the invoice itself also bore your signature. You correct me.

20 **MS GOODSON:** There was a covering letter, I just cannot remember, could you help me refresh my memory was this the covering letter about Mohamed Bobat or was this the covering letter requesting payment directly?

ADV SELEKA SC: Requesting payment directly, yes.

MS GOODSON: Okay, alright. Yes, so I had an electronic

version of my signature and on the 9th or the 9 February, it is part of my annexures, the email itself is part of my annexures. I have emailed that signature to Mr Angel. I was on my way home from work and Mr Angel asked me to come to the office to sign an invoice but I do not live anywhere near Melrose Arch, I live in the sort of Fourways area and traffic is horrendous and I was not going to go back to sign and I asked him what invoice is it and why do I need to sign it and he said that we need to pay or we
10 need to release payment for the rental offices that we had at the time, so we need the invoice, we need that to be signed so we can actually make this payment. So I said look, Clive, I am not coming back to Melrose, I will just send you my signature, can you please just sign it? That is my understanding and I emailed my signature to Mr Angel.

When I saw this email on the 24 February with the cover letter and the invoice for 30.6 million, both of which have my signature on, I was very disturbed because I did
20 not compile that letter. I think I did actually, I think I compiled a draft but I certainly did not sign it and I compiled a draft as a follow-up from a meeting with Mr Koko because I knew that I was requested to sort out this payment directly to Trillian but I did not sign this and I did not sign that invoice and what is very clear when you look

at those signature is that you can see that those signatures are almost identical and it is, in my opinion, it is the picture that I sent to Mr Angel. I did not sign either one of those letters, the invoice nor the letter.

ADV SELEKA SC: Yes, you talk about this on paragraph 48.2 of your affidavit, page 444. Are you there?

MS GOODSON: Yes, I am.

ADV SELEKA SC: Yes, so on 24 February 2016 I received an email from Leballo that contained an invoice and cover
10 letter dated 29 January 2016 addressed to Anoj Singh, CFO of Eskom. A copy of the email attaching the invoice and the letter is attached. That is on page 459.149.

MS GOODSON: Okay, I have that.

ADV SELEKA SC: You have that?

MS GOODSON: Yes.

ADV SELEKA SC: Is that the email?

MS GOODSON: That is the email that – the first time I saw it, correct, and that is the 24 February.

ADV SELEKA SC: So it is forwarded to you on the 24th?

20 **MS GOODSON:** Yes and you are correct, Mr Seleka, Mr Leballo sent it to both Mr Singh and Mr Matshela.

ADV SELEKA SC: And Mr Koko, CEO.

MS GOODSON: And Mr Angel.

ADV SELEKA SC: And Mr Angel?

MS GOODSON: Ja.

ADV SELEKA SC: On the 3 February 2016?

MS GOODSON: Ja.

ADV SELEKA SC: Before the meeting on the 10th?

MS GOODSON: Correct.

ADV SELEKA SC: So on the 10th you are told follow-up on this invoice?

MS GOODSON: Correct.

ADV SELEKA SC: Then the letter ...[intervenes]

CHAIRPERSON: Mr Seleka? Will you please arrange for
10 your team or somebody to make sure that the annexures are easily identifiable or recognisable.

ADV SELEKA SC: Oh yes.

CHAIRPERSON: Do you see what they have done, it is just in regard to some, they run annexure so and so and write on the inside of the previous page.

ADV SELEKA SC: I see that.

CHAIRPERSON: So when you are looking for the annexure you struggle and it is hidden.

ADV SELEKA SC: Yes.

20 **CHAIRPERSON:** Should not be like that.

ADV SELEKA SC: Yes.

CHAIRPERSON: I do not know who did it and why, so if you can get somebody to make sure that certainly mine is sorted out but all of them should be sorted out.

ADV SELEKA SC: Yes, Chair.

CHAIRPERSON: What you normally do is to write on the first page of the document annexure so and so. If you do not do that, what they do is to put page that shows that the next document is annexure so and so, but not this way, it makes it difficult to find the annexure.

ADV SELEKA SC: That shall certainly be corrected, Chair.

CHAIRPERSON: Ja.

ADV SELEKA SC: So that is the email and then on page ...[intervenes]

10 **CHAIRPERSON:** I think I may have lost out on what you were saying, you had said page 459 – page 149, is that right?

ADV SELEKA SC: Let us start at 459 and 149.

CHAIRPERSON: Ja, that is where I am. But I do not think I heard what you asked her about this.

ADV SELEKA SC: So, Ms Goodson, that is the email.

MS GOODSON: Correct.

ADV SELEKA SC: Yes and the email is sent to you on the 24 February 2016.

20 **MS GOODSON:** Correct.

ADV SELEKA SC: From Mr Leballo.

MS GOODSON: Yes.

ADV SELEKA SC: And you were saying I am correct about?

MS GOODSON: You are correct in that this email was

sent to both Mr Singh and Mr Koko.

ADV SELEKA SC: And Mr Koko.

MS GOODSON: And seemingly also to Mr Angel.

ADV SELEKA SC: Yes.

CHAIRPERSON: And Mr Leballo was connected with what again?

MS GOODSON: Mr Leballo was the Chief Financial Officer of the Trillian Holding Company.

CHAIRPERSON: Oh, okay, okay and the annexure that he
10 was sending to Mr Singh and to Mr Angel and to Mr Koko is
the one at page 459.151?

MS GOODSON: Yes.

CHAIRPERSON: Okay, continue Mr Seleka.

ADV SELEKA SC: Yes. So this – it says:

“Please find attached the invoice from Trillian for
Eskom Corporate Plan deliverable. We have also
attached a letter for your consideration.”

The email is sent on the 3 February 2016. So that is
clearly before your meeting with Mr Koko on the 10
20 February.

MS GOODSON: Correct.

ADV SELEKA SC: And this is the email you were asked to
follow up on with Mr Koko.

MS GOODSON: Correct.

ADV SELEKA SC: So that direct payment can be made to

Trillian.

MS GOODSON: Yes.

ADV SELEKA SC: Then there is the letter on what should be the next page and page 459.151, it is addressed to Mr Anoj Singh.

MS GOODSON: Yes.

ADV SELEKA SC: Did you say it is 29 February – 29 January 2016?

MS GOODSON: Yes.

10 **ADV SELEKA SC:** Do you recognise this letter?

MS GOODSON: As in I received in the email, yes, I do not recognise this letter as in I compiled it, I did not compile this letter and I did not sign this letter.

ADV SELEKA SC: So you are neither the author neither the signatory to this letter.

MS GOODSON: No, I did not make this letter, I did not complete this, nor did I author this letter.

ADV SELEKA SC: Ja, but now it bears your name at the end of it. Ms Bianca Smith.

20 **MS GOODSON:** Yes.

ADV SELEKA SC: Was that yourself at the time?

MS GOODSON: Yes, that was me, yes.

ADV SELEKA SC: Ja, CEO Trillian management consulting. Explain to the Chairperson why do you say you are not the author nor the signatory to this letter.

CHAIRPERSON: Before doing that do you want to confirm that – whether the position is that at a certain stage, including this time, you were using the surname Smith but you no longer use the surname.

MS GOODSON: Ja, I subsequently got married, Smith is my maiden name.

CHAIRPERSON: Ja, okay, but were you using the surname Smith at that time?

MS GOODSON: Yes.

10 **CHAIRPERSON:** Okay, but subsequently you have changed?

MS GOODSON: Yes.

CHAIRPERSON: Okay, alright, so where we see Bianca Smith we must know it is you?

MS GOODSON: Yes.

CHAIRPERSON: Okay, alright, continue?

MS GOODSON: I did not compile ...[intervenes]

ADV SELEKA SC: Yes I was saying explain to the Chairperson why do you say you are neither the author nor
20 the signatory to this letter?

MS GOODSON: I cannot explain it beyond saying to you under oath, Chair, I did not compile this letter and I did not sign this letter. There is no further explanation I can give you, I did not do this.

CHAIRPERSON: The signature that appears above your

name, would it have been the one that you sent to ...[intervenes]

MS GOODSON: Mr Angel.

CHAIRPERSON: Mr Angel?

MS GOODSON: Correct.

CHAIRPERSON: Okay. You said that you had sent it to him to use it for what?

MS GOODSON: He said that we needed to pay an invoice for the rental offices that we were using at the time. In as
10 part of my annexures as well, the email that I sent to Mr Angel including this, so you can see – I think he got this – cannot remember the exact date but you can see the date that he got a copy of my signature. And that was my understanding, that he would only use that signature for things that I approve and I believed that we needed to pay for the office, the rental office spaces that we had at the time.

CHAIRPERSON: In order to pay, why would he need your signature, explain that part?

20 **MS GOODSON:** I am assuming to sign off a payment, I mean that will be some of the governance processes that I am used to from coming from Anglo American, for example. If I am authorising a payment, I would have to sign for that payment.

CHAIRPERSON: And you say when you sent the signature

you sent it together with a note?

MS GOODSON: No, I did not. It is just an email that says as discussed.

CHAIRPERSON: Ja, but it did not say – it did not reveal the purpose for which you are sending the signature.

MS GOODSON: Unfortunately not, I was not that specific on that day.

CHAIRPERSON: Okay, alright.

ADV SELEKA SC: Thank you, Chair. The email is – well,
10 check whether this is the email, page 459.154.

MS GOODSON: 154?

ADV SELEKA SC: Ja.

MS GOODSON: Yes, I had sent it to my COO Ben Burnard on the 2 February and then I forwarded that email to Mr Angel on the 2 February. So Mr Angel had a copy of my signature from the 2 February and I recall also sending a copy of my signature to Mr Burnard because at the time we were trying – we were making employment offers to one or two individuals that we had interviewed and he just needed
20 to sign the employment offer, so that is why my COO had a copy. We wanted to send out offer letters of employment but the reason why I sent it to Clive was for a completely reason. Sorry, reason why I sent it to Mr Angel was different.

CHAIRPERSON: But the date when it sent it was it not in

February?

MS GOODSON: It is the 2 February, Chair.

CHAIRPERSON: Oh, so it is close to the 29th?

MS GOODSON: Yes.

CHAIRPERSON: Okay.

ADV SELEKA SC: Ms Goodson, I do not think we have the attachment to your email.

MS GOODSON: I can always give it to you.

ADV SELEKA SC: The one that shows your signature.

10 **MS GOODSON:** Yes, I can always give it to you.

ADV SELEKA SC: Because I see the email says attached.

MS GOODSON: Yes and it should be, it was attached as a JPEG.

ADV SELEKA SC: Yes.

MS GOODSON: So I could always forward it to you in its nature format.

ADV SELEKA SC: Okay. That invoice related to the corporate plan, you say?

MS GOODSON: Sorry, can I just raise one point?

20 **ADV SELEKA SC:** Yes, certainly.

MS GOODSON: If you go to annexure pages 459.151, that is the letter.

ADV SELEKA SC: Ja.

MS GOODSON: The letter is dated 29 January.

ADV SELEKA SC: Yes?

MS GOODSON: Okay? However, if you go to the previous page 459.149.

ADV SELEKA SC: Yes?

MS GOODSON: You can see that this was sent on the 3 February. So although the letter is dated the 29th it is actually only sent through on the 3rd and I sent my email signature to Mr Angel on the 2nd, so I do not believe that the date of this letter is in fact the 29 January, I actually think that it was an updated and sent through on the 3rd.

10 That is my hypothesis.

CHAIRPERSON: Well, it may well be that it was written originally on the 29th and the date has not changed.

MS GOODSON: And only signed or included later.

CHAIRPERSON: Ja.

MS GOODSON: But technically the date before this invoice is sent through to Eskom is the day that I give my signature to my manager. Sorry, I am going off topic.

ADV SELEKA SC: No, no, you need to explain yourself, of course. I see Trillian Management Consulting's address
20 is 4th floor, 23 Melrose Boulevard, Melrose Arch on that letter.

MS GOODSON: Correct.

ADV SELEKA SC: That was the offices you operated from.

MS GOODSON: Yes, it was rental offices, we were renting offices from a company called Extra Space, it was not the

formalised offices of Trillian which they moved to later, also in the Melrose Arch precinct but for my entire tenure at Trillian we were using these temporary offices.

CHAIRPERSON: Let me take this opportunity to ask you some questions that are not related to this, to your evidence. We have heard – I have heard a lot of evidence about people allegedly meeting with Mr Salim Essa at Melrose Arch. Now do you know whether there were offices at Melrose Arch that he used where he could be
10 found?

MS GOODSON: Yes.

CHAIRPERSON: And where he may have met with people?

MS GOODSON: Yes, I have met him – when he interviewed me, I met Mr Essa at Mr Essa's offices in Melrose Arch .

CHAIRPERSON: Yes.

MS GOODSON: It was also in those offices that Mr Essa introduced to Mr Abram Masango who was – at that time he
20 was the executive head of Transmission at Eskom. I met him in those offices. I met Mr Sagar at those offices. Ja, it is very likely.

CHAIRPERSON: And those offices were the offices of which of the entities with which he may have been associated.

MS GOODSON: Yes, I can explain all of that to you. So Melrose Arch is obviously at the precinct, right? And if you are familiar with Melrose Arch, I am going to try and use the gym as a central sort of landmark, right? The temporary offices of Trillian, everything in Trillian, Trillian Management Consulting, Asset management, all the subsidiaries' temporary offices were opposite the gym, was almost above Woolworths when Woolworths was there and that was the extra space offices, right? Integrated Capital
10 Management offices and Mr Salim Essa's offices were on the other side of the precinct almost as if you were going onto Athol Oaklands, so almost by the exit there was another separate corporate building there, the building of businesses. On the ground floor is Integrated Capital's offices of this specific building, it is white with black windows and on the first floor of that same building, so directly above Integrated Capital is Mr Salim Essa's offices. So get from one place to the other was very – it is just a walk. So when I had a meeting with Mr Essa, I
20 would walk out of where temporary offices were by the gym and just walk across – almost like across the road.

CHAIRPERSON: Okay, so what did you say was the name of the entity that had the offices where he could be found?

MS GOODSON: Integrated Capital Management.

CHAIRPERSON: Integrated Capital Management?

MS GOODSON: Yes.

CHAIRPERSON: But there were other entities connected with Trillian around as well. TCM was there or was it not there?

MS GOODSON: TCM was not in that building.

CHAIRPERSON: Ja.

MS GOODSON: We were in a different building but in the precinct you could walk.

CHAIRPERSON: Ja, in Melrose Arch .

10 **MS GOODSON:** Hundred percent, yes.

CHAIRPERSON: Yes, yes, yes. So he – and did you say his office was on the first floor?

MS GOODSON: Mr Salim Essa's office was on the first floor of the same building as Integrated.

CHAIRPERSON: Of the same building?

MS GOODSON: Yes.

CHAIRPERSON: Okay, okay.

MS GOODSON: So it is something like, Chair, we were 44 Melrose Boulevard, they were something like 2 Melrose
20 Boulevard.

CHAIRPERSON: Okay, okay.

MS GOODSON: But all in the same road.

CHAIRPERSON: Yes, okay, okay. No, thank you. Mr Seleka?

ADV SELEKA SC: Ja. Well, you mentioned Mr Abram

Masango being introduced to you. When about was this?

MS GOODSON: I have it in my affidavit, I am sure – Mr Koko even references the fact that it is in my affidavit, I have got the exact date that I mention ...[intervenes]

CHAIRPERSON: In your affidavit you talk about – I think you talk about November or December 2016.

MS GOODSON: Just let me see under Mr Essa?

ADV SELEKA SC: On page 431, paragraph 18.3.2.

MS GOODSON: Yes.

10 **ADV SELEKA SC:** During or about week 50, 2015, 6 to 12 December 2016 and at Essa's office, I was introduced by Essa to Abram Masango. So that is December.

MS GOODSON: Yes.

ADV SELEKA SC: You went there in March 2015.

MS GOODSON: 2016.

ADV SELEKA SC: No, I am talking March 2015, I am deliberately asking you that question.

MS GOODSON: No, in March 2015 I did not know anything about Trillian or Regiments or Eskom, I just
20 worked for Anglo.

ADV SELEKA SC: Oh. Who else from Eskom – well, let me put it differently, did you see anybody else from Eskom and Melrose Arch in the period that you were there?

MS GOODSON: No. The only other people that I saw quite frequently was Mr Sagar from McKinsey and Mr

Pamensky was there. I cannot remember if he was on the board at the time.

ADV SELEKA SC: Mr who?

MS GOODSON: Mr Mark Pamensky.

ADV SELEKA SC: You saw him there?

MS GOODSON: Ja, frequently. Sorry, I have got a bad habit chair, I am a smoker and Mr Pamensky was a smoker as well so we often were in the same place that is smoking. Mr Pamensky was always between the different buildings.

10 **ADV SELEKA SC:** He was on the Eskom board in 2015.

MS GOODSON: No, I saw him – okay, well then that is another person I have met from Eskom, to answer your question and there is nobody else that I can think about.

ADV SELEKA SC: No, he is not from Eskom but he served on the board of Eskom.

MS GOODSON: Okay.

ADV SELEKA SC: He is a non-executive director.

CHAIRPERSON: Can I also ask on the floor where Mr Salim Essa's office was, was there a balcony?

20 **MS GOODSON:** Yes, but it was one of those balconies, the way the office was configured was that there was like a central court yard, and all the offices were around the court yard. So there was a balcony that overlooked into the internal court yard, if that makes sense.

CHAIRPERSON: Okay.

MS GOODSON: When you look, I have never been ... I have only been to the board room in that specific office. I have never been beyond it, but when you drive on the N1, because I know exactly where this building is and which office it is, it does look to be a smaller balcony that looks out onto the M, for mother, 1 from that building.

CHAIRPERSON: But you can see it from the road?

MS GOODSON: You can see it from the M1, the one balcony.

10 **CHAIRPERSON:** Ja.

MS GOODSON: And then on the other side of the office, the balcony like I said faces inside towards the central court yard.

CHAIRPERSON: Yes, okay.

ADV SELEKA SC: If you are on the outside going to those offices, where would you park?

MS GOODSON: Oh, it was easy. You want me to explain this?

ADV SELEKA SC: Is there a basement parking
20 ...[intervenes]

MS GOODSON: Yes.

ADV SELEKA SC: Or outside. Also outside ...[intervenes]

MS GOODSON: Both. The outside parking is a lot smaller. I think it can only accommodate about ten cars or so, but it is directly on the ground floor as you can walk into the

building. The basement parking if I remember correctly it was not even really access controlled. You just had to tell the security guard I am going to this company and he would just open for you and then the basement parking was just one level beneath and was slightly more extensive.

ADV SELEKA SC: Ja. The balcony that you say you can see from the highway, is it accessible when you are, when you are in Mr Salim Essa's office?

10 **MS GOODSON:** I think it is only accessible if you are in the office. The balcony that looks into the internal court yard is accessible to anybody.

ADV SELEKA SC: Yes.

MS GOODSON: Ja. I did not include this type of stuff in my affidavit.

ADV SELEKA SC: You did not include it?

CHAIRPERSON: [indistinct]

MS GOODSON: I am talking about balconies.

20 **CHAIRPERSON:** But you know about it. While you were there, was it usual to see people on the balcony by any chance?

MS GOODSON: I do not know Chairman.

CHAIRPERSON: You do not know that.

MS GOODSON: Because every time I have went, I have always met Mr Essa in the board room.

CHAIRPERSON: Yes.

MS GOODSON: And the board room was as you came through the front door, the board room was right there.

CHAIRPERSON: Okay.

MS GOODSON: So you did not really navigate through the rest of the office to get to the board room.

CHAIRPERSON: Okay.

MS GOODSON: So I would not know.

CHAIRPERSON: Okay.

ADV SELEKA SC: Yes. The integrated capital
10 management, so only Mr Abraham Masango you were introduced to?

MS GOODSON: I beg your pardon?

ADV SELEKA SC: Only Mr Abraham Masango, you were introduced by Mr Salim Essa?

MS GOODSON: Yes, yes.

ADV SELEKA SC: Did he tell you anything about him?

MS GOODSON: He, Mr Essa introduced Mr Masango as the group executive of transmission and then introduced me as the CEO of Trillion Management Consulting and that
20 was it. It was very brief.

ADV SELEKA SC: Mr Pamensky ...[intervenes]

CHAIRPERSON: I am sorry. So you were not having a meeting with the two of them?

MS GOODSON: No, I was actually going to meet with Mr Essa, so as I was meeting with Mr Essa Mr Masango was

leaving.

CHAIRPERSON: Okay.

ADV SELEKA SC: Mr Pamensky was there, and what was his position you say?

MS GOODSON: Mr Pamensky was around a lot. He was with, he was the CEO of Trillion Properties. In the beginning when I first, first, first started with in January of 2016, Trillion had a subsidiary called Trillion Properties and Mr Angel told me that the CEO of Trillion Properties
10 was Mr Pamensky.

During my tenure at Trillion the property division stayed but Mr Pamensky was replaced by another gentleman whose name I cannot remember right now. But it was Mr Pamensky, so we ... Mr Pamensky and I would smoke on the same balcony.

So we would both be standing looking at the gym and very often when I would go and meet with Mr Angel, Mr Pamensky was also in that building. But Mr Pamensky he was just a regular feature. So he sometimes do not write
20 about things that you just, you know, they were just normal.

I did not include it so much in here I do not think.

ADV SELEKA SC: Ja, no it is fine. He was a regular feature. So what do you mean, he was there every day?

MS GOODSON: Every time I was in the office I saw him, I

mean and sometimes I would not always go to the office. I would sometimes go to Megawatt Park, sometimes I worked from home, but every single time I was in the office I would, not every time.

Mostly I would see him, ja.

ADV SELEKA SC: And you were going to the office every day?

MS GOODSON: Mostly, and if it was not him it was his, he also had like a COO by the name of Mr Michael Shapiro,
10 Michael Shapiro. So if Mr Pamensky was not there, Mr Shapiro was there, but Trillion Properties had a very separate section of the rented offices.

So if ever I wanted to go and see Ms Matsepo for example, I would walk past the Trillion Properties and you would always see somebody in there.

ADV SELEKA SC: I see you talk about Mr Pamensky asking you to review his CV.

MS GOODSON: Yes, we were having a smoke one day and he asked me to take a look at his CV and I thought his CV
20 was really bad.

ADV SELEKA SC: You thought what?

MS GOODSON: His CV was really bad.

ADV SELEKA SC: You know you cannot say that about him?

MS GOODSON: Sorry?

ADV SELEKA SC: You know you cannot say that about him?

MS GOODSON: No, his CV was ... it was a one pager CV and I did criticize this to him.

ADV SELEKA SC: Okay.

MS GOODSON: Because he wanted my feedback, so I gave him my feedback and my feedback was quite critical. It did not really have much about experience and the utility, I do not understand why anybody would want, he said that
10 he was applying for a board position.

I did not know what board and I just said this is, you do not show any managerial positions or any other executive experiences. I would not employ you on my board and as far as I know he went and he affected the changes that I recommended.

ADV SELEKA SC: So you knew each other quite well?

MS GOODSON: Smokers generally have a good rapport with each other, and a lot of the times when I would go and have a cigarette, he would be there you know. So we
20 would always sort of just speak about stuff.

ADV SELEKA SC: Did you know that ...[intervenes]

CHAIRPERSON: Did you, did you tell him you recommend that he should include in his CV some experience that he had forgotten that he had?

MS GOODSON: I just told him that I thought it was thin. I

just said is this all you have got.

CHAIRPERSON: And then he put, he put some more?

MS GOODSON: And he said well give me an example, and I just rattled off some stuff that I could think about.

CHAIRPERSON: Ja.

MS GOODSON: And he was like, okay.

CHAIRPERSON: Okay. Mr Seleka?

ADV SELEKA SC: Yes, thank you Chair.

CHAIRPERSON: Did you subsequently see the revised CV
10 by any chance?

MS GOODSON: No.

CHAIRPERSON: Oh, thank you. well, if you saw one that he may have submitted to the Department of Public Enterprises, before he was appointed to the Board of Eskom, would you know whether it is the same as the one you criticized or not?

MS GOODSON: I really would not remember. It was such a long time ago Chair.

CHAIRPERSON: Ja, okay.

20 **MS GOODSON:** And it was over a cigarette. You know, you are not really paying attention at the time, and ...[intervenes]

CHAIRPERSON: Ja, okay. Alright.

ADV SELEKA SC: Did you or did you not know that in January 2016 he was serving on the Board of Eskom?

MS GOODSON: I did not know that. When the first time Mr Pamensky became very significant to me, was in March. It was the week after I resigned and I think it was the Mail and Guardian. The Mail and Guardian had this picture of Mr Essa and the Guptas, and all these ministers on boards.

It was Eskom on the one side and Transnet on the other side, and at the bottom are all these people that were connected and there was a picture of Mr Pamensky, there was a picture of Mr Sandy Shane from Intercredit
10 Capital.

There was a picture of Mohammed Bobat. So the only time this concept of state capture really hit me, was when I looked at this picture, this schematic and there were way too many people's faces that I recognized on that schematic and that is when the significance, and that is when I realised, but that was in March.

ADV SELEKA SC: March 2016?

MS GOODSON: 2016, ja.

ADV SELEKA SC: But before you went, there is a
20 question I wanted to ask and I want her to flow in that one. Let me get to this, because I want to end with that. The corporate plan, you said TMC did not render services in respect of corporate plan.

MS GOODSON: Categorically not. Trillion Management Consulting did no work for the corporate plan. It did not

plan, did not do it, did not envisage it, it did nothing.

ADV SELEKA SC: Did you know anything about the corporate plan?

MS GOODSON: No, I knew nothing about the corporate plan. Absolutely nothing. I am so emphatic about this. It has been my position from five years ago and it is still my position today and I know the people may have opinions about it, but Trillion Management Consulting of which I was the CEO had nothing to do with the corporate plan.

10 **ADV SELEKA SC:** I think Ms Matsepo did say that the corporate plan, services relating to the corporate plan were rendered by [indistinct].

MS GOODSON: Okay, and I would not have known that because I was at Anglo American.

ADV SELEKA SC: Yes.

MS GOODSON: Right, I did not work for Riggermans, so if they did do the work, again my statement is still correct that Trillion Management Consulting, of which as far as I know, I was the first Employee, did not work for this.

20 **ADV SELEKA SC:** Much less so in February 2016 when there was only two of you?

MS GOODSON: Absolutely. It was just myself and Mr Bernard, and we were trying to set up the company. We could not do any billable work.

ADV SELEKA SC: Yes.

MS GOODSON: We were stretched so thin.

ADV SELEKA SC: You know, Ms Goodson, in that context I am reminded of what Mr Koko said when he was here. He said there was a workshop given by McKinsey and Trillion at Eskom, and I think he said on the 10th of February, the day when he met with you.

MS GOODSON: Okay.

ADV SELEKA SC: Well, two questions. Were you, you were the CEO at the time.

10 **MS GOODSON:** I am the only one of two Employees.

ADV SELEKA SC: Yes.

MS GOODSON: I can assure you that ...[intervenes]

ADV SELEKA SC: This is the question, were you aware of the workshop?

MS GOODSON: No, because the first ... look, as I mentioned I had met Mr Koko before the 10th, after the press conference, right. But on the 10th there was no workshop, there was nothing like that. I parked at Megawatt Park. I went straight to the executive when I sat
20 on the couches with Mr Koko and Mr Mabuleni.

I did not do work. Like as in a workshop, right. So it categorically was not me. I do not remember my COO's calendar but I do not remember us being operational at that point, but I stand to be corrected. Absolutely and it could not have been anybody else because it was only me.

If it was not me, it was Mr Bernard. So Trillian certainly was not represented in plural because there were only two and if it was plural it would have been me and Mr Bernard. Maybe Mr Bernard was there but I cannot remember.

But it certainly was not me and when I met Mr Koko on the 10th, he did not even mention that to me.

CHAIRPERSON: I mean the workshop was supposed to have been when Mr Seleke?

10 **ADV SELEKA SC:** I think Mr Koko said on the 10th, on the day he met with ...[intervenes]

CHAIRPERSON: Oh, okay.

ADV SELEKA SC: The 10th of February 2016.

CHAIRPERSON: Well, surely if TMC had only two Employees, one of whom was the CEO there is no way that the CEO, there would be workshop attended by somebody from TMC that the CEO would not know about?

MS GOODSON: Impossible.

CHAIRPERSON: Ja, because even if it was your COO, so
20 you were the CEO and the COO but you, did you have a messenger?

MS GOODSON: It was honestly just the two of us. So I do not know, maybe there was another Employee from Trillian, I do not know but as far as Trillian Management Consulting is concerned, it certainly was not me. If it was Mr Bernard

who was my COO, maybe and I just cannot remember.

But if that was the case I would have expected Mr Koko to say but I met Mr Bernard this morning. Or you know, the workshop went well, but that meeting of the 10th was only about, we only discussed what I explained to you which was the relationship with McKenzie and the payments.

We did not, I did not know about the workshop.

ADV SELEKA SC: Or maybe that I am meeting Mr Bernard
10 after this meeting or that there is a workshop after my meeting with you.

MS GOODSON: Ja, but okay, ja.

ADV SELEKA SC: No, did he mention that?

MS GOODSON: No. No.

ADV SELEKA SC: Was there an indication from him that he will go to Melrose Arch and sort out the issue of payments.

MS GOODSON: No.

ADV SELEKA SC: Or kill the issue of payments with TMC?

20 **MS GOODSON:** The, the issue of the payments was very succinct. I asked Mr Koko would they consider paying us directly and Mr Koko replied very succinctly we cannot because you do not have a contract. End of story. I did not push that because that was reasonable.

But there was not a debate or a discussion. This

was not prolonged. It was very, very succinct.

ADV SELEKA SC: So that is in February 2016. Was this payment of 30.6 million rand made during your time?

MS GOODSON: No. No. No, but if it was I would not have even seen it, because I did not have access to the finances. But if I recall the information that I got, that I had been working with Mr Budlender, I think it was paid, but later.

ADV SELEKA SC: It was paid on the 14th of April 2016.

10 **MS GOODSON:** Ja. But so no, not during my time.

ADV SELEKA SC: So why did, why did you leave on the 19th? Did you leave? Did you resign? Did you, what? Did they chase you away? What happened?

MS GOODSON: I resigned under really difficult circumstances. But if I could ask you, I know you are going to read my resignation letter, so let us rather ...[intervenes]

ADV SELEKA SC: No, I have that. Let me ask you this question before I go there. Ms Matsepo testified here
20 about you being present with her when Mr Lebelo you have mentioned.

MS GOODSON: Yes.

ADV SELEKA SC: That her notes, on her notebook.

MS GOODSON: Yes.

ADV SELEKA SC: The words ...[intervenes]

MS GOODSON: They are going to finance the minister, the Finance Minister.

ADV SELEKA SC: For change of minister.

MS GOODSON: Ja. Something like that. Yes, I remember it very specifically. It was Wednesday, the 16th of March 2016 and I know that because that is Ms Matsepo's birthday.

ADV SELEKA SC: Which date?

MS GOODSON: The 16th of March.

10 **ADV SELEKA SC:** Okay.

MS GOODSON: 2016, and it was a Wednesday morning.

ADV SELEKA SC: It was three days before you resigned.

MS GOODSON: Yes, and it was Ms Matsepo's birthday and she shared an office with Mr Lebelo and I had just come into the office and as you do, you make a cup of coffee and you walk around the office and you say good morning to people, and before you start you know sitting with your computer, and I did exactly that.

My office was on quite a different side. Ms
20 Matsepo's office was a lot closer to the Trillian Property's office, so it was on the other side of the building. Made a cup of coffee and I went to the office and Mr Lebelo was there, Ms Matsepo was there and the first thing that I asked as I walked into this office was Mr Lebelo, I called him Tebogs.

I said Tebogs, what is happening with the MSA. Is it still not signed, and I say this but I am walking towards Ms Matsepo and he gets up and he says ja, it is still not signed. You know, so the three of us are sitting there with our coffee, and ...[intervenes]

CHAIRPERSON: Was this going to be, was this a planned meeting?

MS GOODSON: No.

CHAIRPERSON: Or you just ...[intervenes]

10 **MS GOODSON:** No, it was just what you do in the morning, catching up.

CHAIRPERSON: Okay.

MS GOODSON: Saying good morning to people.

CHAIRPERSON: Okay.

MS GOODSON: It was not scheduled, nothing, and because I really got along very well with Mr Lebelo and Ms Matsepo, we referred to each other as sisters sometimes, you know. So I was just going to say good morning and they were both there.

20 I said so Ms Matsepo says but how are we going to get paid. How are we going to pay, because now remember all the Riggermans's people had come over already, and I mean, Ms Matsepo and I were very concerned that this MSA was not signed because our understanding was as long as the MSA is not signed we

are not getting revenue and if we are not getting revenue, how can the business sustain itself.

Then Mr Lebelo said but there is bigger problems. Something along those lines and that is when he wrote in the notebook. So everything that Ms Matsepo said in her testimony is 100% correct. He wrote, I do not remember it exactly.

She remembers it better than me, they are going to change the minister.

10 **ADV SELEKA SC:** Well, let me read it to you.

MS GOODSON: Ja, sorry.

ADV SELEKA SC: You might be upset.

CHAIRPERSON: Well, before you read it, it might be good to know what is her recollection of what was written.

MS GOODSON: Okay.

ADV SELEKA SC: Oh, okay.

CHAIRPERSON: Ja, but just say on your recollection what was written.

20 **MS GOODSON:** So what Mr Lebelo wrote was they are going to change the minister, the Finance Minister. It was very specific. It was not just any minister, they are going to change the Finance Minister, and I remember what I remember was Ms Matsepo almost shrieking.

Saying are they mad? Who? Mr Lebelo was pointing in the direction of Mr Wood's office, which was

more in the direction of where my office was, and then Ms Matsepo just goes crazy. She is like but ...[intervenes]

CHAIRPERSON: Was that, the pointing towards Mr Woods's office.

MS GOODSON: Yes.

CHAIRPERSON: What was that meant to say?

MS GOODSON: It was meant to suggest that the leadership are going to be changing the Finance Minister. The leadership of this organisation bigger than us, that are
10 already CEO's, but bigger than us are going to change the Finance Minister.

CHAIRPERSON: Oh, so as he when he was pointing, when you said they ...[intervenes]

MS GOODSON: He was pointing ...[intervenes]

CHAIRPERSON: He was pointing in the direction of Mr Woods's office?

MS GOODSON: Ja.

CHAIRPERSON: Okay.

MS GOODSON: And Ms Matsepo, Ms Matsepo just got,
20 she got, crazy is not the right word, but she got so angry. Angry is probably the right word and she just kept on saying did they not see what happened at [indistinct].

Who do these people think they are? She was really upset. I just looked at both of them and I just said I cannot deal with this, goodbye and I remember feeling

sick. I was feeling like I was, like you are about to get the flue.

Because we were in Melrose I went to the mall and I went to Clicks to go get some Corenza, and before I went into Clicks and I remember very distinctly standing by the door of Clicks, and I phoned my fiancée at the time and I just, and I told him what had happened and I said to him, I said I do not know if I am going mad, but I just need to tell someone about this, in case it happens and I do not want
10 to forget, and I said I do not know if this will happen.

I do not know if it is nonsense, but I just need to tell somebody what just happened and I remember, and my fiancée was at work and he was like okay, I am making a note of this and he remembered. So he was always like in case I go crazy and this actually happens, I have got like some sort of validation.

Ja, that is ... what Ms Matsepo had said to you Chair, I agree with completely. You may have slightly different versions of what was exactly said, how it was
20 said, but what she said is 100% correct.

CHAIRPERSON: I would let Mr Seleka read you the actual note now, but before he does so, I need you to tell me what you told your fiancée.

MS GOODSON: I told him that I was in the office with, I am going to verbatim, okay. As much as I can remember.

CHAIRPERSON: Ja.

MS GOODSON: I phoned him and I said babe, I was in the office with Tebogo and Masilo. The MSA is still not signed, so I do not know what is going to happen with this company, if it is even going to exist or anything, but the reason why I am really phoning you is because Tebogo just told us that the Finance Minister is going to be replaced again, and I cursed and I said can you believe this.

He said are you sure, and I just said to him ... I
10 said I do not know, but just remember today. Can you please just remember what I am saying to you now? Because I may forget and then we just see this afternoon how am I doing, and I told him I am going to get some meds and that is it.

That is the best that I can remember like what I said to him, and as far as I know, that is what he remembers me saying.

CHAIRPERSON: Do you know whether, do you remember whether he ever subsequently talked to you about what you
20 told him on that day? Subsequently whether same year or the following year?

MS GOODSON: Unfortunately not, because as quickly as we got married, we also got divorced.

CHAIRPERSON: Ja.

MS GOODSON: So no, we never really spoke about things

like that.

CHAIRPERSON: Okay, no that is fine. It is just that the Minister of Finance at the time was Mr Pravin Gordhan, but he was not fired during 2016.

MS GOODSON: It was a year later.

CHAIRPERSON: He was fired in March 2017.

MS GOODSON: It was a year later.

CHAIRPERSON: Yes. So I was wondering whether when Mr Gordon was fired in March 2017, he might have said
10 well it took long, but I see it is happening or something like that.

MS GOODSON: By 2017 in March, I was I think I was still working at Mr Budlender. Because I started helping Mr Budlender and his report in January of 2017.

CHAIRPERSON: Okay.

MS GOODSON: And I remember speaking to Mr Budlender about that, and I was in such a state of trauma, because the realization of what was happening at Trillian was very evident to me then.

20 **CHAIRPERSON:** Okay.

MS GOODSON: And I think as much as I could I actually just tried to ignore these things, Chair.

CHAIRPERSON: Okay, alright. Mr Seleka, you can ... you may read the note now.

ADV SELEKA SC: Thank you Chair. You, it is your

handwriting. It reads:

“Changing Finance Minister.”

MS GOODSON: Yes.

ADV SELEKA SC: Ja.

CHAIRPERSON: Yes, I am sorry. Please repeat?

ADV SELEKA SC: It reads:

“Changing Finance Minister.”

CHAIRPERSON: Yes, okay.

ADV SELEKA SC: It is in the bundle.

10 **CHAIRPERSON:** Ja.

ADV SELEKA SC: Here we have obtained Mr Lebelo’s affidavit.

CHAIRPERSON: Yes.

ADV SELEKA SC: I can read it out to the Chairperson.
For the record ...[intervenes]

CHAIRPERSON: Yes, do so, ja.

ADV SELEKA SC: I would place it where it is. It is Eskom Bundle 14(C) on page, I am going straight to the paragraphs. Page 877 point 102 and it reads under the
20 heading response to the allegations removal of former Finance Minister Gordon.

Paragraph 21:

“I have dealt with Ms Matsepo’s allegations that I allegedly had prior knowledge of the firing of the former Finance Minister, Pravin Gordon.”

And he gives the paragraph numbers:

“I request that the contents of the said paragraphs be incorporated. Given the contents of Ms Matsepo’s statement and her oral evidence, I am obliged to say more on the matter.”

Paragraph 23:

“Having now had site of the relevant page of Ms Matsepo’s notebook, I recognize the handwriting on Annexure MM3.”

10 That is to Ms Matsepo’s affidavit:

“As my own. This notwithstanding I deny that I had any prior knowledge that former Finance Minister Gordon would be removed or that the President wanted to remove him. No reference is made to the President in MM3, nor is this document dated.”

Then he goes on to say, he puts context to that.

CHAIRPERSON: Okay.

ADV SELEKA SC: But I think the important part here is what the Chairperson had wanted us to do, which is to
20 confirm whose handwriting it is.

CHAIRPERSON: Ja, yes. Yes, thank you.

ADV SELEKA SC: Thank you Chair. Well, then let us go to why you resigned. Ms Goodson?

MS GOODSON: Must I explain or will you read my resignation letter?

ADV SELEKA SC: Should I go to your resignation?

MS GOODSON: Ja.

ADV SELEKA SC: Okay.

MS GOODSON: Sorry Chair, it is a very emotional letter and I would rather answer questions than have to explain. If that is okay.

CHAIRPERSON: No, that is fine.

ADV SELEKA SC: Yes. That is to be found in Eskom Bundle 14(B). ja, B. I think you have, you know the
10 contents.

CHAIRPERSON: Keep your mike on at all times Ms Goodson.

MS GOODSON: Okay. So I was just saying I know the contents of the letter.

CHAIRPERSON: Ja.

MS GOODSON: Like the back of my hand.

CHAIRPERSON: No, that is fine, but rather remind me where it is Mr Seleka?

ADV SELEKA SC: It is Eskom bundle ...[intervenes]

20 **CHAIRPERSON:** Okay, I have got it I think. I have got it.
459 point 26.

ADV SELEKA SC: That is correct Chair.

CHAIRPERSON: Ja.

ADV SELEKA SC: That is correct.

CHAIRPERSON: Yes.

ADV SELEKA SC: Okay. This is a relatively long letter.

MS GOODSON: Must I go through it quickly? Must I explain what happened?

ADV SELEKA SC: Yes, please.

MS GOODSON: Okay.

CHAIRPERSON: That, well there is no need to read it, but what can be done is highlight the important features.

MS GOODSON: Okay.

CHAIRPERSON: Because we can read it.

10 **MS GOODSON:** But Chair, let me give you the context that led up to me writing this letter.

CHAIRPERSON: Ja.

MS GOODSON: So I have explained to you what happened on the 16th of March. It was, particularly it as Ms Matsepo's birthday, but it is the same day that Mr Lebelo informed us about the Finance Minister. On the Friday, which was the 18th of March, of that week, Mr Angel ... at this point in time Trillian Management Consulting had moved temporary offices, because the Riggermans's
20 people had come on board.

We were not at the extra space offices in, I do not even know that area. It is on the other side of the N1, but it was not in Melrose Arch anymore. It was in, what do you call that area? On Greystone, but on the other side of the N1.

CHAIRPERSON: Well, I wanted to just say something.

MS GOODSON: Sorry.

CHAIRPERSON: Before you proceed. To say when you were the only Employee of TMC, you know just you and your COO, were you or was the COO the receptionist as well?

MS GOODSON: There was no one to phone.

CHAIRPERSON: There was no one to phone.

MS GOODSON: No clients, no one was phoning.

10 **CHAIRPERSON:** Okay, alright. Just go back to the letter, how the resignation ...[intervenes]

MS GOODSON: Yes, the Friday. Anyway, so because we had grown on the 1st of March, now it is quite a lot of people, Trillian Management Consulting was moved to extra space offices, but on the other side of the N1. Right, so it was not in Melrose Arch anymore.

While I was in those offices, I get a phone call from Mr Angel on my cell phone and Mr Angel instructs me, he says B, you are going to get an email. You need to sign
20 these letters and sign it back very quickly. Right.

CHAIRPERSON: Is this now on the 19th of ...[intervenes]

MS GOODSON: It is the Friday, the 18th.

CHAIRPERSON: The 18th?

MS GOODSON: I resigned the next day.

CHAIRPERSON: Okay.

MS GOODSON: And because I had not received the email yet I did not care about it and I just said okay, you know whatever. I will deal with it when it comes through. So the email comes through and there is a Word document attached to it, and it talks about a Bank of Baroda accounts and it has places for signature for both myself and my COO and the contents of the letter talk about my COO and I handing over the rights of this accounts to Mr Mark Chipkin from Integrated Capital Management, so
10 sharing and opposite my COO, and he – so I called him, and I said Ben have you ever heard of the Bank of Baroda and both of us are like no, you know so we go, and we Google, and you know like what is this, like you know in South Africa you have got ABSA, Nedbank, Standard Bank, FNB, you've just got the basic four kind of thing...[intervenes].

ADV SELEKA SC: No., there's a Bank of Africa.

MS GOODSON: Sorry?

ADV SELEKA SC: There's also a Bank of Africa.

20 **MS GOODSON:** Okay but Bank of Baroda was a very unknown bank name. So, we googled it and I'm like, why must we sign this, I had already opened, in January of 2016 I had opened a business bank account with Absa for Trillion Management Consulting, and I was comfortable to do that, as a signatory right but this Bank of Baroda

account is just weird. So, I replied to Marc Chipkin, Mr Marc Chipkin and I asked him, I said, what is this about...[intervenes].

CHAIRPERSON: Who sent you the email, I thought it was...[intervenes].

MS GOODSON: Mr Angel but Mr Chipkin was also copied right, so I replied to both...[intervenes].

CHAIRPERSON: And who was he?

MS GOODSON: Mr Chipkin was just another Director of
10 Integrated Capital Management.

CHAIRPERSON: Oh Okay.

MS GOODSON: He was performing services that would suggest that he was like the company secretary. He was getting all the documents, the BEE certificates and tax registrations and stuff like that. Mr Angel replies to my email and says,

“Bianca, we need this bank account to facilitate payments to E Gateway”,

So, remember now the E Gateway was the
20 Generations Specialist in Dubai and India, and I’m like but why, Absa can do the exact same thing, why do we need another one? So, anyway I speak to my COO, My COO looks at me and says, I’m not doing that, I’m not signing it, forget about it. I phoned Mr Chipkin I said, listen Ben’s not going to do it, I am going to come to your offices, and we

can talk about it later and he says, okay fine, we need you here at 4 o'clock. So, 4 o'clock on a Friday afternoon I go to Melrose Arch, I go to Integrated Capital and as I walked in, there is a representative from the Bank of Baroda in the boardroom with all the paperwork to sign, to open this account.

CHAIRPERSON: Who were you going to meet in the boardroom?

MS GOODSON: In the boardroom was my – it was myself,
10 the representative from the Bank of Baroda and Mr Chipkin.

CHAIRPERSON: Yes, but when you left your office to that meeting, did you know that there would be somebody from the Bank of Baroda or...[intervenes].

MS GOODSON: No, I just thought I was going to discuss this issue with...[intervenes].

CHAIRPERSON: With Mr Chipkin?

MS GOODSON: Yes.

CHAIRPERSON: Okay, alright, continue.

20 **MS GOODSON:** So, I get there and I don't complain that the Bank of Baroda gentleman is there because at least now I can understand what it is about and this gentleman has all the forms that you need to fill out to create a bank account and affidavits and a whole bunch of stuff and I – so I go and I sign the letters and I look at each page and I

read each page and I sign it and mark it there and there's nothing weird about it, I didn't find anything disturbing about it until I saw that the overdraft facility of this account is R300million.

CHAIRPERSON: How much?

MS GOODSON: R300million, so I push back on Marc and I say, Marc why do we need this, the overdraft facility for Absa is R3million, Absa's our main transactional account why do we need R300million for a sub-contractor, are you
10 mad but I thought, okay, whatever and I carry on reading through these things and then there comes this letter that says that I must now sign over all authority of this account to Mr Chipkin and I just laughed at it and the representative from the Bank of Baroda said, are you sure you want to sign this and I looked at him and I said, no. So, I changed the letter, I physically wrote that all transactions on this account need the approval of both Mr Chipkin and I. So, instead of making it, I'm giving it away I tried to put in more controls. Mr Chipkin wasn't happy with
20 the letter and the Bank of Baroda representative asked if the letter could please be typed out rather.

So, Mr Chipkin takes it to the back office, and I can hear Mr Clive – Mr Angel screaming, saying, who does she think she is. Some time passes, Mr Chipkin comes back with the letter that's corrected, as I had made the changes

and I signed that letter...[intervenes].

CHAIRPERSON: And did the letter, is without the changes you had made?

MS GOODSON: With the changes.

CHAIRPERSON: Oh, it's with the changes?

MS GOODSON: With the changes.

CHAIRPERSON: Okay.

MS GOODSON: Saying that, the only people that can transact on this account – and I was very specific, I didn't
10 say myself or Marc, I said myself and Marc and the Bank of Baroda representative especially asked me, he said, this is going to make it difficult because both of you need to always have it together, I said, exactly, it was very deliberate on my side. Clive was furious with me and I signed it, I opened this bank account and I left, it was probably now, an hour later so it was about 5 o'clock on a Friday afternoon and the traffic was crazy going from Melrose to the part of Joburg where I live and I phoned my fiancé and I just told him what happened and I just cried
20 the whole way home and I told him, I said, by the time I get home, just don't even talk to me, just make sure we have wine. I get home and I drank quit a lot of wine, I think I had about three glasses and I didn't speak to anyone, I went to bed. I woke up at 2 o'clock on Saturday morning, now it's the 19th, I woke up my fiancé and I told – and my

fiancé had just left working at De Beer so he was staying at home he was taking a bit of a hiatus and I woke him up and I said, I have to resign and he said why, and I told him, I said, something is going on and I don't know what it is but I'm resigning and we had a very brief conversation about, oh my God, if you resign then our family's got no income and he said, okay do it and I said, okay you go back to sleep, I'm going to do it. So, I wake up and I start typing out this resignation letter that's a bit lengthy and it
10 took me a long time to write it and just to let you know, Chair, every time I resign, I always write one paragraph,

“Thank you for the opportunity but it's with regret that I've got to move...”,

You know, very to the point. This is a much longer resignation letter, and it was probably my tenth version because no matter what I wrote, I wasn't happy with the message that was coming across. Eventually my fiancé woke up at 6 o'clock in the morning and I was just finished this letter, he read through it, he asked me, are you sure
20 you want to send it, I said yes, I sent the letter and that was it. I switched off my phone and the letter is very damning and what I tried to do in this resignation letter is, I didn't write the resignation letter to Eric who had now become the CEO of the holding company, because, Eric, I didn't have a relationship with Mr Wood, I had a

relationship with Mr Angel and my resignation was to Mr Angel because I believe that Mr Angel was the person putting me in a situation that was compromising so I was resigning from him.

So, my resignation letter is addressed to him and it's a very angry letter but at the same time I didn't want to resign based on suspicion I wanted to resign on things that I knew I could reference. So, I referenced the fact that Mr Angel and I had an ongoing debate about remuneration, 10 when I on boarded with Trillion I had actually taken quite a significant cut in my salary as well as my COO, I referenced that, I referenced the fact that I thought that there were Gupta links with some of the entities that we were working with and I referenced the fact that these guys are expecting me to take risks but that they take the benefit. In the case of the Bank of Baroda account, I must open the account and I must have the liability for that account while somebody else transacts on it, it's like, are you crazy you know, so that was the resignation letter and 20 I left with immediate effect.

ADV SELEKA SC: You reference the fact that they have Gupta links, is that what you said?

MS GOODSON: I mentioned that – I think I give five reasons for me leaving and one of them is Gupta links and that was suspicions I did not categorically know. What has

happened, I just want to let you know what had happened is, it was that time – that sort of time of year when your Easter holidays are towards the end of March and not just in April, so I had planned to go away for that following week anyway. My family and I had gone away, and I switched off my phone because I knew that people would be phoning me to say what happened. When I eventually came back to Johannesburg Mr Angel wanted to see me and Mr Wood wanted to see me, and they wanted to know
10 what had happened. Mr Wood asked me if there was anything, he could do to make me stay and I said yes, you can change the business processes, you can give me access to the finances of this company and you can make me negotiate my own contracts, so let me manage this business as a CEO would and he said, that will never happen, so I shook his hand and I said goodbye.

With Mr Angel, I didn't wait to hear what he said I just – then shouted at him saying, how dare he put me in such a compromising position and I think one of the things
20 that I even said to him is, I said, it seems as though you've put me in a position where my daughter could lose a mother, what about you and your children, how could you do this to me and I was in tears and I've never seen or spoken to any of them since.

ADV SELEKA SC: Ja, I will go through some of the

paragraphs in the letter, the letter from you, is it an email – it's an email.

MS GOODSON: It is an email.

ADV SELEKA SC: From yourself dated 19 March 2016 at 5h58 addressed to Mr Clive Angel, "reasons for my resignation", and I start reading from paragraph 3, it says,

"My resignation is personal because I have taken risks"...[intervenes].

CHAIRPERSON: That is the un-numbered paragraph 3
10 because there's a paragraph 3 that's numbered on the following page.

ADV SELEKA SC: Yes, correct, Chair sorry.

CHAIRPERSON: Okay.

ADV SELEKA SC: Yes, for the record, the paragraphs are not numbered I will count, the third paragraph,

"Mr resignation is personal because I have taken risks and endeavour taking risks and support you.

Our relationship can be summed up as a square peg
in a round hole and I cannot support you nor the
20 company further",

What risks were you referring to here, which you continued to take?

MS GOODSON: The biggest risk was this – to me, the most significant one was this Bank of Baroda account. If somebody – if I open this account, I can't imagine paying

back R300million in my lifetime. R300million is so much money that I'm pretty sure that my daughter's children would have to be paying off a debt like that. So, why would I take on a responsibility of R300million and give it to somebody else, that was the first and biggest risk. There were a lot of other things that were concerning, the relationship with Mr Bobat and Mr Bobat's involvement in Trillion was very concerning. You know, by my standards it wasn't ethical, my question was never answered, why could
 10 we not just respond to RFP's like everybody else and have a fair fight, a competitive chance of seeing if our services are good, you know, so there were just these issues and then the Wednesday prior to that, you get the CFO saying to you, that a Finance Minister is going to get replaced, no, those were risks to me I don't want to be associated with people like that.

ADV SELEKA SC: There's a paragraph in your letter to the effect that, the money is not worth the risk.

MS GOODSON: Hundred percent because I did take a
 20 step back in my salary, I honestly did.

ADV SELEKA SC: Ja, so which means that you thought they were not paying you what the risks were worth, so they were paying you less than what you...[intervenes].

MS GOODSON: What I did say to the DCJ was that I did – I didn't want to come across completely based on

speculation and I did want to reference things that was a long standing discussion between Mr Angel and I and remuneration was one of those. I know that people have said that I was in it for the money and the truth of the matter is, is that, if I was earning enough as in, I didn't lose when I joined Trillion and if I was financially comfortable there was a part of me that probably would have stopped to say, let me wait and see if I'm imagining this. There was a part of me that would have reconsidered
 10 putting my family at risk the way that I have, and I would have thought, probably, about being pragmatic more than shooting from the hip. I'm not saying that I would continue doing things that were wrong for money because if I wanted to, when I spoke to Mr Wood, I would have told him, yes, pay me more and that's not what I said, so...[intervenes].

ADV SELEKA SC: Yes, because that's exactly what we're trying to understand, whether was your venting out meant to say, look, if you give me more money, I will stay.

20 **MS GOODSON:** No.

ADV SELEKA SC: And stomach the risks.

MS GOODSON: In the event that it was misunderstood that way, I did definitely clear it up with Mr Wood, like I said. Mr Wood explicitly asked me, what can we do to make you say. I responded by saying, change the business

processes, give us access to our finances, he responded and said, that's never going to happen, so I shook his hand and I walked away. My condition, precedent, so to say were two things that were not financially linked.

ADV SELEKA SC: Yes, just explain this because a third party reading the letter sees how you conclude it says,

“It is with regret, from my side that this has not worked out”.

CHAIRPERSON: I'm sorry, which part of the letter?

10 **ADV SELEKA SC:** Oh, the next page of the letter.

CHAIRPERSON: Oh, before we go to the next page, I see on the 4th paragraph, un-numbered paragraph, Ms Goodson, you say in the five months that we have been working together...[intervenes].

MS GOODSON: I counted December because although I was still working at Anglo, I was so active with meetings that I had, what I deemed a working relationship, unofficial but a working relationship with Mr Angel. So, I counted it, including December and a little bit of November.

20 **CHAIRPERSON:** Well even with December it would be four months not five months, isn't it?

MS GOODSON: But it counted a little bit of November as well, I round things up, Chair, sorry I always think, let me give the worst case scenario than the best.

CHAIRPERSON: Okay, alright, okay Mr Seleka, you said,

which paragraph is it?

ADV SELEKA SC: Yes, the paragraph – if you turn the page, right at the end where – like your greetings, you say,

“It’s with regret, from my side that this is...[intervenes].

CHAIRPERSON: I’m sorry, if you go to the next paragraph the – the next page, the paragraphs are numbered, which paragraph number?

ADV SELEKA SC: Are you paragraphs numbered, mine
10 are not – right at the end Chair, just before...[intervenes.

CHAIRPERSON: The letter of resignation, the one that starts at page 459.26?

ADV SELEKA SC: Well, mine is on page 566, I’m looking it at page...[intervenes].

CHAIRPERSON: Does it start like, in a working environment?

ADV SELEKA SC: Correct Chair.

CHAIRPERSON: “Hi Clive, in a working environment”?

ADV SELEKA SC: Correct.

20 **CHAIRPERSON:** Yes, that is the first page and up to the last two sentences or lines, it’s not numbered, then it starts to be numbered then – where she’s giving reasons, she says,

“I will not be pursuing my career both in Trillion, for the following reasons”,

Then she has got six reasons, those are the paragraphs I am saying are numbered.

ADV SELEKA SC: Yes, mine is un-numbered throughout.

CHAIRPERSON: How is that possible?

MS GOODSON: No, I did – there was numbering when I wrote the email, there was definitely numbering.

ADV SELEKA SC: I think, even her file, has an un-numbered one.

CHAIRPERSON: Well, you don't have – so your one is
10 not authentic, she says they were numbered.

MS GOODSON: It wasn't every paragraph, but I think the reasons...[intervenes].

CHAIRPERSON: Yes, but where you set out the reasons, the paragraph which contains the reasons are numbered.

ADV SELEKA SC: I'm reading just above her name Chair.

CHAIRPERSON: What is the – how does it start, the paragraph, from where you are reading?

ADV SELEKA SC: She writes,
20 "It's with regret",

That's at the end of the letter.

CHAIRPERSON: Oh, okay.

ADV SELEKA SC: Yes,

"It's with regret, from my side that this has not worked out. I have tried, but my efforts alone will

not rectify this. I am not arrogant to think that, should expect an investment from you, so I'm out".

CHAIRPERSON: So, what was the question there?

ADV SELEKA SC: The question – it reads like a person who, as you say, you regret having to leave, you would rather want to stay.

MS GOODSON: The vision of Trillion, specifically when I was interviewed by Mr Essa back in Novemberish of 2015 and what he said to me in that interview was echoed a lot
10 by, also the McKinsey individuals as well as Mr Angel, that the intention of this programme was to change Eskom and to make Eskom into a first world utility because it had the potential to be that way because years ago it used to be. Coming from the mining industry, I appreciate the impact that things like load shedding and a failing fleet of power stations can have on the economy. I wanted to be part of that difference that made it – I wanted to be part of the team that would make this country better and that is what I regret. I regret that, that never happened and clearly by
20 the time I left, it seemed as though that was never the intention and it was very regrettable up until today. I think Eskom should get that help and people that are in a position to help should help but not to extort money from it. So, I do regret that, what I initially signed up for, did not realise and up to today, years later, I carry that regret.

ADV SELEKA SC: Ja, now, I have a challenge with the numbers, Chair, because there's another paragraph I want to read from.

CHAIRPERSON: You must just make sure that you – every bundle has got the version that where the reasons, the ...[indistinct] reasons are numbered.

ADV SELEKA SC: Yes, there's ...[intervenes].

CHAIRPERSON: Because we now know from the author that the letter that she wrote had paragraph numbers in
10 respect of the reasons.

ADV SELEKA SC: Yes, if we move from where I read, last Chair, a paragraph, one, two, three up which starts with,

“Owing to the nature in which we get business”.

CHAIRPERSON: Ja, that's paragraph – that's reason number four, that's paragraph four of the reasons.

ADV SELEKA SC: Yes, Ms Goodson it reads,

“Owing to the nature in which we get business, the risk of exposure and reputation of damage is more
20 than I can absorb”.

The risk here is different from, what is it, the Bank of Baroda.

MS GOODSON: Yes, the risk is different here, the risk that I'm referring...[intervenes].

ADV SELEKA SC: This is more the type of – the way in

which...[intervenes].

MS GOODSON: This talks to, for example, the road show.

ADV SELEKA SC: Yes.

MS GOODSON: This talks to the fact that you've got an individual that – and this individual being Mr Wood, in the span of two days introduced me to a Minister of the country and two CFO's of two of the largest utilities in the country with ease. That in order to secure work at the back of a really bad presentation, we have to work with someone like
10 Mr Bobat. There should never have been that sense of success and in COGTA because I know what I presented and what I presented was – it was horrible but there's the sense of success and progression and we're already opening bank accounts because we're going to be paying, what, R300million plus to some people in the Emirates. The cash flow is R10billion, these things were not meshing up. I know, from Anglo America, and I'm sorry that I keep referencing it, but the Anglo America, to earn R10billion in revenue, I understand and appreciate the extent of work
20 that, that equates to and it's a lot of work, it's a lot of mining, it's a lot of people, it's a lot of effort. This just seemed – it was – this just seemed too easy and it seemed wrong and I always maintained that I resigned on the basis of suspicion, that suspicion was confirmed a few days later and subsequent to that, since, almost every month, there's

news things on State Capture and I – the suspicions were just my value base and what my parents had instilled in me as what is right and wrong, and this felt wrong.

ADV SELEKA SC: In one sentence, what was your suspicion?

MS GOODSON: Now even?

ADV SELEKA SC: Then, the suspicion that led you to resign?

MS GOODSON: The concept of tenderpreneurs getting
10 work that you don't deserve, so you're just getting work without really adding value, so it's taking money from the State, to put it bluntly.

ADV SELEKA SC: You continue to say, in that same paragraph,

“I am not silly to know that contact with the Eskom Executives, people in COGTA, and other companies are precarious. I find it most inconsistent that I'm the conduit to get work done with these individuals yet, still get your instruction on what to say, when
20 to say it and via which medium. The last I checked, I can manage my own relationships, be part of discussions in which the rules of engagement are determined and trusted, enough to execute against them even in the most precarious situations”,
So, you felt that you were just a conduit?

MS GOODSON: Ja.

ADV SELEKA SC: When did you realise that?

MS GOODSON: Bank of Baroda was the straw that broke the camel's back. I had a lot of suspicions, the suspicions very gently started growing at things like the road show when you would sit in a meeting and say nothing but apparently, you're important. I mean, you know, why did I even need to be there, you know but the Bank of Baroda was the – was indisputable.

10 **ADV SELEKA SC:** You were saying earlier that it has been said that you were in this for the money.

MS GOODSON: Ja.

ADV SELEKA SC: If a comment is also made or an observation is also made, that – in the manner in which you are writing here, you either knew or ought to have known that something was amiss in this arrangement, what would be your comment?

MS GOODSON: I can only answer that question now in hindsight and with what I know. I can't pretend like I've
20 not watched the Commission over the past two years, I can't pretend that I didn't follow the Parliamentary Inquiry into Eskom. So, what I know now, I'm ashamed that I did not do more. I should have pushed back on Clive's instructions more. I shouldn't have taken that invoice of R30.6million to Mr Koko and spoke to them about paying

Trillion directly. I shouldn't have opened the Bank of Baroda account because I know it was used to siphon Transnet's money off to Tegeta. There's a lot of things that I shouldn't have done, I was in this company for three months too long and it's ruined my life. I should have spoken up more but whenever I think about it, I am comforted by the fact that it was only three months.

ADV SELEKA SC: It was what?

MS GOODSON: It was only three months, so it's difficult.

10 There's a lot more that I probably could have done to stop this.

ADV SELEKA SC: I have also observed or rather read your letter or email to Mr Clive Angel and Tebogo Leballo which, Chair, you find on page 566.6.

CHAIRPERSON: Just tell me the page number again, just tell me the page number again?

ADV SELEKA SC: Oh no, that's not the document I'm looking for, no it's not the document I'm looking for. When your went to – at this time, this is 2015 when you are
20 headhunted and you, ultimately, get employed, there were media reports, news, about the Gupta's, Mr Salim Essa's relations with the Gupta's.

MS GOODSON: I don't know about Mr Salim Essa but the Guptas for sure, the Waterkloof landing was in the public domain at the time.

ADV SELEKA SC: The what?

MS GOODSON: The Waterkloof landing.

ADV SELEKA SC: Yes.

MS GOODSON: Was in the public domain but Mr Essa – I recall, specifically, even trying to Google him before meeting him and there wasn't a lot about him in the public domain when I on boarded.

ADV SELEKA SC: Yes.

MS GOODSON: At the time I resigned, there was.

10 **ADV SELEKA SC:** By the time you resigned?

MS GOODSON: Yes.

ADV SELEKA SC: So, prior to you resigning there was?

MS GOODSON: There were small – prior to me resigning, for example, the articles about the special advisors was in the public domain, for example.

ADV SELEKA SC: Yes, you didn't go into this job, well knowing what was going on?

MS GOODSON: No, I didn't.

20 **CHAIRPERSON:** Sorry I am – there is something I am looking at, at the resignation letter.

ADV SELEKA SC: No.

CHAIRPERSON: Yes I may have missed something please tell me.

ADV SELEKA SC: No I am giving you time Chair to ...[intervenes]

CHAIRPERSON: Oh.

ADV SELEKA SC: Yes.

CHAIRPERSON: Ja, no I was just trying to follow something on the – on the letter here. Ms Goodson on some parts of the letter and I have not finished checking. On some parts of the letter it seems – one gets the impression that the most important consideration that led to your resignation was that you were feeling that you were not given space to meaningfully participate in decision making. Is that correct?

10 **MS GOODSON:** That is correct.

CHAIRPERSON: Yes.

MS GOODSON: I was told what to do. I was instructed. I thought I was coming into new position of leadership where my skills and expertise would be used to build the company.

CHAIRPERSON: Yes.

MS GOODSON: And that did not happen.

CHAIRPERSON: Yes.

MS GOODSON: I was – I believe I was lied to.

20 **CHAIRPERSON:** Yes. Yes. Ja because that comes across on certain parts. You say at page 459.26 you are unaware of what motivates me. Oh no, no, you start earlier on by saying:

“My strength – my strengths experience, ability, loyalty and competence have not yet come to – come out in this organisation

because through you my opinion,
recommendation and views are not
requested.”

MS GOODSON: Correct.

CHAIRPERSON: And in the next paragraph you say in part:

“You are – that is now you are talking to – you are writing to
him – Mr Angel.

10 “You are unaware of what motivates me nor
what causes concern because our
discussions are mere receiving instructions
and feedback from you. I have tried to
establish a relationship with you with no
success.”

And then – and then in paragraph 459.27 that is the reason
you give for your decision to resign. After the few lines you
say:

20 “I believe in the opportunity but I have very
little faith at leadership. Would you not care
for my opinion will care to put my interest
first. Trillian has shown their hand. This is
not a priority. In five months this should
have been a priority to retain and motivate
me and knowing that I took on this job for the
incentive. How long can I be expected to
work on faith? For me that time has come

and I am done.”

Maybe there are more. But the reason why I ask this while obviously it is important it does not come across as saying I do not want to be involved in the kind of activities that I think this company is involved in. That is why I am leaving.

MS GOODSON: Yes.

CHAIRPERSON: But it may well be that looking at this paragraph or these excerpts like that is unfair when one has regard to the other reasons you give. So – but I am just
10 putting that to you to say what – what would you say if somebody says well those parts at least do not come across like you are saying I have experienced the type of business you are engaged in. I do not want to be part of it even if you were to seek my opinion to seek me to be part of decision making if this is the type of business you do I will not be part of it. It comes across as if at least I felt that I was – my opinions were respected and I was given a meaningful role in decision making then maybe I would stay. What would you say if somebody says that is how it comes across?

20 **MS GOODSON:** I think the way that you say it is a hundred percent correct. I think that – I agree with you that there is a disjoint between what I have told you my reasons were for leaving and what my resignation letter says and that disjoint is deliberate and with intention. And the reason for that is because in my resignation letter I could only reference

things that I knew.

I did not – I suspected that the business activities of Trillian were wrong but I did not have proof. I have later come to realise things that were very, very wrong with this company and everything else that it has done I later come to realise what this Bank of – this Bank of Baroda account took pensioner's money from Transnet to pay for Tegeta.

I had been admitted into a psychiatric hospital when I found that out. I did not know that when I opened the
10 accounts. I did not know Mark Pamensky was on the Eskom board until later. I did not know that this company was used to siphon money out to Gupta entities. I did not know.

And I felt that if I just put all my suspicions in a resignation letter and even I read it to myself I felt that I would sound crazy. So the only thing that I could reference to motivate me leaving and I also was very strategic in that I did not want them coming back to saying I did not want to give them a reason where they could say okay but Bianca if we give you this then you must stay. That is why there is a
20 five or six reasons there. They could never address all those concerns.

I was never going to come back no matter what they offered me. But I have to use examples of things that I knew at the time only and that is why there is this disjoint.

CHAIRPERSON: Okay Mr Seleka.

ADV SELEKA SC: Yes.

CHAIRPERSON: You said you were done or there is something arising?

ADV SELEKA SC: Ja let me just add to that Ms Goodson. It is a split screen image here. You get one reason and then you get the other.

MS GOODSON: Ja.

ADV SELEKA SC: Like this paragraph I think where the Chairperson was reading just before your reasons it says:

10 “If our relationship was more respectful and transparent my perception towards the issues listed below would have been dealt with within the boundaries of a trustworthy relationship and in all likelihood not even perceived as risk. With a good relationship I would almost blindly support you as my leader.”

MS GOODSON: Chair absolutely please can I explain?

ADV SELEKA SC: Yes.

20 **MS GOODSON:** If there was – if – because I am talking about a hypothetical example there.

ADV SELEKA SC: Yes.

MS GOODSON: If there was a transparent relationship. If there was a transparent relationship and somebody told me that Trillian was being used to siphon money out I would

have pushed back.

ADV SELEKA SC: No you said to a blind support.

MS GOODSON: No not under any circumstances. I said if I knew. It is predicated on it being transparent. It does mean that the transparency must be some forms of illegality and I will be okay with it. Absolutely not. So if I knew ...

ADV SELEKA SC: Yes.

MS GOODSON: I could at least have had a conversation with Clive to say but why can we not try the right way? Why
10 can we not try and just do RFP's? Why can we not work in the private sector? Why is it only public sector? I could have pushed back. I could have actually said this is totally illegal are you aware of what you doing? If it was a transparent relationship. I could have – but it was not. And if those answers – this is me giving him the benefit of the doubt – if the answers were legitimate to those questions that I would have raised I would have and I accepted the reason as being something that I maybe just did not understand or something that I maybe just did not get or
20 there is more information that I did not have I would have been loyal to the cause. I am still giving them the benefit of the doubt that there was no corruption at this point because I personally could not prove it. And if...

ADV SELEKA SC: Yes.

MS GOODSON: My suspicions – if there was a rational and

reasonable reason which there could have been maybe or why these things happened we could have had a conversation about it and if it was reasonable we could have moved on.

ADV SELEKA SC: Ja.

MS GOODSON: No illegal. I did not say I would blindly follow them if it was illegal.

ADV SELEKA SC: Hm. Ja you see.

CHAIRPERSON: Well let me tell you what my understanding
10 of the phrase almost blindly supports is and you can tell me what you have to say about it or you may offer a different meaning. You say I would almost blindly support you as my leader.

If you did not put in the word almost there you would have said I would blindly support you as my leader. Now that would have meant in my book that no matter what weaknesses, no matter what bad things the leader did you would just support if you did not put in almost okay because it seems to me it says I would overlook whatever you did that
20 I might not otherwise have been happy with and just support you blindly.

Now your letter does not say blindly support it says almost and I want to say to you that seems to come very close to blindly support without almost.

MS GOODSON: True.

CHAIRPERSON: And that seems to suggest there would be lots of things you could overlook.

MS GOODSON: Sure.

CHAIRPERSON: Would you agree with that interpretation?

MS GOODSON: I would agree with that interpretation and I am so grateful that I am here to provide context.

CHAIRPERSON: Yes, yes, ja.

MS GOODSON: For that.

CHAIRPERSON: Please do that ja.

10 **MS GOODSON**: But I do agree with your interpretation if I am allowed to give you an example? In my previous position in Anglo American my manager, my direct manager was not based here she was based in London and she had access to the Invesco and the board of Anglo American I did a lot of work that was presented to those committees and I presented them myself.

20 There was a lot of times when my manager would come to me and she would say something like Bianca you need to do this is South America and I would ask why and she was like look I cannot explain to you now but please just trust me and I would do it. I would trust her. And it would eventually come out and she says okay now I can explain. This is what the plan was. There was a strategy behind it, we could not share the information at the time but ultimately that information would come back and there would al – or

sometimes you cannot know everything beforehand and you sometimes do have to trust people that are your leaders and I have done that and I have always worked for highly integrous people. People with the utmost – utmost integrity and ethics and I had no reason to ever think that my employer would ever, ever put me in a position that would be bad for me. I have never ever worked for anybody like that until I worked for Trillian.

So the context of the word blindly is assuming that
10 you are working with ethical people and people with integrity which I always had and I have been very fortunate to have until this.

CHAIRPERSON: But of course if it is blind support you will not see even when there is no integrity.

MS GOODSON: No a hundred percent but like I did I mean you know in my previous example there were things that my – my technical director of Anglo would say Bianca please do this for me I will explain to you later. And you blindly do it without understanding or sometimes all of the context
20 because you trust the relationship. That was not the case here. But that is the way that I meant it. I am not – I am saying that your assessment of reading it literally is a hundred percent correct Chair but the way that I intended it was different and I am grateful that I can explain it to you. I would never ever look the other eye for something that has

costing this country billions.

CHAIRPERSON: Mr Seleka.

ADV SELEKA SC: The – perhaps the last one also to give you a chance to explain is the reason in the paragraph numbered 2 on the next – numbered 9 so it would be the next page and it reads:

10 “The risks associated with this position and specifically with the shareholders of this company are exceptionally high succinctly put my career would be over if there was ever a public association between myself, Mo Bobat, Gupta’s and or Salim. These risks are not worth taking without having sight on reward.”

MS GOODSON: A hundred percent.

ADV SELEKA SC:

 “So I am prepared I am not prepared to absorb them anymore.”

You understand?

20 **MS GOODSON:** Yes absolutely.

ADV SELEKA SC: So the risks...

MS GOODSON: I am standing by my resignation letter one hundred percent.

ADV SELEKA SC: The risks...

MS GOODSON: So I will give you my context.

ADV SELEKA SC: Yes. Chair did you see that one. The risk are not worth taking without having sight on reward.

MS GOODSON: One hundred percent.

ADV SELEKA SC: But here you knew about the Gupta's. Mo Bobat, Gupta's and or Salim.

MS GOODSON: Ja so by this time by the time that I was resigning in March.

ADV SELEKA SC: Okay.

MS GOODSON: The media had picked up momentum.

10 **ADV SELEKA SC:** Let me say this. Ja before you answer.

MS GOODSON: Okay.

ADV SELEKA SC: Let me say this. The way you make it sound there is the carrot you are giving me is not big enough to make me take the risk.

MS GOODSON: Ja.

ADV SELEKA SC: You give me a bigger one I will take the risk.

MS GOODSON: (Inaudible).

20 **ADV SELEKA SC:** I will stay and take the risks and almost blindly follow you also let us stick to this one.

MS GOODSON: Gee 00:17:29 have you ever thought this would happen at this resignation letter when I wrote it that morning. Yes.

ADV SELEKA SC: Is that what you were meaning there?

MS GOODSON: No.

ADV SELEKA SC: If I give you – if you up my reward I will take the risk.

MS GOODSON: That is not what I mean. That is not what I mean and again I demonstrated in the fact that if I wanted more money I would have asked Eric when he offered me what can we do to keep you. I would have just said okay give me R4million a year. I had that opportunity and I did not do it. What I meant in this specific clause or in this specific paragraph was that the scales are not balanced and
10 I am not saying that the scales should be balanced I was trying to articulate the fact that this was just completely ludicrous.

At that time the risk associated with the Gupta's was very well established in the media and there was in my opinion there was no reward ever that could actually make that risk worth it. I did say that it is not worth it because it was not. For me particularly I lost so much. I had taken a salary cut I subsequently lost my career.

ADV SELEKA SC: You took a salary cut when?

20 **MS GOODSON:** When I joined Trillian.

ADV SELEKA SC: So why then did you join?

MS GOODSON: Because I believed in the opportunity. I honestly thought that this company and I believe that this company was going to make a difference at Eskom.

ADV SELEKA SC: Did you really believe that?

MS GOODSON: I really did and very soon after I joined I realised that that was not – it did not look like it was going to happen and it started show – that started showing me for example through the acrimony with McKinsey. But the intention to reduce or to create 00:19:23 and procurement to increase the efficiencies of the power plant those are not unrealistic. That is – Eskom still has that issue now with maintenance and I thought that there was a chance where I could be part of the team who actually could effect that
10 change and I – I have said this to the commission already it was me being naïve I guess.

ADV SELEKA SC: Ja.

CHAIRPERSON: Well let me read to you one or two parts that you may like better than maybe some of the ones that we have been raising.

MS GOODSON: Okay.

CHAIRPERSON: Under your ad-reason for resigning you say:

20 “Originally I thought that this job would culminate in networks that could be leverage because my tenure at Trillian. It is obvious to me now that those networks will be politicised although not much may humble career history has been established on bloody hard work and integrity. I would

rather have a future career defined by those attributes than a politically connected one. So from my side this job in effect is more detrimental for my future and the networks that I will come – that will come from this position. I am not networks that I will willingly 00:21:14 future.”

Well in the – in reason number 4 there seems to be quite a bit which – which you say there that seems to relate to your
10 complaint that you were not – your opinion was not appreciated or you were not being allowed to take part in decision making. You say in part:

“I find it most inconsistent that I am the conduit to get work done with these individuals yet still get your instruction on what to say, when to say it and via which medium. The last I checked I can manage my own relationships. The part of
20 discussions in which the roles of engagement are determined and trusted enough to execute them even in the most precarious situations.”

And then you say:

“I am more than someone who gets the tail of discussions and then is responsible for the

high risk and high exposure work to get things moving. I am resigning because I do not believe that you are looking out for me through this risky relationships.”

That part might be more in line with what we have been raising with you.

MS GOODSON: Yes.

CHAIRPERSON: Because it seems to say if only you can do what is necessary to ensure that these risks that you expect
10 me to take are manageable.

MS GOODSON: Ja I...

CHAIRPERSON: I am just putting my understanding to them.

MS GOODSON: Please just also remember it took me four hours to write that letter.

CHAIRPERSON: Yes. No, no.

MS GOODSON: And it was ten versions.

CHAIRPERSON: No, no I understand.

MS GOODSON: Ten I have tried all these permutations.

20 **CHAIRPERSON:** I understand and then the last one I think or two that I want to read. The one is in reason number 5 towards the end it says:

“My completely 00:23:57 team has shareholding in TCP you and their risk reward offered is different to mine. So

please know that I will not be legally responsible for other people's actions. If my leadership expects this of me my reward has to be of such a nature that my family will be supported in the event that I am not able to do it. This reward structure has not been approached as a priority although the risks are immediate. I will not be absorbing this risk any longer."

- 10 Yes and I think in paragraph 6 you – or in reason 6 at least in part you go back to not being included in decision making. I guess the – you have said what you – what you can say or is there anything you want to say?

MS GOODSON: There is a lot of things that can be read into my resignation Chair that was emotive. That was not planned. In one day my family .

CHAIRPERSON: And I see that ...

MS GOODSON: All over 00:25:22.

CHAIRPERSON: And I see that it reflects 5:58 am.

- 20 **MS GOODSON:** I told you I woke up at two o'clock in the morning.

CHAIRPERSON: Yes.

MS GOODSON: And I sent – (inaudible).

CHAIRPERSON: And you said it was – the one you sent was version number 10.

MS GOODSON: Yes.

CHAIRPERSON: Ja.

MS GOODSON: It was not easy to write that. I have never ever left a company on that basis. I have never ever only worked for three months.

CHAIRPERSON: Hm.

MS GOODSON: Even now I still get emotional when I think about this experience was horrendous. So I guess what I can say is this there is a lot of things that could be read into
10 the resignation letter but what you certainly can do is look at my actions instead. I never went back to Trillian. I did not wait for them to push out I resigned. And I went – I walked away and as soon as I could I helped law enforcement agencies.

The first person that I helped that approached me was the Public Protector. After that it was Mr Budlender, after that it was the Parliamentary Inquiry. I have become a walking evidence docket ever since blowing the whistle and my life has been ruined. So as much as people may want to
20 look at the resignation letter and tear it apart what I subsequently done since resigning speaks a lot more volumes than what can be misinterpreted in that letter.

CHAIRPERSON: But part of what you are saying is whoever reads the letter must have regard to the entire context and background.

MS GOODSON: The background and also subsequent actions after submitting it.

CHAIRPERSON: And the subsequent actions.

MS GOODSON: One hundred percent.

CHAIRPERSON: And you woke up at two am, you woke up your partner, you had made up your mind you wanted to resign.

MS GOODSON: Yes.

CHAIRPERSON: And you – you worked – so you must have
10 worked on it for

MS GOODSON: Four hours.

CHAIRPERSON: For quite a few hours. Ja.

MS GOODSON: And I could not find the right thing to say because I could not prove it.

CHAIRPERSON: Yes. Ja and you have to find – find words to express yourself to your satisfaction on why you were resigning.

MS GOODSON: One hundred percent.

CHAIRPERSON: Yes and – and ultimately this is the version
20 that you sent.

MS GOODSON: Chair I would like to just remind you that when I came back from Durban and I met with Mr Wood he asked me what could he do to make me stay. I did not ask him for money, I did not ask him for anything that would elevate my status in any way. I asked him to change the

business processes. And he said emphatically that will never happen. I shook his hand and I left.

CHAIRPERSON: Hm.

MS GOODSON: There is a procedural issue which – with Trillian that was an issue and if they had people like me in their leadership doing the right kind of work this would never have ever have happened. Because people with integrity like me do not do things like this to the country.

CHAIRPERSON: Hm. Thank you. Are you?

10 **ADV SELEKA SC:** I am done.

CHAIRPERSON: You are done?

ADV SELEKA SC: I am done.

CHAIRPERSON: Okay.

ADV SELEKA SC: Yes.

CHAIRPERSON: Thank you very much Ms Goodson for making time to come and assist the commission.

MS GOODSON: Chair can I say two things before we end?

CHAIRPERSON: Yes.

MS GOODSON: Just one thing sorry.

20 **CHAIRPERSON:** Ja.

MS GOODSON: That I would just like to use the opportunity to just ask you very sincerely and respectfully. Yesterday there was a report that was released by an institution called the IBA which is the International Bar Association. And they did a survey on – global survey on whistleblower protection

laws across the world and South Africa is ranked incredibly low on that survey and its made public and I could send you guys the link. And as somebody who blew the whistle both publicly as well as anonymously to help the fight against corruption and state capture I realise and I have lived through what a huge impact it can have on whistleblowers and I just say just respectfully just would like to ask you to consider that in your recommendations when you are done. That is the first thing.

10 **CHAIRPERSON:** Well I am sure Mr Seleka will try and get to that publication for the commission.

ADV SELEKA SC: Yes Chair.

CHAIRPERSON: But you – now that you have said that you remind me and I will say to you what I said to Ms Mothepu when she appeared before the commission I am very interested in looking at the adequacy or otherwise of protection or whistleblowers in South Africa.

MS GOODSON: Thank you.

CHAIRPERSON: And it seems to me that providing a lot of
20 protection to whistleblowers is a critical pillar to meaningful fight against corruption.

MS GOODSON: Yes.

CHAIRPERSON: If – if you – if you have a very good regime of protection of whistleblowers as a country you stand a good chance that people who want to blow the whistle when

they are aware of corruption will find it easy to do so.

MS GOODSON: Yes.

CHAIRPERSON: And if people who want to engage in corruption know that there are good chances that somebody will blow the whistle that does contribute to deterrence.

MS GOODSON: Yes.

CHAIRPERSON: So you – the country needs to have good and a strong regime of protection of whistleblowers because

10 1. That will enable people to blow the whistle in regard to corruption.

2. It will serve – it will contribute to a deterrence for those who want to engage in corruption. The next thing you want is that those who get involved in corruption must know that when the whistle has been blown by somebody the law enforcement agencies have a good chance of doing a proper job to investigate and to catching them – of catching them.

And then the third thing is that they will be prosecuted.

MS GOODSON: Ja.

20 **CHAIRPERSON:** And if found guilty sent to jail. So that is very critical. If any of these pillars is weak it compromises the fight against corruption. So I do have people within the commission or people that are looking into this issue.

MS GOODSON: Thank you Chair.

CHAIRPERSON: And just as I invited Ms Mothepu I would

invite you and anyone else listening or watching who would like to make submissions as to the adequacy or otherwise of our regime for the protection of whistleblowers and what proposals can be made to the commission to say this is what it should propose should change in the law or in some practices and so on and so on so that in the report we could have a section that deals with how the pillar of protection of whistleblowers can be strengthened if it needs that strengthening. So you can also make a contribution by
10 sending submissions to the commission.

MS GOODSON: Thank you very much.

CHAIRPERSON: Okay.

MS GOODSON: If that was in – if that was in place when I blew the whistle.

CHAIRPERSON: Ja.

MS GOODSON: My life would be very different right now.

CHAIRPERSON: Ja.

MS GOODSON: But Chair there is just one last thing that I would just like to say. I am have to represent my family I am
20 00:03:41 sit here and I just do want to say that on behalf of my family and especially in light of the business day report or the business day headline that came out today I would just like to thank you and your commission for what you are all doing. I think you will have a thankless job and I – if I was in your position I would have fatigue by now and I just

want to encourage you to carry on and I just want to say thank you for what you are doing.

CHAIRPERSON: Thank you very much. Thank you. Mr Seleka who are the witnesses for tomorrow just for the benefit of the public?

ADV SELEKA SC: This is...

CHAIRPERSON: Or is it – is it another work stream?

ADV SELEKA SC: It is a different work stream tomorrow Chair.

10 **CHAIRPERSON:** Okay I will have to check. Can you remember which work stream?

ADV SELEKA SC: I am asking Chair.

CHAIRPERSON: I normally know.

ADV SELEKA SC: Yes I know. I am asking my ...

CHAIRPERSON: Okay and where I am sure the – the Secretariat has issued a media statement or something advising the public – that is fine. Oh I think Reverend Stamela might be ...

20 **ADV SELEKA SC:** But I understand Chair you have an evening session.

CHAIRPERSON: Yes I do have an evening session ja. Oh I think – I thought the Reverend might have been conveying.

ADV SELEKA SC: Not to that.

CHAIRPERSON: No, no that is fine. We are going to adjourn tomorrow will – the commission will be sitting but I

am going to have an evening session starting at I think at five. We adjourn.

ADV SELEKA SC: Thank you Chair.

INQUIRY ADJOURNS

INQUIRY RESUMES

CHAIRPERSON: I am sorry. I thought it was going to take just a few minutes. It turned out that it was something that needed more time.

ADV KENNEDY SC: Thank you Chair.

10 **CHAIRPERSON:** Yes, we may proceed.

ADV KENNEDY SC: Chair, at this stage, may we draw your attention, please, to the fact that the supplementary statement I mentioned earlier, has now come to hand?

CHAIRPERSON: Okay.

ADV KENNEDY SC: May I, with your leave, hand that up to you?

CHAIRPERSON: Yes.

ADV KENNEDY SC: And ask that it be added to Bundle Denel 8 at page 483.1? Perhaps the registrar would be
20 able to assist.

CHAIRPERSON: Okay. Thank you.

ADV KENNEDY SC: Thank you Chair. Mr Mantsha, may I ask if you could please look in that bundle at page 483.1?

MR MANTSHA: [No audible reply]

ADV KENNEDY SC: You have that?

MR MANTSHA: [No audible reply]

ADV KENNEDY SC: Yes, 483.1. You need to switch on your microphone as well when you get the chance.

MR MANTSHA: Thank you. I see 483.

ADV KENNEDY SC: Yes, I said 483.1. It is not 483. It is 483.1. I was told it is in your bundle immediately after 483.

MR MANTSHA: Is it number 35 by the marker?

ADV KENNEDY SC: Page 483 has got somebody has
10 marked it as 35. Yes, that is 483.

CHAIRPERSON: Remember to look at the top left black numbers on the page.

MR MANTSHA: Thank you Chairperson.

CHAIRPERSON: Ja.

ADV KENNEDY SC: Ja, but just after that document. Do you have a document marked Denel-08-483.1?

MR MANTSHA: [No audible reply]

ADV KENNEDY SC: It is a simple question. Do you have that or not Mr Mantsha?

20 **MR MANTSHA:** 483.1?

ADV KENNEDY SC: Yes.

MR MANTSHA: I see the supplementary statement. Is this the one?

ADV KENNEDY SC: Yes, we are going to deal with what it is in a moment. Have you got 483.1?

MR MANTSHA: Yes, I do.

ADV KENNEDY SC: Thank you. And that is headed supplementary statement. Correct?

MR MANTSHA: Yes.

ADV KENNEDY SC: And it goes for three pages and on page 483.3, it bears your signature. Is that right?

MR MANTSHA: That is correct.

ADV KENNEDY SC: Yes. And I see you swore it before a commissioner of oaths on Monday, the 1st of March. Is that
10 right?

MR MANTSHA: That is correct.

ADV KENNEDY SC: I have noticed, in all your affidavits, the commissioner has recorded that you swore the oath but in your oral evidence you have given an affirmation. Are we clear that whether you took an oath or an affirmation? You have confirmed on your conscience that all of the evidence, both in the affidavit, the statements and in your oral evidence are the truth?

MR MANTSHA: Indeed Chairperson.

20 **ADV KENNEDY SC:** Right. Thank you. And then Chair I am not proposing to take the witness through all of the contents. But just indicate, Mr Mantsha, correct me if I am wrong ...[intervenes]

CHAIRPERSON: Do you want me – before that Mr Kennedy. Would you like me to admit this

...[intervenes]

ADV KENNEDY SC: I was about to get to that Chair.

CHAIRPERSON: Oh, okay.

ADV KENNEDY SC: If I may just ...[intervenes]

CHAIRPERSON: Oh, okay alright.

ADV KENNEDY SC: ...indicate to you what it contains?

CHAIRPERSON: [No audible reply]

ADV KENNEDY SC: It just contains references to a couple of passages in his earlier affidavit, the very first
10 one, which is ...[intervenes]

CHAIRPERSON: Yes.

ADV KENNEDY SC: ...is now corrected.

CHAIRPERSON: Yes. Yes.

ADV KENNEDY SC: And I do not propose to take him through ...[intervenes]

CHAIRPERSON: Ja. No, no, no. I, when I was looking at his earlier statement last night, I saw the notes I have made where he made corrections and I remember that the past two supplementary affidavits to effect those
20 corrections.

ADV KENNEY SC: I am afraid your voice keeps going off Chair.

CHAIRPERSON: Ah, okay. I think, I am saying, you do not need to go ...[intervenes]

ADV KENNEDY SC: Yes.

CHAIRPERSON: ...take me through them.

ADV KENNEDY SC: Thank you.

CHAIRPERSON: I remember the corrections.

ADV KENNEDY SC: Right.

CHAIRPERSON: Ja.

ADV KENNEDY SC: So we will not take him through it
...[intervenes]

CHAIRPERSON: Ja, it is not necessary.

ADV KENNEDY SC: May I then formally move for your
10 leave Chair to admit this as an exhibit from page 483.1 in
Bundle-03 and that it should be admitted as Exhibit W-
22.4?

CHAIRPERSON: The supplementary affidavit of Mr Simon
Daniel Mantsha, starting at page 483.1 is admitted and will
be marked as Exhibit W-22.

ADV KENNEDY SC: Thank you Chair.

CHAIRPERSON: 22.4.

ADV KENNEDY SC: Thank you very much Chair.

SUPPLEMENTARY AFFIDAVIT OF SIMON DANIEL
20 **MANTSHA, STARTING AT PAGE 483.1 IS ADMITTED AND**
WILL BE MARKED AS EXHIBIT W-22

ADV KENNEDY SC: Now Mr Mantsha, just before the
adjournment I had to – I was referring you to a passage in
one of your statement. If you could turn, please, in the
same bundle to page 334?

MR MANTSHA: I am there Chair.

ADV KENNEDY SC: Now I was reading out, if I recall correctly, the top part of that page and that was dealing with a call that you had while you were in London with Mr Saloojee and you had a call that members of the Audit and Risk Committee were having a problem. They tried to convene a meeting of a committee but they were refused access to the boardroom by the Company Secretary. You recall receiving that call?

10 **MR MANTSHA:** Indeed Chairperson.

ADV KENNEDY SC: Yes. And you said at the top of your affidavit at 332, your recollection is that... I beg your pardon. Just a moment. I am sorry Chair.

CHAIRPERSON: [No audible reply]

ADV KENNEDY SC: And then I read out to you the next passage that they called you and you intervened and you had a discussion with Mr Saloojee. Is that right?

MR MANTSHA: It is correct Chairperson.

ADV KENNEDY SC: And in the next paragraph it says:

20 "The Company Secretary...

We are talking about Ms Africa, correct?

MR MANTSHA: Correct.

ADV KENNEDY SC: "...that she was instructed by someone not to allow the Audit and Risk Committee to do its work..."

MR MANTSHA: Correct.

ADV KENNEDY SC: Is that the perception that you picked up or is that what you were told?

MR MANTSHA: Well, Chairperson, I actually found it very strange that the person in a position of a Company Secretary would refuse access of... You know, the Company Secretary is basically an employee of the board. Would refuse access of members of the board to have access to a meeting room on her own. So I, you know, my
10 perception was she probably – she is not alone.

ADV KENNEDY SC: And so did you understand that she had been instructed by somebody in particular to refuse them access?

MR MANTSHA: Well, I, of course, did not have any specific name who might have instructed her to refuse access.

ADV KENNEDY SC: But you believed that, because it seemed to you that she must have been instructed by someone. Are you referring here to Mr Saloojee?

20 **MR MANTSHA:** Well, I was seated next to Mr Saloojee.

ADV KENNEDY SC: Yes.

MR MANTSHA: And when I got this call I said: Mr Saloojee, this is the situation.

ADV KENNEDY SC: Yes, my question is. Did you think that this someone that you are referring to ...[intervenes]

MR MANTSHA: No.

ADV KENNEDY SC: ...was Mr Saloojee?

MR MANTSHA: No, I had no reason to think it was Mr Saloojee.

ADV KENNEDY SC: You do not know who it was?

MR MANTSHA: I do not know who it was.

ADV KENNEDY SC: Okay. But – would you agree though that to the extent that Ms Africa apparently refuse access to members of the Audit and Risk Committee to the
10 boardroom that sounded serious. That is why you intervened. Correct?

MR MANTSHA: Of course, very serious.

ADV KENNEDY SC: Right. And then, if I can just complete reading the passage. It says:

“After it, I explained the situation to Mr Saloojee.

He then spoke to the Company Secretary...”

Was that on the phone?

MR MANTSHA: On the phone, yes.

20 **ADV KENNEDY SC:** Yes.

“...and it was then that the members of the Audio and Risk Committee were given access to a meeting room.”

MR MANTSHA: Correct.

ADV KENNEDY SC: Now is this the incident that informs

us when we see on the other page we looked at a moment ago, the insubordination complaint against Ms Africa. Is this what it has to do with?

MR MANTSHA: It was inter alia one of the allegations.

ADV KENNEDY SC: I see.

MR MANTSHA: Yes.

ADV KENNEDY SC: So there were other allegations of insubordination as well against her?

MR MANTSHA: Well, indeed Chair because ...[intervenes]

10 **ADV KENNEDY SC:** Try to lean forward, please.

CHAIRPERSON: Ja, do not move away from the mic.

MR MANTSHA: Thank you Chairperson.

CHAIRPERSON: Ja.

MR MANTSHA: Thank you Chairperson. Yes, there were several allegations. One of it, the records of the meeting of the 10th of September, we had to scramble through. So there were a number of complaints and there were, you know in general, she was very dismissive of the members of the board.

20 **ADV KENNEDY SC:** Yes ...[intervenes]

CHAIRPERSON: What was the date of the meeting? Was it 10 September, the meeting where you say members of the Risk and Audit Committee were denied access to the boardroom? Was that on the 10th of September?

MR MANTSHA: No, Chairperson, the 10th of September is

where members of the Risk and Audit Committee were mandated by the board ...[intervenes]

CHAIRPERSON: Oh.

MR MANTSHA: ...to investigate the transaction.

CHAIRPERSON: Okay, okay.

MR MANTSHA: And thereafter they arranged their meetings.

CHAIRPERSON: Yes.

MR MANTSHA: I do not have a specific date but at that
10 time ...[intervenes]

CHAIRPERSON: Yes.

MR MANTSHA: ...when they convened that meeting
...[intervenes]

CHAIRPERSON: Ja.

MR MANTSHA: ...I and Mr Saloojee, we were not around.

CHAIRPERSON: You were in London?

MR MANTSHA: Yes.

CHAIRPERSON: Okay, okay. I think it may have been 20
something, maybe, but I am not sure. Okay alright. Maybe
20 I may as well ask this question. In terms of the hierarchy
of the employees in the company, where would the
Company Secretary's place be in terms of the hierarchy,
seniority?

MR MANTSHA: Well, in terms of the structure, the
Company Secretary is an employee of the board. So it is a

board, non-executive members and executive members of the board and then there is Company Secretary. The board's non-executive and executive, they constitute a board.

CHAIRPERSON: H'm.

MR MANTSHA: And then the chief executive and CFO and other executives, they constitute a Management Team. So Company Secretary is an employee of the board.

CHAIRPERSON: Yes.

- 10 **MR MANTSHA:** So it would be incorrect to say the Company Secretary reports to the Chief Executive Officer but because of the nature of the work situation where the Company Secretary resides within the company and the Chief Executive Officer being the ultimate head of the company.

S there is regular contact in terms of preparing the board presentations, submissions, convening the board meetings, calling for meetings and all of that. So I do not know whether Chair I answered your question.

- 20 **CHAIRPERSON:** You tried. [laughs] And maybe you tried your best. No, what I was thinking is. When you were suspecting that she had been instructed... I think it was a she, is that correct?

MR MANTSHA: Indeed Chairperson.

CHAIRPERSON: Ja. She was instructed – I am trying to

think who you – who could have had the power to instruct her if the Group Chief Executive was not the one but from what you say, I am not sure whether she is below the Group Chief Executive.

You seem to suggest that she might not be but for practical purposes, maybe it looks like that. So in relation to the Group Chief Executive, where would the Company Secretary be, if you know?

MR MANTSHA: Well, in terms of that direct line
10 ...[intervenes]

CHAIRPERSON: Ja.

MR MANTSHA: ...from the Chief Executive Officer. So the Company Secretary does not feature because ...[intervenes]

CHAIRPERSON: Ja.

MR MANTSHA: ...she is on another line that comes from the board.

CHAIRPERSON: Okay so ...[intervenes]

MR MANTSHA: She comes from the Executive Authority,
20 ...[intervenes]

CHAIRPERSON: Ja.

MR MANTSHA: ...the board, the Company Secretary ...[intervenes]

CHAIRPERSON: Yes.

MR MANTSHA: ...and then it gets to the Chief Executive

Officer and all sorts of things.

CHAIRPERSON: Ja. Would it be correct then to say, at least on your understanding of the hierarchy or the seniority, the only people who could instruct her could only be people from the board, board members or otherwise nobody would have the power to instruct her as such?

MR MANTSHA: I think Chair, with respect, if I can just give a little bit of context?

CHAIRPERSON: H'm?

10 **MR MANTSHA:** The meeting of the 10th of September, it actually got very tense when actually board members realised that they are sitting on a time bomb because they had to pay 455 in a week or two. So it actually got very tense.

And of course, as even other reports have indicated, the demeanour of the executive, I am referring to CFO and CE and the Company Secretary, they were not in the opinion of the board members taking the board members who were new, by the way, having their first
20 meeting in confidence.

So that was the feeling and there were a number of questions why you have a situation like this. So it got very tense.

So when myself and Mr Saloojee left, we left a very tense situation where we actually realised that if

something is not done within these two weeks, we are going to have a very catastrophic situation in the country because we were going to be fault to pay the R 455 million.

And that would mean, any bond holder in these state-owned companies, they can call upon their board because the result of that would be a cross default.

CHAIRPERSON: Okay I am going to interrupt you Mr Mantsha. It may be that that context and that background is important but I am not sure that it helps me
10 to understand who could have given the Company Secretary – who had power to give the Company Secretary instructions because that is my question because you said you thought or suspected that she had been instructed or something like that.

So now I was wondering if – who it is who could instruct her and you have excluded the Group CEO from people who might have done that.

MR MANTSHA: With respect Chair.

CHAIRPERSON: H'm.

20 **MR MANTSHA:** If I just put these factual situation before you. A call is then made to the Company Secretary by the then Group Chief Executive Officer to say: Well, there is a complaint that you are stopping people from accessing the boardroom. And the consequence of that, people were given access.

So I think – I am not going to speculate on basically who but the impression I got which I still have, even as I am talking to you, she could to have done that without talking to someone else.

CHAIRPERSON: But you do not know who that person is.

MR MANTSHA: I cannot take it further, more than that Chairperson.

CHAIRPERSON: Okay. Mr Kennedy.

ADV KENNEDY SC: Would I be correct in understanding
10 that the, that this complaint and the related complaints of insubordination on the part of Ms Africa were a matter of serious concern? This was not a minor issue, correct?

MR MANTSHA: Indeed Chairperson.

ADV KENNEDY SC: Yes. Thank you. And just to complete our reference to this page 334. In paragraph 12, you refer to the acquisition of LSSA for the R 855 million. And in paragraph 13, you say and I think this bears out what you gave evidence on a moment ago:

20 “The Audit and Risk Committee was mandated by the board to urgently address the emanate default by Denel to pay R 455 million bridging finance to Nedbank which was during a week or two after the board meeting of the 10th of September 2015...”

Does this refer to what you mentioned earlier

that the board had the first meeting on the 10th of September 2015, mandated the Audit and Risk Committee to investigate this?

MR MANTSHA: Indeed Chairperson.

ADV KENNEDY SC: And then you continue:

10 "...and Denel was not in a position to pay that amount when due and payable and it was that R 400 million which was borrowed from Nedbank as bridging finance and paid into LSSA which by enlarge contributed to the liquidity problems at Denel..."

On your latest supplementary affidavit, that has just been admitted by the Chairperson, you have corrected the R 400 million to read R 455 million which is consistent with what you said earlier about this was the shortfall.

MR MANTSHA: Thank you Chairperson. It is correct.

ADV KENNEDY SC: Alright. So let me just sum up and my understanding of your evidence so far then on this point is this, that the suspension of Mr Saloojee and
20 Mr Mhlonthlo related to the LSSA transaction and the terrible risks that it was bringing about in relation to hundreds of millions of rands that were short and that led Denel into a liquidity crisis or contributed largely, you said elsewhere, to a liquidity crisis. Is that correct?

MR MANTSHA: That is correct Chairperson.

ADV KENNEDY SC: And that was a very serious concern on your part.

MR MANTSHA: Indeed Chairperson.

ADV KENNEDY SC: In the case of Ms Africa, the complaint against her was not in relation to the LSSA contract. It had to do with the insubordination complaints or concerns relating to keeping the Audit and Risk Committee members from not accessing the boardroom and other concerns that were exercised in your mind at that stage. Correct?

MR MANTSHA: That is correct Chairperson.

ADV KENNEDY SC: And that it was serious.

MR MANTSHA: That is correct Chairperson.

ADV KENNEDY SC: Okay thank you. Now I want to draw for a moment on that first board meeting of 10th of September 2015. You are correct. Our information bears out your point that the Audit and Risk Committee were asked to investigate the LSSA transaction.

But at that meeting of the 10th of September 2015, what was also raised was the possibility that Denel might get into a business venture involving the Asian continent. Is that correct?

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: Now Mr Saloojee has given evidence. His written statements and his oral evidence are to this

effect on this point. The first person who proposed the idea of a venture to explore market opportunities in Asia together with VR Laser was Mr Ntshepe who reported Mr Saloojee. Do you know about that or do you dispute it or do you not know?

MR MANTSHA: Well, Chairperson, let me give context to my answer. I think on my earlier evidence I had indicated that Denel went to India 24-years before, I think that 2015. There were problems corruption allegation. Then the
10 company was blacklisted then. And there were litigation from the authorities in India against Denel.

And of course, the government of the republic got involved to try to resolve the matter. So when – during the induction, I do not remember who, I think I have stated it before, I was then given because it was part of the presentation by the Executive Team as part of the induction of the new board members where are the opportunities and all sort of things. So I was given the – a note for that.

But the evidence went further that during
20 February, I am not mistaken, of 2015, Denel sent a team to India to actually explore, since now the matter has been resolved, to try explore the entry and of course at that time, Mr Saloojee was in charge and at that time Mr Ntshepe was the head of Business Development.

Of course, naturally, as Mr Ntshepe as the Head

of Business Development, he would then be involved in all the business activities because there was a company Chief Marketing Officer. So he would be the one to even survey a market and you know explore the market and make recommendation to his Chief Executive Officer.

His Chief Executive Officer would then discuss it with him, the Executive Team and if the Executive Team feels that the matter requires the board's attention or seek an approval in way or the other, then they would present to
10 the board.

So in this instance, when we had that meeting of the 10th of September 2015, one of the requests by the Executive was they needed a mandate to go and explore the possibility. I indicated previously that a resolution to that extent was given.

So the board then agreed to say: Look, let us go and explore it. Of course, there was detailed information from the Executive. They had went there. They gave us a full blown background of what happened in the last 25-
20 years and also a clear business case which then said to us the fast – the fastest growing defence market in the world at that time, 2015, was an Indian market in particular.

So any serious defence company would, you know, want to try to get into that market. So to be direct to the question. Whether that was suggested by Mr Ntshepe

or was suggested by somebody else, as a board we would not know that because what comes to the board is the submission already which has gone through the internal protocols, gone through the board committees and it comes as a submission, presented either by the Chief Executive Officer or by the CFO or by any person that the Chief Executive Officer would invite.

CHAIRPERSON: H'm. Well, I must just say Mr Mantsha. Try and just give direct answers to some of these
10 questions which are quite direct and simple because on this answer you could have said: I was not aware who brought up the idea or whatever. So try and do that.

MR MANTSHA: I am indebted to the Chairman.

CHAIRPERSON: Yes, okay.

ADV KENNEDY SC: Thank you Chair and thank you Mr Mantsha. So... Ja, the questions was. Did this idea originate from Mr Ntshepe been given to Mr Saloojee or the other way around? You do not know, as I understand your evidence who initiated the discussions about the joint
20 venture for the Asian business.

MR MANTSHA: Correct.

ADV KENNEDY SC: But it was – but the possibility of such a venture was raised at your very first board meeting on the 10th of September 2015?

MR MANTSHA: [No audible reply]

ADV KENNEDY SC: On the 10th of September 2015, the possibility of a venture, jointly with VR Laser for the Asian market, was raised.

MR MANTSHA: Indeed Chairperson.

ADV KENNEDY SC: Correct. And the upshot of that was that the CEO was then mandated by the board to look into this possible venture thereafter.

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: Alright. And that was one of the
10 resolutions taken on the 10th of September 2015.

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: Yes. Now Mr Saloojee has said that when Mr Ntshepe had initially suggested to him that Denel should get involved with a joint venture with VR Laser for the Asian market, Mr Saloojee was not enthusiastic. In fact, he was – he said that this was problematic and in any event premature.

If that had to be explored, it would undertake – they would have to undertake analysis and research and so
20 forth but he was not enthusiastic overall. Again, presumable, you were not aware of discussions between Mr Ntshepe and Mr Saloojee that took place before you started chairing the board?

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: Right. But what Mr Saloojee has

testified to is that at the meeting that you did chair on the 10th of September 2015, he indicated that if this was to be explored at all it would need a great deal of work and research and so forth and he conveyed that he felt that it was not a particularly promising or positive project that was being proposed. Do you dispute that?

MR MANTSHA: Well, I do not recall Mr Saloojee making those comments.

ADV KENNEDY SC: Yes because he was very specific
10 about that in his statements and you have responded to his statements in your own statements where you particularly raised individual items of disagreement but this was not one of them so I would suggest to you that presumably you did not raise it in your affidavit because you do not recall such a negative attitude from Mr Saloojee on the 10 September 2015. I hope you have been listening to the question while you are looking through the file, Mr Mantsha?

CHAIRPERSON: I think he is listening but he wants some
20 document to help him to answer.

MR MANTSHA: I am sorry, Chairperson. I am with you.

ADV KENNEDY SC: Yes, I understand. Am I correct in what I say to you, is the reason why you have not said in your affidavit I disagree with Mr Saloojee that he was not particularly positive about the Asian project when he said

that in statement. You did not say you disagreed with him in your affidavit because you cannot recall is he said that. Is that fair for me to infer?

MR MANTSHA: Well, Chairperson, on my previous appearance I actually intimated about the extract of the resolution of the 10 September. I think it is important for me to read into record what was presented by the Group Chief Executive Officer at that meeting.

ADV KENNEDY SC: Yes.

10 **MR MANTSHA:** It says the Chief Executive Officer ...[intervenes]

ADV KENNEDY SC: Sorry just before you get to that, just so that we can all identify what you are reading from. Are you reading from an extract of the minutes of the board meeting on the 10 September which was sent to me during the course of today I think by your attorney?

MR MANTSHA: Correct, Chairperson.

ADV KENNEDY SC: Chair, we will take steps to have that introduced into the bundle in due course.

20 ...do you dispute that?

MR MANTSHA: Well, I do not recall Mr Saloojee making those comments.

ADV KENNEDY SC: Yes because he was very specific about that in his statements and you have responded to his statements in your own statements where you particularly

raised individual items of disagreement but this was not one of them so I would suggest to you that presumably you did not raise it in your affidavit because you do not recall such a negative attitude from Mr Saloojee on the 10 September 2015. I hope you have been listening to the question while you are looking through the file, Mr Mantsha.

CHAIRPERSON: Okay, alright.

ADV KENNEDY SC: Yes. Yes, carry on Mr Mantsha.

10 **MR MANTSHA:** Thank you.

“The CE indicated that the comprehensive report submitted to the board was taken as read. It was structured specifically to provide detailed information by the Group Chief Executive Officer, the Group Financial Director and the Chief Operating Officer. In a global context it is important to note that Denel has recently, for the first time, been ranked among the top hundred defence companies worldwide. Comparatively speaking, South Africa as an industry has spend small amount and it is critical for Denel to obtain other external sources of revenue to sustain the industry as a whole and to provide sovereign capabilities. Such initiative would include exploring opportunities in South Eastern Asia region. Against

20

the above background the following was recommended to the board for consideration and approval to give the executive the go-ahead to explore the possibility of establishing a stronger foothold in South Eastern – East Asian region and in terms of action the recommendation to approve the mandate was given to the executive, would be discussed at the in-committee.”

So, Chairperson, in short, this is what the Group Chief
 10 Executive Officer presented at the board meeting of the 10 September and that position at the time was occupied by Mr Saloojee. So I am sure if there was any indication of him not – of him being hesitant, I suppose maybe those discussions took place within his management team and what he has presented to the board is a position as approved by his management team and requested the board to give them the permission to do that and of course there was a strong business case for that. So that is the answer to my question.

20 **ADV KENNEDY SC:** When you say there was a strong business case for that, strong business case for what? For the proposed joint venture with VR Laser Asia?

MR MANTSHA: There was a strong business proposition.

ADV KENNEDY SC: For what?

MR MANTSHA: To go to the East Asian market.

ADV KENNEDY SC: Yes.

MR MANTSHA: Yes.

ADV KENNEDY SC: yes but my question was specific about the proposed joint venture with VR Laser for the Asian market and Mr Saloojee has given evidence that he was not positive about the proposal. Can you recall whether he indicated he was positive or negative or neutral about that proposal on the 10 September 2015?

MR MANTSHA: Well, I think clearly on the 10 September
10 2015 there was no VR Laser mentioned because what the executive requested was to explore the possibility. So there was no VR Laser mentioned in that meeting. So if Mr Saloojee had reservation and he has expressed that to his executive team including Mr Ntshepe, well, such was not expressed in that board meeting.

ADV KENNEDY SC: May I just indicate what you read out a moment ago from the minute does not correspond with the document I was sent by Mr Denga earlier today. I am not saying the content is completely contradictory but the
20 wording is not the same. May we ask through your legal team you make available a copy of the document that you have just referred after this hearing is over? Mr Mantsha, it is a simple request, it is a simple request.

MR MANTSHA: Yes, I am with you.

ADV KENNEDY SC: Will you please get your legal team to

provide us with a copy of which you have just read?

ADV CILLIERS: We will look into the matter, Mr Chair, and we will comply with the request.

CHAIRPERSON: I wanted to check, it may well be that the staff might be able to make a copy while we are continuing. Will that be possible? Ja, it will be possible so if Mr Mantsha is able to make the document available to the registrar then a copy can be made or maybe she is going to get the document from somebody else. But they
10 can make those arrangements while we proceed.

ADV KENNEDY SC: Yes, thank you, I will leave that to the staff of the Commission and our learned friend, I am grateful for his intervention.

CHAIRPERSON: Ja.

ADV KENNEDY SC: I do not believe it will be necessary for me to come back and cross-examine on it.

CHAIRPERSON: Okay, okay.

ADV KENNEDY SC: I will lead the witness in relation to the two versions. But, Mr Mantsha, where you not aware at
20 some stage – maybe not on the 10 September 2015 but perhaps some later stage that there was in fact a difference of opinion between Mr Saloojee and Mr Ntshepe as to the viability and the suitability of a proposed joint venture with VR Laser?

MR MANTSHA: Chairperson, I have no knowledge of that.

ADV KENNEDY SC: And were you ever made aware of the fact that Mr Saloojee had a conversation with Mr Tony Gupta in the presence of Salim Essa where he was left with the impression that he was not cooperating sufficiently with their proposals for business deals with Denel including the VR Laser deal for Asia. Were you ever made aware of that?

MR MANTSHA: I am not aware, Chairperson.

ADV KENNEDY SC: And were you ever aware - made
10 aware that Mr Saloojee according to his evidence was in fact almost reprimanded by Mr Tony Gupta at that meeting at Mr Gupta's residence in Saxonwold, why do you not take money like the rest of them are taking money? Were you ever made aware of that allegation by Mr Saloojee against Mr Gupta?

MR MANTSHA: Not at all.

ADV KENNEDY SC: Okay. You see, Mr Saloojee suggests in his evidence that the real reason why he was suspended on the 23 September 2015 was that you and
20 those working with you were troubled by the fact that Mr Saloojee was in fact not keen about the Asian deal with VR Laser at all and that the whole reference to the LSSA transaction was a smokescreen. That essentially, as I understand it, is really the thrust of his evidence.

MR MANTSHA: I completely disagree with that evidence,

Chairperson.

ADV KENNEDY SC: Okay, thank you. Now I want to just take you through a brief sequence of events, just so that we can put the factual context before the Chairperson. So we have already dealt with the meeting of the 10 September and then we have a letter from the audit and risk committee. I want to please ask you, do you have a bundle there, I may have to ask my learned junior to help you locate it but there should be a bundle there marked

10 W4B.

MR MANTSHA: Yes, Chairperson.

ADV KENNEDY SC: Right, thank you. Chairperson, may I ask your learned registrar to find that file for you?

CHAIRPERSON: Ja, they will find it for me. What is the page number?

ADV KENNEDY SC: It is 440. Now in this bundle I am not sure because I was not involved in the team at that stage, here they had a different paging system, here there was a very simple system on the right hand side of the top the
20 page nu appears.

CHAIRPERSON: Okay.

ADV KENNEDY SC: And Mr Mantsha and Chair, may I ask you please to turn to page RS440?

CHAIRPERSON: Ja, page 440, yes, that was before they came up with the black numbers.

ADV KENNEDY SC: The new system, multi-coloured.

CHAIRPERSON: Ja.

ADV KENNEDY SC: Mr Mantsha, may I ask you, do you have that document in front of you?

MR MANTSHA: Indeed, Chairperson.

ADV KENNEDY SC: I am going to here just refer to the page number by the actual number not the initials RS, okay? So if you look at the top do you see RS440, somebody has printed there.

10 **MR MANTSHA:** Yes, I can see.

ADV KENNEDY SC: Somebody has already written there in thick Koki pen RS29. You do not need to worry about those numbers, okay? Now 440 is a letter from the audit and risk committee, it is Chairperson Mpho Omonghe(?) I think his name at page 444, it is a letter dated 22 September 2015 addressed to Mr Saloojee. Do you see that?

MR MANTSHA: Yes, Chairperson, I can see.

ADV KENNEDY SC: Yes. Now the heading is this:

20 “You are requested to provide reasons why the audit and risk committee should not recommend to the board for your urgent suspension and disciplinary action to be taken against yourself.

1. The audit and risk committee held meetings as mandated by the board to consider what

transpired during the board meeting of the 10 September 2015 where information surfaced, amongst things, that the Chief Executive Officer and the Chief Financial Officer, misled the new board, the Minister of Public Enterprises and Minister of Finance and further that PFMA and Denel MOI was contravened.”

Now were you made aware that this letter had been sent to Mr Saloojee, Mr Mantsha?

10 **MR MANTSHA:** Yes.

ADV KENNEDY SC: Right and this appears to relate in paragraph 1 to the misleading relating to the LSSA transaction, is that right? Is that your understanding?

MR MANTSHA: Correct.

ADV KENNEDY SC: Okay, thank you. Now a similar letter was sent to Mr Mhlontlo, I do not need to take you to that at this stage but are aware that a similar letter was sent to Mr Mhlontlo?

MR MANTSHA: Correct.

20 **ADV KENNEDY SC:** And this called on Saloojee and Mhlontlo to give reasons why the audit and risk committee should not recommend to your board of which you were the chair the following day on the 23 September that they should be suspended and face disciplinary action. Is that your understanding of what they were they were called

upon to do?

MR MANTSHA: Correct.

ADV KENNEDY SC: Now they then give some reasons, I am not going to take you through the detail of the reasons but may I just indicate my understanding of the letter and just see if we are on the same page. Effectively, there are allegations from the audit and risk Chairperson that Mr Saloojee and likewise Mr Mhlontlo misled the board on a whole lot of different aspects which were affected by
10 sections of the PFMA, is that correct?

MR MANTSHA: Well, just for correction, Chairperson, is the letter from the Chairperson of the audit and risk representing the audit and risk committee.

ADV KENNEDY SC: Yes.

MR MANTSHA: The instances cited in this letter as grounds of misconduct, or whatever, they all relate to that transaction that we are talking.

ADV KENNEDY SC: Yes, I thought that was my question and I am glad that you have confirmed the positive answer
20 to that and in fact, for example, in paragraph 3 it refers to the transaction between LSSA and Denel that this contravened the following legal instruments and then details are set out of the sections of the PFMA and the way in which it was alleged that Mr Saloojee and Mr Mhlontlo had misled the board and had contravened various

provisions of the PFMA.

If I can take an example, page 442, paragraph 8:

“You have contravened Section 54(2)(c) of the PFMA by failure, refusal/omitted to disclose the full and material financial aspects of the acquisition of LSSA by Denel to the Minister of Finance and Minister of Public Enterprises. So this was one of the allegations that was made against them by the audit and risk committee, correct?

10 **MR MANTSHA:** Correct, Chairperson.

ADV KENNEDY SC: And am I correct in saying you took this in account when you decided the following day on the 23 September to suspend Mr Saloojee and Mr Mhlontlo?

MR MANTSHA: Indeed, Chairperson.

ADV KENNEDY SC: Right. Now the – then there is an allegation for example in paragraph 10 that there was failure by Saloojee to comply with conditions of approval from the Minister of Public Enterprises. The Minister at that stage was Malusi Gigaba, is that right?

20 **MR MANTSHA:** For correction sake, Chairperson, it was Minister Lynne Brown.

ADV KENNEDY SC: Sorry, just say that again?

MR MANTSHA: It was Minister Lynne Brown at the time.

ADV KENNEDY SC: Lynne Brown, at that stage was she already in office? Thank you. So these are serious

allegations, you will agree with me?

MR MANTSHA: I agree, Chairperson.

ADV KENNEDY SC: Right. Now if I can take you to the foot of page 443, paragraph 18, it says this>

10 “The audit and risk committee intend to recommend to the board that you be suspended with immediate effect pending further investigation into the above and your disciplinary hearing which shall commence as soon as the investigation is completed, the audit and risk committee will further recommend that you be suspended with pay and further, that your period of suspension should not exceed three months.”

Then it says paragraph 19.

20 “You are further hereby notified that you should provide the audit and risk committee with reasons why the audit and risk committee should not recommend to the board for your suspension. You reason should be emailed to the Chairperson of the audit and risk committee on or before 15h00 on the 23 September 2015. Kindly take notice further that you are invited to attend a board meeting scheduled for 17h00 the 23 September 2015 at the group’s head office wherein you are further invited to present your reasons why the audit and risk committee should not ask the board to suspend

you.”

So you were made aware that this communication was sent by the audit and risk committee.

MR MANTSHA: Correct, Chairperson.

ADV KENNEDY SC: To Saloojee and also to Mhlontlo.

MR MANTSHA: Correct, Chairperson.

ADV KENNEDY SC: Yes. You were not a member of the audit and risk committee, I think you have indicated in your evidence previously. You were not a member of the audit

10 and risk committee yourself, not so?

MR MANTSHA: Correct, Chairperson.

ADV KENNEDY SC: Right. Now if I can take you to page – following page 445, this is a letter jointly, if we look at page 448, it was sent jointly by Mr Mhlontlo, Mr Saloojee and Ms Afrika and just for the record, Ms Afrika was sent a similar letter although it may not have dealt specifically with the LSSA transaction. Were you made aware of this letter that was in fact addressed to the board at the top of page 445. Do you see that?

20 **MR MANTSHA:** Correct, Chairperson.

ADV KENNEDY SC: Yes and presumably you would acquainted yourself with this letter. The bottom line of the letter seems to be - the essence of what they seem to be saying in the letter is that the procedure that is being followed is completely unreasonable and unfair to them

because they expected to deal with a complex matter by giving written representations within a day which they say was unfairly short. Do you recall that they made that complaint to the board?

MR MANTSHA: Ja, that complaint was made, Chairperson, and it was dismissed.

ADV KENNEDY SC: Yes. In fact in paragraph 3 on page 445 they say:

10 “We are not in a position to address the A & R committee of the board today...”

And one should notice that the date of this letter at the top of 445 is the 23 September.

 “This truncated timeframe is grossly unfair and contrary to corporate governance.”

And then they give reasons why they make that complaint. Now the matter was then raised when you convened as Chairperson, the board meeting on the 23rd itself, is that right?

MR MANTSHA: Correct, Chairperson.

20 **ADV KENNEDY SC:** And did the Chairperson of the audit and risk committee report to you that this correspondence had passed between him on behalf of his committee and the three individual employees, Saloojee, Mhlontlo and Afrika.

MR MANTSHA: Correct, Chairperson.

ADV KENNEDY SC: And did he report that the only representations that had been received from those three individuals was the letter that we have just looked at complaining that we do not have enough time?

MR MANTSHA: Correct, Chairperson.

ADV KENNEDY SC: Yes. Now the board under your Chairpersonship then proceeded to deal with the matter and decided then to suspend them despite their protests that they have not been given enough opportunity, is that
10 correct?

MR MANTSHA: We dismissed the protest, it was disingenuous, the matter which the board or the audit and risk committee raised with them is the matter within their knowledge, they participated in the transaction, there was nothing they did not know so the board dismissed that because it was disingenuous on their part. We dismissed it.

CHAIRPERSON: Is that what the board thought before they made the decision? What you have just said, does it
20 reflect the board's attitude to their request or their protest.

MR MANTSHA: Well, Chairperson, if I can just give a context a little bit. There was a lot of mediation because firstly, the three individuals had to sit with the audit and risk committee to try to find a way to handle this matter properly and that was not resulting to anything and the

audit and risk committee gave a report to the board and gave the full account of what happened.

ADV KENNEDY SC: May I stop you for a moment and I please beg your pardon for doing so. I just want to make sure I am on the same page as you in understanding. You say they submitted a report. There was a written report, was there not, at page 449. Is that the report that you have just referred to?

MR MANTSHA: Indeed, Chairperson.

10 **ADV KENNEDY SC:** And at page 457, if I can read into the record the conclusion, paragraph 7, the conclusion:

20 “The audit and risk committee has considered the submissions made by the CFO and company secretary. In light of their submissions we are of the view that matters raised in the letters which were given to them are matters within their knowledge and they are in possession of all relevant documents, there is no reason why they should not answer by today the request to have the response to the 30 September in unreasonable under the circumstances. The committee recommends that the executive directors should tender their resignation with immediate effect and be paid one month, namely the month of October 2015, for them to resign with immediate effect.”

Then it says:

“The audit and risk committee recommends the following:

7.1 The two executive directors be suspended with immediate effect.”

Etcetera. Is this the report that you were referring to that came before you?

MR MANTSHA: Indeed, Chairperson.

ADV KENNEDY SC: And it was on the basis, am I right in
10 understanding you earlier, you accepted the view of the audit and risk committee that the request for a week’s delay for them to prepare more detailed written representation was unreasonable in the circumstances?

MR MANTSHA: Indeed, Chairperson.

ADV KENNEDY SC: Right, now ...[intervenes]

CHAIRPERSON: Okay, hang on Mr Kennedy, he was still answering my question.

ADV KENNEDY SC: I am sorry, Chair.

CHAIRPERSON: You remember what my question or have
20 you forgotten in the meantime?

MR MANTSHA: If you can remind me, Chairperson.

CHAIRPERSON: If you have forgotten, Mr Kennedy is responsible. You have forgotten?

MR MANTSHA: Indeed, Chairperson.

CHAIRPERSON: Okay, alright. You had told me that the

board dismissed their protestation that they needed more time because the board because you thought that they knew exactly, as I understood what you say and what you said and you must tell me if I misunderstood, they knew exactly what they had done, you know? And therefore the board dismissed their protestation or protest. So then my question was whether when you said that, you were reflecting the view of the board, so it was not just you who thought like that but the board who was exactly that, that is
10 what I asked.

MR MANTSHA: Chairperson, thank you, it was board.

CHAIRPERSON: Okay, alright. Yes, Mr Kennedy.

ADV KENNEDY SC: Thank you, I apologise for distracting, I do apologise, Chair.

CHAIRPERSON: No, no, that is alright.

ADV KENNEDY SC: Now – if I might just have a moment to find a reference?

CHAIRPERSON: Let me ask this question while Mr Kennedy is looking at this documents. According to the
20 memo or note or letter that the three executives wrote to the board on 23 September 2015, which is at page 445, we looked at it a few minutes ago, they say they were given about 24 hours or so notice to make representations why they should not be suspended. Is that more or less correct in terms of how much time they were given?

MR MANTSHA: Well, Chairperson, I would not really recall.

CHAIRPERSON: Yes.

MR MANTSHA: The time period.

CHAIRPERSON: Yes.

MR MANTSHA: Because it was it was the matter which was being handled by the audit and risk committee.

CHAIRPERSON: Yes.

MR MANTSHA: So I would not [indistinct – dropping
10 voice]

CHAIRPERSON: Yes. But as I understand it, they were asked to make representations and if I understand correctly, they were asked to make those representations the following day, so maybe 24 hours is not off the mark. Is your understanding the same that when they were asked to provide reasons why they should not be suspended they were expected to provide their reasons the following day or is your understanding different or you cannot remember?

MR MANTSHA: Well, Chairperson, I really cannot
20 remember because I was not handling that matter.

CHAIRPERSON: Ja.

MR MANTSHA: But what I can say to the Chairperson is that there were discussions between the members of the audit committee and the executive investigating the transaction and forgive me, Chairperson, to repeat myself

again, it was a matter of a national crisis and as I said earlier, the board had no time. When I sit here today, in fact I think the correct decision should have been to fire them at the spot, yes.

CHAIRPERSON: You think there was enough evidence to fire them on the spot?

MR MANTSHA: More than enough, Chairperson.

CHAIRPERSON: Yes. Okay, alright. Mr Kennedy?

ADV KENNEDY SC: Thank you, Chair. Now of course we
10 know that Mr Saloojee later challenged the circumstances of his termination of employment and took it to the CCMA but that dispute was resolved so there is no live dispute in any forum as to whether or not he was fairly treated, either in relation to suspension or the termination of his employment.

MR MANTSHA: Correct sir.

ADV KENNEDY SC: And we will get to these settlements of that a little later, but of course what is relevant for this Commission's purposes is not so much the merits of a
20 labour dispute which was resolved, but what was really going on within the minds of yourself and your colleagues at the level of the Board in how Mr Saloojee and his colleagues were treated and that is why, I am just trying to explain to you why I am going into this in a little detail.

MR MANTSHA: I appreciate Chairperson.

ADV KENNEDY SC: And as I understand it from your remark a moment ago to the Chairperson this was a matter of national crisis which required immediate action to be taken.

MR MANTSHA: Indeed sir.

ADV KENNEDY SC: Would that explain why you didn't feel that their request for a week to put in their representations by the 30th of September why you felt no that would be too long, we need to deal with this
10 immediately, am I understanding your ...[intervenes]

MR MANTSHA: Correct sir.

ADV KENNEDY SC: Fine thank you very much. Now if we look also at the same report from the Audit & Risk Committee that you have based your decision on, page 456, paragraph 6 says 6.1:

“The Audit & Risk Committee is of the opinion that the trust relationship between the board and the two executive directors is irretrievably broken down.”

If I can just stop for a moment, presumably am I right in
20 understanding their reference to the two executive directors refer to Mr Saloojee and Mr Mhlontlo, they were both executive directors at the time.

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: Ms Africa wasn't a director, she was a different role player as Company Secretary.

MR MANTSHA: Indeed Chairperson.

ADV KENNEDY SC: Yes, so the Audit & Risk Committee are saying that the trust relationship is irretrievably broken down and then they give reasons why among other things so then they give a list of reasons which include for example that there were breaches of the PFMA in relation to the LSSA transaction and that they had misled the board as well as the ministers concerned.

MR MANTSHA: Correct Chairperson.

10 **ADV KENNEDY SC:** And you presumably considered this when you decided on their suspension?

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: Yes, now Mr Mantsha can you – do you have any comment on the fact that the Audit & Risk Committee that were motivating for the recommended suspension and the basis why that suspension had been done, do you have any view on the fact that before any of these three employees had actually been heard by way of either written or oral representations your Audit & Risk
20 Committee was already saying to you as Board Chairperson we believe that the trust relationship has broken down. Do you think it was appropriate for them to have said that?

MR MANTSHA: It was indeed on the facts before them it was correct Chairperson.

ADV KENNEDY SC: It was correct, and in fact you have indicated earlier that you felt that there was enough evidence right then and there on the 23rd of September, more than enough evidence as you put it, to fire them on the spot.

MR MANTSHA: Correct.

ADV KENNEDY SC: And are you also willing to accept that our Labour Law is a little more complicated and involved than that but it is not up to an employer whether
10 the – a senior person like yourself as Chairperson of the Board or anyone else, to take a decision to fire on the spot, you need to give, you need to have a hearing not so?

MR MANTSHA: Chairperson that is precisely why there was that kind of a process, I suppose Chairperson would know that the field of law ...[indistinct] most of us.

ADV KENNEDY SC: Yes, now I would like in the same bundle please to go to page 460 and we have what appears to be the first of a long series of correspondence, I am only going to touch on a couple of examples of this, page
20 460, do you have it?

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: And that is a letter from Ms Zarina Walele who practices as an attorney, specialising in labour law, and this letter was sent on behalf of Mr Saloojee as well as the others, Nklontlo and Africa, and it challenged

the suspension ending the disciplinary action, and she complained in this letter, it was actually addressed to you, that there was not a fair and reasonable opportunity to be heard before the decision was taken to suspend him. You recall receiving this letter?

MR MANTSHA: Yes, we did receive it.

ADV KENNEDY SC: And presumably you don't agree that it was unfair, you felt in the circumstances it was fair because it was a national crisis.

10 **MR MANTSHA:** It was fair.

ADV KENNEDY SC: Yes.

CHAIRPERSON: But of course I would expect you to concede that it couldn't be fair for the Audit & Risk Committee to have made up its mind that the trust relationship had broken down even before they could hear what the executives, the employees, had to say, because I understood you a few minutes ago to accept that the Audit & Risk Committee had reached that point about the trust relationship even before the executives could show
20 reasons.

MR MANTSHA: Well Chairperson here we are dealing with a factual situation, documents, there were previous engagement between the Executive and the members of the Audit Committee. As I said the Executive appeared not to take the members of the Audit Committee in confidence

and Chairperson trust is earned and what we see here on the very first week, on the very first board meeting of my Board and at the very first meeting of the Audit & Risk Committee with the Executive preparing for the Board Meeting there are issues like this and the Executive were not coming forth and taking the Audit & Risk Committee in confidence.

The trust relationship was never earned.

CHAIRPERSON: Yes, but question is we do know that the
10 executives were given an opportunity to effectively show cause why they should not be suspended, to give reasons. That is an opportunity to be heard, okay.

Now what is the point of doing that if you mean it, how can you mean that opportunity genuinely if you have already decided the trust relationship is finished?

MR MANTSHA: With respect Chairperson the Audit & Risk Committee was not a decision maker, it was a recommending entity.

CHAIRPERSON: Yes.

20 **MR MANTSHA:** A sub-committee of the Board.

CHAIRPERSON: Yes.

MR MANTSHA: The decision was of the Board and the Board alone.

CHAIRPERSON: Yes.

MR MANTSHA: It constituted as a Board.

CHAIRPERSON: Yes.

MR MANTSHA: So they rightly felt that the trust relationship has been broken.

CHAIRPERSON: H'm.

MR MANTSHA: And I say before you Chairperson the circumstances, the evidence was overwhelming that that trust relationship was broken.

CHAIRPERSON: H'm.

MR MANTSHA: I don't see anything wrong for the Audit &
10 Risk Committee to have even formed that opinion before the two executives had made the presentation, because as I indicated earlier this transaction is the transaction which they presided in, they knew every single term, every single full stop, comma of this transaction.

CHAIRPERSON: H'm.

MR MANTSHA: There was nothing that stopped them in the very same manner to say look this is what we have done, are you accusing us of not telling the Minister of Public Enterprise that the term sheet from five years has
20 changed to six months, no, no, no this is the letter that we have sent to the Department, this is our engagement with the National Treasury, there was nothing to stop them to do that. It was a factual situation based on documents.

CHAIRPERSON: The Board consisted of about how many people, if you are able to remember.

MR MANTSHA: Chairperson I can't remember.

CHAIRPERSON: About ten/twelve, or is that too much?

MR MANTSHA: I think around ten or so, but forgive me if ...[intervenes]

CHAIRPERSON: No, no that is fine, I won't hold you to it, I just wanted an estimate and would you have recollection of how many people the Audit & Risk Committee consisted of?

MR MANTSHA: The members of?

10 **CHAIRPERSON:** Of the Audit and Risk Committee, would that have been three people, four people, five people?

MR MANTSHA: If I am not mistaken Chairperson I think there were four members of the Committee.

CHAIRPERSON: Yes, yes. Would they have formed part of the Board later on when the Board made the decision on this issue or would they have recused themselves, do you know?

MR MANTSHA: Well they were part of the Board when the Board is fully constituted.

20 **CHAIRPERSON:** Yes, okay. So I guess you and I can agree that to the extent that they would have made up their mind on that, on the issue of the trust relationship being broken down that part of the Board, even if their representations came they had made up their minds, those were out of the committee.

MR MANTSHA: Well they have made up their mind and they made a recommendation yes.

CHAIRPERSON: Yes, no that's fine, that's fine. Mr Kennedy?

ADV KENNEDY SC: Thank you. Mr Mantsha we have heard already that the three employees and later their attorney, Ms Walele, had complained at various times, both before and after the board meeting of the 23rd of September 2015, about the process that was being
10 followed. Is it not correct that in addition to those complaints one of your Board Members, Ms Mangindi, in fact expressed concerns about the process that was being followed. You recall that she raised such concerns at your board meeting?

MR MANTSHA: I don't remember, and I think she actually – I am subject to correction Chairperson, I think she left the meeting early.

ADV KENNEDY SC: Yes.

MR MANTSHA: Before the Board discussions
20 commenced, that is my recollection Chairperson.

ADV KENNEDY SC: In fact she has given evidence and if I can ask you please to turn to a letter that you sent you. If you could look please at Bundle 1, Denel 01, if you can just put the other bundle aside now.

MR MANTSHA: Bundle 1?

ADV KENNEDY SC: Bundle 1 yes. Denel Bundle 01.

CHAIRPERSON: Mr Kennedy can we take a short break while Mr Mantsha is looking, ten minutes this time.

ADV KENNEDY SC: Thank you Chair.

CHAIRPERSON: Ja. We adjourn.

REGISTRAR: All rise.

INQUIRY ADJOURNS

INQUIRY RESUMES

CHAIRPERSON: Okay let us continue.

10 **ADV KENNEDY SC:** Chair Mr Mantsha was about to show you before the adjournment was taken a document from Ms Mandindi and Chair I understand you should have the bundle now placed before you by your Registrar. It is in Bundle 1 and it is...

CHAIRPERSON: Yes I have got it.

ADV KENNEDY SC: It starts at page 12.

CHAIRPERSON: Yes I have got it.

ADV KENNEDY SC: Unfortunately for some reason the – the logistics people did not bring that bundle for the witness so
20 my learned junior has made her bundle available to the witness if that is in order.

CHAIRPERSON: Alright.

ADV KENNEDY SC: This is a letter Mr Mantsha dated the 25th of September two and a bit pages of a letter from Ms Mandindi. She was a member of your board correct?

MR MANTSHA: Indeed Chairperson.

ADV KENNEDY SC: One of the non-executive members of the board.

MR MANTSHA: Indeed Chairperson.

ADV KENNEDY SC: And you recall that she sent you this letter?

MR MANTSHA: I do not necessarily have the recollection but probably she did send it.

ADV KENNEDY SC: You cannot dispute it?

10 **MR MANTSHA:** No, no.

ADV KENNEDY SC: You just cannot recall.

MR MANTSHA: No, no, no I cannot dispute.

ADV KENNEDY SC: Okay thank you. And I am not going to take you through the detail of the letter but in essence she indicates a number of concerns and misgivings about the process that was followed leading to the suspension of the three senior employees and she says for example at the foot of page 13 right the fourth last line.

20 “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. Is it possible to part in amicable ways leaving the dignity, reputation of those parties etcetera.”

So she is making – making it clear that she is not saying that

there may not prove to be a good reason to remove them eventually but she complains in the rest of the letter as to the speed with which it took place not simply from the point of view of the employees but even for her as an executive – sorry a non-executive board member. She says for example at the beginning page 12 she refers to the fact that this was not on the agenda – had not been given any documents, had not been given any opportunity beforehand to consider this. And then later in her letter she says well are we in a position

10 as newly appointed members of the board including yourself who was newly appointed to really be able to form an impression as to whether these individuals that we have not even had a chance to get to know properly should now be removed so suddenly. That is the sort of complaint that she made. Do you recall at least that sort of concern being raised by her?

MR MANTSHA: Well Chairperson that is what is raised in the letter. Can I just say a little bit with – with respect to – to Ms Mandindi. I must say Chairperson that she contributed

20 a lot to the board and even when she left the board because she was being appointed somewhere else we actually felt her absence. But if you look at the first line of her letter of course she said I had left the meeting early so she of course did not get the benefit of all the discussion that happened in the board meeting.

So as Chairperson you well aware that in a board operates on democratic principles the majority members of the board take a decision and it becomes the decision of the board. Unfortunately Ms Mandindi was not there to actually raise the issues which she has raised in this letter.

I think post this situation because we worked very closely. I think apart from the letter I think we probably discussed this between myself and her but with – with respect to her she – she made a very good contribution to
 10 the board. Unfortunately the majority members of the board who remained that day took a decision and convinced and I am still convinced it was a correct decision. Thank you Chair.

ADV KENNEDY SC: Right thank you Mr Mantsha. In fact she gave evidence orally in which she told the Chairperson that she had in fact participated in some of the discussions not all she had to leave – she had a – had a commitment and there was a delay as a result of all of this. But she said that she did try to raise issues such as the points that this is
 20 rushed and that she as a brand new member of the board like the other members of the board would not be in a position to take such a – a sudden decision to suspend both the CEO and CFO as well as the Company Secretary there and then but she indicated that she did not feel that she was taken seriously. That her advice was actually going to be

followed and of course we know ultimately it was not followed. Correct?

MR MANTSHA: Chairperson the decision of the majority was taken. The – as I said the issues raised in this it would have been appropriate if she had remained but unfortunately she could not remain – to have raised all these issues with other members of the board. So I respect all she says here but as you know Chairperson there are rules and procedure and processes how decisions are arrived at. And decision in
10 these instances they bind every member of the collective as a resolution.

ADV KENNEDY SC: Yes I do not think that Ms Mandindi was suggesting that this was not a binding resolution because it was taken by a majority of the board. She accepted that but what she tried to explain to the Chairperson if I recall her evidence correctly is that she felt very uncomfortable about the fairness of the process and the fact that ultimately it did – the majority did go against her – her wishes but she accepted that it was a majority decision. As you sit here
20 now often with the benefit of hindsight and a lot of time having gone by and having settled and so forth do you feel now in retrospect that – that Mr Saloojee and Mr Mhlontlo and Ms Africa's process was unfair and unduly hasty or you satisfied that it was done correctly?

MR MANTSHA: I am satisfied under the circumstances it

was done correctly.

ADV KENNEDY SC: Yes. It was part of Saloojee and Mhlontlo's evidences be that this process was in fact rushed. It was much too fast. It was not fair and in fact they say that it is consistent with their version that they were actually being kicked out of the company through a sham of a process – through a sham of a charge relating to LSSA and that you was simply going through some –some motions and even when you were advised by one of your colleagues on
10 the board do not move that fast you just steamed rolled ahead and so Mr Saloojee and Mr Mhlontlo have suggested that well this bears the – their point that this was just a rush process with a hidden agenda. Any comment on that?

MR MANTSHA: Well – well Chairperson as also corroborated by the evidence given by the acting Chief Executive of Denel as we speak. These was serious violations and the reports which I looked through the evidence of the current chair concurred that these were serious misconducts. These were serious violations and if I
20 can try to quote not verbatim he said they are actually processing whatever form of action to try to see whatever they can recover as a result of this. So – so this was not by any chance a smoke screen to try to get these people out of the company. They were dealing with this transaction as early as 2014. They knew everything. As I said earlier they

were advised by Nedbank according to my information that you are highly in debt you cannot afford these prices. Please ask the sovereign to put money for these things. That is why both ABSA and Nedbank were not willing to finance this transaction to an extent where ABSA demanded security of R400 000.00 and Nedbank when they realised they were not being given security then they converted the loan for six months or less period. So you can imagine if your bankers are taking that position. So it says to you that

10 you have misrepresented to them. So this was a serious action – there was no rush. The very same executive knew that at that stage collectively the debt to ABSA and Nedbank it was close to R8 billion. In fact R4 million and all the debts collectively was around R8 billion. And they knew very well the conditions given by the National Treasury that we had to get out of the guarantee. So all I am saying to you is anyone who will suggest that taking action as we did was premature, was a smoke screen that is absolutely unfounded, not true. It is not based on the facts. The case

20 against them is clearly set out in the paper, is clearly what the evidence before this commission there were reports which Denel commented about it with findings in relation to this transaction. It was not a smoke screen.

ADV KENNEDY SC: Alright thank you. Now can we take you please now to page 378 in bundle – back to – you can

put away the Bundle 1 that I have just taken you to and can we go back to Bundle W4(B)?

MR MANTSHA: Thank you Chairperson.

CHAIRPERSON: You talk about going back to Bundle W4(B)?

ADV KENNEDY SC: B yes B for Barry. It is the one where we had the RS numbers on the top right hand corner. And Chair if you have that bundle may I refer the witness to the page?

10 **CHAIRPERSON**: Yes.

ADV KENNEDY SC: It is RS378. Do you have that Mr Mantsha?

CHAIRPERSON: You may keep your microphone on at all times Mr Mantsha.

ADV KENNEDY SC: Sorry Mr Mantsha did she ask you to put the ...

MR MANTSHA: I do have Chairperson thank you.

ADV KENNEDY SC: Right thank you. So at 378. Chair may I just confirm you have the right bundle and page.

20 **CHAIRPERSON**: Yes I have got that. Ja.

ADV KENNEDY SC: 378 is the letter on the Denel letterhead dated the 14th of December 2015 addressed to Mr Saloojee. Is that what you have in front of you?

MR MANTSHA: Indeed Chairperson.

ADV KENNEDY SC: If I can take you to the end of that

letter page 383 it is signed with your signature and name as Chairperson of the Denel board, is that right?

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: So if one reads the letter itself it is headed Misconduct in terms of Section 51(1)E. This is in fact a charge sheet and a notice to attend a disciplinary hearing. We see that in paragraph 1. Correct?

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: And then it says: Graven – Gravenen
10 of the allegations. And then you – then you say: It is contended that you have missed – that you have committed gross misconduct and then you set out some instances of that. You were grossly negligent and or failed to comply with your statutory and or contractual obligations.

214 you failed to conduct yourself in a manner which Denel expected of an employee that occupies the position of CEO.

221 It is contended that you did not meet the applicable compliance requirements for the LSSA acquisition including the PFMA requirements and Denel Supply Chain
20 Management Policies.

So here you were starting to explain what the charges were. This was a formal charge sheet that you issued as board Chairperson. Correct?

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: And would I be correct in understanding

that the nature of these allegations is very serious in your view?

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: And then paragraph 3 sets out a further charge that goes beyond just negligence it says; gross dishonesty alternatively gross negligence alternatively misrepresentation further alternatively failure to comply with Section of the PFMA 00:15:22. Now you then set out details of that in a following few pages, correct?

10 **MR MANTSHA**: Correct Chairperson.

ADV KENNEDY SC: For example on page 380 paragraph 314 in that you have failed to disclose to the board and the shareholders the possible – sorry the potential implications of maturity of the Nedbank loan on the 20th of September 2015. This was a material omission in disclosure. And then on page 281 paragraph 318 another example. You have mislead Nedbank and ABSA by refusing that they conduct due diligence on the financial position of LSSA as a standalone business etcetera.

20 **MR MANTSHA**: Correct.

ADV KENNEDY SC: So there is – there are allegations all of them seemingly very serious and they include not just negligence although negligence is part of it but also deliberate action, misleading, misrepresenting things both to you as the board and to bankers in particular Nedbank.

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: Right. And also elsewhere there is – there are allegations that there were misrepresentations to the various Ministers involved.

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: And there had to be – there had to be submissions to the Ministers for compliance with the PFMA because this involved a financial transaction involving overseas funding etcetera, correct?

10 **MR MANTSHA:** Correct Chairperson.

ADV KENNEDY SC: Again it seems quite clear from this Mr Mantsha that you viewed these allegations in a very serious light.

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: Right. And then on the last page of the letter 383 you refer to – in fact 382 you refer to the – the rights that Mr Saloojee would have in the disciplinary hearing. This is paragraph 4 for the page 382 to 383 and paragraph 5 that this – that representations could be made
20 through by himself or through his legal representatives etcetera.

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: Right. So here it was clear that you were going to follow the process for a disciplinary hearing laid down in labour law and in the disciplinary proceedings

code of Denel, correct?

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: Right. What happened then when you were issuing this to your point earlier that you actually believed on the 23rd of September 2015 before they had even made representations but there was more and - more than enough evidence already to fire them on the spot.

MR MANTSHA: You will repeat yourself?

ADV KENNEDY SC: Yes certainly. I am just repeating in
10 question what you gave as evidence to the learned Chairperson earlier. On the 23rd of September 2015 you testified that when you decided to suspend these employees you in fact believed that there was more than enough evidence to fire them on the spot.

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: And yet we have here three months later you are sending them a charge sheet for the – for the holding of a disciplinary process. Presumably you did not fire them on the spot in – on the 23rd of September 2015 you
20 were persuaded that it has to go through the process of a disciplinary hearing.

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: With all of these rights know what the charges are, have legal representation, be able to ask question of witnesses etcetera, etcetera.

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: Right. Why did it take three months – almost three months from the decision to suspend them and to – and to bring disciplinary charges against them as the Audit and Risk Committee had recommended in their memorandum to you that we have looked at – why did it take almost three months to actually get to the stage to issue a charge sheet and to give notice of a disciplinary hearing?

MR MANTSHA: Chairperson as I indicated on my earlier
10 evidence the first time I came here the – the board was overwhelmed with the question of gross default.

ADV KENNEDY SC: Of what sorry?

MR MANTSHA: Of gross default.

ADV KENNEDY SC: Yes.

MR MANTSHA: In case we do not service the laws.

CHAIRPERSON: I am sorry – I am sorry I think I am – I also missed that word. Was overwhelmed with?

MR MANTSHA: With the possibility that there will be a gross default.

20 **CHAIRPERSON:** Oh.

MR MANTSHA: Across the state owned companies.

CHAIRPERSON: Yes okay.

MR MANTSHA: In the event Denel.

CHAIRPERSON: Yes.

MR MANTSHA: Cannot pay Nedbank the bridging finance or

find suitable arrangements.

CHAIRPERSON: Ja.

MR MANTSHA: So what then happened the Audit and Risk Committee they were – they were very busy with meeting Nedbank together with the executive to try to find a suitable arrangement. It was – it was very difficult and – and those negotiations consumed the – the attention of the board. As you know Chairperson the – these processes are run at administrative level. The disciplinary processes are run at
10 administrative level. There was an acting Company Secretary to process all of this and I think they appointed lawyers to represent the company in this process. The reason why it took the time as Mr Kennedy has indicted the attention of the board was consumed with the issue relating to the implication of gross default. And we paid less attention to this because after the decision was taken it was up to the executive – the relevant people in the legal department of the company to process this process.

ADV KENNEDY SC: Can I take you now please to page 389
20 which is another letter that you sent. This time it is dated 17th of December 2015. So this is in fact a day prior to your signing the letter to Mr Saloojee with the charge sheet because you signed that on the 18th of December. This letter is addressed to Ms Legwabe I think it is who was then the acting Company Secretary, correct?

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: And you ask her in paragraph 1 to furnish you with the draft charge sheet so that we can settle it as we need to have the charges served upon the suspended employees before close of business tomorrow the 18th of December 2015. Am I right in assuming that she then sent you the finalised charge sheet who – which you then finalised and signed and issued on the 18th.

MR MANTSHA: Correct Chairperson.

10 **ADV KENNEDY SC:** Then the next requested in paragraph 2.

“We further request you to instruct our lawyers to draft a settlement proposal of three months’ payment in full and final to the three suspended employees.”

Now is that correct – did you ask her to do that?

MR MANTSHA: It is correct Chairperson.

ADV KENNEDY SC: And in fact we have in the docket – in the bundle of documents various letters relating to proposed settlements – settlement offers that were made and rejected
20 by different parties, counter proposals and the like.

MR MANTSHA: Correct Chairperson.

ADV KENNEDY SC: What had happened to your belief on the 23rd of September 2015 that this – you had more than enough evidence to fire them on the spot and yet you leave three months to go by before you even start issuing them the

charge sheet – you have tried to explain that a moment ago. But now you also say let us give them a full and final settlement offer to pay – pay them off for three months. I mean surely these were very serious issues. You have said that yourself.

MR MANTSHA: Correct.

ADV KENNEDY SC: And I understand your evidence completely you are accusing Mr Saloojee and Mr Mhlontlo and 00:24:06 and to an extent Ms Africa of extremely gross
10 and serious misconduct falsifying things, misleading the board, violating the PFMA, misleading the Ministers to get approval. Why did you not just have the courage of the strength of your – your case against them? Why pay them off?

MR MANTSHA: Well what is – what is clear here Chairperson is there is – you can clearly see that these proceedings have moved 00:24:41. And at that stage...

CHAIRPERSON: Sorry you can clearly see what?

MR MANTSHA: Well the position when the settlement
20 proposals were made as captured by this lady. I think with the experience of the Chairperson that I am sure Mr Kennedy as well in this field of flow you – you obviously try to take the better devil. We were faced with a situation here where clearly these proceedings – these disciplinary proceedings give an attitude of the employees were going to be

prolonged. And on the other hand we talking with the bankers to say look let us have this kind of arrangement. And as you know the – the people you are dealing with in business are very sensitive as what authority do you have. So it was always in the interest of the board to have a speedy resolution of this matter. So as we were preparing to go to the disciplinary hearing at the same time we were also ready to try to get this matter off the way so that we are able to continue to negotiate with the bankers, continue to
 10 negotiate with the investors with a team that the bankers and the investors know that whatever decision they reach with them they will be there tomorrow and no one is going to come tomorrow in a foreseeable future to then change the decision and start all over from zero. So it was always in the interest of the company, interest of the business of the company to always have the door to settle for the bigger interest of the company. So that is why there is this paragraph in this letter.

ADV KENNEDY SC: Mr Mantsha I understand your evidence
 20 but let me – let me put to you a possible difficulty that one can have with it. A disciplinary inquiry was a process that could and should be handled by an independent chairperson, no so?

MR MANTSHA: Correct.

ADV KENNEDY SC: It could not be handled by you – you

would not be chairing the inquiry.

MR MANTSHA: Correct.

ADV KENNEDY SC: Firstly because it is not what the Chairperson of the board should do.

MR MANTSHA: Correct.

ADV KENNEDY SC: Correct. Secondly you had already formulated a view on the 23rd of September 2015 that they should be fired on the spot there is more than enough evidence.

10 **MR MANTSHA:** Correct.

ADV KENNEDY SC: Yes. And the intention was never to hold the disciplinary inquiry chaired by you or any other member of the board.

MR MANTSHA: Correct.

MR MANTSHA: Not so. So why would the need for the board to be involved in negotiating with the bankers to try and solve the financial situation mean that the disciplinary process would be delayed.

MR MANTSHA: I think the point I am making clearly
20 Chairperson is already the attitude of the employees was to prolong this matter as much as possible. And the company was not in a position to get drawn in a prolonged litigation.

CHAIRPERSON: No that – hang on Mr Mantsha. You just told me that the reason why it took three months before you moved was because the board was busy with whatever other

matters. You did not say it was because the executives, the employees were the ones who were delaying.

MR MANTSHA: I think Chairperson can I just try to correct the...

CHAIRPERSON: Ja.

MR MANTSHA: The understanding of the Chairperson.

CHAIRPERSON: Yes.

MR MANTSHA: I think what I am responding to Chairperson here is the second paragraph of the letter which Mr Kennedy
10 just read which say let us prepare a settlement for three months as well. This is the letter at the same time asking that please finalise the charge for a disciplinary hearing. So what I am trying to explain I am trying to explain the basis of this paragraph that this paragraph the intention to put this paragraph was – there was always desire from the board to short circuit the prolonged disciplinary process for the bigger interest of the company. So my explanation is confined to this paragraph number 2 on this.

CHAIRPERSON: But you – you accept do you not that up to
20 that point the employees themselves had not done anything to unduly delay the convening of the disciplinary inquiry.

MR MANTSHA: You obviously look at the – what is being contested.

CHAIRPERSON: Sorry, I am talking about September when they were suspended and mid-December when you

wrote that letter. I am talking about just that time not after.

MR MANTSHA: Well, Chairperson, already Mr Kennedy read a letter from the legal representative of these employees which already raised issues and you can clearly see that there are number of issues being contended. So the process would be prolonged because there is dispute on a number of issues. So it was informed by those considerations.

10 **CHAIRPERSON:** But other than the fact that they raised certain issues, had not done anything to unduly delay the continuing of this then inquiry at that time. Is that right?

MR MANTSHA: Well, at that time they did not do anything to delay the proceeding.

CHAIRPERSON: H'm.

MR MANTSHA: There is nothing.

CHAIRPERSON: Ja.

MR MANTSHA: Because the proceedings were being controlled at the level of the legal department of the
20 company.

CHAIRPERSON: Okay alright. Mr Kennedy.

ADV KENNEDY SC: Thank you. In fact, the legal department to the company at one stage involved Cliffe Dekker Hofmeyr, CDH, a reputable firm of attorneys with skills in labour law to handle the disciplinary process, not

so?

MR MANTSHA: I think those were the lawyers appointed
They were advising the company.

ADV KENNEDY SC: Yes.

MR MANTSHA: So they were working with the legal
department of the company.

ADV KENNEDY SC: Yes, indeed. And as we will see a
little later, there was a chairperson who was nominated, an
independent chairperson, Advocate Nazeer Casim SC to
10 chair the inquiry. Are you aware of that?

MR MANTSHA: Yes, I think the report was given, yes,
Chairperson.

ADV KENNEDY SC: Yes.

MR MANTSHA: Yes.

ADV KENNEDY SC: See those of us who practise in
labour law know that frequently it happens that major
corporations including state corporations sometimes have
the need where there are very serious allegations that may
result in a breakdown of trust, have a need to convene a
20 speedy disciplinary process.

And they bring in attorneys like CDH to manage
the process because of their knowledge of labour law and
their experience of many similar matters such as this.

MR MANTSHA: Correct.

ADV KENNEDY SC: And to brief independent counsel, in

this case Advocate Casim SC to chair the process. And we in labour law know that these processes, if management wants it, can happen very quickly.

MR MANTSHA: It is possible but it is also does not depend only on the management. As you know, it is a dispute situation. It can be prolonged by one party or the other.

ADV KENNEDY SC: I accept that some parties may prolong it but in this case you confirmed to the Learned
10 Chairperson that there is no evidence that these Executives delayed the process up to your receiving of the charge sheet on the 18th of December.

MR MANTSHA: Well, Chairperson, with the knowledge that I have since the matter was dealt with the legal department of the company, with the limited knowledge that I have from the outside, I do not know anything but maybe there was discussions between the lawyers since the company appointed Cliffe Dekker and the employees appointed the lawyer that you have read.

20 **ADV KENNEDY SC:** Yes.

MR MANTSHA: I have – I am not privy to the discussion, what were the issues raised between the two lawyers and what were the issues between the company's legal department and the company lawyers at the time.

CHAIRPERSON: Good. But would it not be correct that

CDH would have informed you as the chairperson of the board if there was – they believe that the employees were delaying the process at that stage? Did they take not instructions from you as the chairperson of the board?

MR MANTSHA: No, with respect Chairperson, the legal department of the company deals with external lawyers.

CHAIRPERSON: Yes.

MR MANTSHA: So even the appointed of the lawyers to handle this, it was never a board issue. We did not know
10 ...[intervenes]

CHAIRPERSON: Oh, okay.

MR MANTSHA: ...who are the lawyers. So the company in terms of their database or whatever, they pick the lawyer for a particular case. So they pick them. We knew later that these were the lawyers. So the lawyers were not reporting to the board. They were reporting to the legal department.

CHAIRPERSON: But the legal department, did they not take instructions, so to speak, from the board and
20 chairperson in terms of decision? In other words, was the board not the client of the legal department in a certain sense? In other words, the legal department could not just make decisions about what to do. They needed to consult the board to say give us instructions, as it were.

MR MANTSHA: Ja, well, Chairperson... my intervention in

this regard. I sent the letter requesting this. Of course, I realised time was going on and we were not getting anything. But in terms of the reporting processes, the legal department reports to the Chief Executive Officer. So they do not report to either the chairperson of the board or the Company Secretary of the board.

So under the circumstances, I then realised the process is getting prolonged. So I sent the letters... And at the same time, I then indicated that we are not ready to
10 offer these because normally when you go to a disciplinary hearing, you have got to be flexible in terms of – if the parties want to talk settlement. How much can you go?

So this was in a way of trying to give them the mandate and it was done in consultation with other board members.

CHAIRPERSON: Okay. Mr Kennedy.

ADV KENNEDY SC: Thank you Chair. I am going to deal later with whether you had a discretion to settle the matter such as this if there were some serious charges but let us
20 leave that for a debate for a little bit later. May I just complete the reference to this letter?

It says in paragraph 3:

“The letter for settlement must be delivered tomorrow together with the charge sheet and further with a letter informing the suspension

is extended until the finalisation of the hearing...”

And as far as you are aware, that was done. Is that right? The charge sheet was sent on the 18th. You, in fact, signed it on that day. That went with a settlement letter, proposal, for three months.

And it also went with a notification that their suspension had already started on the 23rd of September 2015, would now be extended until the finalisation of the disciplinary hearing. Correct?

MR MANTSHA: Correct.

ADV KENNEDY SC: Yes. Now if we reference in the evidence and I am going to come in a moment to paragraph 4. You made reference to a Dentons report and may I just read to you – remind you what you said?

You further requested – this is to the acting Company Secretary...

“You further requested to inform Dentons that their report is not accepted and request them to provide us with a report within 30-days and kindly direct them to provide information to support the charges...”

Now who at Dentons? Their firm of investigators?

MR MANTSHA: No, their firm of attorneys.

ADV KENNEDY SC: Attorneys?

MR MANTSHA: Their report, yes.

ADV KENNEDY SC: And they were instructed to prepare a report to do an investigation into the issues, allegations concerning the LSSA transaction.

MR MANTSHA: Correct.

ADV KENNEDY SC: Is that right?

MR MANTSHA: [No audible reply]

ADV KENNEDY SC: And they prepared their report
10 ...[intervenes]

MR MANTSHA: The ...[intervenes]

ADV KENNEDY SC: ...submitted.

MR MANTSHA: They prepared a preliminary report.

ADV KENNEDY SC: Yes. And that was then submitted to you.

MR MANTSHA: Yes, it was submitted. It served before the board.

ADV KENNEDY SC: Yes. And is this the report that you refer to in paragraph 4?

20 **MR MANTSHA:** [No audible reply]

ADV KENNEDY SC: “The Company Secretary must inform
Dentons their report is not accepted and
request them to provide us with a report
within 3-days and kindly direct them to
provide information to support the charges.”

Is that the report that you are referring to, the Dentons report?

MR MANTSHA: Indeed.

ADV KENNEDY SC: Presumable the one that came ...[intervenes]

MR MANTSHA: Indeed Chairperson

ADV KENNEDY SC: ...before you. Now other witnesses have referred to the Dentons report including Mr Saloojee. And what is being suggested is that Dentons had been
10 appointed as outside attorneys.

I think there is also reference in the papers to them being briefed to act together with, I think it was Ernest & Young, the auditors investigating firm, to investigate this.

They produced a report that you refer to here but it was not to your liking. And you said: We are not going to accept your report. Saying that: We want something that actually supports the charges.

MR MANTSHA: I disagree Chairperson.

20 **ADV KENNEDY SC:** But it is not exactly what you are saying in your letter?

MR MANTSHA: The report that served before the board was very shallow and to be honest, the board was not convinced with, you know, the efforts made in that report. So it was not whether it said things that we wanted or not

wanted. It was just hollow. It was empty.

ADV KENNEDY SC: But your instruction to the Company Secretary, she was going to have to convey this instruction from you to Dentons, correct? That is what you are asking her to do.

MR MANTSHA: Yes, correct.

ADV KENNEDY SC: So your instruction that she must follow to give the instruction to Dentons would be: We do not accept your report. We provide – we want you to
10 provide us with another report within 30-days and this time you must time, you must provide information to support the charges.

MR MANTSHA: Well ...[intervenes]

ADV KENNEDY SC: It says so. Let me just finish the question.

MR MANTSHA: Oh, sorry.

ADV KENNEDY SC: So that I can put it to you. It suggests that your problem was not that it was just shallow. It suggest that it did not meet one objective on
20 your side which was: We need the bird. We need the evidence to support the charges, come what may. And they have not given us serious evidence that will make these charges stick.

MR MANTSHA: It is absolutely incorrect. As I have already indicated in the evidence. As the charge sheet is

set out, as the report from the Audit Committee is set, the evidence was there. In fact, Chairperson, you have heard of the Dentons report by the current acting Chief Executive of Sadik. That report, eventually, was concluded ...[intervenes]

CHAIRPERSON: Please just remind me because you are mentioning for the second time – you are referring to the current acting Chief Executive Denel for the second time. I have no recollection of who that is. What is his or her
10 name?

MR MANTSHA: Sadik. Mr Sadik. Talib.

CHAIRPERSON: Oh, okay, okay.

MR MANTSHA: Ja.

CHAIRPERSON: Now I remember. Okay alright. I am sorry, I interrupted you while you were giving your answer. Please continue.

MR MANTSHA: Well, in fact, he told the Chairperson that that report was completed and the findings of Dentons, I think they were read before the Commission.

20 **CHAIRPERSON:** They may ...[intervenes]

MR MANTSHA: What ...[intervenes]

CHAIRPERSON: It is just that I cannot remember now.

MR MANTSHA: Yes.

CHAIRPERSON: Ja.

MR MANTSHA: Yes. I think Mr Kennedy read them into

the record.

CHAIRPERSON: Okay.

MR MANTSHA: So what I am indicating here Chairperson. The report did not deal with the terms of reference that we have given to them. If you see what Mr Kennedy has read in the record when Mr Talib Sadik was testifying, those were the issues which we wanted them to look at it.

Why the Dentons report? It was important because as the Audit and Risk Committee was engaging
10 the bankers, there were issues that there was a refusal to do a due diligence report on the LSSA as a company.

Chair, you have heard evidence that says the value of 855 was obviously exaggerated. So there were all those sorts of issues where we expected them to engage more extensively on those issues and present the report. So this is what I am trying to explain here.

CHAIRPERSON: Well, I guess what Mr Kennedy is raising with you, includes the question: Why would you have to say to the acting Company Secretary that he or she, I think
20 it was a she, should direct Dentons to provide information to support the charges?

In other words, at least that is what I assume, that the – what was expected of Dentons when investigating, was that they would investigate and come up with, whether it is findings, recommendations, to say, yes,

this charge is supported by evidence, this one is not supported by evidence or all are supported by evidence or none of them of them are supported by evidence.

They are supposed to know their job. Why direct the acting Company Secretary to say: Tell them to provide information supporting the charges? I think that is part of what Mr Kennedy is asking.

Their attorneys who just told us that they must taken to know their job. Why tell them what to give you?

10 **MR MANTSHA:** With respect Chairperson. The charges as indicated from the Risk and Audit report was served on the board on the 23rd. The deliberation of the board, the suspension letters and the charge sheet.

So the charges were clearly formulated. What this letter was supposed to mean. There were other peripheral issues which Dentons report was supposed to give us, not what we already know, because you know you have to get value for money.

20 We already knew that the terms sheet has been changed from five years to six months. There was no ministerial approval. So all those facts we knew but there were other issues which required in-depth investigation.

The appointment of Nedbank as the transaction advisor for the equity partner. So there were all associated issues relating to the LSSA transaction. And

these were the issues we wanted them to investigate, not to tell us issues that we already know.

CHAIRPERSON: Are you saying that the mandate give to Dentons was not to investigate objectively, whether there was evidence any one or more of the charges because the board already knew that there was evidence of charges?

All they were being asked to do is put together that evidence that supports the charges because we know that the charges are properly founded. Are you – is that
10 what you are telling me?

MR MANTSHA: I think Chairperson, you... as well because there were a whole range of issues related to this transaction. So we had the fiduciary duty as a board to report other issues that we were keeping from the bankers, who were keeping from people who were invited to participate and the equity partners, we were keeping issues from the company that was picked as a possible equity...

So there were a number of issues which we
20 wanted clarity on but the main evidence has been already clearly set out. The document to support that evidence was clearly there.

CHAIRPERSON: So the answer to my question, I take it, was yes, but you wanted to add on top of that...

MR MANTSHA: Correct Chairperson.

CHAIRPERSON: Okay. Mr Kennedy.

ADV KENNEDY SC: Thank you Chair. But why were you worried that you needed to make sure that the Dentons report had enough in it to support the charges? You were instructing that the charges were going to go out the next day which is what happened. As a parallel process, you are asking the Dentons report must be rewritten so that it does support the charges.

You are not saying: Give them an opportunity to
10 indicate what their professional view is objectively, as the Chairperson has suggested to you.

MR MANTSHA: No. Obviously, the interpretation you are giving to this part is not exact what was meant because when you look at this, the charges were issued the following day. It was of course not possible that this letter was saying: Look, give us the evidence. The evidence was there as set out in the charge sheet ...[intervenes]

ADV KENNEDY SC: But then... Dentons report at all. If the evidence was there, why did the disciplinary inquiry not
20 happen? On the 23rd of September... I am going to repeat, I am afraid and I must apologise to you.

On the 23rd of September 2015, you as the chairperson were convinced from a memo from the Audit and Risk Committee to which the Executives had not responded in any detail, you were convinced that there was

more than enough evidence to fire them on the spot.

Three months later, sees you in a situation where you have at state expense, I might add, public expense, employed an outside firm of attorneys, Dentons, to prepare a report, no doubt, to get together evidence for the disciplinary charges. And they give you a report but it does not give you the evidence of the charges.

So you say: Well, let us carry on. We do not charge them tomorrow anyway. In the meantime, ask
10 Dentons to rewrite their report. This time to try and find some support for the charges. It is all back to front. Is it not?

MR MANTSHA: Well, Chairperson, I think the logic is very simple here. If you actually start the logic from the report of the Audit and Risk Committee, the deliberation of the board and all the documents which were sent to these employees.

So their additions were consistent, clearly consistent. And so I have indicated to the Chairperson,
20 there were many issues involved in this transaction, including allegations of corruption and bribery.

So there were a number of things which Dentons was supposed to present. The Dentons report was beyond this disciplinary hearing. It was not only meant for the disciplinary hearing.

ADV KENNEDY SC: But hang on Mr Mantsha. I am sorry to interrupt but may ...[intervenes]

CHAIRPERSON: Let – maybe let him finish. Yes.

ADV KENNEDY SC: Sorry.

CHAIRPERSON: Maybe let him finish. Mr Mantsha, finish with your answer.

MR MANTSHA: So there were a number of allegations which were flying all over. So the Dentons report was meant to address all of it. It was not that we could not
10 have disciplined these employees without their report.

CHAIRPERSON: Oh. Okay well, that brings me to what you said if you look at logic. Now one thing that does not seem to accord with my logic is that you have said as at the date on which the date on which the decision to suspend them was taken, there was clear evidence, it was strong and the documentation was there.

Actually, the decision, they could have been fired on the spot, as far as you are concerned. Now why do you need Dentons insofar as the formulation of charges
20 for insofar as information supporting the charges is concerned because you are satisfied it is there.

And as I recall, your board did not just have you as a lawyer. There were quite a few legally trained people as I recall correctly.

MR MANTSHA: Correct.

CHAIRPERSON: Why not just hand over the evidence to CDH if they were supposed to prosecute, as it were, in the disciplinary inquiry? Let them formulate the charges, run with the disciplinary inquiry instead of waiting for three months.

MR MANTSHA: Well, Chairperson, you can clearly see from the letter of the 18th that charges were formulated. So correctly, we did not need the Dentons report to proceed with the disciplinary hearings.

10 **CHAIRPERSON:** H'm.

MR MANTSHA: As I said and I repeat. The Dentons report was to cover all range of issues.

CHAIRPERSON: H'm?

MR MANTSHA: That additional issues would serve before the hearing, probably, as possible charges.

CHAIRPERSON: H'm?

MR MANTSHA: That is how far I can take the matter.

CHAIRPERSON: Mr Kennedy.

20 **ADV KENNEDY SC:** Thank you Chair. I want to test your suggestion what Dentons were really required to do, was not provide information for these charges because you already had it. They had to provide information for other possibilities such as corruption and fraud and such. But your letter which records the instruction that must be given to Dentons says, page 389, the same page, paragraph 4.

“You are requested to inform Dentons their report is not acceptable and requesting to provide us with a report, in other words a new report, within 30-days and kindly direct them...”

This is a shopping list for what has to be put in a new report compared with the old.

“...provide information to support that charges...”

10 Those are the charges that are subject of the charge sheet that went out the next day. It is not for any other potential charges. It is not say: Please Dentons, you have confined yourself to the charges that the Audit and Risk Committee indicated on the 22nd of September 2015. Nothing at all.

 You... Effectively, you are saying: We are going to charge them tomorrow. By the way, also ask Dentons to go and find some more evidence that can show that we have a basis for the charges. It is completely the
20 opposite.

 Surely, as any police officer, any prosecutor in a criminal context or any disciplinary lawyer would know, you find what the evidence is, you sift that evidence, you then determine whether the evidence show a proper winnable case to the effect that the employee may be guilty of

something.

Here you are saying: Let us go for the charges and then let us ask Dentons to do – make a second effort to try and find any evidence for those charges. It is back to front. Is it not?

MR MANTSHA: Well, Chairperson, I think – I am repeating myself in terms of my explanation. I respect the view that he is making forward but I do not want to continue to repeat myself but as I have said, we had more
10 than enough evidence as set out in the documents, we charge...

So Dentons was appointed above other things to provide specific issues. So as we sit here, we have got the benefit of a final report which they have presented and that follow report as it was read before this Commission, actually confirm what is set out in the charge sheet as correct.

ADV KENNEDY SC: Well, it is not quite as simple as that but I am not going to engage in a debate with you on that
20 Mr Mantsha because I want to stick to the, what seems to be the essential issue here and that is why you were so concerned not to accept the Dentons report and to require them to find more information to provide information to support the charges.

I find it concerning, particularly as a legal

practitioner. When a client tells me, as this instruction seems to be directed to Dentons: Dentons, you find incriminating evidence. Not: Dentons, find evidence which objectively tested and then give us a view as to whether we have a basis for charge or not.

It is like asking an advocate to give an opinion but it must say that the client is right. You understand the concern?

MR MANTSHA: I really appreciate your concern.

10 **ADV KENNEDY SC:** Yes.

MR MANTSHA: And Chairperson, I appreciate the concern but the evidence was there.

ADV KENNEDY SC: Right.

MR MANTSHA: The evidence was there. The evidence should have been captured.

ADV KENNEDY SC: Yes.

MR MANTSHA: And their report did not even capture that evidence because... it was not... [Speaker's voice drops – unclear.]

20 **CHAIRPERSON:** Well ...[intervenes]

MR MANTSHA: So maybe the reading of these paragraphs do not clearly said what the clear intention was. I suppose Chairperson, as you always in your career of many years, as you always seek to interpret either the legislation. So there is always sometime the usage of the

language which does not carry the real intention.

It might well be that the usage of the language here did not convey exactly what we wanted but as I responded to the Chairperson, it was more than what we already had and what we already had was supposed to be professional, in our view, as we must get value for money, as you correctly say, public money.

So when you give us a report, it must be a report that shows that work has been done and we were not
10 satisfied.

ADV KENNEDY SC: I would like to suggest to you that the paragraph that we have been so long on, is in fact quite clear in its intention to really reconcile it with your own evidence. Of course when I make remarks about the importance of ensuring that legal practitioners be given a free hand to give proper objective, independent advice, I am talking to you not simply as the former Chairperson of the Board of Denel, but of course as an attorney.

MR MANTSHA: I appreciate that.

20 **ADV KENNEDY SC:** Of many years' experience, not so?

MR MANTSHA: I appreciate that Chairperson.

ADV KENNEDY SC: We are aware that you were struck off the roll of attorneys in 2011 but then reinstated, not so thereafter?

MR MANTSHA: Correct.

ADV KENNEDY SC: Yes. At the time that you were the Chairperson of the Board here, had you by then been reinstated as an Attorney?

MR MANTSHA: Correct.

ADV KENNEDY SC: So your being removed off the roll, struck off the roll was now over. It had been reversed as it were.

MR MANTSHA: Correct.

ADV KENNEDY SC: You did not appeal the original
10 decision as I understand it, but you applied again later and then succeeded in persuading the High Court to reinstate you on the roll of attorneys.

MR MANTSHA: Correct.

ADV KENNEDY SC: Just to complete this reference to the Denton's report, you say in paragraph 5, and lastly may you ...[intervenes]

CHAIRPERSON: I am sorry Mr Kennedy. Mr Mantsha, I just want to put this and I am quite happy for you to respond and say something if you wish to, but if you feel
20 you have given an answer I am quite happy that you say so as well.

This is the proposition, that in paragraph 4, when in paragraph 4 you say the acting company secretary must tell Dentons that their report is not accepted. The reason why it is not accepted, appears ... seems to appear from

the balance of the paragraph, namely what we were expecting from them.

It is the report that gives us information that supports the charges. The reason when you look at this without any other explanation you might give, when you just look at this, it is like the defect in the report is that it does not give us information that supports the charges.

So I am just saying that is the impression I get when I look at this on its own. You might be able to say
10 here is my response to that or you might say I cannot add to what I have already said.

MR MANTSHA: I think Chairperson, just a quick response. If you read this letter out of context of what was happening, you can probably come with that conclusion, but if you read this letter in the context of what was happening, so clearly you cannot come to that conclusion.

So I am saying reading the letter in the context of what the evidence which was presented and the reports which were given, so this letter cannot mean that there
20 was no evidence when the decision was taken. If we are reading this letter within the context, but if you take this letter as a standalone, then you can come to that conclusion.

CHAIRPERSON: Okay. Mr Kennedy?

ADV KENNEDY SC: Thank you Chair. Just in conclusion

on this letter at the foot of the page, 389 paragraph 5, you say:

“And lastly may you recall the stridulated Dentons report and make sure it is not circulated.”

Now Mr Saloojee has suggested that this was again part of the smoke screen, part of the strategy. He did not want a report that was neutral in favour of Saloojee and Nonhlonhlo to be circulated. You were simply driven
10 by the sole motive which was to concoct the parties against each other.

Any view on that?

MR MANTSHA: Chairperson, that is absolutely, absolutely incorrect. There is a completed Denton report as we speak, which do find these two executive [indistinct] of various issues, including non- disclosure and other things.

So there is a report as we speak now. So I do not want to keep on repeating myself.

ADV KENNEDY SC: Yes.

20 **MR MANTSHA:** So I completely disagree. There was no smoke screen. The allegations as they were on the 23rd of September, as they were at the time of the suspension and at the time of the serving of the charge sheet, is the same as it stands before this Commission as presented by Mr Talied Sadik, who took this Commission on the Denton's

report as it stands today as completed.

ADV KENNEDY SC: Right. So that was your letter to the acting company secretary. We know that the charges and the other documents were then issued the following day. If I can now take you to page 385?

In fact, sorry just before we get there. One thing I missed on page 383 which was part of your notification of the disciplinary process including the charge sheet. You have 383? 383, it is just a few pages before
10 where we were.

MR MANTSHA: Thank you Mr Kennedy.

ADV KENNEDY SC: Paragraph 6. You say:

“Please be advised disciplinary hearing will be held on the 25th of January 2016. To be advised of the venue, etcetera.”

So that was now finally scheduled for the 25th of January 2016, four months after the decision to suspend them and to subject them to disciplinary charges.

MR MANTSHA: Correct.

20 **ADV KENNEDY SC:** Now Ms Walele, the attorney representing the three, then writes on the 1st of January, sorry the 7th of January, page 385 and she writes she addressed her letter to Mr Adil Pathel who is a very senior and experienced labour lawyer at CDH, Cliff Decker Hofmeyr, and she writes to him, no doubt because he was

already involved as part of the legal team, to prepare for the disciplinary inquiry.

MR MANTSHA: Correct.

ADV KENNEDY SC: Now she says in paragraph 1 that she will be assisted by senior counsel, in fact a later letter refers to that in brief Advocate Craig Watt Pringle SC, the representative for the Employee, and then she says in paragraph 2:

10 “We are in the process for preparing for the disciplinary hearings scheduled for the 25th of January 2016 and require a number of documents to adequately presents our client’s defence.”

Then she asks for specific documents, set out on page 386 and then she says on page 387, paragraph 4:

20 “We understand that Dentons have furnished your client with a report pursuant to the completion of their investigation. Our clients have since been charged and would like to have access to the conclusions made pursuant to the investigation. We have reason to believe that the contents of the report are essential for our client’s defence and therefore request that same be made available to our client.”

Now that Dentons report was not made available to Mr Saloojee, or Mr Nonhlonhlo or Ms Africa or their legal team, correct?

MR MANTSHA: Yes.

ADV KENNEDY SC: Why was it not [indistinct]?

MR MANTSHA: Well, Chairperson I and the Board, we were not handling the disciplinary process on behalf of, I must say this. That we were very unhappy with the way in which the legal department was moving on the matter. I
10 think to a certain extent where I think we, the person who was holding this position, I think had so much pressure and some breakdown and eventually approved. She left the company.

So we were not happy with the pace of this matter. Yet we were pressed with saving the company as the company was sinking. So we raised our concerns about the pace. We were not happy about the pace. We raised our concern about the maintenance report because it was not worth what we were paying for.

20 So we raised those concerns and in our view I do not know what served to us one can even consider as a report. So that is why it was in the interest of the, complete the report and that report can be served to these Employees.

I do not know whether they completed the report

as it was testified here, whether it was given to the Employees, but we were particularly not happen.

ADV KENNEDY SC: Well, we do know and there has been evidence from the witnesses that they never received any Dentons report. I would like to test your version for a moment please. You have suggested, just remember please.

My previous question was were they ever provided with the Dentons report. You say you do not
10 know. We have heard evidence. The Commission has heard evidence that that was never provided. The Dentons report was never provided, and when I asked you why not, your explanation seems to be well people were so busy, but people being too busy does not explain that why you do not ever report.

MR MANTSHA: I think that is not what I tried to answer with respect.

ADV KENNEDY SC: Then I apologise, just to clarify please?

20 **MR MANTSHA:** Yes, I repeat myself. The report which served before us was not, it was such a very shallow document, it was so incomplete, it was not a report you can serve and we requested that please talk to these people to finalize this report.

I must also add that the appointment of the

investigator of Dentons, it had of course nothing to do with the board, because these are all decisions of the management. As the Chairperson I have never sat down with the Denton people.

I think the members of Audit and Risk Committee had meetings with them and convey our unhappiness with the pace of the work. I think they had some discussion as they were interacting with them, but yes we were not happy with the report and it was not served at that stage,
10 because it was really not complete.

The report that we saw.

CHAIRPERSON: Well, the Employees who had been suspended were senior Employees. Maybe the term executives is correct. Are you saying that whether or not there should be an investigation such as the investigation that was conducted by Dentons, was not a decision that was made by the board?

MR MANTSHA: Well, the board made a decision to investigate that there are all sort of allegations. There is
20 allegations of bribery, there were allegations of corruption. There were a lot of allegations. They have inflated price what Denel has paid and all sorts of things.

So we then say there must be an investigation. But in terms of the company protocol, the executive appoint service providers. It is not the board that appoint

service providers.

CHAIRPERSON: Yes.

MR MANTSHA: So Denton was appointed to do this job.

CHAIRPERSON: By the management?

MR MANTSHA: By the management.

CHAIRPERSON: Ja.

MR MANTSHA: And as I said, I think I was never, I have never met them. I think there were either two or I do not know how many meetings with the Audit and Risk
10 Committee and members of Audit and Risk Committee of course convey the displeasure from the board in terms of what we were seeing at the time.

CHAIRPERSON: Okay, Mr Kennedy?

ADV KENNEDY SC: Thank you Chair. Now we have just seen that the disciplinary hearing was supposed to take place on the 25th of January 2016, correct?

MR MANTSHA: Correct.

ADV KENNEDY SC: Now that disciplinary inquiry did not take place on that date. If I can take you to page 385,
20 there is another letter from Ms Walele again addressed to Mr Patel at CDH.

That is the very date that the inquiry was supposed to start on the 25th of January and she says:

“Your email with attached letter dated the 22nd of January 2015, 2016 I beg your pardon and our telephone

conversation of even date refers. Please be advised that our clients will attend a proposed mediation process as set out in your letter and subject to the following terms.”

Then she refers to the venue being the chambers of the counsel who had been appointed to try to mediate, Advocate Pretorius SC, and ...[intervenes]

CHAIRPERSON: Sorry, I am sorry. Where are you reading from?

ADV KENNEDY SC: Page 395.

10 **CHAIRPERSON:** Okay, thank you I found it.

ADV KENNEDY SC: So what this letter indicated Mr Mantsha is that the disciplinary inquiry was now being put aside for a while, because instead what was being proposed on behalf of Denel was to go for mediation Chaired by a different counsel.

They agreed to this subject to certain conditions, and were you aware that in fact there was a mediation exercise undertaken?

20 **MR MANTSHA:** Well, I am not preview to everything that was happening.

ADV KENNEDY SC: Were you aware or were you not?

MR MANTSHA: I might recall that maybe on the day I was informed that there will be mitigation of some sort, but I cannot really recall Chairperson.

ADV KENNEDY SC: Okay.

CHAIRPERSON: But you are not suggesting, are you, that in a situation where the board has suspended Employees pending a disciplinary inquiry, the management could take a decision to go to mediation and therefore not pursue what has been approved by the board, namely pursuing disciplinary charges, that they could do that without going back to the board to say you give, should we follow this mediation route because your decision as the board is that we must pursue disciplinary charges?

10 You are not suggesting that they did that?

MR MANTSHA: With respect Chairperson, I am not suggesting that.

CHAIRPERSON: Okay.

MR MANTSHA: I think I will repeat myself again, the Audit and Risk Committee of the board was of course involved in this matter from the beginning.

CHAIRPERSON: They were managing this process.

MR MANTSHA: Yes, investigation and all sorts of things.

CHAIRPERSON: Okay.

20 **MR MANTSHA:** So the correspondence from an attorney to the attorneys of the company, the attorneys of the company would then talk with the legal department of the company. The legal department of the company would probably talk to the CE or the CFO, and then they would relay the matter to the committee that was dealing with it.

So all I am saying to you is I am not saying that the decision of having mediation would have been taken by the legal department without consulting the relevant committee of the board which was handling the matter. I am not suggesting that.

CHAIRPERSON: Yes, okay. Okay.

MR MANTSHA: So what I am saying to you, of course if there was then mediation, it was of course with the blessing of the relevant committee of the board which was
10 dealing with the matter.

CHAIRPERSON: Okay, the Audit and Risk Committee? The Audit and Risk Committee.

MR MANTSHA: The Audit and Risk Committee, yes.

CHAIRPERSON: Okay, alright. Mr Kennedy?

ADV KENNEDY SC: Thank you. Now the Commission has heard evidence from Mr Saloojee that the mediation session did in fact take place, Chaired by Advocate Pretorius SC. It did not succeed in resolving the dispute and that what was conveyed to the executives and their
20 legal team, was that Denel was prepared to look at a settlement, but not on the basis that they would resume work.

Do you know about that or if you do not know, just say you do not know?

MR MANTSHA: Well, I really do not know the contest of it.

ADV KENNEDY SC: Okay. Now if I can refer you now to page 403, there is one of various emails. Chair, I am not going to take him through every single one. Just the ones that seem to be important.

CHAIRPERSON: Ja.

ADV KENNEDY SC: The top of page 403 sir, is an email from Ms Walele to Adel Patel from CDH, on the 16th of February 2016. You see that?

MR MANTSHA: Yes.

10 **ADV KENNEDY SC:** And she says:

“Dear Adil. Our request for documents from yourselves, have fallen on deaf ears. Your failure to hand over the documents already requested, has impacted on our preparation of this matter. You are dealing with complex issues and a large volume of documents that will oblige yourself to furnish our clients with same to ensure that they are adequately prepared for the hearing.”

Now Mr Mantsha, the ...[intervenes]

MR MANTSHA: Correction sir.

20 **ADV KENNEDY SC:** Sorry, Mr Mantsha. I beg your pardon. I was dyslexic and now I pronounced, you said it very different from everyone else. I apologise, with no disrespect to you or to Mr Mantsha. Mr Mantsha, this is one of a number of emails and formal letters in which Ms Walele repeatedly, right from her response as far back as

the 7th of January has been repeatedly asking for documents.

You were not aware of that. You cannot ...[intervenes]

MR MANTSHA: Chairperson, I am not preview to those communications.

ADV KENNEDY SC: Yes. Yes, you see you suggested earlier in one of your answers to the Chairperson that the Employees may have been delaying things and then you
10 backtracked from that. What I want to put to you and I want you to comment on it to say I agree or I disagree or I do not know.

What I want to put to you is when one looks at all the correspondence, there is nothing in the papers at all that shows that the Employees and the executives or their legal team were delaying things unreasonably. It happens all the time.

But when one as a legal practitioner is briefed or instructed to represent a particularly a senior executive in
20 a major corporation like Denel, one of the first things you do is to ask for documents. We have the charge sheet, now we would like to ask you for documents.

So it is a perfectly normal request, and the complaint that has been laid by Mr Saloojee in his evidence and Mr Nonhlonhlo was that we kept asking for

documents, we kept saying why is this disciplinary process taking so long, a concern that you have indicated you shared, and one of the problem was but they just do not give us any documents.

Now if your concern at the top level of the board of Denel were anxious to ensure that the disciplinary process should be dealt with quickly, why was there no production of documents? Do you have any explanation for that or is that beyond your knowledge?

10 **MR MANTSHA**: Well Chairperson, that is obviously beyond my knowledge. I have never dealt with the lawyers representing the company. The legal department dealt with them. So I am not even preview to this kind of exchange, but I must say the following to you Chairperson.

We were obviously very concerned with the pace of this process and internally we had our own battles about it.

CHAIRPERSON: Well, I expect you to have been concerned and I am, I suspect that I do not have, I have
20 not seen anything here that the delay had now reached maybe about seven months of suspension and per month paying these three executives must have been quite a substantial amount.

MR MANTSHA: Correct.

CHAIRPERSON: I would be surprised if you, the company

was paying them altogether less than R400 000-00, R500 000-00. Maybe I am even too conservative. You have an idea how much Denel was paying per month each time, each month they were not working and then they were on suspension, more or less?

MR MANTSHA: With respect Chairperson, I ...[intervenes]

CHAIRPERSON: You have no idea?

MR MANTSHA: I have no idea about their salaries.

CHAIRPERSON: Yes, because that becomes important, is
10 it not? When you look at the delay you know because you cannot afford a situation where the company is paying a lot of money to Employees who are not rendering any service to it, and it is pending an inquiry and it is taking too long because it is untenable.

MR MANTSHA: Correct Chairperson.

CHAIRPERSON: You have said that.

MR MANTSHA: And this is what happened here. The Chairperson is perfectly correct. We shared the same sentiment. This was prolong and as this was being
20 prolonged, of course there were a number of political events taking place in the country.

So we were not happy with how this matter was done. With all respect to the companies attorneys who were handling this matter, but we just felt our internal people were not moving with speed, and at the same time

as I said, we were so consumed with the bigger picture for the company, and of course that consumed a lot of our attention and we were more focused on those.

I share the same sentiment. We were not happy with the duration of this, so it is not like it is something that we were happy with. Not at all. We were not.

CHAIRPERSON: Mr Kennedy?

ADV KENNEDY SC: Thank you Chair. May I raise a question that flows from your own question Chairperson to
10 the witness, about what it must have been costing the company to keep somebody on paid suspension, month after month.

As it happens Chair, it seems to be that your estimate was ...[intervenes]

CHAIRPERSON: Very conservative.

ADV KENNEDY SC: Pretty much spot on.

CHAIRPERSON: Alright.

ADV KENNEDY SC: I think.

CHAIRPERSON: Okay.

20 **ADV KENNEDY SC:** We are going to take you later in the same bundle to the settlement agreement that was concluded between Denel and Mr Saloojee and that indicates that he was paid as part of the benefits, a so called ex gracia amount of 2.36 million rand which it says is an amount equivalent to 50% of the Employee's annual

remuneration.

Now if you take 2.36 million and you double that to get the annual remuneration that gives you about 4.8 million and if you divide that by 12 to get the monthly amount it is in fact spot on what the Chairperson guessed, but it was about R400 000-00 a month that you were paying Mr Saloojee.

Mr Nonhlonhlo we can deal with separately. He obviously earned a bit less. But it was certainly hundreds
10 of thousands of rands that were being paid for month after month after month, in a process that was taking too long in your view.

MR MANTSHA: You are correct.

ADV KENNEDY SC: Correct. Of course Mr Saloojee and Mr Nonhlonhlo suggest something else, which is that the reason why it was taking so long was that they did not capitulate when the three months offer was made to them in settlement [indistinct].

They said bring it on, we want to defend
20 ourselves. You will see that in the Respondent's email but presumably you reject that version. Correct?

MR MANTSHA: I am not ...[intervenes]

ADV KENNEDY SC: You thought you accepted a version that this was actually a smoke screen against them. That you were battling to find a case. If you had had a case,

especially superbly efficient attorneys such as Mr Patel, if I may say so with due respect to him, would have had this disciplinary inquiry done and dusted within a matter of weeks.

MR MANTSHA: Well, I think Chairperson again I am going to be guilty of repeating myself. Categorically, no. There were charges. There were serious charges. There were serious violation that they have committed. The hearing was never a smoke screen.

10 I cannot sit here and talk for the Attorneys of the company. All I can say, I share the displeasure of the matter took too long. Our members of Audit and Risk committee intervene where necessary and I cannot take the matter further than that.

 But it is not true that these charges were just by the way meant to get rid of these people, and again I refer you to the completed report by Denton which then confirmed these allegations and the evidence as we sit here is that a company is taking action, specifically against
20 Mr Saloojee and Mr Nonhlonhlo.

 That evidence is very clear here.

ADV KENNEDY SC: Yes.

MR MANTSHA: So if you take the logic from what was started in 2015 by my board, to what has happened in the current investigation by the company, clearly that

allegation have been sustained and the current leadership of Denel has adopted from the evidence that was presented here.

So to say this was a smoke screen, let us assume you can accuse my board of trying to put up together, but then you have got another board, then you have got another executive. We have accepted it. So and anyway at the nature of the charges, put the conditions of approval on one hand and what happened? The approval was for a
10 five year term loan. The loan which these executives signed for was a bridge finance for six months.

We gave them an approval, because they must get the approval from the shareholder, the executive authority. There was no approval, so to actually try to suggest that this was a smoke screen of some sort, whilst the evidence are clear.

The approval conditions from National Treasury, the approval conditions from the Department of Public Enterprise is all there. The action of the executive, it is
20 there. They were told please do not play the banks against one another.

What did they do? They went to go and play Absa against Nedbank. What did they do? They let Nedbank run with no security, they gave Absa security. So they have completely as is captured in the final report

which you have presented to this Commission, that they did not follow the terms and conditions of the approval.

That is the case.

CHAIRPERSON: Well, I am sorry Mr Kennedy. I want to go back to Mr Kennedy's earlier formulation of his question. He later re-formulated it. Are you in a position to deny or dispute the Employee's version that throughout their suspension, maybe it is not throughout, but most of that period of suspension, their attitude was you
10 suspended us on the basis that they were, we were guilty of misconduct and there would be a disciplinary inquiry.

Bring those charges on, bring that hearing on and they say when the offer of three months pay as a settlement was made, they rejected it because they wanted to clear their names at the disciplinary inquiry. They say, if I recall correctly, even the mediation when it was put before them, they insisted that they wanted a disciplinary inquiry because they wanted to clear their name.

They were satisfied that there was no evidence
20 of wrongdoing on their part. Now as I understand it, we know that for the first at least six months, maybe more than that, no three months I am sorry, it is accepted that the delay in convening a disciplinary inquiry was not due to any delaying tactics on their part, one.

Two, charges were brought and then they asked

for documents. A settlement offer was made which as I understand their evidence they rejected, they were not interested in it. At some stage, I cannot remember what stage, a mediation proposal was made they say, and they say all of this comes from the Employer, not from them.

You know, the settlement offer comes from the Employer. The mediation proposal comes from the Employer. They say throughout we are saying bring the disciplinary hearing. So are you able to say that is not,
 10 that was not their attitude or are you only able to say you are not aware that that was their attitude?

MR MANTSHA: Well, Chairperson with respect, a lot of it will be rhetorical. We are in a profession that every day we meet people. Irrespective of the allegations but then they maintain certain positions, and probably some time to fight it on, while they know very well that I see we are spending a lot of time on this issue, but Chairperson, we sit with objective facts before us.

I think with respect ...[intervenes]

20 **CHAIRPERSON:** Hang on one second, I am going to interrupt you. You have made the point about the final report. I guess it is of the Dentons, but I am just wanting to establish whether with regard to what they said was their attitude, whether you are able to say it is not true, that was not their attitude or you say it is true, that was

their attitude or you say I actually do not know whether it was their attitude or not.

MR MANTSHA: Well, firstly I was not part of the discussions between our lawyers and their lawyers. So whether they were saying bring it on or not, but what I am saying with respect Chairperson, for me in the profession that we are in, that completely means nothing.

So whether they said bring it on or not bring it on, but it does not address the serious violation. It does
10 not mean that the allegations against them, despite of the brave face they were trying to put, were not strong and valid allegations against them.

CHAIRPERSON: Just one aspect that I do not want to forget to raise with you. Do you know whether Dentons actually interviewed them and got their version, their side of the story before preparing their final report?

MR MANTSHA: With respect Chairperson, I ...[intervenes]

CHAIRPERSON: You have no knowledge?

MR MANTSHA: I have no idea because it seems from the
20 evidence before this Commission, that these reports have been finalized fairly after my departure.

CHAIRPERSON: Yes.

MR MANTSHA: And after the departure of my board.

CHAIRPERSON: Yes.

MR MANTSHA: So these reports are serving I think in the

current. I really do not know.

CHAIRPERSON: Of course you would agree, would you not, that if and I say if because I am also not sure. If Dentons report completed their report without interviewing these Employees, then their report would not carry the kind of weight that one would have attached to it, if they had interviewed and got their side of the story.

MR MANTSHA: Well, with respect Chairperson, the Commission led evidence of Mr Sadik on those issues, and
10 I have got a transcript here with me.

CHAIRPERSON: Yes.

MR MANTSHA: But what I do not see, I do not see that question Chairperson, that the Chairperson is raising now.

CHAIRPERSON: Yes, yes.

MR MANTSHA: How good is the report.

CHAIRPERSON: Maybe it is because of how you are presenting your evidence.

MR MANTSHA: Yes, and Chairperson with respect I think that question is being asked to a wrong person, with
20 respect.

CHAIRPERSON: Ja, ja.

MR MANTSHA: I have made copies of the various transcripts of evidence.

CHAIRPERSON: Ja.

MR MANTSHA: And that evidence is clear. There was

nothing that stopped the Commission to actually raise that question with you.

CHAIRPERSON: Ja.

MR MANTSHA: But my understanding when I read the evidence, the Commission placed certain reports to them, and those matters were not disputed and the questions which are being asked to me, were not asked. I think it is unfair that I can answer something that has happened after my departure, but the records are here and these are the
10 records of the Commission, and this is the evidence that the Commission has placed.

What comes out of it, is not for me to say
Chairperson.

CHAIRPERSON: Okay. Mr Kennedy?

ADV KENNEDY SC: Thank you Chair, may I just assist? In fact the evidence of Mr Saloojee and Mr Nonhlonhlo is that they were at one stage interviewed by Dentons.

CHAIRPERSON: Oh, okay. Okay.

ADV KENNEDY SC: But what is clear is that there was no
20 disciplinary inquiry.

CHAIRPERSON: Yes, okay.

ADV KENNEDY SC: After which ...[intervenes]

CHAIRPERSON: Okay, that is ja.

ADV KENNEDY SC: On which the witness can be cross-examined.

CHAIRPERSON: No, that is fine, ja.

ADV KENNEDY SC: Alright, thank you. Mr Mantsha, may I now take you to page 405?

CHAIRPERSON: What page?

ADV KENNEDY SC: 405. This is another letter from Ms Walele to Mr Patel and I will not take you through the whole of it, but she quotes a newspaper article, which quotes you as having said something before parliament, a parliamentary committee, select committee on public
10 enterprises and communication.

You were quoted in the media, saying these officials referring to the executives were in breach of the law and they failed to observe the legal requirements of the PFMA. Did you in fact say that to the parliamentary committee?

MR MANTSHA: I might have said that, correct.

ADV KENNEDY SC: Yes. Now what she complains about, is firstly that you found them guilty even before a disciplinary inquiry is being held and secondly that there
20 has been a delay. The top of page 406, she says paragraph 2:

“Essentially our clients have already been found guilty by the Employer and as previously alluded to, had imputed to the view held by our clients that there was a concerted effort by

your clients to terminate our client's employment. Your client by so doing have pronounced upon and have concluded that our clients are guilty before even having regard to their rights and fairness."

Is that criticism not a justified criticism in your view?

MR MANTSHA: No, not really Chairperson. Again, it is one paragraph. When you go to parliament, there are
10 presentation that you, you do not just speak to parliament. A presentation that you speak on, that you circulate to members of parliament.

So just pick one line like this and say this is what the newspaper reported, is not saying this is what your client's presentation stated. So it is really not for me to answer what newspaper have written.

ADV KENNEDY SC: Yes, but Mr Mantsha you have accepted, you have admitted that you may have said this, and there has been no reply from Mr Patel or from your
20 office or anybody else that we are aware of, that disputes that you in fact said that to parliament, and you accepted you may have said it.

MR MANTSHA: No ...[intervenes]

ADV KENNEDY SC: I take your point completely that this is one sentence taken out of a lengthy address and so to

be fair to you, there may be other statements that you may have made, but it does seem that right from the 23rd of September 2015 where you believed Ben already before they had even been suspended, there was more than enough evidence to fire them on the spot, as you put it.

Here, months later you are telling parliament these executives have breached the law and have breached the PFMA. Now is it not appropriate rather to tell parliament there are allegations that they may have
10 breached the law, and may be in breach of the PFMA, and therefore we had a disciplinary inquiry.

It is being convened.

MR MANTSHA: With respect Chairperson, I do not think we must get into a statement which is allegedly said by the newspaper. So I make presentation to parliament, in the profession where I practice. We speak of allegations. So to then say I said this statement as it is, there are no basis to suggest that.

To take this statement as a statement of facts,
20 without producing the presentation which was given in parliament, in my frame we speak of allegations. Surely I would have indicated the allegations against these Employees is one, two, three, four, five.

I am quite conscious of that.

ADV KENNEDY SC: Now you seem to be disputing that

you did say to parliament they were guilty of breaches of the law and the PFMA.

MR MANTSHA: No, with respect Chairperson, with respect the way this statement is worded, that is what I am saying. This statement allegedly speaks from the newspaper. I am saying the presentation was made to parliament. It was in a presentation form.

Of course I do not remember all the statements that I have named to parliament, because we presented.
10 So if Mr Kennedy was presenting me with a document where we stated this, then I would appropriately responded to him.

But I cannot respond to this alleged newspaper article that I have said this and that.

ADV KENNEDY SC: I understand. There is no evidence though that any reply was received from Mr Patel at CDH or yourself, that you have been misquoted or that if one looked at the proper context, the quotation was misleading.

MR MANTSHA: With respect Chairperson, I was never
20 party to this statement.

ADV KENNEDY SC: Okay.

MR MANTSHA: I was never even asked Chair, can you comment. Allegedly you made this statement. I was never consulted on it. So I am seeing this as we are proceeding with everything. So it is not something that I was asked to

deal with.

ADV KENNEDY SC: Alright, may I continue with a few last points in the letter, page 406. Paragraph 4, Ms Walele says:

“Your client’s conduct towards my client ...”

That is particularly your statement to parliament that they allege you made is regard, and that being ...[intervenes]

MR MANTSHA: With respect Chair, can I be protected?

10 **CHAIRPERSON:** Yes.

MR MANTSHA: I think it is wrong for Mr Kennedy to say my statement.

CHAIRPERSON: Yes.

MR MANTSHA: I think that is actually there are no basis to make that statement. It is correct to say you alleged ...[intervenes]

ADV KENNEDY SC: I thought I said that.

MR MANTSHA: Which I have denied.

ADV KENNEDY SC: Yes. I thought I have said that, but if
20 I did not, I apologise.

MR MANTSHA: Thank you.

ADV KENNEDY SC: The statement that was attributed to you, is then used as a basis for their allegation in paragraph 4, and please understand some of the remarks you made earlier suggest perhaps a misunderstanding of

my role.

I am here to put the version of Saloojee and Nonhlonhlo, and Ms Africa so that the Chairperson ultimately can come to a view if the, whether the issue has to be decided or not for purposes of this Commission and ...[intervenes]

MR MANTSHA: I really appreciate Chairperson. I really appreciate your role.

ADV KENNEDY SC: Just ...[intervenes]

10 **MR MANTSHA:** Thank you very much.

ADV KENNEDY SC: Just as I have raised issues that were put in your statement to other witnesses, thank you.

CHAIRPERSON: Hang on just one second Mr Kennedy. I see we are at what, eight minutes past nine.

ADV KENNEDY SC: Yes.

CHAIRPERSON: I want to check, from what I have been told I thought I am sitting tomorrow, but I am told that I may have been mistaken.

ADV KENNEDY SC: You have?

20 **CHAIRPERSON:** I may have been mistaken to think I am sitting tomorrow. Now I am just checking in the light of the time, where we are and of course I am able to proceed, but I want to check whether by any chance we are all available tomorrow, in which case if that is the case we can explore whether we should adjourn now, because we are all

available tomorrow, but obviously if we are not all available tomorrow, that then we can decide whether, how far we go from now.

Maybe we go another 30 minutes, stop at half past nine and then if we are not done, arrange to continue one of the evenings again. What is your situation Mr Kennedy?

ADV KENNEDY SC: Chair, I believe I will just have to check my diary but I believe that I should be able to re-
10 arrange things, to make myself available.

CHAIRPERSON: Yes, yes.

ADV KENNEDY SC: I do not know about my learned friends.

CHAIRPERSON: Mr Cilliers?

ADV CILLIERS: May I maybe suggest that Mr Kennedy gives us an indication of how long he still need with the witness?

CHAIRPERSON: Yes.

ADV CILLIERS: Maybe that should be the starting point.

20 **CHAIRPERSON:** Ja, what is your assessment Mr Kennedy?

ADV KENNEDY SC: Chairperson, lawyers are always criticized for making estimates and I have been quite optimistic that we could finish this witness at least by ten o'clock tonight.

CHAIRPERSON: Yes.

ADV KENNEDY SC: But I am afraid that optimism has not borne fruit.

CHAIRPERSON: Yes.

ADV KENNEDY SC: And I think in the nature, I have not interrupted the witness when he has rather tendered to go into reciprocal detail often in response to very limited questions, because obviously he must have a chance to have his full say.

10 **CHAIRPERSON:** Yes.

ADV KENNEDY SC: But on that basis I suspect probably another four hours.

CHAIRPERSON: Yes, I think if the time that we still need in order to finish Mr Mantsha's evidence was a short time. Like 30 minutes maybe we might have considered whether to just proceed and finish, but from what Mr Kennedy says, we need much more than that.

20 That being the case, it may be that there is no warrant for us to proceed if we are not going to finish today anyway. Maybe we should look at finding another, either finding another evening or if tomorrow might work with everybody being available, we can explore tomorrow.

Mr Cilliers?

ADV CILLIERS: May I suggest that you maybe adjourn for a couple of minutes that I just take instructions from my

attorney and find out what their availability is.

CHAIRPERSON: Yes.

ADV CILLIERS: But my client did indicate that he may have difficulty in future, because he has some commitments. I have a difficulty with tomorrow. I am in court tomorrow.

CHAIRPERSON: Oh, you are not available tomorrow.

MR CILLIERS SC: So I unfortunately am not available tomorrow during the course of the day.

10 **CHAIRPERSON:** Okay.

MR CILLIERS SC: Can I ask that you maybe or suggest that we maybe just take the three, four minute adjournment and then I can take it up with him.

CHAIRPERSON: Ja, okay. No, let us do that. We will take a few minutes adjournment and then ...[intervenes]

ADV KENNEDY SC: Should we approach you in chambers Chair?

CHAIRPERSON: Yes, yes you can approach me in chambers, ja.

20 **ADV KENNEDY SC:** In chambers.

CHAIRPERSON: Ja.

ADV KENNEDY SC: Thank you Chair.

CHAIRPERSON: Okay, we adjourn.

REGISTRAR: All rise.

INQUIRY ADJOURNS SINE DIE