



Celebrating the occasion are:
(top) Roddy Sparks,
Fred Robertson and
Gloria Serobe and (bottom)
Old Mutual Asset Managers
Chief Executive, Thabo Dloti.

dedicated 2.3% of the value of Old Mutual (SA) to a new Education Trust, which aims initially to fund tertiary bursaries for the children of union members, helping to create a better future for them.

We want to serve people who were previously excluded from access to financial advice and financial services by fostering the growth of sound financial advice in the black market. In 2004 we launched the Old Mutual Academy for Financial Planners which provides black trainees with the training required to operate as intermediaries. As part of this transaction we have created a trust which will be used to provide access to finance for black intermediaries establishing themselves in our industry.

We believe we have met our objectives:

- To include a broad base of beneficiaries.
- To create value for black shareholders, all employees, customers and communities.

Introducing our new partners



WIPHOLD

WIPHOLD was founded 10 years ago by four successful black women executives as an organisation dedicated to women's empowerment.

In 1999, WIPHOLD became the first women's group to be listed on the JSE Securities Exchange in South Africa.

Later that year WIPHOLD established Wipcapital as an operational financial services wholly owned subsidiary.

The formation of Wipcapital was a direct response to the market's signal at the time that new empowerment models were necessary if empowerment goals were to be achieved. It became clear that the model of BEE companies operating only as passive investment vehicles was problematic. Wipcapital is a company that actively participates in the companies it invests in, delivering both financial services and transformation expertise.

WIPHOLD is one of the most genuinely broad-based black empowerment companies in South Africa today with 1 200 direct beneficiaries and 18 000 indirect beneficiaries through the WIPHOLD Investment Trust. There are over 300 000 indirect beneficiaries through the WIPHOLD Non-Governmental Organisation (NGO) Trust, whose constituent NGOs span all nine provinces. In excess of 60% of the shareholding is in the hands of women. All shareholding is direct and unencumbered.

Key members of the consortium are:

LOUISA MOJELA (Executive Director) who is one of the founders and is Group CEO of WIPHOLD. She has held positions at Standard Corporate and Merchant Bank (SCMB), The Development Bank of Southern Africa (during which time she was seconded to the World Bank in Washington DC), and the Lesotho National Development Corporation. Louisa has completed an Executive Leadership Program at Wharton School of Business at the University of Pennsylvania. In 2000 Louisa was selected as one of the leading women entrepreneurs of the world from different continents and countries. Louisa serves on several boards including ABB SA, Ericsson SA and Sun International.

GLORIA TOMATOE SEROBE (Executive Director) is a founding member of WIPHOLD and CEO of Wipcapital. She was Transnet's Group Financial Director from 1996 to 2001 and member of the board of Transnet and its major subsidiaries, including Spoornet, Portnet, Petronet, SAA and Transtel. Her professional experience includes positions at Exxon Corporation USA, Munich Reinsurance Company of SA, the Premier Group and SCMB. Gloria serves on several boards

including the JSE Securities Exchange and the Export Credit Insurance Corporation. She is Chairperson of the Life Offices Association and a member of the Financial Sector Charter Council.

WENDY N. LUHABE is one of the original founding members of WIPHOLD and has an enviable business track record in the areas of financial services and human resource development. Wendy established Alliance Capital in 1998, a company that currently manages assets of approximately R8 billion. She serves on the board of the JSE Securities Exchange, and is also non-executive Chairperson of the Industrial Development Corporation and is a director of Vodacom.



Also a member of the consortium is Sphere Holdings, which comprises experienced individuals with a proven track record in private equity, investment banking and asset management. Sphere's ownership structure promotes broad-based empowerment whilst incentivising founder shareholders and management who include Itumeleng Kgaboesele (CEO), Executive Directors Pulane Kingston and Aadil Carim and Associate Director Marang Denalane.

While directors and management hold the majority of Sphere, 11% is held by broad-based groupings that have a particular focus on education and the economic upliftment of black women. These groups include Ditikeni Investment Company Limited, (an investment vehicle for 24 NGOs involved in education and training, health (HIV/AIDS), housing and rural development) and the Student Sponsorship Programme.



Brimstone is a black-controlled and managed investment company with its roots in the wider Western Cape community. The company seeks to be profitable, empowering, and to have a positive social impact on the businesses and the individuals with whom it is involved, including shareholders, employees, suppliers, customers and the community. The company looks for above-average returns through the provision of capital, management expertise and impeccable empowerment credentials.

Brimstone listed on the JSE Securities Exchange in July 1998. At the time, the principal activity of the company was as an investment holding company investing chiefly in the branded consumer goods and financial services markets.

Brimstone's strategy is to hold and consolidate investments in the financial services and industrial sectors of the economy. Its management seeks to get involved in their investee companies at a strategic level and advise on policy and strategy at board level.

Key management of the consortium are:

PROFESSOR JAKES GERWEL (Non-Executive Chairman) who was formerly Director General in the office of President Nelson Mandela and Secretary of the Cabinet in the Government of National Unity from 1994 to June 1999. He is Chancellor of Rhodes University, Distinguished Professor in the Humanities at the University of the Western Cape, Honorary Professor in the Humanities at the University of Pretoria and Chairman of the Human Sciences Research Council. He chairs the Boards of Trustees of the Nelson Mandela Foundation, the Mandela Rhodes Foundation and the African Centre for the constructive resolution of disputes. He is the Chairman of Africon and serves on the boards of Naspers and Old Mutual Life Assurance Company (SA).



From top to bottom: Old Mutual plc Chief Executive Jim Sutcliffe and Gloria Serobe in conversation; Old Mutual Gauteng Chief Executive Khehla Mthembu with Siphon Pityana; and Brimstone Chairman Professor Jakes Gerwel with Mutual and Federal Chief Executive Bruce Campbell.



Sharing congratulations at the announcement of the Old Mutual empowerment deal are two key members of the consortia: Gloria Serobe from WIPHOLD and Fred Robertson of Brimstone. Looking on is Tom Boardman, Chief Executive of Nedcor, also a participant in the broad-based empowerment deal.

MUSTAQA AHMED BREY (Chief Executive Officer) who built his own auditing practice into the largest black auditing practice in the country in 1997, namely KMMT Brey Inc. He is a founder member of the company and guided it to a listing on the JSE Securities Exchange in 1998. He serves on listed and unlisted companies' boards including Oceana Fishing Group Ltd, Sea Harvest Ltd, Scientific Group (Pty) Ltd, The Lion of Africa Insurance Company Limited, MICC Property Income Fund Ltd, amongst others.

FRED ROBERTSON (Executive Deputy Chairman) is a former teacher and ex-employee of Old Mutual, who after working at Old Mutual for 10 years left to start his own insurance brokerage, Commlife Holdings. Commlife Holdings currently has interests in private equity, short-term insurance, life assurance, employee benefits, fund management, insurance broking as well as property administration and development. He is co-founder of Brimstone and together with Mustaq has managed the company since inception. Fred has gained extensive business experience through his directorships of Rembrandt Group and Sea Harvest Corporation, as well as chairmanships of Lion of Africa Life Assurance Company, Lion of Africa Insurance Company, House of Monatic and Lobedu Leo Burnett Holdings. He is also a founding trustee of the Business Trust.

LAWRIE ZEV BROZIN (Investment Manager) served articles with Arthur Andersen and qualified as a CA, then became involved in managing his family's business interests. Lawrie joined the management team at Brimstone in October 1996, where he played a valuable role in growing the company to the stage of its listing in 1998. He was intimately involved in BrimEquity, Brimstone's joint venture private equity fund with Coronation Capital Limited and was responsible for monitoring Brimstone's investments in the fund. Lawrie is a Non-Executive Director of Nando's Group Holdings Limited.

TILOSHANI NAIDOO (Legal and Compliance Officer) completed her LLB at the University of the Western Cape and joined Brimstone in 2001. She became Brimstone's Compliance Officer in 2004. Tiloshani is instrumental in furthering Brimstone's culture of change and the transformation initiatives of its investee companies.



Mtha includes investment vehicles Chestnut Hill Investments 211 (Proprietary) Limited and Izingwe Financial Investments.

Mtha's shareholders include the representative bodies of black South African professional lawyers and medical practitioners through the National Association of Democratic Lawyers, The Black Lawyers Association and the South African Medical and Dental Practitioners.

The individuals represented in Mtha have held high-level positions in both public and private sector entities. Collectively, they provide a combination of complementary skills. This includes high-level strategic visioning and positioning, extensive understanding of the public and private sector, strong financial, legal and managerial skills as well as solid business development and marketing abilities.

They have an intimate understanding of black economic empowerment and transformation. This results from years of high-level involvement in public sector transformation, significant roles in the evolution of government economic and delivery strategies and success in driving restructuring and repositioning in large organisations.

As a result, their reach extends throughout the public sector, industry (including the financial services sector), the trade union environment and the African continent.

Chestnut Hill is a 35% shareholder in Mtha and the shareholders of the company include Bulelani Ngcuka, former National Director of the National Prosecuting Authority; Sango Ntsaluba, currently the Chief Executive Officer of Amabubesi Investments and Non-Executive Chairman of Sizwe Ntsaluba; Thabiso Tlelai, Chair of the Tourism Business Council of South Africa, Mveleleli

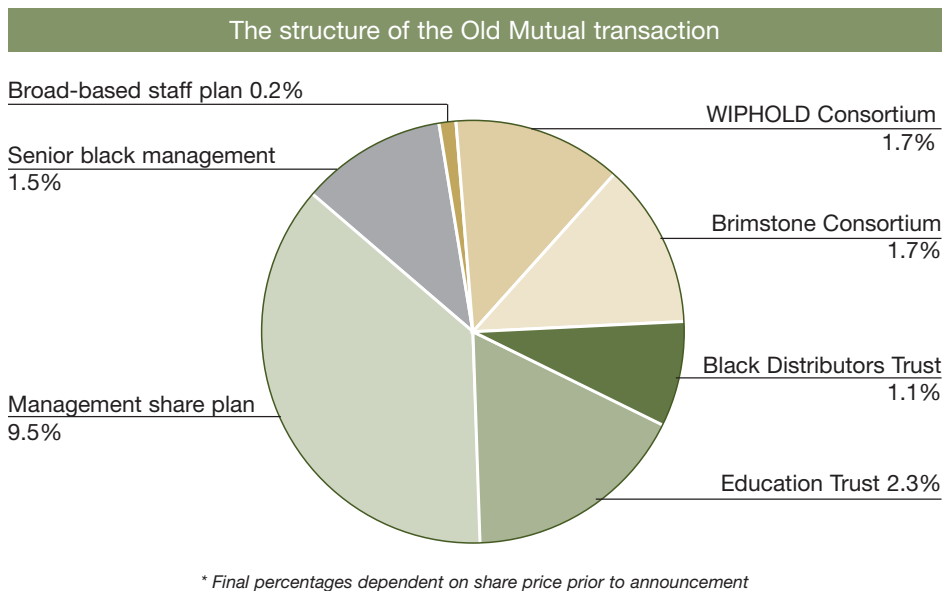
Booi, previously the CEO of Gobodo Incorporated and currently an Executive at Amabubesi; Gilimamba Mahlati, Chairman of Risk Monitor Group; Kennedy Memani, Director of KREM Investment Holdings and the senior partner in XK Memani, Ruiters and Associates.

Izingwe Financial Investments, an associate company of Izingwe Capital, is a 35% shareholder in Mtha and has a combination of complementary skills.

The founder and Chairman of Izingwe is Sipho Pityana, formerly Director General of the Department of Labour and Foreign Affairs. The remaining Board of Directors of Izingwe include Ashley Ally, CEO of Izingwe and previously the CEO of the Legal Aid Board; Phillip Dexter, formerly executive director of Nedlac; Tsakani Matshazi, a chartered accountant, and Mark Sifris, a corporate attorney.



Pulane Kingston, an Executive of Sphere Holdings and Bulelani Ngcuka of the Mtha Investments flanking Roddy Sparks and Professor Gerwel and Fred Robertson from Brimstone listen attentively to presentations made at the media launch.



Implementing and managing BEE in Old Mutual

To ensure that the Financial Sector Charter is fully implemented throughout the business, the Old Mutual executive committee (EXCO) also makes up an Old Mutual Black Economic Empowerment Committee.

The executive overall in charge of Charter implementation is Khehla Mthembu. Reporting to him is a Programme Manager who has the responsibility of co-ordinating and leading specialist teams. The teams are active in maximising empowerment in each of the following:

- Human resource development
- Skills development
- Procurement and enterprise development
- Access to financial services
- Empowerment financing
- Ownership and control
- Corporate social investment.

An Old Mutual empowerment charter provides a framework for all activities and describes targets that exceed those contained in the Financial Sector Charter.

It is Old Mutual's stated objective to be an "A" contributor to black economic empowerment.