

DENEL GROUP































STATE OF AFFAIRS: DENEL PRESENTATION TO THE JOINT STANDING COMMITTEE ON DEFENCE

2 JUNE 2011

DENEL

CONTENTS

- Overview of Denel
- Build up to Denel's Strategy
- Turnaround progress achieved
- Positioning Denel for growth
- Group initiatives
- Denel's value-add to South Africa
 - National Growth Path
 - Other
- Key strategic matters



DENEL'S MANDATE

In terms of the Shareholders Compact, Denel's key role is to:

- •Supply strategic defence capabilities and technology to the SANDF on a commercially viable basis.
- •Act as a catalyst for advanced manufacturing in the broader economy.
- •Export products to improve revenue.



DENEL PURPOSE AND VISION

Purpose

To provide strategic defence technology, product and service solutions to the South African Defence and Security communities and international customers

Vision

To be the respected South African provider of innovative Defence, Security and related technologies

DENEL PRODUCT/SERVICE PORTFOLIO

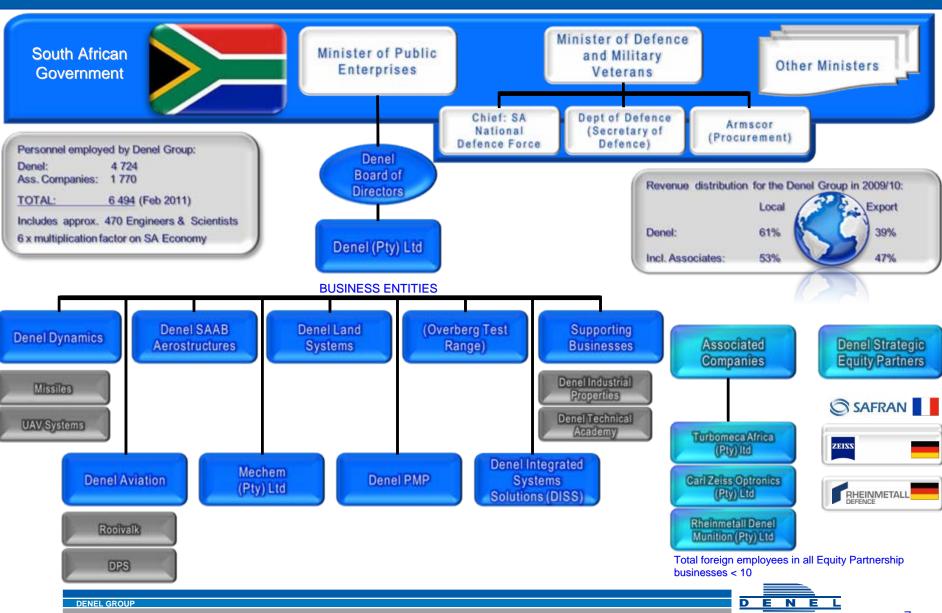


Denel's product/services portfolio are supplied by several business entities and three associated companies

DENEL GROUP



DENEL GROUP STRUCTURE



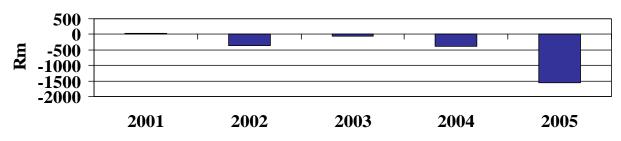
CONTENTS

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- Group initiatives
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 - National Growth Path
 - Other
- Key strategic matters

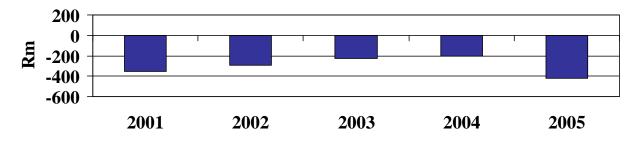


BUILD-UP TO DENEL'S STRATEGY FINANCIAL SUMMARY – PRE 2005/06

Losses

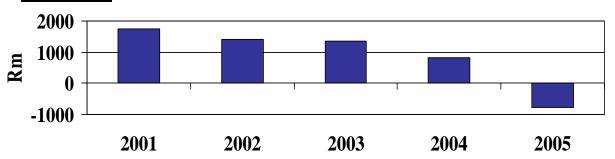


Cash utilised



- Denel was set-up in 1992 with a capital of R2 billion
- Denel posted significant losses year on year since 1998, except in 2001 when it posted R40 million profit owing to a once off pension fund holiday
- The reserves and capital has been significantly eroded due to these losses by 2004, necessitating a change in strategy in 2005/06

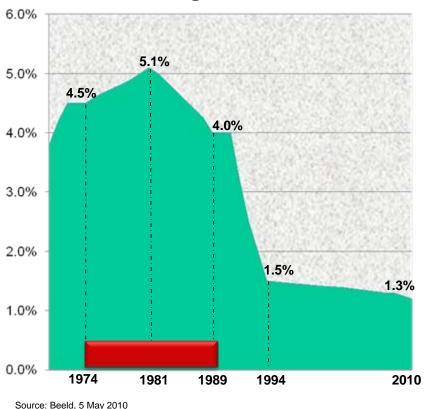






BUILD-UP TO DENEL'S STRATEGY SA DEFENCE SPEND

Defence Budget as % of GDP



World bank recommendation: Defence should not be less than 2% of GDP

DoD Budget pressures:

- Personnel related costs
- Facility maintenance priority
- Operations outside borders
- Military Veterans added to DoD
- Border control added

Expected DoD priorities:

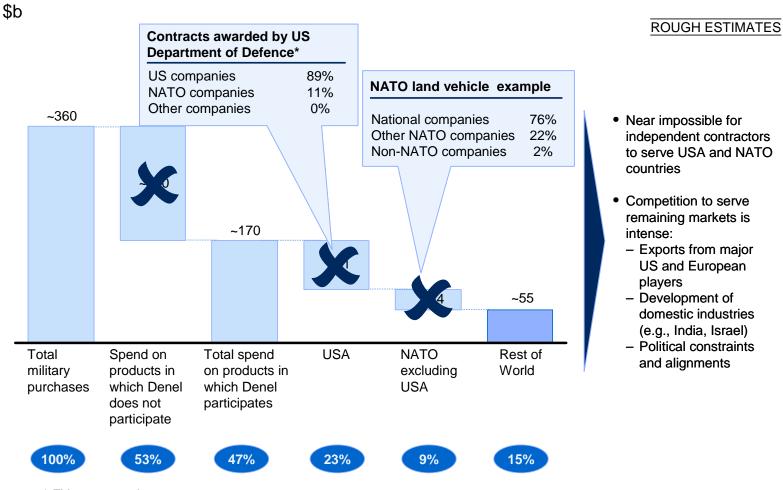
- Border protection (surveillance, vehicles, ammunition, cyber, Command & Control)
- •Landward defence renewal (vehicles, artillery, ammunition)
- Air Force (Maritime patrol, C-130 replacement, heavy lift, UAV's)
- •Shifting of risks to OEMs' fixed price contracts

Country	% GDP	Country	% GDP
Malaysia	2.3%	Turkey	4%
China	1.5%	Pakistan	4.5%
Saudi Arabia	9.3%	India	2.6%
Brazil	2.6%	Russia	3.9%

The domestic defence budget has constricted considerably over the last two decades, Denel must make sure that we are in position to leverage future opportunities



BUILD-UP TO DENEL'S STRATEGY INACCESSIBLE GLOBAL DEFENCE SPEND



* FY2000 awards

Source: Forecast International; World bank; team analysis

Note: significant global industry consolidation and intense competition in Denel's traditional developing country markets from large defence companies

RESTRUCTURING PHASE I: TURNAROUND STRATEGY

The Five Pillars of the Macro Strategy 2. Partner with state agencies to do joint business planning and to 3. Focus on growing establish export the commercially marketing viable businesses responsibilities. These two factors where Denel has 1. Secure privileged real technological translate into the access to a leadership. 'captive market' guaranteed Denel's other and 'political businesses will be minimum portion support' that of South Africa's ring-fenced, 4. Secure equity 5. Raise make capabilities and defence operated under business international management productivity to development and major defence partnerships with major global world-class procurement prime contractors contracts or spend. exited. levels. successful. players. Implement effective transformation and people management throughout the organisation. **FOUNDATION STONE**

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DENEL'S JOURNEY TO SUSTAINABILITY

4 years to 2010



TRANSFORMATION ACHIEVEMENTS TO DATE

ACHIEVEMENTS 2009/10

- Transformation Committees in place and functional.
- A central reporting system is in place.
- Steady progress made in addressing inequalities.
- Transformation Policy recently approved by Denel Board.
- Climate Survey Index: 43% in 2006; 50% in 2008;
 Benchmark 60%

OTHER MAJOR ACHIEVEMENTS

BBBEE spend from total Procurement spend					
2005/6	2006/7	2007/8	2008/9	2009/10	
Rm	Rm	Rm	Rm	Rm	
334	380	235	269	584	
18%	21%	9%	10%	28%	

GROUP B-BBEE STATUS 2009/10

	Target	Actual
GROUP SCORE	Level 5	Level 4

B-BBEE PERFORMANCE PER ENTITY 2009/10

Entity	Compliance Status 2008/9	Compliance Status 2009/10*
DLS	Level 8	Level 4
ОТВ	Level 5	Level 5
DISS	Not an entity in 2009	Level 5
DTA	Level 8	Level 4
Aviation	Level 4	Level 4
Mechem	Level 9	Level 6
PMP	Level 8	Level 5
Denprop	Level 9	Level 6
Dynamics	Level 6	Level 5
DSA	Level 9	Level 6

^{*} Status valid until March 2011



IMPACT OF STRATEGIC EQUITY PARTNERSHIPS (1)

- Major investment in new plant, equipment and skills development DTI Industrial Strategy
- Access to new markets (NATO) and capital
- Increased high value-added exports (fiscus, local suppliers etc.)
- Significant increase in self-funded R&D / technology development
- Centres of Excellence established:
 - Specialised steel and alloy gear manufacturing TMA
 - Engine & gearbox manufacturing and MRO TMA
 - Hand held optical systems, laser range finders, head trackers, airborne observation equipment - CZO
 - New optical manufacturing facility established in September 2010 CZO
 - New generation 105mm & 155mm ammunition RDM
 - All forging work carried out in SA (discontinued in Germany) RDM
- Security of supply to the SANDF



IMPACT OF STRATEGIC EQUITY PARTNERSHIPS (2)

ENTITY ¹	DENEL SHARE	INDUSTRIAL UPGRADING	REVENUE GROWTH ²	REVENUE / EMPLOYEE	NET PROFIT	R&D SPEND ³	ORDER BOOK
Turbomeca Africa (Pty) Ltd. (2003)	49%	Major overhaul of plant and efficiencies created	123%	R1.7m	11.2% vs.	N/A	R320m
(TMA)					(55.6%) in 2002		
Carl Zeiss Optronics (Pty) Ltd (2007)	30%	New world class production facilities established	122%	R1.8m	16.8% vs. (50%)	9%	R795m
(CZO)					in 2007		
Rheinmetall Denel Munition (Pty) Ltd	49%	3 Year CAPEX programme: R250m	28%	R0.5m	8.2% vs.	5.2%	R2,2bn
(2008) (RDM)					(3.3%) in 2007		

¹ Golden Share Agreements in place to ensure security of supply and retention of technology and business activity in SA



² Since inception of the partnership

³ Self-funded R&D spend as a percentage of total revenue per annum

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2009 STRATEGIC DRIVERS – VALUES DRIVEN LEADERSHIP

Improved Access to Sustainable Markets

Equity Partnerships (Existing and New), Export Growth, Local Spend (Home Market Support)

Operational Excellence

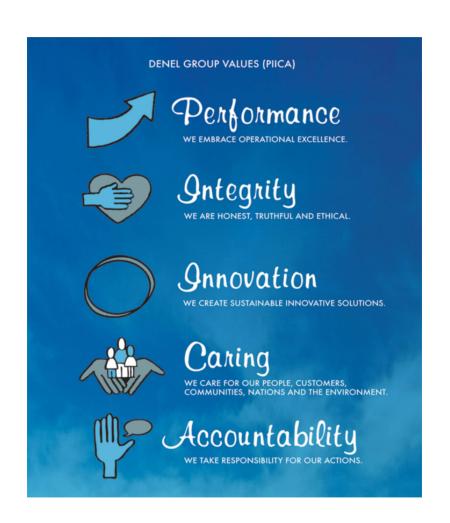
Performance, People, Skills Development, Outsourcing, Supplier Development

Deepen Relationships with Defence Community and State Agencies

Joint Planning, International Marketing Support, Technology and IP Development, Skills Transfer, Programme Delivery

Strengthen Governance and Financial Management Sustainability, Risk Management, Compliance, Cash Flow Management and Contracting

Towards a Respected South African Company Transformation, BBBEE, Employment Equity, CSI, Branding

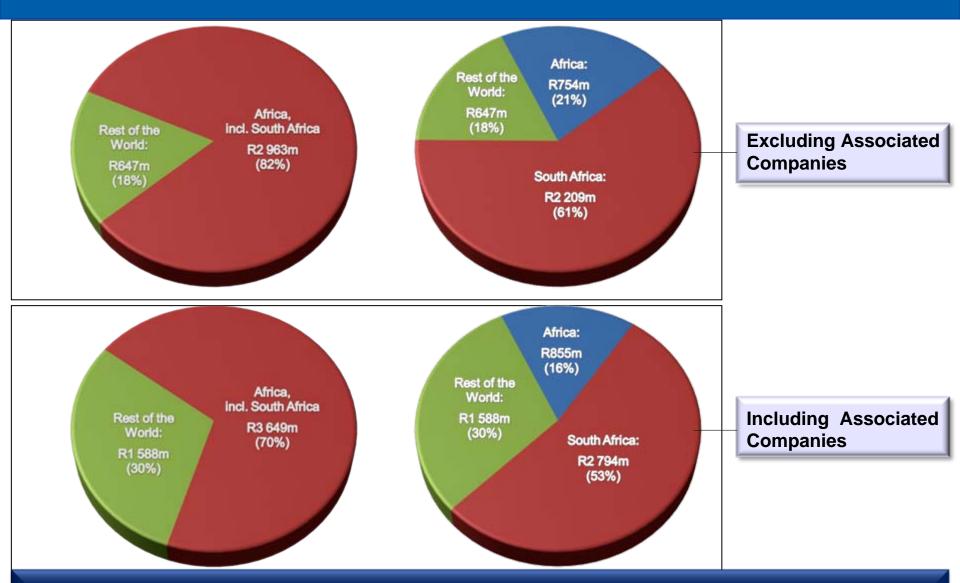




STRATEGIC DRIVERS: KEY KPI PERFORMANCE

Strategic Driver	KPI	Year-end	Year-end	
		March 2010	March 2009	
language and an order and an order	Revenue growth	R3 610m	R3 924	
Improved market access	Order cover	108%	104%	
	Milestones achieved	92%	84%	
	Contract loss provisions	R313m	R445m	
Operational excellence	Stock holding	R713m	R879m	
	GP margin	16%	16%	
	Revenue/employee	R0.7m	R0.8m	
Deepen relationship with	Conclusion of key contracts	Denel end state project		
the Defence community	Golden share targets	Achieved		
	Operating cost margin	23%	32%	
Strengthen governance	Net loss	R246m	R533m	
and financial management	Net working capital	R810m	R816m	
	Governance and compliance	New Companies Act, King 3, Interna and External Audit, Hotline		
Towards a respected SA company	R&D funding, indigenious products, NGP, IPAP, exports, FDI, BBBEE, SMME suppliers;job multiplier			

DENEL SALES 2009/10

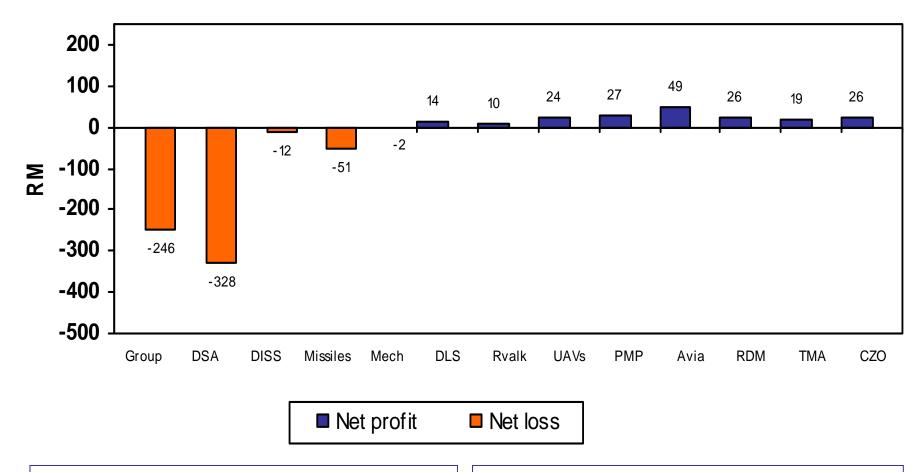


Denel's sales mix increased internationally through co-development, strategic equity partnerships and entrepreneurial culture

MAJOR PROGRAMMES

Business Entity	Contract	Client	Contract Value	Projected Status
DLS	Project HOEFYSTER - New Generation ICV	DoD	R8,3bn	
	Rheinmetall Artillery Export Teaming	Rheinmetall	€15m	
	A400M - WFF/Top Shells	Airbus Military	R1,450bn	
DSA	Gripen Rear Fuselage/Pylons	Saab		
	Agusta A109 production	AgustaWestland	R350m	
TMA/DSA	Steel heat-treatment	TMA; Rolls-Royce; Turbomeca France	<u>+</u> R200m	
DISS	Project GUARDIAN /PROTECTOR – GBADS Capability	DoD	R801m/ R0m	
Denel Dynamics	Project ASSEGAAI - A-Darter Missile	RSA DoD and Brazil	R1,1 bn	
Denel	Project IMPOSE - Rooivalk Programme	DoD	<u>+</u> R8bn/ R130m	
Aviation	Project DRUMMER 2 - Oryx Avionics upgrade	DoD	R460m	
RDM	HOEFYSTER/ACROBAT/DoD annual munitions orders	DoD	>R300m	

ENTITY PERFORMANCE: AT 31 MARCH 2010



Denel's FY10 loss of R246m due to:

- DSA R328m
- Interest mainly due to no recapitalisation R139m

Key action to reduce losses:

- DSA: Turnaround plan
- Apply for recapitalisation to repay debt
- Cost cutting initiative



CONTENTS

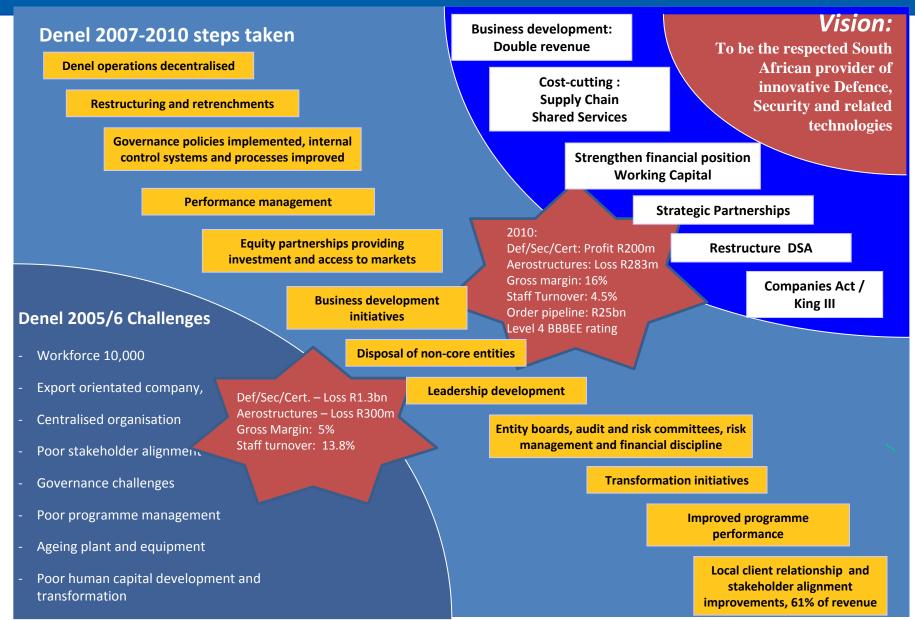
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DENEL'S JOURNEY TO SUSTAINABILITY

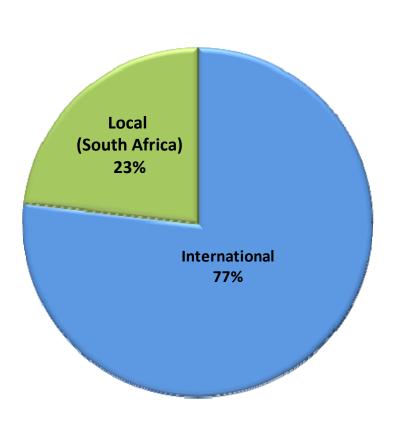
4 years to 2010

18 months to 2012

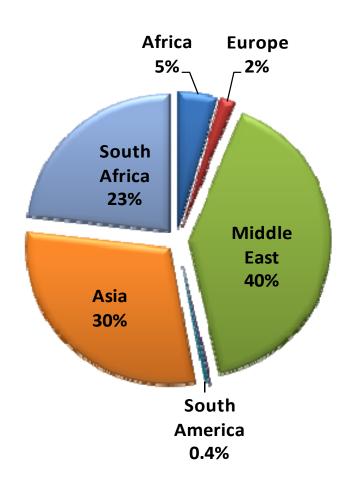


DENEL OPPORTUNITIES PIPELINE – R43bn

Local vs. International



Opportunities per region





DENEL SAAB AEROSTRUCTURES (1)

Overview

- DSA remains loss-making, impacting on the financial performance of the Denel Group.
- SAAB has exited the business through exercise of put option.
- Net Loss of R328m in 2009/10 (FY09: R453m)
- Improved performance for 2010/11 expected due to restructuring
 – audit in process

Restructuring

- Production efficiencies, lean manufacturing, improved supply chain management
- Payroll related costs decreased to align with order book
- Reduction in rental costs through space optimisation reduced by 32%.
- Shared services and outsourcing of non-core activities.

Operations

- The operational turnaround of the business continues with a marked improvement in delivery, quality and retention of international accreditations.
- Airbus in particular has expressed satisfaction with DSA's performance on the A400M programme.
- Margins on all contracts are under pressure.



DENEL SAAB AEROSTRUCTURES (2)

Operational turnaround drive – STEP Programme

Key Indicators:	Status:	Performance:	Comment:
STEP Improvements:			
Improve on-time full kitting point achievement			From 70 % to 85 %
Reduced material cost of the Bill of Material of the WFF			Reduction in WFF Material cost of 36 % (R 1.4 M per ship set)
Reduced production scrap			Scrap is 1.7 % of sales versus 3 % benchmark according to Industry standards
Deliveries to Turbomeca Africa (Pty) Ltd (TMA)			From 30 % to 90 %
On time deliveries for the A400 M Programme			Delivered MSN 6 thus far with exceptional feedback from A400 M Head of Programme
Production throughput			Actual throughput exceed Targeted throughput month on month for the year of 2010/11
Production lead times		$\qquad \Longrightarrow \qquad$	Good progress made thus far but requires further focus
Other improvements:			
Sale of Steel Heat Treatment facility to TMA			Facility sold on 31 March 2011
Improved Long Term Procurement Agreements coverage			Greater than 70 % coverage with a 12 % reduction in material costs
Stock accuracy in stores			Increased from 65 % to 98 %
Outsourcing non core activities such as: Conventional machining, Chemical stores, Tool manufacturing etc.			Converting fixed costs into variable costs
Improved procurement Management: Reduction in obsolete stock provision			R 20 M per annum to below R 1 M for 2010/11

DENEL SAAB AEROSTRUCTURES (3)

Denel SAAB Aerostructures (contd.)

Quality

 Maintained NADCAP accreditations within Composites, Heat Treatment, Non Destructive Testing, Surface Treatment/Paint and Shot Peening.

Business Development:

DSA was down selected by international OEM to supply Business Jet Winglets (Negotiations ongoing).

Alternatives for DSA:

- Domestic Transfer to Aerosud
- Aerosud submitted an unsolicited conditional proposal to acquire DSA in December 2010.
- Discussions are on-going 2 key conditions remain outstanding
- Further announcements can only be made once the discussions have been finalised.
- Denel to proceed with transaction only if Airbus cancels agreement with Denel incl. cancellation of PCG

Revised Business Plan (in Process)

- Building a robust revenue pipeline international OEM's targeted
- Re-negotiation of commercial terms with key customers such as Airbus
- Optimising cash flow through effective supply chain management
- Space optimisation, shared services, outsourcing, more variable costs
- Strengthen balance sheet better working capital, recapitalisation



CONTENTS

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DENEL'S VALUE-ADD: NGP CONTRIBUTION

	Primary Jobs: Professionals	Secondary Jobs: Workers	Foreign Exchange: Earning	Foreign Exchange: Saving	Contribution to "Green" Economy Initiatives	Contribution to "Alternate Energy" Initiatives	Contribution to "Extend Mining Potential"
Re-position to acquire greater % share of the RSA DOD conventional capital budget	VH	VH		VH			
Re-position to acquire greater % of the growing DOD non-conventional equipment and support budget	VH	VH		VH			
Attract coherent Gov support for increased Export Sales of Military Products	Н	VH	VH				
Increase Export Sales of Military Technology and Collaboration with G20 countries	VH		VH				
Acquire increased R&D funds from existing government agencies and lead applied research programmes (DOD, DST, DTI)	VH	Н			Н VH	H = Very High; H =	н - High

DENEL	'S VALU	E-ADD:	NGP CO	NIKIBU	ION
	Primary Jobs:	Secondary Jobs:	Foreign Exchange:	Foreign Exchange:	Contribution to "Green" Economy
	Professionals	Workers	Earning	Saving	Initiatives
<u>Diversify</u> : Consumables and sophisticated Safety Equipment for RSA Mining Industry to	VH	Н			

VH

Н

Н

VH

VH

VΗ

extend life of mines, subject to commercial

Nuclear precision component

programmes

Increase Skills

Increase Skills

Increase Skills

Development: Internship Program

Bursaries

Diversify:

manufacture for RSA

Participate in Green Industries initiatives

Development: increase training in maths & science for school learners and targeted schools support programmes

Development: Engineer

Н

Н

Н

VH

VH

viability

Diversify:

Contribution to

VH

Н

VH = Very High; H = High

"Alternate

Initiatives

Energy"

Contribution to

"Extend Mining

VH

Potential"

SKILLS DEVELOPMENT APPROACH

- Strategy recently approved by the Board
- Denel believes in a holistic approach to skills development
- Denel requires high technology and unique technical skills e.g. aerodynamicists, systems engineers etc.
- Model is therefore more qualitative than quantitative
- Established partnerships with universities, secondary schools and other agencies to enhance its ability to develop skills



SKILLS DEVELOPMENT (1)

BACKGROUND

Denel dedicates a significant amount from its own resources for employee skills development. In the previous financial year, the company spent R26.7m (unaudited) and has budgeted to spend 3% of payroll in the current financial year. Key skills development initiatives are:

UNISA SBL DENEL Leadership and Management Development Programme

- Launched in 2009 in collaboration with Unisa SBL.
- The three levels of the Unisa SBL Programmes covers the junior, senior and executive level education.
- Lecturing commences in July 2011.

Engineering Academy of Learning

- Denel launched an Engineering Academy in 2009 as a means of ensuring that newly qualified engineers are afforded an opportunity to be shown the ropes in a co-ordinated fashion.
- There are currently 20 Junior Engineers registered in this programme.

Engineering Internship

 This is an internship programme which currently. houses 11 learners The learners are mostly funded by Denel with assistance from ISETTA SETA.



SKILLS DEVELOPMENT (2)

Workplace Skills Plans

Entities, as part of their skills development processes, develop workplace skills plans that deal
with training which is core or statutory for their businesses.

Mentorships

 Each entity has a mentorship plan that is constantly monitored by the relevant Transformation Committee and the entity's Personnel and Remuneration Committee. These programmes assist in the identification of future technical and managerial leaders and on the development of technical competence and productivity.

Career Paths

 Career paths have been developed to encourage younger employees to choose paths that would best contribute to the success of the Group and that best suit the employee.

Internal Bursaries

 Bursaries are awarded to employees in order to augment their development in areas that are complementary to the jobs they perform. To date 74 (2009: 96) employees have been granted bursaries to do Masters in Engineering, BCom, BTech, MBA and various other fields of studies.

Employee study loans

Study loans are granted to employees who wish to further their studies in fields of their choice.



SKILLS DEVELOPMENT (3)

Youth Development Programmes

Denel's social investment focuses on the development of **maths**, **science and technology** capability. To this effect, our pre-employment programs are rooted firmly on working with learners and tertiary students to either encourage them to take up mathematics and science at high school, or to provide those who have already matriculated with funds to study engineering, science etc.

Apprentice training

- Denel Technical Academy (DTA) supports Denel's strategic objectives through the training of apprentices.
- DTA trains about 300 apprentices annually towards their qualification as artisans.

Bursaries

- Approximately 30 new bursars are sponsored annually for Engineering studies.
- Over and above the financial aid, Denel provides bursars with vacation work and mentors.
- To date, over 90% of the bursars that complete their university studies are employed in the group.

Denel Youth Foundation Training Programme

- This is a matric Bridging Programme for learners who have failed matric and require a second chance.
- The Programme used to take in approximately 300 learners per year but due to reduced funding, it only currently takes in about 50 learners per year.

• TOPP Programme Learnership

- Denel has currently 2 learners trained to become Chartered Accountants through the TOPP Programme.
- The TOPP programme is a South African Institute of Chartered Accountants (SAICA) learnership registered with the FASSET SETA.

Collaboration with tertiary institutions

- Partnerships have been built with established engineering faculties from to ensure that relevant technology is sustained.
- Through the Armscor Ledger Fund, Denel sponsors students for post graduate studies.



SKILLS DEVELOPMENT (4)

Schools outreach programme

- Offers learners from Grade 10 to grade 12 tuition by tutors and also by Denel's own engineers on Saturdays.
- The programme is currently running in Gauteng and the North-West Province. Currently fully funded by Denel at a cost of R 1.2m per year.
- Supported about **80 learners** in the previous financial period.

Women in Engineering

- A collaborative relationship was established with the SA Women in Engineering Programme (SAWOMENG) spearheaded by a group of young female engineers who have a passion for female learners to enter the field of engineering, science and technology.
- Denel spends about **R100k to fund** this programme per year.



DENEL'S VALUE-ADD: OTHER

KEY AREAS	IMPACT
National security	 Strategic military independence of the RSA Full life cycle support Reduced cost of ownership Foreign exchange savings Integrity of South Africa's defence stature - African Union and G20 Support for border protection
Peacekeeping & civilian campaigns	 Products uniquely suited to the African theatre MRO support 2010 FIFA World Cup and Rhino Poaching campaign Crime prevention initiatives
Industrial strategy and competitiveness: High tech. manufacturing High value added exports Skills development Technology incubators	 R1,4bn in export earnings in 2009/10 IP/knowledge creation and cross-leveraging in other industries eg: Rail safety SALT telescope Telecoms Automotive Crime fighting Total (R&D) investment in 2009/10: R1bn (2008/09: R1,2bn) Major Capex spend in TMA, DSA, CZO and RDM

DENEL'S VALUE-ADD: OTHER (cont)

KEY AREAS	IMPACT
Skills development: Supplier base Technical skills JIPSA ASGISA Quality jobs: sustainable livelihoods	 30 000 jobs supported in industry CIRCA 70% of procurement from local suppliers Stable skills pipeline Denel Technical Academy: youth and artisan training Engineering bursary, internship, Saturday Schools Programme and mentorship programmes
Environment: Kyoto Protocol	 ISO 14001 certification and compliance High tech industries: clean air production Advanced materials (composites) - reduction of carbon emissions by aircraft



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FUNDING AND SOLVENCY

- Recapitalisation of R3,5bn received repayment of debt, legacy issues and losses
- Continued losses of DSA (FY10:– R328m; FY09: -R?m) requiring shareholder funding
- Debt / equity ratio projected at R212m equity and R1.85bn of debt at March 2011
 - Debt trap requires recapitalisation of ± R2bn
- Considering the solvency, debt level and latest loss forecasts, Denel requires recapitalisation to strengthen balance sheet.

DENEL END STATE PROJECT

June 2008 End State Cabinet Memorandum (follow-up Cabinet memorandum reqd)

- Cabinet memorandum: June 08
- Stakeholder alignment
 - Joint DPE/DoD engagements with NT participation
- Key capabilities products and technologies required by the DoD/SANDF
 - Classification sovereign/ strategic
 - Hard exit, retention and investment decisions required
- Proposals: June 2008 Cabinet Memorandum
 - Minimum multi-year orders for key industries/product systems
 - Finality on Rooivalk, DISS, strategic equity partnerships, Denel Aviation/SAAF partnership
 - Activating intended/funded projects
 - Executing specific development contracts



BUSINESS DEVELOPMENT

Opportunity pipeline R44bn

- Technical specifications
- Commercial terms and conditions
- Political and diplomatic support partnering with state agencies
 - Bi-Lateral agreements

Challenges include

- Increased competition from developed economies due to defence cuts
- Alignment between military acquisitions and industrial strategy
- Better value for lower spend
- Growing geo-political influences

Critical Skills

Attraction, development and retention of critical and core skills

DENEL