

DENEL'S PRESENTATION TO THE SELECT COMMITTEE ON PUBLIC ENTERPRISES







PRESENTATION OVERVIEW

Governance Update

17

- 2. Implementation Status of Denel Turn-Around Plan
- 3. Human Resources
- 4. Denel's Financial Sustainability
- 5. Divisional Projections
- 6. Status of Annual Reports
- 7. Status of Irregular, Fruitless and Wasteful

Expenditure

- 8. Priority Actions and Way Forward
- 9. Conclusion





GOVERNANCE UPDATE



The board has had several key interventions in the past 12 months including but not limited to:

- Revisited and aligned the turnaround plan to the most recent business needs;
- Reviewed the funding strategy in order to ensure the balance restructuring to achieve the ease in liquidity challenges;
- Ensured alignment with all stakeholders in support of the turnaround plan is achieved;
- Augmented the board with two additional members with requisite skills to allow the board to steer Denel towards its stability, sustainment, growth phases and beyond;
- In discussions with the Shareholder Representative to bolster the Board with additional Board Members with complex engineering and programme management skills
- In the process to finalise the appointment of the GCEO and GCFO executive management and expect to complete the process by October 2023;
- Continued to support the Zondo Commissions and SIU in its investigations on fraud and corruption;
- A Denel monthly performance monitoring meeting established Chaired by Department of Public Enterprises (DPE) with participation of National Treasury (NT), Department of Defence (DoD) and Armscor.





IMPLEMENTATION STATUS OF TURNAROUND PLAN



THE ROLE OF DENEL

Denel SOC Ltd is a state-owned commercially-driven company and strategic partner for innovative defence, security and related technology solutions. It groups together several defence and aerospace divisions and associated companies with the primary purpose of designing, developing, manufacturing and supporting defence materiél that remains critical for the local defence force to execute its constitutional mandate to safeguard the citizen of South Africa.

DEFENCE REVIEW 2015

Introduction Paragraph 12 states:

The policy principle of preventing armed conflict is achieved by taking all political, diplomatic, informational, societal and military measures to deter potential aggressors. South Africa's international stature and balanced suite of defence capabilities contribute to overall deterrent capability and posture. This is characterised by credible combat forces, operational prowess, rapid force generation through trained Reserves, demonstrated ability in field training, technological and doctrinal competence, and the visible morale of personnel.

Section 15 Paragraph 95 states:

Denel is a national security asset, with the primary purpose of designing, developing, manufacturing and supporting defence matériel. In addition thereto, Denel is charged with:

a. The custodianship of assigned sovereign or strategic defence capabilities, technologies and abilities, inclusive of those that may be at risk, the loss of which would threaten South Africa's required defence capability.

b. The design, development, manufacture and support of important capabilities which may not be commercially viable.

From a Geopolitical perspective, the SANDF is dependent on a significant "level of effort" and capability from Denel to support their preparation and readiness for deployment both Internally (such as during July 2021 unrest and recent KZN floods) and Externally (such as in the DRC and Mozambique) to South Africa.



Denel is an OEM and / or MRO Authority of numerous critical systems of the SANDF, e.g.:

SA Army

Denel Badger Infantry Fighting Vehicle Denel Casspir Armoured Personnel Carriers Denel G6 Renoster Self-Propelled Howitzer Denel G5 Luiperd Towed Howitzer Denel Bateleur MRL Denel Ingwe Anti-Armour Missile Ground-Based Air Defence System (GBADS) Ratel Comms upgrades for GBADS

SA Air Force

Denel Oryx MTH Denel Rooivalk AH Lockheed Martin C-130BZ Denel A-Darter Air-to-Air Missile Denel Mokopa Anti Tank Missile Denel MIIECS at JARIC - Waterkloof

SA Navy

Denel **35mm Dual Purpose Gun** Denel **Umkhonto IR Surface-to-Air Missile** Denel **GI2 cannons** for IPVs

The loss of Denel's capabilities means that the SANDF will:

- No longer have security of supply and reliant on imports for equipment;
- Be disadvantaged as an informed purchaser of defence products able to customise equipment requirements;

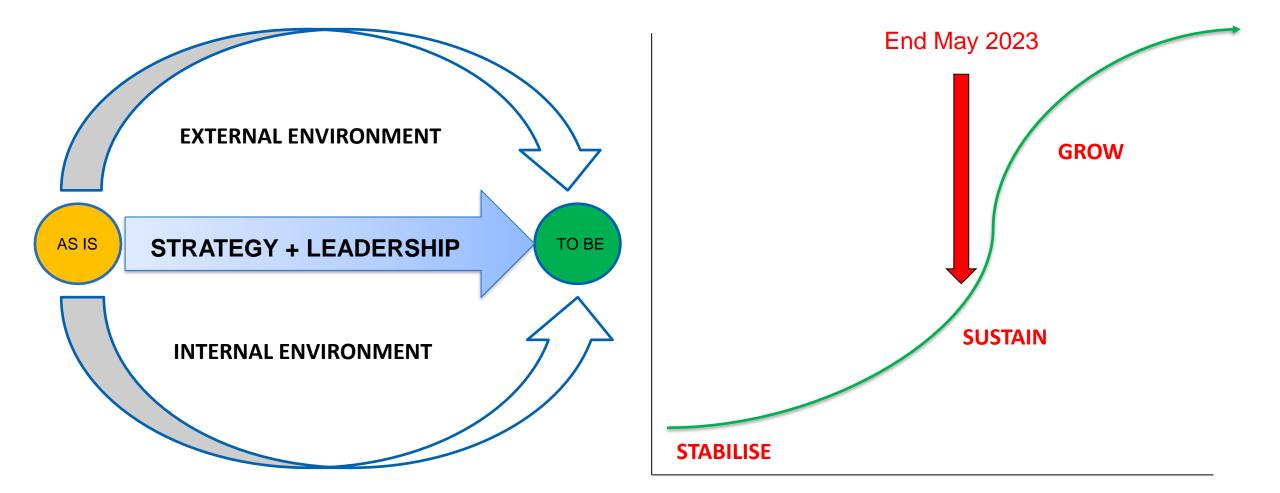


- Be unable to hedge against the cost of foreign currency denominated purchases, capital and support; and
- Lose the local defence components manufacturing industry.

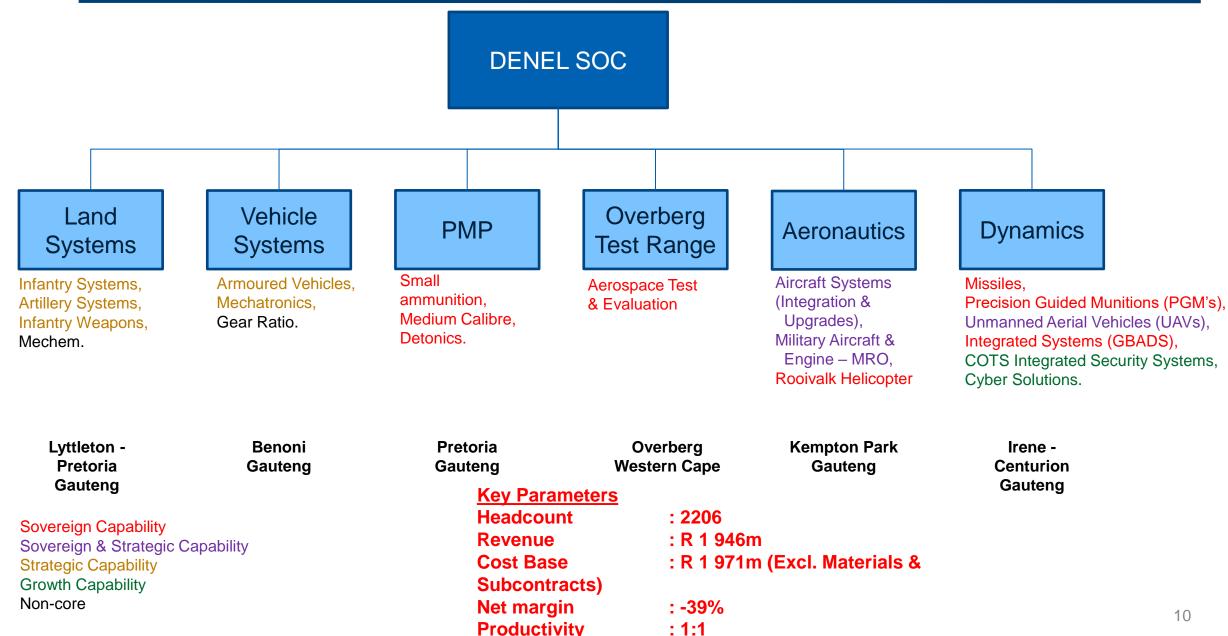


ALIGNMENT, GOVERNANCE & CRITICAL ACTIONS RECORD

- <u>24 & 25 November 2022</u> Denel had the Badger Vehicles, T5 Artillery Systems and numerous other products on display at THE CHIEF OF THE SA ARMY DISTINGUISHED VISITORS DAY at the SA Army Combat Training Centre, Lohatla
- <u>22 to 25 February 2023</u> A modest presence of Denel Board, Execs and Management at the IDEX23 Defence Exhibition in Abu Dhabi proved to be valuable for refreshing existing markets / relationships as well as pursuing new opportunities and new markets.
- <u>17 to 22 February 2023</u> The various variants of Denel Badger vehicles were on display and participating in exercises, night firings and a SA Army Parade at the SA Armed Forces Day activities in Richards Bay.
- <u>16 March 2023</u> Briefing to the Joint Standing Committee on Defence on "Denel's ability to support the SANDF following the Medium-Term Budget Policy Statement (MTBPS) allocation."
- <u>27 March 2023</u> Presentation of the JSCD Slides to the Military Command Council with Armscor & Denel Executive teams for aligned understanding and way forward.
- <u>28 March 2023</u> CRO and Denel Executives Meet with Chief of SAAF Discussion on C130, Rooivalk and Oryx Support. Agreed to set-up a Joint SAAF / Denel Project Team to resolve the current support difficulties and expedite improvement.
- <u>29 March 2023</u> Portfolio Committee on Defence and Military Veterans (PCODMV) Oversight at Denel Helicopter Maintenance Support Facilities at Denel Aeronautics – Kempton Park.
- <u>3 April 2023</u> MCC Oversight Visit & Presentation on Denel Air, GW and ISS Capabilities with associated facility visits and capability demonstrations at Kempton Park and Irene Campuses.
- <u>4 April 2023</u> MCC Oversight Presentation on Denel Land Capability with facility visits and capability demonstrations at Lyttleton for Artillery, Infantry and Vehicle Systems and the Small and Medium Munitions capabilities at the two PMP facilities.
- <u>5 April 2023</u> PCB on Hoefyster held DoD Governance Process to consider the restart of Phase 2 (AACB, AASB, AAC) to follow.
- <u>2 May 2023</u> Denel Turn-around Planning and Status to the Council on Defence
- <u>11 May 2023</u> Presentation to the Extended Army Command Cadre (EACC) on Denel Landward Programmes and support capability. With a visit by the EACC to Denel's facilities on 12 May 2023.









KEY STRUCTURAL INITIATIVES

The proposed future structure for Denel's core capabilities is to have a direct link to the dimensions of defence with a Land, Air and more complex Integrated Systems grouping to exploit new opportunities and emerging technologies. Hence the logical consolidation of Land and Air to improve efficiencies, remove redundancies and level over the gaps in capabilities.

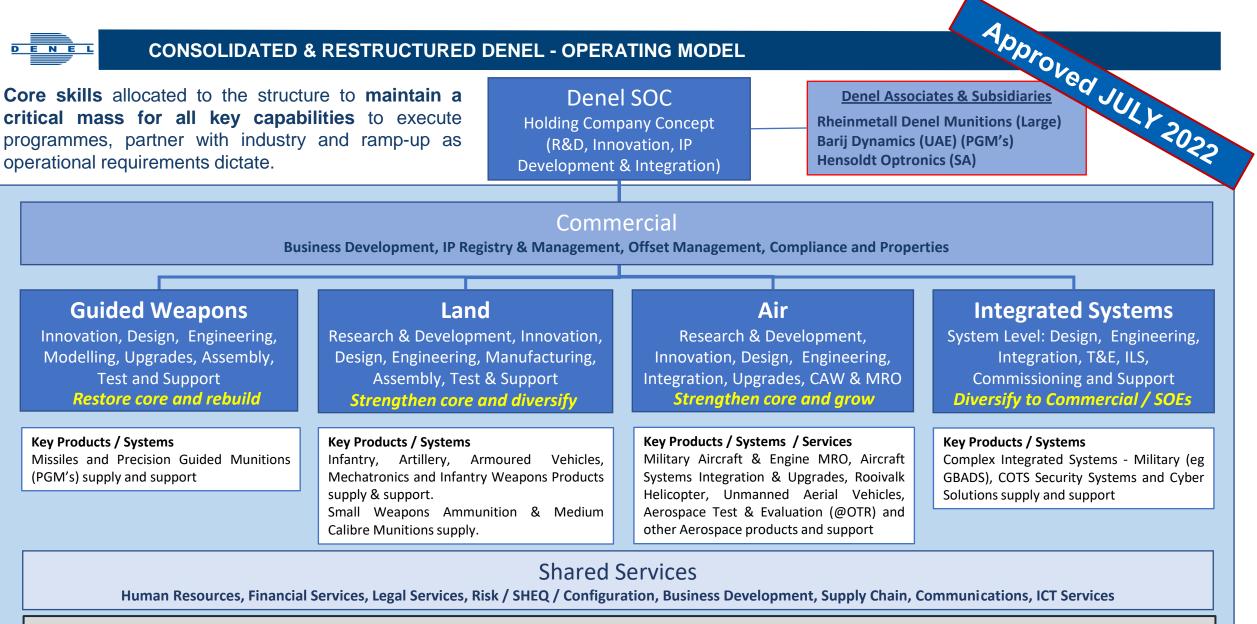
Besides the exiting of non-core / unprofitable business which is already in progress, and the obvious benefits expected from a reduced executive structure, shared support services, standardised policies & processes, and reduction footprint and other overheads, other key structural impact initiatives are as follows:

The <u>relocation of the DVS capability</u> to the Lyttleton DLS facilities is to capitalise on the significant shortage of skills in the DVS capability, avoid the **urgent backlog investment in infrastructure and facility refurbishment required in Benoni** by relocating into appropriate underutilised facilities in the Lyttleton campus. The merging of capabilities within the Land facilities will allow for consolidation of the overheads and scarce resources. The **once-off cost to relocate and restore the DVS capability at the Lyttleton facility is estimated to be around R46m** with an **annualised benefit of R68m** and a return from the sale of the property expected to be approximately R80m.

The <u>relocation of the UAVs capability</u> to the Kempton Park based Air facilities initiative is to capitalise on the significant overlap in airborne platform capabilities between Aeronautics and Dynamics (UAVs), solve skills shortages in the DD (UAVs) capability and consolidating on one site, thereby also freeing up the Irene footprint for the property optimisation initiative. The once-off cost to relocate and restore the UAVs capability at the Kempton facility is estimated to be +/- R3m with a return from the property expected at R40m. An overall reduction of the Irene footprint is expected to save / earn up to R60m pa going forward.

The <u>separation of the Guided Weapons capabilities</u> of missiles and precision guided munitions is to enable a focused protection and restoration of the severely depleted capability to enable the development of the processes that are required to bring in the scarce leadership and critical skills, partner and contract for urgently required capabilities that are available in industry and secure the urgently needed external funding to return to viability.

The <u>lifting of the Integrated Systems capability</u> out of Dynamics is to ensure that the efficiencies and performance in the existing Integrated Systems programmes are protected and able to remain agile in order to expedite targeted opportunities in complex integrated systems growth area, develop knowledge in new advanced technologies emerging in the defence sector, and diversify its integration capabilities towards non-defence security opportunities offered by other SOEs and in the commercial market.



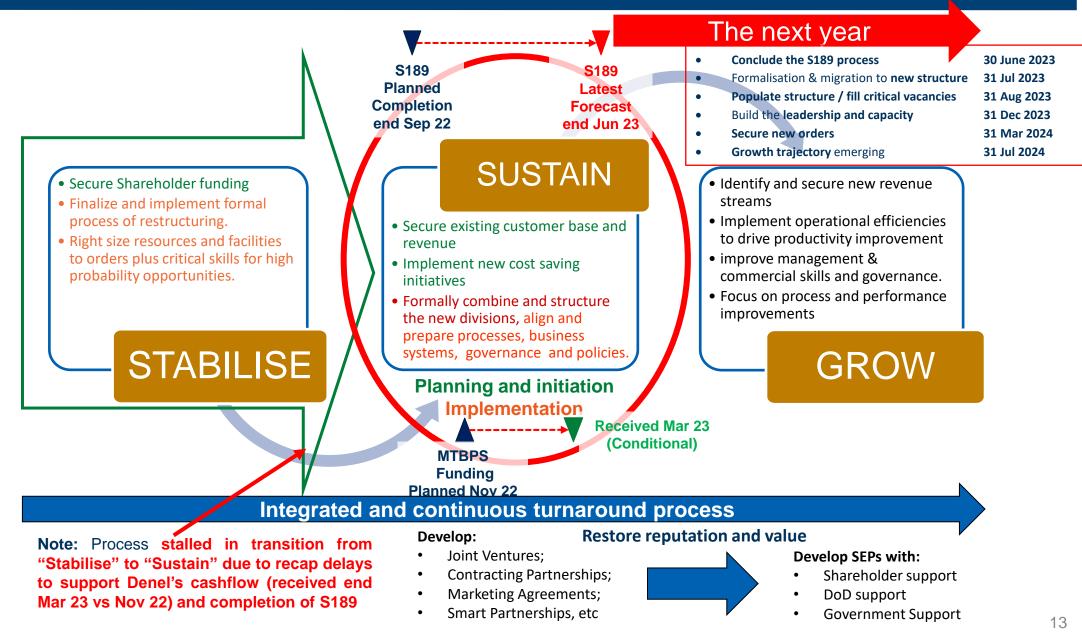
Model built on a foundation of standardised Governance, DoA, Policies, Practices, Standards and Business Management Systems

Industry involvement and development through supply chain with PPPs for lower level production, manufacturing and support

NEW CUSTOMER / MARKET FACING OPERATING MODEL



DENEL'S STRATEGIC APPROACH – WHERE ARE WE





DENEL DIVISIONAL UPDATE – AIR CAPABILITIES

ROTARY WING AIRCRAFT MRO & UPGRADES

- MRO for Oryx and Rooivalk
- **Airbus Helicopters Accredited** Facility
- Aircraft **Upgrades/Conversions &** Systems Integration
- Aircraft Recovery



FIXED WING AIRCRAFT MRO & UPGRADES

- MRO for C130B-H Model
- Lockheed Martin Accredited Facility
- Aircraft Upgrades/Conversions & Systems Integration
- Aircraft Recovery



ENGINEERING & CONTINUED AIRWORTHINESS

- Aircraft OEM Rooivalk
- Aircraft Design Authority Oryx
- Aero Mechanical Systems Engineering
- **Avionics Systems Engineering**
- Flight Test
- UAV design, development, systems integration and manufacture



OVERBERG TEST RANGE (OTR)

- Fully integrated multipurpose test facility
- In-flight testing of advanced guided and aviation systems
- Unrestricted test arena with appropriate topographyGround Support & Test Equipment
- Instrumentation suite with ISO9001:2015 quality certification
- Instrumentation deployment flexibility
- Test design and control, data measurement and reduction

• Onsite accommodation and conference facilities The divisions primary activities relate to the following in support of the South African National Defence Force (SANDF):

- Aircraft maintenance, repair and overhaul (MRO) for the Oryx and Rooivalk helicopters as well as the C130 transport aircraft; and
- Continued airworthiness assurance with through its systems engineering capabilities for the unique Oryx and Rooivalk helicopters. ٠
- UAVS Maintenance & Support for an export client for next two years. .
- Manage and execute any combination of air, ground and sea flight tests by measuring performance of weapon systems (new and upgrades).

COMPONENT MRO

- Depot Level Repair & Overhaul for C130BZ, Oryx and Rooivalk
- Airbus Helicopters Accredited Facility
- Avionics, Electrical & Oxygen Components (C130BZ, Oryx & Rooivalk)
- Mechanical Components (C130BZ, Oryx & Rooivalk)
- Ground Support & Test Equipment

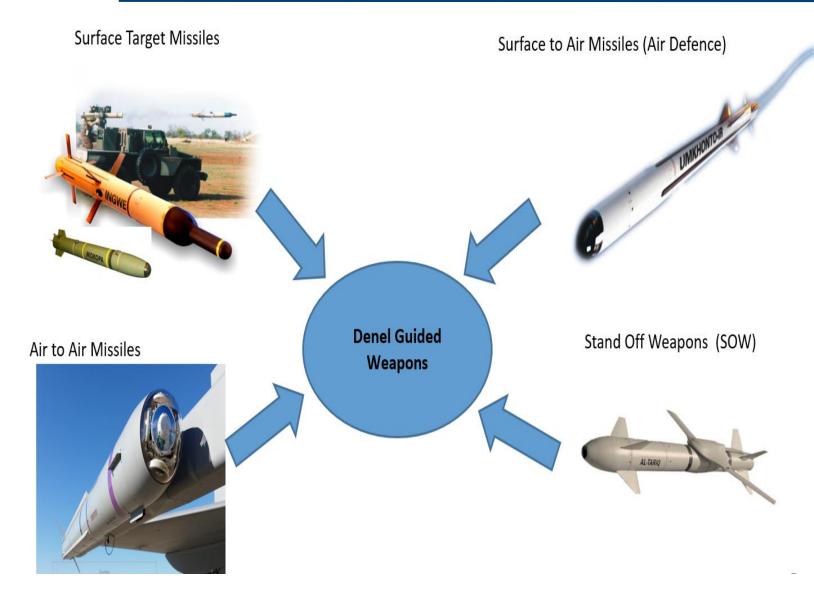


AERO ENGINE MRO

- Repair & Overhaul of Makila and Arrius Engines (Oryx, Rooivalk & Agusta A109)
- Safran Helicopters Engines Accredited Facility
- Full Repair and Overhaul capability including modules and engine accessories (mechanical and electrical)



DENEL DIVISIONAL UPDATE – GUIDED WEAPONS



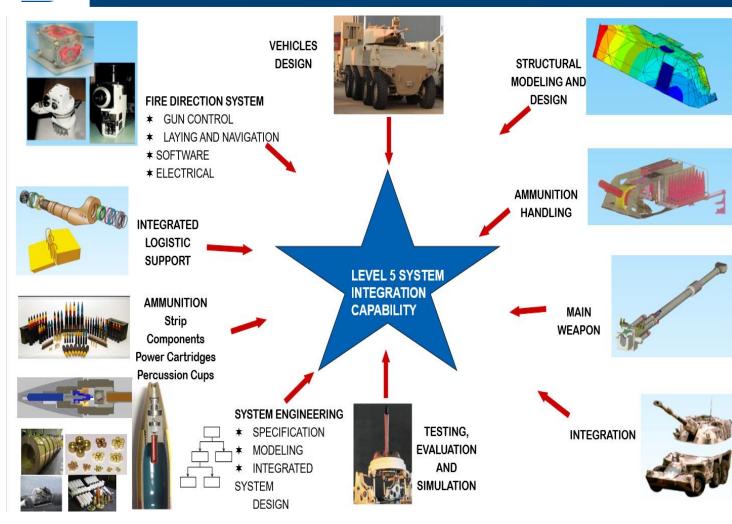
The divisions primary activities is design, development, production of guided weapons (missiles and precision guided munitions) for both the local and export markets.

Production activities are as follows for the Guided Weapons capability:

- Upgrade of the Surface to Air Missile System (SAM) for an export client. This programme is on track and planned for completion in March 2024.
- Maintenance & repair of the STM sight system for an export client for the next two years.
- Maintenance & repair of the STM sight system for an export client for the next two years.
- SAM support for an export client for the next two years.
- SAM support for local client (SANDF) on an on demand basis for the next two years.
- Air to Air Missile system for local.



DENEL DIVISIONAL UPDATE – LANDWARDS CAPABILITIES



The divisions primary activities is design, development, production and support of infantry weapons, infantry combat systems and artillery systems for both the local and export markets.

Main activities were as follows for DLS:

- Product and technical support for local artillery systems (towed and self propelled).
- Product and technical support for artillery systems in the export market (towed and self propelled).
- Product and technical support for local infantry combat systems.
- Delivery of infantry combat systems for the export market.
- Upgrade of local artillery systems.
- Product and technical support for artillery systems in the export market.
- Maintenance and repair of local infantry weapons.
- Supply of mortars for the local and export market.
- Supply and support of specialist infantry weapons for the local and export market.
- Product and technical support for local armoured personnel carriers.
- Product support for the local main battle tanks.
- Product support for the local landward vehicles (A&B vehicles).
- Continued engineering support for the export market on APCs





The divisions primary activities is design, development and integration of complex systems and support (level 5 system integration). Activities are as follows for ISS:

 Delivery of final milestones on the ground based air defence system (GBADS) design and development contract, a one of kind sub-system delivery that includes all the command and control and the communication system in readiness for the full production phase.





HUMAN RESOURCES

Denel - Human Resources Score Card

Headcount Current Month : 31 May 2023

50.0

45.0

40.0

35.0

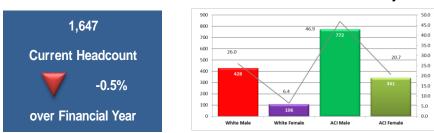
30.0

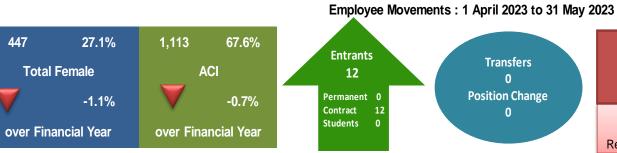
25.0

20.0

15.0

447





Exits: 21

Permanent 17

Students 0

Contractors 4

0.54%

Turnover

Regretted Loss

Contract Type	1 April 2023	31 May 2023		Gender Representation	Permanent Appointments	Contract Appointments	Exits	3	
Permanent	1,527	1,510		447	None		1 x Engineers	4 x Management	
Students	11	11	11	27.1% 1,201 72.9%	1,201		r x oorniguration	5 x Artisans/Technical	2 x Secretarial
Contractors	118	126						5 x Operator	1 x Configuration
Total	1,656	1,647	ן ו				1 x Operator	2 x HR/Trainer/Financial	1 x General Worker

Metric	КРА	Targets		Exit Reasons	
Wetric	NFA	Actual	Target	Regretted Loss	Other
	Designated	67.6%	72%	2 x Better Career Opportunities	4 x Voluntary Retrenchment
EE Plan	People with Disabilities	1.5%	5%	1 x Emigrate	1 x Retirement
	Females	27.1%	33%	5 x Not Disclosed	2 x Medical Unfit
BBEEE	Level	Level 5	Level 6	1 x Self Employment	3 x Death
Female in Leadership	Top Management	18.2%	33%		1 x Abscondment
	Senior Management	30.8%	32%		1 x End of Contract
	Middle Management	13.6%	17%		
	Junior Management	24.3%	33%		



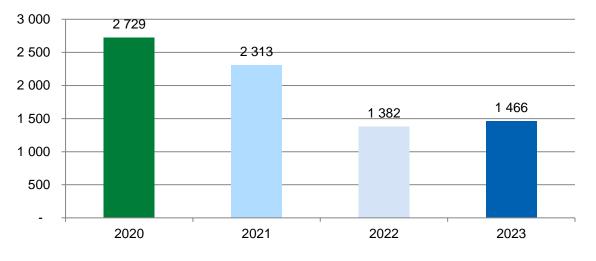
- The HR Strategy has a strong focus on reframing Denel on the correct skills sets
- To this end there is both a requirement in gaining external skills and maximizing skills internally
- An Integrated Talent management strategy has been developed to illustrate how various key elements will flow into each other
- This includes the National imperatives, and other macro influences to internal processes
- The Denel Technical Academy is being reorganized to be able to fulfill many of the learning initiatives identified.





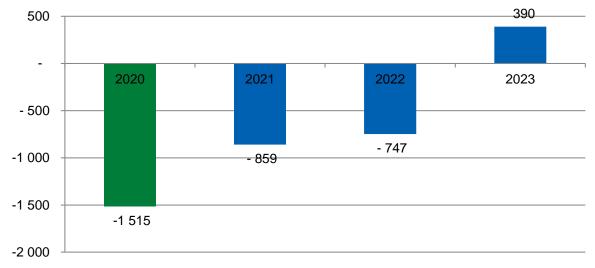
DENEL FINANCIAL SUSTAINABILITY

DENEL

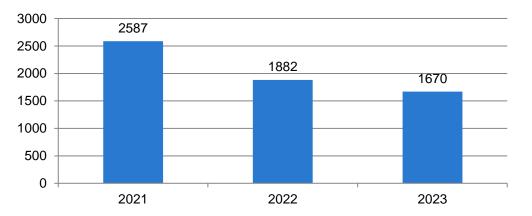


Revenue

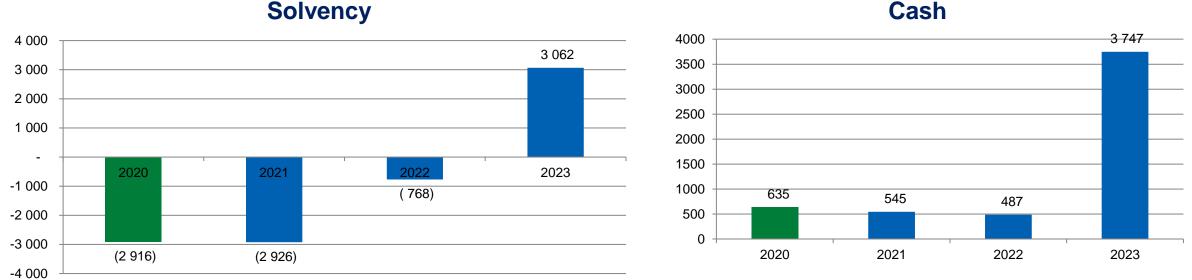




Headcount



- Denel operations have seen a reduction over the last 3 5 years.
 - The revenues have declined by 46% with headcount at 1670 as the end of FY2023.
 - Denel has reported preliminary result of R390m EBIT in FY2023 mainly as result of the DMBT funds received.



Solvency

- Since FY2020, Denel had remained insolvent and with poor liquidity position ٠
- During FY2021, F2022 and FY2023 Denel received R416m, R3.03bn and R205m for the repayment of bonds against the guarantees issued by the government.
- Whilst this improved the solvency position, it did not address the operational challenges it faced until the unbundling of its Medical Benefit Trust (DMBT) and the recap both received in FY2023.
- The DMBT and recap received allowed Denel to successfully defend liquidation applications by suppliers • (e.g. SAAB Grintek) and asset attachments by unions and employees.



DENEL FINANCIAL SUSTAINABILITY

Denel Funding Requirement	Recapitalisation	Recapitalisation	
	utilisation	utilisation after	
	original request	DMBT application	
Business Case Critical Funding Requirement to Stabalise	977	628	
Restructuring Costs	577	405	
DMTN payment	0	100	
Working Capital requirement	400	123	

Business Critical Funding Requirement for Growth and sustainability	900	900
Further Optimisation Restructuring Cost	180	180
Critical Capex	120	120
Strategic Resource Operational Maintenance	280	280
Growth Working Capital Requirement	320	320
Total business case funding requirement to financial sustainability	1877	1528

Current and Legacy Obligations 3323 2772 Legacy obligations (Airbus, DRC, Chad, T5, overdraft, onerous contracts & d 521 521 Armscor HY Loan & Creditors 600 600 Trade Creditors 963 753 Operational cash losses 2022/23 before implementation of Restructuring 102 0 Arrear Employee Obligations (PAYE obligation relocated to SARS) 908 75 Exit of loss making contracts - performance guarantees, pre-payments and 118 118 SARS 111 705

5200

4300

Total recapitalisation and funds from sale of non-core assets

Recapitalisation required for turnaround plan amount to R5.2bn, through recapitalisation of R3.4bn and the sale of non-core assets of R1.8bn;
R992m received in August 2022 through unbundling of the Denel Medical Benefit Trust (DMBT) utilised mainly on working capital to restart operations and normalise labour relations;

- The **stabilisation phase** was largely completed and **implemented** with this funding;
- Recapitalisation funding of R3.4bn received in
 March 2023 with circa R605m spent to date
 mainly in operations, restructuring and towards
 legacy obligation;
- This has allowed significant progress to be made on implementation of the sustainability phase of the turnaround plan;
 - The **balance of the funds** will largely be spent to clear **legacy obligations** and support the **growth phase** of the turnaround plan.



DENEL FINANCIAL SUSTAINABILITY

	CORPO	CORPORATE PLAN 2023/2024			
DESCRIPTION	Budget	Budget	Budget		
	2023/24	2024/25	2025/26		
INCOME STATEMENTS	R' m	R' m	R' m		
Revenue	1 972	2 440	3 207		
Gross profit	389	512	759		
Gross profit margin	20%	21%	24%		
Operating expenses	(502)	(498)	(518)		
Operating expense margin	-25%	-20%	-16%		
Net finance income/(costs)	(172)	(160)	(149)		
Net profit for the year	(344)	(28)	213		
NPAT margin	-17%	-1%	7%		
EBIT	(113)	14	241		
EBIT margin BALANCE SHEETS	-6%	1%	8%		
Equity	1 320	1 348	1 561		
Loans and borrowings	-	-	-		
Cash and short-term deposits	1 313	789	408		
Debt equity ratio	0,43	0,45	0,54		

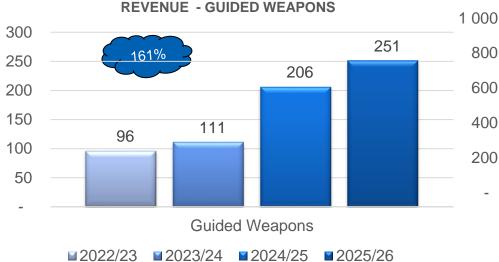
- Aggressive increase on export orders over the three years
- 100% Revenue growth in FY2025/26
- Expected gross profit margins between 20% to 25% in Y3
- Operational profit target of 8% reached in Y3
- Solvency position sustained from Y1;
- Debt/equity ratio improved to acceptable industry levels at 0.5





DIVISIONAL PROJECTIONS

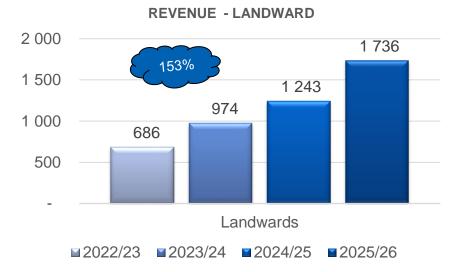
DENEL CORPORATE PLAN – REVENUE

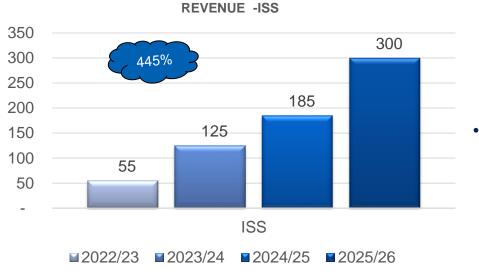


DENEL

REVENUE - AIR

800 84% 683 723 600 454 400 200 Air ≥2022/23 ≥2023/24 ≥2024/25 ≥2025/26

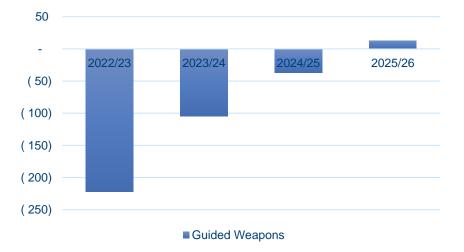




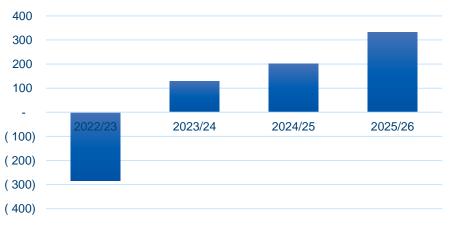
- Order cover at **Guided Weapons** is significantly low. It takes 6 – 12 months to translate an order to revenue;
- The Landward capability plan includes an amount of Hoefyster Phase II.
- Increased concentration in Denel traditional export markets for the its products
- Air capability has a concentration of the local market and assumes improved pricing to ensure sustainment of sovereign and strategic capabilities;
- The **ISS** business is expected to grow exponentially based on increased business in civil security sector and Defence export revenue.





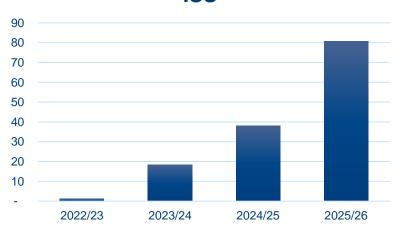


Landwards





ISS



■ISS

- All entities with the exception of Guided Weapons return to operating profitability in Y1;
- Guided Weapons retains critical mass headcount in order to maintain strategic and core capabilities;
- Labour underrecoveries to be reduced by Y3 with Guided Weapons returning to profitability.

Landwards





STATUS ON ANNUAL REPORTS

DENEL

STATUS ON OUTSTANDING ANNUAL REPORTS					
FY2020/21	Submitted 30 November 2022 to AGSA for audit				
FY2021/22	Submitted 31 January 2023 to AGSA for audit				
FY2022/23	Submitted 31 May 2023 to AGSA for audit				

- Timeous submission of annual financial statements for FY2021 and FY2022 was not achieved due to the high turnover of personnel in Denel as a result of non-payment of salaries. Furthermore, AGSA was unable to commence with the audit until some payment was made as it was owed fees from the previous years.
- Upon receipt of payment in March 2023, the AGSA has commenced with the audit of all three years. The date of completion of these audits will be communicated at the end of June 2023 and thereafter will advice on the expected tabling of all three annual reports.





FY2022/2023 – IRREGULAR EXPENDITURE

Irregular Expenditure- R3.28bn

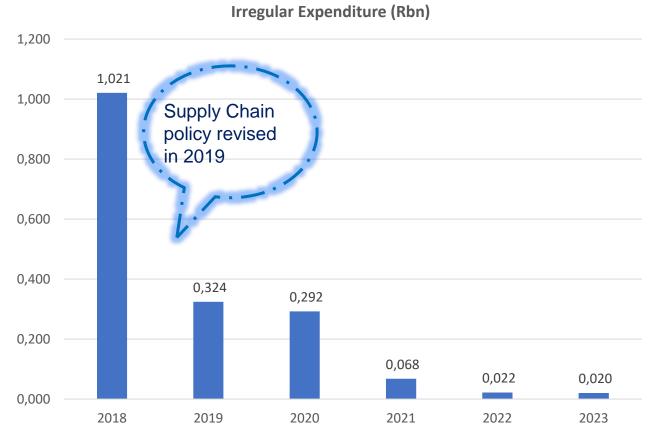
Includes entities liquidated (R1.01bn; 31%) or in process of being liquidated LMT R0.76bn & AEROSTRUCTURES R0.25bn

Prior to FY17	7/18- R1.54bn	FY17/18 to FY22/23 R1.74bn		
Deviation from Competitive Bidding R1.80bn (55%)	Expansions/ Variation of Orders R0.43bn (13%)	Evaluation criteria not adequately specified or applied R0.36bn (11%)	Other (Bids not adequately approved, contracts not signed, declaration of interest, Tax Clearance, AG Findings) (R0.69bn (21%)	

Key challenges resulting to irregular expenditure prior to FY2018:

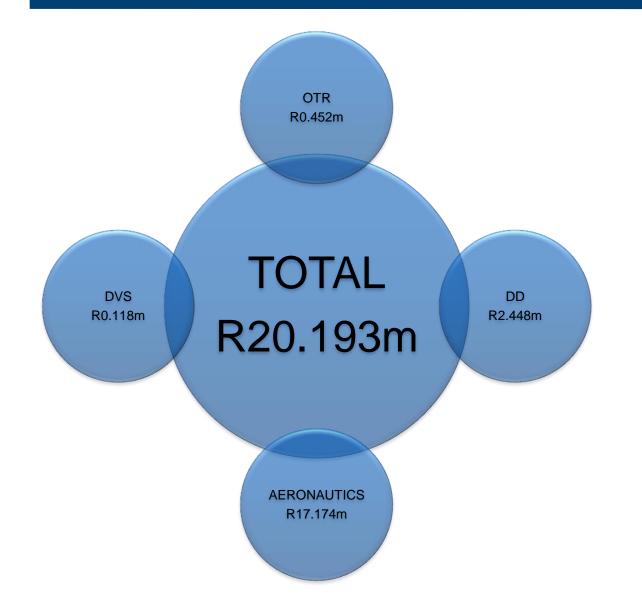
- Misinterpretation of the procurement regulations;
- Misalignment of supply chain policy to regulations;
- Inadequate procedures in respect to deviations single source and sole suppliers; and
- Inadequate skilled personnel particularly in supply chain.

DENEL



- Annual incurred irregular expenditure decreased by 98% since April 2018.
- In FY2019, commissioned an investigation on irregular expenditure incurred pre-FY2018 which could not be concluded due to liquidity constraints.
- Investigations will be conducted and to be completed by the end of FY23/24.
- Fit-for-purpose structure as part of the Turnaround strategy includes an Audit & Compliance Unit for Supply Chain tasked to prevent Irregular Expenditure
- Consequence management requires significant improvement as well as processes for reviewing all potential IE.

DENEL



The main contributor/transgression categories for Irregular Expenditure are attributed to:

- 1. Deviation from Competitive Bidding Process- **R9.6m**
- 2. Tax Clearance Certificate not Obtained-R10.17m

No fraud, corruption and/or other criminal activities related to these transactions were reported.

Denel is re-establishing its Loss Control Committee to initiate the determination and assessment principles as per the Irregular Expenditure Framework to adequately deal with its Irregular Expenditure portfolio.





PRIORITY ACTIONS AND WAY FORWARD



- Conclude on the restructuring in terms of the LRA Section 189A and stabilise Leadership of the organisation with appointment of Group Chief Executive Officer; Group Chief Financial Officer; Chief Audit Executive and the rest of the Group Executive Leadership;
- With the appointment of the Chief Audit Executive, finalise capacitation of the Internal Audit Function;
- Deliver on the sale of non-core assets as defined in the Turnaround Plan.
- Continued Board oversight on utilisation of the Recapitalisation Funds with support from Monthly Monitoring Committee (DPE/NT/DoD/Armscor);
- Expedite the rebuilding of the Denel capabilities through a focus on employee value proposition by making the company attractive (new work, improved working conditions etc);
- Continued drive to realise the opportunity pipeline of circa R30bn (local and export);
- Secure funding to invest in Research and Development through collaborations (own and/or customer funding);
- Fund the CAPEX plan through recapitalisation funds and own funds from operations and prioritise investment in infrastructure and preventative maintenance actions;
- As part of operational excellence, improve collections from sales and reinvestment in the business.



THANK YOU!

