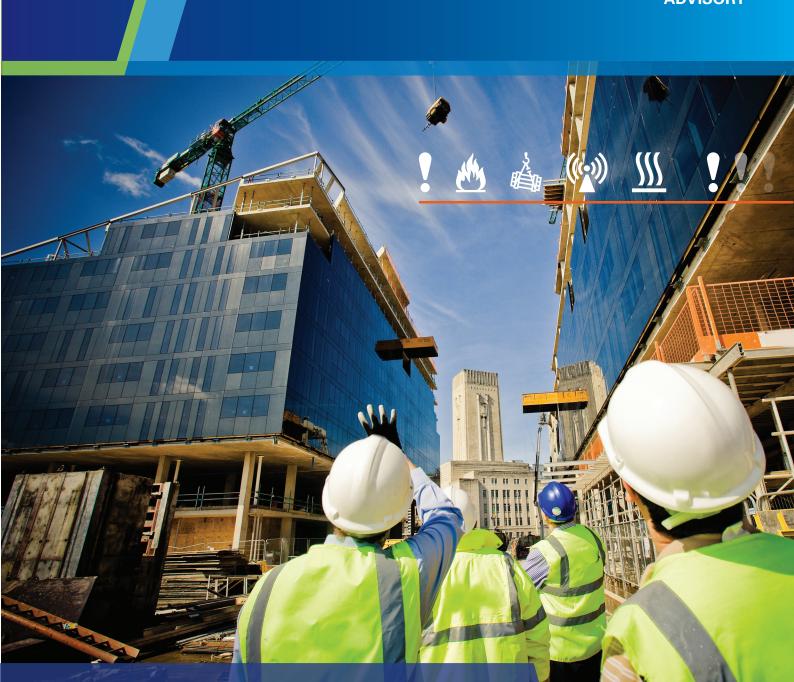


KPMG's Major Project Services

Capability Statement

ADVISORY





Challenges facing your company during infrastructure development and your capital project implementation....

The execution of infrastructure projects will present your company with risk and challenges. Having the appropriate governance structures, policies, processes and systems in place supported by the appropriate level of oversight and control in place is critical, only in doing so can internal and external risks be mitigated.

KPMG's global infrastructure service is a unique offering which can be tailored to meet your company's needs across the entire capital project.

GLOBALLY CONNECTED



Some of the key challenges facing your company are:

- Increasing project size and complexity
- Shortages of skilled resources with relevant major project experience
- Unreliable project reporting and project information
- Complexity of governance requirements impacting project decision making and approvals
- Ineffective detection and prevention of cost and schedule overruns, fraud, waste and asset abuse on the capital project
- Inadequate project controls, policies, procedures and systems for implementation of the infrastructure projects across your portfolio
- Lack of adequate project front end loading
- Regulatory requirements and approvals

INDEPENDENT GLOBAL EXPERTISE Integrated across lifecycle. Local and global capacity DEEP, SPECIALISED SKILLS

Introduction to KPMG's Infrastructure and Capital Project Services

KPMG has provided services to the financiers, owners and contractors on a range of large scale infrastructure projects globally and in SA. We provide a seamless range of advisory and assurance services to support you through the lifecycle of infrastructure projects. KPMG draws on a global team of infrastructure experts and proven methodologies.

KPMG's team has advised on some of the largest infrastructure projects undertaken in South Africa, including a range of significant power, oil and gas, water, construction and mining projects. Our offering covers the full project lifecycle from strategy to operations

A SEAMLESS OFFERING OVER THE INFRASTRUCTURE LIFE CYCLE



We have specialist skills in a range of areas, including:

- Enterprise, Financial and Project Risk Management
- Internal Audit
- Forensic Investigations
- Dispute Advisory
- Economics reviews
- Climate Change and Sustainability Services
- Cost Optimisation Strategies and reviews
- Feasibility Studies
- Contract Compliance Services
- Regulatory Compliance Services
- Dispute Advisory Services
- Tax Planning and reviews
- Stakeholder reviews
- Relationship Management reviews

KPMG's integrated team have advised on a range of infrastructure projects covering the following sectors:

- Power plants (coal, gas, hydroelectric, renewable energy and nuclear)
- Civil construction
- Rail
- Port facilities
- Pipelines
- Water
- Airports
- Oil and gas
- Mining
- Telecommunications
- Roads
- Project Data Analytics



HOW can we assist you in developing your strategy?

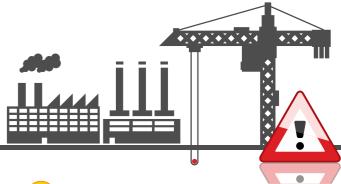
Your company's infrastructure development and capital project covers investments across South Africa and Africa.

You will be faced with significant challenges and our professionals are ready to assist.









Financing your Infrastructure and Capital Projects

- Business case reviews
- Policy and regulatory framework reviews and advisory
- Infrastructure planning
- Market analysis and planning
- Organisational development

Tax and your Infrastructure and Capital Projects

- Corporate tax compliance requirements for your infrastructure and capital
- Tax guidance regulatory frameworks and understanding the tax implications

Economics and your Infrastructure / Capital Project

- Econometric modeling
- Economic impact analysis
- Development economics
- Economic growth analysis

Risk assessment and analysis covering project risks, including

Economic factors, finance, people, regulatory, market, supply, cost, commercial, timing, environmental, public sector capacity, intergovernmental coorperation, stakeholder relations, project and high-level operational risks.

Sustainability

- Carbon Markets and Economics
- Climate Change Strategy and Carbon, Monitoring, Reporting and Verification (MRV)
- Climate Financing
- Project Environmental Impact Assessment (EIA) review

Major Projects Advisory Tailored to meet your needs

- Project Prioritisation and Selection guidance
- Assistance with option analysis
- Project costing reviews
- Socio economic impact studies
- Schedule integrity reviews and reviews of Work Breakdown Structures (WBS)
- Investment decision support
- Contracting Strategy advisory and review

OUR CREDENTIALS

Project	Client
Thermal and Hydro Power Stations	Zimbabwe Power Corporation
Medupi & Kusile Projects, Risk Assessment & Assurance	Murray & Roberts Projects
Capital Projects Portfolio Review and Development	Anglo American, etc.



HOW can we assist you during the procurement and financing phase?



Financing your Infrastructure and Capital **Projects**

- Buy and sell side advice
- Project finance
- Financial structuring for your capital project
- Bid evaluations



- Risk assessment and analysis covering macro and micro level risks, including:
- Contractual risk allocation
- Risk Allowances (schedule and cost)
- Review of cost estimates

Tax and your Capital Project

- Tax compliance corporate
- Indirect tax guidance and consulting
- Tax implementations and structuring

Major Projects Advisory Covering your **Procurement and Financing Phase**

- Guidance and review of your contracting structure
- Project governance structures
- Project Breakdown structures
- Owners team capacity assessments
- Owners organisation review

- Socio economic contract provisions
- Adjudication support covering the full your company tendering process
- Design status reviews
- Feasibility study assessments

Understanding the Economics of your **Capital Project**

- Cost optimisation
- Cost benefit analysis
- Economic policy review

Forensics — on Demand Services

Vendor screening

PROCUREMENT AND FINANCING PHASE

- Compliance and monitoring services
- Records risk management
- Fraud risk management
- Continuous Control Monitoring

Internal Audit, Risk & Governance

- Procurement reviews
- Vendor selection criteria and process
- Governance structures and adherence
- Business readiness reviews

OUR CREDENTIALS

Project	Client
TUHF Equity Investment Advisory	TUHF
Aluminium Smelter	Mozal
Stainless Steel Plant	Columbus Stainless Steel
Stainless Steel Plant	Saldanha Steel
Gautrain Project – Socio-Economic Monitoring	Bombela JV

HIGH PERFORMING CUTTING THROUGH COMPLEXITY

KPMG professionals will provide your company with focused industry knowledge, multidisciplinary teams, and substantive experience in managing both the financial and technical aspects of infrastructure and capital projects.











HOW can we assist you during the delivery and construction phase?

Monitoring and measuring your project delivery through our Major Project **Advisory and Assurance offerings**

- Commercial oversight during delivery and construction
- Assessment of Reporting Integrity
- Project control environment review
- Contractor and vendor system interface reviews
- Review of claims and entitlements
- Scope change management and approval
- PMO set up and status reporting

Internal Audit and Assurance

- Contractor management reviews
- Residual risk assessments
- Combined assurance programmes
- Asset protection and security
- Contract Compliance Services
- Internal control design and effectiveness
 - Bulk material reconciliations
 - People processes
 - Procure to Pay
 - Revenue to Cash
- Governance structure reviews
- IFRS compliance reviews
- Documentation controls
- IT and information safeguarding
- Ethics reviews

OUR CREDENTIALS

Project	Client
Gautrain Project – Socio-Economic Monitoring	Bombela JV
Medupi Project - Construction Review	Murray & Roberts
Kusile Project – Construction Review	Murray & Roberts
Sishen Expansion Project – Ongoing Monitoring	Kumba Iron Ore

Ongoing Risk Assessment and Analysis During Construction

- Risk assessment and analysis covering project level risks including:
- Cost and schedule
- Contractual compliance
- Upside and opportunity risks
- Lessons learnt and identification
- Benefits realisations testing

Oversight of Finances during Delivery and Construction

- Project finance oversight during delivery and construction
- Cash flow protections & management
- Contract compliance reviews
- Escalation modeling & projections

Tax and Regulatory Compliance Monitoring

- Tax compliance
- Indirect tax advisory
- Regulatory compliance

Forensics

- Compliance and monitoring
- Dispute advisory
- Expert witness
- Evidence and discovery management
- Data analytics and Continuous Control Monitoring
- Fraud prevention & detection



Sustainability

Sustainability reporting and assurance



Stakeholder Management

- Relationship management reviews
- Stakeholder communication

OUR CREDENTIALS

Project	Client
Sishen South Project – Ongoing Monitoring	Kumba Iron Ore
Coal – Commercial Management and Design Review	EXXARO
ENRL – Project Review	ENRL
Project Inkwezi – Establishment Review	PetroSA



HOW can we assist you during the operations phase?

Major Project Advisory Operations and Beyond

- Review of operational effectiveness
- Post-implementation reviews
- Hand over compliance reviews (quality)
- Assistance with close-out across the project

Risk Management

- Risk identification and assessment
- Implementation of risk management processes
- Risk mitigation planning and implementation monitoring
- Review of operational and performance risks
- Review of risk management systems and "gap analysis"

Forensics Forensics

- Compliance and monitoring
- Data analytics and Continuous Monitoring
- Digital evidence recovery
- Expert witness
- Dispute advisory

Financing — into operation and performance monitoring

- Asset management
- Cost takeout
- Contract monitoring

Tax - Operations

• Tax compliance during operations

Sustainability

- Sustainability reporting and assurance
- Post implementation socio economic review

Economics - Optimising your Operational Performance and Understanding your Costs

- Cost optimisation
- Modelling for operational performance

Operational Effectiveness

OPERATIONS AND PERFORMANCE

- Fit for purpose diagnostics
- Cost reduction
- Benchmarking
- Organisational optimisation

Internal Audit and Assurance

- Internal control design and effectiveness reviews:
- People
- Procure to Pay
- Revenue
- Maintenance process reviews and compliance
- Warranty and retention management
- Operations and production process reviews
- Contract compliance
- Financial and operational reporting reviews

OUR CREDENTIALS

Project	Client
Post-implementation Reviews – Anglo Portfolio Wide	Anglo American
Sishen Expansion Project – Close Out Assistance	Kumba Iron Ore
Kolormela Project – Close Out Assistance	Kumba Iron Ore
Sishen Expansion Project – Ongoing Monitoring	Kumba Iron Ore
NMPP – Prudency Review	Transnet
Cape Town Container Terminal – EPCM cost Review	Transnet



Your company will have access to a global network of professionals through KPMG's offering. We understand projects and we understand your challenges.



Meet the team - South Africa

The South African Infrastructure and Capital project team consists of experienced professionals ready to serve your company.



De Buys Scott

Position

Partner: Head of KPMG's Debt & Structured Finance Division,

Head of Financing, Global Infrastructure and Projects Group SA ("GIPG") and Joint CEO of GIPG Africa

Experience

De Buys has in excess of 23 years of experience in transaction advisory services on Public-Private-Partnerships, Corporate & Project Finance, Procurement, Disposals and Capital-raising in various sectors including health, hospitals, passenger rail and office accommodation for national government departments.



Jeff Shaw

Position

Partner: Africa Lead – Major Projects Advisory

Experience

Jeff has been extensively involved in the establishment and operation of major projects both in South Africa and internationally. These projects have covered large geographic areas and involved multi billion dollar expenditure on a large number of interrelated projects.



Eugene Mwansa

Position

Associate Director: Management Consulting

Experience

Eugene is a qualified Mechanical Engineer (BEng) and a registered Professional Engineer (Pr Eng). In addition, Eugene holds a Masters Degree in Business Administration (MBA) from Witwatersrand University.



Ashley Smith

Position

Managing Partner: Internal Audit, Risk and Compliance Services Europe, Middle East and Africa

Experience

Ashley joined KPMG 20 years ago and has gained experience across a wide spectrum of industries and clients. He heads up IARCS for EMA and supports their integrated approach Assurance through a leading resource base of 450 people.



Johan de la Rey

Position

Partner: Major Project Assurance

Experience

Johan has been extensively involved in providing risk management and internal audit assurance services to a wide variety of industries over the last 26 years. Specific experience includes Eskom Power Station Programme, Sasol Pipelines, Transnet and the Construction Industry.



Walter Palk

Position

Partner: IT Advisory

Experience

Walter has been with KPMG for over 16 years, four of which have been spent in the Canadian practice of KPMG (focusing on the Energy and Forestry sectors) and prior to that, two years in the firm's UK financial sector practice. Walter is primarily responsible for providing assurance on large IT Project implementations, leading IT Risk and Advisory services to clients in a range of industries, and focusing specifically on internal audit, Project Risk Management, regulatory risk management (Sarbanes-Oxley Act) and IT Governance.

Our experience base covers a range of sectors and engagements, with our team equipped to work with you on your key projects across the full project.



Mike Roos

Position

Associate Director: Forensics

Experience

Mike Roos advises clients on best practice for continuous control monitoring, fraud risk assessments and has extensive dispute resolution experience.



Shireen Naidoo

Position

Climate Change and Sustainability

Experience

Shireen brings more than 20 years of experience in the Health, Safety and Environmental (HSE)/Sustainability field, the last 12 of which have been predominantly in the mining sector, relating to sustainability reporting and assurance (including ICMM, GRI the UN Global Compact and the Mining Charter), HSE due diligence and environmental rehabilitation provisions.



Andre Groenewald

Position

Partner: Forensics

Experience

André provides fraud risk management services, which includes fraud risk assessments of business processes and major projects implementing fraud prevention policies and advising clients on effective fraud risk management strategies. He is also active in Dispute Advisory Services.



Frank Blackmore

Position

Associate Director: Senior Economic Advisor

Experience

Frank's key areas of experience include econometric modeling, cost optimisation, indexation of cash flows, economic impact analysis, development economics, cost benefit analysis, financial economics, economic growth analysis, economic policy and financial mathematics.



Kerry Jenkins

Position

Partner: Regulatory Compliance

Experience

Kerry's key experience is in Governance and Regulatory Compliance programmes. She has serviced a variety of clients and industries in this regard in her 15 years with KPMG.



Marlene Pappas

Position

Partner: Contract Compliance

Experience

Marlene has extensive experience in performing contract compliance services to a variety of international clients, including the construction industry.



Gavin Maile

Position

Partner: Africa Construction Markets

Experience

Gavin leads the Africa Construction Market for KPMG and has more than 20 years experience in this field.



Meet the team - Global

The Global infrastructure leadership team consists of specialists working across Europe, North America, South America and Asia-Pacific. Our practice therefore has **access to leading professionals in the infrastructure and capital projects area**.



Nick Chism - United Kingdom

Position

Global Lead – Global Infrastructure and Projects Group (GIPG)

Experience

Nick Chism is KPMG's global head of infrastructure. Global Infrastructure is a strategic growth area of KPMG globally. It is a network of 3000 professionals, advising infrastructure contractors, operators and investors, as well as governments, on the development, procurement, financing, delivery and acquisition/disposal of infrastructure assets worldwide.



Geno Armstrong – USA

Position

Global Lead – Major Project Advisory

xperience

Geno has over 20 years of domestic and international development and construction experience. Geno holds primary specialisation in assisting clients with real estate and construction development strategies, troubled project recovery, claims and disputes.



About KPMG - Who we are

GLOBALLY CONNECTED

KPMG is a global network of professional services firms whose aim is to turn understanding of information, industries, and business trends into value. Constantly striving to be better lies at the heart of what makes us different.

For almost 100 years, KPMG has provided very high calibre professional services to its clients. Today, having successfully grown to be one of the largest professional services organisations in the world, KPMG is acknowledged as a leader in all forms of Audit, Tax, and Advisory services with a global approach to services that spans industry sectors and national boundaries. Global capability and consistency are central to the way we work. By providing global organisations with the same quality of service and behaviour around the world, we can work with them wherever they choose to operate. Our industry focus helps KPMG people to develop a rich understanding of clients' businesses and the insight, skills and resources required to address industryspecific issues and opportunities.

KPMG FACTS AND FIGURES



KPMG has a large client

base representing commercial, financial and government interests in virtually every sector of the global economy.

KPMG clients include



Global 500 leading

500 companies

of the 75 insurance companies listed in the Global 1200 (2009)

companies



of the 191 Banking companies listed on the Global 1200 (2009)



resources, no matter where they are in Africa.

KPMG in Africa

ASSURANCE tax and legal and financial advisory services FROM MORE THAN



KPMG has some

KPMG is well represented across the African continent. Our objectives are to provide consistent, high-quality services to multi-national, regional

and local clients and to enhance the product offering in certain previously under-serviced markets. Our extensive network of practices enables

KPMG to ensure that our clients have access to a blend of professionals

who are well versed with local conditions, giving them access to skilled

900 partners

including 1 400 of the worlds

largest corporations.

Worldwide fee income of

U\$\$ 20.63 billion in 2010 and U\$\$ 22.7 billion in 2011.

KPMG in South Africa

- South African member firm of KPMG International
- Operating in South Africa since 1895
- One of the largest Audit, Tax and Advisory firms with 11 offices in South Africa
- Over 3 000 professionals
- More than 250 Directors



About KPMG in Africa



Africa is showing extraordinary potential and KPMG is well positioned to serve our clients' needs across the continent. KPMG is therefore operational across the African continent.

KPMG is well represented across the African continent. Our offices in Africa are officially integrated, and are managed as one practice across the continent. Individual countries retain their legal independence and local Director ownership. KPMG's objectives are to provide consistent, high-quality services to multinational, regional and local clients and to enhance the product offering in certain previously under-serviced markets. Our extensive network of practices enables KPMG to ensure that our clients have access to a blend of professionals who are well versed with local conditions, giving them access to skilled resources. no matter where they are in Africa.

CURRENTLY KPMG PRACTICES ARE SITUATED

Angola Botswana Kenya Malawi Mauritius Mozamb

iviozambique

Ghana Namibia Nigeria Sierr

IN THE FOLLOWING COUNTRIES

What makes KPMG Africa different?



COMPREHENSIVE

'African Footprint'

ensuring we can be where our clients are

and that we know each other,





Africa-wide

consistency through the implementation,

of key audit and

from a single point



KEY MARKETS

of Central Fast Was

of Central, East, West and Southern Africa





KPMG's Advisory Practice

Advisory works with organisations to tackle challenges in growth, governance and performance. Combining the skills of 25 000 people operating in 80 countries around the world, we seek to provide objective advice and execution to both improve and preserve the value of our firms' clients' businesses. **For further information**

AFRICA TEAM

De Buys Scott

Partner, Advisory

Head of Financing, Global Infrastructure and

Projects Group - Africa

M: +27 82 551 3345

E: debuys.scott@kpmg.co.za

Jeff Shaw

Partner, Advisory

Africa Lead for Major Projects Advisory

M: +27 82 882 2658 **E:** jeff.shaw@kpmg.co.za

Ashley Smith

Partner, Advisory

Head of Internal Audit Service

M: +27 83 448 9809

E: ashley.smith@kpmg.co.za

Johan de la Rey

Partner, Advisory

Major Project Assurance

M: +27 83 419 7404

E: johan.delarey@kpmg.co.za

GLOBAL TEAM

Geno Armstrong

Principal, Advisory

Global Leader for Major Projects Advisory

T: 415-963-7301

E: garmstrong@kpmg.com

Eugene Mwansa

Associate Director, Advisory

Adviso

M: +27 718 1963

E: eugene.mwansa@kpmg.co.za

Walter Palk

Partner, Advisory

IT Project Assurance

M: +27 83 397 2154

E: walter.palk@kpmg.co.za

Kerry Jenkins

Partner, Advisory

Regulatory Compliance Services

M: +27 83 297 1197

E: kerry.jenkins@kpmg.co.za

Shireen Naidoo

Partner, Advisory

Head of Climate Change and Sustainability

Services

M: +27 83 381 9235

E: shireen.naidoo@kpmg.co.za

Andre Groenewald

Partner, Advisory

Forensics

M: +27 82 719 2294

E: andre.groenewald@kpmg.co.za

Gavin Maile

Partner, Advisory

Africa Construction Markets

M: +27 83 253 7165

E: gavin.maile@kpmg.co.za

Marlene Pappas

Partner, Advisory

Contract Compliance

M: +27 82 719 2061

E: marlene.pappas@kpmg.co.za

Frank Blackmore

Associate Director, Advisory

Senior Economic Advisor

M: +27 82 712 2667

E: frank.blackmore@kpmg.co.za

Nick Chism

Global Lead of

Infrastructure and Projects

T: +44 20 73118603

E: nick.chism@kpmg.co.uk

The information contained herein is of a general nature and is not intended to address the circumstances of any particular individual or entity. Although we endeavor to provide accurate and timely information, there can be no guarantee that such information is accurate as of the date it is received or that it will continue to be accurate in the future. No one should act on such information without appropriate professional advice after a thorough examination of the particular situation.

© 2013 KPMG Africa Limited, a Cayman Islands company and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity. All rights reserved. The KPMG name, logo and "cutting through complexity" are registered trademarks or trademarks of KPMG International.

