



27th August 2016

Mr. Prish Govender
Group Capital Assurance
Eskom SOC
Megawatt Park

Dear Mr. Govender,

McKinsey Master Services Agreement (MSA)

As you are no doubt aware, there was a clear understanding with McKinsey & Company that Trillian Capital Partners were the BEE partners for a Risk Based Contract that was awarded in December 2015. Trillian Capital Partners has worked closely with McKinsey & Company to fulfill all requisite compliance aspects in terms of the required BEE partnership criteria. After contract award, Trillian Capital Partners fully mobilised a team in December 2015 to support the McKinsey Risk Based Contract.

It is our understanding that this risk based contract was terminated in June 2016. Trillian Capital Partners acknowledges payment in line with the principles of the risk based contract and the termination settlement. However, we would also like to clearly point out that full payment i.e. inclusive of the risk based value has not been received to date.

Trillian Capital Partners cannot accept to be reimbursed on cost only as per the details of the McKinsey risk based contract regarding the risks undertaken in the context of the contract. The risk based contract has a clause that in the case of termination that reimbursement will be accordance to the measures implemented and the agreed fraction of the share for those measures which have passed implementation stage IL2.

Trillian Capital Partners requests that Eskom reviews the terms of the risk based contract and reimburse us as per the contractual agreements, in order for us to close out the contract.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Eric Wood", written over a horizontal line.

Dr. Eric Wood
Group Chief Executive Officer
Trillian Capital Partners

