

## **Capitec/Petratouch**

### **Transaction and nature of black holding**

To be completed

### **Broad-based black economic empowerment assertions**

In an article written by Thekiso Anthony Lefifi and published by Sunday Times on 17 May 2015, the leader of the PetraTouch consortium is identified as Mr Warren Wheatley from Tactical Software Systems. Mr Wheatley stated, according to the article, that this transaction “was not one of your old-style BEE transactions” and continued that “...90% of the of the consortium’s members were not big political names and are new entrants”, something which motivated the PIC to support the deal.

It was further reported that “no single person holds more than 25% of the consortium and 40% of the ownership is ascribed to women” and “...most of the consortium members were in the financial services sector”.

The article continued to compare the new transaction to the transaction completed in 2006. With Coral Lagoon and subsequent media coverage due to perceived political interference.

### **Context**

Mr Mahloele’s career to date:

After stints at RMB and the Commonwealth Development Bank, Mr Mahloele held the position as head of the Public Investment Corporation’s (PIC) Corporate Finance and Isibaya Fund divisions from 2003 (until 2007?). He established Harith Fund Managers in 2007 where he still serves as Chief Executive Officer.

Phillip Jabu Moleketi serves as Chairperson of Harith Fund Managers and Koketso Mabe serves as non-executive director. Both these individuals have previous employment links to the PIC. Fawzia Sidwell acts as Mr Mahloele’s executive assistant at Harith.

### **Petratouch consortium members**

It is our assertion that the PetraTouch consortium is not a broad-based consortium that consists of various new entrants, but is rather a consortium that was established by Mr Mahloele himself, largely to his own benefit.

In this light we consider his actions as prejudicial to the shareholders of the existing Capitec BEE Consortium, Coral Lagoon and Ashbrook, to whom he should have shown fiduciary duties.

<b>Registered owner</b>	<b>Shareholding</b>	<b>Representative</b>	<b>Link to Mr Mahloele</b>
<b>Broad-based</b>	<b>5.00%</b>		
PIC Trust	5.00%	<b>Koketso Mabe</b>	<ul style="list-style-type: none"><li>• <b>Non-executive director of Harith Fund Managers</b></li><li>• <b>Fund Manager: PIC Isibaya</b></li></ul>

			Fund
<b>Black Male</b>	<b>62.17%</b>		
Little River Trading 305 (Pty) Ltd	20.00%	<b>Oupa Seopa</b>	<ul style="list-style-type: none"> <li>• Little River Trading 305 (Pty) Ltd was registered in 2011 and its registered address is shown as 33 Impala Road, Chislehurst - Harith's head office at the time</li> </ul>
WGW Capital (Pty) Ltd	7.34%	<b>Warren Wheatley</b>	<ul style="list-style-type: none"> <li>• Contacted administrators of Coral Lagoon/Ash Brook in November 2014 as an "adviser to Mr Mahloele", assisting with the audit of Keabetsoe Holdings - the entity through which Mr Mahloele holds his stake in Ash Brook/Coral Lagoon</li> <li>• Leader of the consortium according to media reports</li> <li>• Recently requested to be appointed as board member in Ash Brook Investments 15, following the acquisition of 20% shareholding by Vaslowell (Pty) Ltd from the Bathbatho Trust</li> </ul>
Aztocube (Pty) Ltd	3.33%	<b>Mabuse Moja</b>	<ul style="list-style-type: none"> <li>• No public information available on entity</li> <li>• Mr Moja referred to as Research Analyst at Investec Wealth and Investment as of November 2013 by media articles and LinkedIn</li> </ul>
Mbenzane Family Trust	7.00%	<b>Jabu Moleketi</b>	<ul style="list-style-type: none"> <li>• Chairman of Harith Fund Managers</li> <li>• Recently emerged as a shareholder in Keabetsoe Holdings (details unclear)</li> <li>• In 2012, Mbenzane Family Trust flagged an indirect beneficial interest on Remgro transaction when Mr Moleketi served as board member</li> <li>• Chairman of the PIC from 2004-2008</li> </ul>
Pazomanzi (Pty) Ltd	24.50%	<b>Tshepo Mahloele</b>	
<b>Black Female</b>	<b>32.83%</b>		

Telastyle (Pty) Ltd	6.33%	<b>Lindiwe Temba</b>	<ul style="list-style-type: none"> <li>• <b>Executive, Corporate Banking at Nedbank</b></li> <li>• <b>No clear link to Mr Mahloele</b></li> <li>• <b>Shares the entity's registered property in Lone Hill with Ian Temba, regional Head for Absa Wealth</b></li> </ul>
Tamibex (Pty) Ltd	19.50%	<b>Lorna Nxumalo</b>	<ul style="list-style-type: none"> <li>• <b>Account Manager at State Information Technology Agency</b></li> <li>• <b>No clear link to Mr Mahloele</b></li> <li>• <b>Board member of Pretoria Preparatory School</b></li> <li>• <b>Lay-minister at St Francis of Assisi Church in Waterkloof</b></li> </ul>
JFF Ventures (Pty) Ltd	6.00%	<b>Thando Moleketi</b>	<ul style="list-style-type: none"> <li>• <b>Daughter of Jabu Moleketi and Geraldine Fraser-Moleketi</b></li> </ul>
Fawzia Lucia Sidwell	1.00%	<b>Fawzia Lucia Sidwell</b>	<ul style="list-style-type: none"> <li>• <b>Mr Mahloele's executive assistant at Harith Fund Managers</b></li> </ul>
<b>Total</b>	<b>100.00%</b>		