

ANNEXURE "A"

13 August 2001

ACSA
AIRPORTS COMPANY SOUTH AFRICA



Mr Paul O' Sullivan
C/o Corporate Office
Bedfordview

Airports Company South Africa Ltd
Strictly Confidential
24 Johnson Road Bedfordview 2008
PO Box 75480 Gardenview 2047
Telephone (011) 723-1400 Facsimile (011) 4

Dear Paul

OFFER OF EMPLOYMENT:

I have pleasure in offering you the following position with Airports Company South Africa:

Title: *Group Executive: Security
ACSA Corporate Office*

Effective: *1 August 2001*

Remuneration: *700 000* annual all-inclusive package.

Annual Leave: *Twenty Eight* working days per annum.

Leave shall be taken at a time mutually convenient to yourself and the Company and may only be accumulated to 40 days in total. This agreement may be terminated by the one party giving the other party written notice of such termination of three calendar months or a shorter period by mutual agreement by the parties.

The company offers a performance based incentive scheme. You will be eligible to participate in this scheme. The scheme is based on agreed upon critical success factors and the pre agreed milestones.

You and the Company agree to the total remuneration package as mentioned above and undertake not to disclose any information regarding your remuneration to any person or organisation other than those ACSA officials concerned with the management of your remuneration.

The Company normally reviews salaries annually and increases are granted within the sole discretion of the Company, depending upon the employee's assessment conducted in terms of the Company's performance review system, the nature of the employee's particular function/position and the employee's contribution towards the Company's performance. Your next salary review will be in September 2002.

You are subject to the Company's standard Conditions of Employment, however, the Company will not be contributing to any fringe benefits on your behalf. The Company conditions of employment are also contained in more detailed policies and procedures, which you will be required to familiarize yourself with.

Directors and Company Secretary

ME Ramano (Chairman) E-D Hlatshwayo (Company Secretary) *A C Bassetti *A Belardini

*E Giordano N N Gwaguz M W Hlahla *M S G Mareletse S Sithole FA Sonn B M Stocks *A J Williamson

*Italian *Executive

(REG 1993/004149/06)

AIRPORTS COMPANY SOUTH AFRICA

The appointment is on a full time basis. You are expected to observe the Company's normal hours of work. However, the responsibilities of your position require that you work additional hours from time to time. The company will reimburse reasonable expenses incurred by you in the performance of your duties, subject to the company's rules in this regard and the provision of such evidence of expenditure as may be required by the company.

During the continuation of your employment it is expected of you to:

- faithfully serve the company to the best of your ability and apply your knowledge and skill to promote the interests of the company.
- carry out such duties as are assigned to you and comply with all lawful instructions given by the company.
- give to the company on request, and in writing if so required, all information within your knowledge or control concerning the affairs of the company as the company may require.

The company may transfer you to another location within South Africa or in any other territory in which the company operates. The Company shall make no such decision before it has consulted fully with you and shall give you reasonable notice and shall reimburse relocation expenses on a basis to be laid down by the company from time to time.

You are obliged to assign to the Company the copyright on all literary and other works of which you will hereafter be the author and which are produced or published in the course, or in the execution of your duties in connection with your employment with the Company or any associated company. In addition you grant to the Company the full right to alter and adapt such documentation.

You may not without the written permission from the Managing Director or his delegate -

- directly or indirectly perform or undertake to perform remunerative work outside the Company;
 - do any work not related to your duties for yourself or others on the premises of the Company;
 - employ or use equipment or employees of the Company for private purposes during working hours, or permit such employment by others, whether or not it is intended that payment should be made for such service or usage;
 - accept in respect of the performance of your duties any commission, fee or reward, pecuniary or otherwise, from sources outside the Company;
 - be involved directly or indirectly without prior disclosure to the Company in any trade or dealings between the Company and any other party when the Company has a direct or indirect interest in such other party or when you stand to gain in any way from such dealings. You are also required to disclose to the Company the
- 

involvement of any close member of your family in such trade or dealings.

You are compelled to declare any grants or gifts of any value in accordance with the Company's gifts policy.

Your appointment is subject to proof of good health, to the satisfaction of the Company. In order to enhance health conscienceness, all senior managers of the Company are required to undergo an annual comprehensive medical examination, courtesy of the Company. You may at the discretion of the company be invited to participate in discretionary benefit schemes as may from time to time be established in accordance with the eligibility rules of such schemes.

Yours Sincerely



MUSHUDD RAMANO
CHAIRMAN

I herewith accept the above-mentioned position, policies and conditions of employment and the all inclusive remuneration package.

P. O'Sullivan

NAME



SIGNATURE

15 August 2001

DATE

NB Employment commenced on 25 July 2001, by mutual consent.



ANNEXURE "B"

PAUL O'SULLIVAN

(1) 4

Having been born and raised in Europe, Paul O'Sullivan is a naturalised South African, having settled in South Africa in late 1990. He left school at the age of 17 with General Certificate of Education Ordinary Level passes in mostly technical and academical subjects. He qualified, the hard way, in Engineering, having started as an apprentice electrician and working his way up. He passed the City & Guilds Exam in Electrical Installation Technology, before going on to complete a Technician Education Council Certificate in Electronics and many subsequent management certificates.

Although an engineer by profession, Paul O'Sullivan has been recognised as one of South Africa's leading security experts. He successfully completed three retirement villages and 270 homes, after the developer was sequestered. In 1994 he won Service Provider of the Year from the Department of Labour, whilst he was GM of Sage Properties. He has completely turned around Randburg Waterfront, into a thriving retail and leisure centre. (See www.rwaterfront.co.za)

He is currently the M.D. of a medium sized property company and controls assets of over R400 Million, with turnover in excess of R500 Million. He sits on the boards of other property or tourist related companies.

He:- has been nicknamed "Major Dad" because of his high profile "Zero Tolerance" campaign which successfully sorted out juvenile problems at Randburg Waterfront, the first tourist attraction in South Africa to get SABS ISO 9002 Certification, he is the Managing Director of the owning company;

is a Director of Tourism Johannesburg and a Director of the Tourism Business Council of South Africa.

was a founding Director of Johannesburg City Watch, formed to manage CCTV in the city centre.

holds the rank of Detective Sergeant with the Detective Branch of the South African Police Reserve Service and is posted to Johannesburg International Airport, Border Police;

was the Senior Lecturer in Criminal Law and Crime Investigation at the Reserve Police Training Centre from 1993 to 2000 and specialises in complex fraud investigations, where he has obtained many convictions;

regularly presents papers on Facilities Management and is a lecturer on the University of Pretoria Certificate Course on Shopping Centre Management;

has sat on the technical committee of the South African Property Owners Association and is currently the Tourism representative on the Council of Greater Johannesburg Chamber of Commerce & Industry;

has made many TV and radio appearances on tourism, crime and security related issues in South Africa, Australia, Ireland and the United Kingdom;

has received commendations from the South African Police and one from Scotland Yard in London;

is a Member of ASAB, Australian Southern African Business Council;

founded and is the chairman of Johannesburg's Big Five Tourist Destinations, a section 21 Company formed for the purpose of marketing Johannesburg's premier destinations. Is currently assisting with the development of the Soweto Shebeen Route as well as the Soweto Visitors Centre. See www.thebigfive.co.za

PROFESSIONAL MEMBERSHIP

	STATE	DESIGNATION
Member of the Association of Supervisory and Executive Engineers	(UK)	MASEE
Member of the Institution of Incorporated Engineers	(UK)	MIE
Member of Aircraft Owners and Pilots Association	(RSA)	
Member of The South African Council of Shopping Centres	(RSA)	MSACSC
Member of the Institute of Personnel Management	(RSA)	MIPM
Member of the International Police Association	(RSA)	MIPA
Fellow of the Institute of Directors	(RSA)	FID

Paul O'Sullivan

PERSONAL DETAILS

Date of Birth	1955-08-26 (age 45)	ID No. 5508265700085
Nationality	South African (Naturalised) prev. Irish	
Contact numbers	Home; 011 Work; 011 Cellular; 082 821-1666	
Address	(Physical) 11 Broadway Crescent Magaliessig, JOHANNESBURG	(Postal) PO Box 122, MAGALIESSIG, 2067. Republic of South Africa

EDUCATION

Educated at Westminster City Grammar School, London, to GCE "O" Level in English, Maths, Physics, Technical Drawing, History & Geography.

Further education at:-

1. City & East London Technical College,
City & Guilds Certificate in Electrical Installation;
2. Oldham College of Technology,
Technician Education Council Certificate in Electronics;
3. City of London Polytechnic,
Part of BSc Course in Electrical Engineering (light current), unfinished due to work load.

Various post education courses in Management Technology, Contract Law and People Skills. Hold a diploma in Project Management and full membership of two engineering institutions. Passed Estate Agents Board exams in August 1991.

CAREER DETAILS

December 1997 - present time (Salary = R695,000 package)

- | | |
|---------------------|--|
| Managing Director - | Randburg Waterfront (Pty) Ltd. A property owning company with assets of R200 million and a turnover of R25 million. |
| Director - | Vicmay Investments (Pty) Ltd and Vicjun Investments (Pty) Ltd. Tenpin bowling equipment owning and operating companies with turnover of R5 million |
| Director - | Harbour Market (Pty) Ltd. A flea market owner and operator with assets of R7 million and turnover of R4.5 million. |
| Director - | Tourism Johannesburg. The City tourist association, responsible for the marketing of Johannesburg as a tourist destination. |
| Director - | Tourism Business Council of South Africa |
| Chairman - | Johannesburg's Big Five Tourist Destinations |

April 1996 - November 1997 (Salary = R306,000 package)

General Manager (Operations) - Chubb Electronic Security (Pty) Ltd

Reporting to the CEO Chubb Holdings Ltd I was responsible for all operational aspects of the business in Gauteng, and the armed reaction side of the business in Natal and the Cape. I had a staff of 400 with a turnover of R60 million. The whole of the sales and service components also reported to me. I left here as I was head hunted by Ozz Industrial to sort out Randburg Waterfront.

April 1993 to March 1996 (Salary = R185,000 package)

Sage Properties Limited - Assistant General Manager

Reporting to the Managing Director, I was responsible for all aspects of property management, from site identification, feasibility study, construction and management including Security, Cleaning, Routine and Non-Routine Maintenance and Tenant Installations. In order to meet my objectives I had a staff of around 160 (I cut back from 260) and was also responsible for all aspects of human resources management of my staff including regular review and counselling. My total budget was in the order of R26 million. I was promoted (December 1994) to Assistant General Manager from Building Services Manager, after winning 'Top Service Provider' award from the Department of Labour. I was also responsible for all aspects of internal audit. I had to make recommendations to the board on acquisitions and disposals. I decided to move on as I was not being recognised for my hard work and was being paid well below the market rate.

November 1990 - March 1993 (Salary = R130,000 plus car)

Aurae (Pty) Ltd - General Manager

Reporting to the sole director I took on the role of developing a number of vacant properties, owned by the company. Apart from my secretary I had no staff. All building work was contracted out and in the short time I was there I managed to take the company from potential collapse to a net profit of over R2 million. I left when the company ceased trading as the sole director retired. During the time I was director of Aurae, I also sat in a non-executive role on the lending board of the Eastern Province Building Society. I relinquished this role when the institution was taken over by a bank.

January 1986 - October 1990 (Salary = £35,000)

Ray Selby Enterprises Limited - Development Director

I was responsible for the setting up of business ventures, which included, a chain of garden centres, a chain of estate agents, two night clubs and four filling stations. In addition I controlled the franchise side of the business as far as the estate agents and garden centres were concerned. I also carried out speculative property development as and when I identified suitable opportunities. Property development turnover was in excess of £5 Million p.a. The property market crashed in 1989, which led to the winding up of the business. And my decision to emigrate to South Africa, where I already had substantial investments.

November 1982 - December 1985 (Salary = £18,600)

IBM UK Ltd - Property Services Engineer, London & South East Region

Managing staff of 23 and 270,000 square metres of facilities in and around London.

July 1981 - October 1982

Wilkinson & Wilkinson, Building Services Consulting Engineers.

I was employed as Senior Engineer (Electrical) and was responsible for all aspects of the consulting services provided to clients. One particular achievement was the single handed management of a multi million pound M&E project in the City of London.

Prior to June 1981

I was engaged in military service including a period with United Nations Police, Special Operations. Following my military service I completed tertiary education as part of my resettlement programme.

RELATIVE STRENGTHS

I have a thorough understanding of contract, property and criminal law and am capable of putting together extremely complex reports and contracts.

I am a good negotiator, capable of being empathetic and sorting out problems quickly and with the minimum of fuss.

I am expert in all aspects of property development and management from site acquisition, proclamation, security, maintenance, human resources, budgeting financing etc.

I am articulate, intelligent and a very quick learner. I have a thorough understanding of South African law and can speak enough Afrikaans to have obtained citizenship after only four years in the country.

I have a thorough understanding of PC's and am knowledgeable on Lotus 123, WordPerfect, Office and Windows. I have developed my own project management and budgeting spreadsheets.

OTHER INTERESTS

Canoeing, riding, game parks, natural places and hikes.

Flying, full UK and RSA Private Pilots Licence, with night rating.

Detective Sergeant with SAPS Border Police at Johannesburg International Airport.

Senior Lecturer in Law, Police Administration and Crime Investigation at the Reserve Police Training Centre.

MPUMALANGA PROVINCIAL GOVERNMENT

Riverside Government Complex
Building No 4, First Floor
Government Boulevard
NELSPRUIT
1200



Private Bag X11205
NELSPRUIT 1200
Tel: (013) 766 4178
International Tel: +27 13 766 4178
Fax: (013) 766 4614
International Fax: +27 13 766 461422

Department of Finance & Economic Affairs

Litika LeleTimall
neTemnojo

UmlNyango weZeemall
nezomNatho

Departement van Finansies
en Ekonomiese Sake

22 June 2001

Fax Number (011) 7129511
Tourism Business Council of South Africa
PO Box 11655
Centurion
0046

Attention : **Dr Danisa Baloyi**
Chairman

Dear Dr Baloyi

VOTE OF APPRECIATION: MR PAUL O'SULLIVAN

We wish to express a vote of thanks to the Tourism Business Council of South Africa for the recent services of Mr Paul O'Sullivan in Mpumalanga.

By way of explanation, Mr O'Sullivan kindly agreed to present a workshop on 19 June 2001 in Hazyview highlighting the issues relating to safety and security within the tourism industry to our twenty six Community Policing & Tourism Officers for the SAPS Lowveld Area. Mr O'Sullivan's presentation was informative, innovative, clear, direct, thought provoking and entertaining. He had the police officers completely captivated, and they left with a greater understanding of tourism as an industry and economic driver, and, more importantly, finally understood the unique role they play in ensuring tourism's success.

We have already requested Mr O'Sullivan to present a similar workshop to the Community Policing & Tourism Officers in the remaining two SAPS areas of the province.

Once again, we thank you for providing such a good resource in the form of Mr O'Sullivan to guide us through the establishment of a strong partnership with SAPS in aid of increasing the number of tourists into Mpumalanga.

With kind regards,


MR CALVYN GILFELLAN
DIRECTOR : TOURISM

4 June 2001

Dear Mr O'Sullivan

Thank You! Thank You! Thank You!

Thank you for participating at The Tourism Summit and especially for taking the necessary time out of your busy schedule to present a paper at this event.

The conference received a good response from the delegates and delegates enjoyed both conference days. Many people said that the overall standard of presentations were of a high calibre and that generally they felt that the conference was value for money.

There was comment that it gave the delegates a unique opportunity to find out exactly what is happening in industry but many felt that all of the issues discussed could have been conference days in their own right in light of the amount of material regarding each topic. There was also mention that the issues that were presented could be taken back and utilised in their own organisation's.

Your presentation was evaluated as follows:

The conference was evaluated as

EXCELLENT	60%
GOOD	40%
FAIR	0%
POOR	0%

EXCELLENT	20%
GOOD	50%
FAIR	30%
POOR	9%

Once again thank you for your support and contribution and I look forward to your participation in our future events. Should you require any further feedback please do not hesitate to contact me. I hope that we get the opportunity to work together again some time in the future!

Kind Regards

Steele

Hina Steele
Divisional Manager

INSTITUTE FOR INTERNATIONAL RESEARCH

Institute for International Research

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Incorporated in The Netherlands

The World's Leading
Conference Organisation

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Telephone: (+27 12) 654 7525
Facsimile: (+27 12) 654 7394
website: <http://www.tbcsa.org.za>
e-mail: tourism@tbcsa.org.za

UN INTERNATIONAL

The Council represents the business sector of the tourism industry and ensures that through comprehensive, united and effective representation at national and international level, the appropriate measures and strategies are adopted for developing and maintaining an environment in which international and local tourism will prosper as a national priority and in which the business sector will be able to achieve successful growth and development while ensuring the protection of our natural and cultural heritage. This will be achieved through a partnership with national and regional government, labour and local communities.

With your challenge to industry to take the leadership role in transforming the tourism industry; nominating Mr. O'Sullivan would be both a vote of confidence and acknowledging his commitment to the transformation of tourism in South Africa.

With kind regards.



DR. TANYA ABRAHAMSE
EXECUTIVE DIRECTOR

CC Paul O'Sullivan Randburg Waterfront
011-789-5033

Ms. Tebogo Motswai The Rock! Pub & Grill
011-984-0144

Dr. Danisa E. Baloyi TBCSA Chairperson

Worthytrade 130 (Pty) Ltd T/A
Cn Reg # 99 27633 / 07

THE ROCK ! Pub & Grill
"MAKING FRIENDS EVERYDAY"

Minister for Environmental Affairs and Tourism
Valli Moosa MP
Fax 012 322 0082

cc. Chairperson TBCSA, Fax 012 654 7394

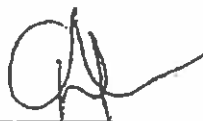
Dear Minister,

GOOD SAMARITAN IN TOURISM

I had heard that you were going to recognise people who had excelled in the tourism industry. I want to bring your attention to Paul O'Sullivan, a Johannesburg Businessman who is one of the owners of Randburg Waterfront.

I have noted the following:-

1. He set up Johannesburg's Big 5 Tourist Destinations, to assist in synergetic marketing of the major attractions, which includes Soweto.
2. He has carried out extensive marketing for Soweto, via Big 5 and has committed himself to helping us develop our tourism potential in a non patronising way.
3. When we couldn't get statistics on the numbers of tourists coming into Soweto he paid Kessel Feinstein to do the job, See attached.
4. He has recommended ways of improving Tourism Security and has even kept an eye on SABC and the press who are always bad mouthing Johannesburg.
5. He has created many small opportunities for unemployed persons of colour at Randburg Waterfront, giving them the opportunity to make an honest living, thereby restoring their dignity. He has even taken one of the waiters at Wandies place and paid for him to go on a Marketing Diploma, with a view to giving him management development in the tourism business.
6. When Bafana Bafana lost the 2006 bid, Paul was at the airport with banners and all to welcome the disappointed bid committee home.



Directors: I. Motswai
Address: 1987 Vundla Street, P O Moroka, 1860, SOWETO
Tel: (011) 986 8182 / (082) 766 6826, Fax (011) 984-0144 E-mail: tcbogo@therock.co.za

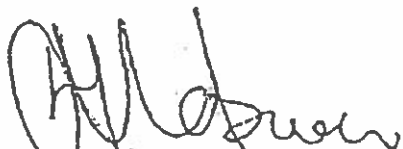
page 2

7. He has even supplied, at his own cost, free welcome tee shirts and hats to shebeens in Soweto.
8. He makes himself available to many small potential tourism hopefuls of colour for advice and consultation.

I'm sure there are few people in South Africa who take tourism as seriously as he does. I know there is no-one that promotes Johannesburg more passionately.

Maybe he will qualify for one of your awards.

Yours faithfully,



Tebogwe Mofswai

Ampros (Pty) Ltd
An Ampros Group Company



Co Reg No 97/04543/07

17th Floor, Carlton Centre
Commissioner Street, 2001
P O Box 268, Johannesburg
2000, South Africa
Telephone: 27 11 224-7000
E-mail: space@ampros.co.za

September 9, 1998

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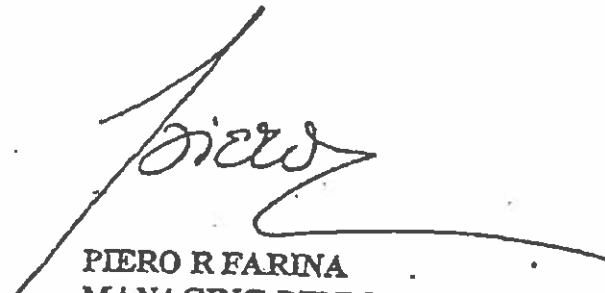
Mr P O'Sullivan
Managing Director
Randburg Waterfront

Dear Paul

I am delighted to advise you that the majority owner of your building, Ozz Limited, has asked that, in recognition of your exceptional efforts in the management of the property, your Gross Basic Salary be increased by R' per month to R' per month with effect from September 1, 1998.

Your enthusiasm and commitment to your duties is appreciated, and I wish you continued success in the future.

Yours sincerely
AMPROS (PTY) LTD
An Ampros Group Company


PIERO R FARINA
MANAGING DIRECTOR

cc : Mr G Zulberg, Ozz Limited



WERKSMANS
ATTORNEYS

P O BOX 927 JOHANNESBURG 2000 RSA

WERKSMANS CHAMBERS
22 GIRTON ROAD PARKTOWN 2193

TELEPHONE (27)(11) 488 0000
TELEFAX (27)(11) 484 3100
DOCEX 2 JHB

INTERNET <http://www.werksmans.co.za>

WRITER'S DIRECT TELEPHONE NUMBER
(011) 488-0136

TO WHOM IT MAY CONCERN

YOUR REFERENCE :

OUR REFERENCE : Mr L J Civin/cjb/27121

2 July 1997

Dear Sirs

MR PAUL O'SULLIVAN

- 1 I have personally known Mr Paul O'Sullivan for approximately five years and have been involved in various investigations and court cases with him.
- 2 Our initial meeting related to a fraud which had been perpetrated on various senior citizens who had purportedly purchased units in a retirement village.
- 3 The problems facing these individuals appeared insurmountable and there was a very serious likelihood that many of these individuals would lose their investments.
- 4 Mr O'Sullivan became involved in the investigation in order to assist one of his relations.
- 5 Despite the tremendous problems and difficulties involved in the matter, due to his efforts not only was the perpetrator of the fraud charged and has now been convicted, but the various individuals recovered the bulk of their investments or alternatively secured the units which they had purchased.
- 6 Apart from his ability to tackle matters requiring exhaustive and intensive investigations, I have also been involved with him in various commercial transactions. He has proved to be a very able negotiator and handles executive demands easily and more than holds his own in negotiations with other executives.
- 7 There is no doubt that he is an extremely intelligent individual possessing considerable amounts of energy and determination. In addition his integrity, personal skills and general business acumen are of the highest order.

PARTNERS A J BEHRMANN (Senior Partner) A J AARON W F BERRY J M BORTZ R M CARR K D CIMRING L J CIVIN P J COOPER A M COSTA
I S EPSTEIN V W HARRISON D HERTZ J S JANKS L R JOHANNES B M KEW M LEVENBERG S M LEVENBERG B S LEVENE E LEVENSTEIN
F RODRIGUES M B SIMON C D STEIN P O STEYN R N WAKEFIELD D G WILLIAMS P A WINER M YACHAD EXECUTIVE DIRECTOR C P BUTLER
ASSOCIATES G W DRIVER L FALKOW S GRIMWOOD D B KAHN V R MONAGHAN D L PENKIN M VAN DER MERWE D L WEBSTER

TO WHOM IT MAY CONCERN
2 July 1997

2

- 8 There is no doubt that he will be a valuable asset to any organisation.
- 9 I would be happy to elaborate or furnish further detail in regard to any aspects set out in this communication.

Yours sincerely