

	Scope of Work (SOW)	Asset Management/TDP Programme Management Office
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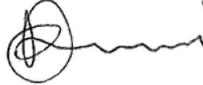
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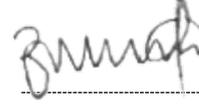
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1. Introduction

The National Transmission Company South Africa (NTCSA) was unbundled from Eskom in 2024 as part of South Africa's electricity sector reform. The unbundling was undertaken to establish an independent transmission entity that provides non-discriminatory grid access, enhances market transparency, enables greater integration of renewable energy, and supports the transition to a more open and competitive electricity market, free from the structural conflicts inherent in Eskom's vertically integrated model.

The National Transmission Company of South Africa (NTCSA) is undergoing a major institutional transition driven by legislative reform, market restructuring, and increased performance expectations. To meet the requirements of the Electricity Regulation Amendment Act (ERAA), NTCSA must establish four independent, fit-for-purpose business entities: the Transmitter, the System Operator, the Market Operator, and the Central Purchasing Agency.

The Transmission Development Plan 2025-2034 (TDP 2024) requires investments in the national transmission system over the next 10 years of 14 494 km of transmission lines and transformation capacity of 133 GVA (210 transformers) to be installed. Therefore, this requires NTCSA to comprehensively assess and strengthen the implementation of strategy to deliver the program by examining external market capacity, internal staff capability, and enabling systems. The infrastructure is crucial for South Africa to enable the integration of Renewable Energy across the country.

NTCSA's specific challenges and imperatives include:

- Ensuring its financial sustainability and balance sheet independence post-restructuring.
- Securing ownership and control of transmission assets in the new entity.
- Addressing existing Eskom debt and the upstream guarantee in a manner that avoids covenant default.
- Strengthening its governance independence while still embedded within Eskom's corporate structure.
- Building institutional capacity to fulfil four distinct statutory functions as separate operating entities.
- Meeting the Transmission Development Plan (TDP) investment commitments required to enable renewable energy integration and energy security.

The scale and complexity of the NTCSA business model implementation require advanced expertise in strategy execution, digitalisation, change management and effective communication. To successfully deliver on these requirements, NTCSA requires specialised consulting services that bring structured methodologies, robust tools and systems, digitalisation expertise, integrated change management and independent assurance capabilities.

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Based on the above stated requirements, NTCSA intends to establish a multi-supplier panel for a period of three (3) years to provide comprehensive support across the full implementation spectrum, including digitalisation enablement, business model implementation, advisory support, and the change management interventions.

2. Project Background

NTCSA's business model is undergoing strategic changes to address the evolving needs of South Africa's energy sector, accelerate infrastructure expansion, and strengthen accountability across key functions. The current business model has been refined to align with the Electricity Regulation Amendment Act of 2024, enhancing accountability, operational efficiency, and independence to position the NTCSA as a key driver in South Africa's energy transition and market development.

NTCSA is adopting a streamlined operating model built around four core business entities:

- The Transmitter, which deals with grid infrastructure development, maintenance, and expansion.
- The System Operator, which ensures real time grid stability, safety, and compliance.
- The Central Purchasing Agency (CPA), which manages power procurement, Power Purchase Agreements (PPAs), sales, risk, and commercial contracts.
- The Market Operator (MO), which oversees competitive electricity markets and balancing mechanisms.

NTCSA must significantly increase its delivery capacity to enable large-scale renewable energy integration, modernise existing infrastructure, and support emerging market structures. The Transmission Development Plan **2025-2034** (TDP 2024) requires investments in the national transmission system over the next 10 years of **14 494 km** of transmission lines and transformation capacity of **133 GVA** (210 transformers) to be installed to integrate **56 000 MW** of new generation as well as **27 316 MVA** of transformation for refurbishment of existing asset base.

3. Motivation

The scale and complexity of NTCSA business and implementation require deep expertise in power sector reform, transmission and market design, organisational restructuring, regulatory compliance, strategy execution, communication as well as the ability to apply these competencies in a coordinated and integrated manner to support NTCSA's strategic objectives.

To successfully deliver on these requirements, NTCSA requires specialised consulting services that bring structured methodologies, robust tools and systems, digitalisation expertise, integrated change management and independent assurance capabilities.

Procuring independent consulting services will enable NTCSA to make data-driven, digitally enabled decision-making across strategy, planning and execution whilst supporting organisational alignment through the adoption and behavioural change required to successfully implement business model reforms.

The panel arrangement will provide flexibility, on-demand high-quality expertise and rapid access to specialist skills which will ensure continuity, agility, and strategic alignment across NTCSA's

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operations, supporting the organisation's mandate to expand the grid, improve system security and reliability.

The panel will play a critical role in strengthening NTCSA's strategic capabilities by providing the required services to deliver the NTCSA mandate. Its function includes but is not limited to the following:

- NTCSA business model implementation, of the four core business entities and associated initiatives ensure alignment with legislative and regulatory requirements, and establish sustainable operating models that support long-term system reliability, market efficiency, and financial viability
- Specialised advisory support through structured methodologies, advanced tools, systems, and independent assurance to guide effective implementation of NTCSA business objectives.
- Implement and lead the establishment of a robust digital environment that enables real-time, optimised reporting, supported by advanced analytics, financial modelling, scenario planning and AI-driven process improvements.
- To establish and deploy the necessary international experience, tools, systems, and processes to enable effective execution and monitoring of the programs and initiatives.
- Financial analysis and decision-support services to enhance NTCSA's ability to make timely, informed strategic and operational decisions.
- Assistance with commercial and non-commercial initiatives of business and potential structures to deliver on the social mandate i.e. stakeholder management, industrialisation and Corporate Social Responsibility implementation strategies and monitoring.
- To conduct a structured assessment of the supplier's capability to meet current and future business requirements, including evaluation of production capacity, technical competence, financial strength, workforce adequacy, supply chain resilience, and compliance with relevant regulatory and quality standards.
- Provide end to end programme management support and cultural change management support in the implementation of the new business model.
- Development of communication strategies and content to enhance visibility, clarity, and effectiveness of NTCSA business model implementation.

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4. Objectives

The panel of consultants will provide independent, objective expertise and an external perspective, drawing on global experience and industry best practices to support the achievement of NTCSA business objectives. Their services will include, but are not limited to the following:

- Accelerate the implementation strategy for the NTCSA business model, ensure alignment with legislative and regulatory requirements, and establish sustainable operating models that support long-term system reliability, market efficiency, and financial viability.
- Providing high level strategic support to ensure that NTCSA's strategic direction remains fully aligned with its legislative and operational mandate.
- Deliver objective, globally informed perspective supported by proven frameworks and application of advanced analytics, digital tools and integrated reporting solutions.
- Assess operational, financial, technical, and organisational capabilities to deliver business objectives.
- Support organisational alignment, adoption and behavioural change required to successfully implement strategic, operational and business model reforms.
- Facilitate the transfer of critical skills and capabilities to strengthen internal capacity and ensure long-term business sustainability.
- Support by modernising grid operations with advanced digital and 4IR technologies, enabling the integration of renewable energy, and driving greater operational efficiency through automation and data-driven decision-making.
- Deliver structured programme-management oversight and project-management support to ensure strategic, operational, and digital initiatives are planned, governed, and executed effectively, on schedule, and within defined scope.

5. Scope of Work

The scope of work will adapt to NTCSA's evolving business needs, requiring service providers to deliver high-level expertise and consulting support across strategic, financial, operational, and organisational areas. This includes, but is not limited to, specialised support in Digitalisation, Change Management, Business Model Implementation, and Advisory Support.

The panel will support NTCSA in executing its new business model transition) by strengthening strategic capabilities, providing thought leadership, and leveraging global best-practice benchmarks. The scope encompasses the delivery of digital transformation initiatives, leading organisational and cultural change management, implementation of NTCSA's refined business model, and supporting the practical implementation of NTCSA's refined operating model. The panel will also deliver expert advisory services to ensure NTCSA's business entities operate effectively, efficiently, and in alignment with the organisation's long-term strategic objectives.

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5.1 Business Model Implementation

NTCSA's business model is undergoing strategic changes to address the evolving needs of South Africa's energy sector, accelerate infrastructure expansion, and strengthen accountability across key functions.

The current business model has been refined to align with the Electricity Regulation Amendment Act of 2024, enhancing accountability, operational efficiency, and independence to position the NTCSA as a key driver in South Africa's energy transition and market development. The high-level scope of works is as follows:

- Design and implement target operating models across strategy, operations, governance, and support services, including translation of approved business and operating models into implementable organisational structures, processes, governance mechanisms, and performance management frameworks.
- Implementation of transition plans and operating structures for the Transmitter, System Operator, Market Operator, and Central Purchasing Agency.
- To conduct a structured assessment of the supplier's capability to meet current and future business requirements, including evaluation of production capacity, technical competence, financial strength, workforce adequacy, supply chain resilience, and compliance with relevant regulatory and quality standards.
- Provide programme and project management support, including structured methodologies, governance, and performance monitoring.
- Conduct independent reviews as and when required by the business to mitigate the identified risks for Transmitter, System Operator, Market Operator, and Central Purchasing Agency.
- Conduct global benchmarking where applicable to identify risks, gaps, strengths, and opportunities for NTCSA.
- Assist in developing corporate social responsibility (CSR), industrialisation, and social-mandate initiatives requiring change management and behavioural alignment.
- Support in preparing high quality feedback submissions to NTCSA strategic forums and provide capability building and skills transfer.

5.2 Digitalisation

NTCSA will leverage digital innovation to optimise operations, strengthen resilience, and improve efficiency across the enterprise and its four core business units. Digital transformation will be tailored to the unique operational and regulatory needs of each unit while ensuring interoperability and strong enterprise-wide governance.

To enable this shift, NTCSA is establishing secure, independent digital environments aligned to the functional separation of the business units, supported by targeted upgrades to operational technology across network operations, system control, market platforms, and procurement functions.

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Advanced digital capabilities including data analytics and artificial intelligence that will enhance forecasting, asset management, market operations, and decision-making, driving improved performance, transparency, and responsiveness across NTCSA.

- Design, recommend and support the implementation of the modern digital environment enabling real-time reporting, dashboards, financial modelling, scenario planning, and artificial intelligence (AI)-driven analytics for improved planning accuracy, productivity and execution outcomes.
- Analyse and optimise business processes through digital automation and reduction of manual interventions and enable digital capability-building and skills transfer embedded in tools and platforms.
- Support the upgrading of existing information management systems required for NTCSA business.
- Support in preparing high quality feedback submissions to NTCSA strategic forums and provide capability building and skills transfer.
- Embed a disciplined change management framework to enable seamless adoption of digital systems, supported by structured stakeholder engagement, clear communication, and coordinated transition planning across all business units.
- Lead targeted change management interventions focused on training, user enablement, and capability uplift to accelerate adoption, safeguard operational continuity, and strengthen organisational resilience for sustained digital transformation.

5.3 Change Management

Effective change management is essential to ensuring NTCSA's successful transition to its new business model and the functional separation of its four business entities. This workstream provides the structured approaches, leadership alignment, and organisational support required to drive adoption, minimise disruption, and embed sustainable behavioural and capability shifts across the organisation.

- Implement structured change management methodologies to support organisational transition across NTCSA's four business entities and provide end-to-end project and change management support for implementation of the new business model across all levels in the organisation.
- Develop communication strategies, stakeholder impact analysis and leadership programmes to enhance organisational shift in support of the unbundling business model.
- Facilitate structured skills transfer, capability-building, and localisation programmes to strengthen internal workforce capability.
- Support stakeholder engagement, including alignment, buy-in, and communication for both internal and external stakeholders.

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- Support in preparing high quality feedback submissions to NTCSA strategic forums and provide capability building and skills transfer.

5.4 Advisory Support

Advisory support will provide NTCSA with the specialised expertise, independent analysis, and strategic insight required to guide the organisation through its transition and enable effective execution of the Transition and infrastructure delivery. This strengthens decision-making, and ensures that digitalisation, commercial initiatives, operational improvements, and strategic projects are supported with robust evidence, disciplined governance, and informed advisory inputs.

- Provide expert guidance and advisory support for digitalisation initiatives, including technology adoption, system integration, data-enablement, and digital innovation to strengthen operational efficiency and decision-making across NTCSA.
- Provide flexible, on-demand support for NTCSA urgent or strategic projects, thereby performing financial analysis, business case development, commercial advisory and any other related scope.
- Conduct global benchmarking where applicable, independent assessments of supplier capacity and capability to deliver business mandate and regulatory compliance adherence. This includes identifying risks, gaps, strengths, and opportunities for NTCSA.
- Provide advisory support for commercial and non-commercial initiatives of business and potential structures to deliver on the social mandate i.e contract management, stakeholder management, industrialisation and Corporate Social Responsibility implementation strategies and monitoring.
- To conduct market capacity, supplier capacity, and capability in delivering of the NTCSA business requirement and infrastructure related programmes.
- Deliver structured programme management oversight and project-management support to ensure strategic, operational, and digital initiatives are planned, governed, and executed effectively, on schedule, and within defined scope.
- Assisting NTCSA in defining market share aspirations, evaluating future service capabilities, developing funding models, and implementing communication strategies that enhance strategic alignment.
- Support in preparing high quality feedback submissions to NTCSA strategic forums and provide capability building and skills transfer.

6. Benefits of the Panel

- Access to energy industry experts in various fields with international and local exposure to offer insights, perspectives and recommendations than can be used to infuse some agility and clarity/options for NTCSA to remain competitive or even capture market share in future.

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- Enable digitally enabled, data-driven decision-making through the development of integrated analytics, dashboards and modelling tools.
- Expertise in managing organisational change from best practice to ensure buy in, understanding and alignment to the strategic direction across the business.
- Access to independent advisory support expertise and experience based on best practice and lessons learnt from global benchmarks in managing, and the successful execution of mega projects in energy utilities similar to NTCSA to assist with strengthening our knowledge based for decision making.

7. Methodology

The service provider must present a clear detailed methodology and approach for executing the project. This should outline the processes for data collection, analysis techniques, reporting, any required on-site visits, and the overall project timeline. The project must include at least the following assessments or a combination method outlined below:

- **Document review**
 - Analyzing relevant policies, reports, financial statements, and operational documents.

Table 1: Process for Review and Acceptance of Deliverables

Ref.*	Task	Responsibility
a	<i>Consultant</i> Prepares Deliverable and submits to its lead team for review	<i>Consultant</i>
b	Internal review	<i>Consultant</i>
c	<i>Consultant</i> submits deliverable to the <i>Employer's</i> team for review	<i>Employer</i>
d	<i>Employer's</i> Agent and <i>Consultant</i> review comments from the <i>Employer</i>	<i>Employer/ Consultant</i>
e	Review Meeting	<i>Consultant and Employer</i>
f	<i>Consultant</i> updates Deliverables report	<i>Consultant</i>
g	Deliverable is issued to the <i>Employer</i> for Acceptance	<i>Consultant</i>
h	Report is submitted for Acceptance by the <i>Employer</i>	<i>Employer's Agent</i>
i	Report is presented to NTCSA Exco, NTCSA Board IFC, NTCSA Board	<i>Consultant supported by the Employer's Agent</i>

* Refer paragraphs below.

- a. The *Consultant* prepares all Deliverables in accordance with his internal quality assurance procedures.

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- b. The *Consultant* reviews all Deliverables in accordance with his internal quality assurance procedures. The reviewer is qualified in the process used to generate the Deliverable and is not the same individual who prepares the Deliverable but may be from the same organisation. Reviewers have access to pertinent background information upon which they may base their review.
- c. The *Employer* reviews the Deliverables, using the requirements set in this document as a basis for review.
- d. The *Employer* forwards review comments to the *Consultant* within one (1) week after receipt of the Deliverables.
- e. The *Employer* and *Consultant* hold a review meeting to discuss and clarify the *Employer's* review comments. The *Consultant* minutes the changes to be incorporated as agreed between the Parties, as well as follow-up action.
- f. The *Consultant* updates/corrects the Deliverables as per the *Employer's* comments or as per the minutes of the review meeting.
- g. An authorized person within the *Consultant's* organisation approves the revised Deliverables and submits the final deliverables to the *Employer*.
- h. Deliverables are shared with the Exco for acceptance.
- i. Report is presented to other NTCSA's structures.

- **Project management**

- Implementation of a well-planned and effectively executed project with proper closure. All project-related data and working documents will remain the property of NTCSA.

- **Product delivery**

- Upon the conclusion of the assessment, the service provider must deliver a comprehensive report detailing findings, observations, and recommendations for improvement across all evaluated areas. The report should offer actionable insights and industry's best practices to support enhancements in the selected area of study. All deliverables must be approved by both parties and submitted to NTCSA, where they will remain NTCSA property.

- **Reporting and communicating of findings**

- The service provider must avail themselves for meetings both physical and virtual to report updates on each deliverable, as and when required and provide presentations to Exco or Board.

- **Skills transfer and localisation**

- The methodology must incorporate structured knowledge and skills transfer, supported by suitable tools and training, to strengthen local capacity and improve the effective execution of the TDP and implementation of the business model.

- **Panel contracting model**

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- Work will be commissioned through a task order-based approach.
- Each assignment will define scope, deliverables, timelines, and pricing.
- Performance will be monitored against agreed milestones and outcomes.
- NTCSA reserves the right to engage one or multiple panel members per assignment.
- Service providers must comply with applicable NTCSA data protection, confidentiality, and information security requirements.

Disclaimer: Privacy and confidentiality

All information handled by third parties must be used solely for the purposes of this project and treated with the highest level of care and confidentiality.

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