

NOTICE OF ANNUAL GENERAL MEETING

CONDUIT CAPITAL LIMITED

Incorporated in the Republic of South Africa
(Registration number 1998/017351/06)
Share code: CND ISIN: ZAE000073128
("Conduit Capital" or "the Company" or "the Group")

If you are in any doubt as to what action you should take in respect of the following resolutions, please consult your Central Securities Depository Participant ("CSDP"), broker, banker, attorney, accountant or other professional adviser immediately.

Notice is hereby given that the annual general meeting of the shareholders of Conduit Capital ("annual general meeting"), as at Friday 9 November 2018, being the record date to receive the Annual General Meeting ("AGM") notice in terms of section 59(1)(a) of the Companies Act of South Africa ("Companies Act"), that the annual general meeting of the Company will be held at 09:00 on Friday, 16 November 2018 at The Fairway Hotel & Spa, Setperk Street, Randpark, Randburg, 2125, for the purpose of considering, and, if deemed fit, to pass, with or without modification, the following ordinary and special resolutions, in the manner required by the Companies Act, as read with the JSE Limited ("JSE") Listings Requirements ("JSE Listings Requirements") and (ii) deal with such other business as may lawfully be dealt with at the meeting, which meeting is to be participated in and voted at by shareholders registered as such as at Friday, 9 November 2018, being the record date to participate in and vote at the annual general meeting in terms of section 62(3)(a), read with section 59(1)(b), of the Companies Act. The last day to trade, participate in and vote at the annual general meeting is therefore Tuesday 6 November 2018 the resolutions set out hereafter.

NB: Section 63(1) of the Companies Act – Identification of meeting participants

Kindly note that meeting participants (including proxies) are required to provide reasonably satisfactory identification before being entitled to attend or participate in a shareholders' meeting. Acceptable forms of identification include valid identity documents, drivers' licences and passports.

ORDINARY RESOLUTIONS

Ordinary resolution number 1

Adoption of annual financial statements

"Resolved that the annual financial statements of the Company, including the reports of the directors, auditor, the Audit and Risk Committee and the Social and Ethics Committee for the year ended 30 June 2018, be and are hereby received and adopted."

Ordinary resolutions adopted at this annual general meeting require approval by a simple majority, which is more than 50% (fifty percent) of the votes exercised on such resolutions by shareholders present or represented by proxy at the meeting.

Ordinary resolution number 2

Re-election of director

Mr Ronald Napier retires by rotation in terms of clause 26 of the Memorandum of Incorporation and, being eligible, offers himself for re-election as an independent non-executive director and the chairman of the Company.

"Resolved that the re-election of Mr Ronald Napier as independent non-executive director and chairman to the Company be confirmed."

An abridged *curriculum vitae* of Mr Ronald Napier is included in the integrated report of which this notice forms part.

The board of directors has considered Mr Ronald Napier's past performance and contribution to the Company and recommends that he be re-elected as a director of the Company.

Ordinary resolutions adopted at this annual general meeting require approval by a simple majority, which is more than 50% (fifty percent) of the votes exercised on such resolutions by shareholders present or represented by proxy at the meeting.

Ordinary resolution number 3

Re-election of director

Mr Jabulani Mahlangu retires by rotation in terms of clause 26 of the Memorandum of Incorporation and, being eligible, offers himself for re-election as an independent non-executive director of the Company.

"Resolved that the re-election of Mr Jabulani Mahlangu as independent non-executive director to the Company be confirmed."

An abridged *curriculum vitae* of Mr Jabulani Mahlangu is included in the integrated report of which this notice forms part.

The board of directors has considered Mr Jabulani Mahlangu's past performance and contribution to the company and recommends that he be re-elected as a director of the Company.

NOTICE OF ANNUAL GENERAL MEETING (continued)

Ordinary resolutions adopted at this annual general meeting require approval by a simple majority, which is more than 50% (fifty percent) of the votes exercised on such resolutions by shareholders present or represented by proxy at the meeting.

Ordinary resolution 4

Ordinary resolution numbers 4.1 to 4.3: Re-appointment of members of the Audit and Risk Committee

Ordinary resolution number 4.1: Re-appointment of Mr Jabulani Mahlangu as a member and the chairman of the Audit and Risk Committee

“Resolved that in terms of section 94(2) of the Companies No. Act 71 of 2008 and subject to the passing of ordinary resolution number 3, Mr Jabulani Mahlangu, an independent non-executive director, be re-appointed as a member and the chairman of the Audit and Risk Committee.”

Ordinary resolution number 4.2: Re-appointment of Mr Ronald Napier as a member of the Audit and Risk Committee

“Resolved that in terms of section 94(2) of the Companies No. Act 71 of 2008 and subject to the passing of ordinary resolution number 2, Mr Ronald Napier, an independent non-executive director, be re-appointed as a member of the Audit and Risk Committee.”

Ordinary resolution number 4.3: Re-appointment of Ms Rosetta Xaba as a member of the Audit and Risk Committee

“Resolved that in terms of section 94(2) of the Companies No. Act 71 of 2008 Ms Roseatta Xaba, an independent non-executive director, be re-appointed as a member and the chairman of the Audit and Risk Committee.”

An abridged *curriculum vitae* of Ms Rosetta Xaba is included in the integrated report of which this notice forms part.

Ordinary resolutions adopted at this annual general meeting require approval by a simple majority, which is more than 50% (fifty percent) of the votes exercised on such resolutions by shareholders present or represented by proxy at the meeting.

Ordinary resolution number 5

Re-appointment of auditors

“Resolved that Grant Thornton, together with Ms Serena Ho, being the designated audit partner, be appointed as the auditors of the Company.”

The Audit and Risk Committee has nominated for appointment as auditors of the company under section 90 of the Companies Act No. 71 of 2008, Grant Thornton.

The Audit and Risk Committee has evaluated the performance of Grant Thornton and recommends their re-appointment as the external auditors of the Group in accordance with paragraph 3.84(g) (iii) of the JSE Listings Requirements.

Ordinary resolutions adopted at this annual general meeting require approval by a simple majority, which is more than 50% (fifty percent) of the votes exercised on such resolutions by shareholders present or represented by proxy at the meeting.

Ordinary resolution number 6

Ordinary resolution number 6.1: Approval of Remuneration Policy

“Resolved that, through a non-binding advisory vote, the Remuneration Policy of the Company, the salient features of which are set out in the Directors’ Remuneration Report contained on pages 48 to 50 of the integrated report, be and is hereby approved.”

Ordinary resolution number 6.2: Approval of Remuneration Implementation report

“Resolved that, through a non-binding advisory vote, the Remuneration Implementation report of the Company, the salient features of which is set out in the Directors’ Implementation Report contained on page 49 of the integrated report, be and is hereby approved”.

Explanatory note for ordinary resolutions 6.1 and 6.2

The King IV Report on Corporate Governance requires that the Company’s Remuneration Policy and the Remuneration Implementation report be tabled to shareholders, with both subject to separate non-binding advisory votes at each annual general meeting. Failure to pass this resolution will not have legal consequences relating to existing arrangements. Should either the Remuneration Policy or the Remuneration Implementation report, or both, be voted against by 25% or more of the voting rights exercised, the Board is committed to engaging with shareholders in order to ascertain the reasons therefore, and to address all legitimate and reasonable objections and concerns.

Ordinary resolution number 7

Control of authorised but unissued ordinary shares

“Resolved that the authorised but unissued ordinary shares in the capital of the Company are hereby placed under the control and authority of the directors of the Company (“directors”) and that the directors be and are hereby authorised and empowered to allot and issue all or any of such ordinary shares, or to issue any options in respect of all or any of such ordinary shares, to such person/s on such terms and conditions and at such times as the directors may from time to time and in their discretion deem fit, subject to the provisions of sections 38 and 41 of the Companies Act, the Memorandum of Incorporation of the Company and the “JSE Listings Requirements, as amended from time to time.”



NOTICE OF ANNUAL GENERAL MEETING (continued)

Ordinary resolutions adopted at this annual general meeting require approval by a simple majority, which is more than 50% (fifty percent) of the votes exercised on such resolutions by shareholders present or represented by proxy at the meeting.

Ordinary resolution number 8

General issue of shares for cash

Resolved that the directors of the Company are hereby authorised, by way of a general authority, to:

- allot and issue, or to issue any options in respect of the authorised but unissued ordinary shares in the capital of the Company; and/or
- sell or otherwise dispose of or transfer, or issue any options in respect of, ordinary shares in the capital of the Company purchased by subsidiaries of the Company, for cash, to such person/s on such terms and conditions and at such times as the directors may from time to time in their discretion deem fit, subject to the Companies Act, the Memorandum of Incorporation and the the JSE Listings Requirements, as amended from time to time, and the following limitations:
 - a) the securities which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
 - b) any such issue may only be made to “public shareholders” as defined in the JSE Listings Requirements and not to related parties;
 - c) the securities which are the subject of a general issue for cash may not exceed 15% (fifteen percent) of the number of listed securities, excluding treasury shares, as at the date of this notice, being 105 461 929 securities. Any securities issued under this authorisation will be deducted from the aforementioned 105 461 929. listed securities. In the event of a sub-division or a consolidation the authority will be adjusted to represent the same allocation ratio;
 - d) this general authority will be valid until the earlier of the Company’s next annual general meeting or the expiry of a period of 15 (fifteen) months from the date that this authority is given;
 - e) an announcement giving full details, including the number of shares issued, the average discount to the weighted average price of the equity securities over the 30 business days prior to the date that the issue is agreed in writing between the issuer and the party/ies subscribing for the securities and in respect of the issue of options or convertible securities. The effects of the issue of the statement of financial position, impact on net asset value per share, net tangible asset value per share, earnings per share and headline earnings per share, or, in respect of an issue of ordinary shares, an explanation of the intended use of the funds will be published when the Company has issued ordinary shares representing, on a cumulative basis within the earlier of the Company’s next annual general meeting or the expiry of a period of 15 (fifteen) months from the date that this authority is given, 5% (five percent) or more of the number of ordinary shares in issue prior to the issue;
 - f) in determining the price at which an issue of ordinary shares may be made in terms of this authority, the maximum discount permitted will be 10% (ten percent) of the weighted average traded price on the JSE Limited of the ordinary shares over the 30 (thirty) business days prior to the date that the price of the issue is agreed between the issuer and the party/ies subscribing for the securities; and
 - g) whenever the Company wishes to use ordinary shares, held as treasury stock by a subsidiary of the Company, such use must comply with the JSE Listings Requirements as if such use was a fresh issue of ordinary shares.”

Under the JSE Listings Requirements, Ordinary Resolution Number 8 must be passed by a 75% (seventy five percent) majority of the votes cast in favour of the resolution by all members present or represented by proxy at the annual general meeting.

SPECIAL RESOLUTIONS

Special resolution number 1

General approval to acquire shares

Resolved, by way of a general approval that the Company and/or any of its subsidiaries from time to time be and are hereby authorised to acquire ordinary shares in the Company in terms of sections 46 and 48 of the Companies Act, the Memorandum of Incorporation of the Company and its subsidiaries and the JSE Listings Requirements, as amended from time to time.

The JSE Listings Requirements currently provide, *inter alia*, that:

- the acquisition of the ordinary shares must be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counter party;
- this general authority shall only be valid until the earlier of the Company’s next annual general meeting or the expiry of a period of 15 (fifteen) months from the date of passing of this special resolution number 1;
- in determining the price at which the Company’s ordinary shares are acquired in terms of this general authority, the maximum premium at which such ordinary shares may be acquired will be 10% (ten percent) of the weighted average of the market value at which such ordinary shares are traded on the JSE, as determined over the 5 (five) business days immediately preceding the date on which the transaction is effected;
- at any point in time, the Company may only appoint one agent to effect any acquisition/s on its behalf;

NOTICE OF ANNUAL GENERAL MEETING (continued)

- the acquisitions of ordinary shares in the aggregate in any one financial year may not exceed 20% (twenty percent) (or 10% (ten percent) where the acquisitions are effected by a subsidiary) of the Company's issued ordinary share capital;
- the Company may only effect the repurchase once a resolution has been passed by the Board confirming that the Board has authorised the repurchase, that the Company has passed the solvency and liquidity test ("test") and that since the test was done there have been no material changes to the financial position of the Group;
- the Company or its subsidiaries may not acquire ordinary shares during a prohibited period (as defined in paragraph 3.67 of the JSE Listings Requirements) unless a repurchase programme is in place (where the dates and quantities of shares to be repurchased during the prohibited period are fixed) and full details have been submitted to the JSE in writing prior to commencement of the prohibited period; and
- an announcement will be published once the Company has cumulatively repurchased 3% (three percent) of the number of the ordinary shares in issue at the time this general authority is granted ("initial number"), and for each 3% (three percent) in aggregate of the initial number acquired thereafter."

Explanatory note

The purpose of this special resolution number 1 is to obtain an authority for and to authorise the Company and the Company's subsidiaries, by way of a general authority, to acquire the Company's issued ordinary shares.

It is the intention of the directors of the Company to use such authority should prevailing circumstances (including tax dispensations and market conditions) in their opinion warrant it.

Special resolutions adopted at this annual general meeting require approval from at least 75% (seventy five percent) of the votes exercised on such resolutions by shareholders present or represented by proxy at the meeting.

1.1 Other disclosure in terms of Section 11.26 of the JSE Listings Requirements

The JSE Listings Requirements require the following disclosures, which are contained in the annual report of which this notice forms part:

- major shareholders of the Company – page 113; and
- directors' interests in securities – page 110.

1.2 Material change

There have been no material changes in the affairs or financial position of the Company and its subsidiaries since the Company's financial year-end and the date of this notice.

1.3 Directors' responsibility statement

The directors, whose names appear on pages 33 to 35 of the integrated report of which this notice forms part, collectively and individually accept full responsibility for the accuracy of the information pertaining to special resolution number 1 and certify that to the best of their knowledge and belief there are no facts in relation to special resolution number 1 that have been omitted which would make any statement in relation to special resolution number 1 false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that special resolution number 1, together with this notice, contains all information required by law and the JSE Listings Requirements in relation to special resolution number 1.

1.4 Adequacy of working capital

At the time that the contemplated repurchase is to take place, the directors of the Company will ensure that, after considering the effect of the maximum repurchase and for a period of 12 (twelve) months thereafter:

- the Company and its subsidiaries will be able to pay their debts as they become due in the ordinary course of business;
- the consolidated assets of the Company and its subsidiaries, fairly valued in accordance with International Financial Reporting Standards, will be in excess of the consolidated liabilities of the Company and its subsidiaries;
- the issued share capital and reserves of the Company and its subsidiaries will be adequate for the purpose of the ordinary business of the Company and its subsidiaries; and
- the working capital available to the Company and its subsidiaries will be sufficient for the Group's requirements.

Special resolution number 2

Loans or other financial assistance to subsidiaries and other related or inter-related companies

"Resolved that, as a special resolution, in terms of section 45 of the Companies Act, the shareholders of the Company hereby approve of the Company providing, at any time and from time to time during the period of two years commencing on the date of this special resolution number 2, any direct or indirect financial assistance (which includes lending money, guaranteeing a loan or other obligation, and securing any debt or obligation) as contemplated in section 45 of the Companies Act to any present or future subsidiaries and any other related or inter-related company or corporation, provided that:



NOTICE OF ANNUAL GENERAL MEETING (continued)

- a) the Board, from time to time, determines: (i) the specific recipient or general category of potential recipients of such financial assistance; (ii) the form, nature and extent of such financial assistance and (iii) the terms and conditions under which such financial assistance is provided; and
- b) the Board may not authorise the Company to provide any financial assistance pursuant to this special resolution number 2 unless the Board meets all those requirements of section 45 of the Companies Act which it is required to meet in order to authorise the Company to provide such financial assistance.”

Explanatory note

The purpose of this special resolution number 2 is to grant the Board the authority to authorise the Company to provide financial assistance as contemplated in section 45 of the Companies Act to a present or future subsidiary and any other related or inter-related company or corporation.

Special resolutions adopted at this annual general meeting require approval from at least 75% (seventy five percent) of the votes exercised on such resolutions by shareholders present or represented by proxy at the meeting.

Notice given to shareholders of the Company in terms of section 45(5) of the Companies Act of a resolution adopted by the Board authorising the Company to provide such direct or indirect financial assistance in respect of special resolution number 2:

- a) By the time that this notice of annual general meeting is delivered to shareholders of the Company, the Board will have adopted a resolution (“Section 45 Board Resolution”) authorising the Company to provide, at any time and from time to time during the period of two years commencing on the date on which special resolution number 2 is adopted, any direct or indirect financial assistance as contemplated in section 45 of the Companies Act (which includes lending money, guaranteeing a loan or other obligation, and securing any debt or obligation) to a present or future subsidiary and any other related or inter-related company or corporation;
- b) the Section 45 Board Resolution will be effective only if and to the extent that special resolution number 2 is adopted by the shareholders of the Company, and the provision of any such direct or indirect financial assistance by the Company, pursuant to such resolution, will always be subject to the Board being satisfied that (i) immediately after providing such financial assistance, the Company will satisfy the solvency and liquidity test as referred to in section 45(3)(b)(i) of the Companies Act, and (ii) the terms under which such financial assistance is to be given are fair and reasonable to the Company as referred to in section 45(3)(b)(ii) of the Companies Act; and
- c) in as much as the Section 45 Board Resolution contemplates that such financial assistance will in the aggregate exceed one-tenth of one percent of the Company’s net worth at the date of adoption of such resolution, the Company hereby provides notice of the Section 45 Board Resolution to shareholders of the Company. Such notice will also be provided to any trade union representing any employees of the Company.

Special resolution number 3

Non-executive Directors’ Remuneration

Fees paid to non-executive directors (“NED fees”) for their services as directors of the Company for the year ending 30 June 2018 were authorised in terms of a special resolution approved by shareholders at the annual general meeting held on 17 November 2017. The same resolution authorised the Board to approve an annual increase of NED fees for the 2019 financial year by an amount not exceeding 10% (ten percent).

The Board authorised NED fees to increase by 7% (seven percent) for the year ending 30 June 2019, resulting in the following NED fees:

Position	Approved fee in ZAR for the year ending 30 June 2019	Approved fee in USD for the year ending 30 June 2019
Chairman of the Board	R600 300	
Chairman of the Audit and Risk Committees	R414 480	
Chairperson of the Social and Ethics Committee	R414 480	
Other non-executive directors	R328 950	
Foreign non-executive directors		\$24 000

Note: The above fees include fees for acting as chairpersons or members of applicable committees and sub-committees

NOTICE OF ANNUAL GENERAL MEETING (continued)

“Resolved that:

- a) the annual remuneration payable to the non-executive directors of the Company for their services as directors of the Company for the year ending 30 June 2019 be ratified; and
- b) in terms of the provisions of sections 66(9) of the Companies Act, an annual increase, to be approved by the Board (but not exceeding 10% of the fees payable to the non-executive directors for their services as directors), be hereby approved for a period of two years from the date of passing this resolution or until its renewal, whichever is the earlier.”

Explanatory note

In terms of section 66(9) of the Companies Act, a company is required to pre-approve the payment of remuneration to non-executive directors for their services as directors for the ensuing financial year by means of a special resolution passed by shareholders of the Company within the previous two years.

Special resolutions to be adopted at this annual general meeting require approval from at least 75% (seventy five percent) of the votes exercised on such resolutions by shareholders present or represented by proxy at the meeting.

ORDINARY RESOLUTION

Ordinary resolution number 9

Signature of documents

“Resolved that any director and/or the Company Secretary be authorised to sign all such documents and do all such things as may be necessary for or incidental to the implementation of those resolutions to be proposed at the annual general meeting convened to consider the resolutions which are passed, in the case of ordinary resolutions, or are passed and where required registered by the Companies and Intellectual Property Commission, in the case of special resolutions.”

Ordinary resolutions adopted at this annual general meeting require approval from a simple majority, which is more than 50% (fifty percent) of the votes exercised on such resolutions by shareholders present or represented by proxy at the meeting.

OTHER BUSINESS

To transact such other business as may be transacted at the annual general meeting of the Company.

QUORUM

A quorum for the purpose of considering the resolutions above consists of three shareholders of the Company, personally present or represented by proxy (and if the shareholder is a body corporate, the representative of the body corporate) and entitled to vote at the annual general meeting. In addition, a quorum will comprise 25% of all voting rights entitled to be exercised by shareholders in respect of the resolutions above.

VOTING AND PROXIES

Special resolutions adopted at this annual general meeting require the approval of at least 75% (seventy five percent) of the votes exercised on such resolutions by shareholders present or represented by proxy at the meeting. Ordinary resolutions adopted at this annual general meeting require the approval of a simple majority, which is more than 50% (fifty percent) of the votes exercised on such resolutions by shareholders present or represented by proxy at the meeting.

A shareholder entitled to attend and vote at the annual general meeting is entitled to appoint a proxy or proxies to attend and act in his/her stead. A proxy need not be a member of the Company. For the convenience of registered members of the Company, a form of proxy is attached hereto.

The attached form of proxy is only to be completed by those ordinary shareholders who:

- hold ordinary shares in certificated form; or
- are recorded on the sub-register in “own name” dematerialised form.

Ordinary shareholders who have dematerialised their ordinary shares through a CSDP or broker without “own name” registration and who wish to attend the annual general meeting, must instruct their CSDP or broker to provide them with the relevant Letter of Representation to attend the meeting in person or by proxy and vote. If they do not wish to attend in person or by proxy, they must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker.



NOTICE OF ANNUAL GENERAL MEETING (continued)

Proxy forms should, for ease of administration, be lodged with the Transfer Secretaries of the Company, Computershare Investor Services Proprietary Limited, or posted to the Transfer Secretaries at PO Box 61051, Marshalltown, 2107, South Africa, to be received by them not later than 14 November 2018 at 09:00, provided that any form of proxy not delivered to the Transfer Secretary by this time may be handed to the chairman of the annual general meeting prior to the commencement of the annual general meeting, at any time before the appointed proxy exercises any shareholder rights at the annual general meeting.

Kindly note that meeting participants, which includes proxies, are required to provide reasonably satisfactory identification before being entitled to attend or participate in a shareholders' meeting. Forms of identification include valid identity documents, driver's licenses and passports.

ELECTRONIC PARTICIPATION

Shareholders or their proxies may participate in the meeting by way of telephone conference call, and are required to advise the company by 10:00 on Friday, 9 November 2018 by submitting, via email to the company secretary at nazli.reid@computershare.co.za, or by fax to +27 11 688 5279 for the attention of Nazli Reid, relevant contact details including email address, cellular number and landline, as well as full details of the shareholder's title to the shares issued by the company and proof of identity, in the form of copies of identity documents and share certificates (in the case of certificated shareholders), and (in the case of dematerialised shareholders) written confirmation from the shareholder's CSDP confirming the shareholder's title to the dematerialised shares. On receipt of the required information, the shareholder will be given a secure code and instructions to access electronic communication during the AGM.

Shareholders who wish to participate in the AGM by way of telephone conference call must note that they will not be able to vote during the AGM. Such shareholders, should they wish to have their vote counted at the AGM, must, to the extent applicable: i) complete the form of proxy; or ii) contact their CSDP or broker, in both instances, as set out above.

By order of the Board



CIS Company Secretaries Proprietary Limited
Company Secretary

16 October 2018
Johannesburg