

CONDUIT CAPITAL LIMITED
 Incorporated in the Republic of South Africa
 (Registration number 1998/017351/06)
 Share code: CND ISIN: ZAE00073128
 (“Conduit Capital”)

RESULTS OF GENERAL MEETING AND APPOINTMENTS TO THE BOARD

Further to the announcements released on SENS on 1 April and 16 April 2015 and in compliance with paragraph 3.59 of the Listings Requirements of the JSE Limited, shareholders are advised that, at the general meeting of Conduit Capital held at 12:00 today, 19 May 2015 at Tulbagh, 360 Oak Avenue, Randburg, 2194 (“**General Meeting**”), all the resolutions as set out in the notice of General Meeting dated 16 April 2015, were passed by the requisite majority of shareholders and accordingly, with effect from 19 May 2015, Mr Barry Scott and Ms Rosetta Xaba have been appointed as independent non-executive directors and Mr Tyrone Moodley has been appointed as a non-executive director.

The number of shares voted in person or by proxy was 154 428 587, representing 60% of the total issued share capital of the same class of Conduit Capital shares.

The resolutions proposed at the General Meeting, together with the percentage of shares abstained, as well as the percentage of votes carried for and against each resolution, are set out in the table below.

Resolution	% of votes carried for the resolution	% of votes against the resolution	% of shares abstained
Ordinary Resolution Number 1 - Confirmation of appointment of Mr Ronald Napier as an independent non-executive director	100	-	-
Ordinary Resolution Number 2 - Confirmation of appointment of Mr Jabulani Mahlangu as an independent non-executive director	100	-	-
Ordinary Resolution Number 3 - Confirmation of appointment of Mr David Harpur as an independent non-executive director	100	-	0.00022
Ordinary Resolution Number 4 - Confirmation of Appointment of Mr Sean Riskowitz as an executive director	100	-	-
Ordinary Resolution Number 5 - Election of Mr Barry Scott as an independent non-executive director	100	-	-
Ordinary Resolution Number 6 - Election of Ms Rosetta Xaba as an independent non-executive director	100	-	-
Ordinary Resolution Number 7 - Election of Mr Tyrone Moodley as a non-executive director	100	-	-
Ordinary Resolution Number 8.1 - Appointment of Mr Jabulani Mahlangu as a member and Chairman of the Audit Committee	100	-	-
Ordinary Resolution Number 8.2 - Appointment of Mr David Harpur as a member of the Audit Committee	100	-	-
Ordinary Resolution Number 8.3 - Appointment of Ms Rosetta Xaba as a member of the Audit Committee	100	-	-
Special Resolution Number 1 – Approval of the non-executive directors’ remuneration	100	-	-
Ordinary Resolution Number 9 - Signature of Documents	100	-	-

Johannesburg
19 May 2015

Sponsor
Merchantec Capital