
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")

FINALISATION ANNOUNCEMENT IN RESPECT OF THE CONDUIT CAPITAL RIGHTS OFFER

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN, HONG KONG OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD BE UNLAWFUL. THIS ANNOUNCEMENT DOES NOT CONSTITUTE OR FORM AN OFFER OF SECURITIES IN THE UNITED STATES OR ANY OTHER JURISDICTION.

1. INTRODUCTION

Shareholders are referred to the announcement released on SENS on 20 October 2017 ("**Declaration Announcement**") (and using terms defined therein unless otherwise stated) and the circular to Conduit Capital shareholders to be issued on 21 November 2017 ("**the Circular**") wherein shareholders were advised that Conduit Capital intends to raise R350 million by way of a fully subscribed renounceable rights offer ("**Rights Offer**"), in terms of which the Company will offer a total of 175 000 000 new shares ("**Rights Offer Shares**") at a subscription price of 200 cents per Rights Offer Share ("**Subscription Price**") in the ratio of 29.689 Rights Offer Shares for every 100 shares ("**Ratio**") held at the close of business on the record date for the Rights Offer, being Friday, 24 November 2017 ("**Record Date**").

2. RIGHTS OFFER CIRCULAR

Shareholders are advised that, as referred to in the Declaration Announcement, Conduit Capital has concluded a subscription agreement with Riskowitz Value Fund LP ("**RVF**") in terms of which RVF will subscribe for all Rights Offer Shares not taken up in terms of the Rights Offer to the value of R350 million ("**Subscription Agreement**") and furthermore, the Company has received formal approval of the Circular from the Issuer Regulation Division of JSE Limited. Accordingly, the Rights Offer can now be implemented in accordance with the salient dates and times as set out in the Declaration Announcement and which are also to be set out in the Circular.

The Circular and accompanying Form of Instruction for use by certificated shareholders only, containing full particulars of the Rights Offer, will be posted on Tuesday, 21 November 2017 to certificated shareholders recorded in the share register on the Record Date. Certificated shareholders must complete the Form of Instruction and lodge it with the Transfer Secretaries of Conduit Capital (being Computershare Investor Services Proprietary Limited), indicating how they wish to participate in the Rights Offer.

The Circular, containing full particulars of the Rights Offer, will be distributed on Tuesday, 28 November 2017 to dematerialised shareholders (who have elected to receive such documents) recorded in the share register on the Record Date. Dematerialised shareholders will not receive a "printed" Form of Instruction, but will have their accounts updated with their Rights Offer entitlement by their Central Securities Depository Participant ("**CSDP**") or broker. Holders of dematerialised Conduit Capital Shares are required to notify their CSDP or broker of the action they wish to take in respect of the Rights Offer in the manner and by the time stipulated in the agreement governing the relationship between the dematerialised shareholder and his/her CSDP or broker.

3. ENTITLEMENT

The allocation of Rights Offer Shares will be such that Shareholders will not be allocated a fraction of a Rights Offer Share and as such, any Rights Offer Entitlement to receive a fraction of a Rights Offer Share which:

- is less than one-half of a Rights Offer Share, will be rounded down to the nearest whole number; and
- is equal to or greater than one-half of a Rights Offer Share, but less than a whole Rights Offer Share will be rounded up to the nearest whole number.

4. EXCESS APPLICATIONS FOR THE RIGHTS OFFER SHARES

Excess applications will not be permitted.

5. RESTRICTED JURISDICTIONS

- Shareholders should note that the Rights Offer does not constitute an offer in any jurisdiction in which it is unlawful to make such an offer and in such circumstances, the Circular and Form of Instruction should not be forwarded or transmitted by you to any person in any territory other than where it is lawful to make such an offer.
- Shareholders should consult their professional advisers to determine whether any governmental or other consents are required or other formalities need to be observed to allow them to take up the Rights Offer, or trade their entitlement. To the extent that foreign Shareholders are not entitled to participate in the Rights Offer, such foreign Shareholders should not take up their Rights Offer Entitlement or trade in their Rights Offer Entitlement and should allow their rights in terms of the Rights Offer to lapse.
- Without prejudice to the generality of the foregoing, the Rights Offer Shares have not been and will not be registered with the U.S. Securities and Exchange Commission under the U.S. Securities Act of 1933 ("**U.S. Securities Act**") or any U.S. state securities laws. Accordingly, the Rights Offer Shares may not be offered, sold, taken up, exercised, resold, renounced delivered or transferred, directly or indirectly, in or into the United States or to, or for the account or benefit of, United States persons, except pursuant to exemptions from the U.S. Securities Act. The Circular and the accompanying documents are not being, and must not be, mailed or otherwise distributed or sent in, into or from the United States. The Circular does not constitute an offer of any securities for sale in the United States or to United States persons.
- Notwithstanding the foregoing, the securities mentioned herein may be made available under the transactions to shareholders that are, or who are acting on behalf of, or for the account or benefit of a Qualified Institutional Buyer ("**QIB**") as such term is defined in rule 144A under the U.S. Securities Act or an accredited investor as such term is defined in Rule 501(a) of Regulation D under the Securities Act pursuant to an available exemption from registration under the U.S. Securities Act or, in the sole discretion of the Company, to others who may be offered the securities mentioned herein pursuant to an available exemption from such registration. Any person in the United States acquiring or exercising the Rights Offer Shares must execute and deliver to the Company an investor letter satisfactory to the Company to the effect that such person and any account for which it is acquiring the Rights Offer Shares is a QIB within the meaning of Rule 144A or an accredited investor within the meaning of Rule 501(a) of Regulation D and satisfies certain other requirements. The Circular does not constitute nor will it constitute an offer or an invitation to apply for, or an offer or an invitation to acquire, any Letters of Allocation or Rights Offer Shares in the United States. Subject to certain exceptions, the Circular and any other materials relating to the Rights Offer may not be sent to any Shareholder in, or with a registered address in, the United States.
- Subject to certain exceptions, any person who acquires Letters of Allocation or Rights Offer Shares will be deemed to have declared, warranted and agreed, by accepting delivery of the Circular, exercising their rights, selling or renouncing their Letters of Allocation or accepting delivery of the Letters of Allocation or the Rights Offer Shares that it is not, and that at the time of acquiring the Letters of Allocation or the Rights Offer Shares it will not be, in the United States or acting on behalf of, or for the account or benefit of, a person on a non-discretionary basis in the United States or any state of the United States.

- In addition, until 40 days after the commencement of the Rights Offer, an offer, sale or transfer of the Rights Offer Shares or the Letters of Allocation within the United States by a dealer (whether or not participating in the Rights Offer) may violate the registration requirements of the U.S. Securities Act.

The Listing of and trading in the Letters of Allocation on the JSE commences at 09:00 on the JSE under JSE code "CNDN" and ISIN ZAE000251286 on Wednesday, 22 November 2017.

The Rights Offer Circular will be made available on the Company's website, www.conduitcapital.co.za, by close of business on Tuesday, 21 November 2017.

Johannesburg
16 November 2017

Sponsor

Merchantec Capital

South African Legal Adviser

Cliffe Dekker Hofmeyr Inc