
CONDUIT CAPITAL LIMITED
Incorporated in the Republic of South Africa
(Registration number 1998/017351/06)
Share code: CND ISIN: ZAE000073128
("Conduit" or "the company")

**DEVELOPMENTS IN RELATION TO THE COMPANY, RECONSTITUTION OF THE BOARD
OF DIRECTORS AND WITHDRAWAL OF CAUTIONARY**

Shareholders are referred to the cautionary announcement dated 10 March 2015.

Shareholders are advised that the board of directors of Conduit was recently approached by certain shareholders (Midbrook Lane Proprietary Limited, Riskowitz Capital Management LLC and Protea Asset Management LLC) ("the Midbrook shareholders") that own c.14% of the issued share capital of the company and requested that the company consider reconstituting the board of directors (and in this regard have evidenced the support of other shareholders that hold a significant percentage of the company's share capital).

Following discussions between the Conduit board, the company's Chief Executive Officer, Jason Druian, and the Midbrook shareholders, Conduit shareholders are advised, *inter alia*, in compliance with paragraph 3.59 of the Listings Requirements of JSE Limited that:

1. Jason Druian has resigned from the board of directors of Conduit with effect from 23 March 2015 (such resignation having already taken effect);
2. The Midbrook shareholders are in the process of negotiating an agreement with Jason Druian and certain other parties (the "sellers") in terms of which the Midbrook shareholders or parties nominated by them will acquire the sellers' shares in Conduit (the "sale");
3. Jason Druian has concluded an agreement governing the terms (including the terms of an agreed severance package equivalent to 2.5 times annual basic salary) on which he will resign his employment as Chief Executive Officer of Conduit on and with effect from the date on which the sale is implemented;
4. Reginald Berkowitz, Gunter Steffens and Scott Campbell, independent non-executive directors, have agreed to resign from the board of directors of Conduit with effect from the date on which the resignation of Jason Druian as Chief Executive Officer becomes unconditional. Richard Bruyns remains on the board as a non-executive director;
5. The board has resolved to appoint Ronald Napier, David Harpur and Jabulani Mahlangu as non-executive directors and Sean Riskowitz as an executive director, also with effect from the date on which the resignation of Jason Druian as Chief Executive Officer becomes unconditional. It is the intention that a meeting of Conduit shareholders will be convened to appoint Rosetta Xaba, Barry Scott and Tyrone Moodley as additional non-executive directors in due course.
6. Additionally, on and with effect from the date on which Jason Druian's resignation as CEO becomes unconditional, Lourens Louw, the Financial Director of the company, has agreed to extend the minimum period of his current employment contract to 28 February 2019 and act as acting Chief Executive Officer pending the identification and appointment of a new Chief Executive Officer. Gavin Toet, currently the Group Corporate Services Director, will be appointed as Chief Operating Officer and has also agreed to extend the minimum period of his contract to 28 February 2019. Robert Shaw, an executive director and the CEO of Constantia Risk and Insurance Holdings Proprietary Limited, continues in his capacity and along with Lourens Louw and Gavin Toet will remain on the board of directors of Conduit.

Shareholders are advised that they no longer need to exercise caution when dealing in their Conduit shares.

Johannesburg
24 March 2015

Sponsor
Merchantec Capital

Legal Advisors to Conduit
DLA Cliffe Dekker Hofmeyr