

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”)

CHANGE STATEMENT AND NOTICE OF ANNUAL GENERAL MEETING

Change Statement

Shareholders are advised that the integrated annual report for the year ended 30 June 2021, was distributed to shareholders on 29 October 2021 and is also available on the Company’s website, <http://www.conduitcapital.co.za/financial-information.php>. The annual financial statements (“AFS”) forming part of the integrated annual report contains no modifications to the reviewed provisional results published on SENS on 30 September 2021 (“Reviewed Results”), other than those detailed below:

Consolidated Statement of Financial Position

As at 30 June 2021

	Audited AFS (R'000)	Reviewed Results (R'000)	Change (R'000)	% Change
Assets				
Non-current assets	640 354	640 964	610	0.095
Property, plant and equipment	58 901	58 901		
Intangible assets	89 376	89 376		
Loans receivable	1 044	1 044		
Insurance, trade and other receivables	100 921	100 921		
Deferred taxation ¹	116 330	116 940	610	0.522
Investment in associates	37 080	37 080		
Investments held at fair value	236 702	236 702		
Current assets	765 775	765 775		
Insurance assets	448 381	448 381		
Insurance, trade and other receivables	158 274	158 274		
Taxation	350	350		
Cash and cash equivalents	158 770	158 770		
Assets held for sale	2 715	2 715		
Total assets	1 408 844	1 409 454	610	0.043
Equity and liabilities				
Capital and reserves	17 253	17 253		
Share capital	1 158 569	1 158 569		
Accumulated losses	(1 140 525)	(1 140 525)		
Equity attributable to owners of the parent	18 044	18 044		
Non-controlling interest	791	791		
Non-current liabilities	86 237	86 847	610	0.702
Policyholder liabilities under insurance contracts	26 872	26 872		
Lease liabilities	49 073	49 073		
Deferred taxation ¹	10 292	10 902	610	5.595
Current liabilities	1 305 354	1 305 354		
Insurance liabilities	636 714	636 714		
Lease liabilities	8 801	8 801		
Loans payable	11 089	11 089		
Insurance, trade and other payables	647 080	647 080		
Taxation	1 670	1 670		

Total equity and liabilities¹	1 408 844	1 409 454	610	0.043
Net asset value per share (cents)	2.60	2.60		
Tangible net asset value per share (cents)	(10.40)	(10.40)		

Note 1: There was a reallocation between the deferred tax liability and deferred tax asset of R610 000. The absolute impact on the total assets and total liabilities is 0.043%, with no change to the net asset value of Conduit Capital.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2021

	Audited AFS (R'000)	Reviewed Results (R'000)	Change (R'000)	% Change
Gross written premium	1 949 246	1 949 246		
Reinsurance premium	(1 685 437)	1 685 437		
Net written premium	263 809	263 809		
Net change in provision for unearned premiums	5 236	5 236		
Net premium income	269 045	269 045		
Reinsurance commission received	832 077	832 077		
Other income	19 944	19 944		
Rental income	1 510	1 510		
Income from insurance operations	1 122 576	1 122 576		
Total insurance expenses	(1 131 376)	(1 131 376)		
Net claims and movement in claims reserves	(153 907)	(153 907)		
Insurance contract acquisition costs	(287 345)	(287 345)		
Administration and marketing expenses	(680 863)	(680 863)		
Other operating expenses	(9 261)	(9 261)		
Net underwriting loss	(8 800)	(8 800)		
Net non-insurance expenses	(27 415)	(27 215)	(200)	0.735
Other income	(69 340)	(69 340)		
Cost of sales	(19 049)	(19 049)		
Administration and marketing expenses ²	(72 466)	(72 266)	(200)	0.277
Other expenses	(5 240)	(5 240)		
Operating loss	(36 215)	(36 015)	(200)	0.555
Investment loss	(138 031)	(138 031)		
Finance charges	(8 117)	(8 117)		
Share of loss of associate	(4 029)	(4 029)		
Other non-operating expenses and losses ²	(95 474)	(95 674)	200	0.209
Loss before taxation	(281 866)	(281 866)		
Taxation	136 104	136 104		
Loss for the year ²	(145 762)	(145 762)		

Note 2: There was a reallocation in the statement of comprehensive income between administration and marketing expenses and other non-operating expenses and losses of R200 000. This resulted in an increase of 0.277% in administration and marketing expenses and a decrease of 0.209% in other non-operating expenses and losses. There was no change to the loss for the year.

Consolidated Statement of Cash Flows

For the year ended 30 June 2021

	Audited AFS (R'000)	Reviewed Results (R'000)	Change (R'000)	% Change
Net cash flows from operating activities	(7 480)	(7 578)	98	1.293
Cash utilised by operations	(9 734)	(9 533)	(201)	2.108
Interest received	5 318	5 318		
Finance charges	(352)	(651)	299	45.929
Dividends received from investments	1 168	1 168		
Taxation paid	(3 880)	(3 880)		
Net cash flows from investing activities	43 719	35 741	7 978	22.322
Net movement in loan funding: Third parties ³	4 786	-	4 786	100.000
Net disposal of associates	5 394	5 394		
Dividends received from associates		-		
Loans granted to associates	(3 646)	(3 646)		
Disposal and acquisition of subsidiaries (net of cash acquired and disposed of)	(6 271)	(6 271)		
Disposal of property held for sale	14 500	14 500		
Net acquisition of property, plant and equipment ³	(861)	(4 053)	3 192	78.756
Net acquisition of intangible assets	(1 520)	(1 520)		
Net disposal of financial investments	31 337	31 337		
Net cash flows from financing activities	(26 601)	(18 525)	(8 076)	43.595
Shares repurchased	(10 025)	(10 025)		
Dividends paid to non-controlling shareholders	(200)	(200)		
Net movement in loan funding: Non-controlling shareholders	(1 485)	(1 485)		
Net movement in loan funding: Third parties ³	75	4 786	(4 711)	98.433
Net movement in loan funding: Leases ³	(14 966)	(11 601)	(3 365)	29.006
Total cash movement for the year	9 638	9 638		
Cash at the beginning of the year	149 132	149 132		
Total cash at the end of the year	158 770	158 770		

Note 3: The following reallocations were made in the Consolidated Statement of Cash Flows:

- loan funding of R4.786 million provided to third parties was reallocated from cash flows from financing activities to net cash flows from investing activities;
- R75 000 in loan funding received from third parties was previously incorrectly reflected Net movement in loan funding: Leases; and
- There was a reallocation between Net movement in loan funding: Leases (R3.290 million), finance charges (net R98 000) and Net acquisition of property, plant and equipment (R3.192 million).

This resulted in an increase of 1.293% in the net cash inflows from operating activities, a 22.322% increase in the net cash inflows from investing activities and a 43.595% increase in the net cash outflows from financing activities. There was no change to the total cash movement for the year.

There have been no changes to the Statement of Changes in Equity.

Furthermore, there has been no change in net asset value, net asset value per share, tangible net asset value per share, loss for the year, basic and diluted loss per share and headline and diluted headline loss per share, when comparing the AFS to the Reviewed Results.

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of shareholders of Conduit Capital (“**AGM**”), which will be conducted entirely by electronic communication, will be held at 17:00 on Tuesday, 30 November 2021 to consider and, if deemed fit, to pass with or without modification, the business stated in the notice of the AGM (“**Notice**”), which is contained in the integrated annual report.

The salient information pertaining to the Annual General Meeting is set out below:

Issuer name	Conduit Capital Limited
Type of instrument	Ordinary shares
ISIN number	ZAE000073128
JSE code	CND
Meeting type	Annual General Meeting
Meeting venue	Electronic communication
Record date – To determine which shareholders are entitled to receive the Notice	22 October 2021
Publication/Posting Date	29 October 2021
Last day to trade – Last day to trade to determine eligible shareholders that may attend, speak and vote at the AGM	Tuesday, 16 November 2021
Record date – Record date to determine eligible shareholders that may attend, speak and vote at the AGM	Friday, 19 November 2021
Meeting deadline date – (For administrative purposes), forms of proxy for the AGM to be lodged	09:00 on Wednesday, 24 November 2021
AGM date	17:00 on Tuesday, 30 November 2021
Publication of results of AGM	Wednesday, 1 December 2021
Website link	www.conduitcapital.co.za

Johannesburg
29 October 2021

Designated Adviser
Merchantec Capital