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**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**”)

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**QUARTERLY PROGRESS REPORT AND UPDATE ON FINANCIAL RESULTS**

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**Quarterly Progress Report**

Shareholders are referred to the ‘Quarterly Progress Report And Update On Financial Results – September 2023 announcement released on SENS on 29 September 2023 (“**September Quarterly Progress Report**”) (and using the terms defined therein unless otherwise stated) are hereby, in accordance with paragraph 1(11)(c) of the JSE Listings Requirements and until the Suspension is lifted, provided with the quarterly update on the state of the affairs of the Company.

In terms of the granting of the provisional liquidation order by the High Court pursuant to the Prudential Authority’s application to place Constantia Insurance Company Limited (“**CICL**”) into liquidation (“**CICL liquidation**”), the appointed liquidators continue to manage the winding-up of CICL. Consequently, the status quo of the Suspension remains.

**Conduit Capital operations and strategy**

Conduit Capital has successfully worked through most of the operational challenges posed by the provisional liquidation of CICL and has been able to secure the services of key individuals to ensure the continued operations of the business. Changes to the Board post the Suspension have been announced on SENS, the most recent being the change in function of Mr G Hacking, an independent non-executive director, to Lead Independent Director, dated 29 September 2023.

Management continues to implement the business’ short-term strategy of realising assets and reducing operating expenses. Progress is regularly reviewed by the Board, and further SENS announcements regarding the progress will be published as and when required.

**Publication of audited annual financial statements for the year ended 30 June 2022 (“2022 year-end”)**

This matter remains a priority under the current circumstances. As a result of the events at CICL, the auditors have been unable to complete the audit of CICL due to a pervasive scope limitation. Historically, and as at the most recent reporting date, CICL was the Company’s main operating subsidiary as evidenced by the fact that CICL represented approximately 94.4% of the revenue of the consolidated Conduit Capital Group for the six months ended 31 December 2021.

As previously reported the Group audit work had resumed. The audits of the remaining insurance companies in the Group for 2022 have been finalised and the requisite statutory submissions to the Prudential Authority have been affected. Work on finalising the audit of the remainder of the Group has progressed substantially but has stalled recently due to management’s time being taken up by the 2023 statutory audit of the remaining insurance company in the Group. Work has since resumed; management has addressed the comments received from the auditors and the auditors are in the process of completing their final reviews. Given the imminent holiday period, it is anticipated that the audited results for the 2022 year-end, together with the Group’s Integrated Annual Report, will now only be published in January 2024. Work on the interim results for the six months ended 31 December 2022 and for the year ended 30 June 2023 has also commenced. Final timelines in respect of the publication thereof will however, only be finalised on completion of the 2022 year-end results.

## **Disposal of CRIH and CLL**

Shareholders are referred to the announcements released on SENS on:

- 24 May 2023 (“**Announcement**”) (and using the terms defined therein unless otherwise stated) wherein shareholders were advised that Conduit Capital and its wholly-owned subsidiary, Copper Sunset Trading 186 Proprietary Limited (“**Copper Sunset**”), have entered into an Agreement with TMM Holdings Proprietary Limited (“**TMM**”), an unrelated third party, to dispose of the “Sale Interest” to TMM for an aggregate cash purchase price of R55 million (“**Disposal**”); and
- to the updates to the Announcement, the most recent of which was released on SENS on 23 November 2023, wherein shareholders were advised that the parties to the Agreement have entered into addenda thereto to extend the date of fulfilment of the suspensive conditions of the Disposal to 31 January 2024.

Shareholders will be provided with further information on the Disposal in due course.

Cape Town  
14 December 2023

**Sponsor**  
Merchantec Capital