

**Nictus Limited**

(Incorporated in the Republic of South Africa)

(Registration number 1981/011858/06)

Share code: NCS

ISIN: NA0009123481

("Nictus" or the "Company")

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**NOTIFICATION OF RESIGNATION OF THE INDIVIDUAL DESIGNATED AUDIT PARTNER AND MODIFICATION OF ORDINARY RESOLUTION 9 OF THE NOTICE OF ANNUAL GENERAL MEETING**

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Nictus shareholders ("**Shareholders**") are advised that Mr Riaan Kok, the individual designated audit partner representing the Company's external auditor, KPMG Inc. ("**KPMG**"), ("**Audit Partner**"), has resigned from the employ of KPMG with effect from 22 October 2019. Consequently, Mr Kok is unable to fulfil the role of Audit Partner for the ensuing financial year.

In terms of section 44(1)(a) of the Auditing Professions Act, 2005, a replacement Audit Partner is required to be nominated by KPMG. Once such nomination is made and tabled by KPMG to Nictus, Nictus' audit committee ("**Committee**") will assess such person's suitability for appointment as the Audit Partner, in accordance with paragraph 3.84(g)(iii) as read with paragraph 22.15(h) of the JSE Limited Listings Requirements. The process of nomination, assessment and appointment of the replacement Audit Partner is expected to be finalised post the annual general meeting on Wednesday, 21 August 2019 ("**AGM**"). Shareholders will be notified in a SENS announcement, once the appointment of the replacement Audit Partner is finalised.

In light of the above, ordinary resolution 9 of the notice of AGM, dated 19 June 2019 ("**Notice**"), which deals with the re-appointment of the independent external auditor, requires modification by the removal of the appointment of the Audit Partner from said resolution. In the circumstances, ordinary resolution 9 of the Notice shall be modified as follows:

*"Resolved that KPMG Inc. be and is hereby re-appointed as the independent external auditor of the company, in terms of the MOI and the Companies Act of South Africa, to hold office until the conclusion of the next annual general meeting of the company."*

For the avoidance of doubt, the forms of proxy, in the form attached to the Notice, remains valid. If a Shareholder has already submitted forms of proxy, prior to the publication of this announcement, such forms of proxy will remain valid, unless the Shareholder submits new forms of proxy. Forms of proxy must reach the registered offices of the Company (c/o Veritas Board of Executors Proprietary Limited) or the transfer secretaries, Computershare Investor Services Proprietary Limited, by no later than 10:00 on Monday, 19 August 2019. Thereafter, forms of proxy must be handed to the chairman of the AGM before the appointed proxy may exercise any rights of the Shareholder at the AGM.

Randburg  
15 August 2019

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