

PSG GROUP LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 1970/008484/06)

JSE Limited ("JSE") share code: PSG

ISIN code: ZAE000013017

LEI code: 378900CD0BEE79F35A34

("the Company" or "PSG Group")



PSG GROUP LIMITED

FURTHER CAUTIONARY ANNOUNCEMENT

Shareholders are referred to the Company's cautionary announcement dated 23 April 2020, advising that the Company is considering a corporate action/transaction, which, if implemented, may have a material effect on the price of the Company's securities.

Following requests from interested parties and to curtail speculation and uncertainty, the Company confirms that the PSG Group board of directors is in the process of investigating, and is seriously considering, the potential unbundling of some or all of its shareholding in Capitec Bank Holdings Limited ("Capitec"), subject to certain conditions being fulfilled.

The rationale for the potential unbundling is that: certain new legislation may potentially deem PSG Group (as a material shareholder in Capitec) to be a financial conglomerate, which will substantially increase the administrative burden on PSG Group (in relation to regulatory compliance), and that, given the substantial discount at which PSG Group shares trade to its sum-of-the-parts value, the board believes such an unbundling may unlock value for PSG Group shareholders.

Accordingly, shareholders are advised to continue exercising caution when dealing in the Company's securities until a detailed announcement is made in due course.

Stellenbosch

29 April 2020

Transaction advisor and sponsor

PSG Capital



PSG CAPITAL