

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

("PSG Group" or "the Company")



PSG GROUP LIMITED

UNBUNDLING OF CAPITEC SHAREHOLDING – RESULTS OF GENERAL MEETING

Shareholders are referred to the Company's various announcements released on SENS ("**Announcements**") regarding the intended distribution by PSG Group of 32 502 856 ordinary shares held by it in the issued ordinary share capital of Capitec Bank Holdings Limited ("**Capitec**"), comprising approximately 28.11% of the total issued ordinary share capital of Capitec, to PSG Group ordinary shareholders ("**Shareholders**") by way of a *pro rata* distribution *in specie*, in the ratio of 14 Capitec shares for every 100 PSG Group shares held ("**PSG Group Unbundling**"), as well as to the Company's circular in this regard, dated 1 July 2020 ("**Circular**").

Capitalised terms used below and that are not otherwise defined, bear the meanings ascribed to them in the Circular. The disclaimers set out in the Announcements and the Circular apply to this announcement.

Shareholders are hereby advised that at the General Meeting of the Company held entirely by electronic communication at 10:30 today, Thursday, 30 July 2020, all of the special and ordinary resolutions were passed by the requisite majority of Shareholders.

Details of the results of the voting at the General Meeting are as follows:

Resolutions proposed at the General Meeting	Votes for resolution as a percentage of total number of Shares voted at the General Meeting	Votes against resolution as a percentage of total number of Shares voted at the General Meeting	Number of Shares voted at the General Meeting	Number of Shares voted as a percentage of the votes exercisable at the General Meeting	Number of Shares abstained as a percentage of the votes exercisable at the General Meeting
Special Resolution Number 1: Approval of the PSG Group Unbundling	99.99%	0.01%	153 833 486	70.50%	0.01%

Special Resolution Number 2: Approval of fees for Independent Board members	99.55%	0.45%	153 823 986	70.49%	0.01%
Ordinary Resolution Number 1: Granting of Directors' authority	99.99%	0.01%	153 831 097	70.50%	0.01%

The total number of Shares in issue (net of treasury Shares) as at the date of the General Meeting was 218 209 484 .

Shareholders are advised that the PSG Group Unbundling remains subject to various conditions precedent, as contemplated in the Circular.

As previously communicated on SENS, the intended implementation date of the PSG Group Unbundling is Monday, 31 August 2020. The final dates for the implementation of the PSG Group Unbundling will be communicated on SENS on Monday, 17 August 2020.

Stellenbosch
30 July 2020

Transaction Advisor and Sponsor
PSG Capital Proprietary Limited



Independent Sponsor
UBS South Africa Proprietary Limited

