

PSG KONSULT LIMITED

(Incorporated in the Republic of South Africa)

Registration Number: 1993/003941/06

JSE Share Code: KST

NSX Share Code: KFS

SEM Share Code: PSGK.N0000

ISIN Code: ZAE000191417

LEI Code: 378900ECF3D86FD28194

("PSG Konsult" or "the Company")



EXERCISE AND RELATED NET-CASH SETTLEMENT OF SHARE OPTIONS IN TERMS OF THE PSG KONSULT GROUP SHARE INCENTIVE TRUST AND DEALING IN SECURITIES BY AN ASSOCIATE OF A DIRECTOR OF A MAJOR SUBSIDIARY

Upon the exercise of the share options referred to below, PSG Konsult elected to settle same on a net-cash basis. Accordingly, no shares were traded.

Due to the net-cash settlement, the executive directors did not receive any PSG Konsult shares in respect of such options exercised, but only the net after-tax amount in cash.

In the interest of transparency, the following information regarding the exercise of options is consequently disclosed:

1.

NAME OF DIRECTOR	FJ Gouws	
COMPANY OF WHICH A DIRECTOR	PSG Konsult Limited	
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive	
TYPE AND CLASS OF SECURITIES	Options in relation to ordinary shares	
EXERCISE DATE OF OPTIONS	6 May 2021	
OPTION STRIKE PRICE	R6.81	(1)
	R7.59	(2)
	R8.74	(3)
	R10.15	(4)
NUMBER OF OPTIONS EXERCISED	2 583 895	(1)
	789 140	(2)
	937 500	(3)
	1 000 000	(4)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2021 during which the options can be exercised	(1)-(4)

NATURE OF TRANSACTION Exercise of share options by the director at the closing price on the exercise date of R11.20 per share and related net-cash settlement (Off-market transaction)

NATURE AND EXTENT OF INTEREST IN THE TRANSACTION Direct, Beneficial

2.

NAME OF DIRECTOR MIF Smith
COMPANY OF WHICH I A DIRECTOR PSG Konsult Limited

STATUS: EXECUTIVE/NON-EXECUTIVE Executive

TYPE AND CLASS OF SECURITIES Options in relation to ordinary shares

EXERCISE DATE OF OPTIONS 6 May 2021

OPTION STRIKE PRICE R6.81 (1)

R7.59 (2)

R8.74 (3)

R10.15 (4)

NUMBER OF OPTIONS EXERCISED 599 538 (1)

257 527 (2)

300 000 (3)

250 000 (4)

PERIOD OF EXERCISE Participants have a 5-month period from the vesting date of 1 April 2021 during which the options can be exercised (1)-(4)

NATURE OF TRANSACTION Exercise of share options by the director at the closing price on the exercise date of R11.20 per share and related net-cash settlement (Off-market transaction)

NATURE AND EXTENT OF INTEREST IN THE TRANSACTION Direct, Beneficial

3.

NAME OF DIRECTOR DPB Hugo
COMPANY OF WHICH A DIRECTOR PSG Wealth Financial Planning Proprietary Limited (a major subsidiary of PSG Konsult)

STATUS: EXECUTIVE/NON-EXECUTIVE Executive

TYPE AND CLASS OF SECURITIES Options in relation to ordinary shares

EXERCISE DATE OF OPTIONS 6 May 2021

OPTION STRIKE PRICE	R6.81	(1)
	R7.59	(2)
	R8.74	(3)
	R10.15	(4)
NUMBER OF OPTIONS EXERCISED	562 500	(1)
	250 000	(2)
	337 500	(3)
	312 500	(4)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2021 during which the options can be exercised	(1)-(4)
NATURE OF TRANSACTION	Exercise of share options by the director at the closing price on the exercise date of R11.20 per share and related net-cash settlement (Off-market transaction)	
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial	

4.

NAME OF DIRECTOR	AM Ahern	
COMPANY OF WHICH A DIRECTOR	PSG Asset Management Holdings Proprietary Limited (a major subsidiary of PSG Konsult)	
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive	
TYPE AND CLASS OF SECURITIES	Options in relation to ordinary shares	
EXERCISE DATE OF OPTIONS	6 May 2021	
OPTION STRIKE PRICE	R6.81	(1)
	R7.59	(2)
	R8.74	(3)
	R10.15	(4)
NUMBER OF OPTIONS EXERCISED	383 783	(1)
	269 355	(2)
	300 000	(3)
	250 000	(4)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2021 during which the options can be exercised	(1)-(4)

NATURE OF TRANSACTION	Exercise of share options by the director at the closing price on the exercise date of R11.20 per share and related net-cash settlement (Off-market transaction)	
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial	
5.		
NAME OF DIRECTOR	NM Gudka	
COMPANY OF WHICH A DIRECTOR	PSG Wealth Financial Planning Proprietary Limited (a major subsidiary of PSG Konsult)	
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive	
TYPE AND CLASS OF SECURITIES	Options in relation to ordinary shares	
EXERCISE DATE OF OPTIONS	6 May 2021	
OPTION STRIKE PRICE	R6.81	(1)
	R7.59	(2)
	R8.74	(3)
	R10.15	(4)
NUMBER OF OPTIONS EXERCISED	628 579	(1)
	298 925	(2)
	300 000	(3)
	250 000	(4)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2021 during which the options can be exercised	(1)-(4)
NATURE OF TRANSACTION	Exercise of share options by the director at the closing price on the exercise date of R11.20 per share and related net-cash settlement (Off-market transaction)	
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial	
6.		
NAME OF DIRECTOR	HP Visser	
COMPANY OF WHICH A DIRECTOR	PSG Insure Holdings Proprietary Limited (a major subsidiary of PSG Konsult)	
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive	
TYPE AND CLASS OF SECURITIES	Options in relation to ordinary shares	
EXERCISE DATE OF OPTIONS	6 May 2021	
OPTION STRIKE PRICE	R6.81	(1)

	R7.59	(2)
	R8.74	(3)
	R10.15	(4)
NUMBER OF OPTIONS EXERCISED	368 750	(1)
	225 000	(2)
	300 000	(3)
	250 000	(4)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2021 during which the options can be exercised	(1)-(4)
NATURE OF TRANSACTION	Exercise of share options by the director at the closing price on the exercise date of R11.20 per share and related net-cash settlement (Off-market transaction)	
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial	

7.

NAME OF DIRECTOR	E Wegner
COMPANY OF WHICH A DIRECTOR	PSG Life Limited (a major subsidiary of PSG Konsult)
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE AND CLASS OF SECURITIES	Options in relation to ordinary shares
EXERCISE DATE OF OPTIONS	6 May 2021
OPTION STRIKE PRICE	R10.15
NUMBER OF OPTIONS EXERCISED	50 000
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2021 during which the options can be exercised
NATURE OF TRANSACTION	Exercise of share options by the director at the closing price on the exercise date of R11.20 per share and related net-cash settlement (Off-market transaction)
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial

8.

NAME OF DIRECTOR	P Redshaw
COMPANY OF WHICH A DIRECTOR	PSG Life Limited (a major subsidiary of PSG Konsult)
STATUS: EXECUTIVE/NON- EXECUTIVE	Executive
TYPE AND CLASS OF SECURITIES	Options in relation to ordinary shares
EXERCISE DATE OF OPTIONS	6 May 2021
OPTION STRIKE PRICE	R10.15
NUMBER OF OPTIONS EXERCISED	75 000
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2021 during which the options can be exercised
NATURE OF TRANSACTION	Exercise of share options by the director at the closing price on the exercise date of R11.20 per share and related net-cash settlement (Off-market transaction)
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial

**DEALING IN SECURITIES BY AN ASSOCIATE OF A DIRECTOR OF A MAJOR
SUBSIDIARY**

In compliance with paragraphs 3.63 to 3.74 of the JSE Limited Listings Requirements, the following information is disclosed:

NAME OF DIRECTOR	HP Visser
COMPANY OF WHICH A DIRECTOR	PSG Insure Holdings Proprietary Limited (a major subsidiary of PSG Konsult)
STATUS: EXECUTIVE/NON- EXECUTIVE	Executive
TYPE AND CLASS OF SECURITIES	Ordinary shares
DATE OF TRANSACTION	7 May 2021
PRICE PER SECURITY	R 11.00
NUMBER OF SECURITIES TRANSACTED	1 000 000
TOTAL RAND VALUE OF SECURITIES TRANSACTED	R 11 000 000

NAME OF ASSOCIATE	Nikadine Trust
RELATIONSHIP WITH DIRECTOR	Director is a trustee and beneficiary of the associate
NATURE OF TRANSACTION	Disposal (On-market transaction)
NATURE AND EXTENT OF INTEREST	Indirect, Beneficial

Clearance for the above was obtained in terms of paragraph 3.66 of the JSE Listings Requirements.

Tyger Valley
10 May 2021

JSE Sponsor: PSG Capital Proprietary Limited
Independent Joint JSE Sponsor: UBS South Africa Proprietary Limited
NSX Sponsor: PSG Wealth Management (Namibia) Proprietary Limited, member of the Namibian Stock Exchange
SEM authorised representative and SEM Sponsor: Perigeum Capital Ltd

This notice is issued pursuant to the JSE Listings Requirements, SEM Listing Rule 15.24 and the Mauritian Securities Act 2005. The board of directors of PSG Konsult accepts full responsibility for the accuracy of the information contained in this Communiqué.