
MOTUS HOLDINGS LIMITED
Incorporated in the Republic of South Africa
(Registration number 2017/451730/06)
Share code: MTH ISIN: ZAE000261913
("Motus" or "the Company")

**VESTING OF SHARES AND AWARDS IN TERMS OF THE MOTUS HOLDINGS SHARE INCENTIVE
SCHEME**

In compliance with paragraphs 3.63 to 3.74 (both inclusive) of the Listings Requirements of the JSE Limited, the following information is disclosed in relation to the directors and prescribed officers of the Company:

Share Appreciation Rights ("SAR")

The vesting of 100% of SAR awards on 15 September 2022 after applying the related performance conditions during the performance period from 1 July 2019 until 30 June 2022. In accordance with the scheme rules, the gains of participants in terms of the SAR scheme is determined using the share price of Motus at the time when each participant elects to exercise their vested rights, compared to the strike price of R72.05, which may be exercised by no later than 30 June 2024 after vesting, with the difference in value used to purchase shares on behalf of the participant.

Conditional Share Plan ("CSP")

Motus granted CSP awards to directors and prescribed officers of the Company in 2018 (4-year vesting period), which vested on 15 September 2022 at 80% during the performance period from 1 July 2018 until 30 June 2022, after applying the related performance conditions ("**2018 CSP Awards**"). They were further granted CSP awards in 2019 (3-year vesting period) which vested on 15 September 2022 at 100% during the performance period from 1 July 2019 until 30 June 2022, after applying the related performance conditions ("**2019 CSP Awards**"). The 2018 CSP Awards were granted at a price of R89.67 per share and the 2019 CSP Awards were granted at a price of R72.05 per share.

Additional details of the transactions are disclosed below.

Director:	Osman Arbee
Position:	Executive Director
Nature of transaction:	Off-market vesting of CSP awards
Class of securities:	Ordinary shares of no par value
Nature of interest:	Direct beneficial

2018 CSP Awards

Number of shares vesting:	160 589
Deemed price:	R130,2646
Total value:	R20 919 061,85

2019 CSP Awards

Number of shares vesting:	205 968
Deemed price:	R130,2646
Total value:	R26 830 339,13

Director:	Ockert Janse van Rensburg
Position:	Executive Director
Nature of transaction:	Off-market vesting of CSP awards
Class of securities:	Ordinary shares of no par value
Nature of interest:	Direct beneficial

2018 CSP Awards

Number of shares vesting:	93 677
Deemed price:	R130,2646
Total value:	R12 202 796,93

2019 CSP Awards

Number of shares vesting: 107 333
Deemed price: R130, 2646
Total value: R13 981 690,31

Director: **Kerry Cassel**
Position: **Executive Director**
Nature of transaction: Off-market vesting of SAR and CSP awards, respectively
Class of securities: Ordinary shares of no par value
Nature of interest: Direct beneficial

2018 CSP Awards

Number of shares vesting: 66 912
Deemed price: R130,2646
Total value: R8 716 264,92

2019 CSP Awards

Number of shares vesting: 90 678
Deemed price: R130, 2646
Total value: R11 812 133,40

Prescribed Officer: **Corné Venter**
Position: **Prescribed Officer**
Nature of transaction: Off-market vesting and on-market exercise of SAR awards and off-market vesting of CSP awards, respectively
Class of securities: Ordinary shares of no par value
Nature of interest: Direct beneficial

SAR (2018 – 3 year vesting)

Number of SAR exercised: 62 394
Nature of transaction: On-market exercise of SAR awards
Grant price: R89,67
Date of award: 30 November 2018
Exercise date: 15 September 2022
Number of Motus shares received on exercise: 19 276
Deemed exercise price: R129,7575
Total value of transaction: R2 501 205,57

SAR (2019 – 3 year vesting)

Number of SAR vested and exercised: 120 070
Nature of transaction: Off-market vesting and on-market exercise of SAR awards
Grant price: R72,05
Date of award: 4 September 2019
Exercise date: 15 September 2022
Number of Motus shares received on exercise: 53 399
Deemed exercise price: R129,7575
Total value of transaction: R6 928 920,74

2018 CSP Awards

Number of shares vesting: 53 530
Deemed price: R130,2646
Total value: R6 973 064,04

2019 CSP Awards

Number of shares vesting: 23 872
Deemed price: R130, 2646
Total value: R3 109 676,53

Prescribed Officer:	Niall Lynch
Position:	Prescribed Officer
Nature of transaction:	Off-market vesting of SAR and CSP awards respectively
Class of securities:	Ordinary shares of no par value
Nature of interest:	Direct beneficial

SAR (2019 – 3 year vesting)

Number of SAR vested:	99 127
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2018 CSP Awards

Number of shares vesting:	53 530
Deemed price:	R130,2646
Total value:	R6 973 064,04

2019 CSP Awards

Number of shares vesting:	19 709
Deemed price:	R130, 2646
Total value:	R2 567 385

The prerequisite clearance to deal was obtained for all of the abovementioned transactions.

Bedfordview
20 September 2022

Sponsor
Merchantec Capital