

**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")




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**EXERCISE AND RELATED NET-CASH SETTLEMENT OF SHARE OPTIONS IN TERMS OF THE PSG KONSULT GROUP SHARE INCENTIVE TRUST AND DEALINGS IN PSG KONSULT SECURITIES**


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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	18 April 2023	
OPTION STRIKE PRICE	R8.74 R10.15 R7.13 R9.08	(1) (2) (3) (4)
NUMBER OF OPTIONS EXERCISED	937 500 1 000 000 1 200 000 2 125 000	(1) (2) (3) (4)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2023 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 R13.01 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 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	18 April 2023	
OPTION STRIKE PRICE	R8.74 R10.15 R7.13 R9.08	(1) (2) (3) (4)
NUMBER OF OPTIONS EXERCISED	300 000 250 000 300 000 525 000	(1) (2) (3) (4)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2023 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 R13.01 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	18 April 2023	

OPTION STRIKE PRICE	R8.74 R10.15 R7.13 R9.08	(1) (2) (3) (4)
NUMBER OF OPTIONS EXERCISED	337 500 312 500 375 000 675 000	(1) (2) (3) (4)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2023 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 R13.01 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	18 April 2023	
OPTION STRIKE PRICE	R8.74 R10.15 R7.13 R9.08	(1) (2) (3) (4)
NUMBER OF OPTIONS EXERCISED	300 000 250 000 187 500 400 000	(1) (2) (3) (4)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2023 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 R13.01 per share and related net-cash settlement (Off-market transaction)	

NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial	
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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	18 April 2023	
OPTION STRIKE PRICE	R8.74 R10.15 R7.13 R9.08	(1) (2) (3) (4)
NUMBER OF OPTIONS EXERCISED	300 000 250 000 300 000 525 000	(1) (2) (3) (4)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2023 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 R13.01 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	Non-Executive	
TYPE AND CLASS OF SECURITIES	Options in relation to ordinary shares	
EXERCISE DATE OF OPTIONS	18 April 2023	
OPTION STRIKE PRICE	R8.74 R10.15 R7.13 R9.08	(1) (2) (3) (4)

NUMBER OF OPTIONS EXERCISED	300 000 250 000 300 000 525 000	(1) (2) (3) (4)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2023 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 R13.01 per share and related net-cash settlement (Off-market transaction)	
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial	

7.

NAME OF DIRECTOR	PJ 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	18 April 2023	
OPTION STRIKE PRICE	R10.15 R7.13 R9.08	(1) (2) (3)
NUMBER OF OPTIONS EXERCISED	75 000 37 500 31 250	(1) (2) (3)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2023 during which the options can be exercised	(1) – (3)
NATURE OF TRANSACTION	Exercise of share options by the director at the closing price on the exercise date of R13.01 per share and related net-cash settlement (Off-market transaction)	
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial	

8.

NAME OF DIRECTOR	EC de Waal	
COMPANY OF WHICH A DIRECTOR	PSG Wealth 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	18 April 2023	
OPTION STRIKE PRICE	R9.26 R7.13 R9.08	(1) (2) (3)
NUMBER OF OPTIONS EXERCISED	375 000 300 000 525 000	(1) (2) (3)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 February 2023 during which the options can be exercised  Participants have a 5-month period from the vesting date of 1 April 2023 during which the options can be exercised	(1)  (2)-(3)
NATURE OF TRANSACTION	Exercise of share options by the director at the closing price on the exercise date of R13.01 per share and related net-cash settlement (Off-market transaction)	
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial	

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

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## DEALINGS IN PSG KONSULT SECURITIES

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In compliance with paragraphs 3.63 to 3.74 of the JSE Limited (“JSE”) Listings Requirements, the following information regarding dealings in PSG Konsult securities is disclosed:

### ACCEPTANCE OF OPTIONS IN TERMS OF THE PSG KONSULT GROUP SHARE INCENTIVE TRUST (“SIT”)

1.

NAME OF DIRECTOR	FJ Gouws
COMPANY OF WHICH A DIRECTOR	PSG Konsult Limited
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE AND CLASS OF SECURITIES	Share options to acquire ordinary shares
DATE OF AWARD OF OPTIONS	1 April 2023
DATE OF ACCEPTANCE OF OPTIONS	19 April 2023
OPTION STRIKE PRICE	R12.17 (PSG Konsult’s 30-day volume weighted average traded price prior to 1 April 2023)
NUMBER OF OPTIONS ACCEPTED	5 000 000
TOTAL RAND VALUE OF OPTIONS	R60 850 000.00
VESTING DATE OF OPTIONS	Exercisable in tranches of 25% each on the 2 <sup>nd</sup> , 3 <sup>rd</sup> , 4 <sup>th</sup> and 5 <sup>th</sup> anniversary of the award
NATURE OF TRANSACTION	Acceptance of award of options to acquire ordinary shares in terms of the share incentive scheme
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, beneficial
CLEARANCE OBTAINED	Yes

2.

NAME OF DIRECTOR	MIF Smith
COMPANY OF WHICH A DIRECTOR	PSG Konsult Limited
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE AND CLASS OF SECURITIES	Share options to acquire ordinary shares
DATE OF AWARD OF OPTIONS	1 April 2023
DATE OF ACCEPTANCE OF OPTIONS	19 April 2023
OPTION STRIKE PRICE	R12.17 (PSG Konsult's 30-day volume weighted average traded price prior to 1 April 2023)
NUMBER OF OPTIONS ACCEPTED	1 250 000
TOTAL RAND VALUE OF OPTIONS	R15 212 500.00
VESTING DATE OF OPTIONS	Exercisable in tranches of 25% each on the 2 <sup>nd</sup> , 3 <sup>rd</sup> , 4 <sup>th</sup> and 5 <sup>th</sup> anniversary of the award
NATURE OF TRANSACTION	Acceptance of award of options to acquire ordinary shares in terms of the share incentive scheme
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, beneficial
CLEARANCE OBTAINED	Yes

3.

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	Share options to acquire ordinary shares
DATE OF AWARD OF OPTIONS	1 April 2023
DATE OF ACCEPTANCE OF OPTIONS	19 April 2023
OPTION STRIKE PRICE	R12.17 (PSG Konsult's 30-day volume weighted average traded price prior to 1 April 2023)
NUMBER OF OPTIONS ACCEPTED	1 250 000
TOTAL RAND VALUE OF OPTIONS	R15 212 500.00
VESTING DATE OF OPTIONS	Exercisable in tranches of 25% each on the 2 <sup>nd</sup> , 3 <sup>rd</sup> , 4 <sup>th</sup> and 5 <sup>th</sup> anniversary of the award
NATURE OF TRANSACTION	Acceptance of award of options to acquire ordinary shares in terms of the share incentive scheme
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, beneficial
CLEARANCE OBTAINED	Yes

4.

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	Share options to acquire ordinary shares
DATE OF AWARD OF OPTIONS	1 April 2023
DATE OF ACCEPTANCE OF OPTIONS	19 April 2023

OPTION STRIKE PRICE	R12.17 (PSG Konsult's 30-day volume weighted average traded price prior to 1 April 2023)
NUMBER OF OPTIONS ACCEPTED	1 750 000
TOTAL RAND VALUE OF OPTIONS	R21 297 500.00
VESTING DATE OF OPTIONS	Exercisable in tranches of 25% each on the 2 <sup>nd</sup> , 3 <sup>rd</sup> , 4 <sup>th</sup> and 5 <sup>th</sup> anniversary of the award
NATURE OF TRANSACTION	Acceptance of award of options to acquire ordinary shares in terms of the share incentive scheme
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, beneficial
CLEARANCE OBTAINED	Yes

5.

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	Share options to acquire ordinary shares
DATE OF AWARD OF OPTIONS	1 April 2023
DATE OF ACCEPTANCE OF OPTIONS	19 April 2023
OPTION STRIKE PRICE	R12.17 (PSG Konsult's 30-day volume weighted average traded price prior to 1 April 2023)
NUMBER OF OPTIONS ACCEPTED	1 000 000
TOTAL RAND VALUE OF OPTIONS	R12 170 000.00

VESTING DATE OF OPTIONS	Exercisable in tranches of 25% each on the 2 <sup>nd</sup> , 3 <sup>rd</sup> , 4 <sup>th</sup> and 5 <sup>th</sup> anniversary of the award
NATURE OF TRANSACTION	Acceptance of award of options to acquire ordinary shares in terms of the share incentive scheme
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, beneficial
CLEARANCE OBTAINED	Yes

6.

NAME OF DIRECTOR	EC de Waal
COMPANY OF WHICH A DIRECTOR	PSG Wealth Holdings Proprietary Limited (a major subsidiary of PSG Konsult)
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE AND CLASS OF SECURITIES	Share options to acquire ordinary shares
DATE OF AWARD OF OPTIONS	1 April 2023
DATE OF ACCEPTANCE OF OPTIONS	19 April 2023
OPTION STRIKE PRICE	R12.17 (PSG Konsult's 30-day volume weighted average traded price prior to 1 April 2023)
NUMBER OF OPTIONS ACCEPTED	1 250 000
TOTAL RAND VALUE OF OPTIONS	R15 212 500.00
VESTING DATE OF OPTIONS	Exercisable in tranches of 25% each on the 2 <sup>nd</sup> , 3 <sup>rd</sup> , 4 <sup>th</sup> and 5 <sup>th</sup> anniversary of the award
NATURE OF TRANSACTION	Acceptance of award of options to acquire ordinary shares in terms of the share incentive scheme

NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, beneficial
CLEARANCE OBTAINED	Yes

7.

NAME OF DIRECTOR	HKT Johns
COMPANY OF WHICH A DIRECTOR	PSG Life Limited (a major subsidiary of PSG Konsult)
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE AND CLASS OF SECURITIES	Share options to acquire ordinary shares
DATE OF AWARD OF OPTIONS	1 April 2023
DATE OF ACCEPTANCE OF OPTIONS	19 April 2023
OPTION STRIKE PRICE	R12.17 (PSG Konsult's 30-day volume weighted average traded price prior to 1 April 2023)
NUMBER OF OPTIONS ACCEPTED	125 000
TOTAL RAND VALUE OF OPTIONS	R1 521 250.00
VESTING DATE OF OPTIONS	Exercisable in tranches of 25% each on the 2 <sup>nd</sup> , 3 <sup>rd</sup> , 4 <sup>th</sup> and 5 <sup>th</sup> anniversary of the award
NATURE OF TRANSACTION	Acceptance of award of options to acquire ordinary shares in terms of the share incentive scheme
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, beneficial
CLEARANCE OBTAINED	Yes

8.

NAME OF DIRECTOR	PJ Redshaw
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COMPANY OF WHICH A DIRECTOR	PSG Life Limited (a major subsidiary of PSG Konsult)
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE AND CLASS OF SECURITIES	Share options to acquire ordinary shares
DATE OF AWARD OF OPTIONS	1 April 2023
DATE OF ACCEPTANCE OF OPTIONS	19 April 2023
OPTION STRIKE PRICE	R12.17 (PSG Konsult's 30-day volume weighted average traded price prior to 1 April 2023)
NUMBER OF OPTIONS ACCEPTED	70 000
TOTAL RAND VALUE OF OPTIONS	R851 900.00
VESTING DATE OF OPTIONS	Exercisable in tranches of 25% each on the 2 <sup>nd</sup> , 3 <sup>rd</sup> , 4 <sup>th</sup> and 5 <sup>th</sup> anniversary of the award
NATURE OF TRANSACTION	Acceptance of award of options to acquire ordinary shares in terms of the share incentive scheme
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, beneficial
CLEARANCE OBTAINED	Yes

9.

NAME OF DIRECTOR	CM Masondo
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	Share options to acquire ordinary shares
DATE OF AWARD OF OPTIONS	1 April 2023

DATE OF ACCEPTANCE OF OPTIONS	19 April 2023
OPTION STRIKE PRICE	R12.17 (PSG Konsult's 30-day volume weighted average traded price prior to 1 April 2023)
NUMBER OF OPTIONS ACCEPTED	250 000
TOTAL RAND VALUE OF OPTIONS	R3 042 500.00
VESTING DATE OF OPTIONS	Exercisable in tranches of 25% each on the 2 <sup>nd</sup> , 3 <sup>rd</sup> , 4 <sup>th</sup> and 5 <sup>th</sup> anniversary of the award
NATURE OF TRANSACTION	Acceptance of award of options to acquire ordinary shares in terms of the share incentive scheme
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, beneficial
CLEARANCE OBTAINED	Yes

Tyger Valley  
19 April 2023

JSE Sponsor: PSG Capital 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.