

**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

("PSG Konsult" or "the Company")



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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 Listings Requirements, the following information is disclosed:

**EXERCISE OF OPTIONS**

The following share options were exercised in terms of the PSG Konsult Group Share Incentive Trust:

1.

NAME OF DIRECTOR	FJ Gouws	
COMPANY OF WHICH I AM A DIRECTOR	PSG Konsult Limited	
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive	
TYPE OF SECURITIES	Shares	
CLASS OF SECURITIES	Ordinary	
DATE OF TRANSACTION	29 April 2019	
OPTION STRIKE PRICE	R5.06	(1)
	R7.27	(2)
	R6.81	(3)
	R7.59	(4)
NUMBER OF OPTIONS EXERCISED	1 587 500	(1)
	223 796	(2)
	2 583 895	(3)
	789 140	(4)
TOTAL RAND VALUE OF OPTIONS	R 8 032 750.00	(1)
	R 1 626 996.92	(2)
	R17 596 324.95	(3)
	R 5 989 572.60	(4)
STRIKE DATE OF OPTIONS	1 March 2014	(1)
	1 April 2015	(2)

	1 April 2016	(3)
	1 April 2017	(4)
PERIOD OF EXERCISE	17 April 2019 to 31 August 2019	(1)-(4)
NATURE OF TRANSACTION	Acquisition of shares in PSG Konsult through the exercise of options (Off-market transaction)	
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial	
CLEARANCE OBTAINED	Yes	
2.		
NAME OF DIRECTOR	MIF Smith	
COMPANY OF WHICH I AM A DIRECTOR	PSG Konsult Limited	
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive	
TYPE OF SECURITIES	Shares	
CLASS OF SECURITIES	Ordinary	
DATE OF TRANSACTION	29 April 2019	
OPTION STRIKE PRICE	R5.06	(1)
	R7.27	(2)
	R6.81	(3)
	R7.59	(4)
NUMBER OF OPTIONS EXERCISED	450 000	(1)
	177 390	(2)
	599 538	(3)
	257 527	(4)
TOTAL RAND VALUE OF OPTIONS	R2 277 000.00	(1)
	R1 289 625.30	(2)
	R4 082 853.78	(3)
	R1 954 629.93	(4)
STRIKE DATE OF OPTIONS	1 March 2014	(1)
	1 April 2015	(2)
	1 April 2016	(3)
	1 April 2017	(4)
PERIOD OF EXERCISE	17 April 2019 to 31 August 2019	(1)-(4)
NATURE OF TRANSACTION	Acquisition of shares in PSG Konsult through the exercise of options (Off-market transaction)	

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

3.

NAME OF DIRECTOR	DPB Hugo
COMPANY OF WHICH I AM A DIRECTOR	PSG Wealth Financial Planning Proprietary Limited (a major subsidiary of PSG Konsult)
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE OF SECURITIES	Shares
CLASS OF SECURITIES	Ordinary
DATE OF TRANSACTION	29 April 2019
OPTION STRIKE PRICE	R5.06 (1)
	R7.27 (2)
	R6.81 (3)
	R7.59 (4)
NUMBER OF OPTIONS EXERCISED	562 500 (1)
	92 606 (2)
	562 500 (3)
	250 000 (4)
TOTAL RAND VALUE OF OPTIONS	R2 846 250.00 (1)
	R 673 245.62 (2)
	R3 830 625.00 (3)
	R1 897 500.00 (4)
STRIKE DATE OF OPTIONS	1 March 2014 (1)
	1 April 2015 (2)
	1 April 2016 (3)
	1 April 2017 (4)
PERIOD OF EXERCISE	17 April 2019 to 31 August 2019 (1)-(4)
NATURE OF TRANSACTION	Acquisition of shares in PSG Konsult through the exercise of options (Off-market transaction)
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial
CLEARANCE OBTAINED	Yes

4.

NAME OF DIRECTOR	AM Ahern
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COMPANY OF WHICH I AM A DIRECTOR	PSG Asset Management Holdings Proprietary Limited (a major subsidiary of PSG Konsult)	
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive	
TYPE OF SECURITIES	Shares	
CLASS OF SECURITIES	Ordinary	
DATE OF TRANSACTION	29 April 2019	
OPTION STRIKE PRICE	R5.06	(1)
	R7.27	(2)
	R6.81	(3)
	R7.59	(4)
NUMBER OF OPTIONS EXERCISED	500 000	(1)
	89 202	(2)
	383 783	(3)
	269 355	(4)
TOTAL RAND VALUE OF OPTIONS	R2 530 000.00	(1)
	R 648 498.54	(2)
	R2 613 562.23	(3)
	R2 044 404.45	(4)
STRIKE DATE OF OPTIONS	1 March 2014	(1)
	1 April 2015	(2)
	1 April 2016	(3)
	1 April 2017	(4)
PERIOD OF EXERCISE	17 April 2019 to 31 August 2019	(1)-(4)
NATURE OF TRANSACTION	Acquisition of shares in PSG Konsult through the exercise of options (Off-market transaction)	
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial	
CLEARANCE OBTAINED	Yes	

5.

NAME OF DIRECTOR	NM Gudka
COMPANY OF WHICH I AM A DIRECTOR	PSG Wealth Financial Planning Proprietary Limited (a major subsidiary of PSG Konsult)
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE OF SECURITIES	Shares
CLASS OF SECURITIES	Ordinary

DATE OF TRANSACTION	29 April 2019	
OPTION STRIKE PRICE	R5.06	(1)
	R7.27	(2)
	R6.81	(3)
	R7.59	(4)
NUMBER OF OPTIONS EXERCISED	450 000	(1)
	146 424	(2)
	628 579	(3)
	298 925	(4)
TOTAL RAND VALUE OF OPTIONS	R2 277 000.00	(1)
	R1 064 502.48	(2)
	R4 280 622.99	(3)
	R2 268 840.75	(4)
STRIKE DATE OF OPTIONS	1 March 2014	(1)
	1 April 2015	(2)
	1 April 2016	(3)
	1 April 2017	(4)
PERIOD OF EXERCISE	17 April 2019 to 31 August 2019	(1)-(4)
NATURE OF TRANSACTION	Acquisition of shares in PSG Konsult through the exercise of options (Off-market transaction)	
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial	
CLEARANCE OBTAINED	Yes	

6.

NAME OF DIRECTOR	M Lansdell	
COMPANY OF WHICH I AM A DIRECTOR	PSG Wealth Holdings Proprietary Limited (a major subsidiary of PSG Konsult)	
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive	
TYPE OF SECURITIES	Shares	
CLASS OF SECURITIES	Ordinary	
DATE OF TRANSACTION	29 April 2019	
OPTION STRIKE PRICE	R5.06	(1)
	R7.27	(2)
	R6.81	(3)
	R7.59	(4)
NUMBER OF OPTIONS EXERCISED	25 000	(1)
	75 000	(2)

	138 932	(3)
	371 999	(4)
TOTAL RAND VALUE OF OPTIONS	R126 500.00	(1)
	R545 250.00	(2)
	R946 126.92	(3)
	R2 823 472.41	(4)
STRIKE DATE OF OPTIONS	1 March 2014	(1)
	1 April 2015	(2)
	1 April 2016	(3)
	1 April 2017	(4)
PERIOD OF EXERCISE	17 April 2019 to 31 August 2019	(1)-(4)
NATURE OF TRANSACTION	Acquisition of shares in PSG Konsult through the exercise of options (Off-market transaction)	
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial	
CLEARANCE OBTAINED	Yes	

Clearance for the above was obtained in accordance with paragraph 3.66 of the JSE Limited Listings Requirements.

#### EXERCISE OF OPTIONS BY AN ASSOCIATE OF A DIRECTOR OF A MAJOR SUBSIDIARY

1.

NAME OF DIRECTOR	HP Visser	
COMPANY OF WHICH I AM A DIRECTOR	PSG Insure Holdings Proprietary Limited (a major subsidiary of PSG Konsult)	
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive	
TYPE OF SECURITIES	Shares	
CLASS OF SECURITIES	Ordinary	
DATE OF TRANSACTION	29 April 2019	
OPTION STRIKE PRICE	R5.06	(1)
	R7.27	(2)
	R6.81	(3)
	R7.59	(4)
NUMBER OF OPTIONS EXERCISED	500 000	(1)
	86 107	(2)

	368 750	(3)
	225 000	(4)
TOTAL RAND VALUE OF OPTIONS	R2 530 000.00	(1)
	R 625 997.89	(2)
	R2 511 187.50	(3)
	R1 707 750.00	(4)
STRIKE DATE OF OPTIONS	1 March 2014	(1)
	1 April 2015	(2)
	1 April 2016	(3)
	1 April 2017	(4)
PERIOD OF EXERCISE	17 April 2019 to 31 August 2019	(1)-(4)
NATURE OF TRANSACTION	Acquisition of shares in PSG Konsult through the exercise of options (Off-market transaction)	
NAME OF ASSOCIATE	Nikadine Trust	
RELATIONSHIP WITH DIRECTOR	Director is a trustee and beneficiary of the associate	
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Indirect, Beneficial	
CLEARANCE OBTAINED	Yes	

## DEALINGS IN SECURITIES BY DIRECTORS

The disposals of PSG Konsult shares listed below occurred by way of a placement to institutional investors and were made, *inter alia*, to settle share incentive scheme obligations of the directors in question.

1.

NAME OF DIRECTOR	FJ Gouws
COMPANY OF WHICH I AM A DIRECTOR	PSG Konsult Limited
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE OF SECURITIES	Shares
CLASS OF SECURITIES	Ordinary
DATE OF TRANSACTION	29 April 2019
CENTS PER SHARE	1 035
NUMBER OF SECURITIES TRANSACTED	5 184 331
TOTAL RAND VALUE OF SECURITIES	R53 657 825.85

NATURE OF TRANSACTION	Disposal (Off-market transaction)
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial
CLEARANCE OBTAINED	Yes

2.

NAME OF DIRECTOR	MIF Smith
COMPANY OF WHICH I AM A DIRECTOR	PSG Konsult Limited
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE OF SECURITIES	Shares
CLASS OF SECURITIES	Ordinary
DATE OF TRANSACTION	29 April 2019
CENTS PER SHARE	1 035
NUMBER OF SECURITIES TRANSACTED	1 284 455

TOTAL RAND VALUE OF SECURITIES	R13 294 109.25
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NATURE OF TRANSACTION	Disposal (Off-market transaction)
NATURE AND EXTENT OF INTEREST	Direct, Beneficial
CLEARANCE OBTAINED	Yes

Clearance for the above was obtained in accordance with paragraph 3.66 of the JSE Limited Listings Requirements.

#### **DEALINGS IN SECURITIES BY DIRECTORS OF A MAJOR SUBSIDIARY**

The disposals of PSG Konsult shares listed below occurred by way of a placement to institutional investors and were made, *inter alia*, to settle share incentive scheme obligations of the directors in question.

1.

NAME OF DIRECTOR	DPB Hugo
COMPANY OF WHICH I AM A DIRECTOR	PSG Wealth Financial Planning Proprietary Limited (a major subsidiary of PSG Konsult)
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE OF SECURITIES	Shares
CLASS OF SECURITIES	Ordinary
DATE OF TRANSACTION	29 April 2019
CENTS PER SHARE	1 035
NUMBER OF SECURITIES TRANSACTED	1 963 534
TOTAL RAND VALUE OF SECURITIES	20 322 576.90

NATURE OF TRANSACTION	Disposal (Off-market transaction)
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NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial
CLEARANCE OBTAINED	Yes

2.

NAME OF DIRECTOR	AM Ahern
COMPANY OF WHICH I AM A DIRECTOR	PSG Asset Management Holdings Proprietary Limited (a major subsidiary of PSG Konsult)
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE OF SECURITIES	Shares
CLASS OF SECURITIES	Ordinary
DATE OF TRANSACTION	29 April 2019
CENTS PER SHARE	1 035
NUMBER OF SECURITIES TRANSACTED	978 102
TOTAL RAND VALUE OF SECURITIES	10 123 355.70
NATURE OF TRANSACTION	Disposal (Off-market transaction)
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial
CLEARANCE OBTAINED	Yes

3.

NAME OF DIRECTOR	NM Gudka
COMPANY OF WHICH I AM A DIRECTOR	PSG Wealth Financial Planning Proprietary Limited (a major subsidiary of PSG Konsult)
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE OF SECURITIES	Shares
CLASS OF SECURITIES	Ordinary
DATE OF TRANSACTION	29 April 2019
CENTS PER SHARE	1 035
NUMBER OF SECURITIES TRANSACTED	1 173 928
TOTAL RAND VALUE OF SECURITIES	R12 150 154.80
NATURE OF TRANSACTION	Disposal (Off-market transaction)
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial
CLEARANCE OBTAINED	Yes

4.

NAME OF DIRECTOR	M Lansdell
COMPANY OF WHICH I AM A DIRECTOR	PSG Wealth Holdings Proprietary Limited (a major subsidiary of PSG Konsult)
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE OF SECURITIES	Shares
CLASS OF SECURITIES	Ordinary
DATE OF TRANSACTION	29 April 2019
CENTS PER SHARE	1 035
NUMBER OF SECURITIES TRANSACTED	512 205
TOTAL RAND VALUE OF SECURITIES	R5 301 321.75
NATURE OF TRANSACTION	Disposal (Off-market transaction)
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial
CLEARANCE OBTAINED	Yes

Clearance for the above was obtained in accordance with paragraph 3.66 of the JSE Limited Listings Requirements.

#### **DEALINGS IN SECURITIES BY ASSOCIATES OF DIRECTORS**

The below share disposal occurred by the way of a placement to institutional investors, in order to settle certain existing funding obligations relating to the past acquisition of PSG Konsult shares by the associate.

1.

NAME OF DIRECTOR	FJ Gouws
COMPANY OF WHICH I AM A DIRECTOR	PSG Konsult Limited
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE OF SECURITIES	Shares
CLASS OF SECURITIES	Ordinary
DATE OF TRANSACTION	29 April 2019
CENTS PER SHARE	1 035
NUMBER OF SECURITIES TRANSACTED	4 000 000
TOTAL RAND VALUE OF SECURITIES	R41 400 000.00
NAME OF ASSOCIATE	Lanchian Investments (Pty) Ltd
RELATIONSHIP WITH DIRECTOR	Director is a director and shareholder of the associate
NATURE OF TRANSACTION	Disposal (Off-market transaction)
NATURE AND EXTENT OF INTEREST	Indirect, Beneficial

CLEARANCE OBTAINED Yes

2.

NAME OF DIRECTOR DPB Hugo  
COMPANY OF WHICH I AM A DIRECTOR PSG Konsult Limited  
STATUS: EXECUTIVE/NON-EXECUTIVE Executive  
TYPE OF SECURITIES Shares  
CLASS OF SECURITIES Ordinary  
DATE OF TRANSACTION 29 April 2019  
CENTS PER SHARE 1 035  
NUMBER OF SECURITIES TRANSACTED 420 312

TOTAL RAND VALUE OF SECURITIES R4 350 229.20

NAME OF ASSOCIATE Dan Hugo Family Trust  
RELATIONSHIP WITH DIRECTOR Director is a trustee and beneficiary of the associate  
NATURE OF TRANSACTION Disposal (Off-market transaction)  
NATURE AND EXTENT OF INTEREST Indirect, Beneficial  
CLEARANCE OBTAINED Yes

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

1.

NAME OF DIRECTOR HP Visser  
COMPANY OF WHICH I AM A DIRECTOR PSG Insure Holdings Proprietary Limited (a major subsidiary of PSG Konsult)  
STATUS: EXECUTIVE/NON-EXECUTIVE Executive  
TYPE OF SECURITIES Shares  
CLASS OF SECURITIES Ordinary  
DATE OF TRANSACTION 29 April 2019  
CENTS PER SHARE 1 035  
NUMBER OF SECURITIES TRANSACTED 925 327

TOTAL RAND VALUE OF SECURITIES R9 577 134.45

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

## DEALINGS IN SECURITIES BY SHARE INCENTIVE SCHEME

In compliance with paragraph 14.9(d) of Schedule 14 and paragraphs 3.63 to 3.74 of the JSE Limited Listings Requirements, the following information, relating to the dealing in PSG Konsult securities by the PSG Konsult Group Share Incentive Trust, is disclosed:

1.

NAME OF SCHEME	PSG Konsult Group Share Incentive Trust
COMPANY TO WHICH THE SCHEME RELATES	PSG Konsult Limited
TYPE OF SECURITIES	Shares
CLASS OF SECURITIES	Ordinary
DATE OF TRANSACTION	29 April 2019
CENTS PER SHARE	1 035
NUMBER OF SECURITIES TRANSACTED	5 441 537
TOTAL RAND VALUE OF SECURITIES	R56 319 907.95
NATURE OF TRANSACTION	Purchase of shares by the PSG Konsult Group Share Incentive Trust to enable it to satisfy certain of its obligations in terms of the Share Incentive Scheme (Combination of On and Off-market transaction).

The above shares were purchased by the PSG Konsult Group Share Incentive Trust under the abovementioned placement from persons other than directors of PSG Konsult Limited or of its major subsidiaries, at the same price at which shares were placed with independent institutional investors.

2.

NAME OF SHARE INCENTIVE SCHEME	PSG Konsult Group Share Incentive Trust (“SIT”)
TYPE OF SECURITIES	Shares
CLASS OF SECURITIES	Ordinary
NATURE OF TRANSACTION	Subscription for ordinary shares by the SIT as per the SIT Deed, to enable it to satisfy certain of its obligations in terms of the Company’s share incentive scheme (Off-market transaction.)
DATE OF TRANSACTION	26 April 2019
PRICE PER SECURITY	R10.15, matching the 30 day VWAP at which the most recent option awards occurred, as announced on 24 April 2019
NUMBER OF SECURITIES TRANSACTED	2 378 787

TOTAL RAND VALUE OF SECURITIES                      R24 144 688.05  
TRANSACTIONED

Clearance for the above was obtained in accordance with paragraph 3.66 of the JSE Limited Listings Requirements, to the extent required.

Tyger Valley  
29 April 2019

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.