

**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**


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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	3 May 2022	
OPTION STRIKE PRICE	R7.59 R8.74 R10.15 R7.13	(1) (2) (3) (4)
NUMBER OF OPTIONS EXERCISED	789 140 937 500 1 000 000 1 200 000	(1) (2) (3) (4)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2022 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 R13.65 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	3 May 2022	
OPTION STRIKE PRICE	R7.59 R8.74 R10.15 R7.13	(1) (2) (3) (4)
NUMBER OF OPTIONS EXERCISED	257 527 300 000 250 000 300 000	(1) (2) (3) (4)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2022 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 R13.65 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	3 May 2022	

OPTION STRIKE PRICE	R7.59 R8.74 R10.15 R7.13	(1) (2) (3) (4)
NUMBER OF OPTIONS EXERCISED	250 000 337 500 312 500 375 000	(1) (2) (3) (4)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2022 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 R13.65 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	3 May 2022	
OPTION STRIKE PRICE	R7.59 R8.74 R10.15 R7.13	(1) (2) (3) (4)
NUMBER OF OPTIONS EXERCISED	269 355 300 000 250 000 187 500	(1) (2) (3) (4)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2022 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 R13.65 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	3 May 2022	
OPTION STRIKE PRICE	R7.59 R8.74 R10.15 R7.13	(1) (2) (3) (4)
NUMBER OF OPTIONS EXERCISED	298 925 300 000 250 000 300 000	(1) (2) (3) (4)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2022 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 R13.65 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	3 May 2022	
OPTION STRIKE PRICE	R7.59 R8.74 R10.15 R7.13	(1) (2) (3) (4)

NUMBER OF OPTIONS EXERCISED	225 000 300 000 250 000 300 000	(1) (2) (3) (4)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2022 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 R13.65 per share and related net-cash settlement (Off-market transaction)	
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial	

7.

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	3 May 2022	
OPTION STRIKE PRICE	R10.15 R7.13	(1) (2)
NUMBER OF OPTIONS EXERCISED	75 000 37 500	(1) (2)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 April 2022 during which the options can be exercised	(1) – (2)
NATURE OF TRANSACTION	Exercise of share options by the director at the closing price on the exercise date of R13.65 per share and related net-cash settlement (Off-market transaction)	
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, Beneficial	

8.

NAME OF DIRECTOR	E 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	3 May 2022	
OPTION STRIKE PRICE	R9.26 R7.13	(1) (2)
NUMBER OF OPTIONS EXERCISED	375 000 300 000	(1) (2)
PERIOD OF EXERCISE	Participants have a 5-month period from the vesting date of 1 February 2022 during which the options can be exercised  Participants have a 5-month period from the vesting date of 1 April 2022 during which the options can be exercised	(1)  (2)
NATURE OF TRANSACTION	Exercise of share options by the director at the closing price on the exercise date of R13.65 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.

Tyger Valley  
5 May 2022

JSE Sponsor: PSG Capital Proprietary Limited  
Independent Joint JSE Sponsor: Tamela Holdings 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.