

Summary standalone financial statements

These summary standalone financial statements comprise a summary of the audited standalone annual financial statements of PSG Financial Services Ltd for the year ended 28 February 2018.

The standalone annual financial statements, including these summary standalone financial statements, were compiled under the supervision of the group chief financial officer, Mr WL Greeff, CA(SA), and were audited by PSG Financial Services Ltd's external auditor, PricewaterhouseCoopers Inc.

The standalone annual financial statements, including the unmodified audit opinion, are available on PSG Group Ltd's website at www.psggroup.co.za or may be requested and obtained in person, at no charge, at the registered office of PSG Financial Services Ltd during office hours.



APPROVAL OF ANNUAL FINANCIAL STATEMENTS

for the year ended 28 February 2018

The directors are responsible for the maintenance of adequate accounting records and to prepare annual financial statements that fairly represent the state of affairs and the results of the company. The external auditor is responsible for independently auditing and reporting on the fair presentation of the annual financial statements. Management fulfils this responsibility primarily by establishing and maintaining accounting systems and practices adequately supported by internal accounting controls. Such controls provide assurance that the company's assets are safeguarded, that transactions are executed in accordance with management's authorisations and that the financial records are reliable. The annual financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"); the SAICA Financial Reporting Guides, as issued by the Accounting Practices Committee; the Financial Reporting Pronouncements, as issued by the Financial Reporting Standards Council; the manner required by the Companies Act of South Africa; and the JSE Ltd Listings Requirements, and incorporate full and reasonable disclosure. Appropriate and recognised accounting policies are consistently applied.

These summary standalone financial statements were derived from the standalone annual financial statements and do not contain all the disclosures required by IFRS and the requirements of the Companies Act of South Africa. Reading these summary standalone financial statements, therefore, is not a substitute for reading the standalone annual financial statements of PSG Financial Services Ltd.

The company has not appointed an audit committee since the functions in terms of section 94 of the Companies Act of South Africa, are performed on its behalf by the audit committee of its holding company, PSG Group Ltd. The audit and risk committee of PSG Group Ltd has confirmed to the directors of the company that these functions have been performed without any exceptions noted in relation to the annual financial statements and that they are satisfied that the auditor was independent of the company.

The audit and risk committee of PSG Group Ltd, the company's holding company, meets regularly with the external auditor, as well as senior management, to evaluate matters concerning accounting policies, internal control, auditing and financial reporting. The external auditor has unrestricted access to all records, assets and personnel as well as to the PSG Group Ltd Audit and Risk Committee.

The annual financial statements are prepared on the going concern basis, since the directors have every reason to believe that the company has adequate resources to continue for the foreseeable future.

The annual financial statements, including the summary standalone financial statements set out on pages 125 to 134, were approved by the board of directors of PSG Financial Services Ltd and are signed on its behalf by:

PJ Mouton
Chief executive officer

WL Greeff
Chief financial officer

DECLARATION BY THE COMPANY SECRETARY

We declare that, to the best of our knowledge, the company has filed all such returns and notices as are required of a public company in terms of the Companies Act of South Africa, and that all such returns and notices are true, correct and up to date.

PSG Corporate Services (Pty) Ltd
Per A Rossouw
Company secretary

17 May 2018
Stellenbosch



DIRECTORS' REPORT

for the year ended 28 February 2018

Nature of business

PSG Financial Services Ltd, being an investment holding company, offers a broad range of goods and services through its various subsidiaries, joint ventures and associates. These goods and services mainly comprise financial services (wealth management, stockbroking, fund management, insurance, financing, banking, investment and advisory services), logistical services, food and related goods and services, and private education services.

Operating results

The operating results and state of affairs of the company are set out in the attached summary income statement and summary statements of financial position, comprehensive income, changes in equity and notes thereto. The company's profit for the year amounted to R1 233m (2017: R744m).

Stated capital

No changes took place in the company's issued share capital during the current or prior year.

Dividends

Ordinary

Dividends declared and paid during the current and prior year are set out in the summary statement of changes in equity.

Preference

The directors have declared the following dividends in respect of the cumulative, non-redeemable, non-participating preference shares:

Cents per share	2018	2017
31 August	438,7	440,1
28 February	423,6	433,9
Total	862,3	874,0

Directors

The directors of the company are exactly the same as PSG Group Ltd's (which appear on page 19 of this annual report).

Holding company

The company is a wholly-owned subsidiary of PSG Group Ltd, except for the 17 415 770 (2017: 17 415 770) preference shares which are listed on the JSE Ltd.

Shareholding of directors

The directors held no interest in the preference share capital of the company during the years under review, nor at any time up to the date of this report.

Secretary

The secretary of the company is PSG Corporate Services (Pty) Ltd. The business and postal addresses are set out on the inside back cover of this annual report.



INDEPENDENT AUDITOR'S REPORT ON THE SUMMARY STANDALONE FINANCIAL STATEMENTS

to the shareholders of PSG Financial Services Ltd

Opinion

The summary standalone financial statements of PSG Financial Services Ltd, set out on pages 127 to 133 of this annual report, which comprise the summary standalone statement of financial position as at 28 February 2018, the summary standalone income statement and the summary standalone statements of comprehensive income, changes in equity and cash flows for the year then ended, and related notes, are derived from the audited standalone financial statements of PSG Financial Services Ltd for the year ended 28 February 2018.

In our opinion, the accompanying summary standalone financial statements are consistent, in all material respects, with the audited standalone financial statements, in accordance with the JSE Ltd's ("JSE") requirements for summary financial statements, as set out in note 1 to the summary standalone financial statements, and the requirements of the Companies Act of South Africa, as applicable to summary financial statements.

Summary standalone financial statements

The summary standalone financial statements do not contain all the disclosures required by International Financial Reporting Standards and the requirements of the Companies Act of South Africa, as applicable to annual standalone financial statements. Reading the summary standalone financial statements and the auditor's report thereon, therefore, is not a substitute for reading the audited standalone financial statements and the auditor's report thereon.

The audited standalone financial statements and our report thereon

We expressed an unmodified audit opinion on the audited standalone financial statements in our report dated 17 May 2018. That report also includes communication of key audit matters. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements for the year.

Director's responsibility for the summary standalone financial statements

The directors are responsible for the preparation of the summary standalone financial statements in accordance with the JSE's requirements for summary financial statements, set out in note 1 to the summary standalone financial statements, and the requirements of the Companies Act of South Africa, as applicable to summary financial statements.

Auditor's responsibility

Our responsibility is to express an opinion on whether the summary standalone financial statements are consistent, in all material respects, with the audited standalone financial statements based on our procedures, which were conducted in accordance with International Standard on Auditing 810 (Revised) *Engagements to Report on Summary Financial Statements*.

PricewaterhouseCoopers Inc.

PricewaterhouseCoopers Inc.

Director: D de Jager

Registered Auditor

17 May 2018

Stellenbosch



SUMMARY STANDALONE STATEMENT OF FINANCIAL POSITION

as at 28 February 2018

	Notes	2018 Rm	2017 Rm
Assets			
Investment in subsidiaries	2	8 251	6 887
Investment in associates	3	3 219	3 219
Equity securities	4	3 025	3 497
Deferred income tax		10	6
Loans and advances	5	1 402	1 222
Derivative financial instruments		36	20
Receivables		35	20
Total assets		15 978	14 871
Equity			
Stated capital			
Ordinary shares		1 827	1 827
Preference shares		1 506	1 506
Other reserves		2 264	2 630
Retained earnings		2 183	2 100
Total equity		7 780	8 063
Liabilities			
Borrowings	6	7 424	5 947
Derivative financial instruments		36	20
Deferred income tax		664	765
Trade and other payables		74	76
Total liabilities		8 198	6 808
Total equity and liabilities		15 978	14 871

**SUMMARY STANDALONE INCOME STATEMENT***for the year ended 28 February 2018*

	Notes	2018 Rm	2017 Rm
Income			
Investment income	7	891	754
Gain on disposal of subsidiary	2	369	
Expenses			
Marketing, administration and other expenses *		(1)	
Impairment of investment in wholly-owned subsidiary		(15)	
Profit before finance costs and taxation		1 244	754
Finance costs		(11)	(10)
Profit before taxation		1 233	744
Taxation	8		
Profit for the year		1 233	744

* Prior year marketing, administration and other expenses were less than R1m.

SUMMARY STANDALONE STATEMENT OF COMPREHENSIVE INCOME*for the year ended 28 February 2018*

	Notes	2018 Rm	2017 Rm
Profit for the year		1 233	744
Other comprehensive income			
Fair value (losses)/gains on equity securities		(472)	1 081
Taxation on fair value losses/(gains)	8	106	(242)
Total comprehensive income for the year		867	1 583



SUMMARY STANDALONE STATEMENT OF CHANGES IN EQUITY

for the year ended 28 February 2018

	Stated capital		Other reserves Rm	Retained earnings Rm	Total Rm
	Ordinary shares Rm	Preference shares Rm			
Balance at 1 March 2016	1 827	1 506	1 791	2 308	7 432
Profit for the year				744	744
Other comprehensive income					
Fair value gains on equity securities			839		839
Transactions with owners	–	–	–	(952)	(952)
Dividend – ordinary shares				(800)	(800)
Dividend – preference shares				(152)	(152)
Balance at 28 February 2017	1 827	1 506	2 630	2 100	8 063
Profit for the year				1 233	1 233
Other comprehensive loss					
Fair value losses on equity securities			(366)		(366)
Transactions with owners	–	–	–	(1 150)	(1 150)
Dividend – ordinary shares				(1 000)	(1 000)
Dividend – preference shares				(150)	(150)
Balance at 28 February 2018	1 827	1 506	2 264	2 183	7 780



NOTES TO THE SUMMARY STANDALONE FINANCIAL STATEMENTS

for the year ended 28 February 2018

1. Basis of presentation and accounting policies

These summary standalone financial statements, which should be read in conjunction with PSG Group Ltd's ("PSG Group") consolidated annual financial statements, have been derived from the standalone annual financial statements of PSG Financial Services Ltd ("PSG Financial Services"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS"); the SAICA Financial Reporting Guides, as issued by the Accounting Practices Committee; the Financial Reporting Pronouncements, as issued by the Financial Reporting Standards Council; the manner required by the Companies Act of South Africa and the JSE Ltd ("JSE") Listings Requirements. PSG Financial Services has only presented summary standalone financial statements in this annual report, as PSG Financial Services is the only significant asset of PSG Group. The consolidated annual financial statements of PSG Financial Services are therefore very similar to those of PSG Group, a summary version of which have been presented on pages 71 to 99.

The principal accounting policies applied in the preparation of these summary standalone financial statements are similar to those of PSG Group, as set out in note 1 to PSG Group's summary consolidated financial statements. These policies have been consistently applied to all the years presented.



2. Investment in subsidiaries

Company	Interest held directly		Carrying value	
	2018 %	2017 %	2018 Rm	2017 Rm
Curro Holdings Ltd ¹	55,4	56,1	2 173	2 546
Dipeo Capital (RF) (Pty) Ltd	49,0	49,0		
Ou Kollege Beleggings Ltd	100,0	100,0	48	48
PSG Africa Holdings (Pty) Ltd ²		98,0		317
PSG Capital (Pty) Ltd	100,0	100,0	4	4
PSG Corporate Services (Pty) Ltd	100,0	100,0	52	52
PSG Konsult Ltd ³	61,5	61,7	651	651
PSG Alpha Investments (Pty) Ltd ⁴	98,0	100,0	2 410	490
Zeder Investments Ltd ⁵	43,8	42,1	2 913	2 779
			8 251	6 887

¹ During the year, Curro Holdings Ltd unbundled its higher education business, Stadio Holdings Ltd, having a carrying value of R373m. The company subsequently disposed of its investment in Stadio Holdings Ltd at its market value of R739m to PSG Alpha Investments (Pty) Ltd in terms of an asset-for-share transaction, thereby realising a gain of R366m. Furthermore, the company underwrote Stadio Holdings Ltd's rights issue concluded during the year and as a result thereof obtained shares for R2m. These shares were subsequently disposed of to PSG Alpha Investments (Pty) Ltd at its market value of R5m in terms of an asset-for-share transaction, thereby realising an additional gain of R3m. The company's interest in Curro Holdings Ltd diluted during the year as a result of shares being issued for cash and in terms of its share incentive scheme.

² During the year, the company disposed of its investment in PSG Africa Holdings (Pty) Ltd to PSG Alpha Investments (Pty) Ltd in terms of an asset-for-share transaction at its sum-of-the-parts value.

³ The company's interest in PSG Konsult Ltd diluted during the year as a result of shares being issued and in terms of its share incentive scheme.

⁴ The company's carrying value of PSG Alpha Investments (Pty) Ltd increased as result of the asset-for-share transactions detailed in notes 1 and 2 above, as well as further cash investments in same. The company's interest in PSG Alpha Investments (Pty) Ltd decreased following an amalgamation transaction.

⁵ Zeder Investments Ltd is accounted for as a subsidiary of the company through its shareholding, board representation and an agreement in terms of which PSG Corporate Services (Pty) Ltd (being a wholly-owned subsidiary of the company) provides strategic inputs to a subsidiary of Zeder Investments Ltd. During the year, the company's interest in Zeder Investments Ltd increased following further share purchases by the company of R134m and share buy-backs concluded by Zeder Investments Ltd. PSG Financial Services' economic interest in Zeder Investments Ltd is 43,8% (2017: 42,1%), while its voting interest is 43,7% (2017: 42,1%).

Only significant subsidiaries are disclosed above, with all being incorporated in the Republic of South Africa. Details of the nature of activities of significant subsidiaries are disclosed in the front section of this annual report. Further details of subsidiaries are available at the registered offices of the relevant group companies.



3. Investment in associates

Company	Interest held directly		Carrying value	
	2018 %	2017 %	2018 Rm	2017 Rm
Capitec Bank Holdings Ltd	30,7	30,7	3 219	3 219

Details of Capitec Bank Holdings Ltd's operations are disclosed in the front section of this annual report.

4. Equity securities

Equity securities consist mainly of 13 908 770 (2017: 13 908 770) ordinary shares in PSG Group Ltd, the company's JSE-listed holding company, and are classified as available for sale.

5. Loans and advances

	2018 Rm	2017 Rm
Unsecured loans to wholly-owned subsidiaries ¹	57	119
Preference share investments		
Subsidiary – Dipeo Capital (RF) (Pty) Ltd ²	1 279	994
Other ³	66	109
	1 402	1 222
Current	57	161
Non-current	1 345	1 061

¹ These loans are interest free with no fixed terms of repayment.

² These preference shares are unsecured, carry a dividend rate of prime plus 2% and are redeemable during March 2019.

³ Preference shares with a carrying value of R66m (2017: R66m) are secured, carry a fixed dividend rate of 8,44% and are redeemable during May 2020. The counterparty to same is related to Mr FJ Gouws, a director of the company. The remaining preference share balance at the prior reporting date was unsecured, carried a dividend rate of prime less 1% and was redeemed during the year.

6. Borrowings

	2018 Rm	2017 Rm
Current		
Unsecured loan from holding company	3 779	2 779
Unsecured loans from wholly-owned subsidiaries	3 645	3 168
	7 424	5 947

These loans are all interest free with no fixed terms of repayment.



	2018 Rm	2017 Rm
7. Investment income		
Interest income – loans and advances	13	11
Dividend income		
Preference share dividend income	145	126
Equity securities classified as available for sale	54	45
Dividends from subsidiaries	209	171
Dividends from associates	470	401
	891	754

8. Taxation

Current and deferred taxation recognised in profit or loss during the current and prior year amounted to less than R1m. Components of other comprehensive income carried a taxation credit of R106m (2017: charge of R242m).

9. Non-cash transactions

The company does not have any cash and cash equivalents, and transactions are effected through the intergroup loan accounts. Accordingly, no statement of cash flows has been presented. Significant movements in assets and liabilities relating to investing and financing activities have been summarised below:

	2018 Rm	2017 Rm
Investing activities		
Additional investment in subsidiaries	(1 363)	(2 146)
Preference share investments (made)/redeemed	(97)	8
Decrease/(increase) in loans to wholly-owned subsidiaries	62	(8)
	(1 398)	(2 146)
Financing activities		
Increase in borrowings	1 477	2 463
Dividend paid to ordinary shareholder	(1 000)	(800)
Dividend paid to preference shareholders	(152)	(147)
	325	1 516

**10. Preference share analysis**

Range of shareholding	Shareholders		Shares held	
	Number	%	Number	%
1 – 2 000	1 559	61,8	1 301 194	7,5
2 001 – 5 000	502	19,9	1 665 044	9,6
5 001 – 10 000	220	8,7	1 644 919	9,4
10 001 – 100 000	223	8,8	5 923 446	34,0
100 001 – 500 000	18	0,7	4 388 349	25,2
Over 500 001	3	0,1	2 492 818	14,3
Public shareholding	2 525	100,0	17 415 770	100,0

Apart from the Allan Gray Stable Fund holding 1 210 863 (7,0%) of the company's issued preference shares, no other individual shareholder or fund held 5% or more of the issued preference shares as at 28 February 2018, nor were any shares held by non-public shareholders.



Notice is hereby given of the general meeting of preference shareholders of PSG Financial Services Ltd (“PSG Financial Services” or “the Company”) to be held in the boardroom, first floor, Ou Kollege building, 35 Kerk Street, Stellenbosch, on Thursday, 21 June 2018, at 09:00 (“the General Meeting”).

Purpose

The purpose of the General Meeting is to transact the business set out in the agenda below.

Agenda

- To consider and, if deemed fit, approve, with or without modification, the following ordinary resolutions:

Note:

For the ordinary resolutions to be adopted, at least 75% of the voting rights exercised on each such ordinary resolution must be exercised in favour thereof, as required in terms of the memorandum of incorporation of the Company and by the Listings Requirements of the JSE Ltd (“JSE”).

1. Ordinary resolution number 1: Unissued cumulative, non-redeemable, non-participating preference shares placed under the control of the directors

“Resolved that the unissued, cumulative, non-redeemable, non-participating preference shares in the Company (“the preference shares”) be and are hereby placed under the control of the directors, until the next annual general meeting of the ordinary shareholder of the Company or General Meeting of preference shareholders of the Company, whichever is latest, and that the directors be and are hereby authorised to issue any such preference shares as they may deem fit provided that any preference shares issued pursuant to this authority shall rank *pari passu* with the existing issued preference shares, and such authority shall be limited to issuing such number of preference shares which, when taken together, do not exceed a cumulative clean subscription price of R300 million (i.e. the cumulative subscription payable for the preference shares less accrued dividends on such preference shares), subject to the Companies Act of South Africa (“the Companies Act”), the memorandum of incorporation of the Company, and the provisions of the Listings Requirements of the JSE (“Listings Requirements”), save that the aforementioned R300 million limitation shall not apply to any preference shares issued in terms of a rights offer.”

The reason for ordinary resolution number 1 is that the board requires authority from the preference shareholders in terms of its memorandum of incorporation and in terms of the JSE Listings Requirements to issue further listed preference shares from its existing unissued preference share capital. This general authority, once granted, allows the board from time to time, when it is appropriate to do so, to issue listed preference shares as may be required, inter alia, in terms of capital raising exercises and to maintain a healthy capital adequacy ratio. This general authority is subject to the restriction that it is limited to issuing such number of preference shares which, when taken together, do not exceed a cumulative clean subscription price of R300 million, that preference shares issued in terms thereof shall rank *pari passu* in all respects with the listed preference shares already in issue and that it shall be valid until the next annual general meeting of the ordinary shareholder of the Company or General Meeting of the preference shareholders of the Company, whichever is the latest.



2. Ordinary resolution number 2: General authority to issue preference shares for cash

“Resolved that, to the extent required by the JSE Listings Requirements, if applicable, the directors of the Company be and are hereby authorised, by way of a general authority, to allot and issue any of the preference shares in the Company, placed under their control, for cash as they in their discretion may deem fit, without restriction, subject to the provisions of the Company’s memorandum of incorporation, the Companies Act and the JSE Listings Requirements, to the extent applicable, including that:

- the approval shall be valid until the date of the next annual general meeting of the ordinary shareholder of the Company or General Meeting of preference shareholders of the Company, whichever is the latest, provided it shall not extend beyond 15 months from the date of this resolution;
- the general issues of shares for cash, in the aggregate, under this authority, may not exceed 15% of the Company’s issued share capital (number of securities) of that class as at the date of this notice of General Meeting, it being recorded that preference shares issued pursuant to a rights offer to preference shareholders shall not diminish the number of preference shares that comprise the 15% of the preference shares that can be issued in terms of this ordinary resolution. As at the date of this notice of General Meeting, 15% of the issued listed preference shares of the Company amounts to 2 612 365 preference shares;
- in determining the price at which an issue of preference shares will be made in terms of this authority, the maximum discount permitted will be 10% of the weighted average traded price of such shares, as determined over the 30 business days prior to the date that the price of the issue is agreed between the issuer and the party subscribing for the securities. The JSE will be consulted for a ruling if the securities have not traded in such 30-business-day period;
- any such issue will only be made to public shareholders as defined in paragraphs 4.25 to 4.27 of the Listings Requirements and not to related parties;
- any such issue will only be comprised of securities of a class already in issue or, if this is not the case, will be limited to such securities or rights that are convertible into a class already in issue; and
- in the event that the securities issued represent, on a cumulative basis, 5% or more of the number of securities in issue prior to that issue, an announcement containing the full details of such issue shall be published on the Stock Exchange News Service,

and it being resolved, for the avoidance of doubt, that the Company shall not be required to comply with the provisions of the authority contained in this resolution should same not be required by the JSE Listings Requirements.”

For listed entities wishing to issue listed ordinary shares for cash, it is necessary for the board of the company to obtain the prior authority of ordinary shareholders in accordance with the Listings Requirements. It is not clear whether the JSE will apply this requirement to the issue of listed preference shares for cash. The reason for this resolution is that, in the interests of prudence and good corporate governance, the Company is obtaining, to the extent required, the approval of its preference shareholders for general issues of preference shares for cash in the event that such authority is deemed to be a requirement in terms of the Listings Requirements. Should it transpire that such authority is not required, the Company will naturally not be bound to adhere to the terms of the authority granted in terms of this resolution.



Voting

1. The date on which preference shareholders (“preference shareholders” or “shareholders”) must be recorded as such in the preference share register maintained by the transfer secretary of the Company (“the Share Register”) for purposes of being entitled to receive this notice is Friday, 11 May 2018.
2. The date on which shareholders must be recorded in the Share Register for purposes of being entitled to attend and vote at this meeting is Friday, 15 June 2018, with the last day to trade being Tuesday, 12 June 2018.
3. Meeting participants will be required to provide proof of identification to the reasonable satisfaction of the chairman of the General Meeting and must accordingly bring a copy of their identity document, passport or driver’s licence to the General Meeting. If in doubt as to whether any document will be regarded as satisfactory proof of identification, meeting participants should contact the transfer secretary for guidance.
4. Shareholders entitled to attend and vote at the General Meeting may appoint one or more proxies to attend, speak and vote thereat in their stead. A proxy need not be a shareholder of the Company. A form of proxy, which sets out the relevant instructions for its completion, is enclosed for use by a certificated shareholder or own-name registered dematerialised shareholder who wishes to be represented at the General Meeting. Completion of a form of proxy will not preclude such shareholder from attending and voting (in preference to that shareholder’s proxy) at the General Meeting.
5. The instrument appointing a proxy and the authority (if any) under which it is signed must reach the transfer secretary of the Company at the postal address provided on the inside back cover of this annual report by not later than 09:00 on Tuesday, 19 June 2018, provided that any form of proxy not delivered to the transfer secretary by this time may be handed to the chairman of the General Meeting at any time prior to the commencement of the General Meeting.
6. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who wish to attend the General Meeting in person will need to request their central securities depository participant (“CSDP”) or broker to provide them with the necessary authority (i.e. letter of representation) in terms of the custody agreement entered into between such shareholders and the CSDP or broker.
7. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who are unable to attend the General Meeting and who wish to be represented thereat, must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between themselves and the CSDP or broker in the manner and time stipulated therein.

Shareholders present in person, by proxy or by authorised representative shall, on a show of hands, have one vote each and, on a poll, will have one vote in respect of each share held.

By order of the board

PSG Corporate Services (Pty) Ltd

Per A Rossouw

Company secretary

17 May 2018

Stellenbosch



PSG FINANCIAL SERVICES LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 1919/000478/06)

(a wholly-owned subsidiary of PSG Group Ltd)

JSE share code: PGFP ISIN code: ZAE000096079

("PSG Financial Services" or "the Company")

FORM OF PROXY – FOR USE BY CERTIFICATED AND OWN-NAME DEMATERIALISED SHAREHOLDERS ONLY

For use at the General Meeting of preference shareholders of the Company to be held on Thursday, 21 June 2018, at 09:00 in the boardroom, first floor Ou Kollege building, 35 Kerk Street, Stellenbosch ("the General Meeting").

I/We (full name in print) _____

of (address) _____

being the registered holder of _____ preference shares hereby appoint:

1. _____ or failing him/her,

2. _____ or failing him/her,

3. the chairman of the General Meeting,

as my proxy to vote for me/us at the General Meeting for purposes of considering and, if deemed fit, passing, with or without modification, the ordinary resolutions to be proposed thereat and at each adjournment thereof and to vote for and/or against the resolutions and/or abstain from voting in respect of the preference shares registered in my/our name(s) in accordance with the following instructions (see notes):

		Number of preference shares		
		In favour of	Against	Abstain
1.	Ordinary resolution number 1: Unissued preference shares placed under the control of the directors			
2.	Ordinary resolution number 2: General authority to issue preference shares for cash			

Please indicate your voting instruction by way of inserting the number of preference shares or by a cross in the space provided should you wish to vote all of your shares.

Signed at _____ on this _____ day of _____ 2018.

Signature(s) _____

Assisted by (where applicable) (state capacity and full name) _____

Each PSG Financial Services preference shareholder is entitled to appoint one or more proxy(ies) (who need not be a preference shareholder(s) of the Company) to attend, speak and vote in his/her stead at the General Meeting.



Notes

1. A PSG Financial Services preference shareholder (“Shareholder” or “PSG Financial Services Shareholder”) may insert the name of a proxy or the names of two alternative proxies of the Shareholder’s choice in the space(s) provided, with or without deleting “the chairman of the General Meeting”. The person whose name appears first on the form of proxy and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A PSG Financial Services Shareholder’s instructions to the proxy must be indicated by the insertion of the relevant number of preference shares to be voted on behalf of that Shareholder in the appropriate box provided or by the insertion of a cross if all shares should be voted on behalf of that Shareholder. Failure to comply with the above will be deemed to authorise the chairman of the General Meeting, if he/she is the authorised proxy, to vote in favour of the resolutions at the General Meeting, or any other proxy to vote or to abstain from voting at the General Meeting as he/she deems fit, in respect of all the shares concerned. A Shareholder or his/her proxy is not obliged to use all the votes exercisable by the Shareholder or his/her proxy, but the total of the votes cast and in respect whereof abstentions are recorded may not exceed the total of the votes exercisable by the Shareholder or his/her proxy.
3. When there are joint registered holders of any preference shares, any one of such persons may vote at the General Meeting in respect of such preference shares as if he/she was solely entitled thereto, but, if more than one of such joint holders be present or represented at any meeting, that one of the said persons whose name stands first in the register in respect of such preference shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Shareholder, in whose name any preference shares stand, shall be deemed joint holders thereof.
4. Forms of proxy must be completed and returned to be received by the transfer secretary of the Company, Computershare Investor Services (Pty) Ltd (PO Box 61051, Marshalltown, 2107), by not later than 09:00 on Tuesday, 19 June 2018, provided that any form of proxy not delivered to the transfer secretary by this time may be handed to the chairman of the General Meeting at any time prior to the commencement of the General Meeting.
5. Any alteration or correction made to this form of proxy must be initialled by the signatory(ies).
6. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company’s transfer secretary or waived by the chairman of the General Meeting.
7. The completion and lodging of this form of proxy will not preclude the relevant Shareholder from attending the General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Shareholder wish to do so.