SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

These summary consolidated financial statements comprise a summary of the audited consolidated annual financial statements of PSG Group Ltd for the year ended 28 February 2019.

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

The consolidated 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 Group Ltd during office hours.

REPORT OF THE AUDIT AND RISK COMMITTEE

for the year ended 28 February 2019

The PSG Group Ltd Audit and Risk Committee ("the Committee") is an independent statutory committee appointed by the board of directors in terms of section 94 of the Companies Act of South Africa ("the Companies Act"). The Committee also acts as the statutory audit committee of public company wholly-owned subsidiaries that are legally required to have such a committee.

The Committee's composition and details of meetings held are detailed on page 36 of this annual report.

The Committee operates in terms of a board-approved charter. It conducted its affairs in compliance with, and discharged its responsibilities in terms of, its charter for the year ended 28 February 2019.

The Committee performed the following duties in respect of the year under review:

- Satisfied itself that the external auditor is independent of PSG Group Ltd, as set out in section 94(8) of the Companies Act, and suitable for reappointment by considering, inter alia, the information stated in paragraph 22.15(h) of the JSE Ltd Listings Requirements;
- Ensured that the appointment of the external auditor complied with the Companies Act;
- In consultation with management, agreed to the engagement letter terms, audit plan and budgeted audit fees for the 2019 financial year;
- Approved the nature and extent of non-audit services of the external auditor;
- Nominated for re-election at the annual general meeting, PricewaterhouseCoopers Inc. as the external audit firm;
- Satisfied itself, based on the information and explanations supplied by management and obtained through discussions with the external auditor, that the system of internal financial controls is effective and forms a basis for the preparation of reliable financial statements;
- Satisfied itself, based on the information and explanations supplied by management and obtained through discussions with the external auditor, that PSG Group Ltd be regarded as a going concern;
- Reviewed the formal policy for and calculation of PSG Group Ltd's ordinary dividend proposed at interim and year-end, and recommended it to the board of directors for approval;
- Reviewed the accounting policies and financial statements (including the summary thereof contained in this annual report) for the year ended 28 February 2019 and, based on the information provided to the Committee, considers that the company and group comply, in all material respects, with the JSE Ltd Listings Requirements; International Financial Reporting Standards ("IFRS"); the IFRIC interpretations; the SAICA Financial Reporting Guides, as issued by the Accounting Practices Committee; the Financial Reporting Pronouncements, as issued by the Financial Reporting Standards Council; and the manner required by the Companies Act; and
- Satisfied itself in terms of paragraph 3.84(g)(i) of the JSE Ltd Listings Requirements that the group chief financial officer, as well as the group finance function, has the appropriate expertise and experience.

PricewaterhouseCoopers Inc. has served as external auditor of PSG Group Ltd for the past 23 years, while the designated external audit partner has served in such capacity for the past four years. The Committee remains satisfied with the quality of the external audit performed by PricewaterhouseCoopers Inc. The adoption of mandatory audit firm rotation, as set out in the rules of the Independent Regulatory Board of Auditors, is receiving the Committee's attention.

PE Burton
PSG Group Audit and Risk Committee Chairman

Stellenbosch
5 June 2019

COMPANY SECRETARY DECLARATION

for the year ended 28 February 2019

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
PSG Group Company Secretary

Stellenbosch
5 June 2019

APPROVAL OF ANNUAL FINANCIAL STATEMENTS

for the year ended 28 February 2019

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 and group. 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 group'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 the JSE Ltd Listings Requirements; International Financial Reporting Standards ("IFRS"); the IFRIC interpretations; the SAICA Financial Reporting Guides, as issued by the Accounting Practices Committee; the Financial Reporting Pronouncements, as issued by the Financial Reporting Standards Council; and the manner required by the Companies Act.

These summary consolidated financial statements were derived from the consolidated 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 consolidated financial statements, therefore, is not a substitute for reading the consolidated annual financial statements of PSG Group Ltd.

The audit and risk committee of the 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 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 and group have adequate resources to continue for the foreseeable future.

The annual financial statements, including these summary consolidated financial statements set out on pages 66 to 67 and 69 to 88, were approved by the board of directors of PSG Group Ltd and are signed on its behalf by:

PJ Mouton
PSG Group CEO

WL Greeff
PSG Group CFO

Stellenbosch
5 June 2019

DIRECTORS' REPORT

for the year ended 28 February 2019

Nature of business

PSG Group 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, asset 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 group are set out in the attached summary consolidated income statements and summary consolidated statements of financial position, comprehensive income, changes in equity and cash flows, as well as the notes thereto. For the year under review, the group's *recurring earnings* amounted to R2 357m (2018: R2 142m), headline earnings amounted to R2 194m (2018: R1 956m) and earnings attributable to owners of the parent amounted to R1 926m (2018: R1 914m). The group's total profit (gross of non-controlling interests) for the year amounted to R2 341m (2018: R2 427m).

Stated capital

Movements in the number of ordinary shares in issue during the year under review were as follows:

	Number of shares	
	2019	2018
Shares in issue at beginning of the year, gross of treasury shares	**231 449 404**	231 449 404
Less: Treasury shares		
Held by a subsidiary (PSG Financial Services Ltd)	**(13 908 770)**	(13 908 770)
Held by related parties of management by way of loan funding advanced	**(1 600 000)**	(2 100 000)
Held by the PSG Group Ltd Supplementary Share Incentive Trust		(9 890)
Shares in issue at beginning of the year, net of treasury shares	**215 940 634**	**215 430 744**
Movement in treasury shares		
Shares released to participants by the PSG Group Ltd Supplementary Share Incentive Trust		9 890
Shares issued in terms of the PSG Group Ltd Supplementary Share Incentive Trust to participants	**658 646**	
Shares released following full settlement of loan funding previously advanced to related parties of management	**1 500 000**	500 000
Shares in issue at end of the year, net of treasury shares	**218 099 280**	**215 940 634**

Dividends

Details of dividends appear in the summary consolidated statement of changes in equity and note 1 to these summary consolidated financial statements.

Directors

Details of the company's directors at the date of this report appear on pages 8 and 9.

Directors' emoluments

Details of directors' emoluments appear in the remuneration report on page 40.

Prescribed officers

The members of the PSG Group Ltd Executive Committee ("Exco") are regarded as being the prescribed officers of the company. The Exco comprises the following PSG Group Ltd directors: Messrs PJ Mouton (chief executive officer), WL Greeff (chief financial officer) and JA Holtzhausen (executive). Their remuneration is detailed in the remuneration report (page 53). The duties and responsibilities of the Exco are set out in the corporate governance report (page 32) of this annual report.

Shareholding of directors

The shareholding of directors in the issued share capital of PSG Group Ltd as at 28 February 2019 was as follows:

Audited	Beneficial Direct	Beneficial Indirect	Non-beneficial Indirect	**Total shareholding 2019 Number**	**Total shareholding 2019 %**	Total shareholding 2018 Number	Total shareholding 2018 %
PE Burton		197 500	100 000	**297 500**	**0,1**	294 000	0,1
ZL Combi[1]	354 000			**354 000**	**0,2**	354 000	0,2
WL Greeff	8 124	1 047 497		**1 055 621**	**0,5**	1 178 768	0,6
JA Holtzhausen	611 226	500 000		**1 111 226**	**0,5**	1 234 340	0,6
JJ Mouton[2, 3]	120 000	1 414 000		**1 534 000**	**0,7**	1 530 675	0,7
PJ Mouton[3]	54 148	5 349 664		**5 403 812**	**2,5**	5 321 976	2,4
CA Otto	108		3 324 559	**3 324 667**	**1,5**	3 574 667	1,6
Total	1 147 606	8 508 661	3 424 559	**13 080 826**	**6,0**	13 488 426	6,2

1 *Mr ZL Combi's shareholding includes 276 000 shares that are subject to a European scrip-settled collar as hedging instrument, which expires on 31 August 2020.*

2 *Subsequent to year-end, Mr JJ Mouton acquired a further 1 000 PSG Group Ltd ordinary shares in the open market.*

3 *Messrs JJ Mouton and PJ Mouton are also trustees and discretionary beneficiaries of the JF Mouton Familietrust with an effective holding of 42 104 981 PSG Group Ltd ordinary shares, representing approximately 19,3% of PSG Group Ltd's issued share capital (net of treasury shares).*

INDEPENDENT AUDITOR'S REPORT ON THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

to the shareholders of PSG Group Ltd

Opinion

The summary consolidated financial statements of PSG Group Ltd, set out on pages 69 to 87 of this annual report, which comprise the summary consolidated statement of financial position as at 28 February 2019, the summary consolidated income statement and the summary consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and related notes, are derived from the audited consolidated financial statements of PSG Group Ltd for the year ended 28 February 2019.

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

Summary consolidated financial statements

The summary consolidated 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 consolidated financial statements. Reading the summary consolidated financial statements and the auditor's report thereon, therefore, is not a substitute for reading the audited consolidated financial statements and the auditor's report thereon.

The audited consolidated financial statements and our report thereon

We expressed an unmodified audit opinion on the audited consolidated financial statements in our report dated 5 June 2019. 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 consolidated financial statements for the year.

Directors' responsibility for the summary consolidated financial statements

The directors are responsible for the preparation of the summary consolidated financial statements in accordance with the JSE's requirements for summary financial statements, set out in the introduction to the summary consolidated 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 consolidated financial statements are consistent, in all material respects, with the audited consolidated 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

Stellenbosch
5 June 2019

INTRODUCTION TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 28 February 2019

Basis of presentation and accounting policies

These summary consolidated financial statements are prepared in accordance with the requirements of the Companies Act of South Africa and the requirements of the JSE Listings Requirements. The JSE Listings Requirements require reports to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board, SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council and to also, as a minimum, contain the information required by IAS 34 *Interim Financial Reporting*.

The accounting policies applied in the preparation of these summary consolidated financial statements are in terms of IFRS and are consistent with those applied in the prior year's consolidated annual financial statements, as amended for the adoption of the various revisions to IFRS which are effective for the year ended 28 February 2019. Apart from the adoption of IFRS 9 *Financial Instruments*, these revisions have not resulted in material changes to the group's reported results and disclosures in these summary consolidated financial statements.

IFRS 9, adopted by the group effective 1 March 2018, is a new standard which replaced IAS 39 *Financial Instruments*: *Recognition and Measurement*. The standard, inter alia, replaced the multiple classification and measurement models in IAS 39 with a single model that has only two categories: amortised cost and fair value. Furthermore, the standard replaced the incurred credit loss impairment model in IAS 39 with an expected credit loss impairment model.

The group applied IFRS 9 retrospectively without restating comparative figures and therefore the group's equity as at 1 March 2018 was adjusted for the differences in the carrying amounts of financial instruments as measured in terms of IFRS 9 and IAS 39, respectively. The resultant impact was an adjustment against ordinary shareholders' equity and non-controlling interests of R231m and R32m, respectively. The group was most significantly impacted by Capitec Bank Holdings Ltd's ("Capitec") application of the expected credit loss impairment model to its loan book. The net charge (i.e. debit against retained earnings) to Capitec's equity was R648m, with the resultant impact on PSG Group Ltd's ("PSG Group") equity being R199m in respect of its 30,7% investment in Capitec.

INTRODUCTION TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

for the year ended 28 February 2019

PSG Financial Services Ltd ("PSG Financial Services")

PSG Financial Services is a wholly-owned subsidiary of PSG Group, except for the 17 415 770 (2018: 17 415 770) perpetual preference shares which are listed on the JSE. These preference shares are included in non-controlling interests in the summary consolidated statement of financial position.

Linked investment contracts, consolidated mutual funds and other client-related balances ("client-related balances")

Client-related balances result in assets and liabilities of equal value being recognised in the summary consolidated statement of financial position, although not directly related to PSG Group shareholders. These balances mainly stem from:

- PSG Life Ltd (an existing subsidiary of PSG Konsult Ltd ("PSG Konsult")) issuing linked investment contracts to clients in terms of which the value of policy benefits payable (included under "investment contract liabilities") is directly linked to the fair value of the supporting assets. The group is thus not exposed to the financial risks associated with these assets and liabilities.
- The group consolidates mutual funds deemed to be controlled in terms of IFRS 10 *Consolidated Financial Statements*, with the group's own investments in these mutual funds having been derecognised and all the funds' underlying assets having been recognised. Third parties' funds invested in the respective mutual funds are recognised as a payable and included under "third-party liabilities arising on consolidation of mutual funds" and the group is thus not exposed to the financial risks associated with these assets and liabilities.

Re-presentation of the summary consolidated financial statements

The summary consolidated financial statements previously differentiated in a note between assets, liabilities, income, expenses and cash flows attributable to i) own balances (i.e. those attributable to the ordinary shareholders of PSG Group and its subsidiaries) and ii) client-related balances. However, for the sake of transparency to assist users in gaining a better understanding of the impact of client-related balances on the reported amounts, the aforementioned split has now been incorporated into the summary consolidated statement of financial position, summary consolidated income statement and summary consolidated statement of cash flows contained in this annual report. Although no previously reported results were restated, the layout thereof was amended to give effect to the aforementioned improved disclosures.

SUMMARY CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 28 February 2019

	2019 Own balances Rm	2019 Client-related balances Rm	2019 Total Rm	2018* Own balances Rm	2018* Client-related balances Rm	2018* Total Rm
Assets						
Property, plant and equipment	**11 149**		**11 149**	9 310		9 310
Intangible assets	**4 541**		**4 541**	3 825		3 825
Investment in ordinary shares of associates	**14 578**		**14 578**	13 886		13 886
Investment in preference shares of/loans granted to associates	**178**		**178**	141		141
Investment in ordinary shares of joint ventures	**855**		**855**	432		432
Loans granted to joint ventures	**5**		**5**	8		8
Employee benefit assets	**43**		**43**	39		39
Unit-linked investments	**776**	**45 719**	**46 495**	635	41 565	42 200
Equity securities	**659**	**2 337**	**2 996**	2 017	2 304	4 321
Debt securities	**1 873**	**4 390**	**6 263**	2 597	3 547	6 144
Deferred income tax assets	**303**		**303**	245		245
Biological assets	**593**		**593**	558		558
Investment in investment contracts		**16**	**16**		15	15
Loans and advances	**443**		**443**	577		577
Trade and other receivables	**3 268**	**1 321**	**4 589**	2 898	1 594	4 492
Derivative financial assets	**22**	**11**	**33**	34	9	43
Inventory	**1 696**		**1 696**	1 723		1 723
Current income tax assets	**102**		**102**	90		90
Reinsurance assets	**109**		**109**	86		86
Cash and cash equivalents	**1 552**	**280**	**1 832**	1 924	355	2 279
Non-current assets held for sale			**-**	7		7
Total assets	**42 745**	**54 074**	**96 819**	41 032	49 389	90 421
Equity						
Ordinary shareholders' equity	**18 115**		**18 115**	17 143		17 143
Non-controlling interests	**11 776**		**11 776**	11 729		11 729
Total equity	**29 891**	**-**	**29 891**	28 872	-	28 872
Liabilities						
Insurance contracts	**543**		**543**	543		543
Investment contract liabilities		**25 932**	**25 932**		24 279	24 279
Third-party liabilities arising on consolidation of mutual funds		**26 715**	**26 715**		23 600	23 600
Deferred income tax liabilities	**963**		**963**	997		997
Borrowings	**7 666**	**111**	**7 777**	7 231	101	7 332
Derivative financial liabilities	**64**	**14**	**78**	92	17	109
Employee benefit liabilities	**528**		**528**	541		541
Trade and other payables	**3 046**	**1 302**	**4 348**	2 698	1 392	4 090
Reinsurance liabilities	**5**		**5**	3		3
Current income tax liabilities	**39**		**39**	55		55
Total liabilities	**12 854**	**54 074**	**66 928**	12 160	49 389	61 549
Total equity and liabilities	**42 745**	**54 074**	**96 819**	41 032	49 389	90 421
Net asset value per share (R)	**83,06**			79,39		
Net tangible asset value per share (R)	**62,24**			61,67		

* *Re-presented as detailed in the introduction to the summary consolidated financial statements.*

SUMMARY CONSOLIDATED INCOME STATEMENT

for the year ended 28 February 2019

	2019 Own balances Rm	2019 Client-related balances Rm	2019 Total Rm	2018* Own balances Rm	2018* Client-related balances Rm	2018* Total Rm
Revenue from sale of goods	**13 041**		**13 041**	13 956		13 956
Cost of goods sold	**(11 460)**		**(11 460)**	(11 934)		(11 934)
Gross profit from sale of goods	**1 581**	**-**	**1 581**	2 022	-	2 022
Income						
Changes in fair value of biological assets	**194**		**194**	195		195
Investment income	**492**	**1 810**	**2 302**	474	1 585	2 059
Fair value (losses)/gains	**(268)**	**644**	**376**	(279)	2 037	1 758
Fair value adjustment to investment contract liabilities		**(1 073)**	**(1 073)**		(1 670)	(1 670)
Fair value adjustment to third-party liabilities arising on consolidation of mutual funds		**(1 336)**	**(1 336)**		(1 873)	(1 873)
Commission, school, net insurance and other fee income	**9 329**	**(90)**	**9 239**	6 983	(184)	6 799
Other operating income	**216**		**216**	185	92	277
	9 963	**(45)**	**9 918**	7 558	(13)	7 545
Expenses						
Insurance claims and loss adjustments, net of recoveries	**(582)**		**(582)**	(629)		(629)
Marketing, administration and other expenses	**(9 185)**	**57**	**(9 128)**	(7 312)	29	(7 283)
	(9 767)	**57**	**(9 710)**	(7 941)	29	(7 912)
Net income from associates and joint ventures						
Share of profits of associates and joint ventures	**2 360**		**2 360**	1 926		1 926
Loss on impairment of associates	**(676)**		**(676)**	(8)		(8)
Net profit/(loss) on sale/dilution of interest in associates	**20**		**20**	(14)		(14)
	1 704	**-**	**1 704**	1 904	-	1 904
Profit before finance costs and taxation	**3 481**	**12**	**3 493**	3 543	16	3 559
Finance costs	**(676)**		**(676)**	(516)		(516)
Profit before taxation	**2 805**	**12**	**2 817**	3 027	16	3 043
Taxation	**(464)**	**(12)**	**(476)**	(600)	(16)	(616)
Profit for the year	**2 341**	**-**	**2 341**	2 427	-	2 427
Attributable to:						
Owners of the parent	**1 926**			1 914		
Non-controlling interests	**415**			513		
	2 341			2 427		

* *Re-presented as detailed in the introduction to the summary consolidated financial statements.*

SUMMARY CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 28 February 2019

	2019 Rm	2018 Rm
Profit for the year	**2 341**	2 427
Other comprehensive loss for the year, net of taxation	**(50)**	(92)
Items that may be subsequently reclassified to profit or loss		
Currency translation adjustments	**(19)**	(106)
Cash flow hedges	**7**	(13)
Share of other comprehensive (losses)/income and equity movements of associates	**(36)**	7
Items that may not be subsequently reclassified to profit or loss		
(Losses)/gains from changes in financial and demographic assumptions of post-employment benefit obligations	**(2)**	20
Total comprehensive income for the year	**2 291**	2 335
Attributable to:		
Owners of the parent	**1 912**	1 847
Non-controlling interests	**379**	488
	2 291	2 335

SUMMARY CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 28 February 2019

	Notes	2019 Rm	2018 Rm
Ordinary shareholders' equity at beginning of the year		**16 912**	15 900
Previously reported		**17 143**	
Adjustment due to the initial application of new IFRS standards		**(231)**	
Total comprehensive income		**1 912**	1 847
Issue of shares		**157**	1
Share-based payment costs – employees		**73**	66
Release of treasury shares		**111**	30
Transactions with non-controlling interests		**(121)**	135
Dividends paid		**(929)**	(836)
Ordinary shareholders' equity at end of the year		**18 115**	17 143
Non-controlling interests at beginning of the year		**11 697**	10 900
Previously reported		**11 729**	
Adjustment due to the initial application of new IFRS standards		**(32)**	
Total comprehensive income		**379**	488
Issue of shares		**433**	1 399
Share-based payment costs – employees		**39**	32
Subsidiaries/businesses acquired	3.1	**25**	47
Subsidiaries deconsolidated/sold	3.2	**(106)**	
Transactions with non-controlling interests		**(191)**	(723)
Dividends paid		**(500)**	(414)
Non-controlling interests at end of the year		**11 776**	11 729
Total equity		**29 891**	28 872

SUMMARY CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 28 February 2019

	Notes	2019 Own balances Rm	2019 Client-related balances Rm	2019 Total Rm	2018* Own balances Rm	2018* Client-related balances Rm	2018* Total Rm
Net cash flow from operating activities							
Cash generated from/ (utilised by) operations	2	**1 726**	**(1 863)**	**(137)**	1 512	(1 253)	259
Interest income		**439**	**1 335**	**1 774**	602	1 013	1 615
Dividend income		**922**	**476**	**1 398**	781	421	1 202
Finance costs		**(668)**		**(668)**	(463)		(463)
Taxation paid		**(693)**		**(693)**	(503)	(29)	(532)
Net cash flow from operating activities		**1 726**	**(52)**	**1 674**	1 929	152	2 081
Net cash flow from investing activities		**(963)**	**(23)**	**(986)**	(2 937)	-	(2 937)
Cash flow from subsidiaries/ businesses acquired	3.1	**(852)**		**(852)**	(428)		(428)
Cash flow from subsidiaries deconsolidated/sold	3.2	**(59)**		**(59)**	27		27
Cash flow from first-time consolidation of mutual fund			**10**	**10**			-
Cash flow from deconsolidation of mutual funds			**(33)**	**(33)**			-
Acquisition of ordinary shares in associates and joint ventures		**(402)**		**(402)**	(598)		(598)
Acquisition of property, plant and equipment		**(1 451)**		**(1 451)**	(1 641)		(1 641)
Other investing activities**		**1 801**		**1 801**	(297)		(297)

SUMMARY CONSOLIDATED STATEMENT OF CASH FLOWS *(continued)*

for the year ended 28 February 2019

	2019 Own balances Rm	2019 Client-related balances Rm	2019 Total Rm	2018* Own balances Rm	2018* Client-related balances Rm	2018* Total Rm
Net cash flow from financing activities	**(983)**	**-**	**(983)**	684	100	784
Dividends paid to:						
PSG Group shareholders	**(929)**		**(929)**	(836)		(836)
Non-controlling interests	**(500)**		**(500)**	(414)		(414)
Capital contributions by non-controlling interests	**198**		**198**	804		804
Net acquisition from non-controlling interests	**(124)**		**(124)**	(429)		(429)
Borrowings drawn	**1 508**		**1 508**	3 306	100	3 406
Borrowings repaid	**(1 274)**		**(1 274)**	(1 787)		(1 787)
Proceeds from delivery of holding company's treasury shares	**119**		**119**	39		39
Shares issued	**19**		**19**	1		1
Net (decrease)/increase in cash and cash equivalents	**(220)**	**(75)**	**(295)**	(324)	252	(72)
Exchange gains on cash and cash equivalents	**7**		**7**	9		9
Cash and cash equivalents at beginning of the year	**638**	**355**	**993**	953	103	1 056
Cash and cash equivalents at end of the year	**425**	**280**	**705**	638	355	993

* *Re-presented as detailed in the introduction to the summary consolidated financial statements.*

** *Cash flow from other investing activities during the year comprised mainly proceeds of R1,2bn from Capespan's, a subsidiary of Zeder, disposal of its equity security investment in Joy Wing Mau, a fruit distributor in China, as well as withdrawals of R0,7bn from the PSG Money Market Fund (i.e. disposal of debt securities) at a PSG Group-level, as further detailed below.*

It is important to note that the treasury functions of PSG Group and each of its subsidiaries operate on a decentralised basis and thus independent from one another. All available cash held at a PSG Group-level is invested in the PSG Money Market Fund, while some of the available cash held at a subsidiary-level is invested in the PSG Money Market Fund. Available cash held at a PSG Group-level and invested in the PSG Money Market Fund amounted to R0,3bn (2018: R1bn) at the reporting date.

As a result of the group's consolidation of the PSG Money Market Fund, the cash invested therein is derecognised and all of the fund's underlying highly-liquid debt securities are recognised on the summary consolidated statement of financial position. Third parties' cash invested in the PSG Money Market Fund is recognised as a payable and included under "third-party liabilities arising on consolidation of mutual funds".

The table below reconciles the cash and cash equivalents reported per the summary consolidated statement of financial position to that reported per the summary consolidated statement of cash flows. It furthermore also reconciles such balances to the liquid cash resources at both a PSG Group- and subsidiary-level.

	2019			2018*		
	Own balances Rm	**Client-related balances Rm**	**Total Rm**	Own balances Rm	Client-related balances Rm	Total Rm
Cash and cash equivalents (per the summary consolidated statement of financial position)	**1 552**	**280**	**1 832**	1 924	355	2 279
Bank overdrafts (included in "borrowings" per the summary consolidated statement of financial position)	**(1 127)**		**(1 127)**	(1 286)		(1 286)
Cash and cash equivalents (per the summary consolidated statement of cash flows)	**425**	**280**	**705**	638	355	993
Debt securities (per the summary consolidated statement of financial position)	**1 873**	**4 390**	**6 263**	2 597	3 547	6 144
Liquid cash resources	**2 298**	**4 670**	**6 968**	3 235	3 902	7 137
PSG Group-level (invested in the PSG Money Market Fund)	**323**			1 000		
Subsidiary-level	**1 975**			2 235		

NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 28 February 2019

		2019 Rm	2018 Rm
1.	**Headline earnings**		
	Profit for the year attributable to owners of the parent	**1 926**	1 914
	Non-headline items		
	Gross amounts	**659**	30
	Loss on impairment of associates	**676**	8
	Net (profit)/loss on sale/dilution of interest in associates	**(20)**	14
	Profit from subsidiaries deconsolidated/sold (note 3.2)	**(8)**	(85)
	Fair value gain on step-up from associate to subsidiary	**(2)**	(11)
	Net loss on sale/impairment of intangible assets (including goodwill)	**120**	153
	Net (profit)/loss on sale/impairment of property, plant and equipment	**(1)**	1
	Non-headline items of associates	**(81)**	(31)
	Bargain purchase gain (note 3.1)	**(25)**	(18)
	Reversal of impairment of non-current assets held for sale		(1)
	Non-controlling interests	**(390)**	(137)
	Taxation	**(1)**	149
	Headline earnings	**2 194**	1 956

	Change %	2019	2018
Earnings per share (R)			
– Recurring	*9*	**10,86**	9,94
– Headline	*11*	**10,11**	9,08
– Attributable	-	**8,88**	8,88
– Diluted headline	*12*	**9,99**	8,90
– Diluted attributable	*1*	**8,76**	8,70
Dividend per share (R)	*10*	**4,56**	4,15
– Interim		**1,52**	1,38
– Final		**3,04**	2,77
Number of shares (m)			
– In issue		**232,1**	231,4
– In issue (net of treasury shares)		**218,1**	215,9
– Weighted average		**217,0**	215,5
– Diluted weighted average		**217,7**	217,9

	2019 Own balances Rm	2019 Client-related balances Rm	2019 Total Rm	2018* Own balances Rm	2018* Client-related balances Rm	2018* Total Rm
2. Cash generated from/(utilised by) operations						
Profit before taxation	**2 805**	**12**	**2 817**	3 027	16	3 043
Share of profits of associates and joint ventures	**(2 360)**		**(2 360)**	(1 926)		(1 926)
Depreciation and amortisation	**582**		**582**	503		503
Investment income	**(492)**	**(1 810)**	**(2 302)**	(474)	(1 585)	(2 059)
Finance costs	**676**		**676**	516		516
Working capital changes and other non-cash items	**515**	**(65)**	**450**	(134)	316	182
Cash generated from/(utilised by) operations	**1 726**	**(1 863)**	**(137)**	1 512	(1 253)	259

* *Re-presented as detailed in the introduction to the summary consolidated financial statements.*

NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

for the year ended 28 February 2019

3. Subsidiaries/businesses consolidated and deconsolidated

3.1 Subsidiaries/businesses acquired

The group's subsidiaries/businesses acquired during the year under review included:

Commercial, industrial and personal short-term insurance brokerage businesses of ABSA Insurance and Financial Advisers (Pty) Ltd ("AIFA businesses")
During June and December 2018, the group, through PSG Konsult, acquired the AIFA businesses for a cash consideration of R52m, as well as still outstanding deferred and contingent consideration of R45m and R7m, respectively. Goodwill of R35m arose in respect of, inter alia, the workforce of the acquired businesses.

MBS Education Investments (Pty) Ltd and Milpark Education (Pty) Ltd ("Milpark")
During March 2018, the group, through Stadio Holdings Ltd ("Stadio"), being a subsidiary of PSG Alpha Investments (Pty) Ltd ("PSG Alpha"), acquired an effective interest of 87,2% in Milpark for a cash consideration of R211m (of which R4m was deferred and subsequently paid) and the issue of Stadio shares worth R51m. Milpark is involved in the private higher education sector in South Africa, offering complementary services to Stadio's existing operations. Goodwill of R222m arose in respect of, inter alia, the workforce, expected synergies, economies of scale and the business's growth potential.

Interactive Tutor (Pty) Ltd ("Media Works")
During May 2018, the group, through FutureLearn Holdings (Pty) Ltd, being a subsidiary of PSG Alpha, acquired all the issued share capital of Media Works for a cash consideration of R109m, of which R15m was contingent and remained outstanding. Media Works provides adult education and training services in South Africa. Goodwill of R88m arose in respect of, inter alia, the workforce, expected synergies, economies of scale and the business's growth potential.

Cooper College (Pty) Ltd and related entities ("Cooper")
During April 2018, the group, through Curro Holdings Ltd ("Curro"), acquired an effective interest of 97% in Cooper for a cash consideration of R210m. Cooper operates a private school in Johannesburg, South Africa, being complementary to Curro's existing operations. Goodwill of R69m arose in respect of, inter alia, the workforce, expected synergies, economies of scale and the business's growth potential.

Baobab Primary School operations and properties ("Baobab")
During July 2018, the group, through Curro, acquired the business operations and properties of Baobab for a cash consideration of P65m (R84m). Baobab operates a private school in Gaborone, Botswana, being complementary to Curro's existing operations. Goodwill of R19m arose in respect of, inter alia, the workforce, expected synergies, economies of scale and the business's growth potential.

Sagewood School operations and properties ("Sagewood")
During January 2019, the group, through Curro, acquired the business operations and properties of Sagewood for a cash consideration of R83m. Sagewood operates a private school in Johannesburg, South Africa, being complementary to Curro's existing operations. Goodwill of R29m arose in respect of, inter alia, the workforce, expected synergies, economies of scale and the business's growth potential.

3.1 Subsidiaries/businesses acquired *(continued)*

The amounts of identifiable net assets of subsidiaries/businesses acquired, as well as goodwill and non-controlling interests recognised from business combinations during the year under review, can be summarised as follows:

	AIFA businesses Rm	Milpark Rm	Media Works Rm	Cooper Rm	Sub-total Rm
Identifiable net assets acquired	69	46	24	149	288
Goodwill recognised	35	222	88	69	414
Non-controlling interests recognised		(6)	(3)	(8)	(17)
Total consideration	104	262	109	210	685
Ordinary shares issued by a subsidiary		(51)			(51)
Deferred consideration	(45)	(4)			(49)
Contingent consideration	(7)		(15)		(22)
Cash consideration paid	52	207	94	210	563
Cash consideration paid	(52)	(207)	(94)	(210)	(563)
Cash and cash equivalents acquired		34	17	2	53
Cash flow from subsidiaries/ businesses acquired	(52)	(173)	(77)	(208)	(510)

	Sub-total Rm	Baobab Rm	Sage-wood Rm	Other Rm	Total Rm
Identifiable net assets acquired	288	65	54	166	573
Goodwill recognised	414	19	29	99	561
Bargain purchase gain				(25)	(25)
Non-controlling interests recognised	(17)			(8)	(25)
Derecognition of investment in associates				(7)	(7)
Total consideration	685	84	83	225	1 077
Ordinary shares issued by subsidiaries	(51)			(13)	(64)
Deferred consideration	(49)				(49)
Contingent consideration	(22)			(34)	(56)
Cash consideration paid	563	84	83	178	908
Cash consideration paid	(563)	(84)	(83)	(178)	(908)
Cash and cash equivalents acquired	53	9	1	(7)	56
Cash flow from subsidiaries/ businesses acquired	(510)	(75)	(82)	(185)	(852)

3.1 Subsidiaries/businesses acquired *(continued)*

Transaction costs relating to the business combinations were immaterial and expensed in the summary consolidated income statement.

The aforementioned business combinations' accounting have been finalised and do not contain any contingent consideration or indemnification asset arrangements, unless otherwise stated. Non-controlling interests were measured with reference to their proportionate share of the identifiable net assets acquired.

Had the aforementioned business combinations been accounted for with effect from 1 March 2018, instead of their respective acquisition dates, the summary consolidated income statement would have reflected additional revenue and after-tax profit for the year of approximately R561m and R41m, respectively.

Receivables of R125m are included in the identifiable net assets acquired, which are all considered to be recoverable. The fair value of these receivables consequently approximates its carrying value.

3.2 Subsidiaries deconsolidated/sold

The subsidiaries deconsolidated/sold during the year under review included:

Provest Group (Pty) Ltd ("ProVest")
During January 2019, the group, through PSG Alpha, had foregone control over ProVest when an existing non-controlling shareholder subscribed for further shares in ProVest, thereby diluting PSG Alpha's interest in ProVest from 50,5% to 42,3%.

The amounts of identifiable net assets of the businesses deconsolidated/sold, as well as non-controlling interest derecognised and the remaining interest in associate recognised during the year under review, can be summarised as follows:

	ProVest Rm	Other Rm	Total Rm
Identifiable net assets derecognised	(255)	(4)	(259)
Derecognition of non-controlling interest	106		106
Recognition of investment in associate	157		157
Profit from subsidiaries deconsolidated/sold	(8)		(8)
Total consideration	-	(4)	(4)
Cash consideration received		4	4
Cash and cash equivalents derecognised	(63)		(63)
Cash flow from subsidiaries deconsolidated/sold	(63)	4	(59)

4. Capital commitments and contingencies

The most significant capital commitments relate to Curro's continued expansion and development of new campuses. At the reporting date, authorised and contracted capital expenditure amounted to R712m (2018: R516m), while authorised but not yet contracted capital expenditure (including business combinations) amounted to R1,8bn (2018: R1,1bn).

5. Events subsequent to the reporting date

Apart from PSG Group's final dividend declared for the year ended 28 February 2019, no material event has occurred between the reporting date and the date of approval of these summary consolidated financial statements.

6. Financial instruments

6.1 Financial risk factors

The group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk and price risk), credit risk and liquidity risk.

These summary consolidated financial statements do not include all financial risk management information and disclosures set out in the consolidated annual financial statements, and therefore they should be read in conjunction with the consolidated annual financial statements for the year ended 28 February 2019. Risk management continues to be carried out by each entity within the group under policies approved by the respective boards of directors.

6.2 Fair value estimation

The information below analysis financial assets and liabilities, which are carried at fair value, by level of hierarchy as required by IFRS 13. The different levels in the hierarchy are defined below:

Level 1: quoted prices (unadjusted) in active markets.

Level 2: input other than quoted prices included within level 1 that is observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

Level 3: input for the asset or liability that is not based on observable market data (that is, unobservable input).

NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

for the year ended 28 February 2019

6.2 Fair value estimation *(continued)*

The carrying value of financial assets and liabilities carried at amortised cost approximates their fair value, while those measured at fair value can be summarised as follows:

	Level 1 Rm	Level 2 Rm	Level 3 Rm	Total Rm
28 February 2019				
Assets				
Unit-linked investments		**46 040**	**455**	**46 495**
Equity securities	**2 822**	**143**	**31**	**2 996**
Debt securities	**876**	**5 320**		**6 196**
Investment in investment contracts		**16**		**16**
Derivative financial assets		**33**		**33**
Closing balance	**3 698**	**51 552**	**486**	**55 736**
Liabilities				
Investment contract liabilities		**25 439**	**435**	**25 874**
Third-party liabilities arising on consolidation of mutual funds		**26 715**		**26 715**
Derivative financial liabilities		**53**	**25**	**78**
Trade and other payables			**159**	**159**
Closing balance	**-**	**52 207**	**619**	**52 826**
28 February 2018				
Assets				
Unit-linked investments		41 481	719	42 200
Equity securities	2 330	1 312	679	4 321
Debt securities	922	1 501		2 423
Investment in investment contracts		15		15
Derivative financial assets		43		43
Closing balance	3 252	44 352	1 398	49 002
Liabilities				
Investment contract liabilities		23 421	698	24 119
Third-party liabilities arising on consolidation of mutual funds		23 600		23 600
Derivative financial liabilities		70	39	109
Trade and other payables			45	45
Closing balance	-	47 091	782	47 873

6.2 **Fair value estimation** *(continued)*

The following table presents changes in level 3 financial instruments during the respective years:

	2019 Assets Rm	**2019 Liabilities Rm**	2018 Assets Rm	2018 Liabilities Rm
Opening balance	**1 398**	**782**	1 161	1 251
Additions	**230**	**312**	1 188	542
Disposals	**(1 700)**	**(627)**	(915)	(1 029)
Fair value adjustments	**504**	**35**	31	18
Other movements	**54**	**117**	(67)	
Closing balance	**486**	**619**	1 398	782

Unit-linked investments represent the largest portion of level 3 financial assets and relate to units held in hedge funds that are priced monthly. The prices are obtained from the asset managers of the particular hedge funds. These are held to match investment contract liabilities, and as such any change in measurement would result in a similar adjustment to investment contract liabilities, which in turn represent the largest portion of level 3 financial liabilities.

There have been no significant transfers between level 1, 2 or 3 during the year under review, nor were there any significant changes to the valuation techniques and inputs used to determine fair values. Valuation techniques and main inputs used to determine fair value for financial instruments classified as level 2 can be summarised as follows:

Instrument	**Valuation technique**	**Main inputs**
Unit-linked investments	Quoted exit price provided by the fund manager	Not applicable – daily prices are publicly available
Equity securities	Valuation model that uses market inputs	Price-earnings multiples
Debt securities	Valuation model that uses market inputs	Bond interest rate curves, issuer credit ratings and liquidity spreads
Investment in investment contracts	Prices are obtained from the insurer of the particular investment contract	Not applicable – prices provided by registered long-term insurers
Derivative financial assets and liabilities	Exit price on recognised over-the-counter platforms	Not applicable
Investment contract liabilities	Current unit price of underlying unitised financial asset that is linked to the liability, multiplied by the number of units held	Not applicable
Third-party liabilities arising on consolidation of mutual funds	Quoted exit price provided by the fund manager	Not applicable – daily prices are publicly available

NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

for the year ended 28 February 2019

7. Segment report

The group's classification into seven reportable segments, namely Capitec, PSG Konsult, Curro, PSG Alpha, Zeder, Dipeo and PSG Corporate, remains unchanged. These segments represent the major investments of the group. The services offered by the respective segments are detailed in the CEO and CFO report on page 12. All segments operate predominantly in the Republic of South Africa. However, the group has exposure to operations outside the Republic of South Africa through, inter alia, Curro, PSG Alpha's investments in Stadio and CA Sales, and Zeder's investments in Capespan, Zaad and Agrivision Africa.

Recurring earnings are calculated on a proportional basis, and include the proportional earnings of underlying investments, excluding marked-to-market adjustments and once-off items. The result is that investments in which the group holds less than 20% and which are generally not equity accountable in terms of accounting standards, are equity accounted for the purpose of calculating the consolidated *recurring earnings*. Non-recurring earnings include, inter alia, once-off gains and losses and marked-to-market fluctuations, as well as the resulting taxation charge on these items.

Sum-of-the-parts ("SOTP") is a key valuation tool used to measure PSG Group's performance. In determining *SOTP*, listed assets and liabilities are valued using quoted market prices, whereas unlisted assets and liabilities are valued using appropriate valuation methods. These values will not necessarily correspond with the values per the summary consolidated statement of financial position since the latter are measured using the relevant accounting standards which include historical cost and the equity method of accounting.

The chief operating decision-maker (the PSG Group Executive Committee) evaluates the following information to assess the segments' performance:

28 February 2019	Revenue (own balances) Rm	Recurring earnings (segment profit) Rm	Non-recurring earnings Rm	Headline earnings Rm	SOTP value Rm
Capitec		1 625		1 625	46 351
PSG Konsult	4 480	361	8	369	8 700
Curro	2 549	137		137	5 714
PSG Alpha	7 958	216	(59)	157	4 712
Zeder	7 731	207	130	337	3 166
Dipeo	17	(29)	(246)	(275)	
PSG Corporate	71	(45)		(45)	
Funding	56	(199)	4	(195)	(2 387)
Other		84		84	1 702
Total	**22 862**	**2 357**	**(163)**	**2 194**	**67 958**
Revenue from contracts with customers					
Revenue from sale of goods	13 041				
Commission, school, net insurance and other fee income	9 329				
Investment income	492				
Non-headline items				(268)	
Earnings attributable to non-controlling interests				415	
Taxation				476	
Profit before taxation				**2 817**	

7. Segment report *(continued)*

28 February 2018	Revenue (own balances) Rm	Recurring earnings (segment profit) Rm	Non-recurring earnings Rm	Headline earnings Rm	SOTP value Rm
Capitec		1 369		1 369	29 540
PSG Konsult	4 166	348		348	7 048
Curro	2 139	110	(1)	109	7 987
PSG Alpha	6 270	172	(22)	150	5 201
Zeder	8 562	205	(21)	184	4 823
Dipeo	2	(56)	(131)	(187)	535
PSG Corporate	165	(7)		(7)	
Funding	109	(135)	(11)	(146)	(2 227)
Other		136		136	2 603
Total	21 413	2 142	(186)	1 956	55 510
Revenue from contracts with customers					
Revenue from sale of goods	13 956				
Commission, school, net insurance and other fee income	6 983				
Investment income	474				
Non-headline items				(42)	
Earnings attributable to non-controlling interests				513	
Taxation				616	
Profit before taxation				3 043	

8. Ordinary shareholder analysis

Unaudited	Shareholders Number	%	Shares held Number	%
Range of shareholding				
1 – 500	**19 148**	**65,7**	**3 629 535**	**1,7**
501 – 1 000	**4 047**	**13,9**	**3 024 594**	**1,4**
1 001 – 5 000	**4 282**	**14,7**	**9 335 371**	**4,3**
5 001 – 10 000	**651**	**2,2**	**4 713 915**	**2,2**
10 001 – 50 000	**710**	**2,4**	**15 291 819**	**7,0**
50 001 – 100 000	**113**	**0,4**	**7 786 947**	**3,6**
100 001 – 500 000	**145**	**0,5**	**33 244 160**	**15,2**
500 001 – 1 000 000	**24**	**0,1**	**17 459 921**	**8,0**
Over 1 000 000	**33**	**0,1**	**123 713 018**	**56,6**
	29 153	**100,0**	**218 199 280**	**100,0**
Treasury shares				
Shares held by PSG Financial Services (a wholly-owned subsidiary)	**1**		**13 908 770**	
	29 154		**232 108 050**	
Non-public and public shareholding				
Non-public (directors)*	**7**		**13 080 826**	**6,0**
Public	**29 146**	**100,0**	**205 118 454**	**94,0**
	29 153	**100,0**	**218 199 280**	**100,0**

Individual shareholders (excluding directors) holding 5% or more of shares in issue (net of treasury shares) as at 28 February 2019	Number	%
JF Mouton Familietrust and its subsidiaries	**42 104 981**	19,3
Public Investment Corporation (including Government Employees Pension Fund)	**23 045 030**	10,6
	65 150 011	29,9

* *Refer to the directors' report for further details of directors' holdings.*

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given of the annual general meeting of shareholders of PSG Group Ltd ("PSG Group" or "the Company") to be held at Spier Wine Estate, Baden Powell Drive, Stellenbosch, at 11:00 on Friday, 26 July 2019 ("the AGM").

Purpose

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

Agenda

- Presentation of the audited annual financial statements of the Company, including the remuneration report and the reports of the directors and the audit and risk committee for the year ended 28 February 2019. The annual report, of which this notice forms part, contains the summary consolidated financial statements and the aforementioned reports. The annual financial statements, including the unmodified audit opinion, are available on PSG Group's website at *www.psggroup.co.za*, or may be requested and obtained in person, at no charge, at the registered office of PSG Group during office hours.
- To consider and, if deemed fit, approve, with or without modification, the following ordinary resolutions:

  Note:
  For ordinary resolutions numbers 1 to 10 (inclusive) to be adopted, more than 50% of the voting rights exercised on the applicable ordinary resolution must be exercised in favour thereof. For ordinary resolution number 11 to be adopted, at least 75% of the voting rights exercised on such ordinary resolution must be exercised in favour thereof.

1. Retirement, re-election and confirmation of appointment of directors

1.1 Ordinary resolution number 1

"Resolved that Mr ZL Combi, who retires by rotation in terms of the memorandum of incorporation of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as director."

While Mr ZL Combi has served on PSG Group's board for the past 11 years, the board is satisfied that he remains independent.

Summary curriculum vitae of Mr ZL (KK) Combi

KK holds a diploma in public relations and was awarded the Ernst & Young South African Entrepreneur of the Year award in 2000, as well as the World Entrepreneur of the Year in Managing Change award in 2001. He is a member of the Institute of Directors and currently serves on the boards of various companies as a non-executive director.

1.2 Ordinary resolution number 2

"Resolved that Mr FJ Gouws, who retires by rotation in terms of the memorandum of incorporation of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as director."

Summary curriculum vitae of Mr FJ (Francois) Gouws

Francois is a Chartered Accountant (SA). He worked for SMK as an insurance and banking analyst, and became a partner of this firm in 1993. He joined UBS Investment Bank in 1995 and held various positions within this business. Alongside the Heads of Fixed Income, he was responsible for the UBS Securities Division until October 2011. He joined PSG Konsult in July 2012 and continues to serve as its chief executive officer.

1.3 Ordinary resolution number 3

"Resolved that Ms AM Hlobo's appointment as director in terms of the memorandum of incorporation of the Company be and is hereby confirmed."

Summary curriculum vitae of Ms AM (Modi) Hlobo

Modi is a Chartered Accountant (SA) and holds an MCom (Finance) degree. Modi has served as a director and audit and risk committee member of numerous unlisted and public-sector entities, including Johannesburg City Parks and Zoo, the Johannesburg Development Agency, Johannesburg Property Company and the Department of Public Enterprise. She is currently a senior lecturer at the University of Johannesburg's School of Accounting.

The reason for ordinary resolutions numbers 1 and 2 (inclusive) is that the memorandum of incorporation of the Company, the Listings Requirements of the JSE Ltd ("JSE") and, to the extent applicable, the Companies Act of South Africa ("the Companies Act"), require that a component of the non-executive directors rotate at every annual general meeting of the company and, being eligible, may offer themselves for re-election as directors.

The reason for ordinary resolution number 3 is that the memorandum of incorporation of the Company and the Listings Requirements of the JSE ("Listings Requirements") require that any director appointed by the board of the company be confirmed by the shareholders at the next annual general meeting of the Company.

2. Re-appointment and appointment of members of the audit and risk committee of the Company

Note:
For avoidance of doubt, all references to the audit and risk committee of the Company is a reference to the audit committee as contemplated in the Companies Act.

2.1 Ordinary resolution number 4

"Resolved that Mr PE Burton, being eligible, be and is hereby re-appointed as a member of the audit and risk committee of the Company, as recommended by the board of directors of the Company, until the next annual general meeting of the Company."

While Mr PE Burton has served on PSG Group's board for the past 18 years, the board is satisfied that he remains independent.

Summary curriculum vitae of Mr PE (Patrick) Burton

Patrick graduated with a BCom (Hons) Financial Management degree and postgraduate Diploma in Tax Law. He is a founding director of Siphumelele Investments, a black economic empowerment company, and currently serves on the boards of various companies as a non-executive director.

2.2 Ordinary resolution number 5

"Resolved that Ms AM Hlobo, subject to the approval of ordinary resolution number 3, being eligible, be and is hereby appointed as a member of the audit and risk committee of the Company, as recommended by the board of directors of the Company, until the next annual general meeting of the Company."

A summary of Modi's curriculum vitae has been included in paragraph 1.3 above.

2.3 Ordinary resolution number 6

"Resolved that Ms B Mathews, being eligible, be and is hereby re-appointed as a member of the audit and risk committee of the Company, as recommended by the board of directors of the Company, until the next annual general meeting of the Company."

Summary curriculum vitae of Ms B (Bridgitte) Mathews

Bridgitte is a Chartered Accountant (SA) and currently serves on the boards of various companies as non-executive director. She has been a member of the African Women Chartered Accountants since 2007 and a member of the Institute of Directors since 2011.

2.4 Ordinary resolution number 7

"Resolved that Mr CA Otto, being eligible, be and is hereby re-appointed as a member of the audit and risk committee of the Company, as recommended by the board of directors of the Company until the next annual general meeting of the Company."

While Mr CA Otto has served on PSG Group's board for the past 23 years, the board is satisfied that he remains independent.

Summary curriculum vitae of Mr CA (Chris) Otto

Chris graduated BCom LLB from Stellenbosch University and is a founding director of PSG Group, Capitec and Zeder. He also serves on the boards of Kaap Agri and various other listed and unlisted companies. Since his appointment as PSG Group director in 1995, he has attended all board meetings without fail.

The reason for ordinary resolutions numbers 4 to 7 (inclusive) is that the Company, being a public listed company, must appoint an audit committee and the Companies Act requires that the members of such audit committee be appointed, or re-appointed, as the case may be, at each annual general meeting of such company.

3. Re-appointment of auditor

Ordinary resolution number 8

"Resolved that PricewaterhouseCoopers Inc. be and is hereby re-appointed as auditor of the Company for the ensuing financial year or until the next annual general meeting of the Company, whichever is the later, with the designated auditor being Mr D de Jager, as registered auditor and partner in the firm, on the recommendation of the audit and risk committee of the Company."

The reason for ordinary resolution number 8 is that the Company, being a public listed company, must have its financial results audited and such auditor must be appointed or re-appointed, as the case may be, at each annual general meeting of the Company, as required by the Companies Act.

4. Non-binding advisory vote on PSG Group's remuneration policy

Ordinary resolution number 9

"Resolved that the Company's remuneration policy, as set out on pages 44 to 49 of the annual report to which this notice of annual general meeting is annexed, be and is hereby endorsed by way of a non-binding advisory vote."

The reason for ordinary resolution number 9 is that the King IV Report on Corporate Governance™ for South Africa, 2016 ("King IV™") recommends, and the Listings Requirements require, that the remuneration policy of a company be tabled for a non-binding advisory vote by shareholders at each annual general meeting of the company. This enables shareholders to express their views on the remuneration policy adopted. The effect of ordinary resolution number 9, if passed, will be to endorse the Company's remuneration policy. Ordinary resolution number 9 is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing remuneration agreements. However, the board will take the outcome of the vote into consideration when considering amendments to the Company's remuneration policy.

5. **Non-binding advisory vote on PSG Group's implementation report on the remuneration policy**

Ordinary resolution number 10

"Resolved that the Company's implementation report in respect of its remuneration policy, as set out on pages 50 to 61 of the annual report to which this notice of annual general meeting is annexed, be and is hereby endorsed by way of a non-binding vote."

The reason for ordinary resolution number 10 is that King IV™ recommends, and the Listing Requirements require, that the implementation report on a company's remuneration policy be tabled for a non-binding advisory vote by shareholders at each annual general meeting of the company. This enables shareholders to express their views on the implementation of a company's remuneration policy. The effect of ordinary resolution number 10, if passed, will be to endorse the Company's implementation report in respect of its remuneration policy. Ordinary resolution number 10 is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing remuneration agreements. However, the board will take the outcome of the vote into consideration when considering amendments to the Company's remuneration policy and its implementation.

6. **General authority to issue ordinary shares for cash**

Ordinary resolution number 11

"Resolved that the directors of the Company be and are hereby authorised, by way of a general authority, to allot and issue any of the Company's unissued shares 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 Listings Requirements, provided that:

- the approval shall be valid until the date of the next annual general meeting of the Company, provided it shall not extend beyond 15 months from the date of this resolution;
- the general issues of shares for cash under this authority may not exceed, in the aggregate, 5% of the Company's issued share capital (number of securities) of that class as at the date of this notice of AGM, it being recorded that ordinary shares issued pursuant to a rights offer to shareholders, shares issued in connection with the PSG Group Ltd Supplementary Share Incentive Trust ("the trust") or options granted by the trust in accordance with the Listings Requirements shall not diminish the number of ordinary shares that comprise the 5% of the ordinary shares that can be issued in terms of this ordinary resolution. As at the date of this notice of AGM, 5% of the Company's issued ordinary share capital (net of treasury shares) amounts to 10 912 724 ordinary shares;
- in determining the price at which an issue of 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 Company 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 of the JSE."

For listed entities wishing to issue shares for cash (other than issues by way of rights offers and/or in connection with duly approved share incentive schemes), it is necessary for the board of the company to obtain prior authority from shareholders in accordance with the Listings Requirements and the memorandum of incorporation of the company. Accordingly, the reason for ordinary resolution number 11 is to obtain such general authority from shareholders to issue shares for cash in compliance with the Listings Requirements and the memorandum of incorporation of the Company.

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

  Note:
  For special resolutions numbers 1 to 4 (inclusive) to be adopted, at least 75% of the voting rights exercised on the applicable special resolution must be exercised in favour thereof.

7. Remuneration of non-executive directors

Special resolution number 1

"Resolved, in terms of section 66(9) of the Companies Act, that the Company be and is hereby authorised to remunerate its non-executive directors for their services as directors, which includes serving on various sub-committees and to make payment of the amounts set out below (plus any value-added tax, to the extent applicable), provided that this authority will be valid until the next annual general meeting of the Company:

	Annual fee (excluding value-added tax) Feb 2020 R
PSG Group Board	
Chairman	**650 000**
Member	**266 250**
PSG Group Audit and Risk Committee	
Chairman	**186 375**
Member	**159 750**
PSG Group Remuneration Committee	
Chairman	**79 875**
Member	**53 250**
PSG Group Social and Ethics Committee	
Chairman	**31 950**
Member	**21 300**

The reason for special resolution number 1 is for the Company to obtain the approval of shareholders by way of a special resolution for the payment of remuneration to its non-executive directors in accordance with the requirements of the Companies Act.

The effect of special resolution number 1, if passed, is that the Company will be able to pay its non-executive directors for the services they render to the Company as directors without requiring further shareholder approval until the next annual general meeting of the Company.

8. Inter-company financial assistance

8.1 Special resolution number 2: Inter-company financial assistance

"Resolved, in terms of section 45(3)(a)(ii) of the Companies Act, as a general approval, that the board of the Company be and is hereby authorised to approve that the Company provides any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to it in section 45(1) of the Companies Act) that the board of the Company may deem fit to any company or corporation that is related or inter-related ("related" and "inter-related" will herein have the meaning attributed to it in section 2 of the Companies Act) to the Company, on the terms and conditions and for amounts that the board of the Company may determine, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the Company."

The reason for and effect, if passed, of special resolution number 2 is to grant the directors of the Company the authority, until the next annual general meeting of the Company, to provide direct or indirect financial assistance to any company or corporation which is related or inter-related to the Company. This means that the Company is, inter alia, authorised to grant loans to its subsidiaries and to guarantee the debt of its subsidiaries.

8.2 Special resolution number 3: Financial assistance for the subscription and/or purchase of shares in the Company or a related or inter-related company

"Resolved, in terms of section 44(3)(a)(ii) of the Companies Act, as a general approval, that the board of the Company be and is hereby authorised to approve that the Company provides any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to it in sections 44(1) and 44(2) of the Companies Act) that the board of the Company may deem fit to any person, including any company or corporation that is related or inter-related to the Company ("related" and "inter-related" will herein have the meaning attributed to it in section 2 of the Companies Act) and/or to any financier who provides funding by subscribing for preference shares or other securities in the Company or in any company or corporation that is related or inter-related to the Company, on the terms and conditions and for amounts that the board of the Company may determine for the purpose of, or in connection with the subscription for any option, or any shares or other securities, issued or to be issued by the Company or by a related or inter-related company or corporation, or for the purchase of any shares or securities of the Company or of a related or inter-related company or corporation, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the Company."

The reason for and effect, if passed, of special resolution number 3 is to grant the directors the authority, until the next annual general meeting of the Company, to provide financial assistance to any person, including any company or corporation which is related or inter-related to the Company and/or to any financier for the purpose of or in connection with the subscription or purchase of options, shares or other securities in the Company or any related or inter-related company or corporation. This means that the Company is authorised, inter alia, to grant loans to its subsidiaries and to guarantee and furnish security for the debt of its subsidiaries where any such financial assistance is directly or indirectly related to a party subscribing for options, shares or securities in the Company or its subsidiaries. A typical example of where the Company may rely on this authority is where a wholly-owned subsidiary raised funds by way of issuing preference shares and the third-party funder requires the Company to furnish security, by way of a guarantee or otherwise, for the obligations of its wholly-owned subsidiary to the third-party funder arising from the issue of the preference shares.

In terms of and pursuant to the provisions of sections 44 and 45 of the Companies Act, the directors of the Company confirm that the board will satisfy itself, after considering all reasonably foreseeable financial circumstances of the Company, that immediately after providing any financial assistance as contemplated in special resolutions numbers 2 and 3 above:

- the assets of the Company (fairly valued) will equal or exceed the liabilities of the Company (fairly valued) (taking into consideration the reasonably foreseeable contingent assets and liabilities of the Company); and
- the Company will be able to pay its debts as they become due in the ordinary course of business for a period of 12 months.

In addition, the board will only approve the provision of any financial assistance contemplated in special resolutions numbers 2 and 3 above, where:

- the board is satisfied that the terms under which any financial assistance is proposed to be provided, will be fair and reasonable to the Company; and
- all relevant conditions and restrictions (if any) relating to the granting of financial assistance by the Company as contained in the Company's memorandum of incorporation have been met.

9. **Special resolution number 4: Share repurchases by PSG Group and its subsidiaries**

"Resolved, as a special resolution, that the Company and its subsidiaries be and are hereby authorised, as a general approval, to repurchase any of the shares issued by the Company, upon such terms and conditions and in such amounts as the directors may from time to time determine, but subject to the provisions of sections 46 and 48 of the Companies Act, the memorandum of incorporation of the Company and the Listings Requirements, including, inter alia, that:

- the general repurchase of the shares may only be implemented through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counterparty;
- this general authority shall only be valid until the next annual general meeting of the Company, provided that it shall not extend beyond 15 months from the date of this resolution;
- an announcement must be published as soon as the Company has acquired shares constituting, on a cumulative basis, 3% of the number of shares in issue on the date that this authority is granted, containing full details thereof, as well as for each 3% in aggregate of the initial number of shares acquired thereafter;
- the general authority to repurchase is limited to a maximum of 20% in the aggregate in any one financial year of the Company's issued share capital at the time the authority is granted;
- a resolution has been passed by the board of directors approving the repurchase, that the Company and its subsidiaries ("the group") have satisfied the solvency and liquidity test as defined in the Companies Act and that, since the solvency and liquidity test was applied, there have been no material changes to the financial position of the group;
- the general repurchase is authorised by the Company's memorandum of incorporation;
- repurchases must not be made at a price more than 10% above the weighted average of the market price of the shares for the five business days immediately preceding the date that the transaction is effected. The JSE will be consulted for a ruling if the Company's securities have not traded in such five-business-day period;
- the Company may at any point in time only appoint one agent to effect any repurchase(s) on the Company's behalf; and
- the Company may not effect a repurchase during any prohibited period as defined in terms of the Listings Requirements unless there is a repurchase programme in place, which programme has been submitted to the JSE in writing prior to the commencement of the prohibited period and executed by an independent third-party, as contemplated in terms of paragraph 5.72(h) of the Listings Requirements."

The reason for and effect, if passed, of special resolution number 4 is to grant the directors a general authority in terms of the Company's memorandum of incorporation and the Listings Requirements for the acquisition by the Company or by a subsidiary of the Company of shares issued by the Company on the basis reflected in special resolution number 4. The Company has no immediate plans to use this authority and is simply obtaining same in the interests of prudence and good corporate governance should the unforeseen need arise to use the authority.

In terms of section 48(2)(b)(i) of the Companies Act, subsidiaries may not hold more than 10%, in aggregate, of the number of the issued shares of any class of a company. For the avoidance of doubt, a pro rata repurchase by the Company from all its shareholders will not require shareholder approval, save to the extent as may be required by the Companies Act.

10. Other business

To transact such other business as may be transacted at an annual general meeting or raised by shareholders with or without advance notice to the Company.

Information relating to the special resolutions

1. The directors of the Company or its subsidiaries will only utilise the general authority to repurchase shares of the Company as set out in special resolution number 4 to the extent that the directors, after considering the maximum number of shares to be purchased, are of the opinion that the position of the group would not be compromised as to the following:
   - the group's ability in the ordinary course of business to pay its debts for a period of 12 months after the date of the AGM and for a period of 12 months after the repurchase;
   - the consolidated assets of the group will at the time of the AGM and at the time of making such determination, and for a period of 12 months thereafter, be in excess of the consolidated liabilities of the group. The assets and liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited annual financial statements of the group;
   - the ordinary capital and reserves of the group after the repurchase will remain adequate for the purpose of the business of the group for a period of 12 months after the AGM and after the date of the share repurchase; and
   - the working capital available to the group after the repurchase will be sufficient for the group's ordinary business purposes for a period of 12 months after the date of the notice of the AGM and for a period of 12 months after the date of the share repurchase.

   General information in respect of major shareholders, material changes and the share capital of the Company is contained in the annual report of which this notice forms part, as well as the full set of annual financial statements, being available on PSG Group's website at *www.psggroup.co.za* or which may be requested and obtained in person, at no charge, at the registered office of PSG Group during office hours.
2. The directors, whose names appear on pages 8 and 9 of the annual report of which this notice forms part, collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this notice of AGM contains all information required by law and the Listings Requirements.
3. Special resolutions numbers 2, 3 and 4 are renewals of resolutions taken at the previous annual general meeting held on 22 June 2018.

Voting

1. The date on which shareholders must be recorded as such in the share register maintained by the transfer secretary of the Company ("the Share Register") for purposes of being entitled to receive this notice is Friday, 31 May 2019.

2. The date on which shareholders must be recorded in the Share Register for purposes of being entitled to attend and vote at the AGM is Friday, 19 July 2019, with the last day to trade being Tuesday, 16 July 2019.

3. Meeting participants will be required to provide proof of identification to the reasonable satisfaction of the chairman of the AGM and must accordingly bring a copy of their identity document, passport or driver's license to the AGM. 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. Certificated shareholders and own-name dematerialised shareholders entitled to attend and vote at the AGM 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 such shareholders who wish to be represented at the AGM. Completion of a form of proxy will not preclude such shareholder from attending and voting (in preference to that shareholder's proxy) at the AGM. Forms of proxy must be completed and lodged at or posted to the transfer secretary, Computershare Investor Services (Pty) Ltd (Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 or PO Box 61051, Marshalltown, 2107), or emailed to *proxy@computershare.co.za* so as to be received by the transfer secretary by not later than 11:00 on Wednesday, 24 July 2019, provided that any form of proxy not delivered to the transfer secretary by this time may be handed to the chairman of the AGM at any time before the appointed proxy exercises any shareholder rights at the AGM.

5. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who wish to attend the AGM 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.

6. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who are unable to attend the AGM 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 stipulated therein. Such shareholders should contact their CSDP or broker with regard to the cut-off time for their voting instructions.

7. 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.

Electronic participation

1. Shareholders or their proxies may participate in the AGM by way of telephone conference call ("teleconference facility").
2. Please note that the teleconference facility will only allow shareholders to listen in and raise questions during the allocated time. Shareholders will not be able to vote using the teleconference facility. Should such shareholders wish to vote, they must either:
   - complete the proxy form and return it to the transfer secretary in accordance with paragraph 4 on page 97; or
   - contact their CSDP or broker in accordance with paragraphs 5 or 6 on page 97.
3. Shareholders or their proxies who wish to participate in the AGM via the teleconference facility must notify the Company by emailing the company secretary (*cosec@psggroup.co.za*) by no later than Friday, 19 July 2019. The company secretary will first validate such requests and confirm the identity of the shareholder in terms of section 63(1) of the Companies Act, and thereafter provide further details on using the teleconference facility. A total of 20 telecommunication lines will be available for such participation, which will be allocated on a first-come-first-served basis.
4. The cost of the participant's phone call will be for his/her own expense and will be billed separately by his/her own telephone service provider.
5. The Company cannot guarantee there will not be a break in communication which is beyond the control of the Company.
6. The participant acknowledges that the telecommunication lines are provided by a third-party and indemnifies the Company against any loss, injury, damage, penalty or claim arising in any way from the use of the telecommunication lines, whether or not the problem is caused by any act or omission on the part of the participant or anyone else. In particular, but not exclusively, the participant acknowledges that he/she will have no claim against the Company, whether for consequential damages or otherwise, arising from the use of the telecommunication lines or any defect in it or from total or partial failure of the telecommunication lines and connections linking the telecommunication lines to the AGM.

By order of the board

PSG Corporate Services (Pty) Ltd
Per A Rossouw
PSG Group Company Secretary

Stellenbosch
5 June 2019

PSG GROUP FORM OF PROXY

PSG GROUP LIMITED

(Incorporated in the Republic of South Africa)
(Registration number 1970/008484/06)
JSE share code: PSG ISIN code: ZAE000013017
("PSG Group" or "the Company")

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

For use at the annual general meeting of ordinary shareholders of the Company to be held at Spier Wine Estate, at 11:00 on Friday, 26 July 2019 ("the AGM").

I/We (full name in print) ____________________

of (address) ____________________

being the registered holder of ____________________ ordinary shares hereby appoint:

1. ____________________ or failing him/her,
2. ____________________ or failing him/her,
3. the chairman of the AGM,

as my proxy to vote for me/us at the AGM for purposes of considering and, if deemed fit, passing, with or without modification, the ordinary resolutions and special 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 shares registered in my/our name(s) in accordance with the following instructions (see notes):

		Number of shares		
		In favour of	**Against**	**Abstain**
1.1	Ordinary resolution number 1: To re-elect Mr ZL Combi as director			
1.2	Ordinary resolution number 2: To re-elect Mr FJ Gouws as director			
1.3	Ordinary resolution number 3: To confirm the appointment of Ms AM Hlobo as director			
2.1	Ordinary resolution number 4: To re-appoint Mr PE Burton as a member of the audit and risk committee			
2.2	Ordinary resolution number 5: To appoint Ms AM Hlobo as a member of the audit and risk committee			
2.3	Ordinary resolution number 6: To re-appoint Ms B Mathews as a member of the audit and risk committee			
2.4	Ordinary resolution number 7: To re-appoint Mr CA Otto as a member of the audit and risk committee			
3.	Ordinary resolution number 8: To re-appoint PricewaterhouseCoopers Inc. as auditor			
4.	Ordinary resolution number 9: Non-binding endorsement of PSG Group's remuneration policy			
5.	Ordinary resolution number 10: Non-binding endorsement of PSG Group's implementation report on the remuneration policy			
6.	Ordinary resolution number 11: General authority to issue ordinary shares for cash			
7.	Special resolution number 1: Remuneration of non-executive directors			
8.1	Special resolution number 2: Inter-company financial assistance			
8.2	Special resolution number 3: Financial assistance for the subscription and/or purchase of shares in the Company or a related or inter-related company			
9.	Special resolution number 4: Share repurchases by PSG Group and its subsidiaries			

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

Signed at ____________________ on this ____________ day of ____________________ 2019.

Signature(s) ____________________

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

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

PSG GROUP FORM OF PROXY *(continued)*

Notes

1. A PSG Group 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 AGM". The person whose name appears first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
2. A PSG Group shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of 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 AGM, if he/she is the authorised proxy, to vote in favour of the resolutions at the AGM, or any other proxy to vote or to abstain from voting at the AGM 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 shares, any one of such persons may vote at the AGM in respect of such shares as if he/she is solely entitled thereto, but, if more than one of such joint holders be present or represented at any AGM, that one of the said persons whose name stands first in the register in respect of such 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 shares stand, shall be deemed joint holders thereof.
4. Forms of proxy must be completed and lodged at or posted to the transfer secretary, Computershare Investor Services (Pty) Ltd (Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 or PO Box 61051, Marshalltown, 2107), or emailed to *proxy@computershare.co.za* so as to be received by the transfer secretary by not later than 11:00 on Wednesday, 24 July 2019, provided that any form of proxy not delivered to the transfer secretary by this time may be handed to the chairman of the AGM at any time before the appointed proxy exercises any shareholder rights at the AGM.
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 AGM.
7. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.