REMUNERATION REPORT

REPORT FROM THE REMUNERATION COMMITTEE

1. REMUNERATION WITHIN AN INVESTMENT HOLDING COMPANY

PSG Group is an investment holding company with more than 95% of its total assets represented by independently managed JSE-listed investments, each with its own remuneration committee and policy designed specifically for its business and the industry in which it operates. An investment holding company is distinctly different from an operational company. It has limited day-to-day operations and its primary focus is to make and help grow investments that will procure long-term value creation for shareholders. The remuneration policy for such an investment holding company therefore needs to be conducive to driving long-term decision-making in order to achieve the company's objectives.

Accordingly, the primary responsibilities of the PSG Group Remuneration Committee ("PSG Group Remcom" or "Remcom" or "Committee") are to:

- Oversee the remuneration and incentives of PSG Group's executive directors and other employees at head office to ensure it is fair and responsible toward such individuals as well as the company (i.e. shareholders and other stakeholders);
- Review PSG Group's non-executive directors' fees and make appropriate recommendations to shareholders for approval thereof; and
- Provide guidance to the remuneration committees of unlisted companies forming part of the broader PSG Group.

The PSG Group Remcom comprises three independent non-executive directors – KK Combi, Chris Otto and me as chairman. After comprehensive prior consultation with management, the Committee held one formal meeting during the past year on 14 February 2020, and all members were present.

2. PSG GROUP'S REMUNERATION PHILOSOPHY

PSG Group aims to align remuneration practices with its business strategies to deliver on its stated objective of long-term value creation for all shareholders through a combination of share price appreciation, cash dividends and other distributions, as circumstances may dictate.

Remuneration practices should always be fair and responsible to both the employee and the company (i.e. shareholders and other stakeholders), whilst continuously reporting thereon in a transparent manner.

PSG Group has provided its shareholders with superior returns over the past 24 years since establishment. Long-term value creation will always depend on, amongst other, PSG Group attracting and retaining the services of talented individuals. To do so, it is imperative that PSG Group's remuneration practices are appropriate and competitive.

PSG Group's three executive directors have each served in their respective current roles for at least 10 years. Over this period, PSG Group's market capitalisation has increased from approximately R3,7bn to R40,7bn, and its share price from R22,05 at 28 February 2010 to R186,60 as at 29 February 2020. Assuming that dividends were reinvested in PSG Group shares, this represented a return of 25,6% p.a. over the period. Shareholders have accordingly benefited significantly from the value created, while executive directors have been remunerated commensurately due to their interests being materially aligned with those of shareholders.

3. KEY FEATURES OF PSG GROUP'S REMUNERATION POLICY

The Remcom previously introduced an appropriate remuneration policy for PSG Group's head office employees (including PSG Group's executive directors) to help drive long-term focus and decision-making in order to ultimately deliver on PSG Group's stated objective of long-term value creation for shareholders.

PSG Group's most significant successes to date emanated from early-stage investing – Capitec and PSG Konsult are prime examples. As with any start-up business, it will likely take years to determine success, and it is accordingly imperative for management to maintain a long-term focus to help achieve this objective. It would be irrational to remunerate management based on meeting short-term operational targets or when making new investments while the ultimate success thereof is still unknown. PSG Group's remuneration policy has consequently been designed to suitably align the interests of its employees with those of shareholders – if PSG Group shareholders do well, the employees will do well, and importantly so, vice versa.

The table below lists some of the key features of PSG Group's remuneration policy and cross references to the relevant sections of the remuneration policy:

Key feature		Page
Short-term incentives		
Benchmarking of base salaries	✓	46
Portion of base salary deferred for 12 months	✓	46
Subject to malus/clawback provisions	✓	46
No bonus payments to CEO, CFO or managers	✓	47
Long-term incentives (share options)		
Share options awarded at ruling market price – i.e. participants only realise value if there is share price appreciation	✓	47
Vesting occurs over time	✓	48
Vesting subject to *non-financial* personal key performance measures	✓	48
Vesting subject to *financial* performance measures	✓	48
Award and vesting subject to minimum shareholding requirements for executive directors (incl. CEO and CFO)	✓	49
Subject to malus/clawback provisions	✓	49

4. CHANGES MADE TO PSG GROUP'S REMUNERATION POLICY DURING THE PAST YEAR AND FUTURE CONSIDERATIONS

4.1 Voting at the previous annual general meeting ("AGM")

As prescribed by the King IV Report on Corporate Governance™ for South Africa, 2016 ("King IV™") and required by the JSE Listings Requirements, PSG Group presented its remuneration policy and the implementation report thereon to shareholders for a *non-binding advisory* vote at its previous AGM held on 26 July 2019. Shareholders representing 75,6% of the total votes exercisable were in attendance, whether in person, by proxy or authorised representative, and the results from their voting were:

Resolution	For	Against
Non-binding endorsement of remuneration policy	80,6%	19,4%
Non-binding endorsement of implementation report on the remuneration policy	82,3%	17,7%

4.2 Engagement with shareholders following the previous AGM

PSG Group's largest institutional shareholder, the Public Investment Corporation ("PIC") with an 11% shareholding, supported both the remuneration policy and the implementation report thereon at the previous AGM. However, they requested that further consideration be given to whether cost of equity ("COE") would not be more appropriate than weighted average cost of capital ("WACC") as benchmark against which PSG Group's return on equity ("ROE") is measured to determine whether share options vest or not. After due consideration, the Remcom agreed to such request and the remuneration policy has been amended accordingly (refer page 48). The effect of the aforementioned adjustment is a marginal increase of approximately 0,5% to the performance hurdle benchmark, which would not have impacted the vesting of share options during any of the past five years, as set out in the table below:

Vesting date	ROE actual performance %	Previous benchmark (i.e. WACC) %	New benchmark (i.e. COE) %
Feb 16	14,4	10,6	10,9
Feb 17	14,5	10,7	11,1
Feb 18	14,4	11,3	11,7
Feb 19	14,4	11,8	12,2
Feb 20	14,5	N/a	12,6

Note: The targets are likely to be amended given the magnitude and impact of the Capitec unbundling referred to in paragraph 4.4 below.

4.3 Other considerations

As communicated in last year's remuneration report and considering further engagement with stakeholders, it is evident that numerous investors do not give due consideration to the embedded performance hurdle underlying share options awarded at a strike price equal to the ruling market price ("Fully Priced Share Options") as opposed to share options awarded at zero cost ("Nil Paid Share Options").

We understand the investor community's requirement for additional performance hurdles (both financial and non-financial) as vesting conditions to share options awarded to management. However, the simple reality is that management with Nil Paid Share Options will realise value irrespective of what the share price performance is as long as predetermined performance targets (if any) are met. In contrast, management with Fully Priced Share Options (as is the case with PSG Group) will not realise any value unless there is share price growth above the strike price at which such share options were awarded, irrespective of whether they have met their financial and non-financial performance targets. It is evident that Fully Priced Share Options align management's interests with those of shareholders – management will only benefit if the share price increases substantially, in which case shareholders would have benefited accordingly.

As an example – if a participant is issued Fully Priced Share Options at a strike price equal to the ruling market price of, say R220, the participant will only realise value should the share price increase to above R220 at vesting date. Nil Paid Share Options on the other hand will provide value to the participant even if the share price had declined to below R220 at vesting date. For this reason, the vesting conditions attaching Nil Paid Share Options should be considerably more stringent than those attaching Fully Priced Share Options.

In our opinion as Remcom, the main benefit of potentially awarding Nil Paid Share Options rather than Full Price Share Options, is that it eliminates the effect of short-term share price fluctuations insofar it relates to when exactly participants join the share incentive scheme and are awarded share options for the first time. As an example, employee A joins the company and is awarded Fully Priced Share Options at a strike price equal to the ruling market price of say R220. Two months later, employee B joins the company and is awarded Fully Priced Share Options at a strike price equal to the then ruling market price of say R200, following a short-term decline due to general market sentiment. It is clear that employee A is significantly disadvantaged compared to employee B. However, had Nil Paid Share Options been awarded, both employee A and B could have been awarded a fixed exposure amount of say R1m, effectively putting them in the same position, irrespective of when they joined the company.

Taking cognisance of aforementioned embedded performance hurdle underlying Fully Priced Share Options, the investor community should demand significantly more stringent performance hurdles as vesting conditions in the case of Nil Paid Share Options. Our analysis of LTI schemes at other companies suggest that this is currently not the case.

The Remcom believes that the vesting conditions of PSG Group's share incentive scheme are sufficiently stringent, also with due regard to the embedded performance hurdle underlying the Fully Priced Share Options issued to PSG Group management.

The Remcom will continuously assess potential alternatives to PSG Group's current LTI structure, but remains committed to Fully Priced Share Options for now.

4.4 Capitec unbundling

During May 2020, PSG Group announced its intention to unbundle approximately 28,1% in Capitec to PSG Group shareholders, subject to various conditions being met, including regulatory and PSG Group shareholder approval, as further detailed in the *Letter to Shareholders* (page 6).

With aforementioned 28,1% in Capitec to be unbundled representing approximately 70% of PSG Group's *sum-of-the-parts ("SOTP") value* as at 29 February 2020, it is regarded as a "reorganisation of the group" in terms of the provisions of the PSG Group Supplementary Share Incentive Trust ("the SIT") trust deed governing the LTI, which provisions require such significant distribution to be accounted for by the LTI. Accordingly, the Remcom, in consultation with the trustees of the SIT, will give due consideration to what changes need to be made to the current LTI to account for the aforementioned unbundling during the ensuing financial year. Targets might also need to be amended given the magnitude and impact of the Capitec unbundling and, as a result, the portfolio will be significantly more weighted to early-stage investments. Given that early-stage investing is our primary investment strategy, it should not become a disincentive for management from an LTI perspective to focus thereon.

4.5 Voting at upcoming AGM

Both PSG Group's remuneration policy and its implementation report thereon will again be presented to shareholders for separate *non-binding advisory* votes at PSG Group's upcoming AGM to be held on 17 July 2020. In the event that 25% or more of shareholders vote against either the remuneration policy or the implementation report at the meeting, PSG Group will engage with such shareholders through dialogue, requesting written submissions or otherwise, in order to address their concerns, always with due regard to meeting PSG Group's stated business objectives while being fair and responsible toward both the employees and shareholders.

5. CEO VERSUS EMPLOYEE PAY

Given the nature of an investment holding company's operations, the vast majority of PSG Group head office employees are highly skilled and trained individuals, which include chartered accountants, engineers, lawyers and a mathematician. These individuals are remunerated accordingly and therefore the difference in the average annual base salary of an employee and that of PSG Group's CEO is relatively low when compared to operational companies in particular. The table below sets out the calculation hereof:

Annual base salary (STI)	**2020 R'000**
CEO	12 383
Average pay for employees (excluding the CEO)	1 438
Times	**8,6**
CEO	12 383
Average pay for employees (excluding all executive directors)	987
Times	**12,5**

6. DEVELOPMENT AND RETENTION OF TALENT

The development and retention of talent are of paramount importance to PSG Group, especially considering the small number of employees (only 16) employed at a head office level and the significance of employee continuity considering PSG Group's long-term value creation objective.

In summary – the Committee believes that PSG Group's remuneration policy is ideal for an investment holding company with a long-term value creation objective, is considerably more stringent than that of most comparable companies in nature and size and is fair and responsible to both the individual and shareholders. The Committee accordingly urges shareholders to consider PSG Group's remuneration report in detail and in context, and to support the *non-binding advisory* votes on its remuneration policy and implementation report thereon at PSG Group's upcoming AGM. The Committee remains committed to ongoing consultation on an individual shareholder level and welcomes any constructive input from shareholders throughout the year.

PE Burton
Remuneration Committee Chairman

Stellenbosch
10 June 2020

REMUNERATION POLICY

1. PROVIDING CONTEXT TO PSG GROUP'S OPERATIONS AT HEAD OFFICE LEVEL

1.1 As at 29 February 2020, the total employees at head office level, including the three PSG Group executive directors, comprised 43 individuals. However, 27 of these individuals worked in the PSG Capital corporate finance and Grayston Elliot tax advisory divisions, with only the remaining 16 employees being dedicated full-time to the day-to-day running of PSG Group and the sourcing of new investment opportunities for PSG Alpha. These 16 individuals comprise the PSG Group CEO and CFO, four managers and 10 support staff providing finance, information technology and general administrative support services. It is important to note that since PSG Group makes use of PSG Capital's corporate finance and Grayston Elliot's tax advisory services, it allows PSG Group to have a small staff complement.

1.2 The PSG Capital corporate finance and Grayston Elliot tax advisory divisions provide professional services to PSG Group, its investees and to third parties. Considering the extensive services rendered to third parties, these divisions each operate according to a revenue-sharing arrangement whereby the respective division is entitled to a percentage of fee income generated, while being responsible for carrying all its operating and employment costs. The remaining balance constitutes a bonus pool available for distribution to such division's employees.

Johan Holtzhausen, an executive director of PSG Group, is employed as CEO of the PSG Capital corporate finance division. His total remuneration and incentives are determined by the Remcom, similarly to that of PSG Group's CEO and CFO. PSG Group carries only 25% of his base salary p.a. for services rendered to PSG Group (including, but not limited to, his contribution as member of the PSG Group Executive Committee and the PSG Group Board), while the balance of his employment costs is borne by the PSG Capital corporate finance division – including any costs associated with his PSG Group share option awards, as well as any discretionary bonus as determined in accordance with their aforementioned revenue-sharing arrangement.

1.3 Accordingly, the PSG Group head office's operating and employment costs are limited to that of the aforementioned 16 employees and 25% of Johan Holtzhausen's base salary. For the year ended 29 February 2020, PSG Group's total operating and employment costs amounted to approximately 0,13% (2019: 0,11%) of PSG Group's *SOTP value* as at the reporting date – by comparison, this is significantly lower than the management fees generally charged to investors in the local asset management industry.

2. COMPONENTS OF REMUNERATION

2.1 The remuneration of the aforementioned 16 PSG Group employees is reviewed annually by the Remcom, which seeks to ensure that balance is maintained between the respective remuneration components (i.e. short-term ("STI") versus long-term ("LTI"), and fixed versus variable), being:

Group	Number of employees	Focus	Strategic view	Remuneration component	Longest period of remuneration deferral
CEO and CFO	2	Formulate, drive and oversee implementation of strategy	Longest term	Base salary (STI) and share options (LTI)	Five years
Managers	4	Strategy implementation	Long term	Base salary (STI) and share options (LTI)	Five years
Other staff (group no 1)	3	Operational	Short to long term	Base salary (STI), discretionary bonus (STI) and share options (LTI)	Five years
Other staff (group no 2)	7	Support (administration)	Short term	Base salary and discretionary bonus (both STI)	One year
Total	**16**				

2.2 Total remuneration incorporates the following components:

Fixed remuneration

Base salary (STI)

- Base salary is guaranteed annual pay on a cost-to-company basis. It is subject to annual review and adjustments are effective 1 March of each year, coinciding with the commencement of PSG Group's financial year. Benchmarking is performed to ensure that remuneration is market-related with reference to companies comparable in nature, business complexity and the level of responsibility that the individual assumes.
- The payment of 30% of the CEO, CFO and managers' annual base salary is deferred for a period of 12 months, with such deferred payment being subject to:
  i. The individual being in PSG Group's service 12 months later, thereby serving as a retention mechanism in addition to the share incentive scheme (LTI) detailed below; and
  ii. Malus/clawback provisions in the event of the wilful material misstatement of financial results or fraudulent activity for a further 12 months after payment of the 30% deferred portion to the individual. If triggered, such malus/clawback provisions would require repayment to PSG Group of the total deferred salary amount received by the individual during the preceding 12 months; and
  iii. Meeting non-financial personal key performance objectives as detailed below.
- Benefits, forming part of total cost to company, are limited to:
  i. Group life cover (providing death, disability and dread disease benefits);
  ii. Membership to a retirement fund; and
  iii. Membership to a medical aid scheme.

Variable remuneration

Discretionary bonuses (STI)

- The CEO, CFO and managers do not qualify for discretionary bonuses.
- Johan Holtzhausen, an executive director of PSG Group, remains eligible for a discretionary bonus exclusively in terms of PSG Capital's aforementioned revenue-sharing arrangement as its CEO.
- PSG Group operational and support staff remains eligible for discretionary bonuses, subject to meeting both company and personal performance objectives.

Share incentive scheme (LTI)

- PSG Group shareholders adopted a share incentive scheme at PSG Group's AGM held on 19 June 2009, and subsequently approved amendments thereto at PSG Group's AGM held on 22 June 2018.
- In terms of the scheme, PSG Group share options are awarded to PSG Group's executive directors (being the CEO, CFO and Johan Holtzhausen), managers and other qualifying employees with the primary objectives of retaining their services and to align their interests with those of shareholders.
- A key feature of PSG Group's share incentive scheme is that participants will only benefit if there is long-term share price appreciation, driven largely by long-term growth in PSG Group's *SOTP value* per share. This should ultimately depend on sustained *recurring earnings* per share growth from PSG Group's underlying investee companies, as well as management's ability to continuously invest in and build new businesses with attractive long-term growth prospects. In line with shareholders, participants in the share incentive scheme will consequently share in the results of any good or bad business decisions.
- The share incentive scheme also ensures a rolling *long-term* focus for participants, considering the:
  i. Annual vesting of share options in 25%-tranches on each of the 2nd, 3rd, 4th and 5th anniversary of the award date, subject to meeting the required performance measures over a rolling five-year period; and
  ii. Share option award top-ups as detailed below.
- *Note*: the LTI and/or share options awarded in terms thereof will be subject to review in terms of the provisions of the SIT trust deed, as referred to in paragraph 4.4 on page 43.

Award

- Share options are awarded annually at the discretion of the Remcom, but subject to:
  - The participant meeting his/her non-financial personal key performance measures; and
  - The participant meeting the minimum shareholding requirement in the case of executive directors; and
  - Malus/clawback provisions.
- Such number of share options to be awarded is calculated using a mathematical formula based on the respective participant's base salary and a multiple (ranging between 1x and 10x depending on the participant's seniority and accordingly the level of responsibility assumed within the organisation) applied thereto. In calculating the annual share option top-up awards, the strike value of previously awarded but unvested share options are taken into account.
- All share options are awarded at a strike price equal to PSG Group's 30-day volume weighted average traded share price immediately preceding such award date (i.e. awarded at the ruling market price), thereby creating an embedded performance hurdle whereby participants will only benefit from the share incentive scheme if there is long-term share price appreciation and thus value creation for all PSG Group shareholders.

Variable remuneration *(continued)*
Share incentive scheme (LTI) *(continued)*

Vesting

Share options vest over a five-year period in 25%-tranches on each of the 2nd, 3rd, 4th and 5th anniversary of the award date, but subject to the following conditions:

- The participant remaining in service; and
- The participant meeting his/her non-financial personal key performance measures; and
- PSG Group meeting its financial performance measures; and
- The participant meeting the minimum shareholding requirement in the case of executive directors; and
- Malus/clawback provisions.

Non-financial personal key performance measures

The table below sets out the various non-financial personal key performance measures forming part of the CEO and CFO roles (with some overlapping responsibilities), as well as the respective weightings of such non-financial personal key performance measures:

	Weighting (%)	
	CEO	**CFO**
Formulating strategy and providing strategic guidance and direction throughout the broader group, including problem-solving when needed	40	25
Assessing investment opportunities for PSG Group and its investees	20	5
Implementation of investment/disinvestment decisions taken by the PSG Group Executive Committee/Board	–	5
Ensuring that sound corporate governance is entrenched at PSG Group and its investees – including maintaining a strong financial control environment and appropriate risk management processes, as well as promoting transformation throughout the group	10	20
Financial reporting and shareholder communication in a transparent, accurate, concise and timely manner	5	15
Maintaining investor relations in a professional and transparent fashion	10	5
Managing PSG Group's capital structure and resources in a responsible and effective manner, whilst enhancing shareholder returns	15	25
Total	**100**	**100**

Financial performance measures

- The vesting of 50% of share options will depend on PSG Group's *recurring earnings per share* ("*REPS*") growth outperforming a predefined "real growth"-benchmark, being calculated as South Africa's consumer price index ("CPI") inflation rate plus South Africa's gross domestic product ("GDP") growth rate plus an additional 3%, as measured over the five years immediately preceding such vesting date; and
- The vesting of 50% of share options will depend on PSG Group's average return on equity ("ROE"), as measured over the five years immediately preceding such vesting date, exceeding PSG Group's average cost of equity over such period.

Financial performance measures *(continued)*

The aforementioned measurement is over a five-year period in each instance due to vesting of any share option award occurring over such five-year period.

In the event of any major corporate action, the Remcom will duly re-evaluate the reasonability of the financial performance measures for the LTI.

Note: These financial performance measures will likely need to be amended given the magnitude and impact of the Capitec unbundling referred to in paragraph 4.4 on page 43.

Minimum shareholding requirement applicable to executive directors

The Remcom encourages management to hold shares in PSG Group to better align their interests with those of shareholders, and as a tangible demonstration of their commitment to PSG Group. Accordingly, both the award and vesting of share options of *executive directors* are subject to meeting a minimum shareholding requirement – must hold PSG Group shares on such award/vesting date to the value of at least 500% (CEO) or 400% (other executive directors) of his/her current base salary.

In the case of a new *executive director* being appointed, the Remcom will determine an appropriate period to allow such director to reach the required minimum shareholding level.

In the event of any major corporate action, the Remcom will duly re-evaluate the reasonability of the minimum shareholder requirement applicable to *executive directors* for the LTI.

Exercise of share options

- Participants to the SIT have a 180-day period following vesting date in which to exercise share options. Such period may be extended with the permission of the SIT trustees in certain circumstances, for example when in a closed period.
- Where malus/clawback provisions apply in the event of a participant being found guilty of the wilful material misstatement of financial results or other fraudulent activity, such participant will be liable to repay the after-tax gain made pursuant to the vesting and exercise of his/her share options during such period of the transgression.
- The SIT no longer provides loan funding to participants to assist with the exercise of share options.
- Should the participant not be able to exercise his/her share options on a cash basis (i.e. full settlement of the strike value plus any Section 8C income tax payable), the share options will be settled on a "net-equity basis" (i.e. the participant's after-tax upside will be settled through the issue of fully paid-up PSG Group shares to the participant, and PSG Group will pay over the related Section 8C income tax payable in cash on the participant's behalf).
- As an alternative to issuing shares to settle its obligation to participants, PSG Group in its sole discretion has the option to settle such obligation in cash.

Termination of service

- In the case of resignation, dismissal or early retirement of a participant (i.e. bad leaver), unvested share options are generally forfeited.
- In the case of the death, permanent disability, compulsory retirement or retrenchment of a participant (i.e. good leaver), any share options capable of being exercised within a period of 12 months thereafter, will generally continue to be exercisable provided it is exercised during such 12 months.
- However, in the case of the termination of employment for any reason other than dismissal, the Remcom may in its absolute discretion permit the exercise of any unvested share options upon such additional terms and conditions as it may determine (e.g. as part of non-compete provisions in the case of early retirement of key management).

3. TERMINATION OF EMPLOYMENT BENEFITS

PSG Group employees are not entitled to any payments upon termination of their service, except for those provided for in law (e.g. accrued annual leave and retrenchment payments).

4. GENDER PAY PARITY

PSG Group fully subscribes to the *equal pay for work of equal value* philosophy, and consequently there is no pay differentiation on the basis of gender.

5. NON-EXECUTIVE DIRECTORS

The remuneration of non-executive directors is reviewed annually by the PSG Group Executive Committee and thereafter referred to the Remcom, which seeks to ensure that fees are market-related considering the nature of PSG Group's operations, for formal approval by shareholders. Changes to the fee structure are generally effective 1 March, subject to approval by shareholders at PSG Group's AGM held in June/July of each year. The annual fees payable to non-executive directors are, as in the past, fixed and not subject to the attendance of meetings. However, in the event of non-attendance on a regular basis, this will be reconsidered.

The PSG Group Board voluntarily resolved to forego any increases in fees for the ensuing financial year. Accordingly, the fee structure for PSG Group's financial year ending 28 February 2021 which will be presented to shareholders for approval at PSG Group's upcoming AGM on 17 July 2020, is set out in the table below (excluding value-added tax, to the extent applicable):

	Annual fee 2020 R	**Annual fee 2021 R**	*Change %*
PSG Group Board			
Chairman	650 000	**650 000**	–
Member	266 250	**266 250**	–
PSG Group Audit and Risk Committee			
Chairman	186 375	**186 375**	–
Member	159 750	**159 750**	–
PSG Group Remuneration Committee			
Chairman	79 875	**79 875**	–
Member	53 250	**53 250**	–
PSG Group Social and Ethics Committee			
Chairman	31 950	**31 950**	–
Member	21 300	**21 300**	–

PSG Group pays all reasonable travelling and accommodation expenses incurred by non-executive directors to fulfil their duties and responsibilities, including the attendance of board and committee meetings.

Apart from Mr FJ Gouws as CEO of PSG Konsult, PSG Group's non-executive directors do not have any employment contracts, nor receive any benefits associated with permanent employment. None of PSG Group's non-executive directors participate in PSG Group's share incentive scheme.

IMPLEMENTATION REPORT

The Remcom confirms that PSG Group has in all respects complied with its remuneration policy for the year ended 29 February 2020.

All components of remuneration paid to PSG Group's executive and non-executive directors in accordance with PSG Group's remuneration policy are comprehensively disclosed and reported on herein.

1. EXECUTIVE DIRECTORS' REMUNERATION

The non-financial personal key performance measures for the PSG Group CEO and CFO are detailed in paragraph 2.2 of PSG Group's remuneration policy. The table below sets out such non-financial personal key performance measures, as well as the Remcom's assessment of the performance of the CEO and CFO there against.

Non-financial personal key performance measure	Assessment
Formulating strategy and providing strategic guidance and direction throughout the broader group, including problem-solving when needed	The Remcom is satisfied that PSG Group continues to be suitably guided by the CEO and CFO: • PSG Group's ultimate economic objective remains long-term shareholder wealth creation, driven through a relentless focus by management on sustained growth in the underlying investee companies. • PSG Group's most significant successes have stemmed from early-stage investing whereby it built businesses alongside entrepreneurs from the development stage – this remains a key focus area. • The CEO and CFO also continuously provide strategic guidance to PSG Group's core investee companies where needed and assist with problem solving when necessitated. For more detail, refer to the *Letter to Shareholders* (page 6) regarding: • Formulating strategy and providing guidance and direction as directors of PSG Group's listed investees; and • Helping formulate strategy and providing guidance and direction to PSG Alpha's portfolio of early-stage investments.
Assessing investment opportunities for PSG Group and its investees	The Remcom is satisfied that the CEO and CFO suitably assessed investment opportunities (whether accepted or rejected) for PSG Group and its investees. Furthermore, the CEO and CFO continue to formulate and drive certain potential value-unlocking strategies in this regard, the CEO and CFO have been instrumental in the strategic decision to unbundle approximately 28,1% of PSG Group's shareholding in Capitec in order to address specific challenges as detailed in the *Letter to Shareholders* (page 6). Such unbundling should unlock significant value for PSG Group shareholders, and is anticipated to be concluded at the end of August 2020 should all the required approvals be obtained.

Non-financial personal key performance measure	Assessment
Implementation of investment/disinvestment decisions taken by the PSG Group Executive Committee/Board	The Remcom is satisfied with the implementation of investment and disinvestment decisions taken by the PSG Group Executive Committee/Board, and that such transactions were implemented appropriately – timely and in accordance with the relevant IFRS accounting principles and tax advice obtained.
Ensuring that sound corporate governance is entrenched at PSG Group and its investees – including maintaining a strong financial control environment and appropriate risk management processes, as well as promoting transformation throughout the group	The Remcom is satisfied that the CEO and CFO continue to play an integral part in the ongoing entrenchment of good corporate governance throughout the group, with details thereof reported throughout this annual report: • PSG Group remains committed to exercising ethical and effective leadership to achieve the four governance outcomes: ethical culture, good performance, effective control and legitimacy. • It is further evident from the way in which PSG Group conducts its business – in an open, honest and ethical manner. • This includes, but is not limited to, concerted efforts to promote transformation within PSG Group and its investee companies, as well as at PSG Group board level. For more detail, refer to the *Environmental, Social and Governance Report* (page 28).
Financial reporting and shareholder communication in a transparent, accurate, concise and timely manner	The Remcom is satisfied that PSG Group's ongoing financial reporting and shareholder communication are of the highest standard – always transparent, accurate, concise, relevant and timely. This is evident from: • All correspondence, be it internal or external. • This annual report and the numerous announcements made by way of SENS and newspaper publications, also being available on PSG Group's website.
Maintaining investor relations in a professional and transparent fashion	The Remcom is satisfied that the CEO and CFO continue to maintain PSG Group's investor relations in a professional and transparent fashion: • PSG Group's interim and year-end results are formally presented to institutional investors bi-annually. • Investors are provided with formal feedback at PSG Group's AGM. • Numerous investor presentations are made throughout the year to local investor conferences and an international investor road show is conducted annually. • Regular ad hoc meetings are held locally at the request of predominantly local and international institutional investors. • However, given the current impact of COVID-19, such presentations may need to be conducted via electronic means in the foreseeable future. For more detail, refer to PSG Group's website at *www.psggroup.co.za* containing the presentations made to investors.

Non-financial personal key performance measure	Assessment
Managing PSG Group's capital structure and resources in a responsible and effective manner, while enhancing shareholder returns	The Remcom is satisfied that PSG Group's capital structure and resources continue to be managed in a responsible and effective manner: • Capital is always allocated with due regard to enhancing shareholder returns while managing the associated risk appropriately. • There is a relentless focus on effective cash flow management and planning on both a current and forward-looking basis to ensure a healthy liquidity position, which remains a key priority and entrenched in the PSG Group culture. • PSG Group has always had a conservative gearing policy and compliance with all imposed gearing covenants remains non-negotiable. • In accordance with PSG Group's liquidity and gearing policies, and as part of its immediate strategy in anticipation of the aforementioned unbundling of Capitec, PSG Group after year-end – o Early-settled its only remaining term debt comprising redeemable preference shares amounting to R1bn. Following the redemption, PSG Group's only ongoing funding obligation comprises the bi-annual preference dividend payable in respect of the perpetual (i.e. non-redeemable) preference shares issued by PSG Financial Services. o Disposed of 1,7m of the Capitec shares not forming part of the unbundling, adding a further R1,2bn in cash net of tax to PSG Group's balance sheet. For more detail, refer to the *Letter to Shareholders* on page 6.

The table below sets out the extent to which the Remcom concluded that the CEO and CFO had met their predetermined non-financial personal key performance measures for the year under review:

	Achievement
CEO	100%
CFO	100%

1.1 *Total (single-figure) remuneration*

The table below provides information on the total ("single-figure" as contemplated in King IV™) remuneration of PSG Group's executive directors, which includes both STI and LTI:

	STI						LTI	
	Base salary				Discretionary performance-based bonus[3]	Total short-term remuneration	Gains from exercise of share options[4]	Total remuneration
Audited R'000	Approved	Deferred for 12 months[1]	Prior year deferral paid out[1]	Paid during the year[2]				
For the year ended 29 Feb 2020								
WL Greeff	**10 695**	**(3 209)**	**3 243**	**10 729**		**10 729**	**30 374**	**41 103**
JA Holtzhausen	**10 695**	**(3 209)**	**3 243**	**10 729**	**4 000**	**14 729**	**30 418**	**45 147**
PJ Mouton	**12 383**	**(3 715)**	**3 755**	**12 423**		**12 423**	**34 893**	**47 316**
	33 773	**(10 133)**	**10 241**	**33 881**	**4 000**	**37 881**	**95 685**	**133 566**
For the year ended 28 Feb 2019								
WL Greeff	10 042	(3 013)	3 068	10 097		10 097	29 116	39 213
JA Holtzhausen	10 042	(3 013)	3 068	10 097	4 000	14 097	29 130	43 227
PJ Mouton	11 627	(3 488)	3 553	11 692		11 692	33 260	44 952
	31 711	(9 514)	9 689	31 886	4 000	35 886	91 506	127 392

1 *The deferred portion of base salaries is increased by the South African Revenue Services' official interest rate to compensate for time value of money, and paid out 12 months later on a monthly basis during the ensuing year, subject to i) malus/clawback provisions, ii) the executive director remaining in PSG Group's service and iii) the executive director meeting non-financial personal key performance objectives.*

2 *Includes all benefits.*

3 *The PSG Group CEO and CFO do not qualify for discretionary bonuses, to help drive long-term focus and decision-making in order to ultimately deliver on PSG Group's stated objective of long-term value creation for shareholders. PSG Capital's CEO, also serving as an executive director of PSG Group, remains eligible for a discretionary performance-based bonus in terms of PSG Capital's revenue-sharing arrangement.*

4 ***The gains for the year ended 29 February 2020 emanated from the exercise of share options on 30 April 2019 at PSG Group's then ruling share price of R265,08. Subsequently, PSG Group's share price declined to R186,60 (30-day VWAP R213,71) as at 29 February 2020 – as a result, the unvested share options (as detailed on page 59) are significantly out of the money in the aggregate compared to the gains made during the past year. The executive directors are consequently penalised if PSG Group's share price does not perform over time as share options are consistently awarded at the ruling market price.***

1.1.1 STI

Benchmarking

Benchmarking is performed with reference to companies comparable in industry, business complexity and the level of responsibility that an individual assumes to ensure that remuneration is market-related.

For this purpose, PwC's most recent *Executive directors: Practices and remuneration trends report* (published in July 2019) containing comprehensive independent market research on the remuneration of executive directors was, amongst other, consulted.

Having given due consideration to numerous factors, including benchmarking, the Remcom concluded that the PSG Group CEO and CFO's STI (i.e. base salary, with no discretionary bonus) is market-related and fair to both the individual and shareholders.

The table below sets out the total of the PSG Group CEO and CFO's STI for each of the past five financial years compared to PSG Group's *recurring earnings* and market capitalisation (net of treasury shares) as at year-end:

				STI as percentage of	
Reporting date	**STI* Rm**	**Recurring earnings Rm**	**Market capitalisation as at year-end Rm**	**Recurring earnings %**	**Market capitalisation as at year-end %**
29 Feb 2016	**17**	**1 620**	**37 211**	**1,04**	**0,05**
28 Feb 2017	**19**	**1 985**	**54 166**	**0,95**	**0,03**
28 Feb 2018	**21**	**2 142**	**46 967**	**0,96**	**0,04**
28 Feb 2019	**22**	**2 357**	**56 658**	**0,93**	**0,04**
29 Feb 2020	**23**	**2 794**	**40 699**	**0,82**	**0,06**

* *Includes base salary and discretionary bonuses earned during prior years up to and including 28 February 2017 (i.e. prior to the implementation of PSG Group's current remuneration policy in terms of which PSG Group's CEO and CFO no longer qualify for discretionary bonuses).*

Base salary increases

Base salary increases are determined with reference to South Africa's consumer price inflation rate and other generally accepted benchmarks, always with due regard to market-comparable remuneration. According to independent research, salary inflation generally equates to between 1% and 2% above consumer inflation.

Assuming salary inflation at 1% above South Africa's current consumer price inflation of approximately 4%, the Remcom has approved 5% as the general salary increase for the financial year commencing 1 March 2020. However, the executive directors and senior management voluntarily resolved to forego such approved salary increase.

Discretionary bonuses

PSG Group's support staff remain eligible for discretionary bonuses, subject to meeting company and personal key performance objectives. The total of such discretionary bonuses paid amounted to approximately R0,7m (2019: R0,6m) for the year ended 29 February 2020.

1.1.2 LTI

Share incentive scheme

The three executive directors have all served in their current capacity for at least 10 years and have accordingly participated in the share incentive scheme over this period.

Gains from exercise of share options

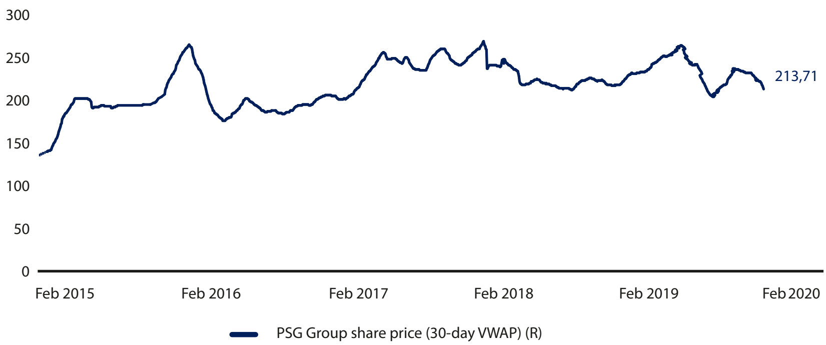
The significant *gains from exercise of share options* included in the *total (single-figure) remuneration* table on page 54 should be considered in light of PSG Group's remuneration policy which has been designed to specifically align the interests of the executive directors with those of shareholders, together with their successful execution on PSG Group's stated objective of value creation for its shareholders. So, if shareholders do well, management will do well – and importantly so, vice versa.

It is evident that the vast majority of *gains from exercise of share options* realised by executive directors during the year ended 29 February 2020 (included in the *total (single-figure) remuneration* table on page 54, as well as in the table included under *unvested share option awards* on page 59) related to the vesting of share options awarded on 28 February 2014, and was due to the increase in PSG Group's share price from R83,23 (30-day VWAP as at 28 February 2014) to R265,08 (closing share price on exercise date being 30 April 2019) – during which period other shareholders benefitted commensurately.

Subsequently, however, PSG Group's share price declined to R186,60 as at 29 February 2020 *(30-day VWAP R213,71 – being the strike price that share options were awarded at on such date)*. PSG Group's 30-day VWAP as at 30 April 2020 was even lower at R135,51. As a result, the *unvested share options* (as detailed on page 59) are significantly out of the money in the aggregate, compared to the gains made during the past year. The executive directors are consequently penalised if PSG Group's share price does not perform over time as share options are consistently awarded at the ruling market price – being fair as their interests are aligned with those of shareholders.

The information below illustrates that PSG Group has provided its shareholders with above-market returns over the past five years, despite obvious challenging trading conditions. PSG Group's success is in part owing to it attracting and retaining the services of talented individuals, which is only achievable if PSG Group's remuneration practices are appropriate and competitive.

Over the past five-year period to 29 February 2020, the *compound annual growth rate ("CAGR")* in PSG Group's share price (measured on a 30-day VWAP basis) was 9,3%, as depicted in the graph below:



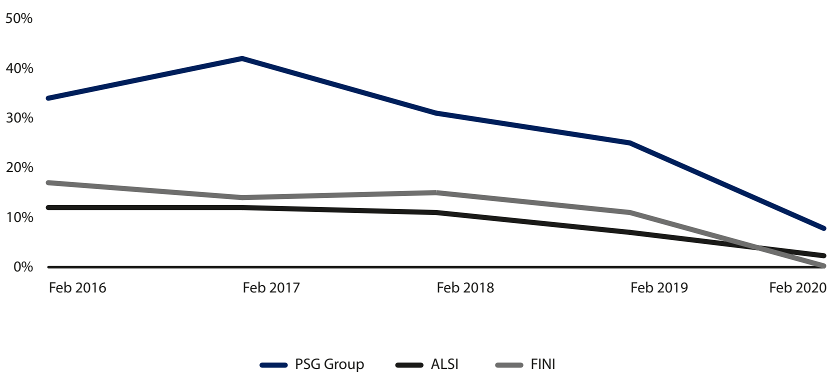
When evaluating PSG Group's performance over the long term, we believe one should focus on the *Total Return Index ("TRI")* as measurement tool. The *TRI* is the *CAGR* of an investment and is calculated by taking cognisance of share price appreciation, dividends and other distributions. This is a sound measure of wealth creation and a reliable means of benchmarking different companies.

PSG Group's *TRI* as at 29 February 2020 was 7,8% p.a. over the past five years. Had you thus purchased R100 000 worth of PSG Group shares on 28 February 2015, and reinvested all your dividends, your investment would be worth around R145 895 as at 29 February 2020. The same investment in either the JSE All Share Index ("ALSI") or JSE Financial Index ("FINI") over the same period with dividends reinvested, would be worth R112 105 (23,2% lower) or R100 695 (31,0% lower), respectively.

Below table and graph compare PSG Group's *TRI* to those of the ALSI and FINI for the preceding five years, measured at each reporting date, illustrating that PSG Group has consistently outperformed the market:

	Rolling five-year TRI		
Reporting date	**PSG Group %**	**ALSI %**	**FINI %**
29 Feb 2016	**34,0**	**12,5**	**16,9**
28 Feb 2017	**41,8**	**11,7**	**14,4**
28 Feb 2018	**30,5**	**11,3**	**14,8**
28 Feb 2019	**25,5**	**6,8**	**10,7**
29 Feb 2020	**7,8**	**2,3**	**0,1**

Rolling five-year TRI graph



Additional vesting conditions

As detailed in the remuneration policy, the Remcom previously introduced additional financial and non-financial performance measures as well as a minimum shareholding requirement for PSG Group's executive directors as vesting conditions to the share incentive scheme. These changes apply to share options awarded on or after 28 February 2018, and accordingly the first vesting of share options subject to such conditions occurred on 29 February 2020 as all the requisite performance conditions were met. In accordance with the scheme's 180-day exercise window, these share options have not been exercised as yet.

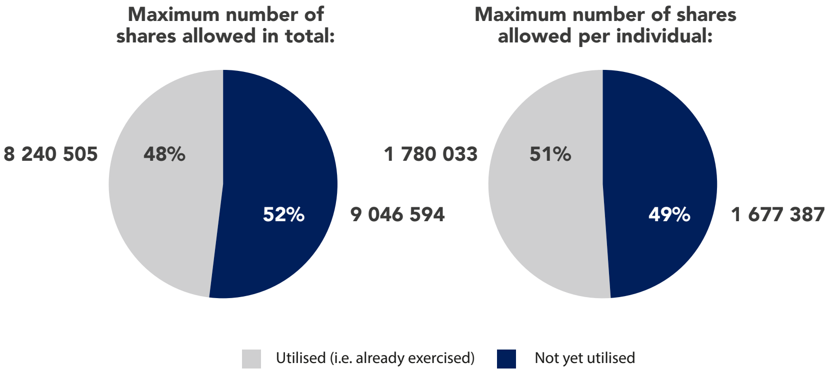
For illustrative purposes, below table sets out PSG Group's performance against the aforementioned financial performance measures for each of the past five years:

	ROE		REPS growth	
Vesting date	**Actual performance %**	**Performance hurdle %**	**Actual performance %**	**Performance hurdle %**
26 Feb 2016	**14,4**	10,9	**26,6**	11,0
28 Feb 2017	**14,5**	11,1	**24,6**	10,4
28 Feb 2018	**14,4**	11,7	**20,5**	9,9
28 Feb 2019	**14,4**	12,2	**19,3**	9,2
28 Feb 2020	**14,5**	12,6	**16,6**	9,0

* *Above calculations have been independently verified for accuracy by PSG Group's external auditor, PwC.*

Extent of the share incentive scheme

PSG Group shareholders approved the maximum number of PSG Group shares that may be utilised for purposes of the share incentive scheme (both in total and on a per individual basis). The charts below depict the number of shares already utilised until 29 February 2020 as opposed to the maximum number of shares that may be utilised for purposes of all employees:



At 29 February 2020, the share incentive scheme had 31 participants, comprising the executive directors, managers and other qualifying employees employed at head office (including employees forming part of the PSG Capital and Grayston Elliot divisions – however, the IFRS 2 share-based payment expense associated with such share options are carried by the respective division, as explained on page 45).

At 29 February 2020, the total number of share options that had already been awarded but remained unvested amounted to 2 072 537, representing 0,9% of PSG Group's total number of shares in issue (net of treasury shares). However, assuming that all share options are settled on a net-equity basis, the dilution to PSG Group shareholders should be significantly less than aforementioned 0,9%.

Unvested share option awards

The table below contains the unvested share option awards of PSG Group's executive directors as at 29 February 2020:

Audited	Number of share options as at 28 Feb 2019	Number of share options during the year: Awarded	Number of share options during the year: Vested[1]	Market price per share on vesting date R	Strike price per share R	Date granted	Number of share options as at 29 Feb 2020	Gains from exercise of share options during the year R'000	Value of unvested share options as at 29 Feb 2020[2] R'000	Value of unvested share options as at 30 Apr 2020[2] R'000
WL Greeff	150 357		(150 357)	265,08	83,23	28/02/2014	**–**	**27 342**		
	28 702		(14 352)	265,08	136,84	28/02/2015	**14 350**	**1 841**	**1 103**	**(19)**
	41 153		(13 718)	265,08	178,29	29/02/2016	**27 435**	**1 191**	**972**	**(1 174)**
	[4] 72 292				236,13	28/02/2018	**72 292**		**(1 621)**	**(7 274)**[3]
	[4] 185 877				250,56	28/02/2019	**185 877**		**(6 850)**	**(21 385)**[3]
	[4]	131 082			213,71	28/02/2020	**131 082**			**(10 251)**[3]
	478 381	131 082	(178 427)				**431 036**	**30 374**		
JA Holtzhausen	150 561		(150 561)	265,08	83,23	28/02/2014	**–**	**27 380**		
	29 492		(14 747)	265,08	136,84	28/02/2015	**14 745**	**1 891**	**1 133**	**(20)**
	39 660		(13 220)	265,08	178,29	29/02/2016	**26 440**	**1 147**	**937**	**(1 131)**
	[4] 72 889				236,13	28/02/2018	**72 889**		**(1 634)**	**(7 334)**[3]
	[4] 185 807				250,56	28/02/2019	**185 807**		**(6 847)**	**(21 377)**[3]
	[4]	131 084			213,71	28/02/2020	**131 084**			**(10 251)**[3]
	478 409	131 084	(178 528)				**430 965**	**30 418**		
PJ Mouton	165 471		(165 471)	265,08	83,23	28/02/2014	**–**	**30 091**		
	37 347		(18 673)	265,08	136,84	28/02/2015	**18 674**	**2 395**	**1 435**	**(25)**
	62 995		(20 998)	265,08	178,29	29/02/2016	**41 997**	**1 822**	**1 488**	**(1 797)**
	84 203		(21 051)	265,08	237,31	28/02/2017	**63 152**	**585**	**(1 490)**	**(6 429)**[3]
	[4] 113 018				236,13	28/02/2018	**113 018**		**(2 534)**	**(11 372)**[3]
	[4] 227 700				250,56	28/02/2019	**227 700**		**(8 391)**	**(26 197)**[3]
	[4]	183 503			213,71	28/02/2020	**183 503**			**(14 350)**[3]
	690 734	183 503	(226 193)				**648 044**	**34 893**		
	1 647 524	445 669	(583 148)				**1 510 045**	**95 685**		

[1] *The executive directors have not yet elected to exercise their right in terms of the provisions of the share incentive scheme to exercise their share options that became exercisable on 29 February 2020. Such right will be exercised within the 180-day exercise window.*

[2] *Based on the 30-day volume weighted average PSG Group share price of R213,71 and R135,51 per share as at 29 February 2020 and 30 April 2020, respectively.*

[3] *These share options are currently out of the money considering the closing share price of R186,60 as at 29 February 2020.*

[4] *Vesting subject to additional requirements, including financial and non-financial performance measures.*

Loan funding – share incentive scheme

PSG Group's executive directors previously received loan funding in terms of the share incentive scheme. It should be noted that the Remcom previously decided that no new loan funding be granted for the foreseeable future for prudency purposes, while existing loan funding be phased out in accordance with the existing loan repayment terms.

These loans accrue interest at the South African Revenue Services' official interest rate and are repayable in full after seven years (executive directors) and three years (other participants) from the date of advance, respectively. PSG Group shares were pledged and ceded in security and need to cover the related outstanding loans by at least 300% (2019: 250%) at all times. Should this covenant be breached, the participant will be required to either pledge and cede additional PSG Group shares as security or partially settle the outstanding loan to restore the minimum cover ratio.

The table below provides the outstanding loan balances and related security cover (i.e. value of PSG Group shares ceded and pledged as security for such loans expressed as a percentage of the loan balances outstanding) of the executive directors as at the respective reporting dates:

R'000	**2020**	2019
WL Greeff	**4 013**	3 730
JA Holtzhausen	**13 397**	12 450
PJ Mouton	**–**	–
Total loans	**17 410**	**16 180**
Security cover*		
WL Greeff	**2 325%**	3 483%
JA Holtzhausen	**598%**	896%
PJ Mouton	**–**	–

All loan balances due by participants other than the executive directors were settled during the past year, as illustrated in the table below:

R'000	**2020**	2019
Total loans	**–**	9 897
Security cover*	**–**	327%

* *The minimum-security cover increased from 130% to 250% with effect from 28 February 2019, and further increased to 300% with effect from 29 February 2020.*

2. NON-EXECUTIVE DIRECTORS' REMUNERATION

The table below provides information on the total remuneration paid to PSG Group's non-executive directors, including fees paid by subsidiaries of PSG Group to non-executive directors for services rendered to such subsidiaries in either an executive or non-executive capacity:

Audited R'000 (excluding value-added tax, to the extent applicable)	**Paid for services rendered to PSG Group**			**Paid for services rendered to subsidiaries**					
	Fees	**Base salary**	**Total**	**Fees**	**Base salary**	**Discretionary performance-based bonus**	**Gains from exercise of share options**	**Total**	**Total remuneration**
For the year ended 29 Feb 2020									
PE Burton	564		**564**	695				**695**	**1 259**
ZL Combi	725		**725**	1 000				**1 000**	**1 725**
FJ Gouws[1]			**–**		5 507	21 093	20 412	**47 012**	**47 012**
AM Hlobo[2]	426		**426**					**–**	**426**
B Mathews	426		**426**					**–**	**426**
JJ Mouton	266		**266**					**–**	**266**
CA Otto	479		**479**	1 024				**1 024**	**1 503**
	2 886	–	**2 886**	2 719	5 507	21 093	20 412	**49 731**	**52 617**
For the year ended 28 Feb 2019									
PE Burton	497		**497**	606				**606**	**1 103**
ZL Combi	387		**387**	740				**740**	**1 127**
FJ Gouws[1]			**–**		5 210	20 600	37 673	**63 483**	**63 483**
B Mathews	400		**400**					**–**	**400**
JF Mouton[3]	360	721	**1 081**					**–**	**1 081**
JJ Mouton	250		**250**					**–**	**250**
CA Otto	450		**450**	500				**500**	**950**
	2 344	721	**3 065**	1 846	5 210	20 600	37 673	**65 329**	**68 394**

[1] *Mr FJ Gouws is the CEO of PSG Konsult, a subsidiary. The total performance-based bonus earned on a PSG Konsult level was R21,2m (2019: R21,5m), of which the payment of 70% (2020: R14,8m; 2019: R15,1m) is unconditional, while the payment of 15% each (2020: R3,2m; 2019: R3,2m) is subject to malus/clawback provisions and conditional on the director remaining in service for one and two years, respectively.*

[2] *Ms AM Hlobo was appointed on 11 April 2019.*

[3] *Mr JF Mouton resigned on 20 November 2018.*

Mr FJ Gouws, being the CEO of PSG Konsult and also a non-executive director of PSG Group, has been awarded PSG Konsult share options in terms of the PSG Konsult Group Share Incentive Trust. His share options are summarised below:

Audited	Number of share options as at 28 Feb 2019	Number of share options during the year Awarded[1]	Number of share options during the year Vested	Market price per share on vesting date R	Strike price per share R	Date granted	Number of share options as at 29 Feb 2020	Gains from exercise of share options during the year R'000	Value of unvested share options as at 29 Feb 2020[2] R'000	Value of unvested share options as at 30 Apr 2020[2] R'000
FJ Gouws	1 587 500		(1 587 500)	10,35	5,06	01/03/2014	**–**	**8 398**		
	447 592		(223 797)	10,35	7,27	01/04/2015	**223 795**	**689**	**356**	**(69)**
	7 751 684		(2 583 895)	10,35	6,81	01/04/2016	**5 167 789**	**9 147**	**10 594**	**775**
	3 156 559		(789 140)	10,35	7,59	01/04/2017	**2 367 419**	**2 178**	**3 007**	**(1 491)**
	3 750 000				8,74	01/04/2018	**3 750 000**		**450**	**(6 675)**
		4 000 000			10,15	01/04/2019	**4 000 000**		**(5 160)**	**(12 760)**
	16 693 335	4 000 000	(5 184 332)				**15 509 003**	**20 412**		

[1] *On 20 April 2020, Mr FJ Gouws accepted a further 4,8m PSG Konsult share options at a strike price of R7,13 per share, being the 30-day volume weighted average PSG Konsult share price as at 31 March 2020.*

[2] *Based on the 30-day volume weighted average PSG Konsult share price of R8,86 and R6,96 as at 29 February 2020 and 30 April 2020, respectively.*