

PBT Group Limited

(Incorporated in the Republic of South Africa)

(Registration number: 1936/008278/06)

JSE Share code: PBG

ISIN: ZAE000227781

("PBT Group" or "the Company")

SPECIFIC REPURCHASE, RELATED PARTY TRANSACTION AND WITHDRAWAL OF CAUTIONARY ANNOUNCEMENT

1. INTRODUCTION

The Company has entered into a memorandum of agreement ("**the MoA**") with an acquiring consortium ("**AQC**"), in relation to the disposal by the PBT Group of Prescient Capital Proprietary Limited ("**Prescient Capital**") and its subsidiaries, where the AQC will purchase Prescient Capital from the PBT Group by offering the PBT Group shares owned by the AQC to the PBT Group. In addition, the AQC will purchase the Prescient Holdings shares owned by the PBT Group from the PBT Group by offering the PBT Group shares owned by the AQC to the PBT Group.

2. DESCRIPTION OF THE BUSINESS CARRIED ON BY PRESCIENT CAPITAL

Prescient Capital was established as an investment holding company for the interests of the PBT Group outside of its traditional service offering. Prescient Capital's assets include properties in Johannesburg and Dublin, as well as a venture capital investment.

Prescient Capital consists of Prescient Capital Proprietary Limited, Prescient Property Holdings Proprietary Limited, PIB Risk Services Proprietary Limited and Stadia Capital Proprietary Limited.

3. RATIONALE FOR TRANSACTION

After this transaction PBT Group will be a focused IT business as Prescient Capital did not form part of the core business of the PBT Group.

4. PURCHASE CONSIDERATION

The purchase consideration of the Proposed Transaction is to be settled as follows:

- The AQC acquires Prescient Capital for an aggregate amount of R 42 904 830 which will be settled by way of a cash deposit of R 3 122 883 and 198 909 736 PBT Group shares owned by the AQC at 20 cents per share; and
- The AQC acquires the Prescient Holdings shares held by the PBT Group for an aggregate amount of R 22 897 240 which will be settled by way of a cash deposit of R 1 666 605 and 106 153 181 PBT Group shares at 20 cents per share.

5. CONDITIONS PRECEDENT

- By 15 December 2017, the PBT Group shall obtain South African Reserve Bank approval for the transfer of Stadia International from Prescient Capital;
- The Proposed Transaction is subject to shareholder approval excluding the votes of the related party and its associates; and
- A statement by the board of directors of the Company confirming whether the Proposed Transaction is fair insofar as the shareholders of the PBT Group are concerned and that the board of directors of the Company have been so advised by an independent expert acceptable to the JSE.

6. GENERAL

The value of the net assets pertaining to the disposal of Prescient Capital is R42 555 660, resulting in a profit of R349 170.

The value of the Prescient Holdings shares disposed of is R21 229 808, resulting in a profit of R1 667 432.

7. APPLICATION OF SALE PROCEEDS

The cash received will reduce short term borrowings and the PBT Group Ltd shares received will be held as treasury shares.

8. THE EFFECTIVE DATE OF THE PROPOSED TRANSACTION

The effective date of the Proposed Transaction is 1 June 2017. A finalisation announcement will be released on SENS when the Proposed Transaction becomes unconditional.

9. RELATED PARTY TRANSACTION

Herman Steyn was the Chief Executive Officer of Prescient Limited prior to being re-named to the PBT Group and subsequently appointed as a Non-Executive Director. He is also a material shareholder who forms part of the AQC. As such, he is considered to be a related party in terms of the JSE Listings Requirements.

Cheree Dyers is an Independent Non-Executive Director and shareholder of the PBT Group and she forms part of the AQC. As such, she is considered to be a related party in terms of the JSE Listings Requirements.

10. FAIRNESS OPINION

The Company will appoint a JSE approved independent expert to provide a fairness opinion on the Proposed Transaction which will be included in the circular to be distributed to shareholders as referred to in paragraph 11 below.

11. CATEGORISATION OF THE TRANSACTION AND CIRCULAR TO SHAREHOLDERS

The Proposed Transaction is classified as both a specific repurchase and a related party transaction in terms of the JSE Listings Requirements. Therefore, a circular containing details of the Proposed Transaction, together with the fairness opinion referred to in paragraph 10 above, and a notice of general meeting will be posted to PBT Group shareholders in due course.

PBT Group shareholders, other than Herman Steyn, Cheree Dyers and their associates, will be required to approve the Proposed Transaction at a general meeting.

12. WITHDRAWAL OF CAUTIONARY ANNOUNCEMENT

Following the release on this announcement, the cautionary announcement published by the PBT Group on 17 August 2017 is hereby withdrawn and caution is no longer required to be exercised when dealing in the Company's shares.

Cape Town

19 September 2017

Sponsor: Bridge Capital Advisors Proprietary Limited

