

PBT Group Limited
(Formerly Prescient Limited)
(Incorporated in the Republic of South Africa)
Registration number 1936/008278/06
JSE Share Code: PBG
ISIN Code: ZAE000256319
("PBT")

FRACTION RATE ANNOUNCEMENT

Shareholders are referred to the circular dated 23 March 2018 and the supplementary circular dated 28 August 2018 wherein they advised that the Share Consolidation would be on the basis of one consolidated PBT Share for every 10 PBT Shares held prior to the Share Consolidation.

The Share Consolidation was subject to the approval of PBT shareholders and the subsequent amendment of the MOI being filed with the CIPC, as contemplated in section 16(9) of the Companies Act. The PBT shareholders have approved the special resolution and the amended MOI has now been filed with CIPC.

In implementing the consolidation, PBT is required by the JSE to apply the rounding principle that a shareholder becoming entitled to a fraction of a share arising from the consolidation ("fractional entitlement") will be rounded down to the nearest whole number, resulting in the allocation of whole PBT shares and a cash payment for the fraction (the "cash payment"). The value of such cash payment will be the volume weighted average traded price per PBT share less 10% calculated on the first day of trade after the last day to trade in order to participate in the consolidation. The value of such cash payment will be announced on SENS on the second day of trade after the last day to trade in order to participate in the consolidation.

To the extent that a shareholder held PBT shares as capital assets (not as trading stock as defined in section 1 of the Income Tax Act no. 58 of 1962 ("Income Tax Act")), the cash payment will be regarded as capital in nature. The cash payment less the base cost allocated to the relevant fraction of PBT shares will accordingly be subject to capital gains tax in terms of the applicable provisions of the Eighth Schedule to the Income Tax Act. To the extent that a shareholder held the shares as trading stock as defined in section 1 of the Income Tax Act, the cash payment will be regarded as revenue in nature. The cash payment less the expenditure allocated to the relevant fraction of the PBT shares will accordingly be taxed as normal income in terms of the applicable provisions of the Income Tax Act.

The above is a general description of certain aspects of current South African tax considerations applicable to the receipt of the cash payment. It does not purport to be a complete analysis of all South African tax considerations applicable to the shareholders. Shareholders should consult their own tax advisers as to the application of the general principles set out herein to their specific circumstances. This summary is based upon the law as in effect on the date of this announcement and is subject to any change in law that may take effect after such date.

The fraction rate is 11.69901 cents per share. In accordance with the requirements of the JSE Limited, this amount has been determined with reference to the weighted average price of a PBT share traded on the JSE on Tuesday, 30 October 2018, discounted by 10%. The gross amount of the cash payment per fractional entitlement will be paid to PBT shareholders entitled thereto. There will be no withholding tax applicable.

1 November 2018
Cape Town
Sponsor: Bridge Capital Advisors Proprietary Limited