

STADIO HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2016/371398/06)

Share code: SDO

ISIN: ZAE000248662

LEI: 3789007C8FB26515D966

("STADIO Holdings" or "the Company")



AWARD AND ACCEPTANCE OF OPTIONS, AND EXERCISE AND RELATED SETTLEMENT OF OPTIONS, IN TERMS OF THE STADIO GROUP SHARE INCENTIVE SCHEME

AWARD AND ACCEPTANCE OF OPTIONS IN TERMS OF THE STADIO GROUP SHARE INCENTIVE SCHEME

In compliance with paragraphs 3.63 to 3.74 of the JSE Limited Listings Requirements, the following information regarding the acceptance of options by a director of STADIO Holdings are disclosed to shareholders.

NAME OF DIRECTOR	Mr Christian Phillipus David Vorster
COMPANY OF WHICH A DIRECTOR	STADIO Holdings Limited
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE AND CLASS OF SECURITIES	Options to acquire ordinary shares in STADIO Holdings
NATURE OF TRANSACTION	Acceptance of award of options to acquire ordinary shares in STADIO Holdings in terms of the STADIO Group Share Incentive Scheme (off-market transaction)
DATE OF ACCEPTANCE OF OPTIONS	After close of business on 31 August 2022
DATE OF AWARD OF OPTIONS	1 July 2022
OPTION STRIKE PRICE	R3.64
NUMBER OF OPTIONS ACCEPTED	1 451 867
VESTING DATES OF OPTIONS	The options will vest in four tranches of 25% each, on the following dates: 3 April 2024 3 April 2025 3 April 2026 3 April 2027
PERIOD OF EXERCISE	Participants have a 30-day period from the vesting date during which options can be exercised

NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, beneficial
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EXERCISE AND RELATED SETTLEMENT OF OPTIONS IN TERMS OF THE STADIO GROUP SHARE INCENTIVE SCHEME

In compliance with paragraphs 3.63 to 3.74 of the JSE Limited Listings Requirements, the following information regarding the exercise of options by directors and a prescribed officer of STADIO Holdings are disclosed to shareholders.

Upon the exercise of the share options referred to below, in the instances where the beneficiaries elected to have their options settled on a net-equity basis, STADIO Holdings elected to settle same on an after-tax equity settlement basis, through the award of ordinary shares as detailed below:

1.

NAME OF DIRECTOR	Mr Christian Phillipus David Vorster
COMPANY OF WHICH A DIRECTOR	STADIO Holdings Limited
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE AND CLASS OF SECURITIES	Options in relation to ordinary shares in STADIO Holdings
OPTION STRIKE PRICE	R1.21
NUMBER OF OPTIONS EXERCISED	1 074 992
VESTING DATE OF OPTIONS	1 July 2022
EXERCISE DATE OF OPTIONS	After close of business on 31 August 2022
PERIOD OF EXERCISE	Participants have a 30-day period from the vesting date during which options can be exercised, which period was extended to 90-days by the board of directors due to STADIO Holdings being in a closed period at such time
NATURE OF TRANSACTION	Acquisition of 1 074 992 shares by the director through the exercise of options (off-market transaction)
NAME OF ASSOCIATE	Bredamonti Proprietary Limited
RELATIONSHIP WITH DIRECTOR	The director is a director and shareholder of the associate
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Indirect, beneficial

2.

NAME OF DIRECTOR	Dr Divya Singh
COMPANY OF WHICH A DIRECTOR	STADIO Holdings Limited
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE AND CLASS OF SECURITIES	Options in relation to ordinary shares in STADIO Holdings
OPTION STRIKE PRICE	R1.21
NUMBER OF OPTIONS EXERCISED	170 732
VESTING DATE OF OPTIONS	1 July 2022
EXERCISE DATE OF OPTIONS	After close of business on 31 August 2022
PERIOD OF EXERCISE	Participants have a 30-day period from the vesting date during which options can be exercised, which period was extended to 90-days by the board of directors due to STADIO Holdings being in a closed period at such time
NATURE OF TRANSACTION	Exercise of options by the director at the last traded share price of R3.60 on 31 August 2022, and related after-tax net-equity settlement by way of the award of 62 341 shares to the director (off-market transaction)
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, beneficial

3.

NAME OF DIRECTOR	Ms Samara Totaram
COMPANY OF WHICH A DIRECTOR	STADIO Holdings Limited
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE AND CLASS OF SECURITIES	Options in relation to ordinary shares in STADIO Holdings
OPTION STRIKE PRICE	R1.21
NUMBER OF OPTIONS EXERCISED	296 733
VESTING DATE OF OPTIONS	1 July 2022
EXERCISE DATE OF OPTIONS	After close of business on 31 August 2022
PERIOD OF EXERCISE	Participants have a 30-day period from the vesting date during which options can be

	exercised, which period was extended to 90-days by the board of directors due to STADIO Holdings being in a closed period at such time
NATURE OF TRANSACTION	Exercise of options by the director at the last traded share price of R3.60 on 31 August 2022 and related after-tax net-equity settlement by way of the award of 108 349 shares to the director (off-market transaction)
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, beneficial

4.

NAME OF PRESCRIBED OFFICER	Mr Jacobus Johannes Human
COMPANY OF WHICH A PRESCRIBED OFFICER	STADIO Holdings Limited
TYPE AND CLASS OF SECURITIES	Options in relation to ordinary shares in STADIO Holdings
OPTION STRIKE PRICE	R1.21
NUMBER OF OPTIONS EXERCISED	152 941
VESTING DATE OF OPTIONS	1 July 2022
EXERCISE DATE OF OPTIONS	After close of business on 31 August 2022
PERIOD OF EXERCISE	Participants have a 30-day period from the vesting date during which options can be exercised, which period was extended to 90-days by the board of directors due to STADIO Holdings being in a closed period at such time
NATURE OF TRANSACTION	Acquisition of 152 941 shares by the director through the exercise of options (off-market transaction)
NAME OF ASSOCIATE	Working Class Heroes Proprietary Limited
RELATIONSHIP WITH PRESCRIBED OFFICER	The prescribed officer is a director of the associate
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Indirect, beneficial

Clearance for the above was obtained in terms of paragraph 3.66 of the JSE Limited Listings Requirements.

Durbanville
1 September 2022

Sponsor
PSG Capital



Independent Joint Sponsor
Tamela Holdings

