

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")



EXERCISE AND RELATED SETTLEMENT OF SHARE OPTIONS IN TERMS OF THE STADIO HOLDINGS LIMITED SHARE INCENTIVE TRUST

In compliance with paragraphs 3.63 to 3.74 of the JSE Limited Listings Requirements, the following information regarding the exercise of share options by directors and a prescribed officer of STADIO Holdings and a director of one of its major subsidiaries 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	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
OPTION STRIKE PRICE	R2.96
NUMBER OF OPTIONS EXERCISED	439 189
VESTING DATE OF OPTIONS	3 October 2022
EXERCISE DATE OF OPTIONS	After close of business on 17 October 2022
PERIOD OF EXERCISE	Participants have a 30-day period from the vesting date during which options can be exercised
NATURE OF TRANSACTION	Exercise of options by the director at the last traded share price of R4.16 on 17 October 2022, and related after-tax net-equity settlement by way of the award of 69 679 shares to the director (off-market transaction)
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, beneficial

2.

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
OPTION STRIKE PRICE	R2.96
NUMBER OF OPTIONS EXERCISED	431 210
VESTING DATE OF OPTIONS	3 October 2022
EXERCISE DATE OF OPTIONS	After close of business on 17 October 2022
PERIOD OF EXERCISE	Participants have a 30-day period from the vesting date during which options can be exercised
NATURE OF TRANSACTION	Exercise of options by the director at the last traded share price of R4.16 on 17 October 2022, and related after-tax net-equity settlement by way of the award of 68 413 shares to the director (off-market transaction)
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, beneficial

3.

NAME OF DIRECTOR	Dr Christiaan Rudolph van der Merwe
COMPANY OF WHICH A DIRECTOR	STADIO Holdings Limited
STATUS: EXECUTIVE/NON-EXECUTIVE	Non-Executive
TYPE AND CLASS OF SECURITIES	Options in relation to ordinary shares
OPTION STRIKE PRICE	R2.96
NUMBER OF OPTIONS EXERCISED	1 013 514
VESTING DATE OF OPTIONS	3 October 2022
EXERCISE DATE OF OPTIONS	After close of business on 17 October 2022
PERIOD OF EXERCISE	Participants have a 30-day period from the vesting date during which options can be exercised
NATURE OF TRANSACTION	Acquisition of 1 013 514 shares by the director through the exercise of options (off-market transaction)

NAME OF ASSOCIATE	Chris van der Merwe Familie Trust
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Indirect, 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
OPTION STRIKE PRICE	R2.96
NUMBER OF OPTIONS EXERCISED	775 828
VESTING DATE OF OPTIONS	3 October 2022
EXERCISE DATE OF OPTIONS	After close of business on 17 October 2022
PERIOD OF EXERCISE	Participants have a 30-day period from the vesting date during which options can be exercised
NATURE OF TRANSACTION	Acquisition of 775 828 shares by the director through the exercise of options (off-market transaction)
NAME OF ASSOCIATE	Working Class Heroes Proprietary Limited
RELATIONSHIP WITH DIRECTOR	The director is a director of the associate
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Indirect, beneficial

5.

NAME OF DIRECTOR	Mr Andrew Charles Horsfall
COMPANY OF WHICH A DIRECTOR	Milpark Education Proprietary Limited
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE AND CLASS OF SECURITIES	Options in relation to ordinary shares
OPTION STRIKE PRICE	R2.96
NUMBER OF OPTIONS EXERCISED	422 297
VESTING DATE OF OPTIONS	3 October 2022
EXERCISE DATE OF OPTIONS	After close of business on 17 October 2022

PERIOD OF EXERCISE	Participants have a 30-day period from the vesting date during which options can be exercised
NATURE OF TRANSACTION	Exercise of options by the director at the last traded share price of R4.16 on 17 October 2022, and related after-tax net-equity settlement by way of the award of 66 999 shares to the director (off-market transaction)
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, beneficial

To the extent required, clearance for the above was obtained in terms of paragraph 3.66 of the JSE Limited Listings Requirements.

Durbanville
18 October 2022

Sponsor
PSG Capital



PSG CAPITAL