

STADIO HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2016/371398/06)

Share code: SDO

ISIN: ZAE000248662

LEI: 3789007C8FB26515D966

("the Company" or "STADIO Group")



SHARES RECEIVED PURSUANT TO PSG GROUP LIMITED'S UNBUNDLING OF STADIO GROUP SHARES

Shareholders are referred to the finalisation announcement published on the Stock Exchange News Service ("**SENS**") of the JSE Limited ("**JSE**") on 25 August 2022 by PSG Group Limited ("**PSG Group**"), regarding the proposed restructure of PSG Group, including the *pro rata* distribution *in specie* of approximately 25.1% of PSG Group's shareholding in STADIO Group to PSG Group shareholders ("**Unbundling**"). Certain directors and prescribed officers of STADIO Group (and/or their associates) hold PSG Group shares and, accordingly, upon implementation of the Unbundling on 12 September 2022, received STADIO Group shares in the same ratio and on the same basis applicable to all PSG Group shareholders, with no election or discretion having been exercised by the directors and prescribed officers (and/or their associates) in this regard. Applicable details regarding the directors and prescribed officers (and/or their associates) in question and the STADIO Group shares unbundled to them, appear below.

1.

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| NAME OF DIRECTOR | Ms Samara Totaram |
| COMPANY OF WHICH A DIRECTOR | STADIO Group |
| STATUS: EXECUTIVE/NON-EXECUTIVE | Executive |
| TYPE AND CLASS OF SECURITIES | Ordinary shares |
| DATE OF TRANSACTION | 12 September 2022 |
| PRICE PER SECURITY | R3.65* |
| NUMBER OF SECURITIES | 44 182 |
| TOTAL RAND VALUE OF SECURITIES | R161 264.30 |
| NATURE OF TRANSACTION | Off market receipt of STADIO Group shares pursuant to the Unbundling |
| NATURE AND EXTENT OF INTEREST IN THE TRANSACTION | Direct, beneficial |
| CLEARANCE OBTAINED | Not applicable |

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| NAME OF PRESCRIBED OFFICER | Mr Jacobus Johannes Human |
| COMPANY OF WHICH A PRESCRIBED OFFICER | STADIO Group |
| TYPE AND CLASS OF SECURITIES | Ordinary shares |
| DATE OF TRANSACTION | 12 September 2022 |
| PRICE PER SECURITY | R3.65* |
| NUMBER OF SECURITIES | 1 580 |
| TOTAL RAND VALUE OF SECURITIES | R5 767.00 |
| NAME OF ASSOCIATE | Working Class Heroes Proprietary Limited |
| RELATIONSHIP WITH PRESCRIBED OFFICER | The prescribed officer is a director of the associate |
| NATURE OF TRANSACTION | Off market receipt of STADIO Group shares pursuant to the Unbundling |
| NATURE AND EXTENT OF INTEREST IN THE TRANSACTION | Indirect, beneficial |
| CLEARANCE OBTAINED | Not applicable |

3.

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| NAME OF DIRECTOR | Mr Andries Mellet |
| COMPANY OF WHICH A DIRECTOR | STADIO Group |
| STATUS: EXECUTIVE/NON-EXECUTIVE | Alternate Non-Executive |
| TYPE AND CLASS OF SECURITIES | Ordinary shares |
| NATURE OF TRANSACTIONS | Off market receipt of STADIO Group shares pursuant to the Unbundling |
| DATES OF TRANSACTIONS | 12 September 2022 |
| PRICE PER SECURITIES | R3.65* |
| NUMBER OF SECURITIES TRANSACTED | 3 771 (1) 224 (2) 15 332 (3) 13 288 (4) 97 105 (5) |
| TOTAL RAND VALUE OF SECURITIES TRANSACTED | R13 764.15 (1) R817.60 (2) |

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| | R55 961.80 (3) R48 501.20 (4) R354 433.25 (5) |
| NAME OF ASSOCIATES | Not applicable (1) Alana Mellet (2) Carmellie Proprietary Limited (3) Admel Ventures Proprietary Limited (4) Merset Beleggings Proprietary Limited (5) |
| RELATIONSHIP WITH DIRECTOR | Director in own name (1) Spouse of director (2) The director is a director of the associate (3) The director is a director and shareholder of the associate (4-5) |
| NATURE AND EXTENT OF INTEREST IN THE TRANSACTIONS | Direct, beneficial (1) Indirect, non-beneficial (2-3) Indirect, beneficial (4-5) |

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| NAME OF DIRECTOR | Mr Andries Mellet |
| COMPANY OF WHICH A DIRECTOR | STADIO Group |
| STATUS: EXECUTIVE/NON-EXECUTIVE | Alternate Non-Executive |
| TYPE AND CLASS OF SECURITIES | Ordinary shares |
| DATE OF TRANSACTION | 20 August 2022 |
| PRICE PER SECURITY | R3.42** |
| NUMBER OF SECURITIES | 1 160 606 |
| TOTAL RAND VALUE OF SECURITIES | R3 969 272.52 |
| NAME OF ASSOCIATE | Admel Ventures Proprietary Limited |
| RELATIONSHIP WITH DIRECTOR | The director is a director and shareholder of the associate |
| NATURE OF TRANSACTION | Off market receipt of STADIO Group shares pursuant to PSG Alpha Investments (Pty) Ltd (" PSG Alpha ") unbundling its STADIO Group shares# |
| NATURE AND EXTENT OF INTEREST IN THE TRANSACTION | Indirect, beneficial |
| CLEARANCE OBTAINED | Not applicable |

4.

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| NAME OF DIRECTOR | Mr Pieter Nicolaas De Waal |
| COMPANY OF WHICH A DIRECTOR | STADIO Group |
| STATUS: EXECUTIVE/NON-EXECUTIVE | Non-Executive |
| TYPE AND CLASS OF SECURITIES | Ordinary shares |
| DATE OF TRANSACTION | 20 August 2022 |
| PRICE PER SECURITY | R3.42** |
| NUMBER OF SECURITIES | 1 782 544 |
| TOTAL RAND VALUE OF SECURITIES | R6 096 300.48 |
| NAME OF ASSOCIATE | Nixonzara Investments Proprietary Limited |
| RELATIONSHIP WITH DIRECTOR | The director is a director and shareholder of the associate |
| NATURE OF TRANSACTION | Off market receipt of STADIO Group shares pursuant to PSG Alpha unbundling its STADIO Group shares [#] |
| NATURE AND EXTENT OF INTEREST IN THE TRANSACTION | Indirect, beneficial |
| CLEARANCE OBTAINED | Not applicable |

* The closing price of STADIO Group shares on the record date for the Unbundling, being 9 September 2022.

** The closing price of STADIO Group shares on 19 August 2022.

PSG Alpha is a 98.27% subsidiary of PSG Group. The unbundling by PSG Alpha occurred as part of an internal restructuring by PSG Group and as a precondition to the Unbundling by the latter.

Durbanville
15 September 2022

Sponsor
PSG Capital



