

STADIO HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2016/371398/06)

Share code: SDO

ISIN: ZAE000248662

LEI: 3789007C8FB26515D966

("STADIO Holdings")



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

In compliance with paragraphs 3.63 to 3.74 of the JSE Limited Listings Requirements ("JSE Requirements"), the following information regarding the exercise of share options awarded in terms of the STADIO Group Share Incentive Scheme ("**Scheme**") 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
OPTION STRIKE PRICE	R1.21 (1) - (2) R3.64 (3)
NUMBER OF OPTIONS EXERCISED	650 000 (1) 424 992 (2) 182 168 (3)
VESTING DATE OF OPTIONS	1 July 2024 (1) - (3)
EXERCISE DATE OF OPTIONS	After close of business on 28 August 2024 (1) - (3)
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 in accordance with the rules of the Scheme, due to STADIO Holdings being in a closed period at such time.

NATURE OF TRANSACTION	<p>(1) Exercise of options and acquisition of 650 000 shares by the director at the option strike price of R1.21 (off-market transaction)</p> <p>(2) Exercise of options by the director and related after-tax net-equity settlement by way of the award of 186 996 shares to the director at the last traded share price of R6.05 on 28 August 2024 (off-market transaction)</p> <p>(3) Exercise of options by the director and related after-tax net-equity settlement by way of the award of 39 911 shares to the director at the last traded share price of R6.05 on 28 August 2024 (off-market transaction)</p>
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
OPTION STRIKE PRICE	R1.21
NUMBER OF OPTIONS EXERCISED	170 732
VESTING DATE OF OPTIONS	1 July 2024
EXERCISE DATE OF OPTIONS	After close of business on 28 August 2024
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 in accordance with the rules of the Scheme, due to STADIO Holdings being in a closed period at such time
NATURE OF TRANSACTION	Exercise of options by the director and related after-tax net-equity settlement by way of the award of 75 122 shares to the director at the last traded share price of R6.05 on 28 August 2024 (off-market transaction)
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, beneficial

3.

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	R1.21
NUMBER OF OPTIONS EXERCISED	152 941
VESTING DATE OF OPTIONS	1 July 2024
EXERCISE DATE OF OPTIONS	After close of business on 28 August 2024
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 in accordance with the rules of the Scheme, due to STADIO Holdings being in a closed period at such time
NATURE OF TRANSACTION	Exercise of options and acquisition of 152 941 shares by the director at the option strike price of R1.21 (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

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

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

1.

NAME OF DIRECTOR	Mr Ishak Kula
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 AWARD OF OPTIONS	1 July 2024
DATE OF ACCEPTANCE OF OPTIONS	28 August 2024 Participants have a 60-day period from the award date during which options can be exercised. In accordance with 3.64(e) of the JSE Requirements, acceptance of share option awards is considered as a dealing and therefore is prohibited whilst STADIO Holdings is in a closed period.
OPTION STRIKE PRICE	R4.84
NUMBER OF OPTIONS ACCEPTED	2 355 372
VESTING DATES OF OPTIONS	The options will vest in four tranches of 25% each, on the following dates: 1 July 2026 1 July 2027 1 July 2028 1 July 2029
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

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

Durbanville
29 August 2024

Sponsor
PSG Capital

