

Super Group Limited
(Incorporated in the Republic of South Africa)
(Registration number: 1943/016107/06)
Share code: SPG
ISIN: ZAE000161832
LEI: 378900A8FDADE26AD654
Debt Company Code: BISGL
("Super Group" or the "Company")

ACQUISITION OF LEASEPLAN AUSTRALIA LIMITED AND LEASEPLAN NEW ZEALAND LIMITED AND WITHDRAWAL OF THE CAUTIONARY ANNOUNCEMENT

1. Introduction and overview of the LeasePlan ANZ Acquisition

Super Group shareholders and noteholders are referred to the cautionary announcement published by the Company on SENS on 24 March 2021, noting a pending announcement by SG Fleet Group Limited ("SG Fleet") relating to a material transaction. Super Group holds 100% of the shares in Bluefin Investments Limited ("Bluefin"), which in turn holds 60.13% of the shares in SG Fleet.

SG Fleet, an Australian incorporated company listed on the Australian Securities Exchange (ASX: SGF), via a wholly-owned subsidiary, SG Fleet Management Pty Ltd (ACN 108 174 296), announced today that it has entered into an agreement with LeasePlan Corporation N.V. to acquire 100% of the ordinary shares in issue of LeasePlan Australia Limited (ACN 006 923 011) and LeasePlan New Zealand Limited (together "LeasePlan ANZ") (the "LeasePlan ANZ Acquisition"). The voluntary suspension of trading in SG Fleet's ordinary shares, which are listed on the ASX, will be lifted from commencement of trading at 10am on Tuesday, 6 April 2021 (Sydney time).

LeasePlan ANZ is a provider of fleet management and leasing services in Australia and New Zealand and is a wholly-owned subsidiary of LeasePlan Corporation N.V, a company incorporated in the Netherlands.

LeasePlan ANZ offers fleet management, corporate and novated leasing services in Australia, and fleet management and corporate leasing services in New Zealand to business and government customers.

2. Purchase Consideration

Note: the exchange rate used in this document is AUD1 = ZAR11.39.

The purchase consideration for the LeasePlan ANZ Acquisition is AUD387.4 million (ZAR4.412 billion) which comprises AUD114.4 million (ZAR1.303 billion) non-cash scrip consideration and AUD273.0 million (ZAR3.109 billion) in cash.

SG Fleet will fund the cash component of the LeasePlan ANZ Acquisition purchase consideration with AUD175.0 million (ZAR1.993 billion) of new debt and AUD86.3 million (ZAR983.0 million) from the proceeds of the issue of 35.2 million new shares in SG Fleet at AUD2.45 per share ("Entitlement Offer") and existing cash of AUD11.7 million (ZAR133.3 million). Super Group, through its subsidiary Bluefin, entered into a binding commitment on 30 March 2021 to take up its entire pro rata share under the Entitlement Offer. Thereafter, Bluefin will hold 52.30% of the issued share capital of SG Fleet following the LeasePlan ANZ Acquisition.

3. Net assets acquired and profits attributable to those assets

The net asset value of the LeasePlan ANZ Acquisition is approximately AUD 164.8 million (ZAR1.877 billion) as at 31 December 2020 (unaudited). The pro-forma underlying net profit after tax associated with these assets is projected to be AUD27.0 million (ZAR307.5 million) for the year ending 31 December 2021.

4. Rationale for the LeasePlan ANZ Acquisition

Super Group's strategy over the past eight years has been to make selective acquisitions in its core businesses namely Supply Chain, Fleet Management and Dealerships in South Africa and internationally. SG Fleet's strategy is aligned to Super Group in making selective acquisitions in fleet management, corporate leasing, novated leasing, and related services businesses.

The LeasePlan ANZ Acquisition is consistent with SG Fleet's stated strategy and furthers a number of the objectives at the same time. It will allow SG Fleet to create significant additional scale across operations, funding and procurement, shift its business mix towards full-service products, increase the proportion of recurring revenue, and further diversify its funding methods.

SG Fleet expects to generate about AUD20.0 million (ZAR227.8 million) in pre-tax run-rate synergies per annum after the migration of LeasePlan's operations and systems, which is expected to occur in Year 3. Prior to that, SG Fleet will extract cost synergies in a number of areas. The vast majority of synergies will come from cost savings, in the areas of systems and processes, procurement, and from premises and employment.

Funding and other synergies will be created by the ability to introduce a wider range of products and services to additional customers, the implementation of SG Fleet's current disposal model across a larger vehicle pool, and the larger funding book. This will be partially offset by customer overlap.

SG Fleet's Underlying Cash EPS accretion is expected to be approximately 5%, but will accelerate to over 20% post operations and systems migration. The proportion of recurring revenue, currently 56% of total net revenue for SG Fleet, will increase to

70%. Capital expenditure of an estimated AUD9.0 million (ZAR102.5 million) will be required for synergy realisation.

5. Super Group Funding

Super Group, through its 100% held subsidiary, Bluefin, will be following its rights in the SG Fleet Entitlement Offer, whereby it will acquire 21 188 171 shares (amounting to 60.13% of the total Entitlement Offer) at a price of AUD2.45 per share with a total value of AUD51.9 million (ZAR591.1 million). Bluefin has signed a pre-commitment letter confirming Bluefin's irrevocable agreement to follow its rights. Existing cash resources are being used by Super Group and Bluefin to follow the latter's rights in the SG Fleet Entitlement Offer.

6. Conditions precedent

The conditions precedent to the completion of the LeasePlan ANZ Acquisition include regulatory approvals for antitrust (Australian Competition & Consumer Commission ("ACCC")) clearances, Australia and New Zealand foreign investment approval, and SG Fleet shareholder approval for the giving of financial assistance in connection with the acquisition (which requires the passing of a special resolution (75%)). The acquisition will terminate if the value of the LeasePlan ANZ receivables not securitised through the new SG Fleet securitisation warehouse facility exceeds AUD 200 million (ZAR2.278 billion) as at a long stop date, which is 9 months post signature of the share purchase agreement.

Super Group has confirmed to the directors of SG Fleet that it intends to vote, through Bluefin, all of its shares (including all of the shares acquired in the Entitlement Offer) in favour of the aforementioned special resolution. The Directors of SG Fleet will unanimously recommend that SG Fleet shareholders vote in favour of the aforementioned special resolution and each Director intends to vote all shares controlled or held by, or on behalf of, that Director, in favour of the aforementioned special resolution.

7. Effective date

The effective date of the LeasePlan ANZ Acquisition is expected to fall in the third quarter of 2021, subject to satisfaction of the conditions precedent.

8. JSE categorisation

Super Group's equity contribution of AUD51.9 million (ZAR591.1 million) in relation to its market capitalisation results in a category 2 transaction. SG Fleet is regulated by the Australian Securities Exchange ("ASX") and the transaction is structured and disclosed in line with the ASX and associated Australian security/company laws.

9. Withdrawal of cautionary announcement

The cautionary announcement issued on 24 March 2021 is hereby withdrawn.

10. Further communications

In light of the ASX and ACCC regulatory requirements concerning the LeasePlan ANZ transaction, Super Group will be restricted from providing additional information to its shareholders, and shareholders are referred to the ASX website, <https://www2.asx.com.au/markets/company/sgf>, for any further communications and updates.

Super Group will provide further information on the LeasePlan ANZ Acquisition once all the conditions precedent in paragraph 6 above have been met.

Sandton
31 March 2021

Registered office
27 Impala Road, Chislehurst, Sandton, 2196

Equity Sponsor
Investec Bank Limited

Debt Sponsor
Rand Merchant Bank (a division of FirstRand Bank Limited)