

**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")



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

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

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 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	3 May 2022
DATE OF AWARD OF OPTIONS	3 April 2022
OPTION STRIKE PRICE	R3.64
NUMBER OF OPTIONS ACCEPTED	1 221 489
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

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 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	3 May 2022
DATE OF AWARD OF OPTIONS	3 April 2022
OPTION STRIKE PRICE	R3.64
NUMBER OF OPTIONS ACCEPTED	1 105 432
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

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 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	3 May 2022

DATE OF AWARD OF OPTIONS	3 April 2022
OPTION STRIKE PRICE	R3.64
NUMBER OF OPTIONS ACCEPTED	976 117
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

4.

NAME OF PRESCRIBED OFFICER	Mr Jacobus Johannes Human
COMPANY OF WHICH A PRESCRIBED OFFICER	STADIO Holdings Limited
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	3 May 2022
DATE OF AWARD OF OPTIONS	3 April 2022
OPTION STRIKE PRICE	R3.64
NUMBER OF OPTIONS ACCEPTED	903 585
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

5.

NAME OF DIRECTOR	Ms Teresa Zoe Passchier
COMPANY OF WHICH A DIRECTOR	The South African School of Motion Picture Medium and Live Performance Proprietary Limited (t/a AFDA)
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	3 May 2022
DATE OF AWARD OF OPTIONS	3 April 2022
OPTION STRIKE PRICE	R3.64
NUMBER OF OPTIONS ACCEPTED	83 931
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

Durbanville  
3 May 2022

Sponsor  
PSG Capital



Independent Joint Sponsor  
Tamela Holdings

