

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

FINALISATION ANNOUNCEMENT IN RELATION TO THE ODD-LOT OFFER

1. Finalisation information

*Unless otherwise defined, the definitions and interpretations contained in the Circular issued by Super Group on Tuesday, 1 November 2022 ("**Circular**") apply, mutatis mutandis, to terms used in this announcement.*

Further to the results of the General Meeting of Super Group Shareholders announced on SENS on Tuesday, 29 November 2022, Super Group Shareholders are advised that all conditions precedent to the Odd-lot Offer have now been fulfilled and that the Odd-lot Offer is accordingly unconditional, and Super Group will proceed with implementing the Odd-lot Offer.

2. Offer price and tax consequences

The Offer Price per Super Group Share in respect of the Odd-lot Offer is R28.80636 ('Offer Price') and has been calculated on the 10-day volume weighted average price of a Super Group ordinary share on the JSE at the close of business on Friday, 2 December 2022, being R26.1876 plus a 10% premium.

If you wish to retain your Super Group Shares you must specifically make an election to do so. Those Odd-lot Holders who do not make an election will automatically be regarded as having accepted the Odd-lot Offer and chosen to dispose of their Super Group Shares to Super Group and receive the Cash Consideration.

As set out in the Circular, the Super Group board has resolved that the Odd-lot Offer will be distributed as a return of capital (paid out of 'contributed tax capital' as defined in section 1 of the South African Income Tax Act). The Cash Consideration will therefore not be regarded as a dividend for South African income tax purposes.

The Odd-lot Offer may be subject to tax in the relevant jurisdiction of the Odd-lot Holder arising from the disposal of the Odd-lot Holdings by the Odd-lot Holders who make an election to sell their Odd-lot Holdings to Super Group or who do not make an election. Annexure 1 to the Circular contains a summary of the tax consequences for Odd-lot Holders who make an election to sell their Odd-lot Holdings to Super Group or who do not make an election. Shareholders should, however, seek their own tax advice.

3. Salient dates and times

Super Group Shareholders are reminded of the following salient dates and times in relation to the Odd-lot Offer:

2022	
Odd-lot Offer opens at 09:00 on	Monday, 5 December
Publication of the finalisation information (including the Offer Price) on SENS by 11:00 on	Monday, 5 December
Last day to trade to participate in the Odd-lot Offer	Tuesday, 20 December
Super Group Shares trade ex-Odd lot Offer	Wednesday, 21 December
Forms of election and surrender to be received by the Transfer Secretaries in South Africa by 10:00 on	Friday, 23 December
Record date for the Odd-lot Offer	Friday, 23 December

Odd-lot Offer closes at 12:00 on	Friday, 23 December
Payment of the Cash Consideration to Certificated Odd-lot Holders who have accepted the Odd-lot Offer or who have made no election	Tuesday, 27 December
Dematerialised Odd-lot Holders who have accepted the Odd-lot Offer or who have made no election will have their accounts at their CSDP or broker credited with the Cash Consideration	Tuesday, 27 December
Results of the Odd-lot Offer released on SENS on	Wednesday, 28 December
Delisting of Super Group Shares repurchased in terms of the Odd-lot Offer expected on or about	Friday, 30 December

Notes:

1. Dematerialised Odd-lot Holders are requested to notify their duly appointed CSDP or broker of their election by the cut-off time stipulated by their CSDP or broker. This will be before the closing date of the Odd-lot Offer.
2. In the case of Certificated Odd-lot Holders who decide to sell their Odd-lot Holdings for the Cash Consideration, payment will be made by electronic funds transfer into the bank accounts of the Odd-lot Holders on Tuesday, 27 December 2022 as provided on the Form of Election and Surrender.
3. Odd-lot Holders who are non-residents of the Common Monetary Area and who have never resided in the Common Monetary Area, whose registered address is outside the Common Monetary Area and whose Documents of Title have been restrictively endorsed under the Exchange Control Regulations, and who decide to sell their Odd-lot Holdings for the Cash Consideration, are referred to paragraph 7 of this Circular regarding processing and payment of the Cash Consideration.
4. Those Odd-lot Holders who do not make an election will automatically be regarded as having accepted the Odd-lot Offer and shall be deemed to have agreed to dispose of their Super Group Shares to Super Group and receive the Cash Consideration.
5. Shareholders may not dematerialise or rematerialise their Shares after the last day to trade, being Wednesday, 21 December 2022 to Friday, 23 December 2022, both dates inclusive.

Johannesburg

5 December 2022

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