

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")

ACQUISITION OF CBW GROUP HOLDINGS LIMITED

1. Introduction and overview of the acquisition

Super Group is pleased to announce that it has concluded a sale and purchase agreement to acquire 78.82% of the equity of CBW Group Holdings Limited from existing management, trading as Amco ("Amco"), for a purchase consideration of GBP 30.3 million ("the acquisition").

2. Nature of the business

Headquartered in the United Kingdom (UK), Amco is a transport and logistics business and a leading provider of specialist land, air and sea logistics. Founded in 1983, the business has 11 UK operating locations and hubs strategically located across Europe. Amco delivers its logistics services to over 250 active UK and European customers that operate in a diverse range of manufacturing sectors - including automotive, telecommunications, retail, construction, mining and FMCG.

Their team includes highly experienced specialists, many of whom have previously worked in customer sectors such as automotive, waste, defence and FMCG markets. Amco harnesses a worldwide network of international partners, ensuring local knowledge and expertise. Read more at <https://www.amco-group.co.uk/>

3. Key terms of the acquisition

The consideration paid to acquire 78.82% of the sale equity of Amco is GBP 30.3 million. This was satisfied in cash and there are no deferred considerations to be fulfilled.

The net assets acquired amount to GBP 8.4 million after including an estimated GBP 3.7 million of identifiable intangible assets after deferred taxation.

The business generated Earnings before Interest, Tax, Depreciation and Amortisation (EBITDA) of GBP 9.2 million, Profit Before Tax of GBP 8.36 million and Profit After Tax of GBP 6.65m for the twelve months ended 30 June 2023*.

The investment was effected through Super Group's 100% owned UK subsidiary, SG International Holdings Limited.

Existing management will retain the remaining 21.18% and Amco's management team will remain employed in the business.

There are no outstanding conditions precedent and the effective date of the acquisition is 19 July 2023.

4. Rationale for the acquisition

Super Group's strategy is to make selective acquisitions in its core supply chain, fleet solutions and dealerships businesses. The acquisition of Amco will significantly complement the Group's supply chain offering, providing opportunities for market share gains across the UK and Europe.

The business segment has high barriers to entry with Amco resiliently positioned as a result of its:

- well-established original equipment manufacturer relationships
- investment in new value-added services, such as e-commerce fulfilment, procurement and consulting
- strategically located warehousing
- branded fleet
- third-party logistics partners

5. Super Group funding

Super Group raised a five-year corporate bond on 29 June 2023 amounting to ZAR 810 million to facilitate the acquisition.

6. Classification of the acquisition

The acquisition is a Category 2 transaction in terms of paragraph 9.5(a) of the JSE Limited ("JSE") Listings Requirements. Subsequent to the acquisition, Amco's Articles of Association will be reviewed to ensure that they do not prevent Super Group from complying with its obligation in terms of Schedule 10.21 of the JSE Listings Requirements.

Sandton
19 July 2023

Registered office
27 Impala Road, Chislehurst, Sandton, 2196

Equity Sponsor
Investec Bank Limited

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

**Source: unaudited management accounts for the twelve months ended 30 June 2023. Super Group's management is satisfied with quality and accuracy of these accounts.*