

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")



EXERCISE AND RELATED SETTLEMENT OF SHARE OPTIONS IN TERMS OF THE STADIO HOLDINGS LIMITED SHARE INCENTIVE TRUST

In compliance with paragraphs 3.63 to 3.74 of the JSE Limited Listings 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
NUMBER OF OPTIONS EXERCISED	1 074 992
VESTING DATE OF OPTIONS	1 July 2023
EXERCISE DATE OF OPTIONS	After close of business on 31 August 2023
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 459 978 shares to the director at the last traded share price of R5.45 on 31 August 2023 (off-market transaction)
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 2023
EXERCISE DATE OF OPTIONS	After close of business on 31 August 2023
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 73 054 shares to the director at the last traded share price of R5.45 on 31 August 2023 (off-market transaction)
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 in relation to ordinary shares
OPTION STRIKE PRICE	R1.21
NUMBER OF OPTIONS EXERCISED	296 733
VESTING DATE OF OPTIONS	1 July 2023
EXERCISE DATE OF OPTIONS	After close of business on 31 August 2023
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 126 969 shares to the director at the last traded share price of R5.45 on 31 August 2023 (off-market transaction)
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 in relation to ordinary shares
OPTION STRIKE PRICE	R1.21
NUMBER OF OPTIONS EXERCISED	152 941
VESTING DATE OF OPTIONS	1 July 2023
EXERCISE DATE OF OPTIONS	After close of business on 31 August 2023
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.

Durbanville
1 September 2023

Sponsor
PSG Capital

