

STADIO HOLDINGS LIMITED  
(Previously Embury Holdings Proprietary Limited)  
(Incorporated in the Republic of South Africa)  
Registration number: 2016/371398/06  
JSE share code: SDO  
ISIN ZAE000248662  
(**"STADIO"**)

VOLUNTARY ANNOUNCEMENT: IMPLEMENTATION OF THE MILPARK ACQUISITION  
AND CONCLUSION OF BRIMSTONE SHARE SWAP-UP

## 1. MILPARK ACQUISITION

Shareholders are referred to the announcement published by STADIO on SENS on 13 October 2017, in which it was advised that STADIO and Brimstone Investment Corporation Limited (**"Brimstone"**), acting through a newly incorporated private company, Milpark Investments SPV Proprietary Limited (**"Milpark SPV"**), entered into an agreement (**"Acquisition Agreement"**) with Coöperative Apollo Global Netherlands U.A., Encosolve Proprietary Limited and MBS Education Investments Proprietary Limited (**"MBS Education"**), dated 12 October 2017, in terms of which Milpark SPV will acquire 100% of the issued share capital of MBS Education, which is the investment holding company that holds 100% of the issued shares of Milpark Education Proprietary Limited (**"Milpark"**), on the terms and conditions more specifically set out in the Acquisition Agreement (**"Acquisition"**).

Shareholders are hereby advised that the suspensive conditions contained in the Agreement were fulfilled and that the Acquisition was successfully implemented on Monday, 19 March 2018 (**"Acquisition Date"**).

As at the Acquisition Date, STADIO had an effective interest of 70% and Brimstone had an effective interest of 30%, in the issued share capital of Milpark SPV.

Milpark is a leading provider of higher education and further education and training qualifications, with a national footprint in South Africa. The majority of Milpark's programmes are offered through the distance learning mode of delivery. Milpark currently has approximately 14 735 students registered for its various programmes.

Milpark's flagship qualification, its Master of Business Administration degree (**"MBA"**), has been ranked number 1 amongst private providers of the MBA in South Africa by PMR.africa for three consecutive years, from 2015 to 2017.

The Acquisition of Milpark provides STADIO with a wide variety of additional qualifications in the School of Business and Commerce and will assist STADIO in widening access to higher education in South Africa.

## 2. BRIMSTONE SHARE SWAP-UP

Following the successful implementation of the Acquisition, STADIO and Brimstone concluded an asset for share agreement on Tuesday, 20 March 2018 ("**Share Swap Agreement**") in terms of which STADIO will acquire 17.2% of Brimstone's 30% interest in Milpark SPV ("**Swap-up Interest**") from Brimstone for a purchase consideration equal to R50 862 618, to be settled by the issue of ordinary shares in STADIO ("**STADIO Shares**") at the volume weighted average price of STADIO Shares for the 30 trading day period prior to Tuesday, 20 March 2018 (which was R6.50), less a 20% discount, amounting to an issue price of R5.20 per STADIO Share.

Brimstone is a black controlled and managed investment holding company listed on the JSE with which STADIO has jointly invested in Milpark SPV for purposes of the Acquisition. The STADIO Shares issued to Brimstone in consideration for the Swap-up Interest, will be subject to a BEE lock-in period of 7 years.

Following the implementation of the share swap-up, STADIO will have an effective interest in the issued share capital of Milpark SPV of 87.2% and Brimstone will have an effective interest of 12.8%.

The share swap-up is uncategorised in terms of the JSE Listings Requirements, and the information contained in this announcement has been voluntarily disclosed by STADIO.

Durbanville  
22 March 2018

Transaction Advisor and Sponsor:  
PSG Capital