

**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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**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 by directors, a prescribed officer, and a director of a major subsidiary 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	R1.23 (1) R3.64 (2)
NUMBER OF OPTIONS EXERCISED	1 996 413 (1) 305 372 (2)
VESTING DATE OF OPTIONS	3 April 2024 (1-2)
EXERCISE DATE OF OPTIONS	After close of business on 5 April 2024 (1 -2)
PERIOD OF EXERCISE	Participants have a 30-day period from the vesting date during which options can be exercised
NATURE OF TRANSACTION	(1) Exercise of options by the director and related after-tax net-equity settlement of 807 581 shares to the director at the closing share price on the exercise date of R4.65 (off-market transaction) (2) Exercise of options by the director and related after-tax net-equity settlement of 36 480 shares to the director at the closing share price on the exercise date of R4.65 (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	R3.63 (1) R1.23 (2) R2.62 (3) R3.64 (4)
NUMBER OF OPTIONS EXERCISED	466 178 (1) 317 073 (2)  211 134 (3) 276 358 (4)
VESTING DATE OF OPTIONS	3 April 2024 (1-4)
EXERCISE DATE OF OPTIONS	After close of business on 5 April 2024 (1-4)
PERIOD OF EXERCISE	Participants have a 30-day period from the vesting date during which options can be exercised
NATURE OF TRANSACTION	(1) Exercise of options by the director and related after-tax net-equity settlement of 56 242 shares to the director at the closing share price on the exercise date of R4.65 (off-market transaction) (2) Exercise of options by the director and related after-tax net-equity settlement of 128 261 shares to the director at the closing share price on the exercise date of R4.65 (off-market transaction) (3) Exercise of options by the director and related after-tax net-equity settlement of 50 695 shares to the director at the closing share price on the exercise date of R4.65 (off-market transaction) (4) Exercise of options by the director and related after-tax net-equity settlement of 33 014

	shares to the director at the closing share price on the exercise date of R4.65 (off-market transaction)
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, beneficial

**3.**

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	R1.23 (1) R2.62 (2) R3.64 (3)
NUMBER OF OPTIONS EXERCISED	284 034 (1) 266 063 (2) 225 896 (3)
VESTING DATE OF OPTIONS	3 April 2024 (1-3)
EXERCISE DATE OF OPTIONS	After close of business on 5 April 2024 (1-3)
PERIOD OF EXERCISE	Participants have a 30-day period from the vesting date during which options can be exercised
NATURE OF TRANSACTION	(1) Exercise of options and acquisition of 284 034 shares by the prescribed officer at the strike price of R1.23 (off-market transaction) (2) Exercise of options and acquisition of 266 063 shares by the prescribed officer at the strike price of R2.62 (off-market transaction) (3) Exercise of options and acquisition of 225 896 shares by the prescribed officer at the strike price of R3.64 (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

**4.**

NAME OF DIRECTOR	Dr Christiaan Rudolph van der Merwe
COMPANY OF WHICH A DIRECTOR	STADIO Holdings Limited
STATUS: EXECUTIVE/NON-EXECUTIVE	Non-Executive
TYPE AND CLASS OF SECURITIES	Options in relation to ordinary shares
OPTION STRIKE PRICE	R3.63
NUMBER OF OPTIONS EXERCISED	645 077
VESTING DATE OF OPTIONS	3 April 2024
EXERCISE DATE OF OPTIONS	After close of business on 5 April 2024
PERIOD OF EXERCISE	Participants have a 30-day period from the vesting date during which options can be exercised
NATURE OF TRANSACTION	Exercise of options by the director and related after-tax net-equity settlement of 80 674 shares to the director at the closing share price on the exercise date of R4.65 (off-market transaction)
NAME OF ASSOCIATE	Chris van der Merwe Familie Trust
RELATIONSHIP WITH DIRECTOR	The director is a trustee of the associate
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Indirect, beneficial

**5.**

NAME OF DIRECTOR	Ms Teresa Zoë Passchier
COMPANY OF WHICH A DIRECTOR	The South African School of Motion Picture Medium and Live Performance Proprietary Limited (t/a AFDA) (a major subsidiary of the Company)
STATUS: EXECUTIVE/NON-EXECUTIVE	Executive
TYPE AND CLASS OF SECURITIES	Options in relation to ordinary shares
OPTION STRIKE PRICE	R2.62 (1) R3.64 (2)

NUMBER OF OPTIONS EXERCISED	291 518 20 983	(1) (2)
VESTING DATE OF OPTIONS	3 April 2024	(1-2)
EXERCISE DATE OF OPTIONS	After close of business on 5 April 2024	(1-2)
PERIOD OF EXERCISE	Participants have a 30-day period from the vesting date during which options can be exercised	
NATURE OF TRANSACTION	(1) Exercise of options by the director, and related after-tax net-equity settlement of 69 996 shares to the director at the closing share price on the exercise date of R4.65 (off-market transaction) (2) Exercise of options by the director, and related after-tax net-equity settlement of 2 507 shares to the director at the closing share price on the exercise date of R4.65 (off-market transaction)	
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, beneficial	

To the extent required, clearance for the above was obtained in terms of paragraph 3.66 of the JSE Limited Listings Requirements.

Durbanville  
8 April 2024

Sponsor  
PSG Capital



PSG CAPITAL