

STADIO HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 2016/371398/06)

Share code: SDO

ISIN: ZAE000248662

LEI: 3789007C8FB26515D966

("STADIO Holdings")

**AWARD AND ACCEPTANCE OF OPTIONS IN TERMS OF THE STADIO GROUP SHARE INCENTIVE SCHEME**

In compliance with paragraphs 3.63 to 3.74 of the JSE Limited Listings Requirements, the following information regarding the acceptance of options by directors and a prescribed officer of STADIO Holdings and a director of a major subsidiary of STADIO Holdings are disclosed to shareholders:

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 to acquire ordinary shares in STADIO Holdings
NATURE OF TRANSACTION	Acceptance of award of options to acquire ordinary shares in STADIO Holdings in terms of the STADIO Group Share Incentive Scheme (off-market transaction)
DATE OF ACCEPTANCE OF OPTIONS	25 April 2023
DATE OF AWARD OF OPTIONS	3 April 2023
OPTION STRIKE PRICE	R4.58
NUMBER OF OPTIONS ACCEPTED	885 342
VESTING DATES OF OPTIONS	The options will vest in four tranches of 25% each, on the following dates: 3 April 2025 3 April 2026 3 April 2027 3 April 2028
PERIOD OF EXERCISE	Participants have a 30-day period from the vesting date during which options can be exercised
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, 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 to acquire ordinary shares in STADIO Holdings
NATURE OF TRANSACTION	Acceptance of award of options to acquire ordinary shares in STADIO Holdings in terms of the STADIO Group Share Incentive Scheme (off-market transaction)
DATE OF ACCEPTANCE OF OPTIONS	25 April 2023
DATE OF AWARD OF OPTIONS	3 April 2023
OPTION STRIKE PRICE	R4.58
NUMBER OF OPTIONS ACCEPTED	966 598
VESTING DATES OF OPTIONS	The options will vest in four tranches of 25% each, on the following dates: 3 April 2025 3 April 2026 3 April 2027 3 April 2028
PERIOD OF EXERCISE	Participants have a 30-day period from the vesting date during which options can be exercised
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 to acquire ordinary shares in STADIO Holdings
NATURE OF TRANSACTION	Acceptance of award of options to acquire ordinary shares in STADIO Holdings in terms of the STADIO Group Share Incentive Scheme (off-market transaction)
DATE OF ACCEPTANCE OF OPTIONS	25 April 2023

DATE OF AWARD OF OPTIONS	3 April 2023
OPTION STRIKE PRICE	R4.58
NUMBER OF OPTIONS ACCEPTED	911 913
VESTING DATES OF OPTIONS	The options will vest in four tranches of 25% each, on the following dates: 3 April 2025 3 April 2026 3 April 2027 3 April 2028
PERIOD OF EXERCISE	Participants have a 30-day period from the vesting date during which options can be exercised
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 to acquire ordinary shares in STADIO Holdings
NATURE OF TRANSACTION	Acceptance of award of options to acquire ordinary shares in STADIO Holdings in terms of the STADIO Group Share Incentive Scheme (off-market transaction)
DATE OF ACCEPTANCE OF OPTIONS	25 April 2023
DATE OF AWARD OF OPTIONS	3 April 2023
OPTION STRIKE PRICE	R4.58
NUMBER OF OPTIONS ACCEPTED	1 037 179
VESTING DATES OF OPTIONS	The options will vest in four tranches of 25% each, on the following dates: 3 April 2025 3 April 2026 3 April 2027 3 April 2028
PERIOD OF EXERCISE	Participants have a 30-day period from the vesting date during which options can be exercised
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, beneficial

5.

NAME OF DIRECTOR	Ms Teresa Zoe Passchier
COMPANY OF WHICH A DIRECTOR	The South African School of Motion Picture Medium and Live Performance Proprietary Limited (t/a AFDA)
TYPE AND CLASS OF SECURITIES	Options to acquire ordinary shares in STADIO Holdings
NATURE OF TRANSACTION	Acceptance of award of options to acquire ordinary shares in STADIO Holdings in terms of the STADIO Group Share Incentive Scheme (off-market transaction)
DATE OF ACCEPTANCE OF OPTIONS	26 April 2023
DATE OF AWARD OF OPTIONS	3 April 2023
OPTION STRIKE PRICE	R4.58
NUMBER OF OPTIONS ACCEPTED	367 503
VESTING DATES OF OPTIONS	The options will vest in four tranches of 25% each, on the following dates: 3 April 2025 3 April 2026 3 April 2027 3 April 2028
PERIOD OF EXERCISE	Participants have a 30-day period from the vesting date during which options can be exercised
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION	Direct, beneficial

Durbanville
26 April 2023

Sponsor
PSG Capital

