

**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	29 April 2024
DATE OF AWARD OF OPTIONS	3 April 2024
OPTION STRIKE PRICE	R4.79
NUMBER OF OPTIONS ACCEPTED	1,299,207
VESTING DATES OF OPTIONS	The options will vest in four tranches of 25% each, on the following dates: 3 April 2026 3 April 2027 3 April 2028 3 April 2029
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	29 April 2024
DATE OF AWARD OF OPTIONS	3 April 2024
OPTION STRIKE PRICE	R4.79
NUMBER OF OPTIONS ACCEPTED	847,703
VESTING DATES OF OPTIONS	The options will vest in four tranches of 25% each, on the following dates: 3 April 2026 3 April 2027 3 April 2028 3 April 2029
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 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	29 April 2024
DATE OF AWARD OF OPTIONS	3 April 2024

OPTION STRIKE PRICE	R4.79
NUMBER OF OPTIONS ACCEPTED	583,134
VESTING DATES OF OPTIONS	The options will vest in four tranches of 25% each, on the following dates: 3 April 2026 3 April 2027 3 April 2028 3 April 2029
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 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	29 April 2024
DATE OF AWARD OF OPTIONS	3 April 2024
OPTION STRIKE PRICE	R4.79
NUMBER OF OPTIONS ACCEPTED	724,886
VESTING DATES OF OPTIONS	The options will vest in four tranches of 25% each, on the following dates: 3 April 2026 3 April 2027 3 April 2028 3 April 2029
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	Mr Andrew Charles Horsfall
COMPANY OF WHICH A DIRECTOR	Milpark Education (Pty) Ltd
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	29 April 2024
DATE OF AWARD OF OPTIONS	3 April 2024
OPTION STRIKE PRICE	R4.79
NUMBER OF OPTIONS ACCEPTED	1,483,438
VESTING DATES OF OPTIONS	The options will vest in four tranches of 25% each, on the following dates: 3 April 2026 3 April 2027 3 April 2028 3 April 2029
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

6.

NAME OF DIRECTOR	Mr Albertus Van Der Merwe Roux
COMPANY OF WHICH A DIRECTOR	STADIO (Pty) Ltd
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	29 April 2024
DATE OF AWARD OF OPTIONS	3 April 2024
OPTION STRIKE PRICE	R4.79

NUMBER OF OPTIONS ACCEPTED	790,939
VESTING DATES OF OPTIONS	The options will vest in four tranches of 25% each, on the following dates: 3 April 2026 3 April 2027 3 April 2028 3 April 2029
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  
29 April 2024

Sponsor  
PSG Capital



PSG CAPITAL