STADIO

HOLDINGS

NOTICE OF AGM

2023

PRESENTING

STADIO

HOLDINGS

MILPARK EDUCATION

STADIO HIGHER EDUCATION

AFDA

THREE DISTINCT PRIVATE HIGHER EDUCATION INSTITUTIONS

Contents

Highlights

REVENUE
R1 214 million
↑ **11%**
R1 098 million

Semester 1 student numbers
↑ **11%**
Semester 2 student numbers
↑ **8%**

EBITDA[1] MARGIN
↑ **29%**
from 28%

EPS
19.5 cps
↑ **31%**
14.9 cps

Core HE[2]
R176 million
↑ **18%**
R149 million

CHEPS[2]
20.7 cps
↑ **18%**
17.6 cps

DIVIDEND PER SHARE
8.9 cps
↑ **89%**
4.7 cps

86 Qualifications
31 Pipeline programmes

STADIO Centurion campus opens in January – first comprehensive campus

Krugersdorp Logistics Centre completed in early 2023

Staff Share Scheme introduced

Continued refinement of systems and processes with efficiencies starting to show

[1] *Earnings before interest, taxation, depreciation and amortisation (EBITDA)*
[2] *Core headline earnings (HE) and core headline earnings per share (CHEPS)*

01 Letter to shareholders

"The Group has made good strides in positioning itself as a first-choice institution"

28 April 2023

Dear Shareholder

NOTICE OF 6TH ANNUAL GENERAL MEETING AND FORM OF PROXY

We are pleased to enclose the notice of STADIO Holdings Limited's (STADIO Holdings) 6th Annual General Meeting to be conducted entirely by electronic communication as permitted by the Companies Act, No. 71 of 2008, as amended (the Companies Act) and by the Company's Memorandum of Incorporation (MOI) at 10:00 on Thursday, 22 June 2023 (the AGM).

In recent years, there has been a trend towards holding virtual or electronic meetings, and STADIO Holdings has been no exception. We have found that electronic meetings have increased attendance, reduced costs, and provided a more convenient way for shareholders to participate in our AGM. We will therefore continue to conduct our AGM entirely by electronic communication.

The enclosed notice of AGM (Notice of AGM) is accompanied by various annexures, some of which include:

- audited summary financial statements;
- the remuneration report; and
- form of proxy.

We are committed to being responsible stewards of the environment, and therefore, in an effort to support environmental initiatives STADIO Holdings' full integrated annual report will not be printed, but instead is available on the STADIO Holdings' website, www.stadio.co.za. Should you require an electronic copy, please contact the Company Secretary at kater@stadio.co.za.

A copy of STADIO Holding's complete audited consolidated annual financial statements and the summary financial statements for the financial year ended 31 December 2022 are available on STADIO Holdings website at www.stadio.co.za or may be requested and obtained in person, at no charge, at the registered office of the company during office hours.

Our AGM is an opportunity for stakeholders to engage with members of the Board and management, and we look forward to your participation.

Yours faithfully

Vincent Maphai
Chairperson

02 Notice of the 6th annual general meeting

STADIO Holdings Limited
Incorporated in the Republic of South Africa
Registration number: 2016/371398/06
JSE share code: SDO
ISIN: ZAE000248662
LEI: 3789007C8FB26515D966
(STADIO Holdings, or the Group, or the Company)

Notice is hereby given of the 6th annual general meeting of ordinary shareholders of STADIO Holdings to be conducted entirely by electronic communication as permitted by the Companies Act, No. 71 of 2008, as amended (the Companies Act) and by the Company's memorandum of incorporation (MOI), at 10:00 a.m. on Thursday, 22 June 2023 (the AGM).

PURPOSE

The purpose of the AGM is to transact the business set out in the agenda below.

Shareholders or their duly appointed proxy(ies) that wish to participate in the AGM via electronic communication (Participant(s)) must refer to the instructions and guidelines included on pages 14 and 15.

AGENDA

- Presentation of the audited annual financial statements of STADIO Holdings and its subsidiaries, the reports of the directors of STADIO Holdings (Directors), including the remuneration and nominations committee, the audit and risk committee, and the report of the transformation, social and ethics committee for the year ended 31 December 2022.

  The audited summary financial statements for the year ended 31 December 2022 are included in Annexure 1, while the audited annual consolidated financial statements, including the unmodified audit opinion, and the annual integrated report are available for download on our website at www.stadio.co.za. Should you wish to receive an electronic copy of either document, please email the company secretary at kater@stadio.co.za.

- To consider and, if deemed fit, approve, with or without modification, the ordinary and special resolutions on pages 6 to 12.

Note:

For any of the ordinary resolutions numbers 1 to 6 and 8 to 9 (inclusive) to be adopted, more than 50% of the voting rights exercised on each such ordinary resolution must be exercised in favour thereof. For ordinary resolution number 7 and special resolutions numbers 1 to 11 to be adopted, at least 75% of the voting rights exercised on each such resolution must be exercised in favour thereof.

Brief curriculum vitae of each of the Directors who have retired and are standing for re-election in accordance with the Company's MOI and King IV™, are included on following page.

DR CHRISTINA BUSISIWE VILAKAZI (BUSISIWE VILAKAZI) [39]

Independent non-executive Director

BSc in Electrical Engineering, MSc in Engineering, DPhil (PhD) in Engineering Science

Busisiwe Vilakazi was appointed in October 2019 and holds a PhD in Engineering Science as a Nelson Mandela Scholar from the University of Oxford in the United Kingdom. She has a wealth of experience in ICT, emerging technologies and energy, having led research activities in those areas at both the CSIR and SITA. She currently serves on the Eskom Holdings Board as well as on the Board of MacSteel SA Proprietary Limited.

DR THOMAS HENRY BROWN (TOM BROWN) [56]

Independent non-executive Director

BSc, HED, BEd, MEd, PhD

Tom Brown was appointed in October 2019 and has a wealth of knowledge in education, having been involved in both contact and distance learning for many years. He received his PhD in the field of distance learning in 1993 and was a Research Professor in the Institute for Open Distance Learning, Unisa. Dr Brown previously held various executive positions in both public and private higher education, including CEO of CTI Education Group, MD of Midrand Graduate Institute, and Deputy Director of Telematic Learning and Education Innovation at the University of Pretoria. He has been involved in consultancy work for several institutions in the fields of private higher education, distance learning, mobile learning, educational technology and technology enhanced learning. Tom Brown serves on the boards of numerous companies and is Chairman of the DC Education Group. He is also one of the founding directors of the International Association for Mobile Learning (IAmLearn).

MS MATHUKANA MOKOKA (MATHUKANA MOKOKA) [49]

Independent non-executive Director

CA(SA)

Mathukana Mokoka was appointed in April 2019. She is a qualified Chartered Accountant (CA)SA with over 15 years of post-articles experience. She has sound public and private sector experience on various boards of companies, including Sanlam Limited, Sanlam Life Insurance Limited, Palabora Mining Proprietary Limited, CSG Holdings, Strate Proprietary Limited, amongst others.

02 Notice of the 6th annual general meeting continued

ORDINARY RESOLUTIONS

1. RETIREMENT AND RE-ELECTION OF DIRECTORS

1.1 ORDINARY RESOLUTION NUMBER 1

Resolved that Busisiwe Vilakazi, who retires by rotation in terms of the MOI of the Company, and being eligible, offers herself for re-election, be and is hereby re-elected as Director.

1.2 ORDINARY RESOLUTION NUMBER 2

Resolved that Tom Brown, who retires by rotation in terms of the MOI of the Company, and being eligible, offers himself for re-election, be and is hereby re-elected as Director.

The reason for ordinary resolutions numbers 1 to 2 (inclusive) is that the MOI of the Company, the Listings Requirements of the JSE (JSE Listings Requirements), and to the extent applicable, the Companies Act, require that one-third of non-executive Directors retire at each annual general meeting of the Company and, being eligible, may offer themselves for re-election as Directors.

2. RE-APPOINTMENT OF THE MEMBERS OF THE AUDIT AND RISK COMMITTEE OF THE COMPANY

Note:

For the avoidance of doubt, all references to the Audit and Risk committee of the Company are a reference to the audit committee as contemplated in the Companies Act.

2.1 ORDINARY RESOLUTION NUMBER 3

Resolved that Mathukana Mokoka, being eligible, is hereby re-appointed as a member and chairperson of the audit and risk committee of the Company, as recommended by the Board of the Company, until the next annual general meeting of the Company.

2.2 ORDINARY RESOLUTION NUMBER 4

Resolved that Busisiwe Vilakazi, being eligible, subject to the approval of ordinary resolution number 1 above, be and is hereby re-appointed as a member of the audit and risk committee of the Company, as recommended by the Board of the Company, until the next annual general meeting of the Company.

2.3 ORDINARY RESOLUTION NUMBER 5

Resolved that Tom Brown, being eligible, subject to the approval of ordinary resolution number 2 above, be and is hereby re-appointed as a member of the audit and risk committee of the Company, as recommended by the Board of the Company, until the next annual general meeting of the Company.

The reason for ordinary resolutions numbers 3 to 5 (inclusive) is that the Company, being a public listed company, must appoint an audit committee and the Companies Act requires that the members of such audit committee be appointed, or re-appointed, as the case may be, at each annual general meeting of the Company.

3. RE-APPOINTMENT OF AUDITOR

3.1 ORDINARY RESOLUTION NUMBER 6

Resolved that PricewaterhouseCoopers Inc. be, and is hereby re-appointed, as the auditor of the Company for the ensuing financial year or until the next annual general meeting of the Company, whichever is the later, with the designated auditor being Viresh Harri, a registered auditor and partner in the firm on the recommendation of the audit and risk committee of the Company.

The reason for ordinary resolution number 6 is that the Company, being a public listed company, must have its annual financial statements audited, and such an auditor must be appointed or re-appointed, as the case may be, at each annual general meeting of the Company, as required by the Companies Act and the JSE Listings Requirements.

4. GENERAL AUTHORITY TO ISSUE ORDINARY SHARES FOR CASH

4.1 ORDINARY RESOLUTION NUMBER 7

Resolved that the Board of the Company be and is hereby authorised, by way of a general authority, to allot and issue any of the Company's unissued shares for cash as they in their discretion may deem fit, without restriction, subject to the provisions of the Company's MOI, the Companies Act and the JSE Listings Requirements, of the provided that:

- the approval shall be valid until the date of the next annual general meeting of the Company, provided it shall not extend beyond 15 months from the date of this resolution;
- the general issues of shares for cash in any one financial year may not exceed, in the aggregate, 5% of the Company's issued share capital (number of securities) of that class as at the date of this Notice of AGM, it being recorded that ordinary shares issued pursuant to a rights offer or in consideration for acquisitions or shares issued to the Company's Share Incentive Trust (Trust) or options granted by the Trust in accordance with the JSE Listings Requirements shall not diminish the number of ordinary shares that comprise the 5% of the ordinary shares that can be issued in terms of this ordinary resolution. As at the date of this Notice of AGM, 5% of the issued ordinary shares of the Company (net of treasury shares) amounts to 42 683 879 ordinary shares;
- in determining the price at which an issue of shares will be made in terms of this authority, the maximum discount permitted will be 10% of the weighted average traded price of such shares, as determined over the 30 business days prior to the date that the price of the issue is agreed between the Company and the party subscribing for the securities. The JSE will be consulted for a ruling if the securities have not traded in such 30-business day period;
- any such issue will only be made to public shareholders as defined in paragraphs 4.25 to 4.27 of the JSE Listings Requirements and not to related parties save therefore that related parties may participate in a general issue for cash through a bookbuild process provided that (i) related parties may only participate with a maximum bid price at which they are prepared to take-up shares or at book close price. In the event of a maximum bid price and the book closes at a higher price the relevant related party will be "out of the book" and not be allocated shares; and (ii) equity securities must be allocated equitably "in the book" through the bookbuild process and the measures to be applied must be disclosed in the SENS announcement launching the bookbuild;
- any such issue will only be comprised of securities of a class already in issue or, if this is not the case, will be limited to such securities or rights that are convertible into a class already in issue; and
- in the event that the issued securities represent, on a cumulative basis, 5% or more of the number of securities in issue, prior to that issue, an announcement containing the full details of such issue shall be published on the Stock Exchange News Service of the JSE.

For listed entities wishing to issue shares for cash (other than issues by way of rights offers and/or in consideration for acquisitions and/or to share incentive schemes, which schemes have been duly approved by the JSE and by the shareholders of the Company), it is necessary for the Board to obtain the prior authority of the shareholders in accordance with the JSE Listings Requirements and the MOI of the Company. Accordingly, the reason for ordinary resolution number 7 is to obtain a general authority from shareholders to issue shares for cash in compliance with the JSE Listings Requirements and the MOI of the Company.

For ordinary resolution number 7 to be adopted, at least 75% of the voting rights exercised on the applicable ordinary resolution must be exercised in favour thereof.

5. NON-BINDING ADVISORY VOTES ON STADIO HOLDINGS' REMUNERATION POLICY AND IMPLEMENTATION REPORT ON THE REMUNERATION POLICY

5.1 ORDINARY RESOLUTION NUMBER 8

Resolved that the Company's remuneration policy (Remuneration Policy), as set out in Annexure 3 of this Notice of AGM, be and is hereby endorsed by way of a non-binding advisory vote.

The reason for ordinary resolution number 8 is that the King IV™ Report on Corporate Governance for South Africa, 2016 (King IV™) recommends, and the JSE Listings Requirements requires, that the remuneration policy of a company be tabled for a non-binding advisory vote by shareholders at each annual general meeting of such company. This enables shareholders to express their views on the remuneration policy adopted. The effect of ordinary resolution number 8, if passed, will be to endorse the Company's Remuneration Policy. Ordinary resolution number 8 is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing remuneration agreements. However, the Board will take the outcome of the vote into consideration when considering amendments to the Company's Remuneration Policy.

5.2 ORDINARY RESOLUTION NUMBER 9

Resolved that the Company's implementation report in respect of its Remuneration Policy (Implementation Report), as set out in Annexure 3 of this Notice of AGM, be and is hereby endorsed by way of a non-binding advisory vote.

The reason for ordinary resolution number 9 is that King IV™ recommends, and the JSE Listings Requirements requires, that the implementation report on a company's remuneration policy be tabled for a non-binding advisory vote by shareholders at each annual general meeting of such company. This enables shareholders to express their views on the implementation of a company's remuneration policy. The effect of ordinary resolution number 9, if passed, will be to endorse the Company's Implementation Report in relation to its Remuneration Policy. Ordinary resolution number 9 is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing remuneration agreements. However, the Board will take the outcome of the vote into consideration when considering amendments to the Company's implementation of the Remuneration Policy .

Should 25% or more of the votes exercised in respect of ordinary resolution number 8 or ordinary resolution number 9 be against either resolution, or both resolutions, the Company will issue an invitation to those shareholders who voted against the applicable resolution to engage with the Company.

SPECIAL RESOLUTIONS

To consider and, if deemed fit, approve, with or without modification, the following special resolutions:

6. REMUNERATION OF NON-EXECUTIVE DIRECTORS

Special resolutions numbers 1 to 8

Resolved in terms of section 66(9) of the Companies Act that the Company be and is hereby authorised to remunerate its non-executive Directors for their services as Directors, which includes serving on various sub-committees, on the basis set out below, provided that this authority will be valid until the next annual general meeting of the Company [1, 2].

6.1 SPECIAL RESOLUTION NUMBER 1

Resolved that the chairperson of the Board be paid an annual fee of R505 367 (excluding value added tax (VAT)).

6.2 SPECIAL RESOLUTION NUMBER 2

Resolved that members of the Board be paid an annual fee of R270 221 (excluding VAT).

6.3 SPECIAL RESOLUTION NUMBER 3

Resolved that the chairperson of the Audit and Risk committee be paid an annual fee of R130 295 (excluding VAT).

6.4 SPECIAL RESOLUTION NUMBER 4

Resolved that members of the Audit and Risk committee be paid an annual fee of R67 555 (excluding VAT).

6.5 SPECIAL RESOLUTION NUMBER 5

Resolved that the chairpersons of the Remuneration and Nominations committee be paid an annual fee of R101 333 (excluding VAT).

6.6 SPECIAL RESOLUTION NUMBER 6

Resolved that members of the Remuneration and Nominations committee be paid an annual fee of R67 555 (excluding VAT).

6.7 SPECIAL RESOLUTION NUMBER 7

Resolved that the chairperson of the Transformation, Social and Ethics committee be paid an annual fee of R101 333 (excluding VAT).

6.8 SPECIAL RESOLUTION NUMBER 8

Resolved that members of the Transformation, Social and Ethics committee be paid an annual fee of R67 555 (excluding VAT).

Notes:

1. *Fees are paid for services rendered as Directors and are not based on the number of meetings attended.*
2. *The fees are paid biannually in arrears and VAT is payable thereon if the non-executive Director is VAT registered.*

The reason for special resolutions numbers 1 to 8 is for the Company to obtain the approval of shareholders by way of a special resolution for the payment of remuneration to its non-executive Directors in accordance with the requirements of the Companies Act.

The effect of special resolutions numbers 1 to 8, if passed, is that the Company will be able to pay its non-executive Directors for the services they render to the Company as Directors without requiring further shareholder approval until the next annual general meeting of the Company.

7. INTER-COMPANY AND RELATED FINANCIAL ASSISTANCE

7.1 SPECIAL RESOLUTION NUMBER 9: INTER-COMPANY FINANCIAL ASSISTANCE

Resolved in terms of section 45(3)(a)(ii) of the Companies Act, as a general approval, that the Board be and is hereby authorised to approve that the Company provide any direct or indirect financial assistance ('financial assistance' will herein have the meaning attributed to it in section 45(1) of the Companies Act) that the Board may deem fit to any company or corporation that is related or inter-related ('related' and 'inter-related' will herein have the meanings attributed thereto in section 2 of the Companies Act) to the Company, on the terms and conditions and for amounts that the Board may determine, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the Company.

The reason for and effect, if passed, of special resolution number 9 is to grant the Directors of the Company the authority, until the next annual general meeting of the Company, to provide direct or indirect financial assistance to any company or corporation that is related or inter-related to the Company. This means that the Company is, *inter alia*, authorised to grant loans to its subsidiaries and to guarantee the debt of its subsidiaries.

7.2 SPECIAL RESOLUTION NUMBER 10: FINANCIAL ASSISTANCE FOR THE SUBSCRIPTION AND/OR THE ACQUISITION OF SHARES IN THE COMPANY OR A RELATED OR INTER-RELATED COMPANY

Resolved that, in terms of section 44(3)(a)(ii) of the Companies Act, as a general approval, the Board be and is hereby authorised to approve that the Company provide any direct or indirect financial assistance ('financial assistance' will herein have the meaning attributed to it in sections 44(1) and 44(2) of the Companies Act) that the Board may deem fit to any person (including a juristic person) for purposes of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the Company or a related or inter-related company, or for the purchase of any securities of the Company or a related or inter-related company ('related' and 'inter-related' will herein have the meanings attributed thereto in section 2 of the Companies Act), on the terms and conditions and for amounts that the Board may determine, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the Company.

The reason for and effect, if passed, of special resolution number 10 is to grant the Directors of the Company the authority, until the next annual general meeting of the Company, to provide financial assistance to any person for purposes of, or in connection with, the subscription or purchase of options, shares or other securities in the Company or any related or inter-related company or corporation. This means that the Company is authorised, *inter alia*, to grant loans to any person (including its subsidiaries) or to guarantee and furnish security for the debt of any person where any such financial assistance is directly or indirectly related to that person subscribing for options, shares or securities in the Company or its subsidiaries or purchasing options, shares or securities in the Company or its subsidiaries. A typical example of where the Company may rely on this authority is where a wholly-owned subsidiary raises funds by way of issuing preference shares and the third-party funder requires the Company to furnish security, by way of a guarantee or otherwise, for the obligations of its wholly-owned subsidiary to the third-party funder arising from the issue of the preference shares.

In terms of and pursuant to the provisions of sections 44 and 45 of the Companies Act, the Directors of the Company confirm that the Board will satisfy itself, after considering all reasonably foreseeable financial circumstances of the Company, that immediately after providing any financial assistance as contemplated in special resolutions numbers 9 and 10 above:

- the assets of the Company (fairly valued) will equal or exceed the liabilities of the Company (fairly valued) (taking into consideration the reasonably foreseeable contingent assets and liabilities of the Company); and
- the Company will be able to pay its debts as they become due in the ordinary course of business for a period of 12 months.

In addition, the Board will only approve the provision of any financial assistance contemplated in special resolutions numbers 9 and 10 above, where:

- the Board is satisfied that the terms under which any financial assistance is proposed to be provided, will be fair and reasonable to the Company; and
- all relevant conditions and restrictions (if any) relating to the granting of financial assistance by the Company as contained in the Company's MOI have been met.

8. SHARE REPURCHASES BY THE COMPANY AND ITS SUBSIDIARIES

8.1 SPECIAL RESOLUTION NUMBER 11

Resolved, as a special resolution, that the Company and its subsidiaries be and are hereby authorised, as a general approval, to repurchase any of the shares issued by the Company, upon such terms and conditions and in such amounts as the Directors may from time to time determine, but subject to the provisions of sections 46 and 48 of the Companies Act, the MOI of the Company and the JSE Listings Requirements, including, *inter alia*, that:

- the general repurchase of the shares may only be implemented through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counterparty;
- this general authority shall only be valid until the next annual general meeting of the Company, provided that it shall not extend beyond 15 months from the date of this resolution;
- an announcement must be published as soon as the Company has acquired shares constituting, on a cumulative basis, 3% of the number of shares in issue on the date that this authority is granted, containing full details thereof, as well as for each 3% in aggregate of the initial number of shares acquired thereafter;
- the general authority to repurchase is limited to a maximum of 20% in the aggregate in any one financial year of the Company's issued share capital at the time the authority is granted;
- a resolution has been passed by the Board approving the repurchase, confirming that the Company and its subsidiaries (the Group) have satisfied the solvency and liquidity test as defined in the Companies Act, and that, since the solvency and liquidity test was applied, there have been no material changes to the financial position of the Group;
- the general repurchase is authorised by the Company's MOI;
- repurchases must not be made at a price more than 10% above the weighted average of the market value of the shares for five business days immediately preceding the date that the transaction is effected. The JSE will be consulted for a ruling if the Company's securities have not traded in such five-business-day period;
- the Company and/or its subsidiaries may at any point in time appoint only one agent to effect any repurchase(s) on the Company's and/or its subsidiaries' behalf; and
- the Company and/or its subsidiaries may not effect a repurchase during any prohibited period as defined in terms of the JSE Listings Requirements unless a repurchase programme, as contemplated in terms of paragraph 5.72(h) of the JSE Listings Requirements, has been submitted to the JSE in writing prior to the commencement of a prohibited period and executed by an independent third party.

The reason for and effect, if passed, of special resolution number 11 is to grant the Directors a general authority in terms of the Company's MOI and the JSE Listings Requirements for the acquisition by the Company or by a subsidiary of the Company of shares issued by the Company on the basis reflected in special resolution number 11. This authority will provide the board with the necessary flexibility to repurchase shares in the market, should a favourable opportunity arise and the Board believes that it is in the interest of the Company to do so.

In terms of section 48(2)(b)(i) of the Companies Act, subsidiaries may not collectively hold more than 10% in aggregate of the number of the issued shares of any class of a company. In order to avoid doubt, (i) a *pro rata* repurchase by the Company from all its shareholders, and (ii) intra-group repurchases by the Company of its shares from wholly-owned subsidiaries, share incentive schemes pursuant to Schedule 14 of the JSE Listings Requirements and/or non-dilutive share incentive schemes controlled by the Company, where such repurchased shares are to be cancelled, will not require shareholder approval, save to the extent as may be required by the Companies Act.

02 Notice of the 6th annual general meeting continued

8.2 INFORMATION RELATING TO SPECIAL RESOLUTION NUMBER 11

1. The Directors of the Company or its subsidiaries will only utilise the general authority to repurchase shares of the Company, as set out in special resolution number 11, to the extent that the Directors, after considering the maximum number of shares to be purchased, are of the opinion that the position of the Group would not be compromised as to the following:
   - The Company and the Group's ability in the ordinary course of business to pay its debts for a period of 12 months after the date of this notice of AGM and for a period of 12 months after the repurchase.
   - The consolidated assets of the Company and the Group (fairly valued) will, at the time of this notice of AGM and at the time of making such determination and for a period of 12 months thereafter, be in excess of the consolidated liabilities of the Company and Group (fairly valued). The assets and liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited annual financial statements of the Group.
   - The ordinary capital and reserves of the Company and the Group after the repurchase will remain adequate for the purpose of the business of the Group for a period of 12 months after this notice of AGM and after the date of the share repurchase.
   - The working capital available to the Group after the repurchase will be sufficient for the Group's ordinary business purposes for a period of 12 months after the date of this notice of the AGM and for 12 months thereafter and/or after the date of the repurchase.
   - The Directors have passed a resolution authorising the repurchase, resolving that the Company has satisfied the solvency and liquidity test as defined in the Companies Act and resolving that, since the solvency and liquidity test was applied, there have been no material changes to the financial position of the Group.
2. The Directors of the Company collectively and individually accept full responsibility for the accuracy of the information given and certify that, to the best of their knowledge and belief, there are no facts that have been omitted that would make any statement false or misleading, that all reasonable enquiries to ascertain such facts have been made, and that the Notice of AGM contains all information required by law and the JSE Listings Requirements.
3. Special resolutions numbers 9, 10 and 11 are renewals of resolutions passed at the previous annual general meeting held on 22 June 2022.
4. General information in respect of major shareholders and the share capital of the Company is contained in Annexure 2 of this Notice of AGM, as well as the full set of annual financial statements, being available on the Company's website at www.stadio.co.za or which may be requested and obtained in person, at no charge, at the registered office of the Company during office hours. Other than the facts and developments reported on in the annual financial statements, there have been no material changes in the financial position of the Company and its subsidiaries.

9. OTHER BUSINESS

To transact such other business as may be transacted at an annual general meeting or raised by shareholders with or without advance notice to the Company.

9.1 VOTING

1. The date on which shareholders must be recorded as such in the share register maintained by the transfer secretaries of the Company (the share register) for purposes of being entitled to receive this Notice of AGM is Friday, 21 April 2023.
2. The date on which shareholders must be recorded in the share register for purposes of being entitled to attend and vote at this meeting is Thursday, 15 June 2023, with the last day to trade being Monday, 12 June 2023.
3. **Meeting participants will be required to provide proof of identification to the reasonable satisfaction of the transfer secretaries before being entitled to participate in the AGM and must accordingly submit a copy of their valid identity document, passport or driver's licence to the transfer secretaries at proxy@computershare.co.za. If in any doubt as to whether any document will be regarded as satisfactory proof of identification, meeting participants should contact the transfer secretaries for guidance.**
4. Certificated shareholders and own-name dematerialised shareholders entitled to attend, speak and vote at the AGM may appoint one or more proxies to attend, speak and vote thereat in their stead. A proxy need not be a shareholder of the Company. A form of proxy, which sets out the relevant instructions for its completion, is enclosed on pages 45 to 46 for use by such shareholders who wish to be represented at the AGM. Completion of a form of proxy will not preclude such shareholder from attending and voting (in preference to that shareholder's proxy) at the AGM. Forms of proxy must be completed and lodged at or posted to the transfer secretaries, Computershare Investor Services Proprietary Limited (Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 or Private Bag X9000, Saxonwold, 2132), or emailed to proxy@computershare.co.za so as to be received by the transfer secretaries by no later than 10:00 (South African time) on Tuesday, 20 June 2023, provided that any form of proxy not delivered to the transfer secretaries by this time may be submitted to the transfer secretaries via email at proxy@computershare.co.za at any time before the appointed proxy exercises any shareholder rights at the AGM, subject to the transfer secretaries verifying the form of proxy and proof of identification before any shareholder rights are exercised.
5. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who wish to attend the AGM will need to request their Central Securities Depository Participant (CSDP) or broker to provide them with the necessary authority in terms of the custody agreement entered into between such shareholders and the CSDP or broker.
6. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who are unable to attend the AGM and who wish to be represented thereat, must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between them and the CSDP or broker in the manner and time stipulated therein.
7. Voting will be performed by way of a poll and, accordingly, each shareholder participating in person, by proxy or by authorised representative shall have one vote in respect of each share held.

02 Notice of the 6th annual general meeting continued

10. ELECTRONIC PARTICIPATION

1. Shareholders or their proxies who wish to participate in the AGM via electronic communication (Participants) must either:
   a. register online using the online registration portal at www.meetnow.global/za; or
   b. apply to Computershare, by sending a request by email to proxy@computershare.co.za so as to be received by Computershare by no later than 10:00 a.m. on Tuesday, 20 June 2023. Such shareholders may still register online to participate in and/or vote electronically at the AGM after this date and time, provided, however, that for those shareholders to participate and/or vote electronically at the AGM, they must be verified and registered before the commencement of the AGM. Computershare will first validate such request and confirm the identity of the shareholder in terms of section 63(1) of the Companies Act, and, if the request is validated, further details on using the electronic communication facility will be provided.
2. Participants must submit proof of identification before the Participant is provided with an invitation code.
3. Following successful registration, the transfer secretaries will provide the Participant with an invitation code in order to participate in the AGM.
4. Participation in the AGM is through the Computershare website as set out in the steps on www.meetnow.global/za.
5. Participants will receive a meeting link and invitation code from Computershare by email.
6. Click on the meeting link and follow the instructions provided to access the meeting:
7. Invitation codes can be requested from proxy@computershare.co.za as part of the above registration process or by registering at www.meetnow.global/za.
8. Computershare will inform Participants by no later than 17:00 on Wednesday, 21 June 2023, by email, of the relevant details through which they can participate electronically.
9. The cost of electronic participation in the AGM is for the expense of the Participant and will be billed separately by the Participant's own service provider.
10. The Participant acknowledges that the electronic communication services are provided by third parties and indemnifies STADIO Holdings against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic services, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against STADIO Holdings, whether for consequential damages or otherwise, arising from the use of the electronic services or any defect in it or from total or partial failure of the electronic services and connections linking the Participant via the electronic services to the AGM.
11. STADIO Holdings cannot guarantee there will not be a break in electronic communication that is beyond the control of the Company.
12. Guests will be able to join the meeting by visiting www.meetnow.global/za and clicking on the STADIO Holdings logo.
13. Click on "Join meeting now" and follow the instructions provided. Guests may listen to the presentation, but will not be able to ask any questions or vote.

By order of the Board

STADIO Holdings Limited
28 April 2023

Computershare

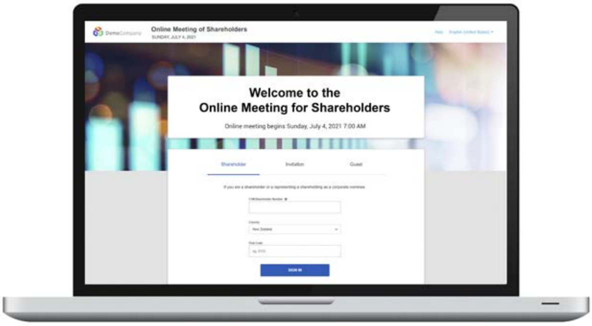
HOW TO PARTICIPATE IN VIRTUAL MEETINGS

Attending the meeting online

Our online meetings provide you with the opportunity to participate online using your smartphone, tablet or computer.

You will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.



Visit https://meetnow.global/za

Access

Access the online meeting at https://meetnow.global/za, select the applicable meeting from the drop down option. Click 'JOIN MEETING NOW'.

If you are a shareholder:
Select 'Invitation' on the login screen and enter the applicable information as per your invitation. Accept the Terms and Conditions and click Continue.

If you are a guest:
Select 'Guest' on the login screen. As a guest, you will be prompted to complete all the relevant fields, including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

If you are a proxy holder:
You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.

Contact

If you have any issues accessing the website please email proxy@computershare.co.za.

Navigation

When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.

Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.

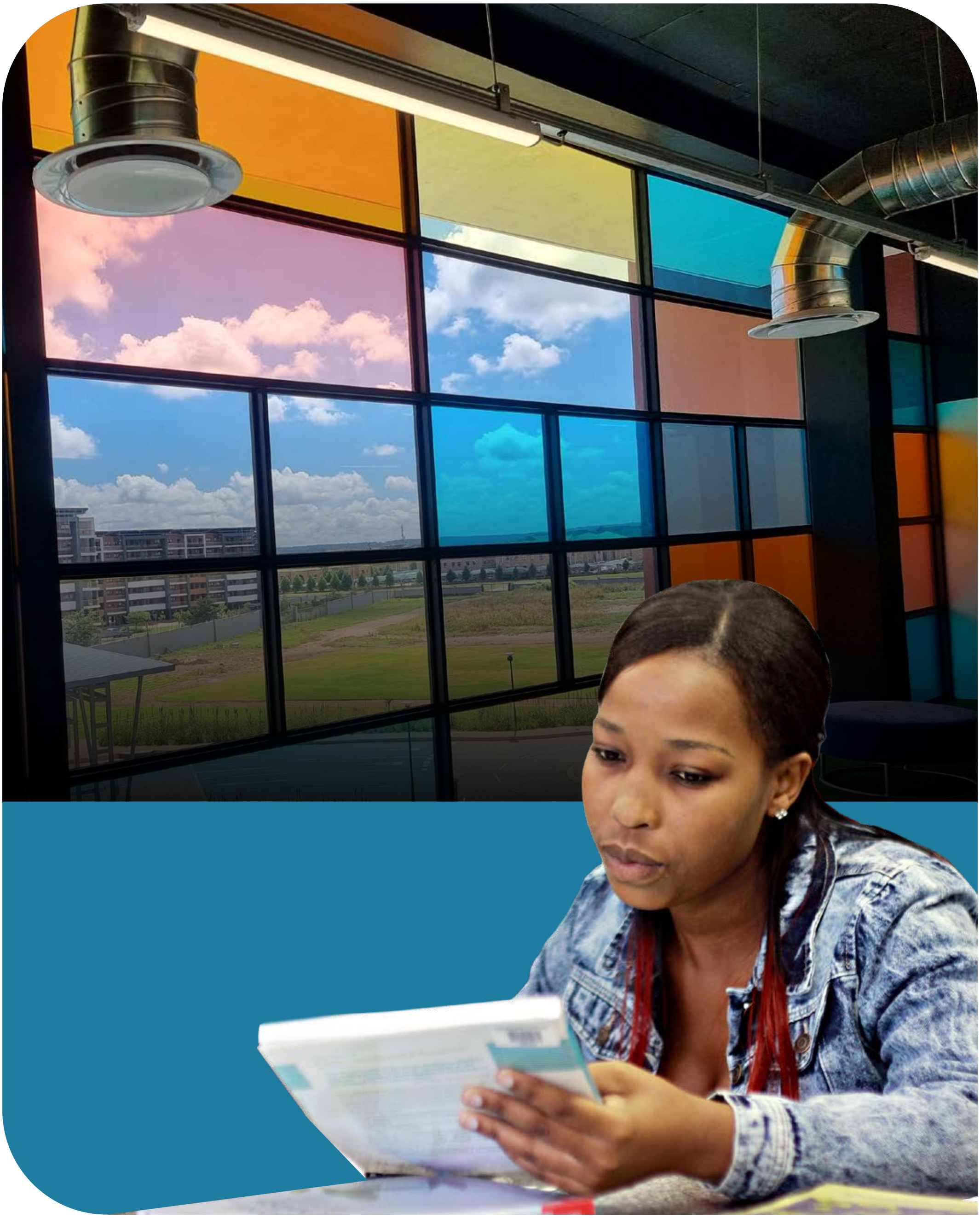
Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.

03 Annexure 1: Summary financial statements

for the year ended 31 December 2022



Independent auditor's report

pwc

INDEPENDENT AUDITOR'S REPORT ON THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

To the Shareholders of Stadio Holdings Limited

OPINION

The summary consolidated financial statements of Stadio Holdings Limited, set out on pages 16 to 27 of the Notice of the AGM, which comprise the summary consolidated statement of financial as at 31 December 2022, the summary consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and related notes, are derived from the audited consolidated financial statements of Stadio Holdings Limited for the year ended 31 December 2022.

In our opinion, the accompanying summary consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements, in accordance with the JSE Limited's (JSE) requirements for summary financial statements, as set out in note 1 to the summary consolidated financial statements, and the requirements of the Companies Act of South Africa as applicable to summary financial statements.

SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

The summary consolidated financial statements do not contain all the disclosures required by International Financial Reporting Standards and the requirements of the Companies Act of South Africa as applicable to annual financial statements. Reading the summary consolidated financial statements and the auditor's report thereon, therefore, is not a substitute for reading the audited consolidated financial statements and the auditor's report thereon. The summary consolidated financial statements and the audited consolidated financial statements do not reflect the effects of events that occurred subsequent to the date of our report on the audited consolidated financial statements.

THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND OUR REPORT THEREON

We expressed an unmodified audit opinion on the audited consolidated financial statements in our report dated 14 March 2023. That report also includes communication of key audit matters. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period.

DIRECTOR'S RESPONSIBILITY FOR THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the summary consolidated financial statements in accordance with the JSE's requirements for summary financial statements, set out in note 1 to the summary consolidated financial statements, and the requirements of the Companies Act of South Africa as applicable to summary financial statements.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on whether the summary consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements based on our procedures, which were conducted in accordance with International Standard on Auditing (ISA) 810 (Revised), *Engagements to Report on Summary Financial Statements.*

PricewaterhouseCoopers Inc.

PricewaterhouseCoopers Inc.
Director: V Harri
Registered Auditor
Cape Town, South Africa

14 March 2023

03 Summary consolidated statement of comprehensive income for the year ended 31 December 2022

	Year-on-year change %	Audited 2022 R'000	Audited 2021 R'000
Revenue (Note 4)	11%	**1 213 812**	1 097 768
Other income	(35%)	**6 165**	9 543
Loss allowance	(3%)	**(79 494)**	(82 047)
Fair value gains/(losses) on financial instruments	(>100%)	**127**	(697)
Employee costs	8%	**(515 254)**	(478 080)
Operating expenses[1]	16%	**(274 219)**	(236 990)
Earnings before interest, taxation, depreciation and amortisation (EBITDA)	13%	**351 137**	309 497
Depreciation and amortisation	2%	**(68 353)**	(66 707)
Impairment (Note 7 & 8)	(78%)	**(6 456)**	(29 969)
Earnings before interest and taxation (EBIT)	30%	**276 328**	212 821
Investment income	40%	**12 038**	8 573
Finance cost	(10%)	**(18 650)**	(20 730)
Profit before taxation	34%	**269 716**	200 664
Taxation	32%	**(83 228)**	(63 224)
Profit for the period	36%	**186 488**	137 440
Attributable to:			
Owners of the parent		**165 638**	126 005
Non-controlling interests		**20 850**	11 435
Total comprehensive income for the period		**186 488**	137 440
Headline earnings (Note 5)	18%	**169 826**	143 815
Core Headline earnings (Note 6)	18%	**175 571**	148 570
		Cents	**Cents**
Earnings per share			
– Basic	31%	**19.5**	14.9
– Diluted	32%	**19.1**	14.5
Headline earnings per share			
– Basic	18%	**20.0**	17.0
– Diluted	18%	**19.6**	16.6
Core headline earnings per share (Core HEPS)			
– Basic	18%	**20.7**	17.6
– Diluted	18%	**20.2**	17.1
		Million	**Million**
Number of shares in issue (net of treasury shares)			
– Basic		**849**	848
– Diluted		**868**	871
Weighted average number of shares in issue			
– Basic		**849**	845
– Diluted		**868**	868

[1] *The increase in operating expenses was driven by the recognition of the onerous contract (R5.5 million), the costs involved in operating the new STADIO Centurion campus as well as costs incurred from a return to normal operations post COVID-19.*

Summary consolidated statement of financial position as at 31 December 2022

	Audited 2022 R'000	Audited 2021 R'000
ASSETS		
Non-current assets		
Property, plant and equipment (Note 7)	**866 846**	810 319
Right-of-use assets (Note 7)	**84 533**	97 185
Goodwill	**751 082**	751 082
Intangible assets (Note 8)	**141 147**	151 931
Trade and other receivables (Note 9)	**19 377**	18 285
Other financial assets (Note 14)	**14 740**	9 190
Deferred tax asset	**86 783**	82 639
Total non-current assets	**1 964 508**	1 920 631
Current assets		
Trade and other receivables (Note 9)	**158 858**	114 943
Current tax receivable	**9 592**	15 479
Cash and cash equivalents	**148 207**	65 592
Total current assets	**316 657**	196 014
Non-current assets held-for-sale (Note 7)	**–**	52 000
Total assets	**2 281 165**	2 168 645
EQUITY		
Share capital (Note 10.1)	**1 628 517**	1 618 817
Treasury shares (Note 10.2)	**(145)**	–
Other reserves	**16 960**	31 942
Accumulated profit	**126 853**	1 190
Total equity attributable to equity holders of the Company	**1 772 185**	1 651 949
Non-controlling interest	**109 517**	99 228
Total equity	**1 881 702**	1 751 177
LIABILITIES		
Non-current liabilities		
Lease liabilities	**127 455**	148 782
Deferred tax liability	**43 320**	39 186
Trade and other payables	**2 676**	–
Total non-current liabilities	**173 451**	187 968
Current liabilities		
Borrowings (Note 11)	**68**	15 065
Lease liabilities	**42 325**	35 575
Loans from related parties	**96**	96
Trade and other payables	**67 133**	91 073
Contract liabilities[1]	**96 270**	76 780
Tax payable	**20 120**	10 911
Total current liabilities	**226 012**	229 500
Total liabilities	**399 463**	417 468
Total equity and liabilities	**2 281 165**	2 168 645
Net asset value per share (cents)	**209**	195

[1] *The increase in contract liabilities is due to higher upfront cash payments received from students for future studies. R276 million of cash was received in advance during the year, with R257 million of performance obligations being satisfied in respect of the cash received in the current and prior years.*

03 Summary consolidated statement of changes in equity for the year ended 31 December 2022

	Audited 2022 R'000	Audited 2021 R'000
Balance as at 1 January	**1 751 177**	1 485 991
Total comprehensive income for the period	**186 488**	137 440
Issue of ordinary shares	**9 757**	21 371
Net repurchase and issue of treasury shares to employees	**(145)**	–
Share issue costs	**(57)**	(66)
Share-based payments expense and vesting of share incentive scheme	**(14 982)**	10 783
Dividends paid to ordinary shareholders	**(39 975)**	–
Dividends paid to non-controlling shareholders	**(18 922)**	(11 693)
Transaction with non-controlling interest	**(2 022)**	100 000
Capital contribution from non-controlling shareholder in subsidiary	**10 383**	15 361
Non-controlling interest acquired	**–**	(8 010)
Balance as at 31 December	**1 881 702**	1 751 177

Summary consolidated statement of cash flows for the year ended 31 December 2022

	Year-on-year change %	Audited 2022 R'000	Audited 2021 R'000
Net cash flow from operating activities		**229 926**	189 537
Cash generated from operations (Note 13)	16%	**307 696**	265 920
Interest income received	89%	**9 022**	4 780
Finance cost paid	(12%)	**(18 650)**	(21 185)
Taxation paid	14%	**(68 142)**	(59 978)
Net cash flow used in investing activities		**(45 197)**	(178 462)
Purchase of property, plant and equipment (Note 7)	(52%)	**(85 028)**	(178 139)
Purchase of internally generated intangible assets	>100%	**(7 838)**	(3 720)
Proceeds from sale of property, plant and equipment	>100%	**52 669**	166
Proceeds received from loans to related parties	>100%	**–**	591
Acquisition of other financial assets	(69%)	**(5 000)**	(16 360)
Proceeds from disposal of other financial assets	(100%)	**–**	19 000
Net cash flow from financing activities		**(102 114)**	(62 286)
Share issue costs	(14%)	**(57)**	(66)
Issue of share	(22%)	**997**	1 275
Proceeds from non-controlling interest with no change in control (Note 12.1)	(32%)	**10 383**	15 361
Proceeds from borrowings	(100%)	**68**	122 065
Repayment of borrowings	(90%)	**(15 065)**	(152 079)
Payment of principal portion of lease liabilities	8%	**(31 567)**	(29 139)
Dividends paid to non-controlling interests in subsidiaries	62%	**(18 922)**	(11 693)
Dividends paid to shareholders	(>100%)	**(39 975)**	–
Additional investment in subsidiary with no change in control (Note 12.2)	(100%)	**–**	(8 010)
Net share repurchase	(>100%)	**(7 976)**	–
Net movement in cash and cash equivalents for the period		**82 615**	(51 211)
Cash and cash equivalents at the beginning of the period		**65 592**	116 803
Cash and cash equivalents at the end of the period		**148 207**	**65 592**

03 Notes to the summary consolidated financial statements for the year ended 31 December 2022

1. STATEMENT OF COMPLIANCE

The condensed consolidated financial statements ("Summary Financial Statements") are prepared in accordance with the requirements of the JSE Limited Listings Requirements for provisional reports, and the requirements of the Companies Act applicable to summary financial statements. The JSE Limited Listings Requirements require provisional reports to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS) and the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council and to also, as a minimum, contain the information required by IAS 34 Interim Financial Reporting. The accounting policies applied in the preparation of the consolidated financial statements from which the summary consolidated financial statements were derived are in terms of IFRS and are consistent with those accounting policies applied in the preparation of the previous year's consolidated annual financial statements.

The Summary Financial Statements have been prepared internally under the supervision of the Chief Financial Officer, S Totaram, CA(SA), CFA, and approved by the Board of Directors on 14 March 2023.

These Summary Financial Statements for the year ended 31 December 2022 have been audited by Pricewaterhouse Coopers Inc., who expressed an unmodified opinion thereon. The auditor also expressed an unmodified opinion on the annual financial statements from which these summary consolidated financial statements were derived. Any reference to future financial performance included in this announcement, has not been audited or reported on by the Group's auditor.

The audited annual financial statements and the auditor's report thereon are available for inspection at the Company's registered office and on the Company's website www.stadio.co.za.

The auditor's report does not necessarily report on all of the information contained in this announcement or financial results.

2. ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the Financial Results are in terms of IFRS and are consistent in all material respects with those applied in the annual financial statements for the year ended 31 December 2022.

For a full list of standards and interpretations that have been adopted by the Group, we refer you to the annual financial statements for the year ended 31 December 2022.

3. ESTIMATES

The preparation of the audited financial statements requires management to make judgements, estimates and assumption that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these Summary Financial Statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statement for the year ended 31 December 2021.

4. REVENUE

	2022 31 Dec Audited R'000	2021 31 Dec Audited R'000
Revenue from contracts with customers		
The group disaggregates revenue from customers as follows:		
Tuition and education services		
Tuition fees	**1 166 156**	1 049 168
Registration and enrolment fees	**55 872**	53 209
Discounts and bursaries granted	**(30 850)**	(24 816)
Other academic income	**13 213**	10 179
Hostel income	**298**	2 952
	1 204 689	1 090 692
Sale of goods		
Learning Material	**7 796**	6 091
Canteen	**1 327**	985
	9 123	7 076
Total revenue from contracts with customers	**1 213 812**	1 097 768

5. HEADLINE EARNINGS

		Audited 2022 R'000	Audited 2021 R'000
Reconciliation of headline earnings:			
Basic earnings	31%	**165 638**	126 005
Adjustments attributable to parent:			
Impairment on right-of-use assets, property, plant and equipment, and intangibles assets	(78%)	**5 820**	26 044
Loss on disposal of property, plant and equipment	(11%)	**1 257**	1 416
Compensation from third parties for items of property, plant and equipment that were impaired, lost or given up	(57%)	**(1 017)**	(2 359)
Tax on above	(74%)	**(1 872)**	(7 291)
Headline earnings	18%	**169 826**	143 815

03 Notes to the summary consolidated financial statements continued

for the year ended 31 December 2022

6. OPERATING SEGMENTS

The Group considers its executive directors to be the chief operating decision-maker and the segmental disclosures below are aligned with the monthly report provided to the executive directors. Operating segments with similar economic characteristics have been aggregated into one reportable segment due to all the services being related to higher education services within southern Africa. However management does make decisions based on what they constitute to be reflective of the underlying financial performance of the Group and as such, the Group has identified core headline earnings as this measure. Non-core includes certain items which may distort the Group's financial performance from year-to-year, and by excluding this, should provide management with a more consistent reflection of the underlying financial performance of the Group.

	Year-on-year change %	2022 31 Dec Audited R'000	2021 31 Dec Audited R'000
Reconciliation of core headline earnings			
Headline earnings attributable to owners of parent	18%	**169 826**	143 815
Adjusted for:			
Fair value loss on consideration payable	(100%)	**–**	573
Interest on consideration payable	(100%)	**–**	560
Amortisation of client list and trademarks	(26%)	**4 247**	5 720
Onerous contract	>100%	**5 471**	–
Less: Non-controlling interest	131%	**(1 337)**	(578)
Less: Taxation	73%	**(2 636)**	(1 520)
Core headline earnings	18%	**175 571**	148 570
Core HEPS – basic (cents)	18%	**20.7**	17.6
Core HEPS – diluted (cents)	18%	**20.2**	17.1

7. PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSET

Property, plant and equipment

In 2021, the Group recognised an impairment in respect of the STADIO Montana property following the Group entering into a sale agreement to dispose of the campus for R52 million which was below its carrying of R62 million. The property was reclassified to held-for-sale in 2021. The Group disposed of this property for R52 million in cash during 2022.

Right-of-use assets

The impairment in the current and prior year of the right-of-use asset of R3 million (2021: R17 million) is in respect of the Milpark Gauteng Lease. Consequently, the right-of-use asset related to the Milpark Education campus will no longer generate future economic benefits, resulting in it being impaired.

	Audited 2022		Audited 2021	
	Property, Plant and Equipment R'000	Right-of-use assets R'000	Property, Plant and Equipment R'000	Right-of-use assets R'000
Opening balance	**810 319**	**97 185**	717 120	95 995
Additions (including borrowing costs capitalised)	**84 948**	**13 982**	180 151	38 076
Disposals and other movements	**(2 087)**	**(61)**	(1 775)	–
Depreciation	**(26 334)**	**(27 098)**	(23 278)	(27 035)
Impairment	**–**	**(2 769)**	(9 899)	(17 308)
Remeasurement	**–**	**3 294**	–	7 457
Transferred to non-current assets held-for-sale	**–**	**–**	(52 000)	–
Closing balance	**866 846**	**84 533**	810 319	97 185

8. INTANGIBLE ASSETS

	Audited 2022 R'000	Audited 2021 R'000
Opening balance	**151 931**	168 967
Additions	**7 824**	2 120
Amortisation	**(14 921)**	(16 394)
Impairment	**(3 687)**	(2 762)
Closing balance	**141 147**	151 931

9. TRADE AND OTHER RECEIVABLES

	Year-on-year change %	Audited 2022 R'000	Audited 2021 R'000
Trade receivables	24%	**260 412**	209 725
Less: loss allowance	9%	**(132 971)**	(121 928)
Net trade receivables	45%	**127 441**	87 797
Other receivables	12%	**50 794**	45 431
Total trade and other receivables	34%	**178 235**	133 228

10. SHARE CAPITAL AND OTHER EQUITY

10.1 SHARE CAPITAL

During the period, the Company issued ordinary shares in relation to the settlement of employee share options as per the share capital reconciliation below:

	Number of ordinary shares (million)	Share capital R'000
Balance as at 1 January	**848**	1 618 817
Issue of shares in respect of employee share options	**2**	9 757
Share issue costs	**–**	(57)
Balance at the end of the period	**850**	1 628 517

All issued ordinary shares are fully paid up. Ordinary shares carry no right to fixed income but each share carries the right to one vote at general meetings of the Company.

10.2 TREASURY SHARES

In August 2022, the Board approved the repurchase of R15 million of STADIO Holdings Limited shares to fulfil the Group's obligations under the SIT. During the year, the Group repurchased 4 million shares at an average repurchase price of R3.72 per share. The total cash outflow was R14.9 million for the year ended 31 December 2022.

Treasury shares are shares in the company that are held by the SIT for the purposes of issuing shares to employees participating in the Group's long term share incentive scheme.

	Number of shares (million)	Treasury shares R'000
Treasury shares		
Treasury shares repurchased	**(4)**	(14 862)
Treasury shares issued to employees	**4**	14 717
Balance at the end of the period	**(0.2)**	(145)

As at 31 December 2022, the Group held 234 757 Treasury shares (2021: nil).

03 Notes to the summary consolidated financial statements continued

for the year ended 31 December 2022

11. BORROWINGS

The Group refinanced its 3 year revolving credit facility of R100 million with Standard Bank of South Africa Limited for a further 3 years.

At 31 December 2022, the Group had drawn down an amount of Rnil (December 2021: R15 million). For the year ended 31 December 2022, the Group incurred finance costs of R0.2 million at a three-month JIBAR plus 2.09%. In 2021, borrowing costs of R1 million were capitalised to qualifying assets at a capitalisation rate of 5.72%. At 31 December 2022, the Group had access to the full undrawn facility of R100 million.

12. ACQUISITIONS

12.1 CA CONNECT CONSIDERATION PAYABLE

In the prior year, Milpark Education concluded the early settlement agreement related to the acquisition of the CA Connect business (Early Settlement Agreement). The agreement included the issue of R100 million of Milpark Education shares to the CA Connect shareholders, resulting in a change in the non-controlling interest in Milpark Education in June 2021 from 12.8% to 31.5%. The Group's effective interest in Milpark is currently 68.5%.

In April 2022, the Group settled the final tranche of the Early Settlement Agreement through a payment of R33 million in cash, of which R10.4 million was settled through a capital contribution by the non-controlling shareholder in Milpark.

In the prior year, the Group concluded the Early Settlement Agreement with the CA Connect shareholders, fixing the price of the consideration to R200 million and settled in two tranches. The first tranche of R68 million was settled by the Group on 8 June 2021 through a payment of R48 million in cash, of which R15.4 million was settled through a capital contribution by the non-controlling shareholder in Milpark. The balance of R20 million was settled through the issue of 6.7 million STADIO Holdings shares.

	2022 31-Dec Audited R'000	2021 31-Dec Audited R'000
Balance as at 1 January	**31 111**	197 978
Derecognition of non-controlling interest on acquisition	**2 022**	–
Fair value adjustment on consideration payable	**–**	573
Settlement of consideration payable (not through profit and loss)	**(33 120)**	(168 000)
Interest on consideration payable	**(13)**	560
Balance at the end of the period	**–**	31 111

12.2 In the prior year, the Group, through STADIO Higher Education, acquired the remaining 26% equity interest in STADIO Namibia for a cash purchase consideration of R8 million. There was no change in control following this acquisition.

13. CASH GENERATED FROM OPERATIONS

	Year-on-year change %	Audited 2022 R'000	Audited 2021 R'000
Profit before taxation	34%	**269 716**	200 664
Non-cash and other items disclosed separately	(25%)	**91 300**	121 949
	12%	**361 016**	322 613
Movements in working capital	(6%)	**(53 320)**	(56 693)
Decrease in inventories	(100%)	**–**	1 588
Increase in trade and other receivables	>100%	**(42 429)**	(7 462)
Increase in trade and other payables	(69%)	**2 738**	8 943
Decrease in trade and other payables – consideration payable[1]	(31%)	**(33 120)**	(48 000)
(Decrease)/increase in contract liabilities	(>100%)	**19 491**	(11 762)
Cash generated from operations	16%	**307 696**	265 920

[1] *Included in trade and other payables working capital movement is the cash-settled portion of the CA Connect early settlement agreement of R33 million (2021: R48 million), R10 million (2021: R15 million) of which was paid by the non-controlling shareholder of Milpark Education. Refer to Note 12.1 for further information.*

14. FINANCIAL INSTRUMENTS – FAIR VALUE ESTIMATION

The information below analyses financial assets and liabilities which are carried at fair value by level of hierarchy.

The carrying value of financial assets and liabilities carried at amortised cost approximates their fair value, while those measured at fair value can be summarised as follows:

	Audited 2022			Audited 2021		
Fair value hierarchy	Level 1 R'000	Level 2 R'000	Level 3 R'000	Level 1 R'000	Level 2 R'000	Level 3 R'000
Other financial assets	**14 740**	–	–	9 190	–	–

15. EVENTS AFTER THE REPORTING PERIOD

On 14 March 2023, the Group declared a second annual dividend of 8.9 cents per share from income reserves for the year ended 31 December 2022, which is payable on 17 April 2023. Save as set above, the directors are not aware of any further material events which occurred after the reporting date and up to the date of this report.

04 Annexure 2: Shareholder information

SHAREHOLDING OF DIRECTORS

The shareholding of Directors in the issued share capital of the Company as at 31 December was as follows:

	2022 (Rands)			2021 (Rands)		
	Direct	Indirect	Total	Direct	Indirect	Total
Vincent Maphai	**385 000**	**–**	**385 000**	220 000	–	220 000
Chris Vorster	**–**	**15 668 708**	**15 668 708**	–	14 818 780	14 818 780
Chris van der Merwe	**–**	**8 499 682**	**8 499 682**	–	4 734 626	4 734 626
Samara Totaram	**1 171 939**	**–**	**1 171 939**	716 118	–	716 118
Divya Singh	**1 048 787**	**21 200**	**1 069 987**	565 957	21 200	587 157
Mathukana Mokoka	**173 986**	**–**	**173 986**	173 986	–	173 986
Nico de Waal	**154 128**	**1 986 976**	**2 141 104**	154 128	–	154 128
Dries Mellet	**3 771**	**2 031 812**	**2 035 583**	–	88 202	88 202
Tom Brown	**100 000**	**–**	**100 000**	100 000	–	100 000
Busisiwe Vilakazi	**1 139**	**–**	**1 139**	–	–	–
Johan Human	**–**	**1 675 021**	**1 675 021**	–	459 392	459 392
	3 038 750	**29 883 399**	**32 922 149**	1 930 189	20 122 200	22 052 389

Since the year ended 31 December 2022, Vincent Maphai purchased 15 000 shares directly and 20 000 shares indirectly on the open market and Chris van der Merwe sold 1 100 000 shares indirectly on the open market, in order to, *inter alia*, manage his personal debt levels.

In addition, on 3 April 2023, certain tranches of share options vested, resulting in the following additional shares being issued: Chris Vorster – 914 768 shares, Chris van der Merwe – 84 442 shares, Samara Totaram – 313 561 shares, Divya Singh –424 010 shares, and Johan Human – 550 095 shares.

The register of interests of Directors and other in shares of the Company is available to the shareholders on request.

SHAREHOLDERS' ANALYSIS

Range of shareholding 2022	Number of shareholders	% of shareholders	Number of shares held '000	% of total shares
1 – 10 000	**22 262**	**88.9**	**24 960**	**2.9**
10 001 – 100 000	**2 290**	**9.2**	**65 707**	**7.7**
100 001 – 1 000 000	**394**	**1.6**	**110 039**	**13.0**
More than 1 000 000	**85**	**0.3**	**649 821**	**76.4**
	25 031	**100.0**	**850 527**	**100.0**

Range of shareholding 2021	Number of shareholders	% of shareholders	Number of shares held '000	% of total shares
1 – 10 000	11 382	84.0	19 083	2.3
10 001 – 100 000	1 840	13.5	55 196	6.5
100 001 – 1 000 000	283	2.1	76 385	9.0
More than 1 000 000	51	0.4	697 529	82.2
	13 556	100.0	848 193	100.0

Shareholder spread

To the best knowledge of the Directors and after reasonable enquiry, the spread of shareholders as at 31 December 2022 were as follows:

Public and non-public shareholding 2022	Number of shareholders	% of shareholders	Number of shares held '000	% of total shares
PSG Alpha Investments Proprietary Limited	1	0.0	145 868	17.2
Brimstone Investment Corporation Limited	1	0.0	43 565	5.0
BBBEE Private Placement	1	0.0	33 780	4.0
Stadio Group Incentive Trust	1	0.0	235	0.0
STADIO Khulisa Student Share Scheme (consisting of 2 077 graduates)	1	0.0	647	0.1
Directors (including prescribed officers and subsidiary Directors)	12	0.0	32 289	3.8
Non-public shareholding	17	0.1	256 384	30.1
Public shareholding	25 014	99.9	594 143	69.9
Total of all shareholders	25 031	100.0	850 527	100.0

Public and non-public shareholding 2021	Number of shareholders	% of shareholders	Number of shares held '000	% of total shares
PSG Alpha Investments Proprietary Limited	1	0.0	363 637	42.9
Brimstone Investment Corporation Limited	1	0.0	43 565	5.1
BBBEE Private Placement *	1	0.0	33 780	4.0
Directors (including prescribed officers and subsidiary Directors)	10	0.1	21 643	2.5
Directors from other related parties	5	0.0	5 793	0.7
Non-public shareholding	18	0.1	468 418	55.2
Public shareholding	13 538	99.9	379 775	44.8
Total of all shareholders	13 556	99.9	848 193	100.0

** Re-presented to show the BBBEE Private Placement as a non-public shareholding. The BBBEE Private Placement consists of 483 individual shareholders, of which four are directors of the Company and shown as such.*

Major shareholders

According to the information available to the Company, the following beneficial shareholders are directly or indirectly interested in 5% or more of the Group's share capital.

	Shares held 2022		Shares held 2021	
	Number '000	%	Number '000	%
PSG Alpha Investments Proprietary Limited	145 868	17.2	363 637	42.9
Coronation Fund Managers Limited	136 620	16.1	67 407	7.9
Brimstone Investment Corporation Limited	43 565	5.1	43 565	5.1
JF Mouton Familie Trust	43 438	5.1	618	0.1

Share information

	2022	2021
Closing price at period end (cents)	491	375
JSE market price high (cents)	500	400
JSE market price low (cents)	299	179
Total number of transactions on JSE	41 103	13 569
Total number of shares traded	186 147 126	100 468 783
Total value of shares traded (Rand)	711 890 108	287 684 701
Average price per share (cents)	382	286
Shares in issue	850 526 727	848 192 709
Percentage volume traded to shares in issue	22%	12%

05 Annexure 3: Remuneration and nominations committee's report

Human capital is one of the most important elements of the STADIO Group and the Remuneration and nominations committee (REMNO) recognises the importance of attracting, developing, and retaining high quality individuals who can contribute to making our institutions, institutions of choice.

The STADIO Group had a strong year, and we are pleased to present the REMNO report for the year ended 31 December 2022. Our report and disclosures are aligned to the principles and recommended practices of King IV™ for remuneration. In this regard we have adopted a three-part remuneration report approach. Part 1 consists of the Remuneration Background Statement; Part 2 sets out the details of the Forward-Looking Remuneration Policy; and Part 3 illustrates the Implementation of the Remuneration Policy adopted in 2022. The REMNO believes that the objectives stated in the Remuneration Policy have been achieved for the period under review as illustrated in the Implementation Report.

The Group held three REMNO meetings during 2022, which were attended by all REMNO members. The REMNO members are as follows:

- Mathukana Mokoka (chairperson of the Remuneration section);
- Vincent Maphai (chairperson of the Nominations section); and
- Nico de Waal.

All REMNO members are non-executive Directors, with the majority being independent non-executive Directors. The CEO is a permanent invitee to the REMNO meetings and other members of the Board may attend the REMNO as invitees, should they wish.

The role of the REMNO is divided between matters relating to Remuneration and matters relating to Nominations as described below. During 2022, the REMNO is satisfied that it has fulfilled its responsibilities in accordance with its terms of reference and mandate as prescribed by the Regulations to the Companies Act and King IV™.

Remuneration matters include assisting the Board in:

- overseeing the overall remuneration framework of the Group;
- recommending executive Directors' key performance areas for approval by the Board;
- recommending executive Directors' remuneration for approval by the Board, ensuring that this is fair, responsible and transparent so as to promote the achievement of strategic objectives and positive outcomes in the short-, medium- and long-term;
- ensuring remuneration practices and structures support the strategy and performance goals of the Group, whilst safeguarding stakeholder interest, and promoting a high-performance culture;
- administering the Group's Share Scheme as delegated to the Committee by the Share Incentive Trust and the Board;
- carrying out its duties in terms of non-executive Directors' fees and advising the Board on what to recommend to the Shareholders for consideration;
- ensuring the disclosure of Directors' Remuneration is accurate, complete and transparent; and
- ensuring effective succession planning for executive Directors.

Nomination matters include:

- succession planning for non-executive Directors;
- the process for identifying and appointing non-executive Directors with a focus on Board diversity in terms of skills, race and gender;
- the Board evaluation process; and
- Director induction, orientation and ongoing training.

The REMNO continues to monitor industry norms in assessing the executive Directors' and non-executive Directors' remuneration, considering best practices to ensure that such total remuneration is fair and reasonable to both the Directors and the Group.

During the year, the REMNO was pleased to recommend the STADIO Staff Phantom Share Scheme to the Board for approval, a share scheme that sees staff share in the overall success of the Group and receive a payout linked to the dividend declared by the Group. Refer to page 36 for further details.

The Group's Remuneration Policy and the Implementation Report will be tabled at the AGM on the 22 June 2023 where shareholders are requested to cast a non-binding advisory vote on both.

At the AGM held in June 2022, the Remuneration Policy received 96.77% endorsement by shareholders (2021: 96.90%), with the Implementation Report receiving 99.29% endorsement by shareholders (2021: 96.90%). We want to thank our shareholders for their continued support.

Mathukana Mokoka
Remuneration Committee Chairperson
28 April 2023

Vincent Maphai
Nominations Committee Chairperson
28 April 2023

PART 1: REMUNERATION BACKGROUND STATEMENT

The REMNO have considered a remuneration policy to incentivise the Group's Executive Committee, senior leadership, and key individuals to strategically position the business to achieve its strategic objectives, taking into account the economic challenges within our country.

Being in the higher education industry, our human capital is key to the success of our Group and it is therefore important that the Group's Remuneration Policy attracts, retains, motivates and develops our staff.

OVERALL REMUNERATION PHILOSOPHY

The Group's overarching philosophy regarding remuneration is to:

- align remuneration with the interests of all stakeholders ensuring that remuneration remains fair and responsible;
- promote a performance-driven culture within the organisation;
- align remuneration practices with the Group's business strategies and objectives;
- attract, develop, motivate and retain key employees responsible for the achievement of the Group's business strategies and objectives; and
- reward for success, having regard to the current financial position of the business in the context of the overall economy.

We are committed to creating a culture where our staff feel valued, and in return, our staff strive to go beyond their day jobs for the advancement of the Group.

As part of the broader Group strategy, we continue to establish our Employee Value Proposition through the below People Strategy. The People Strategy is underpinned by the values of the Group and strives to ensure the STADIO Group is an employer of choice. Our three institutions are separate legal entities, and therefore their respective People Strategies may differ slightly per institution, whilst applying consistent principles as shown below:

PEOPLE STRATEGY

REMUNERATION	PERFORMANCE FEEDBACK	PERSONAL AND CAREER DEVELOPMENT	WORK ENVIRONMENT	INSPIRATIONAL VISION AND LEADERSHIP
• Fair • Market related • Performance related • Internally equitable	• How am I doing? • Constructive • Developmental • Linked to my performance	• I know where I am going • I have a personal development plan • Training and development opportunities	• Stimulating • Flexible • Work-life balance is enhanced • Supporting policies in place	• Inspiring vision – a clear 'WHY' • Supporting values • Authentic leadership • Competent management • Real teamwork
ATTRACT	MOTIVATE	DEVELOP AND RETAIN	ENJOY	ENTHUSE AND INSPIRE

05 Annexure 3: Remuneration and nominations committee's report continued

VOTING AT THE 2022 AGM AND FEEDBACK FROM SHAREHOLDERS

At the STADIO Holdings AGM held virtually on 22 June 2022, shareholders endorsed the Remuneration Policy and the Implementation Report of the Company by way of separate non-binding advisory votes of 96.77% (2021: 96.90%) and 99.29% (2021: 96.90%) respectively. The JSE Listing Requirements require the Company to engage with shareholders in the event that more than 25% of shareholders vote against either the Remuneration Policy or the Implementation Report. As the non-binding votes were passed by the requisite majorities, no further engagement with shareholders was required. Notwithstanding the above, the views of our shareholders are important to the Company and the REMNO are open to engage with shareholders.

During 2022, constructive dialogue was held with one of our shareholders around including performance targets in the vesting criteria of the long-term share incentive scheme (LTI) and placing less emphasis on performance targets for the short-term incentives (STI). The REMNO views the remuneration package holistically and is comfortable that the performance targets set for the STI are necessary and assist in driving a high-performance culture. It further believes the share price acts as an inherent hurdle in the vesting of the share options and is therefore comfortable that no performance targets are necessary for the LTI. Another shareholder requested more information on how the individual performance ratings of the executive Directors was determined, and additional disclosure has been added to address this. Refer to page 39.

THE REMNO'S KEY DECISIONS DURING 2022

During 2022, the REMNO, in accordance with its Terms of Reference, focused on the following key items and made recommendations to the Board for approval, based on the approvals noted below:

- Reviewed and approved the annual salary increases of the Executive Committee members, taking into account industry and sector norms;
- Reviewed and approved the performance evaluations of the executive Directors for the 2021 financial year against agreed financial and individual targets and performance;
- Revised and approved the targets used for awarding STIs to executive Directors in 2022, ensuring the targets are aligned to creating shareholder value and meeting shareholders' expectations;
- Reviewed and approved the 2022 LTI awards and participants, ensuring key individuals are appropriately incentivised to achieve the Group's long-term strategic goals;
- Reviewed the fees payable to non-executive Directors, taking into account the general salary increases across the Group and industry norms and will recommend these fees to shareholders at the next AGM;
- Reviewed and approved the non-executive Directors' succession plan and identified skills required on the Board to enable the Board to operate optimally and provide sufficient strategic input to drive the Group forward;
- Approved the STADIO Staff Phantom Share Scheme to be implemented in 2023;
- Monitored the Group's progress against its succession and development plan for key management across the Group; and
- Discussed and monitored changes proposed to section 30A in the revised draft of the Companies Amendment Bill that will have a direct influence on the REMNO and the remuneration reporting.

KEY FOCUS AREAS GOING FORWARD

The REMNO will continue to implement best practice in determining the Remuneration Policy of the Group, considering the tough economic environment and the overall average increase in tuition fees across the Group. The REMNO benchmarks remuneration for key staff and ensures staff are fairly remunerated, taking a holistic approach when considering total remuneration.

For 2023, the REMNO will continue to monitor and approve remuneration-related matters in accordance with its terms of reference and committee duties, ensuring the remuneration policy is aligned with King IV™ and best practice, both locally and internationally. In addition, the REMNO will consider:

- Progress against the remuneration harmonisation plan for STADIO Higher Education, following the migration of the former underling institutions into a single registered higher education provider;
- Progress against the people development and succession planning for key management and executive Directors;
- Continue to monitor changes proposed to section 30A in the revised draft of the Companies Amendment Bill; and
- Monitor and review proposed sector-specific Employment Equity targets set for the higher education industry which are anticipated to be released during the year.

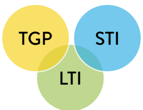
The REMNO believes that the overall remuneration of executive Directors during 2022 (as set out in Part 3 of this report) is aligned with the Group's overall performance and takes into account the strong leadership and efforts of the Group's management team during another challenging year.

PART 2: REMUNERATION POLICY

In line with the overall remuneration philosophy set out in Part 1, the Remuneration Policy aims to:

- align remuneration practices with the Group's business strategies, objectives, and values, in the short- medium-, and long-term;
- attract, retain and motivate key employees to deliver on the Group's performance goals and strategy;
- ensure the remuneration remains market-related and competitive, attracting high-quality individuals;
- ensure remuneration packages take into account Group performance and the interests of all our stakeholders;
- align the STI tool to the key strategic objectives of the Group, as well as shareholders' expectations;
- reward exceptional performance through STIs linked to key performance objectives and financial targets that create value for shareholders; and
- provide LTIs to motivate and retain staff whilst driving shareholder value aligned with the long-term objectives of the Group.

The Group has three components of remuneration for its Executive Committee (Tier 1), senior leaders (Tier 2), identified key individuals (Tier 3) and general employees (other Tiers):



1. A total guaranteed package including benefits (TGP). This is paid monthly.
2. A discretionary variable short-term cash-settled incentive (STI) bonus, linked to overall Group performance and individual employee performance. This is paid annually.
3. A variable long-term incentive (LTI) scheme to motivate key individuals to produce results that enhance and sustain stakeholder value and Group performance over the long term. This is awarded annually and vests over a period of five years.

The REMNO performs a holistic review of the Executive Committee's remuneration on an annual basis, whereby it seeks to ensure there is an appropriate balance between the various remuneration elements – the Executive Committees' base salary, which is fixed, and the variable elements of their remuneration such as STI and LTI, which are not guaranteed. In addition, the REMNO ensures there is an equilibrium between the variable short-term and longer-term financial performance incentives, ensuring the total package is fair considering the size of the business and competitive benchmarking, and will motivate employees both in the short- and long-term.

			REMUNERATION		
LEVEL	FOCUS	STRATEGIC VIEW	TGP	STI	LTI
Tier 1: Holdings Executive Committee (CEO, CFO, CAO, COO)	Strategy formulation and execution	Long-term	Base salary + benefits	• Up to a maximum of 125% of TGP on achieving certain targets	Share options
Tier 2: Executive Heads and Subsidiary CEOs	Primarily strategy execution	Medium- to long-term	Base salary + benefits	• Up to a maximum of 50% of TGP on achieving certain targets	Share options where applicable
Tier 3: Identified key individuals	Elements of strategy execution and operational input	Medium- to long-term	Base salary + benefits	• Up to a maximum of 25% of TGP dependent on performance and employment grading	Share options where applicable
Other Tiers: General Employees	Primarily operational	Short-term	Base salary + benefits	• Up to a maximum of 25% of TGP dependent on performance and employment grading • If employed for greater than 1 year, equally partake in the new staff share scheme (page 36)	Not currently applicable

05 Annexure 3: Remuneration and nominations committee's report continued

TOTAL GUARANTEED PACKAGE (TGP)

The TGP is reviewed annually with increases effective across the Group between 1 January to 1 April each year. In determining the TGP remuneration structure, current market-related remuneration and economic conditions (e.g. inflation), are considered, as well as the average increase in tuition fees going forward.

In determining individual TGP increases, the above remuneration structure; the performance and level of skill and experience of the individual; the individual's job grading; and the financial performance of the Group, are considered.

SHORT-TERM INCENTIVE (STI)

The STI for the Group's Executive Committee and key management is underpinned by the performance of the Group, as well as the individual's performance.

To evaluate the overall performance, a detailed scorecard matrix is utilised, incorporating pre-determined key performance objectives approved by the REMNO, allocated between the attainment of business (or financial) performance targets, and individual performance. During 2022, the STI tool was amended allocating 75% of the bonus to the achievement the overall business targets, weighted equally at 25% per category as shown below, and 25% allocated to individual performance, which may be considered more subjective. From 2023, the STI is payable in cash in April every year (previously March), with individuals in the lower tiers receiving their STI payments in December. The STI payment is capped per individual, albeit, in exceptional circumstances, the CEO can motivate for a higher bonus. All bonuses of the Executive Committee are subject to the REMNO's discretion and are subject to malus and clawback provisions. The Group is entitled to exercise the clawback provisions in relation to a participant for a period of up to three years following payment of the STI to the participant.

The REMNO supports fair, market-related pay and agrees that STIs should only be paid when the business performs well. The REMNO further acknowledges that the STI structure needs to motivate value creation behaviour (i.e. motivates an individual to go beyond their day job, and not become a tick-box exercise).

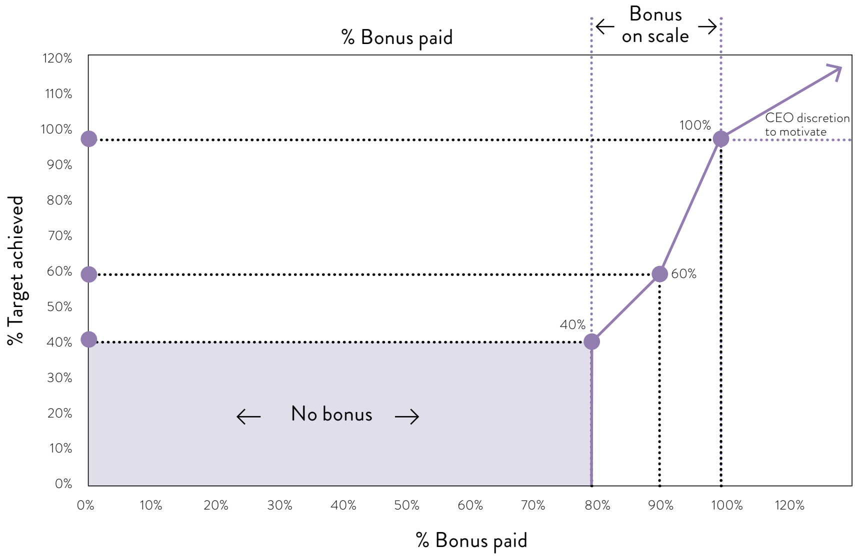
The REMNO reassessed the business targets in the STI tool for 2023 as detailed in the below table:

These are the performance measures against which the Executive Committee will be assessed in 2023. The details of the 2022 STI are set out in Part 3 of this report.

RELATIVE WEIGHT OF KEY PERFORMANCE MEASURES

		Targets		
Business results	**Weighting**	Low road	Median	High road
Organic revenue growth	25%	16%	18%	20%
Normalised EBITDA margin	25%	23.2%	26.1%	29%
Core HEPS growth	25%	16%	18%	20%
Business performance	75%			

A minimum 80% of target needs to be achieved in order to receive a bonus. The bonus entitlement is allocated on a sliding scale, with the Executive Committee entitled to receive 40% of the bonus allocation should they meet the Low Road target, 60% allocation should they meet the Median Road target, and 100% should they meet the High Road target, as illustrated below:



[1.] *The above illustrates the bonus entitlement and allocation for the Executive Committee, noting the CEO is entitled to achieve 125%.*

The overall STI entitlement is as follows:

	CEO	CFO	CAO	COO
1. Business performance	93.75%	75%	75%	75%
2. Individual performance	31.25%	25%	25%	25%
	125%	100%	100%	100%

Individual KPAs are derived from the key strategic focus areas as detailed on page 39, based on the individual's portfolio of responsibilities and include academic performance.

The REMNO has assessed the targets for 2023, as well as the increased targets for the next few years and is comfortable that the STI targets are stretch targets that meet shareholders' expectations, whilst motivating the right behaviour to achieve the Group's longer-term targets.

05 Annexure 3: Remuneration and nominations committee's report continued

NEW STADIO STAFF PHANTOM SHARE SCHEME

A new STADIO Staff Phantom Share Scheme (Phantom Scheme) was approved in 2022 and is being implemented in 2023. The Phantom Scheme aims to align all staff to the overall growth strategy of the Group, whilst rewarding our staff for their dedication and hard work in growing the Group.

Salient features of the Phantom Scheme:

- 21.3 million phantom shares, being 2.5% of the overall issued share capital, have been "ringfenced" for beneficiaries of the Phantom Scheme.
- All permanent staff who have been employed for more than a year and who are not active participants in the LTI are beneficiaries of the Phantom Scheme*.
- The phantom shares will attract dividends that are aligned with the overall Group dividend declared, i.e. in 2023, the Group declared a dividend of 8.9 cents per share to shareholders of STADIO Holdings. The phantom shares will also receive 8.9 cents per phantom share.
- Payouts are linked to the declaration of STADIO Holdings ordinary dividends and not special dividends.
- The total amount payable will be shared equally amongst the beneficiaries of the Phantom Scheme, fostering a stronger sense of community and solidarity.
- The Phantom Scheme will be in place for five years and subject to review thereafter.

** Milpark Education resolved not to participate in the Phantom Scheme as their management seek alternative remuneration rewards for this institution.*

This Phantom Scheme assists in acknowledging the importance we place on our staff, and the appreciation we have for each one of them. We believe the Phantom Scheme will help to foster a stronger sense of ownership and shared purpose among our staff, which will ultimately benefit the business as a whole.

LONG-TERM INCENTIVE PLAN (LTI)

The Group established a share incentive scheme for the Executive Committee and certain key individuals of the Group. The LTI provides a powerful tool to motivate employees to remain with the Group and to work towards the attainment of the Group's long-term strategic goals. Retention of key individuals and skills is important to the sustainability of the Group and the LTI aids management in their succession pipeline whilst ensuring key industry knowledge and skills are retained within the Group. Through the share incentive scheme, the Group's performance is linked to longer-term value creation, and is aligned to the value earned by the shareholder. The LTI awards are also subject to malus and clawback provisions.

The maximum number of shares that may be utilised for purposes of the share incentive scheme is 57 332 884 shares, being equal to approximately 7% of the total issued share capital of STADIO Holdings. During the 2022 AGM, the maximum number of shares that may be acquired by any one individual for purposes of the share incentive scheme was increased to 17 000 000 shares from 12 285 618 shares. It is not anticipated that any one beneficiary will fully utilise the share allocation available to be issued, however, the increase allowed additional share options to be awarded to beneficiaries of the Scheme who were previously not entitled to receive additional share option awards under the Scheme, due to the individual limit contained in the Trust Deed.

At 31 December 2022, the number of share options that had already been awarded but remain unvested amounted to 35 431 789 shares (2021: 44 294 343). At 31 December 2022, the share incentive scheme had 17 participants (2021: 17), being qualifying individuals across the Group. During the year, REMNO requested management to relook at the active participants in the scheme to ensure key individuals identified as part of the overall Group's succession plan, also receive share options. Increasing the share scheme to include all identified individuals will be on a phased approach in the short- to medium-term. In 2023, the number of participants entitled to receive new share option awards increased to 11 (2021: 7 participants). The REMNO believes that all participants in the LTI scheme going forward are key to the strategic outcomes of the Group and the respective factors of salary used to determine the amount of exposure is fair and ensures sustainability of the scheme.

Further detail relating to share options that vested during the year is disclosed in Part 3.

MECHANICS OF THE SHARE INCENTIVE SCHEME AWARD

Share options are awarded annually at the discretion of the REMNO. The number of share options to be awarded is calculated based on an agreed factor of the respective individual's base salary applied thereto, depending on the individual's seniority, level of responsibility assumed within the organisation, and individual's performance.

The following factors are applied to the Executive Committee members and Senior Leadership members awards:

	2023	2022
CEO	**5**	5
Executive Committee	**4**	4
Tier 2^	**2**	2
Tier 3	**1**	–

^ currently only applicable where the underlying entity is wholly owned by STADIO Holdings.

All share options are awarded at a strike price equal to the Group's 30-day volume weighted average price (VWAP) immediately preceding such award date.

VESTING

The vesting of share options is dependent on the individual remaining in service, with 25% vesting on each of the second, third, fourth and fifth anniversary of the award date. In the case of resignation or dismissal of an individual (i.e. bad leaver), unvested share options are generally forfeited. In the case of the death, retirement or retrenchment of an individual (i.e. good leaver), any share options capable of being exercised are exercised within a period of 12 months. It is noted that the share options will not be exercised unless there is growth in the Company's share price. The REMNO sees the share price as a natural performance hurdle, albeit noting that management has no direct influence over share price.

NON-EXECUTIVE DIRECTOR REMUNERATION

The remuneration of non-executive Directors is reviewed annually by the REMNO, ensuring it is market related whilst taking into account the size and stage of the Group, as well as the general staff increase applied across the Group.

In 2022, it was noted that the non-executive Director fees remained below market-related fees, however, taking into account the impacts of COVID-19, it was agreed to align the non-executive Director fees to market-related fees on a phased approach over the short- to medium-term. In 2023, a further benchmarking exercise was performed and it is recommended that the non-executive Director fees be increased by 12.5% in 2023, with the chairperson of the Board and the chairperson of the Audit and Risk Committee's fees being increased by 15%. This is to better align the non-executive Director fees to the market rate. The REMNO believes the fee increase is fair, and will look to address any subsequent shortfalling in fees over the medium-term. These non-executive Director fees are recommended by the Board to shareholders for approval at the AGM.

Changes to the fee structure are effective 1 January, subject to approval by shareholders at the Group's AGM . The annual fees payable to non-executive Directors are fixed and not subject to the attendance of meetings. In the event of non-attendance on a regular basis, same may be reviewed. These fees are paid bi-annually in June (following approval at the AGM) and December.

The proposed fee structure for the Group's non-executive Directors for the financial year ending 31 December 2023, excluding value-added tax, is set out in the table below:

	BOARD		ARC		REMNO		TSEC	
	2023 Proposed Rands	2022 Actual Rands	2023 Proposed Rands	2022 Actual Rands	2023 Proposed Rands	2022 Actual Rands	2023 Proposed Rands	2022 Actual Rands
Annual fixed fee:								
Chairperson	**505 367**	439 450	**130 295**	113 300	**101 333**	90 074	**101 333**	90 074
Members	**270 221**	240 196	**67 555**	60 049	**67 555**	60 049	**67 555**	60 049

The Group also pays all reasonable travelling and accommodation expenses incurred to attend Board and Committee meetings.

VOTING ON REMUNERATION

As required by King IV™, the Group's Remuneration Policy and Implementation Report as detailed in this Remuneration Report, need to be tabled for separate non-binding advisory votes by shareholders at the upcoming AGM to be held virtually on 22 June 2023. In the event that either the Remuneration Policy or the Implementation Report, or both, are voted against by 25% or more of the voting rights entitled to be exercised by shareholders at such AGM, then the REMNO will ensure that the following measures are taken in good faith and with best reasonable efforts:

- An engagement process to ascertain the reasons for the dissenting votes.
- Legitimate and reasonable objections and concerns raised which may include amending the Remuneration Policy or clarifying or adjusting remuneration governance and/or processes.

05 Annexure 3: Remuneration and nominations committee's report continued

PART 3: IMPLEMENTATION OF THE REMUNERATION POLICY REMUNERATION

TGP

Each institution applies their own salary % increase based on their current salary structures. For 2023, the average TGP of all employees across the Group was increased by between 5% and 7%, with certain structural adjustments to some individuals to better align their salaries to market rate, as needed. The increase received was dependent on the institution at which one was employed.

Without detracting from the importance placed on all staff, it is recognised that the Executive Committee is critical to the success of the Group, and it is imperative that these individuals are appropriately incentivised and retained. In saying that, the current economic conditions, size of the Company and stage of the Company's life cycle need to be considered.

In 2023, the Executive Committee's salaries were benchmarked against the median salary of Executives in similar positions at other JSE small cap listed entities. It was noted that the Executive Committee members' salaries were below the median and therefore, staying true to the Group's Remuneration philosophy of ensuring remuneration is market-related and competitive, increases of between 6.5% and 12% were approved. The REMNO believes these increases are fair and recommended the salary increases to the Board for approval.

In 2022, the average TGP of all employees across the Group was increased by 4%–5%, being in line with inflation. The REMNO noted that the CEO's TGP was below market value and therefore increased his salary by 24%.

STI

For the year ended 31 December 2022, the Group's primary business performance targets were:

TARGETS	NOTES
Organic growth in revenue of 20%	Excludes impact of acquisitions, comparing the Group on a like-for-like basis year-on-year. No adjustments during the year.
Normalised Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) margin of 28%	Normalised EBITDA is calculated by adjusting EBITDA in 2022 to exclude the impact of any acquisitions, as well as excluding items which do not form part of the underlying performance of the business. In 2022, Normalised EBITDA excludes the onerous contract costs of R5.5 million. In 2021, the Fair value adjustments in respect of the CA Connect acquisition were excluded.
Organic growth in Core HEPS of 20%	Excludes the earnings impact of acquisitions, comparing the Group on a like-for-like basis year-on-year. In 2022, the dilution in the shareholding of Milpark Education from 87.2% to 68.5% was adjusted for to allow a like-for-like comparison.
Individual performance against agreed KPIs aligned to the Group's primary strategic focus areas for 2022	REMNO assesses the individuals performance during the year

ACHIEVEMENT OF TARGETS

		Bonus allocation			
TARGETS	ACHIEVED	CEO	CFO	CAO	COO
Growth in organic revenue of 20%	+ 11%	–	–	–	–
Normalised EBITDA margin of 28%	29%	**31.3%**	**25%**	**25%**	**25%**
Organic growth in Core HEPS of 20%	+ 24%	**31.3%**	**25%**	**25%**	**25%**

The individual performance targets of the Executive Committee were aligned to achievement of the 2022 strategic focus areas, within an individual's area of responsibility. These areas, in many instances, overlap across portfolios. The REMNO believes bonuses are paid for exceptional performance and therefore assessed the performance against stringent targets accordingly. The individual performance ratings of the Executive Committee were between 79% and 90% determined on the achievement of approved KPAs linked to the below strategic focus areas.

The achievement of the 2022 Strategic Focus Areas have been discussed across the Integrated Report and are summarised below:

2022 STRATEGIC FOCUS AREA	FEEDBACK
1. Improve customer service and customer responsiveness	Q-desk and Zendesk were introduced by some of the institutions which saw customer service and customer responsiveness improve, with a decrease in complaints. The Group acknowledges, however, that customer service remains a critical area of focus and is constantly trying to improve this.
2. Embed current systems and processes, including teaching and learning norms	The Group slowed down changes during 2022 and focused on refining and embedding its systems and processes across STADIO Higher Education. The teaching and learning norms were defined and implemented, and the student journey was cemented.
3.1. Successfully open Centurion comprehensive campus	STADIO Centurion comprehensive campus opened in January 2022.
3.2. Complete construction of Krugersdorp Logistics Centre (phase 1)	The Board resolved to complete the construction of Krugersdorp Logistics in one phase as opposed to over two phases resulting in overall benefits and reduced risk for the Group. Krugersdorp Logistics Centre was completed in early 2023.
4.1. Accreditation of new programmes and site accreditations	Successfully accredited new programmes, and existing programmes to new sites of delivery. 6 new programmes will be offered in 2023 as a result.
4.2. Including focused expansion of School of IT, across both modes of learning delivery	Successfully developed, submitted and received accreditation for various IT programmes.
4.3. Establishment of School of Humanities	Regulatory delays resulted in the programmes only being accredited by CHE and SAQA in early 2023. We await final certification, and will offer these programmes from 2024 (although may offer the distance learning programme in semester 2 dependent on timing).
5. Activate the Compliance Risk Management Plan (CRMP) for the upcoming CHE Institutional Audits	STADIO Higher Education performed a successful mock audit. Where areas for improvement were identified, a plan was implemented to address these points. A mock audit will be performed at AFDA and Milpark Education during 2023. Overall, management is comfortable that the Group is well prepared for the CHE audit and areas identified for improvement will contribute to increasing the high-quality offering at the institutions.
6. Delivery of acceptable profit targets	The Group produced solid results in 2022, despite the challenging economic environment, increasing its EBITDA margin to 29% from 28%, with Core Headline earnings up 18% from 2021, and return on equity increasing to 10% from 9% in 2021.

100% achieved 90%–99% achieved 75%–89% achieved

05 Annexure 3: Remuneration and nominations committee's report continued

In 2022, the STI structure was based on the amended STI toolkit approved in 2022, with 75% of the bonus dependent on the achievement of business targets and 25% dependent on the achievement of individual performance goals. In all instances, there is a minimum % required to receive a bonus. In 2022, the Group missed its Revenue target and therefore received no bonus allocation for this element.

In 2021, the final portion of the Group's deferred bonus in respect of the 2018 financial year was paid.

The Executive Committee's Bonus for 2022, payable in 2023 is as follows:

		2021	
	2022 Bonus R'000s	2021 Bonus R'000s	2018 Deferred portion R'000s
Chris Vorster	**3 544**	3 671	–
Samara Totaram	**1 895**	1 998	151
Divya Singh	**1 894**	2 217	124
Johan Human	**1 774**	2 123	–
	9 107	10 009	275

The following table sets out the remuneration actually paid to the Executive Committee for the years ended 31 December 2022 and 2021:

	Basic salary/ Director fees R'000	Bonuses (incl deferred bonus) R'000	Gain on exercise of LTIs R'000	Pension contributions paid R'000	Total R'000
2022					
Executive Directors					
Chris Vorster	**4 028**	**3 671**	**8 459**	**198**	**16 356**
Samara Totaram	**2 765**	**2 149**	**3 012**	**407**	**8 333**
Divya Singh	**2 662**	**2 341**	**2 127**	**261**	**7 391**
Prescribed officers					
Johan Human	**2 503**	**2 123**	**2 134**	**123**	**6 883**
Total	**11 958**	**10 284**	**15 732**	**989**	**38 963**
2021					
Executive Directors					
Chris Vorster	3 208	2 450	–	159	5 817
Samara Totaram	2 365	1 980	36	351	4 732
Divya Singh	2 269	1 864	36	223	4 392
Prescribed officers					
Johan Human	2 294	1 621	64	113	4 092
Total	10 136	7 915	136	846	19 033

During the year 5.7 million (2021: 2.8 million) shares options were awarded to the Executive Committee. No share options lapsed in the current year in respect of share options held by the Executive Committee (2021: 1.4 million share options lapsed).

LTI (SHARE OPTIONS)

Details of share options outstanding to Executive Committee members as at 31 December 2022:

	Opening balance 1 Jan 2022 R'000s	Number of share options awarded during the year R'000s	Number of share options vested during the year R'000s	Number of share options lapsed during the year R'000s	Strike price per award	Grant date	Closing balance as at 31 Dec 2022 R'000s
Chris Vorster	7 986	–	(1 997)	–	1.23	3-Apr-20	5 989
	4 300	–	(1 075)	–	1.21	1-Jul-20	3 225
	–	1 221	–	–	3.64	3-Apr-22	1 221
	–	1 452	–	–	3.64	1-Jul-22	1 452
	12 286	2 673	(3 072)	–			11 887
Samara Totaram	432	–	(432)	–	2.96	3-Oct-17	–
	869	–	(289)	–	3.63	3-Apr-19	580
	2 204	–	(551)	–	1.23	3-Apr-20	1 653
	1 187	–	(297)	–	1.21	1-Jul-20	890
	928	–	–	–	2.62	3-Apr-21	928
	–	976			3.64	3-Apr-22	976
	5 620	976	(1 569)	–			5 027
Divya Singh	440	–	(440)	–	2.96	3-Oct-17	–
	1 399	–	(467)	–	3.63	3-Apr-19	932
	1 268	–	(317)	–	1.23	3-Apr-20	951
	683	–	(171)	–	1.21	1-Jul-20	512
	845	–	–	–	2.62	3 Apr-21	845
	–	1 105	–	–	3.64	3-Apr-22	1 105
	4 635	1 105	(1 395)	–			4 345
Johan Human	776	–	(776)	–	2.96	3-Oct-17	–
	1 136	–	(284)	–	1.23	3-Apr-20	852
	612	–	(153)	–	1.21	1-Jul-20	459
	1 064	–	–	–	2.62	3 Apr-21	1 064
	–	904	–	–	3.64	3-Apr-22	904
	3 588	904	(1 213)	–			3 279
Chris van der Merwe[1]	1 012	–	(1 012)	–	2.96	3-Oct-17	–
	1 935	–	(645)	–	3.63	3-Apr-19	1 290
	2 947	–	(1 657)	–			1 290
Total	29 076	5 658	(8 906)	–			25 828

[1] *Chris van der Merwe retired on 31 March 2020. The REMNO approved the retention of Chris van der Merwe's unvested share options, noting no new share options will be awarded going forward*

05 Annexure 3: Remuneration and nominations committee's report continued

NON-EXECUTIVE DIRECTORS

The annual fees paid to the non-executive Directors during 2022 and 2021 are as follows:

	2022 Non-executive Director fees R'000	2021 Non-executive Director fees R'000
Vincent Maphai	**530**	464
Mathukana Mokoka	**444**	403
Busisiwe Vilakazi	**390**	355
Tom Brown	**360**	328
Chris van der Merwe[1]	**300**	273
Nico de Waal / Dries Mellet[2]	**300**	273
	2 324	2 096

[1] *In addition to the non-executive fees, Chris van der Merwe received R0.5 million (2021: R2 million) in respect to a restraint of trade which ended on 31 March 2022. In addition, Chris van der Merwe received a gain on exercise of LTIs of R1.6 million in 2022 (2021: R0.1 million)*

[2] *Nico de Waal's non-executive Director's remuneration is paid to PSG Corporate Services Proprietary Limited of which he is a salaried employee. Dries Mellet is an alternate Director for Nico de Waal and does not receive non-executive Director fees in his own right*

STATEMENT BY THE BOARD REGARDING COMPLIANCE WITH THE REMUNERATION POLICY

The REMNO reports to the Board annually on remuneration practices across the Group, including salary levels and trends, bonus and long-term incentive participation. The Board endorses the REMNO's position that the Group's remuneration policy appropriately takes into account the remuneration and employment conditions of staff across the Group as well as relevant external factors. It is the view of the Board that this policy as detailed herein, continues to drive business performance and value creation for all stakeholders, whilst appropriately attracting and retaining high quality staff.

06 Annexure 4: Corporate information

Country of incorporation and domicile	South Africa
Nature of business and principal activities	STADIO Holdings has been established to service the needs of the higher education market in South Africa with a vision to empower the nation by widening access to higher education.
Directors	**Executive** Chris Vorster Samara Totaram Divya Singh **Non-Executive** Chris van der Merwe Nico de Waal (Dries Mellet – alternate director) **Independent Non-Executive** Vincent Maphai Mathukana Mokoka Busisiwe Vilakazi Tom Brown
Company Secretary	STADIO Corporate Services Proprietary Limited
Registered office and business address	Office 101, The Village Square Cnr of Oxford and Queen Streets Durbanville, South Africa, 7550 (PO Box 2161, Durbanville, South Africa, 7551)
Bankers	Standard Bank of South Africa Limited First National Bank Limited Nedbank Limited ABSA Bank Limited Bank Windhoek Limited Standard Bank Namibia Limited
Auditor	PricewaterhouseCoopers Incorporated
Corporate advisor and independent sponsor	PSG Capital Proprietary Limited 1st Floor, Ou Kollege Building 35 Kerk Street, Stellenbosch South Africa, 7600 (PO Box 7403, Stellenbosch, South Africa, 7599) and at Suite 1105, 11th floor Sandton Eye Building, 126 West Street, Sandton, South Africa, 2196 (PO Box 650957, Benmore, South Africa, 2010)
Company registration number	2016/371398/06
Level of assurance	The Summary Financial Statements, and the Annual Financial Statements from which they are derived, have been audited in compliance with the applicable requirements of the Companies Act of South Africa.
Preparer	The Summary Financial Statements, were compiled under the supervision of Samara Totaram CA(SA), CFA
Website	www.stadio.co.za

07 Notes to the form of proxy

The below notes accompany the Form of Proxy on pages 45 to 46.

1. A STADIO Holdings' shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space(s) provided, with or without deleting 'the chairperson of the AGM'. The person whose name appears first on the form of proxy and who is participating in the AGM will be entitled to act as proxy to the exclusion of those whose names follow.

2. A STADIO Holdings' shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of shares to be voted on behalf of that shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the chairperson of the AGM, if he/she is the authorised proxy, to vote in favour of the resolutions at the AGM, or any other proxy to vote or to abstain from voting at the AGM as he/she deems fit, in respect of all the shares concerned. A STADIO Holdings' shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or his/her proxy, but the total of the votes cast and in respect of which abstentions are recorded may not exceed the total of the votes exercisable by the shareholder or his/her proxy.

3. When there are joint registered holders of any shares, any one of such persons may vote at the AGM in respect of such shares as if he/she was solely entitled thereto, but, if more than one of such joint holders are present or represented at any AGM, that one of the said persons whose name stands first in the register in respect of such shares, or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any shares stand shall be deemed joint holders thereof.

4. Proxy forms should be emailed to proxy@computershare.co.za, to be received by them not later than Tuesday, 20 June 2023, at 10:00 a.m. (South African time), provided that any form of proxy not delivered to the transfer secretaries by this time may be submitted to the transfer secretaries via email at proxy@computershare.co.za, at any time before the appointed proxy exercises any shareholder rights at the AGM, subject to the Transfer Secretaries verifying the form of proxy and proof of identification before any shareholder rights are exercised.

5. Any alteration or correction made to this form of proxy must be initialled by the signatory(ies).

6. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company's transfer secretaries or waived by the chairperson of the AGM.

7. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and speaking and voting thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.

Form of proxy

STADIO Holdings Limited
Incorporated in the Republic of South Africa
Registration number: 2016/371398/06
JSE share code: SDO
ISIN: ZAE000248662
LEI: 3789007C8FB26515D966
(STADIO Holdings, or the STADIO Group, or the Company)

Form of proxy – for use by certificated and own-name dematerialised shareholders only

For use at the 6th annual general meeting of ordinary shareholders of STADIO Holdings to be conducted entirely by electronic communication as permitted by the Companies Act, No. 71 of 2008, as amended and by the Company's memorandum of incorporation at 10:00 a.m. on Thursday, 22 June 2023 (the AGM).

I/we (full name in print) ....
of (address) ....
Telephone: (work) area code (........) .... Telephone: (home) area code (........) ....
Cellphone number: (........) ....
being the registered holder of .... shares in the Company, hereby appoint
1. .... or failing him/her
2. .... or failing him/her
3. the chairperson of the AGM,
as my/our proxy to attend, speak and vote for me/us at the AGM for purposes of considering and, if deemed fit, passing, with or without modification, the ordinary and special resolutions to be proposed thereat and at any adjournment thereof and to vote for and/or against the resolutions and/or abstain from voting in respect of the ordinary shares registered in my/our name(s), in accordance with the following instruction (see notes):

		In favour of	Against	Abstain
Ordinary resolution number 1:	To re-elect Busisiwe Vilakazi as a Director			
Ordinary resolution number 2:	To re-elect Tom Brown as a Director			
Ordinary resolution number 3:	To re-appoint Mathukana Mokoka as a member and chairperson of the Audit and Risk Committee of the Company			
Ordinary resolution number 4:	To re-appoint Busisiwe Vilakazi as a member of the Audit and Risk Committee of the Company			
Ordinary resolution number 5:	To re-appoint Tom Brown as a member of the Audit and Risk Committee of the Company			
Ordinary resolution number 6:	To re-appoint PricewaterhouseCoopers Inc. as the auditor			
Ordinary resolution number 7:	General authority to issue ordinary shares for cash			
Ordinary resolution number 8:	Non-binding endorsement of STADIO Holdings' remuneration policy			
Ordinary resolution number 9:	Non-binding endorsement of STADIO Holdings' implementation report on the remuneration policy			

Please see overleaf for special resolutions

07 Form of proxy continued

Special resolution number 1:	Remuneration of chairperson of the Board			
Special resolution number 2:	Remuneration of members of the Board			
Special resolution number 3:	Remuneration of chairperson of the Audit and Risk Committee			
Special resolution number 4:	Remuneration of members of the Audit and Risk Committee			
Special resolution number 5:	Remuneration of chairpersons of the Remuneration and Nominations Committee			
Special resolution number 6:	Remuneration of members of the Remuneration and Nominations Committee			
Special resolution number 7:	Remuneration of chairperson of the Transformation, Social and Ethics Committee			
Special resolution number 8:	Remuneration of members of the Transformation, Social and Ethics Committee			
Special resolution number 9:	Inter-company financial assistance			
Special resolution number 10:	Financial assistance for the subscription and/or the acquisition of shares in the Company or a related or inter-related company			
Special resolution number 11:	Share repurchases by the Company and its subsidiaries			

Please indicate your voting instruction by way of either 1. inserting the number of shares; or 2. inserting a cross in the space provided should you wish to vote all of your shares.

Signed at .... on this .... day of .... 2023.

Signature(s) ....

Assisted by (where applicable) (state capacity and full name) ....

Each STADIO Holdings shareholder is entitled to appoint one or more proxy(ies) (who need not be shareholder(s) of the Company) to participate, speak and vote in his/her stead at the AGM.

Please read the Notes to the Form of Proxy on page 44.

Notes

Notes

STADIO

HOLDINGS