

STADIO

— HOLDINGS —

Annual General Meeting
4 June 2018

ORDINARY RESOLUTIONS

ORDINARY RESOLUTION NO. **1** To confirm Mr DM Ramaphosa's appointment as Non-Executive Director

ORDINARY RESOLUTION NO. **2** Retirement and re-election of Prof RH Stumpf as Non-Executive Director

ORDINARY RESOLUTION NO. **3** Retirement and re-election of Ms R Kisten as Non-Executive Director

ORDINARY RESOLUTIONS

ORDINARY RESOLUTION NO.

4

Retirement and re-election of Mr KS Sithole as Non-Executive Director

ORDINARY RESOLUTION NO.

5

Retirement and re-election of Mr PN de Waal as Non-Executive Director

ORDINARY RESOLUTION NO.

6

Retirement and re-election of Mr A Mellet as an alternate Non-Executive Director to Mr PN de Waal

ORDINARY RESOLUTIONS

- ORDINARY RESOLUTION NO. **7** Retirement and re-election of Dr CR van der Merwe as an Executive Director
- ORDINARY RESOLUTION NO. **8** Retirement and re-election of Ms S Totaram as an Executive Director
- ORDINARY RESOLUTION NO. **9** Retirement and re-election of Dr D Singh as an Executive Director

ORDINARY RESOLUTIONS

- ORDINARY RESOLUTION NO. **10** To reappoint Mr KS Sithole as a member of the Audit and Risk Committee of the Company
- ORDINARY RESOLUTION NO. **11** To reappoint Ms R Kisten as a member of the Audit and Risk Committee of the Company
- ORDINARY RESOLUTION NO. **12** To appoint Mr DM Ramaphosa as a member of the Audit and Risk Committee of the Company subject to approval of ordinary resolution number 1

ORDINARY RESOLUTIONS

ORDINARY RESOLUTION NO. **13** To reappoint PricewaterhouseCoopers Inc as the auditor

ORDINARY RESOLUTION NO. **14** General authority to issue ordinary shares for cash

ORDINARY RESOLUTION NO. **15** Non-binding endorsement of STADIO's remuneration policy

ORDINARY RESOLUTION NO. **16** Non-binding endorsement of STADIO's implementation report

SPECIAL RESOLUTIONS

SPECIAL RESOLUTION NO.

1

Remuneration of Non-Executive Directors

SPECIAL RESOLUTION NO.

2

Inter-company financial assistance

SPECIAL RESOLUTION NO.

3

Financial assistance for the subscription for and/or the acquisition of shares in the Company or a related or inter-related company

SPECIAL RESOLUTIONS

SPECIAL RESOLUTION NO.

4

Share repurchases by the Company and its subsidiaries

SPECIAL RESOLUTION NO.

5

Increase in authorised share capital

WELCOME TO OUR MULTIVERSITY

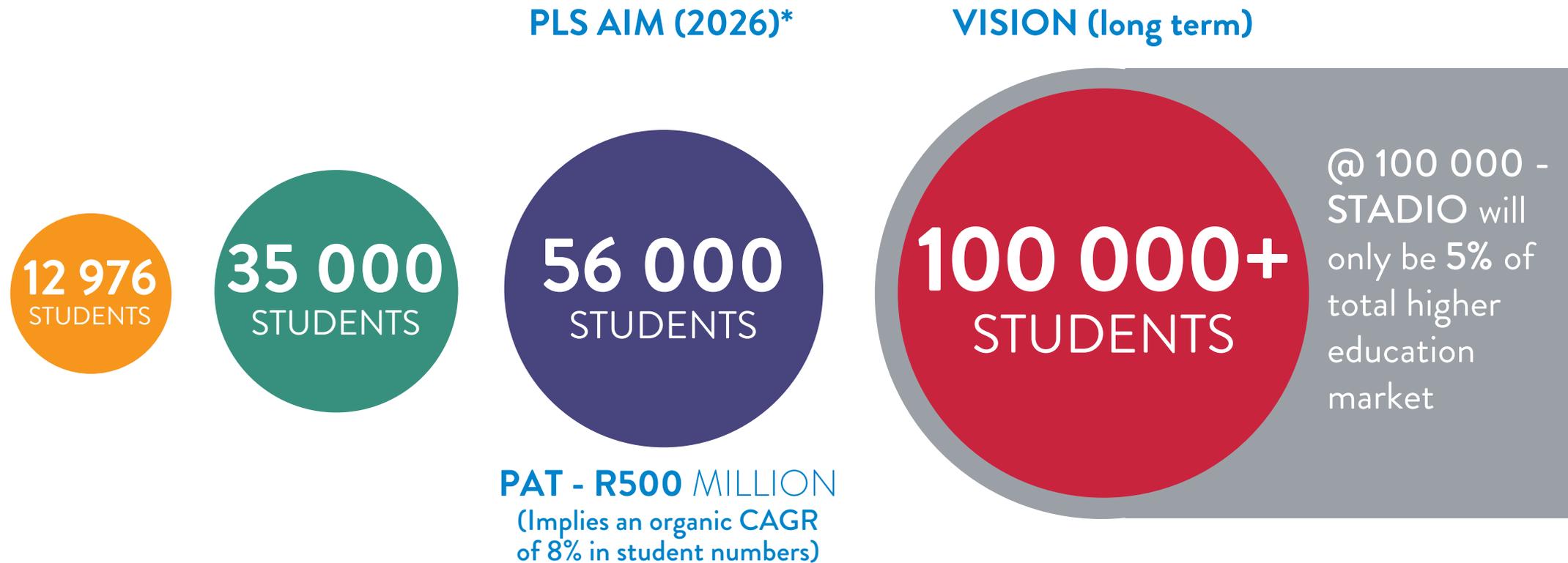


WHERE ARE WE GOING?

Creating a *Multiversity* of **100 000** students

CREATING A MULTIVERSITY OF 100 000 STUDENTS

Growing student numbers over contact & distance learning modes of delivery:



* Please note that foregoing AIM that STADIO wishes to achieve has not been reviewed or reported on by STADIO's auditors or by an independent reporting accountant nor is same guaranteed.

GROWTH STRATEGY TOWARDS 100 000 STUDENTS

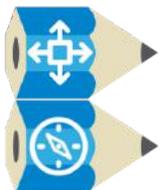


Further acquisitions - to **expand product offerings**

To **optimise utilisation** at STADIO's newly constructed facilities (*Musgrave, Montana and Waterfall*)

Promoting the **growth** of existing brands, i.e. Embury, AFDA, SBS, LISOF and Milpark by:

- **Expanding distance learning** offerings across brands (*i.e. new programmes and the roll out of a simple yet effective distance learning system*)
- **Geographic expansion** through rolling out the brands to new locations
- **Accrediting further undergraduate and post-graduate degrees**, diplomas and higher certificate qualifications across various brands
- **Investing in focussed marketing** across the various brands and products of the STADIO Group



Expanding into greenfield opportunities (*greenfield MULTIVERSITY campus – Phesantekraal Durbanville*)

Exploring **opportunities** to expand programme offerings to include Engineering, Medical and Nursing

PHESANTEKRAAL CAMPUS

STADIO

PROPOSED SITE DEVELOPMENT
Proposed Independent Institute for Higher Education



SITE DEVELOPMENT PLAN

LOCALITY PLAN



North West Science Building
Harvard University
Designed by SOM



Eddie & Lew Wasserman Building
University of California
Designed by RICHARD MEIER
& PARTNERS ARCHITECTS



UCLA Teaching & Learning Centre
for Health Science
University of California
Designed by SOM

PRECEDENT STUDY



PERSPECTIVE SITE VIEW

ERVEN:

Portion 2 & 4 of
Groot Phesantekraal Remainder
of farm 1165 (Phase 4)

SITE AREAS:

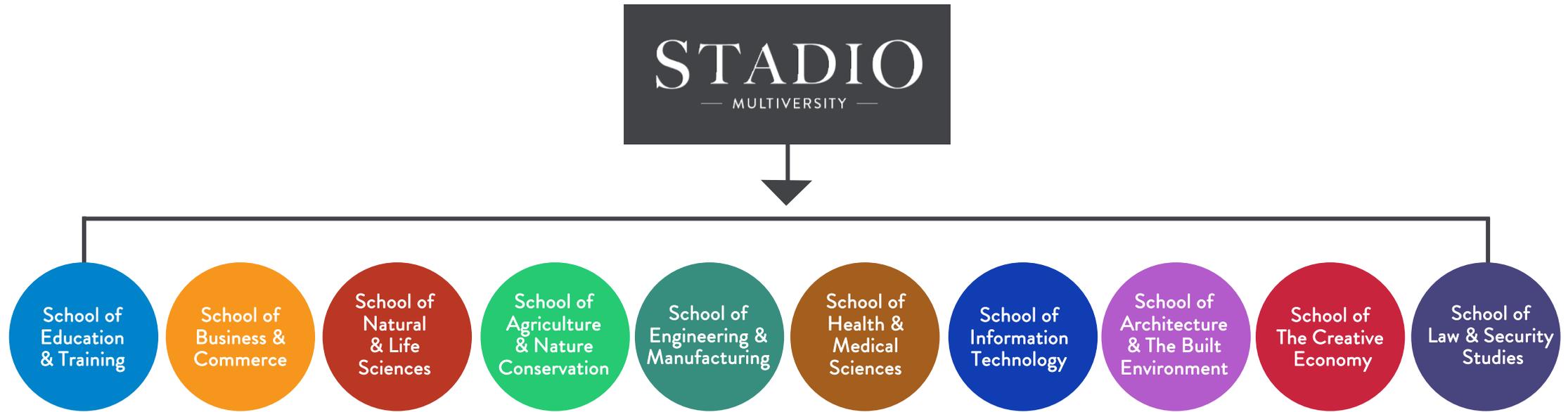
Stadio Portion 2	60 611m ² / 6.0611ha
Stadio Portion 4	14 645m ² / 1.4645ha
TOTAL:	75 256m² / 7.5256ha

LEGEND:

- A Faculty A
- B Faculty B
- C Faculty C
- D Faculty D
- E Faculty E
- F Faculty F
- G Faculty G
- H Auditorium (Future)
- I Library
- J Cafeteria
- K Security
- L Outdoor Recreational Area



COMPREHENSIVE RANGE OF FACULTIES



WIDENING ACCESS

STADIO
— HOLDINGS —



STADIO needs to
train engineers,
IT practitioners
and actuaries...

Naledi Pandor, Minister of
Higher Education & Training
19/04/18

THE NATIONAL QUALIFICATIONS FRAMEWORK (NQF) STADIO HOLDINGS



DOCTORAL DEGREE DOCTORAL DEGREE (PROFESSIONAL)	10	*
MASTER'S DEGREE MASTER'S DEGREE (PROFESSIONAL)	9	*
BACHELOR HONOURS DEGREE POSTGRADUATE DIPLOMA BACHELOR'S DEGREE	8	OCCUPATIONAL CERTIFICATE
BACHELOR'S DEGREE ADVANCED DIPLOMA	7	OCCUPATIONAL CERTIFICATE
DIPLOMA ADVANCED CERTIFICATE	6	OCCUPATIONAL CERTIFICATE
HIGHER CERTIFICATE	5	OCCUPATIONAL CERTIFICATE
NATIONAL CERTIFICATE	4	OCCUPATIONAL CERTIFICATE
INTERMEDIATE CERTIFICATE	3	OCCUPATIONAL CERTIFICATE
ELEMENTARY CERTIFICATE	2	OCCUPATIONAL CERTIFICATE
GENERAL CERTIFICATE	1	OCCUPATIONAL CERTIFICATE

THE NATIONAL QUALIFICATIONS FRAMEWORK (NQF) STADIO HOLDINGS



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WHICH LEVELS OF THE NQF WILL WE SERVICE?

STADIO covers levels 5 to 10 of the
National Qualifications Framework,
creating learnings pathways for students from
Higher Certificates through to Doctorates

OUR QUALIFICATIONS

HIGHER CERTIFICATE	DIPLOMA	UNDERGRADUATE DEGREE	HONOURS	MASTERS
HC in Paralegal Studies (DL)	Diploma in Pre-School & Foundation	B.Policing Practice	B.Policing Practice	Master of Policing
HC in Pre-School Education (CL)	Phase Teacher Assistant	B.Ed Foundation Phase Teaching	B.Business Administration	Master of Management
HC in Pre-School Education (DL)	Diploma in Grade R Teaching (CL)	B.Ed Intermediate Phase Teaching	BA Motion Picture Medium	Master of Business Administration (NQF 8)
HC in Investment Administration	Diploma in Grade R Teaching (DL)	B.Business Administration (DL)	BA in Fashion	Master of Business Administration (NQF 9)
HC in Financial Planning	Diploma in Management	B.Business Administration (CL)	BA Live Performance	Master of Business Administration (NQF 9)
HC in Financial Products	Diploma in Fashion	BA Motion Picture Medium	Postgraduate Diploma Investment Management	Master of Fine Arts in Motion Picture Medium
HC in Banking Service	Diploma in Banking	BA Live performance	Postgraduate Diploma in Banking	
HC in Management (DL)	Adv Diploma Physical Education & School Sports	B.Computer Technology	Postgraduate Diploma Business Administration	
HC in Management (CL)	Adv Diploma in Management	B.Commerce		
HC in Short Term Insurance		B. Commerce in Law		
HC in Film, Television and Entertainment Production		B.Commerce in Fashion Retail		
HC in Radio and Podcasting		BA in Fashion		
HC in Fashion		B.Ed Foundation Phase (DL) & (CL)		
HC in Fashion Retail				
Adv. Certificate in Financial Planning				
Adv. Certificate in Banking Services				
Adv. Certificate in Management				
Adv. Certificate in Short Term Insurance				

Our first Doctoral Degree: Accredited by the CHE!
Doctorate in Business Administration (DBA)

OUR QUALIFICATIONS

STADIO
— HOLDINGS —

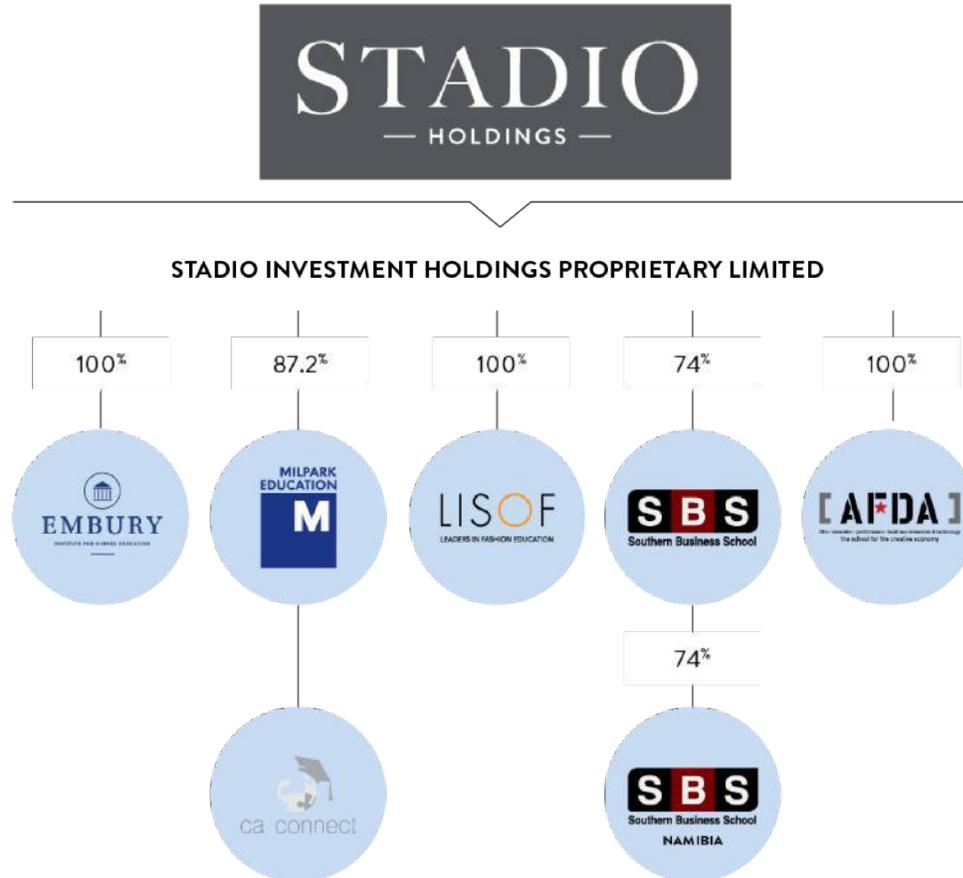
54

ACCREDITED
PROGRAMMES

44

PIPELINE
PROGRAMMES,
INCLUDING TWO
DOCTORATES

GROUP ORGANOGRAM AS AT 31 MAY 2018



LISOF
acquired in
January 2018

MILPARK
acquired in
March 2018

13
CAMPUSES

- Cape Town
- Johannesburg
- Pretoria
- Durban
- Port Elizabeth
- Windhoek
- Gaborone

TOWARDS ONE BRAND

Consider our competitive advantages if we consolidate:

- We will have multiple distribution points where all our qualifications can be marketed...
- The STADIO brand will be extremely visible in all provinces
- Acknowledgement of prior learning simplified because credits may be easily transferable between aligned programmes
- Shared services means one quality and saves costs: one audit, one IT system, one HR policy, one financial system, one leadership structure, etc.
- STADIO may qualify to obtain university status
- Sweating the assets by offering many of our qualifications in one building




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PIONEERING YOUR BUSINESS EDUCATION

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EMBURY

OPENING 2018

EMBURY



EMBURY

cafe

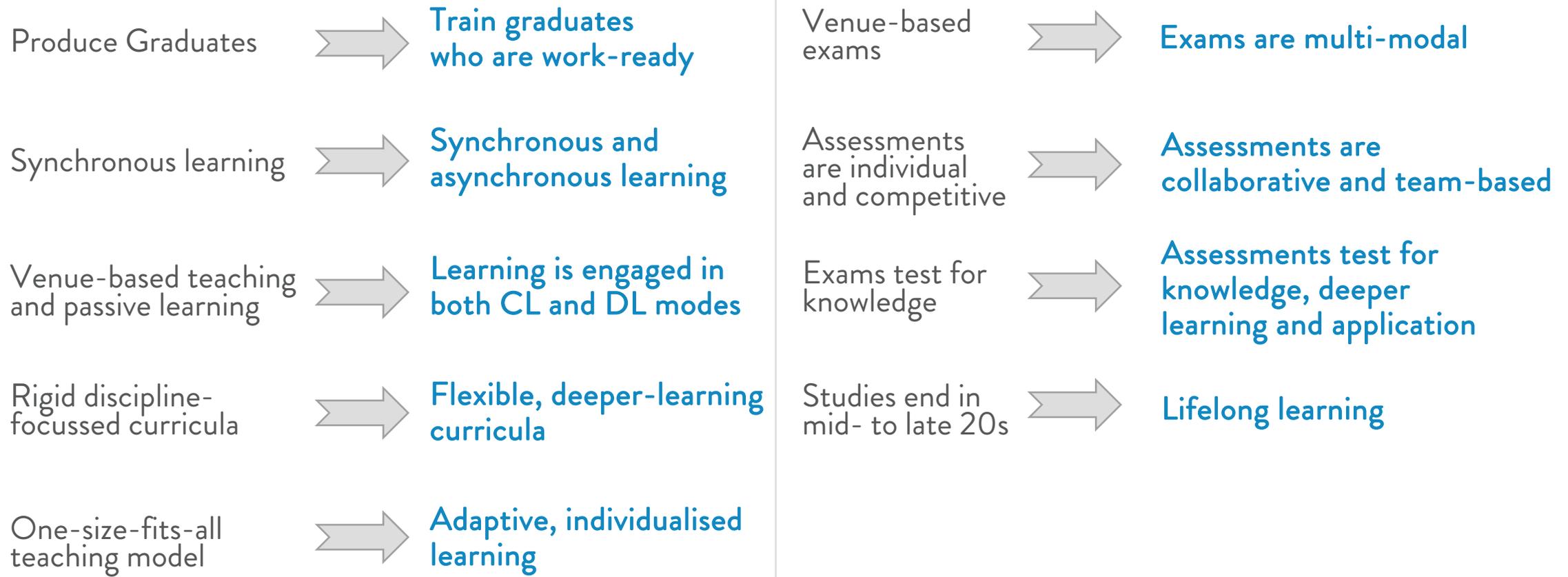
EXIT




EMBURY
INSTITUTE FOR HIGHER EDUCATION

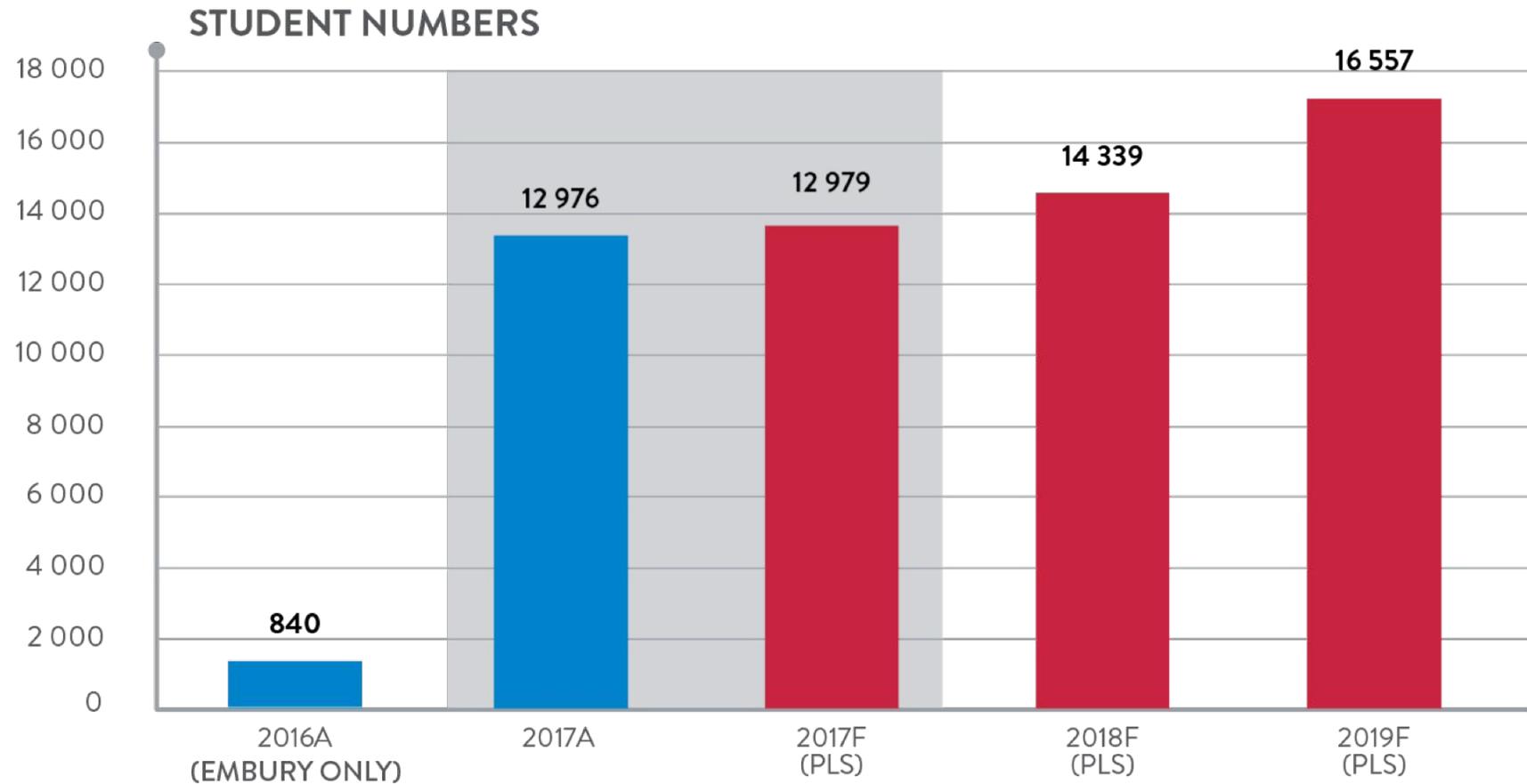


PARADIGM SHIFTS



AUDITED 2017 RESULTS VS PLS

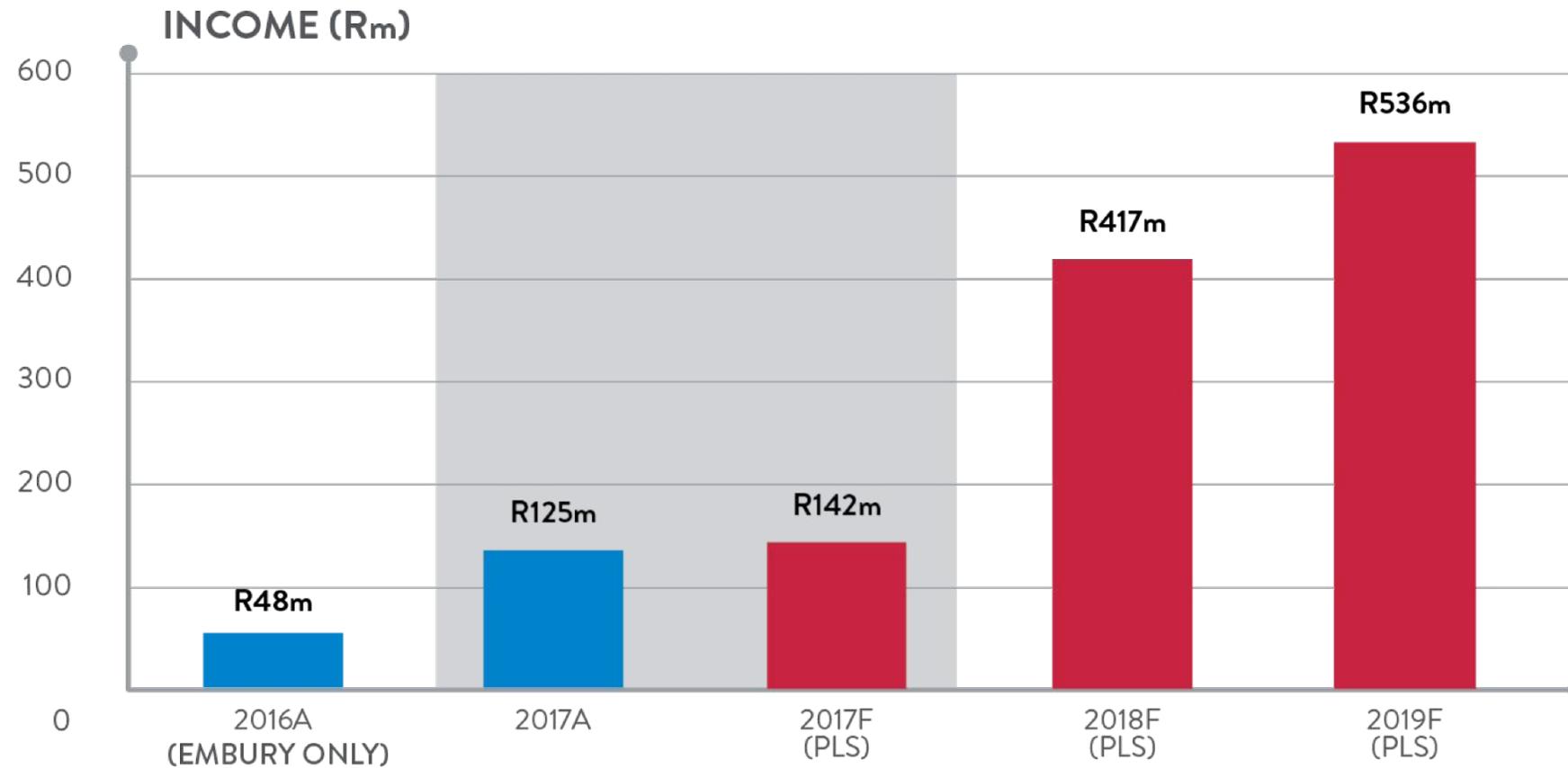
STADIO
— HOLDINGS —



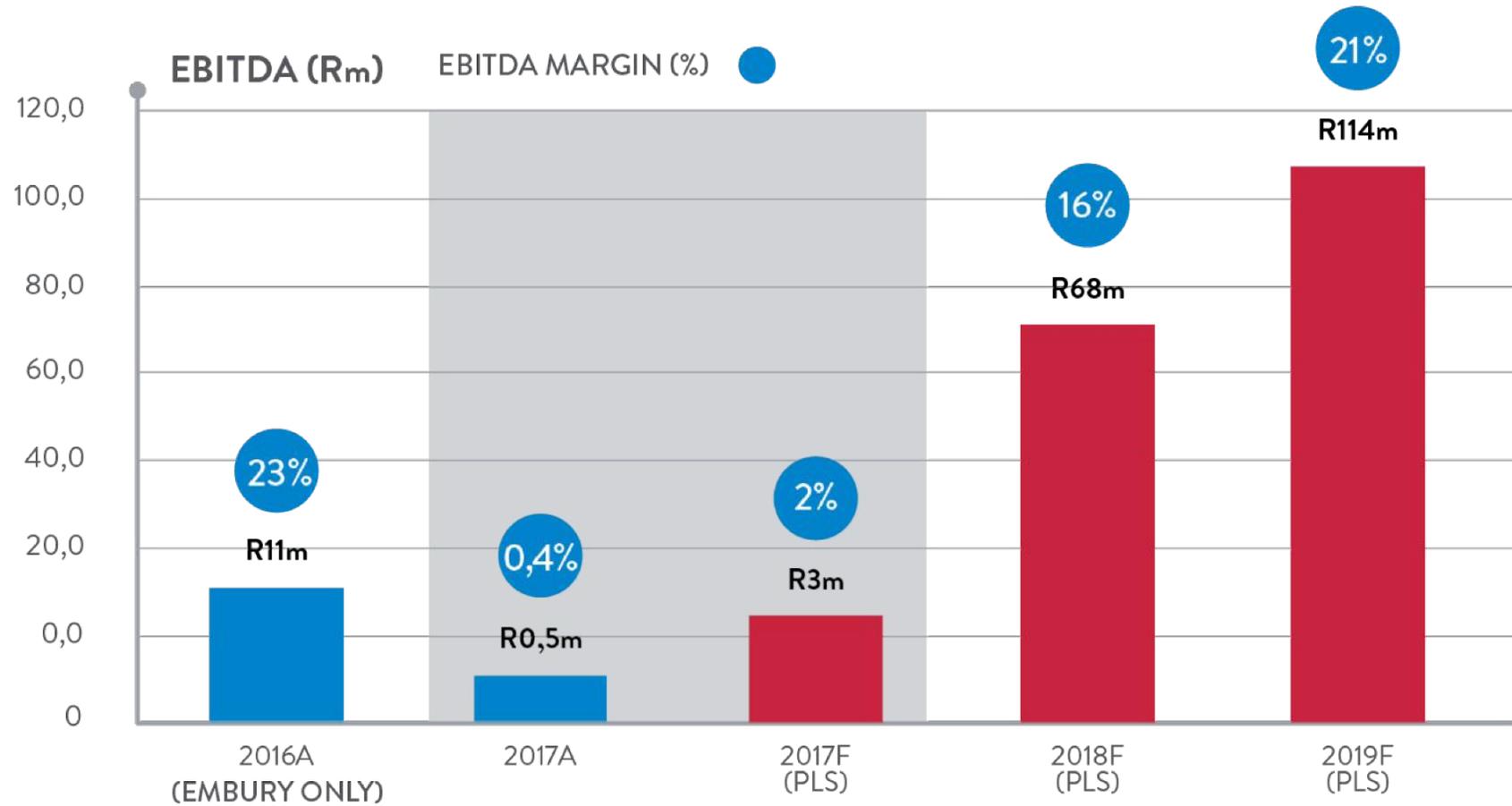
Currently approx.
26 500 students

Considering second
semester intake,
we have the potential
to reach **30 000**
students in 2018

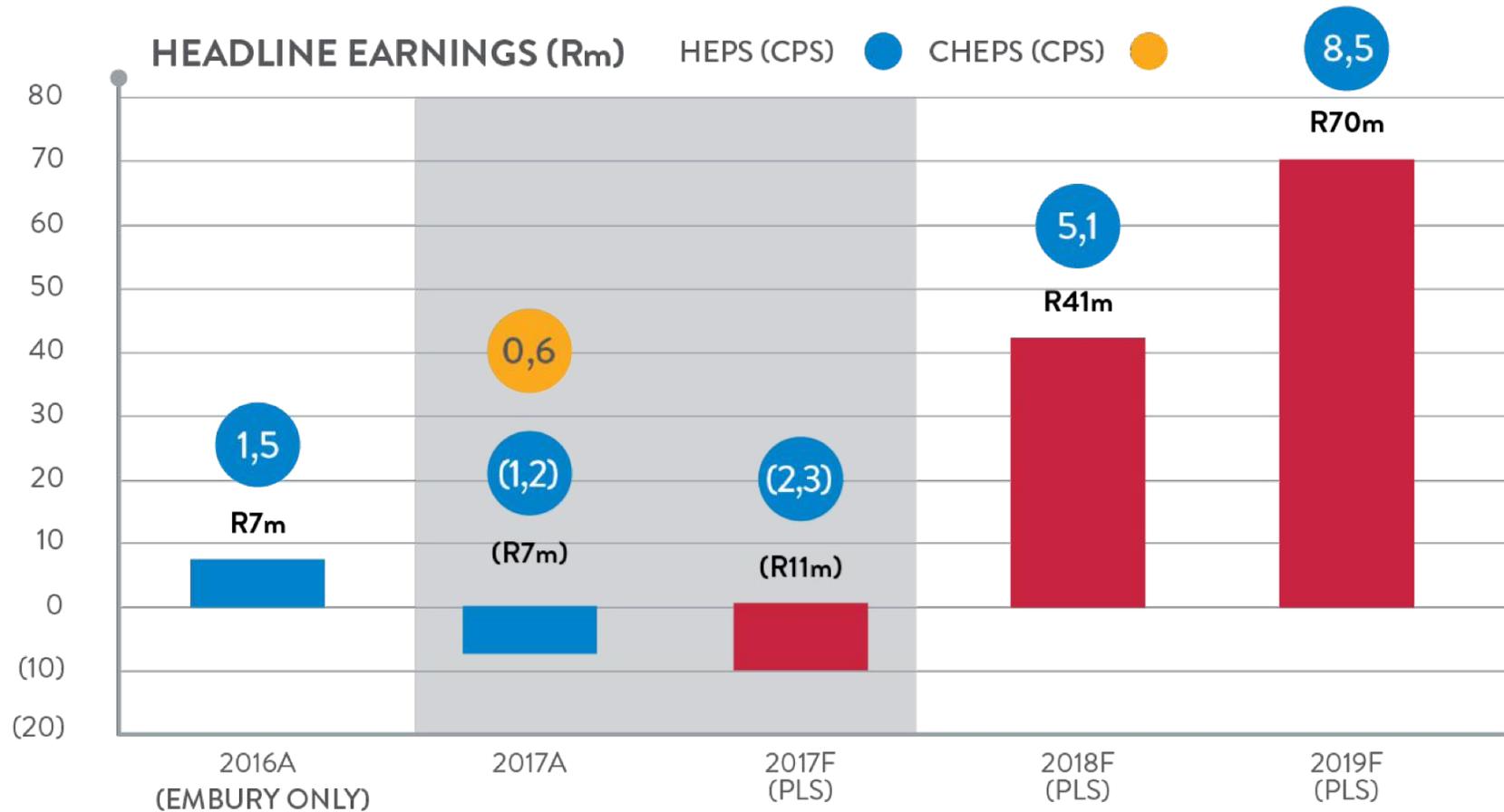
AUDITED 2017 RESULTS VS PLS



AUDITED 2017 RESULTS VS PLS



AUDITED 2017 RESULTS VS PLS



STATEMENT OF FINANCIAL POSITION SUMMARY AT 31 DECEMBER 2017

STATEMENT OF FINANCIAL POSITION SUMMARY		Rm
Total assets		1 698
Total equity		1 415
Total liabilities		283
- Borrowings		4
- Curro loan*		119
- Other liabilities		279
Nett asset value per share		R1.76
Gearing		9%

*** Note:**

The Curro loan was settled on 7 March, resulting in current gearing being less than 2%

CASH TO BE UTILISED IN 2018

CASH UTILISATION - 2018	Rm
Cash on hand at 31 December 2017	646
Acquisitions	(318)
Repayment of Curro loan	(121)
Land banking, infrastructure development, capital spend, intangibles	(120)
	87

Available for further acquisitions and/or organic expansion opportunities

CONTACT LEARNING CAPACITY UTILISATION AS AT 31 DEC 2017

CONTACT LEARNING CAPACITY UTILISATION

Institution	Student numbers at 31 Dec 2017	Capacity	Capacity utilisation
Embury	1 039	6 100	17%
AFDA	1 952	4 000	49%
LISOF	686	1 000	69%
Total	3 677	11 100	33%

WIDENING ACCESS BY PROMOTING AFFORDABILITY

OUR AIM:

DISTANCE
LEARNING

R 20 000
avg per annum

CONTACT
LEARNING

R 50 000
avg per annum

(Ranging from R12k - R24k)

FEEDBACK: TRANSFORMATION, SOCIAL & ETHICS COMMITTEE

Summary of Ethics Pledge

- STADIO stands firmly grounded on the values of integrity, quality and openness.
- STADIO is committed to facilitating access to higher education with a quality teaching and learning ethos that prioritises student success.
- STADIO is cognisant of the shifting higher education landscape and the need for resilience amongst its leadership, management and staff.
- STADIO promotes a positive organisational culture undergirded by the ideals of respect, inclusivity, diversity and transformation.

Summary of Ethics Pledge (continued)

- STADIO does not challenge itself with overnight success but has planned for a steady and responsible operation that will safeguard the best interests of the STADIO community and the broader society. Equally, STADIO does not approve an approach fashioned by greed and irresponsible, artificial growth.
- STADIO acknowledges the imperative of informed stakeholder participation and engagement. STADIO's conduct is epitomised by openness and total transparency.

These are the values lived by the leadership, espoused by all employees, and which we seek to instill in our students.

TRANSFORMATION, SOCIAL & ETHICS COMMITTEE

CORPORATE SOCIAL RESPONSIBILITY

To raise awareness and create opportunities within the higher education sector

Academic (Graduateness)

- Relevant qualifications ... innovative curricula ... applied learning
- Signature Module: Responsible citizenship ... 21st century skills ... social awareness

Finance: Bursaries

- Group spend exceeded R4m in 2017

Community Engagement: Schools Projects and Upliftment through Sport

- Generating interest in mathematics and science amongst scholars, with potential for international collaborations
- Implementing Youth Leadership programmes in schools
- Donations to disadvantaged schools and scholars
- Sharing facilities with surrounding schools for teaching opportunities
- Sports Days, and activities in the schools

TRANSFORMATION, SOCIAL & ETHICS COMMITTEE

STADIO
— HOLDINGS —



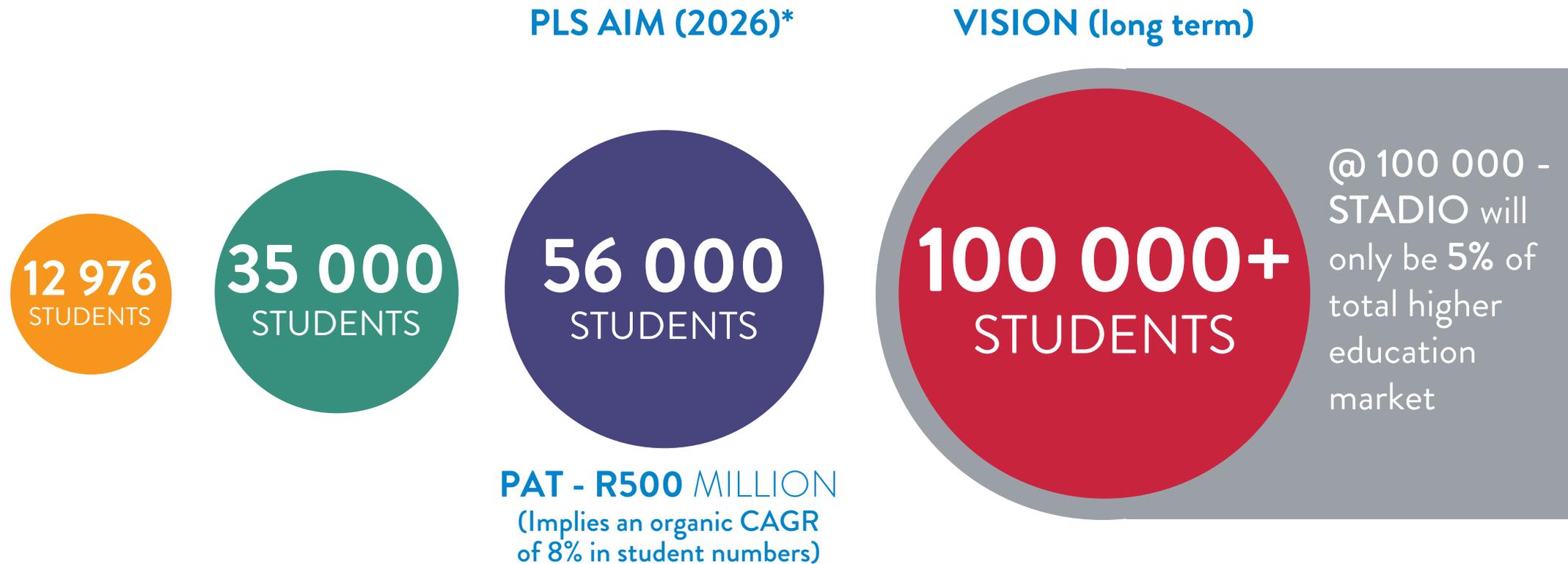
Brimstone is our
trusted long
term BEE
partner

Our BEE Private
Placement for
individuals
accommodated
486 BEE
shareholders

A MULTIVERSITY OF 100 000 STUDENTS IS ACHIEVABLE

STADIO
— HOLDINGS —

Growing student numbers over contact & distance learning modes of delivery:



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RESOLUTIONS - RESULTS OF VOTING

QUESTIONS & ANSWERS

DANKIE
ENKOSI
THANK YOU

