



SUPER GROUP LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1943/016107/06)

unconditionally and irrevocably guaranteed by

SUPER GROUP HOLDINGS PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1978/000019/07)

and

SUPER GROUP TRADING PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 1972/009559/07)

and

SUPER GROUP AFRICA PROPRIETARY LIMITED

(Incorporated in the Republic of South Africa with limited liability under registration number 2000/019333/07)

and

BLUEFIN INVESTMENTS LIMITED

(Incorporated in the Republic of Mauritius under registration number C38074)

**INFORMATION STATEMENT
in respect of the
ZAR5,000,000,000
DOMESTIC MEDIUM TERM NOTE PROGRAMME**

Super Group Limited (**Super Group**, the **Group** or the **Issuer**) intends from time to time to issue notes (the **Notes**) under the ZAR5,000,000,000 Domestic Medium Term Note Programme (the **Programme**) on the basis set out in the Programme Memorandum dated 29 April 2020, as amended and restated from time to time (the **Programme Memorandum**). The Notes may be issued on a continuing basis and be placed by one or more of the Dealers specified in the section headed "*Summary of Programme*" under the Programme Memorandum and any additional Dealer appointed under the Programme from time to time by the Issuer, which appointment may be for a specific issue or on an ongoing basis.

The specific aggregate nominal amount, the status, maturity, interest rate, or interest rate formula and dates of payment of interest, purchase price to be paid to the Issuer, any terms for redemption or other special terms, currency or currencies, form and denomination of Notes, information as to financial exchange listings and the names of the dealers, underwriters or agents in connection with the sale of Notes being offered at a particular time will be set forth or referred to in the terms and conditions contained in the Programme Memorandum (the **Terms and Conditions**), read together with the pricing supplement applicable to any Notes (the **Applicable Pricing Supplement**) and this **Information Statement**.

Availability of Information

This Information Statement and the Programme Memorandum are available through a secure electronic manner at the election of the person requesting inspection and on the Issuer's website at <https://supergroup.co.za/bondholder-information/#domestic-medium-term-note-programme>

Information on the Issuer's website, other than in this Information Statement and the Programme Memorandum, is not intended to be incorporated by reference into this Information Statement or the Programme Memorandum, save for those documents which are incorporated by reference in the section headed "*Documents Incorporated by Reference*" in the Programme Memorandum.

Recipients of this Information Statement should retain it for future reference. It is intended that the Programme Memorandum read together with the Applicable Pricing Supplement in connection with the issuance of Notes, will refer to this Information Statement for a description of the Issuer and investor considerations/risk factors, until an updated information statement is issued.

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GENERAL

Capitalised terms used in this section headed "General" shall bear the same meanings as defined in the Terms and Conditions in the Programme Memorandum, except to the extent that they are separately defined in this section, or defined in the section headed "Abbreviations and Definitions", or this is clearly inappropriate from the context.

The Issuer and Guarantors certify that to the best of their knowledge and belief there are no facts that have been omitted from this Information Statement which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made, and that this Information Statement contains all information required by law and the Debt Listings Requirements of the JSE. The Issuer and Guarantors accept full responsibility for the accuracy of the information contained in this Information Statement.

The JSE takes no responsibility for the contents of this Information Statement and any amendments or supplements thereto. The JSE makes no representation as to the accuracy or completeness of this Information Statement and any amendments or supplements thereto and the JSE expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of the aforementioned document. The JSE's approval of the registration of the Programme Memorandum and listing of the Notes is not to be taken in any way as an indication of the merits of the Issuer or of the Notes and that, to the extent permitted by law, the JSE will not be liable for any claim whatsoever.

In addition, the Issuer and Guarantors, having made all reasonable inquiries, confirm that this Information Statement contains or incorporates all information which is material in relation to the issuing and the offering of the Notes, that all information contained or incorporated in this Information Statement is true and accurate in all material respects and that the opinions and the intentions expressed in this Information Statement are honestly held and that there are no other facts, the omission of which, would make this Information Statement or any of such information or expression of any such opinions or intentions misleading in any material respect.

The Arranger, the Dealers, the JSE Debt Sponsor or any of their respective subsidiaries or holding companies or a subsidiary of their holding companies (**Affiliates**) and the professional advisors have not separately verified the information contained in this Information Statement. Accordingly, no representation, warranty or undertaking, expressed or implied is made and no responsibility is accepted by the Arranger(s), Dealers, the JSE Debt Sponsor, their Affiliates or any of the professional advisors as to the accuracy or completeness of the information contained in this Information Statement or any other information provided by the Issuer or Guarantors. None of the Arranger(s), Dealers, the JSE Debt Sponsor, their Affiliates, nor any of the professional advisors accepts any liability in relation to the information contained in this Information Statement or any other information provided by the Issuer or Guarantors in connection with the Notes. The statements made in this paragraph are without prejudice to the responsibilities of the Issuer and Guarantors.

No person has been authorised by the Issuer or Guarantors to give any information or to make any representation not contained in or not consistent with this Information Statement or any other information supplied in connection with the issue and sale of the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, Guarantors, the Arranger(s), the Dealers, the JSE Debt Sponsor, their Affiliates or the professional advisors. Neither the delivery of this Information Statement nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer or Guarantors since the date hereof, or that any other financial statement or other information supplied in connection with the Information Statement is correct at any time subsequent to the date indicated in the document containing the same.

Neither this Information Statement nor any other information supplied in connection with the Notes constitutes the rendering of financial or investment advice by or on behalf of the Issuer or Guarantors, the Arranger(s), the Dealers, the JSE Debt Sponsor, their Affiliates or any professional advisor.

This Information Statement and any other information supplied in connection with the Notes is not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Issuer, the Guarantors, the Arranger(s), the Dealers, the JSE Debt Sponsor, their Affiliates or any professional advisor, that any recipient of this Information Statement should purchase any Notes. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer and the Guarantors. Each potential investor should consult its own

advisors to make its investment decision and to determine whether it is legally permitted to purchase the Notes under Applicable Laws and regulations.

Neither this Information Statement nor any other information supplied in connection with the Notes constitutes an offer or invitation by or on behalf of the Issuer, the Guarantors, the Arranger(s), the Dealers, the JSE Debt Sponsor, their Affiliates or the professional advisors to any person to subscribe for or to purchase any Notes.

This Information Statement does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. None of the Issuer, the Guarantors, the Arranger(s), Dealers, the JSE Debt Sponsor, their Affiliates nor any professional advisor, represents that this Information Statement may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available there under, or assumes any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer, the Guarantors, the Arranger(s), the Dealers, the JSE Debt Sponsor, their Affiliates or the professional advisors which would permit a public offering of any Notes or distribution of this document in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Information Statement nor any advertisement nor other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any Applicable Laws and regulations. The Arranger(s) or the Dealers has represented that all offers and sales by them will be made on the same terms and in compliance with this prohibition.

The distribution of this Information Statement and the offer for the subscription or sale of Notes may be restricted by law in certain jurisdictions. Currently, the Notes are only available for subscription by South African residents. Persons into whose possession this Information Statement or any Notes come must inform themselves about and observe any such restrictions. In particular there are restrictions on the distribution of this Information Statement and the offer for the subscription or sale of Notes in the United States of America, the European Economic Area, the United Kingdom and South Africa.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) and may not be offered or sold in the United States of America or to, or for the account or benefit of, US persons (as defined in Regulation S under the Securities Act (“**Regulation’s**”). The Notes will be offered and sold only in offshore transactions outside the United States of America in accordance with Regulation S and, subject to certain exceptions, may not be offered, sold or delivered within the United States of America or to, or for the account or benefit of, US Persons.

Information and opinions presented in the Information Statement were obtained or derived from public sources that the Arranger(s), the Dealers, the JSE Debt Sponsor, their Affiliates or the professional advisors believe are reliable but make no representations as to the accuracy or completeness thereof. Any opinions, forecasts or estimates (if any) herein constitute a judgment as at the date of this Information Statement. There can be no assurance that future results or events will be consistent with any such opinions, forecasts or estimates. Past performance should not be taken as an indication or guarantee of future performance and no representation or warranty, express or implied is made regarding future performance. The price, value of and income from any of the securities or financial instruments mentioned in this Information Statement (if any) can fall as well as rise. Any opinions expressed in this Information Statement are subject to change without notice and may differ or be contrary to opinions expressed by other business areas or groups of the Arranger(s), the Dealers, the JSE Debt Sponsor, their Affiliates or the professional advisors as a result of using different assumptions and criteria. Furthermore, the Arranger(s) or the Dealers (and their respective directors, employees, representatives and agents), the JSE Debt Sponsor, their Affiliates or any professional advisors accept no liability for any direct or indirect loss or damage incurred arising from the use of the material presented in this Information Statement, except as provided for by law.

All trademarks, service marks and logos used in this Information Statement are trademarks or service marks or registered trademarks or service marks of the Issuer and the Guarantors. This Information Statement may not be reproduced without the prior written consent of the Issuer, the Guarantors, the Arranger(s) or Dealers. It may not be considered as advice, a recommendation or an offer to enter into or conclude any transactions.

Copies of this Information Statement are available through a secure electronic manner at the election of the person requesting inspection and on the Issuer’s website at <https://supergroup.co.za/bondholder-information/#domestic-medium-term-note-programme>.

INVESTOR CONSIDERATIONS / RISK FACTORS

Capitalised terms used in this section headed “Investor Considerations / Risk Factors” shall bear the same meanings as used in the Terms and Conditions, except to the extent that they are separately defined in this section, or defined in the section headed “Abbreviations and Definitions”, or this is clearly inappropriate from the context.

The Issuer believes that the factors outlined below may affect its ability to fulfil its obligations under the Notes. All of these factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring. In addition, factors which are material for the purpose of assessing the market risks associated with the Notes are also described below. The value of the Notes could decline due to any of these risks, and investors may lose some or all of their investment.

The Issuer believes that the factors described below represent the principal risks inherent in investing in the Notes, but the inability of the Issuer to pay interest, principal or other amounts on or in connection with any Notes may occur for other reasons which may not be considered significant risks by the Issuer based on information available to it at the Information Statement Date, or which it may not be able to anticipate at the Information Statement Date. Accordingly, the Issuer does not represent that the statements below regarding the risks of holding any Notes are exhaustive.

Prospective investors should also read the detailed information set out elsewhere in this Information Statement to reach their own views prior to making any investment decision.

References below to the “Terms and Conditions”, in relation to Notes, shall mean the “Terms and Conditions of the Notes” set out under the section of the Programme Memorandum headed “Terms and Conditions of the Notes”.

Factors that may affect the Issuer’s ability to fulfil its obligations under the Notes issued under the Programme

MATERIAL RISKS RELATING TO THE ISSUER AND THE GROUP

Super Group revisits its material matters annually, considering shifts in the macro-environment, industry and market trends and changing stakeholder needs.

When identifying relevant matters, the Group considers both the current and potential matters that:

- could substantively affect value creation, including matters related to risks, strategy, governance, performance and prospects; and
- are reflected in key stakeholders’ expectations or concerns; and
- are a focus or priority at Board and executive level.

When evaluating the importance of relevant matters, the Group considers short, medium and long-term quantitative and qualitative impacts across all material areas of the business. The magnitude of the impact and its likelihood of occurrence are also considered.

The 2023 material matters remain unchanged from 2022, and the Board is satisfied that they continue to accurately represent factors that could substantively affect the Group’s ability to create and sustain value over the short, medium and long term. A risk outlook has been added to reflect the Group’s thinking on the evolution and future relevance of the risk-related aspects. However, this is not an exhaustive list of all the potential risks and they are not listed in any specific order of priority.

A summary of the Group’s material risks and associated risks and mitigating actions is provided below, grouped together in a coherent manner and all material risks and associated risks are deemed to be of equal materiality and importance:

<p>Managing macro socio-economic volatility</p> <p>Socio-economic volatility impacts the Group's ability to grow, directly affecting the cost of doing business and levels of consumer spend.</p> <p>Level of control: Low</p>	<p><i>Mitigating actions and opportunities:</i></p> <p>The Group is well positioned to capitalise on the opportunities arising from volatile markets and shifting consumer behaviour.</p> <p>Diversification plays a pivotal role in fortifying the Group against unpredictable operating conditions, with technology providing a strong foundation for client retention, acquisition and market share gains.</p> <p>The Group has an integrated approach to acquisitions, strong financial management principles and a clear capital allocation approach.</p>	<p><i>Risk outlook: Increasing</i></p> <p>The ripple effects of geopolitical events and high global inflation will likely result in slow global GDP growth. This will place the consumer under growing pressure, eroding buyer confidence and reducing discretionary spend. The impact of surging inflation will be heightened by product shortages and soaring prices in the oil, energy and food sectors.</p> <p>The ongoing conflict in Ukraine has had far-reaching repercussions for the global economy, manifesting in higher commodity prices and supply chain disruptions. With no clear resolution in sight, this situation looks likely to persist. The economic consequences are particularly pronounced in Germany and central Europe, where energy-intensive industries face a protracted struggle to maintain competitiveness.</p> <p>In South Africa, unemployment, loadshedding, crime and social unrest will continue to impede growth. The 2024 general elections are also likely to bring significant upheaval to South Africa's already volatile political landscape.</p>
<p>Enabling technology to create value and safeguard assets</p> <p>Technology is a key differentiator for the Group, enabling it to deliver solutions that help clients meet ambitious objectives and leverage growth opportunities. As technology advances and our lives become increasingly interconnected, the growing risk of cybercrime poses a significant threat to individuals, businesses and governments worldwide. This demands constant vigilance and proactive measures to safeguard against malicious cyber activities.</p> <p>Level of control: High</p>	<p><i>Mitigating actions and opportunities:</i></p> <p>Super Group distinguishes itself through leading-edge innovations that enable the business to anticipate change, reduce costs, enhance efficiency and maintain a competitive edge.</p> <p>Our technological expertise is a cornerstone of our investment proposition. We continually invest in digital products and innovative solutions that enhance competitive advantage and develop IT-based solutions to improve supply chain transparency, visibility and efficiency. We also evolve the technology that</p>	<p><i>Risk outlook: Increasing</i></p> <p>Given the rapidly evolving nature of cyber threats, achieving complete immunity remains challenging. Fuelled by the expanding digital landscape, the widespread use of internet-connected devices and the increasing reliance on online platforms and services, cybercrime is expected to continue to increase.</p> <p>Advancements in hacking techniques, the underground economy of cybercrime-as-a-service and the anonymity provided by cryptocurrencies have also contributed to the escalation of cyber threats.</p>

	<p>underpins the Group's systems and facilities.</p> <p>Our vigilance against cybercrime includes investing in robust Cyber security protocols and state-of-the-art tools and technologies.</p> <p>We rigorously assess the methodologies, tools and technologies required to prevent cybercrime, conduct regular security audits and establish incident response plans. Employees receive comprehensive training on cyber awareness.</p>	
<p>Mitigating supply and logistics constraints</p> <p>Global logistics and supply chain disruptions continue to impact the Group, its clients and consumers. These disruptions result in shortages of essential materials and finished goods, heightened logistical constraints and longer lead times.</p> <p>Level of control: Low</p>	<p><i>Mitigating actions and opportunities:</i></p> <p>Automotive:</p> <ul style="list-style-type: none"> - Maintain strong relationships with OEMs and flexible order structures across product variances. - Grow the representation of value and volume brands, including growing Asian and Indian brands. - Develop multi-brand franchises to help mitigate shortages of particular brands and models by making alternatives readily available to buyers. <p>Commodities:</p> <ul style="list-style-type: none"> - Grow new export markets and diversify the mineral sectors. <p>FMCG:</p> <ul style="list-style-type: none"> - Represent multiple principals, brands and products to mitigate product shortages. - Evolve business models to capitalise on changing consumer behaviour. <p>Fleet solutions:</p> <ul style="list-style-type: none"> - Proactively manage vehicle availability with OEMs. - Evaluate Asian brands as viable alternatives. 	<p><i>Risk outlook: Increasing</i></p> <p>The Group anticipates an escalation of supply chain disruptions in the foreseeable future.</p> <p>Mounting geopolitical tensions, fluctuating oil and gas prices, the conflict in Ukraine and rising inflation will have adverse effects on manufacturing and logistics, causing ongoing disruptions in supply chain lead times and impacting sufficiency of supply.</p> <p>Delivery delays for ocean freight have increased significantly, with the backlog in Europe worsened by its proximity to the war in Ukraine.</p> <p>Although there are some improvements at the Beitbridge border crossing between South Africa and Zimbabwe, lengthy delays persist.</p> <p>Production in multiple sectors remains hampered by limited availability and rising costs of raw materials, resulting in longer lead times and significant product shortages.</p> <p>The supply of semiconductors remains volatile, with supply challenges expected to extend into early 2024, and the shortage of new vehicles set to persist.</p>

<p>Climate change and its physical and transition risks</p> <p>The Group recognises that climate change can have a significant impact on the business and stakeholders. The need to anticipate and mitigate related physical and transition risks – including business continuity, resource scarcity, reputational damage, regulatory uncertainty, rising insurance costs and disrupted supply chains – is critical. These risks could amplify the supply volatility of raw materials, escalate production costs, impose capacity constraints and raise compliance expenses. Failing to meet sustainability goals could negatively impact the Group’s licence to operate and damage its credibility among clients, investors and other stakeholders.</p> <p>Level of control: Medium to Low</p>	<p><i>Mitigating actions and opportunities:</i></p> <p>Super Group’s growth strategy encompasses economic, environmental and social dimensions, ensuring sustainable growth while benefiting stakeholders, society and the environment.</p> <p>The Group continues to integrate ESG perspectives into strategies, business models, processes, policies and systems. It is implementing sustainability initiatives that impact both the environment and organisational effectiveness in a positive manner.</p> <p>Operational and vehicle technologies are cutting-edge, emphasising low-emission solutions and alternative energy supply</p>	<p><i>Risk outlook: Increasing</i></p> <p>With efforts to mitigate climate change failing to keep pace with global warming, extreme weather events, biodiversity loss and food security remain among the world’s most pressing issues.</p> <p>As a result, regulatory and government interventions will continue to intensify in response to these challenges.</p> <p>There is also growing awareness and activism on climate change issues, with increasing pressure on businesses to contribute to a more resilient and environmentally responsible future.</p>
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Financial risk management and financial instruments

Introduction

Super Group has risk management and central treasury functions that manage the financial risks relating to the Group’s operations. The risk management function takes responsibility for the identification, measurement and monitoring of risk. The central treasury provides services to the businesses, co-ordinates access to domestic and international foreign markets and manages the financial risks relating to the Group’s operations.

The Group’s credit, liquidity, foreign currency and interest rate risks are continually monitored. In order to manage these risks, the Group has developed a risk management process to facilitate management of risk. The GRC meets regularly to review and, if appropriate, approve the implementation of optimal strategies for the effective management of risks. Senior management also meet on a regular basis to analyse currency, interest rate exposures, and re-evaluate treasury strategies against revised economic forecasts.

Financial Risk profile

In the course of the Group’s business operations it is exposed to credit, liquidity, and market risk which includes foreign currency and interest rate risk. The risk management policy of the Group relating to each of these risks is discussed under the respective headings. Where appropriate, in order to reduce the fluctuations in foreign exchange and interest rates, derivative financial instruments are used. Whilst these financial instruments are subject to the risk of market rates changing subsequent to acquisition, such changes are generally expected to be offset by opposite effects on the items being hedged. The Group finances its operations through a mixture of retained profits, bank overdrafts, bank revolving credit borrowings, interest-bearing and lease portfolio borrowings. Financing is arranged centrally by the Group treasury division.

Capital Management

The Board’s policy is to maintain healthy capital ratios so as to maintain investor, creditor and market confidence and to sustain future development of the business on a capital-efficient basis. The Board

monitors its capital structure, determining the appropriate debt-to-equity ratio in light of changing economic conditions. The Group invests in growth opportunities, both organic and acquisitive, that complement its strategy by applying hurdle rate methodology utilising the WACC. The Board recognises debt as an important component of its capital structure in support of its leveraged business models. The optimal mix of debt and equity is determined in order to minimise the overall cost of capital and maximise shareholder value.

From time to time the Group purchases its own shares on the market. The timing of these purchases depends on market prices and conditions. The transactions are approved by the Board.

Credit risk

Credit risk relates to potential exposure in respect of cash and cash equivalents, other non-current assets, FEC assets, finance lease receivables, trade receivables, sundry receivables and derivative instruments. Credit risk, or the risk of counterparties defaulting, is controlled by the application of credit approvals, limits and monitoring procedures. Where appropriate, the Group obtains collateral or credit insurance on outstanding debts to mitigate risk.

Counterparties to financial instruments consist of a large number of high credit-rated financial institutions. The Group does not expect any counterparties to fail to meet their obligations, given their high credit ratings. Counterparty credit limits are in place which are reviewed and approved by the respective subsidiary boards. Trade accounts receivable consist of a large number of customers spread across diverse industries and geographical areas. Adequate allowance for credit losses has been made. No single customer represents more than 10% of the Group's total revenue for the years ended or total trade receivables at 30 June 2022 and 30 June 2023.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

To manage this risk, Group companies manage their working capital, capital expenditure and cash flow and regularly assess the financial viability of customers. In order to mitigate any liquidity risk that may arise, adequate unutilised banking facilities and reserve borrowing capacity is maintained per Group policy. The Group continually monitors forecast and actual cash flows and actively matches maturity profiles of financial assets and liabilities.

The Group reports on the contractual maturities of its specific financial liabilities, including the maturity profile of its borrowings (other than normal renewals or raising of borrowings), estimated interest payments, trade and other payables, and derivative financial liabilities, excluding the impact of netting agreements. Where timing of projected cash flows is uncertain, payment is typically factored into projections at the earliest cash flow period.

Market risk

Market risk is the risk that changes in interest rates, foreign exchange rates and equity prices will affect profit and loss and the value of the holding of the financial instrument.

Foreign currency risk management

The Group is head quartered in South Africa, with offshore operations in Africa (including Mauritius, Zimbabwe, Zambia, Kenya, Malawi, Mozambique, Botswana, Namibia and Eswatini), Europe (mainly United Kingdom and the Eurozone), Australia and New Zealand.

The Group seeks to mitigate foreign currency exposures by borrowing, where cost effective, in the same currencies as the currencies of the main operating units. In addition, the Group enters into cross currency interest rate swaps where loans are made between entities in different countries. In terms of Group policy, foreign loan liabilities are not covered using forward exchange contracts as these are covered by a natural hedge against the underlying assets.

The currency risk of the Group arises due to the fact that the Group operates and has input costs and sales in different countries. The Group enters into various types of FECs in managing its foreign exchange risk resulting from cash flows from anticipated business activities and financing arrangements denominated in foreign currencies.

Transaction risk is calculated in each foreign currency and includes currency-denominated assets and liabilities (foreign currency creditors and debtors) and certain items not recognised in the Statement of Financial Position such as firm and probable purchase and sales commitments. Trade-related purchase exposures are managed through the use of natural hedges arising from foreign/export revenue as well

as FECs. The impact of these currency risk transactions is shown as translation gains/(losses) in profit or loss.

Interest rate risk

Exposure to interest rate risk on debt and investments is monitored by management. The Group borrows principally in Rand, Euro, Pound Sterling, United States Dollars and Australian Dollars at both fixed and floating rates of interest. The fixing or capping of interest rates on debt to achieve improved predictability of cash flows is considered and implemented on a case-by-case basis. The interest rate characteristics of new borrowings and the refinancing of existing borrowings are positioned according to expected movements in interest rates. With respect to the Group's lease portfolio borrowings, the Group generally enters into back-to-back agreements with creditworthy customers. Consequently, the interest rate risk on these liabilities is largely mitigated.

Derivative instruments

The derivatives used by the Group are predominately over-the-counter instruments, particularly FECs, option contracts, cross currency swaps and interest rate swaps. The Group only deals with financial institutions of high credit standing. The instruments are employed according to uniform guidelines and are subject to strict internal controls. Their use is confined to the hedging of the operating business and of the related investments and financing transactions.

Insurance

The Group has comprehensive insurance cover to protect it against a wide variety of insurable risks. The terms and levels of each facility are reviewed annually to ensure that satisfactory cover is in place. The Group uses specialist insurance financial intermediaries, where necessary, to consider known insurable risks and recommend any risk mitigation activities that the Group should undertake. The financial intermediaries also assess whether risks are insurable, insured or not insured and whether the Group has adequate insurance in place to cover estimated potential losses. Areas where the Group is not insured, or is under-insured are investigated and addressed as appropriate. An important element of the insurance programme is certain retained risk (i.e., self-insurance), which is carefully monitored. Efforts are made to identify, prevent and mitigate uninsurable risks.

Details of any changes to the Group's risk profile can be found on the Group's website at <http://www.supergroup.co.za/investors/integrated-reporting/>

RISKS RELATING TO THE NOTES

The Notes may not be a suitable investment for all investors.

Each potential investor in any Notes must determine the suitability of that investment in the Notes in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained or incorporated by reference in the Programme Memorandum or any applicable supplement;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact such an investment will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including Notes with principal or interest payable in one or more currencies, or where the currency for principal or interest payments is different from the potential investor's currency;
- understand thoroughly the terms of the Notes and be familiar with the behaviour of any relevant indices and financial markets; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Some Notes are complex financial instruments. Sophisticated institutional investors generally do not purchase complex financial instruments as stand-alone investments. They purchase complex financial instruments as a way to reduce risk or enhance yield with an understood, measured and appropriate addition of risk to their overall portfolios. A potential investor should not invest in Notes which are

complex financial instruments unless it has the expertise (either alone or with a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of the Notes and the impact this investment will have on the potential investor's overall investment portfolio.

There may not be an active trading market for the Notes

Notes issued under the Programme will be new securities which may not be widely distributed and for which there is currently no active trading market (unless in the case of any particular Tranche, such Tranche is to be consolidated with and form a single series with a Tranche of Notes which is already issued). If the Notes are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Issuer. There is no assurance as to the development or liquidity of any trading market for any particular Tranche of Notes.

The Notes may be redeemed prior to maturity

Unless in the case of any particular Tranche of Notes the Applicable Pricing Supplement specifies otherwise, in the event that the Issuer would be obliged to increase the amounts payable in respect of any Notes due to any withholding or deduction for or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of the government of South Africa or any political subdivision thereof or any authority therein or thereof having power to tax, the Issuer may redeem all Outstanding Notes in accordance with the Terms and Conditions.

In addition, if in the case of any particular Tranche of Notes the Applicable Pricing Supplement specifies that the Notes are redeemable at the Issuer's option in certain other circumstances, the Issuer may choose to redeem the Notes at times when prevailing interest rates may be relatively low. In such circumstances an investor may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as that of the relevant Notes.

Because uncertificated Notes are held in the CSD, investors will have to rely on their procedures for transfer, payment and communication with the Issuer

Notes issued under the Programme which are listed on the Interest Rate Market of the JSE or such other or additional Financial Exchange and/or held in the CSD may, subject to Applicable Laws and the Applicable Procedures, be issued in uncertificated form. Unlisted Notes may also be held in the CSD in uncertificated form. Notes held in the CSD will be issued, cleared and settled in accordance with the Applicable Procedures through the electronic settlement system of the CSD. Except in the limited circumstances described in the Terms and Conditions, investors will not be entitled to receive Individual Certificates. The CSD will maintain records of the Beneficial Interests in Notes and/or issued in uncertificated form, which are held in the CSD (whether such Notes are listed or unlisted). Investors will be able to trade their Beneficial Interests only through the CSD and in accordance with the Applicable Procedures.

Payments of principal and/or interest in respect of uncertificated Notes will be made to the CSD or the Participants and the Issuer will discharge its payment obligations under the Notes by making payments to the CSD or the Participants for distribution to their account holders. A holder of a Beneficial Interest in uncertificated Notes, whether listed or unlisted, must rely on the procedures of the CSD to receive payments under the relevant Notes. Each investor shown in the records of the CSD or the Participants, as the case may be, shall look solely to the CSD or the Participant, as the case may be, for his share of each payment so made by the Issuer to the registered holder of such uncertificated Notes. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, such Beneficial Interests.

Holders of Beneficial Interests in uncertificated Notes will not have a direct right to vote in respect of the relevant Notes. Instead, such holders will be permitted to act only to the extent that they are enabled by the CSD to appoint appropriate proxies.

Recourse to the JSE Debt Guarantee Fund Trust

The holders of Notes that are not listed on the Interest Rate Market of the JSE will have no recourse against the JSE Debt Guarantee Fund Trust. Claims against the JSE Debt Guarantee Fund Trust may only be made in respect of the trading of Notes listed on the Interest Rate Market of the JSE and in accordance with the rules of the JSE Debt Guarantee Fund Trust. Unlisted Notes are not regulated by the JSE.

Credit Rating

Tranches of Notes issued under the Programme, the Issuer and/or the Programme, as the case may be, may be rated or unrated. A Rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning Rating Agency. Any adverse change in an applicable credit rating could adversely affect the trading price for the Notes issued under the Programme.

RISKS RELATED TO THE STRUCTURE OF THE PARTICULAR ISSUE OF NOTES

A wide range of Notes may be issued under the Programme. A number of these Notes may have features which contain particular risks for potential investors. Set out below is a description of certain such features:

Notes subject to optional redemption by the Issuer

An optional redemption feature is likely to limit the market value of the Notes. During any period when the Issuer may elect to redeem the Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. This may also be true prior to any redemption period. The Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an investor generally would not be able to re-invest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

Index-Linked and Dual Currency Notes

The Issuer may issue Notes, the terms of which provide for interest or principal payable in respect of such Notes to be determined by reference to an index or formula, to changes in the prices of securities or commodities, to movements in currency exchange rates or other factors (each, a **Relevant Factor**) or with principal or interest payable in one or more currencies which may be different from the currency in which the Notes are denominated. Potential investors should be aware that:

- the market price of such Notes may be volatile;
- no interest may be payable on such Notes;
- payments of principal or interest on such Notes may occur at a different time or in a different currency than expected;
- the amount of principal payable at redemption may be less than the Nominal Amount of such Notes or even zero;
- a Relevant Factor may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other indices;
- if a Relevant Factor is applied to Notes in conjunction with a multiplier greater than one or contains some other leverage factor, the effect of changes in the Relevant Factor on principal or interest payable is likely to be magnified; and
- the timing of changes in a Relevant Factor may affect the actual yield to investors, even if the average level is consistent with their expectations. In general, the earlier the change in the Relevant Factor, the greater the effect on yield.

Partly-paid Notes

The Issuer may issue Notes where the issue price is payable in more than one instalment. Failure to pay any subsequent instalment could result in an investor losing all of its investment.

Notes issued at a substantial discount or premium

The market values of securities issued at a substantial discount or premium from their principal amount tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing securities. Generally, the longer the remaining term of the securities, the greater the price volatility as compared to conventional interest-bearing securities with comparable maturities.

Variable Rate Notes with a multiplier or other leverage factor

Notes with variable interest rates can be volatile investments. If they are structured to include multipliers or other leverage factors, or caps or floors, or any combination of those features or other similar related

features, their market values may be even more volatile than those for securities that do not include those features.

Fixed/Floating Rate Notes

Fixed/Floating Rate Notes may bear interest at a rate that the Issuer may elect to convert from a fixed rate to a floating rate, or from a floating rate to a fixed rate. The Issuer's ability to convert the interest rate will affect the secondary market and the market value of such Notes since the Issuer may be expected to convert the rate when it is likely to produce a lower overall cost of borrowing. If the Issuer converts from a fixed rate to a floating rate, the spread on the Fixed/Floating Rate Notes may be less favourable than then prevailing spreads on comparable Floating Rate Notes tied to the same reference rate. In addition, the new floating rate may at any time be lower than the rates on other Notes. If the Issuer converts from a floating rate to a fixed rate, the fixed rate may be lower than then prevailing rates on its Notes.

Notes where denominations involve integral multiples: Individual Certificates

In relation to any issue of Notes which have denominations consisting of a minimum Specified Denomination plus one or more higher integral multiples of another smaller amount, it is possible that such Notes may be traded in amounts that are not integral multiples of such minimum Specified Denomination. In such a case a holder who, as a result of trading such amounts, holds an amount which is less than the minimum Specified Denomination in his account with the relevant clearing system at the relevant time may not receive an Individual Certificate in respect of such holding and would need to purchase a Nominal Amount of Notes such that its holding amounts to a minimum Specified Denomination.

If Individual Certificates are issued, holders should be aware that Individual Certificates which have a denomination that is not an integral multiple of the minimum Specified Denomination may be illiquid and difficult to trade.

Modification and waivers and substitution

The Terms and Conditions contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

Change of law

The Notes are governed by, and will be construed in accordance with, South African law in effect as at the Programme Date. No assurance can be given as to the impact of any possible judicial decision or change to South African law or administrative practice in South Africa after the Programme Date.

Legal investment considerations may restrict certain investments

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) Notes are legal investments for it, (2) Notes can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase or pledge of any Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Notes under any applicable risk-based capital or similar rules.

SUMMARY OF INFORMATION INCLUDED IN THIS DOCUMENT BY REFERENCE

Information	Source
Description of Super Group's business	https://supergroup.co.za/super-group-at-a-glance/ https://supergroup.co.za/latest-integrated-report/ https://supergroup.co.za/supply-chain-africa/ https://supergroup.co.za/supply-chain-europe/ https://supergroup.co.za/fleet-africa/ https://supergroup.co.za/sg-fleet/ https://supergroup.co.za/dealerships-south-africa/ https://supergroup.co.za/dealerships-united-kingdom/
The brief curriculum vitae (CV) and capacity of the Executive, Non-executive Directors and Debt Officer of Super Group	https://supergroup.co.za/our-leadership/
Directorships of the Executive, Non-executive Directors and Debt Officer of Super Group	https://supergroup.co.za/our-leadership/
Interim and Final Results of Super Group	https://supergroup.co.za/investor-information/interim-results/ https://supergroup.co.za/investor-information/annual-results/
Annual Financial Statements and Integrated Report of Super Group	https://supergroup.co.za/investor-information/integrated-reporting/
Annual Financial Statements of the Guarantors	Available for inspection on request at 27 Impala Road, Chislehurst, Sandton, 2196

DESCRIPTION OF SUPER GROUP LIMITED

Capitalised terms used in this section headed “Description of Super Group Limited” shall bear the same meanings as used in the Terms and Conditions, or defined in the section headed “Abbreviations and Definitions”, except to the extent that they are separately defined in this section or this is clearly inappropriate from the context.

1. INTRODUCTION

Super Group Limited (registration number 1943/016107/06), the holding company of the Group, is a company listed on the main board of the JSE in the “*Industrial Transportation*” sector, incorporated on 16 June 1943 and domiciled in the Republic of South Africa.

Super Group provides leading logistics and mobility solutions across sub-Saharan Africa, the UK, Europe and Australasia. Headquartered in South Africa, the Group partners with blue-chip clients across multiple industries, across the world.

Super Group leverages world-class expertise and cutting-edge technology to offer a variety of supply chain, dealership, and fleet solutions. Over 20 000 employees in 24 countries work tirelessly to establish the Group as a market leader in efficiency, customer service and innovation.

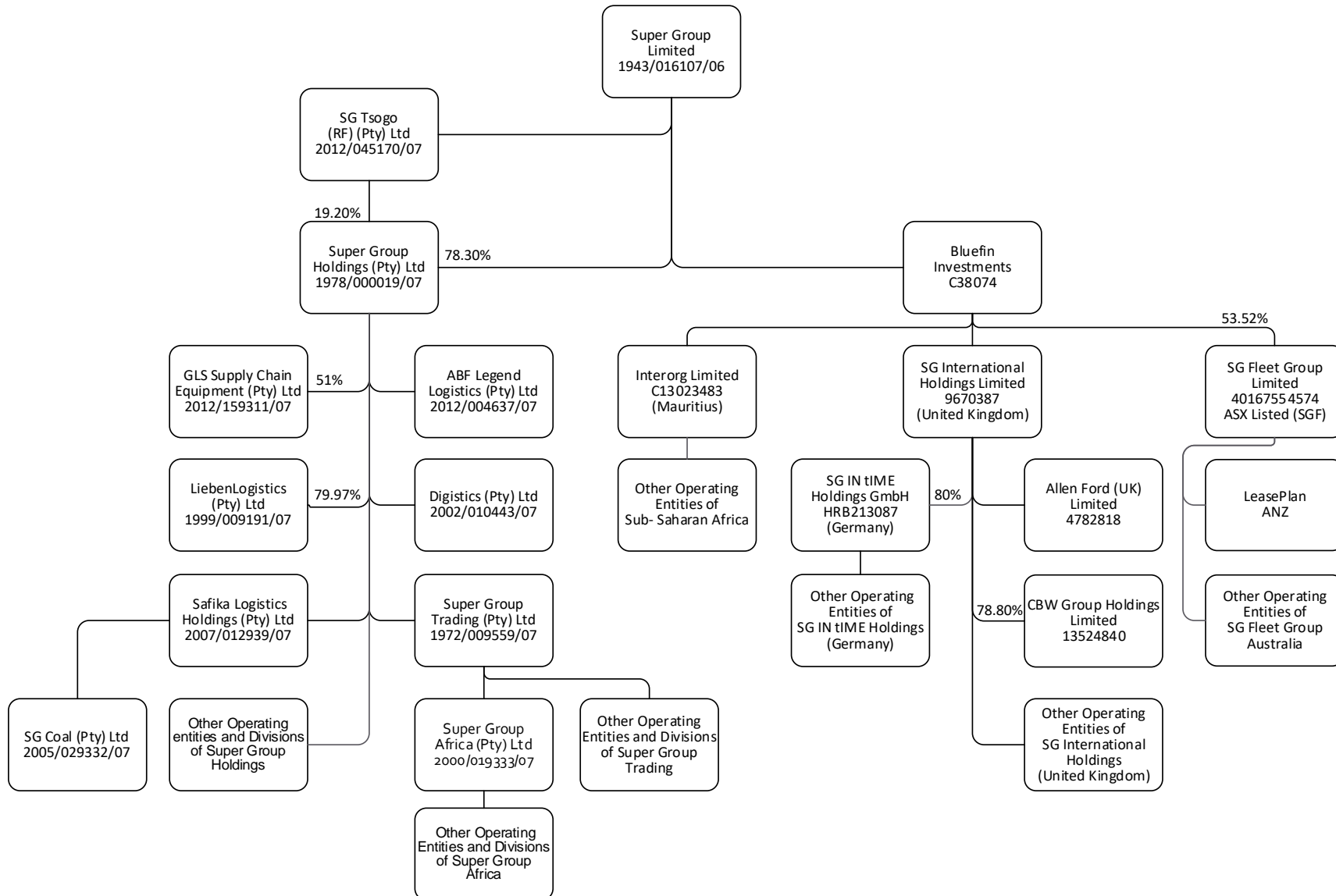
2. OWNERSHIP AND CONTROL

The South African operations of the Group, which comprise the Supply Chain South Africa, FleetAfrica and Dealerships Divisions, fall under Super Group Holdings Proprietary Limited (**SGH**), which has a level 2 B-BBEE rating. The international operations, comprising African Logistics, SG Fleet (Australia) incorporating LeasePlan (**ANZ**), Allen Ford, AMCO, inTime and Mauritius, reside under the wholly-owned subsidiary registered in Mauritius, Bluefin Investments Limited.

Super Group operates mainly through the following subsidiaries, Super Group Trading Proprietary Limited, Super Group Africa Proprietary Limited, Digistics Proprietary Limited, SG Coal Proprietary Limited, ABF Legend Logistics Proprietary Limited, Lieben Logistics Proprietary Limited, GLS Supply Chain Equipment Proprietary Limited, Bluefin Investments Limited, SG Fleet Group Limited, SG inTime Holdings GmbH, Allen Ford (UK) Limited, and CBW Group Holdings Limited.

The simplified structure of the Group is set out on the following page.

Simplified Organogram



3. MANAGEMENT STRATEGY

Super Group aspires to be a leading mobility, fleet lease, logistics and supply chain business in the regions in which it operates. We strive to realise this aspiration through the Group's strategic objectives and principles, which in turn steer the Group's decision-making and resource allocation.

Group Strategic Objectives

Sustainable value creation	Operational excellence
<p>The Group has demonstrated its proficiency in identifying and leveraging avenues for growth through strategic investments, partnerships and acquisitions. This track record underscores a commitment to sustainable growth and an ability to deliver long-term value to all stakeholders.</p>	<p>The Group's culture of continuous improvement generates superior value for all stakeholders by optimising organisational efficiency, productivity, and profitability. Consistently streamlining processes, reducing waste, and improving resource allocation enables Super Group to deliver enhanced service quality and customer satisfaction.</p>
Competitive advantage	Future focus
<p>Encompassing technology, world-class infrastructure and global expertise, Super Group's significant competitive advantage translates into resilience and growth for the Group and the clients it serves.</p>	<p>Super Group anticipates and adapts to changing market dynamics, technological advancements, and consumer preferences. By looking ahead and proactively planning for the future, the Group identifies new growth opportunities, optimises business models and proactively mitigates risk.</p>

Group Strategic Principles

With a focus on long-term competitiveness and sustained profitability, Super Group's strategy is underpinned by four fundamental principles:

Innovation	Integration
<p>Ensure digital leadership and leverage it as a competitive advantage for the Group and its clients.</p> <p>Design and adopt digital dominant business models that reflect the operating context, ensure visibility, safeguard business continuity, improve efficiency, realise cost savings and increase focus on value-add activities.</p> <p>Optimise the conversion of big data to business intelligence to better predict and capitalise on shifts in demand and anticipate changing customer needs and consumer behaviour.</p> <p>Utilise data-driven insights to enable faster, more insightful decision-making and agile solution delivery.</p>	<p>Embrace the principles of integrated thinking and ensure alignment between purpose and strategy.</p> <p>Establish a collaborative management culture and balance the needs of diverse stakeholders.</p> <p>Design and implement integrated client solutions that:</p> <ul style="list-style-type: none"> - enable opportunities for synergy; - integrate and optimise key processes, systems, functions and relationships across the value chain; - improve response and production time; and - reduce costs and waste.

Group Strategic Principles *continued*

Customer centricity	Sustainability
<p>Place customers and clients at the core of the business and create solutions, products and processes that add value and build long term, mutually beneficial relationships.</p> <p>Be the market benchmark for operational excellence and customer service.</p> <p>Proactively recognise shifts in clients' industries, geographies, and ecosystems. Anticipate how these shifts will impact their strategies and deliver solutions that leverage the opportunities and mitigate the risks.</p>	<p>Build a sustainable business that empowers people and communities to skilfully balance the needs of people, planet, and profit.</p> <p>Integrate sustainability perspectives and initiatives into core strategies, business models and operations.</p> <p>Optimise sustainability initiatives to drive efficiencies, cost savings and competitive advantage.</p>

Strategic priorities by division

Supply Chain Africa
<ul style="list-style-type: none">- Pursue new business opportunities with existing and new clients - encompassing new brands, product categories and markets.- Develop integrated, end-to-end solutions that deliver client efficiencies and create new business opportunities.- Continue to leverage technology to anticipate and exceed the demands of our principals and their consumers.- Optimise asset investment, including identifying and implementing sustainability initiatives.- Drive integration and collaboration across business units to minimise costs and exploit shared business opportunities and relationships.- Identify complementary acquisitions to mitigate risks and enable organic growth.- Build succession plans for key positions.- Maintain strict overhead and margin management.
Supply Chain Europe
<ul style="list-style-type: none">- Diversify the customer base.- Improve customer flexibility and supply chain visibility.- Continued review of business models to ensure resilience and relevance in line with fluctuating demand.- Maintain strict overhead and margin management.
Fleet Africa
<ul style="list-style-type: none">- Pursue new business opportunities in the corporate sector.- Invest in technology.- Pursue full maintenance lease market expansion opportunities in East Africa.- Optimise asset investment, including identifying and implementing sustainability initiatives.- Maintain strict overhead and margin management.
SG Fleet
<ul style="list-style-type: none">- Deliver LeasePlan synergies.- Develop one-stop commercial solutions across fleet management and funding platforms.- Expand the corporate business model.- Pursue acquisition integration and cross-selling opportunities in terms of transport solutions, including planning and optimisation platforms.- Develop a wider range of technology-driven, high value-add products and services.
Dealerships SA
<ul style="list-style-type: none">- Grow representation of volume and value brands.- Optimise dealership footprint, with a focus on geographic synergies and multi-brand dealerships.- Deliver a consistent customer experience and service excellence.- Develop and implement innovative and customer-centric technology solutions.- Maintain lean cost structure and excellent management of working capital.
Dealerships UK
<ul style="list-style-type: none">- Grow fleet partnerships.- Leverage data, digitisation and e-commerce trade platforms.- Expand motor manufacturer representation.- Fully integrate operations of newly acquired businesses.- Optimise performance on newly introduced brands.

4. DESCRIPTION OF BUSINESS

4.1. Supply Chain

Operating across Southern Africa and Europe, the division combines operational excellence with market-leading technology to design and deliver dynamic supply chain solutions. The division operates world-class facilities, leveraging an enviable geographic footprint and strong partnership network to service clients across a broad range of industries. With a focus on integration and optimisation, the division harnesses agile solutions to improve efficiency, reduce costs and provide a competitive edge in unforgiving markets.

Supply Chain Africa

Operating across southern Africa, the division combines operational excellence with market leading technology to design and deliver dynamic supply chain solutions. Operating world class facilities, the business leverages an enviable geographic footprint and strong partnership network to service clients across a broad sphere of industries.

Services include primary and secondary distribution, multi-temperature-controlled product distribution, integrated distribution to the national convenience market, bonded cross-border transport, warehousing, supply chain optimisation and consulting, brand management, sales and merchandising, courier services and procurement.

With a focus on integration and optimisation, the division's agile solutions improve efficiency, reduce costs and provide enviable competitive edge in unforgiving markets.

Supply Chain Europe

The Supply Chain Europe business incorporates inTime, a niche logistics company operating across 45 countries in Europe; Ader, a Spanish courier and express transport operator with 19 operations; TLT, a fifth party logistics provider located in Germany; and LIBCycle, a German start-up that makes the logistics of recycling lithium-ion batteries safe, sustainable and efficient.

In 2023 Super Group acquired 78.82% of UK-based logistics firm CBW Group Holdings Limited (trading as AMCO). AMCO is a specialist logistics, warehousing and customs clearance solutions provider headquartered from its purpose-built, AMCO Park warehousing facility in Worcestershire, UK. Operating 24/7, 365 days a year and employing over 200 staff, AMCO is powered by its dedicated: UK Transport, Time-Critical, European, International, Dangerous Goods, Customs, Packaging, and Warehousing departments, delivering a wide range of air, rail, road, and sea freight logistics solutions worldwide. With strategic warehousing facilities in the UK, France, Netherlands, Hungary, and Poland, AMCO delivers tailored supply chain solutions to various industry sectors such as Automotive, Energy, FMCG, Healthcare, Manufacturing, Pharmaceutical, and Retail.

Super Group is accordingly well positioned to expand its logistics footprint and range of supply chain services across Europe.

4.2. Fleet Solutions

The division leverages specialist fleet management technologies and skills to provide customised, world-class fleet solutions that increase utilisation, improve efficiency, and reduce costs. The division works with the public and private sector, with a product offering ranging from fully maintained operating leases to traditional fleet management services. Fleet Africa and the Australian-listed SG Fleet make up the division. Fleet Africa is a Level 1 B-BBEE company.

Super Group has fleet management operations in Southern Africa (**FleetAfrica**) and Australia, New Zealand and the United Kingdom (**SG Fleet**).

FleetAfrica

Acknowledged as an industry leader in Southern Africa, Fleet Africa is a specialised fleet management solutions company – providing flexible, turnkey fleet management solutions designed to meet the specific transport and vehicle management needs of government and parastatal customers. Leveraging the latest technology and a highly specialised skill set, its customised solutions mitigate risk through off-balance sheet financing, improve fleet utilisation and increase efficiencies, and cost savings.

SG Fleet

SG Fleet is a trusted and respected provider of integrated mobility solutions, including fleet management, vehicle leasing and salary packaging services. SG Fleet has a presence across Australia, New Zealand and the United Kingdom. The company has a unique position in the marketplace, built on the experience and product expertise of its team.

The company employs approximately 1 000 staff and has approximately 260 000 vehicles under management. SG Fleet manages assets such as passenger vehicles (including SUVs); light and heavy commercial vehicles; specialist plant, equipment and yellow goods; and materials handling equipment.

SG Fleet continuously evolves its highly advanced fleet management capabilities and mobility solutions and selectively invests in new technologies, as well as business models that are changing the way we move.

4.3. **Dealerships**

The division operates franchised motor dealerships in South Africa and the UK. The extensive South African dealership network represents most of the major vehicle brands, offering a wide range of new and used passenger and commercial vehicles. The business provides a comprehensive range of mobility services including vehicle finance, insurance, tracking devices, vehicle servicing and parts supply.

Dealerships SA

The South African dealership network represents most of the major vehicle brands in South Africa and offers a wide range of new and used passenger and commercial vehicles. The business offers a comprehensive range of mobility services including vehicle finance, insurance, tracking devices, safety accessories and all related vehicle servicing and parts supply.

Digital technology has fundamentally changed the way people buy cars and the division continues to innovate and invest in this area in order to simplify and enhance the customer experience. The use of digital tools such as used vehicle valuation algorithms and remote document “e-signing” capabilities, together with offsite delivery and collection options, directly address customer pain points in the vehicle-buying and selling process.

Dealerships UK

The UK Dealerships business represents Mazda, Kia, Hyundai and Suzuki, and operates one of the largest independently owned Ford franchise dealer groups in the country. In 2023, the business’ footprint continued to grow with strategic acquisitions in selected brands and key locations. Six dealerships – including one Ford, one Suzuki, two Kia and two Hyundai – were added in the first half of the year with a further Suzuki business being added in the second half.

4.4. **Services**

Super Group has Corporate Service operations in South Africa and Mauritius.

5. CORPORATE INFORMATION

EXECUTIVE DIRECTORS, NON-EXECUTIVE DIRECTORS AND DEBT OFFICER

The directors as at the date of this Information Statement are:

Mr. Peter Mountford	Executive Director	Chief Executive Officer
Mr. Colin Brown	Executive Director	Chief Financial Officer, Debt Officer
Mr. Valentine Chitalu	Chairperson	
Mr. David Cathrall	Independent Non-executive Director	
Ms. Pitsi Mnisi	Independent Non-executive Director	
Mr. Simphiwe Mehloakulu	Independent Non-executive Director	
Mr. Jack Phalane	Independent Non-executive Director	

Each of the Executive Directors, Non-executive Directors and the Debt Officer, as at the date of this Information Statement and as detailed herein, confirm the following:

Details of any bankruptcies, insolvencies or individual voluntary compromise arrangements of such person	None
Details of any business rescue plans and/or resolution proposed by any entity to commence business rescue proceedings application having been made for any entity to begin business rescue proceedings, notices having been delivered in terms of Section 129(7) of the Act, receiverships, compulsory liquidations, creditors' voluntary liquidations, administrations, company voluntary compromise arrangements or any compromise or arrangement with creditors generally or any class of creditors of any company; where such person is or was a director, with an executive function within such company at the time of, or within the 12 months preceding, any such event(s)	None
Details of any compulsory liquidations, administrations or partnership voluntary compromise arrangements of any partnerships where such person is or was a partner at the time of or within the 12 months preceding such event(s)	None
Details of receiverships of any asset(s) of such person or of a partnership of which the person is or was a partner at the time of, or within the 12 months preceding, such event	None
Details whether such person has ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company	None
Details of any offence involving dishonesty committed by such person	None
Details of any convictions of any offence resulting in dishonesty, fraud, theft, forgery, perjury, misrepresentation or embezzlement	None
Details of ever being barred from entry into any profession or occupation	None
Details of any convictions in any jurisdiction of any criminal offence, or an offence under legislation relating to the Companies Act	None
Details regarding such person's removal from an office of trust, on the grounds of misconduct and involving dishonesty	None
Details of any court order declaring such person delinquent or placing him under probation in terms of Section 162 of the Act and/or Section 47 of the Close Corporations Act, 1984 (Act No. 69 of 1984) or disqualifying him to act as a director in terms of Section 219 under the Companies Act	None

The CVs of the executive, non-executive directors and the debt officer of Super Group are provided below:

<p>Valentine Chitalu ACCA (UK), M.Phil (UK)</p> <p><i>Chairperson</i></p>	<p>Valentine is an entrepreneur in Zambia and Southern Africa, specialising in private equity and general investments. In the early part of his career, he worked at KPMG's London office. Valentine was previously CEO of the Zambia Privatisation Agency, where he was responsible for the divestiture of over 240 enterprises. He later worked for CDC Group Plc both in London and Lusaka, and recently retired as a Non-Executive Director of CDC Group Plc, a fund-of-funds group based in London.</p> <p>Valentine holds several other board positions in Zambia, Australia and the United Kingdom. He is currently Chairperson of MTN (Zambia) Limited and the Phatisa Group, a pan-African private equity fund manager.</p> <p>Valentine is a UK Qualified Accountant and holds a master's degree in Development Economics from Cambridge University in the UK.</p>
<p>Pitsi Mnisi BCom, BCom (Hons) Acc, BCom (Hons) Tax, CA(SA), Advanced Certificate in Emerging Markets and Country Risk Analysis (Fordham University, New York), MBA (Heriot-Watt University, Edinburgh, UK)</p> <p><i>Independent Non-Executive Director</i></p>	<p>Pitsi is a qualified Chartered Accountant (SA) with extensive experience across mining, investments, transportation, manufacturing and construction industries.</p> <p>She is founder and director of a wholly black owned and managed consulting and corporate finance advisory company, Lynshpin Cedar, as well as co-founder and a director of an investment holding business, Mcorp Investments, with interests across various sectors. Prior to this, Pitsi was Finance Manager on the Venetia Underground Project for De Beers.</p> <p>She has extensive experience in corporate governance matters having served on a number of Boards and Chaired a number of Finance and Audit Committees. She has also worked at Deloitte & Touché as a senior tax consultant, providing both employees and corporate tax compliance and advisory services to various corporates, and was seconded to the UK as an assistant manager in the audit department.</p> <p>Being ambitious and an entrepreneur, she left formal employment in December 2013 to form Lynshpin Cedar.</p>

<p>Simphiwe Mehlomakulu BSc (Chemical Engineering), Post Graduate Diploma (Marketing Management), MBA (University of Witwatersrand), Stanford Executive Programme (Stanford University of California, USA)</p> <p><i>Independent Non-Executive Director</i></p>	<p>Simphiwe is an entrepreneur and in September 2003, he, with his co-founders, formed the Reatile Group to invest in the petroleum and energy sectors of the Southern African economy. He was appointed Executive Chairperson and has grown Reatile Group over a 17-year period.</p> <p>He started his career in 1993 at Sasol Limited where he spent time in the Sasol Technologies division, Sasol Phenolics division and Sasol Solvents division, the latter as Global Export Manager. He joined Old Mutual Limited in 2000 as General Manager: Strategy Effectiveness Broker.</p> <p>In 2002, Simphiwe joined PetroSA (Pty) Ltd as General Manager: Trading, Supply and Logistics and in 2003 was promoted to Managing Director PetroSA Europe.</p> <p>He served as Chairman of the Board of Governors, for the South African Petroleum Industry Association, in 2004.</p>
<p>David Cathrall BCom, BAcc, (University of Witwatersrand), CA(SA)</p> <p><i>Independent Non-Executive Director</i></p>	<p>David is a highly skilled and accomplished Board-level professional and was a Senior Partner at EY until his retirement in 2018. Working extensively with large, listed corporates during his considerable tenure, and as a long serving member of the EY Executive and Remuneration Committees, he is well placed to guide the Group on regulatory, compliance, governance and financial management policy. In his role as Audit Committee Chairperson, he oversees Super Group's financial reporting and disclosure processes; monitors the implementation of accounting policies and principles; and oversees the hiring, performance and independence of the External Auditors.</p> <p>With proven value as a strategic advisor, David also chairs the Group's Risk Committee with the insight and experience commensurate with the structure, complexity and size of the Super Group business. He is also an active member of the Remuneration Committee.</p> <p>David holds a Bachelor of Commerce (BCom) and Bachelor of Accountancy (BAcc) from the University of the Witwatersrand and is a member of the South Africa Institute of Chartered Accountants (CA(SA)).</p>

<p>Jack Phalane MBA (University of the Witwatersrand), M.Com (South African and International Tax), LL.M, BA LLB, Certificate in Advanced Corporate Law and Securities Law</p> <p><i>Independent Non-Executive Director</i></p>	<p>Jack is a highly experienced commercial lawyer, specialising in disciplines such as mergers and acquisitions, exchange control matters, corporate governance, telecommunications and broadcasting law. His international and local client list encompasses all commercial sectors and includes both listed and non-listed companies.</p> <p>Jack's extensive knowledge of the Companies Act and the Broad-Based Black Economic Empowerment (B-BBEE) Act sees him frequently advising clients on corporate and commercial transactions including the sale of shares and businesses, shareholders agreements and B-BBEE transactions.</p> <p>With substantial tax knowledge, he has acted as Tax Chairperson adjudicating on income tax appeals lodged by taxpayers with the South African Revenue Service for over 10 years.</p>
<p>Peter Mountford B.Com, B.Acc, HDip Tax, MBA (with distinction, Warwick), CA(SA)</p> <p><i>Group CEO</i></p>	<p>Peter is responsible for the Group's strategic trajectory and the alignment of more than 20 000 people across 24 countries. With an enviable track record for navigating demanding and complex environments, his unwavering focus is on the delivery of superior shareholder value, and on the ongoing creation of sustainable competitive edge for both Super Group and its clients.</p> <p>Under his leadership since 2009, the business has grown into a formidable force in global supply chain and mobility solutions – testament to his commercial acumen and ability to anticipate and leverage changes in the technology, environmental, competitor and public policy space.</p> <p>A qualified Chartered Accountant with an MBA from Warwick University, Peter's expansive leadership experience includes the role of Managing Director of SAB Diversified Beverages (which included SAB's supply chain services and logistics interests). He was also CEO of the Consumer Logistics Division at Imperial Holdings Limited and Managing Director of Super Group's Logistics and Transport Division.</p> <p>Peter is a long-serving director and the current Deputy Chairperson of the Road Freight Association and the 2016 Master Category Winner of the EY World Entrepreneur Award for Southern Africa. He was recognised as the CNBC Africa Business Leader of the Year in 2018.</p>

<p>Colin Brown B.Compt (Hons), MBL, CA(SA)</p> <p><i>Group CFO and Debt Officer</i></p>	<p>Colin is an experienced financial executive and Board director with proven success in driving organisational performance in listed and multinational environments. Colin guides the development, implementation and administration of all accounting and finance functions across the Group. He is also an active member of the Deal and Risk Committees and serves as Chairman of the subsidiary Audit Committees (excluding SG Fleet).</p> <p>A qualified Chartered Accountant with an MBL from UNISA School of Business Leadership, Colin was previously CFO and Board member of Celcom Group Limited and served as Financial Director for EDS Africa Limited and Fujitsu Services South Africa.</p> <p>Colin won the Strategy Execution Award and the Finance Transformation Award at the 2014 CFO Awards, and in 2015 he won the CFO Award for Finance and Technology.</p>
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Further information is available on the Group's website at:

<https://www.supergroup.co.za/our-leadership/>

GROUP COMPANY SECRETARY AND REGISTERED OFFICE

Group Company Secretary	Registered office
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John Mackay	Super Group Limited 27 Impala Road, Chislehurst, Sandton, 2196 Private Bag X9973, Sandton, 2146
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Telephone number:	+27 11 523 4000
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Email address:	john.mackay@supergroup.com
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CV:

John provides governance, compliance and procedural support to the CEO, CFO and Board. He likewise advises Super Group companies on diverse issues such as legislative developments, acquisitions, intellectual property, brand strategy and new business opportunities.

John serves on the JSE's Issuer Advisory Board Council and is also responsible for investor relations, ESG and Group marketing. Representing the Group, John is a Director of South Africa Day, a non-profit organisation focused on community building.

With over 25 years of director level experience, John's executive roles include that of Managing Director of Patleys (Pty) Ltd and Board member of Bidvest Foods, Africa. At a pivotal time for the South African pharmaceutical industry, he held the role of CEO of The Link Investment Trust, the franchisor for Link Pharmacies, and was a member of the Clicks Healthcare Executive Team.

The Group Company Secretary's responsibilities and powers include:

- Convening meetings, record keeping and applicable statutory duties for the Group.
- Providing the board as a whole and directors individually with detailed guidance on how their responsibilities should be properly discharged in the best interests of the Group.
- Providing a central source of guidance and advice to the Board, and within the group, on matters of good governance including the application of King IV.
- Reporting to the Board of any failure on the part of Super Group or a director to comply with the Memorandum of Incorporation, or the rules of Super Group and /or the Companies Act.
- Certifying in Super Group's annual financial statements that the Issuer has filed the required returns and notices in terms of the Companies Act, and whether all such returns and notices appear to be true, correct and up to date.
- Carrying out the functions prescribed in section 33 (3) of the Companies Act.
- Assisting the Chairperson and CEO in determining the annual board plan and the administration of other strategic issues at the board level.

DEBT OFFICER

Colin Alexander Brown Super Group Limited
27 Impala Road,
Chislehurst, Sandton, 2196
Private Bag X9973,
Sandton, 2146
Group Chief Financial Officer, Debt Officer

Telephone number: +27 11 523 4000

Email address: debt.officer@supergroup.com

CV: See page 26 of this Information Statement

AUDITORS (for the 2023 Financial Year)

**Ernst and Young
Incorporated** 102 Rivonia Road
Sandton, 2146
(Registration number
2005/002308/21) Private Bag X14, Sandton, 2146

AUDITORS (from 28 November 2023)

KPMG Incorporated KPMG Crescent
(Registration number
1999/021543/21) 85 Empire Road,
Parktown, 2193
Private Bag 9, Parkview, 2122

CORPORATE INFORMATION AND ANNUAL FINANCIAL STATEMENTS

ISSUER

Super Group Limited

Registration number: 1943/016107/06

Date of incorporation: 16 June 1943

Legal entity identifier: 378900A8FDADE26AD654

Registered Address: 27 Impala Road, Chislehurst, Sandton, 2196

General Business: Investment Holding Company for subsidiaries involved in supply chain management, fleet management and dealership services.

Annual Financial Statements and Auditors Report:

<https://supergroup.co.za/investor-information/integrated-reporting/>

GUARANTORS

The Annual Financial Statements and Auditors Report of the Guarantors are available through a secure electronic manner, at the election of the person requesting inspection, from the Group Company Secretary or are available for inspection at 27 Impala Road, Chislehurst, Sandton, 2196.

6. CORPORATE GOVERNANCE

Corporate governance is the cumulative outcome of the structures, practices and procedures through which Super Group is directed by the Board. The Board must ensure that appropriate decision-making processes and controls are in place and that high levels of accountability, transparency and integrity are applied in balancing the interests of the Group's stakeholders. The Board plays a pivotal role in creating a culture of good governance and provides valuable oversight, insight and foresight on governance matters.

Super Group's approach to governance is guided by the principles of accountability, responsibility, transparency and fairness, with a focus on the following overarching objectives:

- promoting ethical and responsible decision-making,
- safeguarding integrity in financial reporting,
- making timely and balanced disclosure,
- respecting the rights of shareholders, and
- recognising the interests of all stakeholders.

The King IV Application Register provides information on the application of the principles of the King IV Report on Corporate Governance™ for South Africa, 2016 (King IV). It demonstrates how the Group's leadership, governance philosophy, and structures support an ethical culture.

Principle	Application
<p>1. The governing body should lead ethically and effectively.</p>	<p>Overseen by the Board Chairperson, the directors hold one another accountable for decision-making based on the highest standards of integrity, competence, responsibility, fairness and transparency.</p>
<p>2. The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture.</p>	<p>Supported by the Group Social and Ethics Committee, the Board oversees the governance of ethics across the Group. This governance is detailed in the Board-approved Code of Business Standards and Ethics, which guides the interaction between employees, clients, stakeholders, suppliers and the communities in which the Group operates.</p> <p>Management is responsible for the implementation of the code and for reporting any material breaches to the Group Social and Ethics Committee. Employees are surveyed annually to ensure awareness and understanding of the code.</p> <p>The Group's fraud hotline is managed as an independent reporting mechanism in partnership with an experienced external service provider. Whistle-blowers can register tip-offs anonymously via telephone, fax, email or the service provider's website. The tip-offs are relayed to the Head of Group Audit Services and Risk Manager for investigation and resolution.</p>
<p>3. The governing body should ensure that the organisation is and is seen to be a responsible corporate citizen.</p>	<p>The Board, assisted by the Group Social and Ethics Committee, oversees the governance and implementation of activities that tangibly demonstrate responsible corporate citizenship. These include compliance with the Constitution, laws, standards, policies and procedures, as well as consistency with the Group's purpose, strategy and Code of Business Standards and Ethics.</p> <p>The committee regularly reviews the Group's CSI spend to ensure alignment with defined focus areas and to ensure that major projects reflect the needs of the communities in which the Group operates.</p>

<p>4. The governing body should appreciate that the organisation's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process.</p>	<p>The Group has a clearly defined strategy with associated risks.</p> <p>The Board meets with key management to review the strategy and any proposed changes.</p> <p>The Board has delegated to management the detailed formulation and implementation of the strategy and the realisation of the expected returns.</p> <p>The Board has approved key performance measures and targets for management.</p> <p>The Board oversees management's implementation of the strategy and plans against the agreed performance measures and targets.</p> <p>The Deal Committee will approve any acquisitions, investments or disposals that are material in terms of the delegation of authority limits matrix.</p> <p>The Group Audit and Group Risk Committees assist with the governance of risks. They monitor the impact of identified risks and the effectiveness of mitigating controls.</p> <p>The responsibility for risk management is detailed in the Group Audit and Group Risk Committees' charters.</p> <p>The Group is aware of the general viability, reliance and effect of its activities on its capitals, solvency and liquidity, and going concern status.</p>
<p>5. The governing body should ensure that reports issued by the organisation enable stakeholders to make informed assessments of the organisation's performance and its short, medium and long-term prospects</p>	<p>The Board, assisted by its committees, ensures that the various reports are compliant with legal reporting requirements and meet the reasonable and legitimate needs of stakeholders.</p> <p>The Board, assisted by the Group Audit Committee, ensures that the Integrated Report is in line with the Companies Act, JSE Listings Requirements and JSE Debt Listings Requirements.</p> <p>The Board approves the basis for determining materiality for the purpose of defining the information to include in reports.</p> <p>The Board, assisted by the Group Audit and Group Risk Committees, ensures the integrity of external reports.</p> <p>The Board delegates to management the uploading of the King IV disclosure requirements, Integrated Report, Financial Statements and other external reports on its website.</p>
<p>6. The governing body should serve as the focal point and custodian of corporate governance in the organisation.</p>	<p>The Board serves as the focal point and custodian of corporate governance. Its role and responsibilities and the manner in which it executes its duties and decision-making are set out in the Board charter and charters of the Group Audit, Group Risk, Deal, Remuneration, and Group Social and Ethics Committees.</p>

7. The governing body should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively.

Composition of the governing body:

- The Board is satisfied that its composition considers the size of the Group, the optimal mix of knowledge, skills, experience and independence, and the requirement in numbers for its committees, quorum requirements and regulatory requirements.
- The Group CEO and Group CFO are members of the Board.
- The Board has set diversity targets that it seeks to achieve as vacancies occur on the Board.
- The majority of Board members are Non-Executive Directors.

Nomination, election and appointment of members to the governing body:

- The Non-Executive Directors are all members of the Nominations Committee and ensure that vacancies on the Board are filled when they arise.
- The Board charter includes a formal and transparent process for the nomination, election and appointment of directors to the Board.

Independence and conflicts:

- Declarations of interests are tabled at every Board and committee meeting.
- The Board members formally update the register of directors' interests twice a year or when a change is required.

Chair of the Board:

- The role and responsibilities of the Chairperson are documented in the Duties of the Chairperson of the Company. •
- The Chairperson is not a member of the Group Audit Committee.
- The Chairperson is a member, but not the Chair, of the Remuneration Committee.

<p>8. The governing body should ensure that its arrangements for delegation within its own structures promote independent judgement and assist with balance of power and the effective discharge of its duties.</p>	<p>The Board determines delegation to individual members, groups of members, and standing or ad hoc committees.</p> <p>The composition of the Board and its committees is in line with King IV.</p> <p>There is a clear balance of power to ensure that no individual has undue decision-making influence.</p> <p>Each committee has a formal charter, approved by the Board, recording the responsibilities delegated to it.</p> <p>Each committee has a minimum of three members and sufficient capability and capacity to function effectively.</p> <p>Any member of the Board is entitled to attend any committee meeting as an observer and may allow management to attend by standing or ad hoc invitation.</p> <p><i>Group Audit Committee:</i></p> <ul style="list-style-type: none"> • Provides an independent oversight of the assurance functions, the integrity of the Annual Financial Statements and other external reports. • Oversees risks that may affect the integrity of external reports. • The committee is satisfied that it has the necessary financial literacy, skills and experience. All members are independent non-executive members. • The Chairperson is an Independent Non-Executive Director and also the Chairperson of the Group Risk Committee. <p><i>Group Risk Committee:</i></p> <ul style="list-style-type: none"> • Provides an independent review and oversight of the risks of all business units, the Group's Occupational Health and Safety compliance (OHS), the IT function, and POPIA compliance. • Monitors all potential and legal actions in which the Group is involved. • The committee is satisfied that it has the necessary skills and experience. One member is a non-independent executive, two members are independent non-executive members and two are executive members. <p><i>Remuneration Committee:</i></p> <ul style="list-style-type: none"> • Provides oversight of remuneration governance and implementation.
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	<p><i>Nominations Committee:</i></p> <ul style="list-style-type: none"> • Is responsible for the nomination, election and appointment of members to the governing body. <p><i>Group Social and Ethics Committee:</i></p> <ul style="list-style-type: none"> • Ensures that the highest ethical standards are maintained when the Group deals with external and internal stakeholders. • The Chairperson and one member are independent non-executive members, and the other member is an Executive Director of the Board. • The Chairperson reports to the Board on the activities of the committee. <p><i>Deal Committee:</i></p> <ul style="list-style-type: none"> • Considers acquisitions and disposals of businesses and material asset purchases and disposals that are not approved within the annual budget. • The Chairperson is a Non-Executive Director of the Board, and the other members comprise one Non-Executive Director and two Executive Directors of the Board.
<p>9. The governing body should ensure that the evaluation of its own performance and that of its committees, its chair and its individual members support continued improvement in its performance and effectiveness.</p>	<p>The Board conducts a formal internal evaluation process of the Board, the Chairperson, the Board committees and individual directors at least every two years, with a less formal process in the intervening years.</p> <p>The Board is satisfied that the evaluation process is improving its performance and effectiveness and that it has executed its responsibility under the evaluation policy.</p>
<p>10. The governing body should ensure that the appointment of, and delegation to, management contribute to role clarity and effective exercise of authority and responsibilities.</p>	<p>The Board has appointed a Group CEO who is responsible for leading strategy implementation and regularly reports to the Board on the progress thereof.</p> <p>The Board has approved and implemented a delegation of authority matrix that details the powers and matters reserved for itself and those to be delegated to management via the Group CEO.</p> <p>The Board ensures that key management functions are adequately resourced and led by competent and appropriately authorised individuals.</p>

<p>11. The governing body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives.</p>	<p>The Board is cognisant of the key role risk management plays in the strategy, performance and sustainability of the Group.</p> <p>The Group Audit and Group Risk Committees delegate to management the responsibility for:</p> <ul style="list-style-type: none"> • implementing processes to ensure that risks to the sustainability of the business are identified and managed within acceptable parameters; and • continually identifying, assessing, mitigating and managing risks within the operating environment. Mitigating controls are in place to address these risks, which are monitored on a continuous basis. <p>Two Non-Executive Director members of the Group Audit and Group Risk Committees sit on both committees, ensuring coordination of the evaluation and reporting of risks.</p>
<p>12. The governing body should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives.</p>	<p>The Board is aware of the importance of technology and information in relation to the achievement of the Group's strategy.</p> <p>The Board, together with the Group Audit and Group Risk Committees, oversees the governance of IT.</p>
<p>13. The governing body should govern compliance with applicable laws and adopt non-binding rules, codes and standards in a way that supports the organisation being ethical and a good corporate citizen.</p>	<p>The Board, with the assistance of the Group Audit and Group Risk Committees, ensures compliance with applicable laws and adopts non-binding rules, codes and standards.</p> <p>The Group has identified the laws, codes and standards that impact its operations.</p> <p>The Board has delegated the responsibility for ensuring compliance to management.</p>
<p>14. The governing body should ensure that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in short, medium and long term.</p>	<p>The Board, assisted by the Remuneration Committee, ensures that executives and general employees are remunerated fairly and responsibly with a view to promoting the creation of value in a sustainable manner.</p> <p>The remuneration policy is reviewed by the Remuneration Committee and approved by the Board. The policy is designed to attract and retain human capital; promote the achievement of strategic objectives and positive outcomes; develop an ethical culture; and ensure responsible corporate citizenship.</p> <p>The Remuneration Committee oversees the implementation of the policy to ensure achievement of the policy objectives.</p>

<p>15. The governing body should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of the organisation's external reports.</p>	<p>The Board, assisted by the Group Audit and Group Risk Committees, ensures that there is internal or external assurance to review and report on:</p> <ul style="list-style-type: none"> • the internal control environment; • the integrity of information for management decision-making; and • external reporting. <p>The committees and the Board receive regular reports from the External Audit Partner, the Head of Internal Audit, the Group Legal Manager and the Group Company Secretary.</p>
<p>16. In the execution of its governance roles and responsibilities, the governing body should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the organisation over time.</p>	<ul style="list-style-type: none"> • The Board, together with management, has identified key stakeholders. • The Group CEO has been delegated to maintain effective relationships with material stakeholders and to balance their legitimate and reasonable needs, interests and expectations with those of the Group. • Management proactively encourages consistent and transparent engagement with shareholders. • The Group ensures equal treatment of all shareholders and the protection of minority interests.
<p>17. The governing body of an institutional investor organisation should ensure that responsible investment is practiced by the organisation to promote the good governance and the creation of value by the companies in which it invests.</p>	<p>Not applicable, as the Group is not an institutional investor.</p>

The Conflict-of-interest policy can be found on the Group's website as follows:

<https://supergroup.co.za/bondholder-information/>

The Conflict-of-interest register can be found on the Group's website as follows:

<https://supergroup.co.za/bondholder-information/#regulatory-documentation>

The Nomination and Appointment of Directors policy can be found on the Group's website as follows:

https://supergroup.co.za/wp-content/uploads/pdf/Nominations_Policy_-_As_per_Board_Charter.pdf

DESCRIPTION OF GUARANTORS

Capitalised terms used in this section headed "Description of Guarantors" shall bear the same meanings as used in the Terms and Conditions or defined in the section headed "Abbreviations and Definitions", except to the extent that they are separately defined in this section or this is clearly inappropriate from the context.

1. SUPER GROUP HOLDINGS PROPRIETARY LIMITED

1.1 Description of Business

Super Group Holdings Proprietary Limited is the holding company of various subsidiaries involved in broad-based supply chain management, fleet management and dealerships business, operating predominately in South Africa, with operations across Sub-Saharan Africa.

1.2 Corporate information

- Registration number: 1978/000019/07
- Registered Address: 27 Impala Road, Chislehurst, Sandton, 2196

1.3 Board of Directors

The members of the Board of Directors of SGH as at the Information Statement Date are:

- Peter William Mountford
- Colin Alexander Brown
- Jacobeth Setseodi Matlakala
- Bonisile Douglas Makubalo
- Mzikawukho Hlalawazi Makhoba
- Reshma Nannen

2. SUPER GROUP TRADING PROPRIETARY LIMITED

2.1 Description of Business

Super Group Trading Proprietary Limited is a broad-based supply chain management and dealerships business, operating predominately in South Africa, with operations across Sub-Saharan Africa.

2.2 Corporate information

- Registration number: 1972/009559/07
- Registered Address: 27 Impala Road, Chislehurst, Sandton, 2196

2.3 Board of Directors

The members of the Board of Directors of Super Group Trading Proprietary Limited as at the Information Statement Date are:

- Peter William Mountford
- Colin Alexander Brown
- Philip Alan Smith
- Bonisile Douglas Makubalo
- Jacobeth Setseodi Matlakala
- Mzikawukho Hlalawazi Makhoba
- Reshma Nannen

3. SUPER GROUP AFRICA PROPRIETARY LIMITED

3.1 Description of Business

Super Group Africa Proprietary Limited is a broad-based supply chain management and fleet management business, operating predominately in South Africa, with operations across Sub-Saharan Africa.

3.2 Corporate information

- Registration number: 2000/019333/07
- Registered Address: 27 Impala Road, Chislehurst, Sandton, 2196

3.3 Board of Directors

The members of the Board of Directors of Super Group Africa Proprietary Limited as at the Information Statement Date are:

- Philip Alan Smith
- Colin Alexander Brown
- Jacobeth Setseodi Matlakala
- Bonisile Douglas Makubalo

4. BLUEFIN INVESTMENTS LIMITED

4.1 Description of Business

Bluefin Investments Limited is the holding company of various offshore subsidiaries involved in supply chain management, fleet management and dealerships business, operating in Mauritius, Australia, New Zealand, Europe and the United Kingdom.

4.2 Corporate information

- Registration number: C38074
- Registered Address: Labourdonnais Village, Mapou, Mauritius

4.3 Board of Directors

The members of the Board of Directors of Bluefin Investments Limited as at the Information Statement Date are:

- Colin Alexander Brown
- Peter William Mountford
- Mohammud Sajid Ghoorun
- Samer Lev Maria Kovacs

SIGNED at Sandton on this the 07 day of February 2024.

For and on behalf of

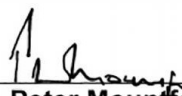
SUPER GROUP LIMITED



Name: **Colin Brown**

Capacity: Director

Who warrants his/her authority hereto



Name: **Peter Mountford**

Capacity: Director

Who warrants his/her authority hereto

ABBREVIATIONS AND DEFINITIONS

The following abbreviations and definitions listed below have been used throughout this Information Statement.

“Ader”	Servicios Empresariales Ader S.A
“AMCO”	CBW Resources Limited trading as AMCO
“B-BBEE”	Broad-Based Black Economic Empowerment
“CEO”	Chief Executive Officer
“CFO”	Chief Financial Officer
“CIO”	Chief Information Officer
“Companies Act”	Companies Act No. 71 of 2008, as amended
“Covid-19”	The coronavirus disease (COVID-19) as an infectious disease caused by a new strain of coronavirus
“CSD”	Central Securities Depository
“ESG”	Environmental, Social and Governance
“EU”	European Union
“FEC”	Foreign Exchange Contract
“FMCG”	Fast Moving Consumer Goods
“FML”	Full Maintenance Leasing
“GRC”	Group Risk Committee
“HR”	Human Resources
“inTime”	inTime Holdings GmbH and its subsidiaries
“IT”	Information Technology
“IoT”	Internet of Things
“JSE”	JSE Limited
“King IV”	The King Code of Corporate Governance Principles and the King Report on Governance for South Africa 2016
“Listings Requirements”	Listings Requirements of the JSE
“OEMs”	Original Equipment Manufacturers
“Pound Sterling/GBP/£”	Great British Pound
“POPIA”	Protection of Personal Information Act
“R”	Rand, the South African currency
“SA”	South Africa
“SENS”	Stock Exchange News Service
“SG Fleet”	SG Fleet Group Limited
“Super Group” or “the Group”	Super Group Limited and its subsidiaries
“Super Group Holdings” or “SGH”	Super Group Holdings Proprietary Limited, the holding company for the Group’s South African businesses
“TLT”	Trans-Logo-Tech GmbH
“the Board”	the Board of directors of Super Group
“the Company”	Super Group Limited
“UIF”	Unemployment Insurance Fund
“UK”	United Kingdom
“WACC”	Weighted Average Cost of Capital
“WLTP”	World-wide Harmonised Light Vehicle Test Procedure

CORPORATE INFORMATION

ISSUER**Super Group Limited**

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Johannesburg, 2196

South Africa

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South Africa

Contact: Ms B Bird

Email: bridget.bird@supergrp.com

Tel: 011 523 4075

Debt Officer

Mr CA Brown

Email: debt.officer@supergrp.com

Tel: 011 523 4000

GUARANTORS**SUPER GROUP HOLDINGS
PROPRIETARY LIMITED**

(Registration number 1978/000019/07)

27 Impala Road

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Contact: Ms B Bird

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Tel: 011 523 4075

**SUPER GROUP TRADING
PROPRIETARY LIMITED**

(Registration number 1972/009559/07)

27 Impala Road

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Johannesburg, 2196

South Africa

Private Bag X9973

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Contact: Ms B Bird

South Africa

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**SUPER GROUP AFRICA
PROPRIETARY LIMITED**

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Johannesburg, 2196

South Africa

Private Bag X9973

Sandton, 2146

South Africa

Contact: Ms B Bird

Email: bridget.bird@supergrp.com

Tel: 011 523 4075

BLUEFIN INVESTMENTS LIMITED

(Registration number C38074)

Labourdonnais Village,

Mapou

Mauritius

c/o Private Bag X9973

Sandton, 2146

Contact: Ms B Bird

Email: bridget.bird@supergrp.com

Tel: 011 523 4075

ARRANGER

**Rand Merchant Bank,
a division of FirstRand Bank Limited**
(Registration number 1929/001225/06)
1 Merchant Place
Corner Rivonia Road and Fredman Drive
Sandton, 2146
South Africa
PO Box 786273
Sandton, 2146
South Africa
Contact: Head of Debt Capital Markets
Tel: 011 282 8000

DEALERS

**Absa Corporate and Investment Bank,
a division of Absa Bank Limited**
(Registration number 1986/004794/06)
15 Alice Lane
Sandton, 2146
South Africa
Private Bag X10056
Sandton, 2146
South Africa
Contact: Head of Debt Capital Markets
Tel: 011 895 6999

**Nedbank Limited, acting through its Corporate
and Investment Banking division.**
(Registration number 1951/000009/06)
135 Rivonia Road
Sandown
Sandton, 2196
South Africa
PO Box 1144
Johannesburg, 2000
South Africa
Contact: Head of Debt Capital Markets
Tel: 0860 555 111

**Investec Bank Limited,
acting through its Corporate and
Institutional Banking division**
(Registration number 1969/004763/06)
100 Grayston Drive
Sandown
Sandton, 2196
South Africa
PO Box 785700
Sandton, 2146
South Africa
Contact: Head of Debt Capital Markets
Tel: 011 286 7000

**The Standard Bank of South Africa Limited,
acting through its Corporate and Investment
Banking division**
(Registration number 1962/000738/06)
3 Simmonds Street
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PO Box 61344
Marshalltown, 2107
South Africa
Contact: Head of Debt Capital Markets
Tel: 0860 123 000

**Rand Merchant Bank,
a division of FirstRand Bank Limited**
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1 Merchant Place
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South Africa
PO Box 786273
Sandton, 2146
South Africa
Contact: Head of Debt Capital Markets
Tel: 011 282 8000

JSE DEBT SPONSOR

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a division of FirstRand Bank Limited
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1 Merchant Place
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PO Box 786273
Sandton, 2146
South Africa
Contact: Debt Sponsor Team
Email: debtsponsorteam@rmb.co.za
Tel: 011 282 8000

ISSUER AGENT AND SETTLEMENT AGENT

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1 Merchant Place
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Sandton, 2146
South Africa
Contact: Head of Deal Management
Tel: 011 282 8000

TRANSFER, CALCULATION AND PAYING AGENT

Super Group Limited
(Registration number: 1943/016107/06)
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Sandton, 2146
South Africa
Contact: Ms B Bird
Email: bridget.bird@supergrp.com
Tel: 011 523 4075

LEGAL ADVISERS TO THE ISSUER, ARRANGER AND DEALERS

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(Registration number 1998/021409/21)
11 Alice Lane
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P O Box 785812
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South Africa
Contact: Mr C van Heerden
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AUDITORS TO THE ISSUER (for the 2023 Financial Year)

Ernst and Young Incorporated
(Registration number 2005/002308/21)
102 Rivonia Road
Sandton, 2146
South Africa
Private Bag X14
Sandton, 2146
South Africa
Contact: Audit Partner
Lead Audit Partner: Ahmed Bulbulia
Tel: 011 772 3000

AUDITORS TO THE ISSUER (from 28 November 2023)

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(Registration number: 1999/021543/21)
KPMG Crescent
85 Empire Road
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South Africa
Private Bag 9
Parkview, 2122
South Africa
Contact: Audit Partner
Lead Audit Partner: David Read
Tel: 011 647 7111