

Signed copies of this document shall be available for inspection at the registered office of the Issuer.



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 also available on the Issuer’s website at <http://www.supergroup.co.za/investors/bondholder-centre>.

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 by request from the registered offices of the Issuer.

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: RISK MANAGEMENT AND MATERIAL ISSUES

Background

Based on the Group’s approach to managing a sustainable business, its strategic objectives, stakeholder engagement and risk management, the Group has identified material risks or issues that could potentially affect the business. The GRC is responsible for the overall monitoring, assessing and mitigating of risks within Super Group. In addition, the Group ensures that sufficient insurance is in place.

Risks Relating to the Issuer and the Group: Risk Management and Material Issues

As at the date of the latest published Integrated Report, Super Group classifies the risks that have a material impact on the Group into six strategic categories: Strategic, Human Resources, Financial, Operations, Compliance and IT.

Risk categories	Overview
Strategic	<ul style="list-style-type: none">▪ The strategic risk considers the brand and reputation of the Group, the Group’s strategy, initiatives, communication and investor relations.
Human Resources	<ul style="list-style-type: none">▪ The Human Resources risks are associated with capacity requirements, employment of skills, compensation and benefits as well as the culture of the organisation.
Financial	<ul style="list-style-type: none">▪ The financial risks pertain to the accounting, reporting structures and tax of the Group.
Operations	<ul style="list-style-type: none">▪ Operational risks are associated with sales and marketing, customer service, and service delivery to meet our customers' expectations.
Compliance	<ul style="list-style-type: none">▪ Compliance risks are those that consider the adherence to and compliance with governance, legal and regulatory issues.
IT	<ul style="list-style-type: none">▪ IT risks contemplate the application development, availability, continuity and the data integrity of the Group’s IT systems.

Each division is responsible for identifying, assessing and recording risks and monitoring procedures aimed at mitigating them. The Group Audit and Risk Officer facilitates risk sessions with each division and ensures that the risks identified have been correctly assessed. Risks are assessed based on the potential impact on the business, financial position and reputation. A scale of 1 to 5 is used where 1 is “Minor” and 5 “Catastrophic”. Risks are also assessed on the likelihood of the risk occurring after taking into account controls in place to mitigate them. A scale of 1 to 5 is used, where 1 is “Rare” and 5 is “Almost certain”. A risk rated 5 means the controls in place will not prevent the risk from occurring as a result of factors outside the Group’s control.

The GRC sets out the risk policy detailing the objectives, scope, approach, roles and responsibilities. The GRC meets twice a year and is chaired by a non-executive director. The membership of this committee comprises the Group non-executive Chairman, two non-executive directors, the CEO and CFO. The Group Audit and Risk Officer, the Group Legal Manager and the CIO are invited to the meeting.

The board of directors (**Board**) reviews the list of strategic and critical risks regularly as required by King IV and approves the risk tolerance of the Group.

The management and mitigation of major risks to the Group:

Risk	Context	Mitigating factors
<p>Impact of Covid-19:</p> <ul style="list-style-type: none"> • The Covid-19 pandemic has impacted the Group’s operations by varying degrees. • Severe loss of revenue and reduction in profits during lockdowns experienced in Dealerships UK, Dealerships SA, Supply Chain Africa, Supply Chain Europe and SG Fleet 	<ul style="list-style-type: none"> • Dealerships closed their doors during initial lockdown phases, and low consumer confidence impacted sales volumes in the subsequent weeks after lockdown rules were relaxed. • Except for volumes related to essential services, volumes in Supply Chain Africa plummeted, warehouses were closed, and vehicles were parked. • The consumer businesses in SG Fleet were impacted by worsening consumer sentiment in Australia, which saw demand for novated leases decline as spending on large ticket items, including cars, shrunk markedly. • Germany and European automotive OEMs closed their plants for up to two months, which affected inTime directly 	<ul style="list-style-type: none"> • Strict expense and cash management procedures instituted. • Freeze on non-essential capital expenditure. • Employees furloughed where possible. The Group facilitated applicable UIF and government support claims for the employees. • Where possible, employees worked remotely from home • The necessary protective measures (set out in greater detail in the ESG Report on page 19) were implemented as businesses re-opened and employees returned to work.

Risk	Context	Mitigating factors
<p>Highly competitive local markets, adverse macroeconomic conditions, political turmoil, industry unrest and deteriorating business confidence hinder growth in and place margin pressure on operations.</p>	<ul style="list-style-type: none"> • The continual need for customers to cut their costs. • Transaction volume declines due to an economic downturn in the markets in which the Group trades / operates. • Impact of labour unrest on the industries serviced by the Group. • Customers going out of business or into business rescue for the same reasons mentioned above, as well as the severe impact of Covid-19 on both suppliers and customers. 	<ul style="list-style-type: none"> • Continually focusing on customer service and service delivery. • Expanding the competitive product offerings to the market. • Acquiring businesses operating in targeted areas of the market that complement the Group's existing offerings. • Where possible, passing on the cost of fuel price, toll fee and wage increases to the customers through generally accepted escalation arrangements. • Maintaining a conservative Statement of Financial Position and preserving resources to meet the challenges of the economy and the industries in which the Group operates. • The Head of HR managing labour force challenges within each business.
<p>African socio-economic environment, including commodity cycles.</p>	<ul style="list-style-type: none"> • Understanding the commodity and capital investment cycles, e.g. coal, copper and fuel. • Concerns regarding investment in neighbouring countries, e.g. Zimbabwe. 	<ul style="list-style-type: none"> • Management closely monitors trends and cycles. • Diversifying commodity exposures. • Driving costs and revenue initiatives to support the achievement of financial targets. • Trading with large multinational companies in neighbouring countries.
<p>The attacks on trucks in South Africa.</p>	<ul style="list-style-type: none"> • Targeting trucks with foreign drivers. • Accosting of drivers and stealing goods from trucks as they drive through communities. • Criminal syndicates and cargo theft under the guise of checking for foreign drivers. 	<ul style="list-style-type: none"> • Employ South African Nationals in South African operations. • Working with the communities in the affected areas. • Liaising with the Road Freight Association to try to find a solution.
<p>The threat of cyber-attacks and data breaches.</p>	<ul style="list-style-type: none"> • The threat of cyber-attacks and data breaches is alarming, and is set to escalate as hackers become more daring and tools more sophisticated. 	<ul style="list-style-type: none"> • Continuing to invest heavily in measures to ensure that any future attacks are mitigated. The Group's cyber-security forum meets monthly to evaluate and discuss new and better ways of combatting this global threat.

Risk	Context	Mitigating factors
Changing regulatory environment.	<ul style="list-style-type: none"> Compliance with a wide range of regulatory requirements including licensing, consumer protection, B-BBEE, AARTO regulations, WLTP (EU and UK) and new legislation. Repetitive and highly inefficient WLTP cycles resulting in large declines in European automotive manufacturing and sales volumes. 	<ul style="list-style-type: none"> Developing or exploring new revenue streams. Engaging specialist regulatory and government relations consultants that understand the legislative and regulatory environment. Monitoring, by the Group Company Secretary (who is also the Group's Compliance Officer), all changes to the legal and governance framework. Diversification of industry and customer risk.
Customer concentration.	<ul style="list-style-type: none"> The Group faces intensive competition in all the markets in which it operates. The ability to compete depends on the Group's geographical footprint, quality of service and the use of market leading technologies. 	<ul style="list-style-type: none"> Continuing efforts to achieve new business. Offering a wide range of services at competitive prices. Continuing efforts to offer more value to customers. Continuing development of IT-based logistics solutions to improve control and monitoring of the supply chain by the Group's customers.
Retention of critical management, succession planning for key personnel, skills development and gender diversity.	<ul style="list-style-type: none"> The skills shortage in South Africa makes it imperative for the Group to retain and develop key management and specialist skills. Unforeseen loss of a key manager. Gender equality and transformation are to be promoted, where appropriate. 	<ul style="list-style-type: none"> Focusing on career development, fair reward as well as education and training to develop all personnel, both male and female. Looking to promote from within and ensuring that succession planning is implemented in all the business units. Gender and transformation targets have been determined.
The long-term effect of Brexit on the UK and Eurozone economies.	<ul style="list-style-type: none"> Brexit D-Day was 31 October 2019, however, the exact way in which the trade agreements are going to be structured to "divorce" the UK and Eurozone countries, is still uncertain. 	<ul style="list-style-type: none"> Continuing to monitor developments closely.
Development in the IT/Technology space in terms of online trading, telematics, IoT, AI and electric cars	<ul style="list-style-type: none"> Technology is changing the face of how trading is done in terms of digital platforms (i.e. goods, vehicles, package delivery, etc.). When looking at logistics and monitoring driver behaviour, Telematics, IoT and AI continually need to be evaluated. The rise in the use of electric cars, especially abroad. 	<ul style="list-style-type: none"> Spending time and dedicating resources to ensure continued product and service innovation and development in the Group's various businesses to keep abreast of the latest trends. The Group has world-class systems and state-of-the-art facilities making use of technology.

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 and 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 full maintenance lease 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 Group does not have a defined share buyback plan and any transaction is determined as being in the interest of ordinary shareholders. 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. The Group has no significant concentration of credit risk with any single counterparty or group of counterparties. 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 2019 and 30 June 2020.

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 annually 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 carried out in Africa (including Mauritius, Zimbabwe, Zambia, Kenya, Malawi and Mozambique), 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 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 full maintenance lease liabilities, 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.

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>

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 or 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	http://www.supergroup.co.za/investors/integrated http://www.supergroup.co.za/investors/financial
The brief curriculum vitae (CV) and capacity of the Executive, Non-executive Directors and Debt Officer of Super Group	http://www.supergroup.co.za/about/board-of-directors
Annual Financial Statements of Super Group	http://www.supergroup.co.za/investors/integrated
Annual Financial Statements of the Guarantors	Available for inspection on request at 27 Impala Road, Chislehurst, Sandton, 2196
Corporate Governance and King IV	http://www.supergroup.co.za/assets/downloads/SuperGroup_King%20IV_2020_v1.pdf

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 is a leading transport logistics and mobility group, headquartered in South Africa. Super Group, founded in 1986, has been listed on the JSE since 1996. Super Group includes supply chain, dealerships and fleet solutions businesses focused on offering a comprehensive range of services, utilising world-class skills and technology.

2. OWNERSHIP AND CONTROL

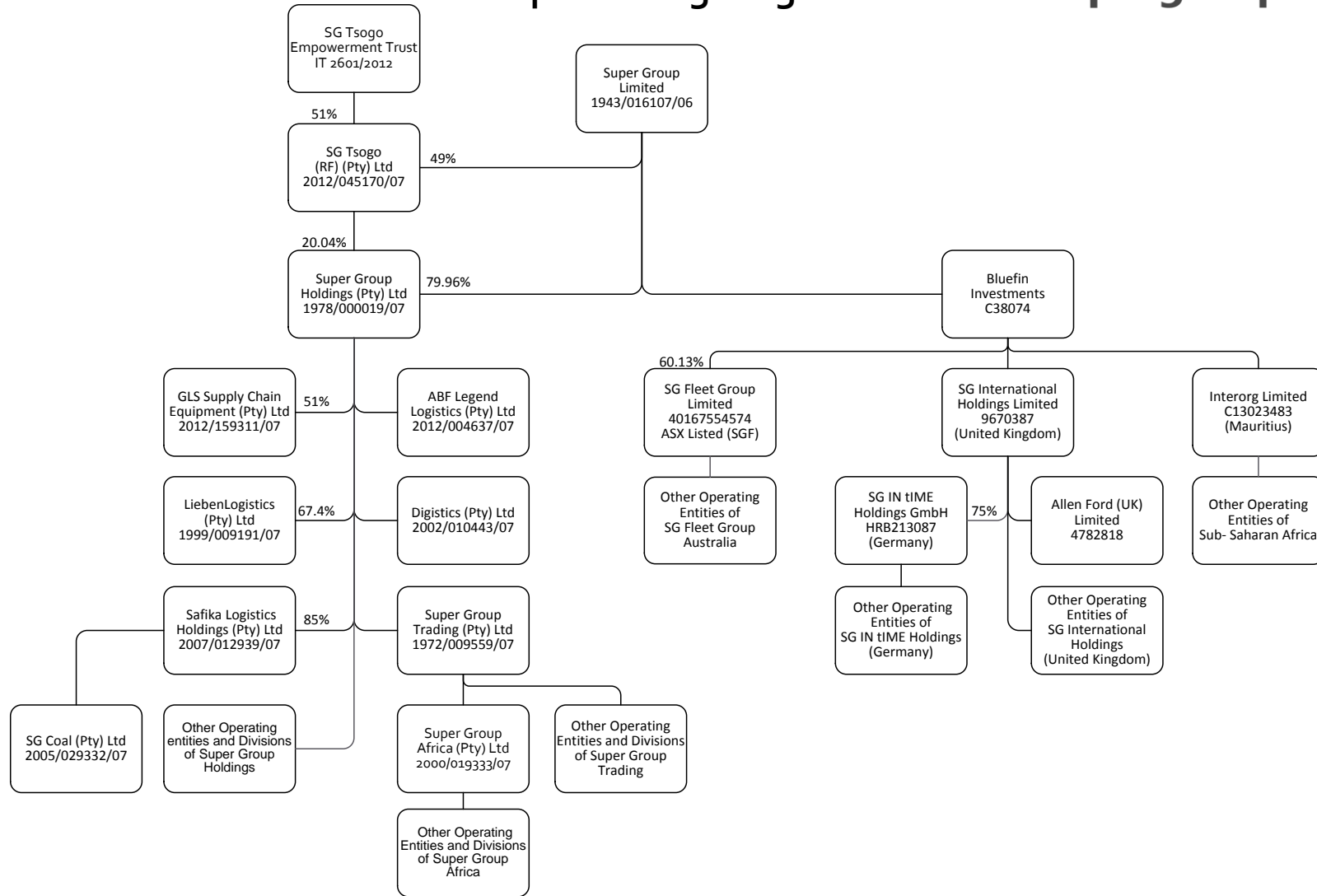
The South African operations of the Group, which comprise the Supply Chain South Africa, FleetAfrica and Dealerships Divisions, fall under Super Group Holdings Proprietary Limited (**SGH**), which has a level 2 B-BBEE rating. The international operations, comprising African Logistics, SG Fleet (Australia),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

SG Tsogo (RF) Proprietary Limited (**SGTS**) owns 20,04% of the capital of SGH. 51% of the shares of SGTS are owned by the SG Tsogo Empowerment Trust, a black employee empowerment trust and 49% of the shares are owned by Super Group. The result is that the South African B-BBEE employees effectively own 10,2% of the South African operations under SGH.

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, and Allen Ford (UK) Limited.

The simplified structure of the Group is set out below.

Simplified Organogram



3. MANAGEMENT STRATEGY

Our vision

The strategic vision for Super Group is to provide end-to-end supply chain solutions, fleet management and dealership services to a diversified customer base in Africa, Australia, the United Kingdom, Europe and New Zealand and to become a leading transport, logistics and mobility group in the countries in which it operates.

Our strategic focus

Super Group remains committed to its strategy of being an innovative, integrated, mobility solutions company. The strategic issues and importance in the short-term include:

Supply Chain Africa
<ul style="list-style-type: none">• Continued development of integrated end-to-end solutions• Improved efficiencies, reduced costs and optimised asset investment• Collection of customer accounts and minimising cost of business• Increased and improved digital trading platforms• Wider commodity trading solutions and margins
Supply Chain Europe
<ul style="list-style-type: none">• Diversification of customer base due to the slow recovery of automotive manufacturing volumes• Improved flexibility and solutions visibility• Cost rationalisation to achieve profitability with lower critical mass
Fleet Africa
<ul style="list-style-type: none">• Focus on corporate solutions• Investment in digital and enhanced data solutions
SG Fleet
<ul style="list-style-type: none">• The expansion of the corporate business model to counter headwinds in the consumer space• Integration and cross-selling opportunities in terms of transport solutions, including planning and optimisation platforms• A wider range of technology-driven, high value-add products and services• One-stop commercial solution across funding, maintenance, insurance and e-Commerce platforms
Dealerships SA
<ul style="list-style-type: none">• Rationalisation of unprofitable brands and sites• Network optimisation• Enhanced digital trading and purchase solutions or platforms
Dealerships UK
<ul style="list-style-type: none">• Establishing fleet partnerships• Leveraging data platforms – digitisation and e-Commerce trade platforms

4. DESCRIPTION OF BUSINESS

4.1. Supply Chain

Super Group has Supply Chain operations based in Southern Africa and in Europe.

The Supply Chain Africa division delivers an end-to-end supply chain solution through the integration of its multiple business units. Its services include supply chain optimisation, consulting, technology, procurement, third-party distribution, transport, multi-temperature controlled product distribution, bulk raw material transportation, warehousing, inbound and outbound freight forwarding, customs clearing, import and export consolidation, international airfreight services and bonded cross-border transport.

For further information on the Supply Chain Africa division, please refer to:

<http://www.supergroup.co.za/supply-chain-africa>

The Supply Chain Europe division incorporates inTime, a niche logistics company that operates throughout Europe, Ader, a Spanish courier and express transport operator with 15 operations in the Eurozone, and TLT, a fifth party logistics provider focusing on organisational consulting and support, material flow planning, logistics, production, development and engineering services.

For further information on the Supply Chain Europe division, please refer to:

<http://www.supergroup.co.za/europesupply>

Further details are in the most recent Integrated Report on the Group's website:

<http://www.supergroup.co.za/investors/integrated>

Any changes subsequent to the latest Integrated Report are in the most recent Interim Results on the Group's website:

<http://www.supergroup.co.za/investors/financial>

4.2. Fleet Solutions

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

FleetAfrica is a leading provider of fleet solutions in Southern Africa with a reputation for market leading performance history in the management of commercial and specialised fleets. FleetAfrica provides flexible, turnkey fleet management solutions, which are designed to meet the specific transport and vehicle management needs of its customers.

For further information on the FleetAfrica division, please refer to:

<http://www.supergroup.co.za/fleetafrica>

SG Fleet is a leading provider of integrated mobility solutions, including fleet management, vehicle leasing, and salary packaging services. SG Fleet has a presence across Australia, as well as in the United Kingdom and New Zealand. The company employs over 700 staff and has over 140,000 vehicles under management. SG Fleet has a unique position in the marketplace, built on the experience and product expertise of its team.

For further information on the SG Fleet division, please refer to:

<http://www.supergroup.co.za/sgfleet>

Further details are in the most recent Integrated Report on the Group's website:

<http://www.supergroup.co.za/investors/integrated>

Any changes subsequent to the latest Integrated Report are in the most recent Interim Results on the Group's website:

<http://www.supergroup.co.za/investors/financial>

4.3. **Dealerships**

Super Group has Dealership operations in South Africa and the United Kingdom.

The Super Group Dealerships division in South Africa consists of passenger and commercial vehicle franchises comprising many of the major franchise brands sold in the country. These dealerships are based in the Gauteng, North West, Mpumalanga and Western Cape provinces. Our dealerships offer finance, insurance, vehicle servicing and parts to all our customers.

For further information on the Dealerships SA division, please refer to:

<http://www.supergroup.co.za/sadealerships>

The Super Group Dealerships division in the United Kingdom is the second largest independently owned Ford franchise network in the UK, and includes the Ford, Kia and Mazda brands.

For further information on the Dealerships UK division, please refer to:

<http://www.supergroup.co.za/ukdealerships>

Further details are in the most recent Integrated Report on the Group's website:

<http://www.supergroup.co.za/investors/integrated>

Any changes subsequent to the latest Integrated Report are in the most recent Interim Results on the Group's website:

<http://www.supergroup.co.za/investors/financial>

4.4. **Services**

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

Further details are in the most recent Integrated Report on the Group's website:

<http://www.supergroup.co.za/investors/integrated>

Any changes subsequent to the latest Integrated Report are in the most recent Interim Results on the Group's website:

<http://www.supergroup.co.za/investors/financial>

5. **CORPORATE INFORMATION**

EXECUTIVE DIRECTORS, NON EXECUTIVE DIRECTORS AND DEBT OFFICER

The full names, ages, and functions of the executive and non-executive directors of Super Group are on the Group's website at:

<http://www.supergroup.co.za/about/board-of-directors>

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. Phillip Vallet	Non-independent, Non-executive Director	Chairman
Mr. Valentine Chitalu	Lead Independent Non-executive Director	
Mr. David Cathrall	Independent Non-executive Director	
Ms. Pitsi Mnisi	Independent Non-executive Director	
Mr. Simphiwe Mehloakulu	Independent Non-executive Director	
Mr. John Mackay		Company Secretary

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

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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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 Issuer company 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 chairman and CEO in determining the annual board plan and the administration of other strategic issues at the board level.

DEBT OFFICER

Colin Alexander Brown 27 Impala Road, Chislehurst, Sandton, 2196

Group Chief Financial Officer, Debt Officer

Telephone number: +27 11 523 4000

Email address: debt.officer@supergroup.com

A brief CV is available at: <http://www.supergroup.co.za/about/board-of-directors>

AUDITORS

KPMG Incorporated

(registration number
1999/021543/21)

KPMG Crescent
85 Empire Road,
Parktown, 2193
Private Bag 9, Parkview, 2122

6. 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:

<http://www.supergroup.co.za/investors/integrated>

GUARANTORS

The Annual Financial Statements and Auditors Report of the Guarantors are available for inspection, on request, at 27 Impala Road, Chislehurst, Sandton, 2196.

7. CORPORATE GOVERNANCE

The directors and management of Super Group subscribe to the generally accepted principles of good corporate governance as one of the foundations of a sustainable business. Super Group is committed to and accepts responsibility for applying these principles to ensure that the Group is being managed ethically within prudent risk parameters. The Group is subject to and endorses the ongoing disclosure, corporate governance and other requirements imposed by the JSE. The Group also supports and complies with the principles of King IV.

The ESG report can be found on the Group's website at:

http://www.supergroup.co.za/assets/downloads/2020_supergroup_corp_governance.pdf

The King IV Application Register can be found on the Group's website as follows:

http://www.supergroup.co.za/assets/downloads/SuperGroup_King%20IV_2020_v1.pdf

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

http://www.supergroup.co.za/assets/downloads/SUPER_GROUP_CONFLICT_OF_INTEREST_POLICY.pdf

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

http://www.supergroup.co.za/assets/downloads/Directors_Declaration_of_Interests_in_Contracts.pdf

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

http://www.supergroup.co.za/assets/downloads/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

SGH 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
- Mzikawukho Hlalawazi Makhoba

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

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
- Muhammad Sajid Ghoorun
- Samer Lev Maria Kovacs

SIGNED at SANDTON on this the **08** day of **DECEMBER** 2020.

For and on behalf of

SUPER GROUP LIMITED

Signed copies of this document shall be available for inspection at the registered office of the Issuer.

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.

“AARTO”	Administrative Adjudication of Road Traffic Offences
“Ader”	Servicios Empresariales Ader S.A
“AI”	Artificial Intelligence
“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
“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
“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**

(registration number 1943/016107/06)

27 Impala Road

Chislehurst

Sandton

Johannesburg, 2196

South Africa

Private Bag X9973

Sandton, 2146

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

Chislehurst

Sandton

Johannesburg, 2196

South Africa

Private Bag X9973

Sandton, 2146

South Africa

Contact: Ms B Bird

Email: bridget.bird@supergrp.com

Tel: 011 523 4075

**SUPER GROUP TRADING PROPRIETARY
LIMITED**

(registration number 1972/009559/07)

27 Impala Road

Chislehurst

Sandton

Johannesburg, 2196

South Africa

Private Bag X9973

Sandton, 2146

Contact: Ms B Bird

South Africa

Email: bridget.bird@supergrp.com

Tel: 011 523 4075

**SUPER GROUP AFRICA PROPRIETARY
LIMITED**

(registration number 1978/000019/07)

27 Impala Road

Chislehurst

Sandton

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 Finance Group
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
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