



SUPER GROUP LIMITED

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

Issue of ZAR810,000,000 Senior Unsecured Floating Rate Notes due 3 July 2028

Under its ZAR5,000,000,000 Domestic Medium Term Note Programme

Jointly and severally, 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)

This Applicable Pricing Supplement must be read in conjunction with the amended and restated Programme Memorandum, dated 29 April 2020, prepared by Super Group Limited in connection with the Super Group Limited ZAR5,000,000,000 Domestic Medium Term Note Programme, as amended and/or supplemented from time to time (the **Programme Memorandum**).

Any capitalised terms not defined in this Applicable Pricing Supplement shall have the meanings ascribed to them in the section of the Programme Memorandum headed "*Terms and Conditions of the Notes*".

This document constitutes the Applicable Pricing Supplement relating to the issue of Notes described herein. The Notes described herein are issued on and subject to the Terms and Conditions as amended and/or supplemented by the Terms and Conditions contained in this Applicable Pricing Supplement. To the extent that there is any conflict or inconsistency between the contents of this Applicable Pricing Supplement and the Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail.

PARTIES

1.	Issuer	Super Group Limited
2.	Guarantors	Super Group Holdings Proprietary Limited; Super Group Trading Proprietary Limited; Super Group Africa Proprietary Limited; and Bluefin Investments Limited
3.	Dealer	Rand Merchant Bank, a division of First Rand Bank Limited
4.	Manager	N/A
5.	Debt Sponsor	Rand Merchant Bank, a division of FirstRand Bank Limited

6.	Paying Agent	Super Group Limited
	Specified Address	27 Impala Road, Chislehurst, Sandton, Johannesburg, 2196, South Africa
7.	Calculation Agent	Super Group Limited
	Specified Address	27 Impala Road, Chislehurst, Sandton, Johannesburg, 2196, South Africa
8.	Transfer Agent	Super Group Limited
	Specified Address	27 Impala Road, Chislehurst, Sandton, Johannesburg, 2196, South Africa
9.	Issuer Agent	Rand Merchant Bank, a division of First Rand Bank Limited
	Specified Address	1 Merchant Place, Cnr Fredman Drive & Rivonia Road, Sandton, Johannesburg, 2196, South Africa
10.	Settlement Agent	Rand Merchant Bank, a division of First Rand Bank Limited
	Specified Address	1 Merchant Place, Cnr Fredman Drive & Rivonia Road, Sandton, Johannesburg, 2196, South Africa

PROVISIONS RELATING TO THE NOTES

11.	Status of Notes	Senior Unsecured
12.	Form of Notes	The Notes in this Tranche are listed Notes, issued in uncertificated form and held by the CSD
13.	Series Number	17
14.	Tranche Number	1
15.	Aggregate Nominal Amount:	
	(a) Series	ZAR810,000,000
	(b) Tranche	ZAR810,000,000
16.	Interest	Interest-bearing
17.	Interest Payment Basis	Floating Rate
18.	Automatic/Optional Conversion from one Interest/Redemption/Payment Basis to another	N/A
19.	Issue Date	29 June 2023
20.	Nominal Amount per Note	ZAR1,000,000
21.	Specified Denomination	ZAR1,000,000

22.	Specified Currency	ZAR
23.	Issue Price	100%
24.	Interest Commencement Date	29 June 2023
25.	Maturity Date	3 July 2028
26.	Applicable Business Day Convention	Following Business Day
27.	Final Redemption Amount	100% of Nominal Amount
28.	Last Day to Register	By 17h00 on 22 September, 22 December, 22 March and 22 June of each year until the Maturity Date, or if any early redemption occurs, 11 days prior to the actual Redemption Date, or if such day is not a Business Day, the Business Day before each Books Closed Period
29.	Books Closed Period(s)	The Register will be closed from 23 September to 2 October, 23 December to 2 January, 23 March to 2 April and 23 June to 2 July (all dates inclusive) of each year until the Maturity Date, or if any early redemption occurs, 10 days prior to the actual Redemption Date
30.	Default Rate	Rate of Interest (Reference Rate plus Margin) plus 2%

FIXED RATE NOTES

N/A

FLOATING RATE NOTES

31.	(a) Floating Interest Payment Date(s)	3 October, 3 January, 3 April and 3 July of each year until the Maturity Date, with the first Floating Interest Payment Date being 3 October 2023, or, if such day is not a Business Day, the Business Day on which interest will be paid, as determined in accordance with the Applicable Business Day Convention (as specified in this applicable pricing supplement).
	(b) Interest Period(s)	From and including the applicable Floating Interest Payment Date and ending on but excluding the following Floating Interest Payment Date, with the first Interest Period commencing on (and including) the Interest Commencement Date and ending on the day before the first Floating Interest Payment Date (each Floating Interest Payment Date as adjusted in accordance with the Applicable Business Day Convention)
	(c) Definition of Business Day (if different from that set out in Condition 1) (<i>Interpretation</i>)	N/A
	(d) Minimum Rate of Interest	N/A
	(e) Maximum Rate of Interest	N/A

(f)	Day Count Fraction	Actual/365
(g)	Other terms relating to the method of calculating interest (e.g.: Day Count Fraction, rounding up provision)	N/A
32.	Manner in which the Rate of Interest is to be determined	Screen Rate Determination (Reference Rate plus Margin)
33.	Margin	147 basis points per annum to be added to the Reference Rate
34.	If ISDA Determination	N/A
35.	If Screen Rate Determination:	
(a)	Reference Rate (including relevant period by reference to which the Rate of Interest is to be calculated)	3 month ZAR-JIBAR
(b)	Interest Rate Determination Date(s)	3 October, 3 January, 3 April and 3 July of each year until the Maturity Date, with the first Interest Rate Determination Date being 26 June 2023
(c)	Relevant Screen Page and Reference Code	ZAR-JIBAR-SAFEX
36.	If Rate of Interest to be calculated otherwise than by ISDA Determination or Screen Rate Determination, insert basis for determining Rate of Interest/Margin/Fallback provisions	N/A
37.	Calculation Agent responsible for calculating amount of principal and interest	Super Group Limited
	ZERO COUPON NOTES	N/A
	PARTLY PAID NOTES	N/A
	INSTALMENT NOTES	N/A
	MIXED RATE NOTES	N/A
	INDEX-LINKED NOTES	N/A
	DUAL CURRENCY NOTES	N/A
	EXCHANGEABLE NOTES	N/A
	OTHER NOTES	N/A

PROVISIONS REGARDING REDEMPTION/MATURITY

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| 38. | Redemption at the option of the Issuer pursuant to Condition 11.3 (<i>Redemption at the Option of the Issuer</i>): | No |
| 39. | Redemption at the Option of the Senior Noteholders pursuant to Condition 11.4 (<i>Redemption at the Option of the Senior Noteholders</i>): | No |
| 40. | Redemption in the event of a Change of Control at the election of Noteholders pursuant to Condition 11.5 (<i>Redemption in the event of a Change of Control</i>) or any other terms applicable to a Change of Control | Yes |
| 41. | Redemption in the event of a failure to maintain JSE Listing and Rating at the election of Noteholders pursuant to Condition 11.6 (<i>Redemption in the event of a failure to maintain JSE Listing and Rating</i>) | Yes |
| 42. | Early Redemption Amount(s) payable on redemption for taxation reasons pursuant to Condition 11.2 (<i>Redemption for Tax Reasons</i>), on redemption at the option of the Issuer pursuant to Condition 11.3 (<i>Redemption at the Option of the Issuer</i>), on redemption at the option of the Senior Noteholders pursuant to Condition 11.4 (<i>Redemption at the Option of Senior Noteholders</i>), on an Event of Default pursuant to Condition 18 (<i>Events of Default</i>), on a Change of Control pursuant to Condition 11.5 (<i>Redemption in the event of a Change of Control</i>) or in relation to a failure to maintain a JSE Listing and Rating pursuant to Condition 11.6 (<i>Redemption in the event of a failure to maintain JSE Listing and Rating</i>) (if different from that set out in the relevant Conditions). | N/A |

GENERAL

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| 43. | Financial Exchange | Interest Rate Market of the JSE Limited |
| 44. | Additional selling restrictions | N/A |

45.	ISIN No.	ZAG000197104
46.	Stock Code	SPG013
47.	Stabilising manager	N/A
48.	Provisions relating to stabilisation	N/A
49.	Method of distribution	Private Placement
50.	Credit Rating assigned to the Issuer	zaAAA on a long-term and zaA-1 on a short-term South Africa national scale credit rating affirmed by S&P Global Ratings on 27 October 2022
51.	Applicable Rating Agency	S&P Global Ratings
52.	Governing law (if the laws of South Africa are not applicable)	N/A
53.	Total notes in issue	ZAR3,188,000,000
54.	Other provisions	N/A

Responsibility:

The Issuer certifies that to the best of its knowledge and belief there are no facts that have been omitted from the Programme Memorandum or this Applicable Pricing Supplement which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made as well as that the Programme Memorandum together with this Applicable Pricing Supplement, contains all information required by law and the Debt Listings Requirements of the JSE. The Issuer accepts full responsibility for the accuracy of the information contained in the Programme Memorandum, this Applicable Pricing Supplement, the annual financial statements and the integrated reports of the Issuer and any amendments or supplements to the aforementioned documents, except as otherwise stated therein.

The JSE takes no responsibility for the contents of the Programme Memorandum read with this Applicable Pricing Supplement, the integrated reports, which include the annual financial statements of the Issuer, and any amendments or supplements to the aforementioned documents. The JSE makes no representation as to the accuracy or completeness of the Programme Memorandum read with this Applicable Pricing Supplement, the integrated reports, which include the annual financial statements of the Issuer and any amendments or supplements to the aforementioned documents and expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of the aforementioned documents. The JSE's approval of the registration of this 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.

Material Change:

As at the date of this Applicable Pricing Supplement, and after due and careful enquiry, other than the transactions announced on SENS, there has been no material change in the financial or trading position of the Issuer and its Subsidiaries since the date of the Issuer's latest interim financial statements. As at the date of this Applicable Pricing Supplement, there has been no involvement by Ernst & Young Incorporated in making the aforementioned statement.

Programme Amount:

As at the date of this Applicable Pricing Supplement, the Issuer confirms that the authorised Programme Amount of ZAR5,000,000,000 has not been exceeded.

Listing:


Application is hereby made to list this issue of Notes on 29 June 2023.

SIGNED at Sandton on this 26th day of June 2023

For and on behalf of
SUPER GROUP LIMITED



Name: Colin Brown
Capacity: Director
Who warrants her/his authority hereto



Name: Peter Mountford
Capacity: Director
Who warrants her/his authority hereto