

## SUPER GROUP (SGHC) LIMITED

### CODE OF CONDUCT

APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS: JANUARY 27, 2022  
EFFECTIVE: JANUARY 27, 2022

AS UPDATED BY THE BOARD OF DIRECTORS ON DECEMBER 5, 2022, DECEMBER 4, 2023,  
18 FEBRUARY 2025 AND 2 MARCH 2026

Super Group (SGHC) Limited (the “**Company**”) is committed to maintaining the highest standards of business conduct and ethics. This Code of Conduct (this “**Code**”) reflects the business practices and principles of behavior that support this commitment. We expect every employee, officer, and director to not only read and understand the business practices and principles described below, but to also apply good judgment and the highest personal ethical standards in making business decisions. Please remember you should consider not only your own conduct, but also that of your family members, significant others and other people in your household. References in the Code to employees are intended to cover officers and, as applicable, directors.

Do not hesitate to ask questions about whether certain conduct may violate the Code, to voice concerns, or to clarify gray areas. You should also be alert to possible violations and report them without fear of retaliation. See Section 17 below for instructions on how to ask questions or report violations.

Any employee who violates the standards in this Code may be subject to disciplinary action that, depending on the nature of the violation and the history of the employee, may range from a warning or reprimand to termination of employment and, in appropriate cases, civil legal action or referral for criminal prosecution.

While this Code covers a wide range of business conduct, it is not the only document that addresses the conduct of our employees, officers, and directors. For instance, this Code references separate more detailed policies relating to anti-corruption compliance, insider trading, conflicts of interest, confidentiality and the Company’s public disclosures. Also, the Company’s Employee Handbook includes policies relating to, among other things, harassment and discrimination. If you have any questions about whether your behavior or any behavior you observe is appropriate, it is your responsibility to ask.

After carefully reviewing this Code, you must sign the acknowledgment attached as **Exhibit A** hereto, indicating that you have received, read, understand, and agree to comply with this Code. The acknowledgment must be returned either electronically in a manner provided for by the Company or to the person designated as the Company’s General Counsel (the “**General Counsel**,” if appointed) (as further described Section 17 below) or the Chief Financial Officer (the “**CFO**”) or such General Counsel or CFO’s designee within ten (10) business days of your receipt of this Code and on an annual basis as the Company may require.

#### 1. **Honest And Ethical Conduct**

- 1.1 It is our policy to promote high standards of integrity by conducting our affairs in an honest and ethical manner. The Company’s integrity and reputation depends on the honesty, fairness, and integrity brought to the job by each person associated with us. Unyielding personal integrity and sound judgment is the foundation of corporate integrity.

## **2. Legal Compliance**

- 2.1 Obeying the law is the foundation of this Code. Our success depends upon each employee operating within legal guidelines and cooperating with local, national, and international authorities. We expect employees to understand the legal and regulatory requirements applicable to their business units and areas of responsibility. While we do not expect you to memorize every detail of these laws, rules and regulations, we want you to be able to determine when to seek advice from others. If you do have a question in the area of legal compliance, it is important that you not hesitate to seek answers from your supervisor or the General Counsel or the CFO.
- 2.2 Disregard of the law will not be tolerated. Violation of domestic or foreign laws, rules, and regulations may subject an individual, as well as the Company, to civil and/or criminal penalties. You should be aware that conduct and records, including emails, are subject to internal and external audits and to discovery by third parties in the event of a government investigation or civil litigation. It is in everyone's best interests to know and comply with our legal and ethical obligations.

## **3. Insider Trading**

- 3.1 Employees, officers, and directors who have access to confidential (or "*inside*") information are not permitted to use or share that information for stock trading purposes. All non-public information about the Company or about other companies is considered confidential information. To use material, non-public information in connection with buying or selling securities, including "*tipping*" others who might make an investment decision on the basis of this information, is illegal. Please refer to the Company's Insider Trading Policy for more detailed information.

## **4. International Business Laws**

- 4.1 Our employees, officers, and directors are expected to comply with the applicable laws in all countries to which they travel, in which they operate and where we otherwise do business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The fact that, in some countries, certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. Please also refer to the Company's Anti-Corruption Policy.

## **5. Lawsuits and Legal Proceedings**

- 5.1 The Company complies with all laws and regulations regarding the preservation of records. Lawsuits, legal proceedings, and investigations concerning the Company must be handled promptly and properly. An employee must approach the General Counsel immediately if he or she receives a court order or a court issued document, or notice of a threatened lawsuit, legal

proceeding, or investigation. A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. When there is a “legal hold” in place, employees may not alter, destroy, or discard documents relevant to the lawsuit, legal proceeding or investigation. The General Counsel determines and identifies what types of records or documents are required to be placed under a legal hold and will notify employees if a legal hold is placed on records for which they are responsible. If an employee is involved on the Company’s behalf in a lawsuit or other legal dispute, he or she must avoid discussing it with anyone inside or outside of the Company without prior approval of the General Counsel. Employees and their managers are required to cooperate fully with General Counsel in the course of any lawsuit, legal proceeding, or investigation.

## 6. Antitrust

6.1 Antitrust laws are designed to protect the competitive process and impose severe penalties for certain types of violations, including criminal penalties. These laws are based on the premise that the public interest is best served by vigorous competition and will suffer from illegal agreements or collusion among competitors. Antitrust laws generally prohibit:

- (a) agreements, formal or informal, with competitors that harm competition or customers, including price fixing and allocations of customers, territories, or contracts;
- (b) agreements, formal or informal, that establish or fix the price at which a customer may resell a product or other actions (e.g., fixing margins) that restrict the ability of the customer to set its own prices and terms of business. It is generally acceptable to issue recommended resale prices (“**RRPs**”), but care should be taken to ensure these are not in fact *de facto* minimum resale prices and customers should be clearly informed that if the Company issues RRP the customer is free to set the resale price as it sees fit; and
- (c) the acquisition or maintenance of a monopoly or attempted monopoly through anti-competitive conduct.

6.2 Certain kinds of information, such as our strategies, business plans, budgets, projections, forecasts, financial and operating information, pricing, production, and inventory, should not be exchanged with competitors, regardless of how innocent or casual the exchange may be.

6.3 Antitrust laws impose severe penalties for certain types of violations, including criminal penalties and potential fines and damages of millions of dollars, which may be tripled under certain circumstances. Understanding the requirements of antitrust and unfair competition laws of the various jurisdictions where we do business can be difficult, and you are urged to seek assistance from your supervisor or the General Counsel whenever you have a question relating to these laws.

## 7. Environmental Compliance

- 7.1 U.S. federal law imposes criminal liability on any person or company that contaminates the environment with any hazardous substance that could cause injury to the community or environment. Violation of environmental laws can involve monetary fines and imprisonment. We expect employees to comply with all applicable environmental laws when conducting the business of the Company.

## 8. Conflicts of Interest

- 8.1 We expect our employees, officers, and directors to be free from influences that conflict with the best interests of the Company or might deprive the Company of their undivided loyalty in business dealings. A conflict of interest occurs when an individual's private interest interferes in any way with the interests of the Company. Even just the appearance of a conflict of interest can be damaging and should be avoided. Whether or not a conflict of interest exists can be unclear. The following are some (but not all) situations that may involve problematic conflicts of interests: (a) employment by, consulting for, or service on the board of a competitor, customer or supplier; (b) owning a significant financial interest in an entity that does business, seeks to do business or competes with the Company; (c) soliciting or accepting gifts, favors, loans, or preferential treatment from any person or entity that does business or seeks to do business with the Company; (d) taking personal advantage of corporate opportunities; (e) certain types of "moonlighting"; (f) loans to, or guarantees of obligations of, employees, officers or directors or their family members by the Company; (g) conducting Company business transactions with family members or a business in which you have a significant financial interest; and (h) exercising supervisory or other authority on behalf of the Company over a co-worker who is also a family member. Conflicts of interest are prohibited unless specifically authorized as described below. If you have any questions about a potential conflict or if you become aware of an actual or potential conflict, and you are not an officer or director, you should discuss the matter with your supervisor or the General Counsel or the CFO. Supervisors may not authorize conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first seeking the approval of the General Counsel or the CFO and providing the General Counsel or the CFO with a written description of the activity. If the supervisor is involved in the potential or actual conflict, you should discuss the matter directly with the General Counsel or the CFO.
- 8.2 Officers and directors may seek authorizations and determinations regarding conflicts of interest from the Audit Committee (the "**Committee**") of the Company's Board of Directors (the "**Board**"), or such other committee of the Board that the Board may expressly designate. Further, certain transactions between the Company and officers, directors and significant shareholders and their respective family members and affiliates require approval from the Committee. Please also refer to the Company's Related Person Transactions Policy.

## **9. Corporate Opportunities**

- 9.1 You may not take personal advantage of opportunities for the Company that are presented to you or discovered by you as a result of your position with the Company or through your use of corporate property or information. Even opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed lines of business. Significant participation in an investment or outside business opportunity that is directly related to the Company's lines of business must be pre-approved. You may not use your position with the Company or corporate property or information for improper personal gain, nor may you compete with the Company in any way.

## **10. Financial Integrity**

- 10.1 The integrity of our records and public disclosure depends upon the validity, accuracy, and completeness of the information supporting the entries to our books of account. Therefore, our corporate and business records should be completed accurately and honestly. The making of false or misleading entries is strictly prohibited. Our records serve as a basis for managing our business and are important in meeting our obligations to customers, suppliers, creditors, employees, and others. We also rely upon our accounting and other business and corporate records in preparing publicly filed reports, including those that we file with the U.S. Securities and Exchange Commission. Securities laws require that these reports provide full, fair, accurate, timely, and understandable disclosure and fairly present our financial condition, results of operations and cash flows. Employees who contribute in any way in preparing or verifying these reports should strive to ensure that our financial disclosure is complete, accurate, and transparent. Any employee who becomes aware of any departure from these standards has a responsibility to report his or her knowledge promptly to a supervisor, the General Counsel or the CFO, the Audit Committee, or one of the other compliance resources described in Section 17.

## **11. Fair Dealing**

- 11.1 Advantages over our competitors are to be obtained through superior performance of our products and services, not through unethical or illegal business practices. Statements regarding the Company's services must not be untrue, misleading, deceptive, or fraudulent. Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained, or inducing improper disclosure of confidential information from employees of other companies is prohibited. If information is obtained by mistake that may constitute a trade secret or other confidential information of another business, or if you have any questions about the legality of proposed information gathering, you must consult your supervisor or the General Counsel or the CFO, as further described in Section 17.
- 11.2 You are expected to deal fairly with our customers, suppliers, employees, and anyone else with whom you have contact in the course of performing your job, and you should not take unfair

advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service, and reputation, and not on the receipt of special favors.

## **12. Gifts and Entertainment**

12.1 Gifts and entertainment relating to government officials is addressed in the Company's Anti-Corruption Policy. Business gifts and entertainment with counterparts in the private sector are acceptable if (a) intended to create goodwill and sound working relationships, and not to gain improper advantage with customers; and (b) consistent with common and acceptable business practice and not extravagant or inappropriate. If you have any concerns about whether any gifts or entertainment offered or received by you are appropriate under this Code, you are expected to request permission from your supervisor or the General Counsel or the CFO, as further described in Section 17.

## **13. Company Assets**

13.1 All employees, officers, and directors are expected to protect our assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on our financial condition and results of operations. Our property, such as office supplies, computer equipment, buildings, and products, are expected to be used only for legitimate business purposes, although incidental personal use may be permitted. You may not, however, use our corporate name, any brand name or trademark owned or associated with the Company, or any letterhead stationery for any personal purpose.

13.2 All data residing on or transmitted through our computing and communications facilities, including email and word processing documents, is the property of the Company and subject to inspection, retention and review by the Company, with or without an employee's or third party's knowledge, consent or approval, in accordance with applicable law. Any misuse or suspected misuse of our assets must be immediately reported to your supervisor or the General Counsel.

## **14. Confidentiality**

14.1 As an employee, officer, or director of the Company, you may learn information about the Company, other companies, or customers that is confidential and proprietary. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. You must take care to keep this information confidential. Materials that contain confidential information should be stored securely. Unauthorized posting or discussion of any information concerning our business, information, or

prospects on the Internet is prohibited. Be cautious when discussing sensitive information in public places like elevators, airports, restaurants, and “quasi-public” areas within the Company, such as cafeterias. All Company emails, voicemails, and other communications are presumed confidential and should not be forwarded outside of the Company, except where required for legitimate business purposes. Company employees are bound by the terms of the Confidential Information, Non-Solicitation and Inventions Assignment Agreement or similar terms that they agree to in connection with their employment. Unauthorized use or distribution of confidential information could also be illegal and result in civil liability and/or criminal penalties. Please also refer to the Company’s Corporate Disclosure Policy.

## **15. Media/Public Discussions**

- 15.1 It is our policy to disclose material information concerning the Company to the public only through specific limited channels to avoid inappropriate publicity and to ensure that all those with an interest in the company will have equal access to information. All inquiries or calls from the press should be referred to the Director of Corporate Communications and all inquiries or calls from financial analysts should be referred to the VP of Investor Relations. We have designated our communications department as our official spokespersons for marketing, technical, and other related information. Please also refer to the Company’s Corporate Disclosure Policy.

## **16. Waivers**

- 16.1 Any waiver of this Code for executive officers or directors may be authorized only by our Board or, to the extent permitted by the rules of any stock exchange on which our shares are listed and our Corporate Governance Guidelines, a committee of the Board and will be disclosed to shareholders as required by applicable laws, rules, and regulations.

## **17. Questions and Reporting Potential Violations**

- 17.1 Your most immediate resource for any matter related to this Code is your supervisor, who may have the information you need or may be able to refer the question to another appropriate source. There may, however, be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concern with the General Counsel or the CFO. We have designated our General Counsel to oversee this program.
- 17.2 If you are aware of a suspected or actual violation of this Code, you have a responsibility to promptly report it. We will not allow retaliation for reports made in good faith, and we will take prompt disciplinary action against any employee, officer, or director who retaliates against you. The General Counsel or the CFO will investigate all reported possible Code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances.

- 17.3 If you wish to report violations of this Code including concerns regarding the Company's auditing and accounting matters, then you can do this by reporting to either (i) our independent and secure Web Form [sghcspeakup.ethicspoint.com](http://sghcspeakup.ethicspoint.com) or (ii) mobile site: [sghcspeakup-mobile.ethicspoint.com](http://sghcspeakup-mobile.ethicspoint.com). Whether you identify yourself or remain anonymous, your contact with the anonymous reporting service will be kept strictly confidential to the extent reasonably possible within the objectives of this Code.
- 17.4 If any investigation indicates that a violation of this Code has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine that an employee, officer, or director is responsible for a Code violation, he or she will be subject to disciplinary action up to, and including, termination and, in appropriate cases, civil action or referral for criminal prosecution.
- 17.5 Please also refer to the Company's Open Door Policy For Reporting Complaints Regarding Accounting, Auditing, Fraud, And Financial Matters ("Whistleblower Policy").

## **18. Changes; Annual Review**

- 18.1 Any changes to this Code may only be made by the Committee and will be recommended to the Board for approval and effective upon approval by the Board. The Committee will review and reassess the adequacy of this Code at least annually, and recommend to the Board any changes the Committee determines are appropriate. All changes must be promptly disclosed as required by law or regulation.

## **19. Website Disclosure**

This Code, as may be amended from time to time, shall be posted on the Company's website. The Company shall state in its annual report on Form 20-F that this Code is available on the Company's website and provide the website address as required by law or regulation.