

TCP 201211300041A  
Notice of General Meeting

Transaction Capital Limited  
(Incorporated in the Republic of South Africa)  
Registration number 2002/031730/06  
JSE share code: TCP ISIN: ZAE000167391  
("Transaction Capital" or "the Company")

#### NOTICE OF GENERAL MEETING OF SHAREHOLDERS

##### 1. Introduction

Shareholders of Transaction Capital ("Shareholders") are advised that a circular ("the Circular") has been posted to Shareholders today relating to:

- an increase in the authorised share capital of the Company, by the creation of 10 000 000 (ten million) cumulative, non-participating, non-convertible Preference Shares of no par value ("the Preference Shares");
- amendments to the Company's Memorandum of Incorporation to incorporate the rights, restrictions and privileges attaching to the Preference Shares; and
- a general authority for the issue of up to 10 000 000 (ten million) of the Preference Shares over a maximum period of 18 months.

The Circular furthermore includes a notice of a general meeting of Shareholders ("the General Meeting") which will be held at 10:00 on Monday, 14 January 2013 at the registered office of the Company being First Floor, Transaction Capital House, Sandhavon Office Park, 14 Pongola Crescent, Eastgate Extension 17, Sandton, 2199 ("the Registered Office") to consider and, if deemed fit, to pass, with or without modification, the proposed ordinary and special resolutions.

The salient dates and times relating to the General Meeting are set out in paragraph 3 below.

##### 2. Rationale

Transaction Capital is considering raising additional capital for future investment purposes. The proposed new class of capital will:

- be cost-efficient permanent capital;
- further strengthen the Company's existing capital base; and
- be non-dilutionary for Ordinary Shareholders.

Accordingly, Shareholder approval will be sought at the General Meeting for the ordinary and special resolutions for the creation of the Preference Shares thereby enabling the Company to proceed with a capital raising program. This will be effected in one or more tranches over a period which is unlikely to exceed 18 months.

##### 3. Salient dates and times

The salient dates and times relating to the General Meeting are as follows:

	2012/2013
	Thursday, 27
	December
	Friday, 4
January	
Last day to trade to vote at the General Meeting	
Record date to vote at the General Meeting	
Last day for receipt of form of proxy for the General Meeting by the transfer secretaries or at the Registered Office by 10:00 on	Friday, 11 January

General Meeting to be held at 10:00 on  
Results of the General Meeting released on the Stock  
Exchange News Service ("SENS") on  
Results of the General Meeting published in the South  
African press on

Monday, 14 January

Monday, 14 January

Tuesday, 15 January

Notes:

1. The above dates and times are subject to change. Any material changes will be released on SENS and published in the South African press.
2. Any reference to time is a reference to South African time.
3. If any form of proxy is not delivered timeously, it may be handed to the chairman of the General Meeting at any time before the proxy exercises any rights of the Shareholder at the General Meeting.

Sandton  
30 November 2012

Transaction Sponsor  
The Standard Bank of South Africa Limited

Sponsor  
Deutsche Bank

Legal Advisers  
Edward Nathan Sonnenbergs Inc.

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