



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

## RESULTS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

The shareholders of Transaction Capital ("Shareholders") are advised that at the annual general meeting of Shareholders held on Thursday, 3 March 2016 ("Annual General Meeting"), in terms of the notice of Annual General Meeting distributed to Shareholders on Tuesday, 26 January 2016, all of the resolutions tabled were passed by the requisite majority of votes cast by Shareholders present in person or represented by proxy.

The total number of voteable shares represented in person or by proxy at the Annual General Meeting was 429 106 818 shares, representing 75.5% of Transaction Capital's issued share capital of 568 055 166 ordinary shares as at Friday, 26 February 2016, being the Voting Record Date.

Shareholders are advised that the results of the Annual General Meeting are as follows:

| RESOLUTIONS AS SET OUT IN THE NOTICE OF ANNUAL GENERAL MEETING DATED 26 JANUARY 2016   | TOTAL SHARES VOTED |             |             |       | SHARES ABSTAINED |
|--|--------------------|-------------|-------------|-------|------------------|
|  | FOR (%)            | AGAINST (%) | NUMBER      | %*    | %*               |
| <b>Ordinary Resolution 1</b><br>Re-election of directors<br>(each voted on as a separate resolution)                                       |                    |             |             |       |                  |
| M Mendelowitz  | 96.8%              | 3.2%        | 428 586 789 | 75.4% | 0.09%            |
| C Seabrooke  | 98.8%              | 1.2%        | 428 586 789 | 75.4% | 0.09%            |
| D Woollam  | 100%               | 0%          | 428 586 789 | 75.4% | 0.09%            |
| <b>Ordinary Resolution 2</b><br>Appointment of members of audit, risk and compliance committee<br>(each voted on as a separate resolution) |                    |             |             |       |                  |
| D Woollam  | 100%               | 0%          | 428 586 789 | 75.4% | 0.09%            |
| C Seabrooke  | 98.5%              | 1.5%        | 428 586 789 | 75.4% | 0.09%            |
| P Langeni  | 100%               | 0%          | 428 586 789 | 75.4% | 0.09%            |
| <b>Ordinary Resolution 3</b><br>Appointment of auditors  | 100%               | 0%          | 428 586 789 | 75.4% | 0.09%            |

|  |       |       |             |       |       |
|--|-------|-------|-------------|-------|-------|
| <b>Ordinary Resolution 4</b><br>Non-binding advisory vote on remuneration policy                                     | 92.7% | 7.3%  | 375 713 215 | 66.1% | 9.4%  |
| <b>Ordinary Resolution 5</b><br>Issue of securities for acquisitions   | 97.4% | 2.6%  | 428 586 789 | 75.4% | 0.09% |
| <b>Ordinary Resolution 6**</b><br>Authority to act   | 99.9% | 0.1%  | 428 586 789 | 75.4% | 0.09% |
| <b>Special Resolution 1</b><br>Approval of non-executive directors' and committee members' fees                      | 88.3% | 11.7% | 416 741 583 | 73.3% | 2.2%  |
| <b>Special Resolution 2</b><br>Authority to provide financial assistance in terms of section 45 of the Companies Act | 97.8% | 2.2%  | 428 586 789 | 75.4% | 0.09% |
| <b>Special Resolution 3</b><br>Authority to provide financial assistance in terms of section 44 of the Companies Act | 84.1% | 15.9% | 428 586 789 | 75.4% | 0.09% |
| <b>Special Resolution 4</b><br>General authority to repurchase securities  | 98.6% | 1.4%  | 428 586 789 | 75.4% | 0.09% |
| <b>Special Resolution 5</b><br>General authority to allot and issue authorised but unissued securities for cash      | 86.2% | 13.7% | 428 586 789 | 75.4% | 0.09% |

*\*Expressed as a percentage of a total of 568 055 166 Transaction Capital ordinary shares in issue as at Friday, 26 February 2016, being the Voting Record Date.*

*\*\*According to the authority conferred on the Chairman of the Annual General Meeting, Ordinary resolution 6 was modified to read "Any director of the company or the company secretary, all with the power of substitution, be and is hereby authorised to carry out and to do all such things and matters as may be or are necessary in connection with the all resolutions and which may be required to give effect to all such resolutions..."*

Dunkeld West  
3 March 2016

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Sponsor:  
Deutsche Securities (SA) Proprietary Limited