



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

## DEALINGS IN SECURITIES

Shareholders of Transaction Capital ("Shareholders") are referred to the terms announcement relating to the restructure of shareholding in the company and specific issue of shares for cash released on the Stock Exchange News Service ("SENS") of the JSE Limited ("JSE") on Thursday, 1 September 2016, the distribution of circular incorporating notice of general meeting announcement released on SENS on Wednesday, 21 September 2016, the results of general meeting announcement released on SENS on Thursday, 20 October 2016 and the Takeover Regulation Panel granting a ruling on the waiver of the requirement to make a mandatory offer announcement released on SENS on 28 October 2016.

In compliance with paragraphs 3.63 to 3.74 of the JSE Listings Requirements, the following information is disclosed.

Name of director:	Jonathan Michael Jawno
Name of company:	Transaction Capital Limited
Nature & class:	Off market disposal and acquisition of company ordinary shares
Nature and extent of director's interest:	Indirect, non-beneficial – disposal of company ordinary shares by Kimberley Investment Trust of which the director is one of the trustees and a discretionary beneficiary to JMR Holdings Proprietary Limited ("JMRH"), a company in which that trust has a one-third interest, in exchange for further ordinary shares in JMRH.
Clearance obtained to deal:	Yes
Date of transaction:	11 November 2016
Number of securities:	82 207 393
Price per share:	R13.50
Value:	R1 109 799 805.50
Name of director:	Michael Paul Mendelowitz
Name of company:	Transaction Capital Limited
Nature & class:	Off market disposal and acquisition of company ordinary shares
Nature and extent of director's interest:	Indirect, non-beneficial – disposal of company ordinary shares by Rutland Trust of which the director is one of the trustees and a discretionary beneficiary to JMRH, a company in which that trust has a one-third interest, in exchange for further ordinary shares in JMRH.
Clearance obtained to deal:	Yes

Date of transaction: 11 November 2016  
Number of securities: 82 207 393  
Price per share: R13.50  
Value: R1 109 799 805.50

Name of director: Roberto Rossi  
Name of company: Transaction Capital Limited  
Nature & class: Off market disposal and acquisition of company ordinary shares  
Nature and extent of director's interest: Indirect, non-beneficial – disposal of company ordinary shares by Sugar Tube Trust of which the director is one of the trustees and a discretionary beneficiary to JMRH, a company in which that trust has a one-third interest, in exchange for further ordinary shares in JMRH.

Clearance obtained to deal: Yes  
Date of transaction: 11 November 2016  
Number of securities: 82 207 393  
Price per share: R13.50  
Value: R1 109 799 805.50

Name of director: Jonathan Michael Jawno  
Name of company: Transaction Capital Limited  
Nature & class: Off market, specific issue for cash by the company of ordinary shares  
Nature and extent of director's interest: Indirect, non-beneficial – subscription by JMRH for 3 377 821 ordinary shares in the company at R11.65 per share. The Kimberley Investment Trust of which the director is one of the trustees and a discretionary beneficiary has a one third interest in JMRH.

Clearance obtained to deal: Yes  
Date of transaction: 11 November 2016  
Number of securities: 1 125 940.33  
Price per share: R11.65  
Value: R13 117 204.88

Name of director: Michael Paul Mendelowitz  
Name of company: Transaction Capital Limited  
Nature & class: Off market, specific issue for cash by the company of ordinary shares  
Nature and extent of director's interest: Indirect, non-beneficial – subscription by JMRH for 3 377 821 ordinary shares in the company at R11.65 per share. The Rutland Trust of which the director is one of the trustees and a discretionary beneficiary has a one third interest in JMRH.

Clearance obtained to deal: Yes  
Date of transaction: 11 November 2016  
Number of securities: 1 125 940.33  
Price per share: R11.65  
Value: R13 117 204.88

Name of director:	Roberto Rossi
Name of company:	Transaction Capital Limited
Nature & class:	Off market, specific issue for cash by the company of ordinary shares
Nature and extent of director's interest:	Indirect, non-beneficial – subscription by JMRH for 3 377 821 ordinary shares in the company at R11.65 per share. The Sugar Tube Trust of which the director is one of the trustees and a discretionary beneficiary has a one third interest in JMRH
Clearance obtained to deal:	Yes
Date of transaction:	11 November 2016
Number of securities:	1 125 940.34
Price per share:	R11.65
Value:	R13 117 204.88

The shareholding of JMRH in the company now comprises 250 million ordinary shares (approximating 43.48% of the issued share capital) and constitutes JMRH as the largest single shareholder, and shareholder of reference of the company.

Shareholders are advised that all conditions precedent in relation to the transactions detailed in the abovementioned SENS announcements have been fulfilled and that the transaction has become unconditional.

Dunkeld West  
11 November 2016

Enquiries:  
Phillipe Welthagen - Investor Relations  
Telephone: +27 (0) 11 049 6700

Sponsor:  
Deutsche Securities (SA) Proprietary Limited