



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

Shareholders of Transaction Capital are advised that at the annual general meeting of shareholders held on Thursday, 2 March 2017 ("Annual General Meeting"), in terms of the notice of Annual General Meeting distributed to shareholders on Tuesday, 24 January 2017, 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 517 442 886 shares, representing 84.90% of Transaction Capital's issued share capital of 609 456 734 ordinary shares as at Friday, 24 February 2017, 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 24 JANUARY 2017	TOTAL SHARES VOTED				SHARES ABSTAINED
	FOR (%)	AGAINST (%)	NUMBER	%*	%*
Ordinary Resolution Number 1 Re-election of director					
J Jawno	92.25%	7.75%	517 432 354	84.90%	0.002%
Ordinary Resolution Number 2 Re-election of director					
P Langeni	99.98%	0.02%	517 432 354	84.90%	0.002%
Ordinary Resolution Number 3 Re-election of director					
R Rossi	98.70%	1.30%	517 432 354	84.90%	0.002%
Ordinary Resolution Number 4 Election of director					
M Kgosana	99.98%	0.02%	517 432 354	84.90%	0.002%
Ordinary Resolution Number 5 Election of director					
K Pillay	100%	0%	517 432 354	84.90%	0.002%
Ordinary Resolution Number 6 Election of director					
R Goldstein	97.67%	2.33%	517 432 354	84.90%	0.002%

Ordinary Resolution Number 7 Appointment of members of audit, risk and compliance committee					
M Kgosana	98.03%	1.97%	517 432 354	84.90%	0.002%
Ordinary Resolution Number 8 Appointment of members of audit, risk and compliance committee					
P Langeni	98.03%	1.97%	517 432 354	84.90%	0.002%
Ordinary Resolution Number 9 Appointment of members of audit, risk and compliance committee					
C Seabrooke	97.42%	2.58%	517 432 354	84.90%	0.002%
Ordinary Resolution Number 10 Appointment of auditors	100%	0%	517 432 354	84.90%	0.002%
Ordinary Resolution Number 11 Non-binding advisory vote on remuneration policy	94.20%	5.80%	513 078 354	84.19%	0.72%
Ordinary Resolution Number 12 Issue of securities for acquisitions	99.30%	0.70%	517 432 354	84.90%	0.002%
Ordinary Resolution Number 13 Authority to act	100%	0%	517 429 454	84.90%	0.002%
Special Resolution Number 1** Approval of non-executive directors' and committee members' fees	86.10%	13.90%	517 425 454	84.90%	0.003%
Special Resolution Number 2*** Authority to provide financial assistance in terms of section 45 of the Companies Act	99.91%	0.09%	517 432 354	84.90%	0.002%
Special Resolution Number 3 Authority to provide financial assistance in terms of section 44 of the Companies Act	99.17%	0.83%	517 432 354	84.90%	0.002%
Special Resolution Number 4 General authority to repurchase securities	98.26%	1.74%	517 432 354	84.90%	0.002%
Special Resolution Number 5 General authority to allot and issue authorised but unissued securities for cash	95.71%	4.29%	517 432 354	84.90%	0.002%

**Expressed as a percentage of a total of 609 456 734 Transaction Capital ordinary shares in issue as at Friday, 24 February 2017, being the Voting Record Date.*

***According to the authority conferred on the Chairman of the Annual General Meeting, Special Resolution Number 1 was modified to read "The following annual fees, exclusive of value added tax, shall be paid to non-executive directors of the company for their services..."*

****Shareholders are hereby notified in terms of section 45(5) of the Companies Act that the board has passed a corresponding resolution in relation to Special Resolution Number 2.*

Dunkeld West
2 March 2017

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Sponsor:
Deutsche Securities (SA) Proprietary Limited