



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")

**DEALINGS IN SECURITIES BY ASSOCIATES OF A DIRECTOR AND NOTICE OF CHANGE OF BENEFICIAL INTEREST**

In compliance with paragraphs 3.63 to 3.65 of the JSE Limited Listings Requirements, the following information is disclosed by the company:

<b>Name of director:</b>	Jonathan Jawno
<b>Name of company:</b>	Transaction Capital
<b>Date of transactions:</b>	22 November 2018
<b>Nature:</b>	Indirect; non-beneficial
<b>Nature and class of securities:</b>	Off market sale and acquisition of ordinary shares
<b>Interest of associates:</b>	<p>The family of Mr Jonathan Jawno, one of the founders of Transaction Capital, has commenced a process to rearrange the ownership of its interests in Transaction Capital but with no change in its absolute holdings in that company.</p> <p>The family's look through interest of 59 333 333 Transaction Capital shares, held by Everglen Capital (Pty) Ltd ("Everglen"), has been sold to the Kimberley Investment Trust ("KIT").</p> <p>The KIT, of which Jonathan Jawno is a trustee and contingent discretionary beneficiary, held one third of the issued shares of Everglen, which the KIT has disposed of.</p> <p>The shareholders of Everglen now comprise the family trusts of Michael Mendelowitz and Roberto Rossi in equal proportions. Michael Mendelowitz and Roberto Rossi are trustees and contingent discretionary beneficiaries of their respective family trusts.</p>
<b>Total number of securities:</b>	59 333 333
<b>Price per share:</b>	R17.78

<b>Value of transaction:</b>	R1 054 946 661
<b>Clearance obtained</b>	Yes

Change of beneficial interest in Transaction Capital:

As a result of the above, and in accordance with section 122(3)(b) of the Companies Act, no. 71 of 2008 (as amended) ("the Act"), and paragraph 3.83(b) of the JSE Limited Listings Requirements, shareholders are hereby advised that the company received formal notification of the following changes of beneficial interest in the company:

- Everglen has disposed of a beneficial interest in the company such that it now owns 19.45% of the issued ordinary share capital of the company;
- KIT has acquired a beneficial interest in the company such that it now owns 9.72% of the issued ordinary share capital of the company.

As required in terms of section 122(3)(a) of the Act, the Company has filed the required notice with the Takeover Regulation Panel.

Dunkeld West  
23 November 2018

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Sponsor:  
RAND MERCHANT BANK (A division of FirstRand Bank Limited)