



Transaction Capital Limited
(Incorporated in the Republic of South Africa)
Registration No: 2002/031730/06
JSE share code: TCP
ISIN: ZAE000167391
("Transaction Capital" or "the Company")



TransCapital Investments Limited
(Incorporated in the Republic of South Africa)
(Registration No. 2016/130129/06)
JSE debt code: TCII

DEALINGS IN SECURITIES BY ASSOCIATES OF DIRECTORS AND NOTICE OF CHANGE OF BENEFICIAL INTERESTS

The families of Michael Mendelowitz and Roberto Rossi, two of the founders of Transaction Capital, are undertaking a process to rearrange the ownership of their interests in Transaction Capital, but with no change in their absolute holdings in the company. In compliance with paragraphs 3.63 and 3.65 of the JSE Limited Listings Requirements ("Listings Requirements"), the following information is disclosed:

Name of director	Michael Paul Mendelowitz
Name of company	Transaction Capital Limited
Date transaction was effected	11 July 2019
Class of security	Ordinary shares
Share price	R19.06
Number of shares	59 333 333
Total value	R1 130 893 327
Nature of transaction	Off market disposal and acquisition of ordinary shares
Nature of interest	Indirect, non-beneficial
Clearance obtained	Yes
Interest of associates	<p>The Mendelowitz family's look through interest of 59 333 333 Transaction Capital shares, held by Everglen Capital (Pty) Ltd ("Everglen"), has been disposed of to the Rutland Trust by way of a distribution in kind.</p> <p>Mr. Mendelowitz is a trustee and discretionary contingent beneficiary of the Rutland Trust.</p> <p>The Rutland Trust holds 50% of the issued shares of Everglen.</p>

Name of director	Roberto Rossi
Name of company	Transaction Capital Limited
Date transaction was effected	11 July 2019
Class of security	Ordinary shares
Share price	R19.06
Number of shares	59 333 334
Total value	R1 130 893 346
Nature of transaction	Off market disposal and acquisition of ordinary shares
Nature of interest	Indirect, non-beneficial
Clearance obtained	Yes
Interest of associates	<p>The Rossi family's look through interest of 59 333 334 Transaction Capital shares, held by Everglen, has been disposed of to the Sugar Tube Trust by way of a distribution in kind.</p> <p>Mr. Rossi is a trustee and discretionary contingent beneficiary of the Sugar Tube Trust.</p> <p>The Sugar Tube Trust holds 50% of the issued shares of Everglen.</p>

Change of beneficial interests

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 Listings Requirements, shareholders are hereby advised that the Company received formal notification of the following changes of beneficial interests in the Company:

1. Everglen has disposed of its entire 19.38% beneficial interest in the Company;
2. Rutland Trust has acquired a beneficial interest in the Company such that it now owns 9.69% of the issued ordinary share capital of the Company; and
3. Sugar Tube Trust has acquired a beneficial interest in the Company such that it now owns 9.69% 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

12 July 2019

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Sponsor:

RAND MERCHANT BANK (A division of FirstRand Bank Limited)