



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 AN ASSOCIATE OF A DIRECTOR AND NOTICE OF CHANGE OF BENEFICIAL INTERESTS

The family of Roberto Rossi, a founder of Transaction Capital, is undertaking a process to rearrange the ownership of its interest in Transaction Capital, but with no change in its absolute holding 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	Roberto Rossi
Name of company	Transaction Capital Limited
Date transaction was effected	16 September 2020
Class of security	Ordinary shares
Share price	R18.30
Number of shares	36 333 334
Total value	R664 900 012
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 interests of 36 333 334 Transaction Capital shares ('the shares'), held by Sugar Tube Trust ('STT'), have been distributed to Mr. Rossi</p> <p>Mr. Rossi will thereafter dispose of the shares to Pilatucom Holdings Limited ('Pilatucom') 50% of the shares of which are held by trusts of which Mr. Rossi is a contingent discretionary beneficiary.</p> <p>The transaction with Pilatucom will be implemented once formalities are finalised.</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. STT has disposed of the shares in the Company to Mr. Rossi;
2. Mr. Rossi will dispose of the shares to Pilatucom; and
3. Pilatucom already owns 36 333 333 shares in the Company and will accordingly own 72 666 667 shares in the Company after the above transactions representing 10.99% of the issued shares in the Company. The Rossi family's look through interest in the issued shares of the Company accordingly remains unchanged at 5.49%.

Transaction Capital confirms that, as required in terms of section 122(3)(a) of the Act, the Company has filed the required notices with the Takeover Regulation Panel and to the best of its knowledge and belief, the information supplied by Mr. Roberto Rossi is complete and consistent.

Hyde Park

17 September 2020

Enquiries:

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Sponsor:

RAND MERCHANT BANK (A division of FirstRand Bank Limited)