



# Transaction Capital

## Transaction Capital Limited

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

### FORM OF PROXY

The definitions and interpretations commencing on page 9 of this Circular to which this Form of Proxy is attached apply, mutatis mutandis, to this Form of Proxy (unless the context indicates otherwise).

For use by Certificated Shareholders and Dematerialised Shareholders with "own name" registration only, at the General Meeting to be held at on Thursday, 14 January 2021, commencing at 10:00 (South African Standard Time), or at any postponement or adjournment thereof.

Dematerialised Shareholders without "own-name" registration must not complete this Form of Proxy but should timeously inform their nominee, or, if applicable, their CSDP or stockbroker of their intention to attend the General Meeting electronically and request such nominee, CSDP or stockbroker to issue them with the necessary letter of representation to attend or provide such nominee, CSDP or stockbroker with their voting instructions should they not wish to attend the General Meeting electronically but wish to be represented by proxy at such meeting. Such Shareholders must not return this Form of Proxy to the Transfer Secretaries.

Due to the COVID-19 (Coronavirus) pandemic and the resultant lockdown restrictions on travel and the holding of public gatherings, the General Meeting will only be accessible through electronic participation, as permitted by the relevant provisions of the Companies Act and MOI. Shareholders are required to submit completed proxy forms as provided for in the Notice of General Meeting in order for their votes to be counted. Shareholders are encouraged to submit their votes by proxy in advance of the General Meeting to reduce unnecessary complexity and complications.

Each Shareholder is entitled to appoint a proxy (who need not be a member of the Company) to attend, speak and vote in place of that Shareholder at the General Meeting. Please read the notes to this form of proxy below.

I/We \_\_\_\_\_ (names in BLOCK LETTERS)

of \_\_\_\_\_ (address in BLOCK LETTERS)

Telephone number: ( ) Cell phone number: ( )

Email address: \_\_\_\_\_

being a shareholder(s) of Transaction Capital, and entitled to vote

do hereby appoint \_\_\_\_\_ of \_\_\_\_\_

or failing him/her \_\_\_\_\_ of \_\_\_\_\_

or failing him/her the Chairperson of the General Meeting, as my/our proxy to represent me/us at the General Meeting, for the purposes of considering and, if deemed fit, passing, with or without modification, the Proposed Resolutions to be proposed thereat and at each adjournment or postponement thereof, and to vote for and/or against the Proposed Resolutions and/or abstain from voting in respect of the Ordinary Shares in the issued share capital of Transaction Capital registered in my/our name (see note 2 overleaf) as follows:

	Number of voting rights (insert):		
	For	Against	Abstain
<b>ORDINARY RESOLUTIONS</b>			
<b>Ordinary Resolution Number 1:</b> Specific authority to issue shares for cash			
<b>Ordinary Resolution Number 2:</b> General Authorisation			

Please indicate with an "X" in the appropriate spaces provided above how you wish your vote to be cast. If no indication is given, the proxy may vote or abstain as he/she sees fit. However, if you wish to cast your votes in respect of a lesser number of ordinary shares than you own in the Company, insert the number of ordinary shares held in respect of which you desire to vote (see note 5).

Please read the notes on the reverse side hereof.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2020/2021

Full name \_\_\_\_\_ (in BLOCK LETTERS)

Signature(s) \_\_\_\_\_

Assisted by (guardian) \_\_\_\_\_

Date \_\_\_\_\_

If signing in a representative capacity, see note below.

Completed Forms of Proxy must be dated and signed by the Shareholder appointing a proxy and must be lodged electronically with Computershare Investor Services Proprietary Limited. Shareholders are urged to electronically deliver their completed Form of Proxy by:

1. email to [proxy@computershare.co.za](mailto:proxy@computershare.co.za); or
2. hand to Computershare Investor Services Proprietary Limited, 1st Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg 2196, South Africa; or
3. post to Computershare Investor Services Proprietary Limited, Private Bag X9000, Saxonwold, 2132,

by no later than 48 (forty eight) hours before the General Meeting that is to be held at 10:00 on Thursday, 14 January 2021, i.e. by 10:00 on Tuesday, 12 January 2021.

**Please read the notes and instructions on the reverse side.**

## Note to Form of Proxy

1. Shareholders are advised that Transaction Capital has appointed Computershare Investor Services Proprietary Limited as its proxy solicitation agent.
2. Proxy appointment must be in writing, dated and signed by the Shareholder.
3. It is requested that Forms of Proxy (and supporting identification documents) be delivered or mailed Computershare Investor Services Proprietary Limited:

### Hand deliveries to:

Computershare Investor Services Proprietary Limited, 1st Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg 2196, South Africa

### Postal deliveries to:

Computershare Investor Services Proprietary Limited, Private Bag X9000, Saxonwold, 2132

### Email:

[proxy@computershare.co.za](mailto:proxy@computershare.co.za)

so as to reach Computershare Investor Services Proprietary Limited by no later than 48 (forty eight) hours before the General Meeting that is to be held at 10:00 on Thursday, 14 January 2021, i.e. by 10:00 on Tuesday, 12 January 2021, so as to assist Transaction Capital to timeously verify the identity of the Shareholders and their proxies who wish to participate by electronic communication at the General Meeting. The Form of Proxy may be lodged in respect of the General Meeting immediately prior to the due commencement of the General Meeting, in accordance with the instructions therein, by emailing those Forms of Proxy to Computershare Investor Services Proprietary Limited at [proxy@computershare.co.za](mailto:proxy@computershare.co.za). However please bear in mind that the reason why Shareholders are asked to send in their proxy forms before the General Meeting is because Transaction Capital has over 1000 (one thousand) shareholders and the scrutineers must consider each proxy to determine whether it is validly given and whether the voting rights have been correctly inserted. Significant delays could be caused at the General Meeting, if these checks have to be carried out by the scrutineers while the General Meeting is in progress.

4. A Shareholder may insert the name of a proxy or the names of 2 (two) alternative proxies of the Shareholder's choice in the space provided, with or without deleting "the chairman of the meeting". Any such deletion must be initialled by the Shareholder.
5. A Shareholder's instruction to the proxy must be indicated by the insertion of the relevant percentage of voting rights exercisable by that Shareholder in the appropriate space provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the meeting, as he deems fit, in respect of all the holder's voting rights exercisable thereat, but where the proxy is the chairman, failure to comply will be deemed to authorise the proxy to vote in favour of the resolution.
6. A Shareholder or his proxy is not obliged to use all the voting rights exercisable by the Shareholder or by his proxy, but the total of the voting rights cast and in respect whereof abstention is recorded may not exceed the total of the voting rights exercisable by the Shareholder or by his proxy.
7. A Shareholder's authorisation to the proxy, including the chairman of the meeting, to vote on his or her behalf, shall be deemed to include the authority to vote on procedural matters at the General Meeting.
8. The completion and electronic delivery of this Form of Proxy will not preclude the relevant Shareholder from attending the General Meeting and speaking and voting personally thereat and the exclusion of any proxy appointed in terms hereof should such Shareholder wish to do so.

9. Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity must be attached to this form. Without limiting the generality hereof, Transaction Capital will accept a valid identity document, a valid driver's licence or a valid passport as satisfactory identification.
10. Any alteration to this form must be initialled by the signatory(ies).
11. A Shareholder may revoke the proxy appointment by: (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and (ii) electronically delivering a copy of the revocation instrument to the proxy/ies and to Transaction Capital at 342 Jan Smuts Avenue, Hyde Park, to be received before the replacement proxy exercises any rights of the holder at the General Meeting of Transaction Capital to be held entirely by electronic communication on Thursday, 14 January 2021 or any adjournment(s) thereof.
12. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's/proxies' authority to act on behalf of the Shareholder as of the later of: (i) the date stated in the revocation instrument, if any; or (ii) the date on which the revocation instrument was delivered as required in paragraph 11 (ii).

### To be electronically delivered to:

#### Computershare Investor Services Proprietary Limited

[proxy@computershare.co.za](mailto:proxy@computershare.co.za)

#### Shareholder information helpline

We have reserved the Transaction Capital Investor Relations Team for assistance with General Enquiries

#### Investor Relations

[phillipew@transactioncapital.co.za](mailto:phillipew@transactioncapital.co.za)

+27 11 049 6729

+27 84 512 5393

#### For assistance with General Meeting queries and forms of proxy:

Telephone: +27(0)11 373 0033

Telefax: +27(0)11 688 5238

Email: [proxy@computershare.co.za](mailto:proxy@computershare.co.za)