

**TRANSACTION CAPITAL LIMITED**

**MINUTES OF A GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY  
HELD AT THE REGISTERED OFFICE  
ON WEDNESDAY, 11 MARCH 2020 AT 10:00**

**PRESENT:**

As per attendance register.

**NOTICE:**

Appropriate notice of a meeting was given.

**QUORUM:**

A quorum being present, the meeting was declared properly constituted.

**MINUTES OF MEETING**

The minutes of the annual general meeting dated 7 March 2019, were tabled at the meeting.

**MEETING PROCEEDINGS:**

**A. Audited Financial Statements**

The audited financial statements of the group and the company as envisaged in section 30 of the Companies Act, including the directors' report, external auditors' report and the audit, risk and compliance committee report for the year ended 30 September 2019 was presented.

**B. Ordinary and special resolutions**

**1. ORDINARY RESOLUTION NUMBER 1  
Re-election of director**

**Resolved that:**

M Herskovits, who retires in terms of the company's memorandum of incorporation, and who, being eligible, has offered himself for re-election, be re-elected in terms of section 68(2)(a) of the Companies Act.

**2. ORDINARY RESOLUTION NUMBER 2  
Re-election of director**

**Resolved that:**

D Hurwitz, who retires in terms of the company's memorandum of incorporation, and who, being eligible, has offered himself for re-election, be re-elected in terms of section 68(2)(a) of the Companies Act.

**3. ORDINARY RESOLUTION NUMBER 3  
Re-election of director**

**Resolved that:**

J Jawno, who retires in terms of the company's memorandum of incorporation, and who, being eligible, has offered himself for re-election, be re-elected in terms of section 68(2)(a) of the Companies Act.

**4. ORDINARY RESOLUTION NUMBER 4  
Re-election of director**

**Resolved that:**

P Langeni, who retires in terms of the company's memorandum of incorporation, and who, being eligible, has offered herself for re-election, be re-elected in terms of section 68(2)(a) of the Companies Act.

**5. ORDINARY RESOLUTION NUMBER 5**  
**Election of director**

**Resolved that:**

S Doherty, who was appointed to the board since the last annual general meeting, retires automatically in terms of the company's memorandum of incorporation at this meeting, and who, being eligible, has offered himself for election, be elected in terms of section 68(2)(a) of the Companies Act.

**6. ORDINARY RESOLUTION NUMBER 6**  
**Appointment of members of the audit, risk and compliance committee**  
Section 94(2) of the Companies Act

**Resolved that:**

D Radley, as an independent non-executive director of the company, who meets the required criteria for a member of the audit, risk and compliance committee stipulated in the memorandum of incorporation of the company and the Companies Act, be elected as a member of the audit, risk and compliance committee, until the next annual general meeting of the shareholders of the company, subject to the provisions of the memorandum of incorporation of the company and the Companies Act.

**7. ORDINARY RESOLUTION NUMBER 7**  
**Appointment of members of the audit, risk and compliance committee**  
Section 94(2) of the Companies Act

**Resolved that:**

P Langeni, as an independent non-executive director of the company, who meets the required criteria for a member of the audit, risk and compliance committee stipulated in the memorandum of incorporation of the company and the Companies Act, be elected as a member of the audit, risk and compliance committee, until the next annual general meeting of the shareholders of the company, subject to the provisions of the memorandum of incorporation of the company and the Companies Act (and subject to being elected as a director in terms of the ordinary resolution 4 above).

**8. ORDINARY RESOLUTION NUMBER 8**  
**Appointment of members of the audit, risk and compliance committee**  
Section 94(2) of the Companies Act

**Resolved that:**

C Seabrooke, as an independent non-executive director of the company, who meets the required criteria for a member of the audit, risk and compliance committee stipulated in the memorandum of incorporation of the company and the Companies Act, including the JSE Listings Requirement that he may be a member of the committee despite being the company chairman as long as he does not chair the committee, be elected as a member of the audit, risk and compliance committee, until the next annual general meeting of the shareholders of the company, subject to the provisions of the memorandum of incorporation of the company and the Companies Act.

**9. ORDINARY RESOLUTION NUMBER 9**

**Appointment of members of audit, risk and compliance committee**

Section 94(2) of the Companies Act

**Resolved that:**

B Hanise, as an independent non-executive director of the company, who meets the required criteria for a member of the audit, risk and compliance committee stipulated in the memorandum of incorporation of the company and the Companies Act, be elected as a member of the audit, risk and compliance committee, until the next annual general meeting of the shareholders of the company, subject to the provisions of the memorandum of incorporation of the company and the Companies Act (and subject to being elected as a director in terms of the ordinary resolution 5 above).

**10. ORDINARY RESOLUTION NUMBER 10**

**Appointment of auditors**

Sections 90 and 94(7) of the Companies Act

**Resolved that:**

On recommendation of the audit, risk and compliance committee, as envisaged in section 94(7)(a) of the Companies Act, Deloitte & Touche (with Stephen Munro as the individual auditor classified as the designated auditor) be re-appointed as the independent external auditors of the company until the conclusion of the next annual general meeting of the company, it being recorded that such appointment be in accordance with the provisions of clause 18 of the company's memorandum of incorporation.

**11. ORDINARY RESOLUTION NUMBER 11**

**Non-binding advisory vote on remuneration policy**

**Resolved that:**

The company's remuneration policy be and is hereby endorsed by way of a non-binding advisory vote.

**12. ORDINARY RESOLUTION NUMBER 12**

**Non-binding advisory vote on remuneration implementation report**

**Resolved that:**

The company's remuneration implementation report be and is hereby endorsed by way of a non-binding advisory vote.

**13. ORDINARY RESOLUTION NUMBER 13**

**Issue of securities for acquisitions in circumstances other than those covered by special resolution number 5**

**Resolved that:**

The authorised but unissued ordinary shares in the capital of the company be and are hereby placed under the control and authority of the board until the conclusion of the next annual general meeting, and that the board be and is hereby authorised and empowered to issue such unissued ordinary shares as consideration for acquisitions in any way they may deem fit, subject to:

- 13.1. The memorandum of incorporation of the company, the Companies Act and the JSE Listings Requirements, where applicable;
- 13.2. Such issue being an issue only for securities of a class already in issue or where this is not the case, such issue must be limited to such securities or rights that are convertible into securities of a class already in issue; and
- 13.3. The board's authority in terms hereof is limited to a maximum of 30 754 964 ordinary shares, being approximately 5% of the ordinary shares in issue as at the date of issue of this notice.

#### 14. ORDINARY RESOLUTION NUMBER 14

##### Authority to act

##### Resolved that:

Any director of the company or the company secretary, all with the power of substitution, be and is hereby authorised to carry out and to do all such things and matters as may be or are necessary in connection with all resolutions, and which may be required to give effect to such resolutions including, without limitation, being authorised to make, amend and sign all and any such necessary documents, letters, applications, announcements and affidavits as may be required for purposes of and in connection with the resolutions and giving effect to them, and including Companies and Intellectual Property Commission forms that may be required.

#### 15. ORDINARY RESOLUTION NUMBER 15

##### Amendment of the Transaction Capital Limited Conditional Share Plan

##### Resolved that:

The amended Transaction Capital Conditional Share Plan to introduce a malus and clawback policy into the scheme rules be and is hereby approved, in the form tabled at the annual general meeting and initialed by the chairperson of the meeting for purposes of identification. Copies of the amended Conditional Share Plan rules will be available for inspection during normal business hours at the registered office of the company from the date of issue of the integrated annual report, of which this notice forms part, up to and including the date of the annual general meeting.

#### 16. SPECIAL RESOLUTION NUMBER 1

##### Approval of non-executive directors' and committee members' fees Sections 66(8) and 66(9) of the Companies Act

##### Resolved that:

The following annual fees shall be paid to non-executive directors of the company for their services as directors, audit, risk and compliance committee members and other board committee members, which have been determined by the board through the remuneration committee on a market-related basis (with no additional meeting attendance fees):

	Proposed annual fees* 2020/2021 R	Existing fees 2019/2020 R
<b>DIRECTORS</b>		
Chairman (including membership of four committees)	1 750 000	1 670 000
Lead independent non-executive director	125 000	–
Other directors	410 000	390 000
Alternate director (75% of directors' fee)	307 500	–
<b>AUDIT, RISK AND COMPLIANCE COMMITTEE**</b>		
Chairman	435 000	417 000
Member	175 000	167 000
<b>OTHER BOARD COMMITTEES**</b>		
Chairman	290 000	279 000
Member	140 000	134 000
<b>NON-EXECUTIVE DIRECTORS OF SUBSIDIARIES</b>		
Non-executive director of a group subsidiary company (in conjunction with being a non-executive director of Transaction Capital)	128 000	123 000

\* The proposed fees are exclusive of VAT which may become payable thereon depending on the status of the individual director's tax position.

\*\* Fees for audit, risk and compliance committee and other board committee members are in addition to board member fees.

## **17. SPECIAL RESOLUTION NUMBER 2**

Approval of lead independent non-executive director's fees

### **Resolved that**

A *pro rata* fee of R78 125 be paid to K Pillay who was appointed by the board as lead independent non-executive director on 15 July 2019.

## **18. SPECIAL RESOLUTION NUMBER 3**

### **Authority to provide financial assistance in terms of section 45 of the Companies Act**

Section 45 of the Companies Act

### **Resolved that:**

The board may, subject to compliance with the requirements of the company's memorandum of incorporation and the requirements of the Companies Act (including but not limited to the board being satisfied that immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test (as contemplated in section 4 of the Companies Act) and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the company), authorise the company to provide at any time and from time to time during the period of two (2) years commencing on the date of the adoption of this special resolution, direct or indirect financial assistance, including without limitation by way of lending money, guaranteeing a loan or other obligation, securing any debt or obligation, or otherwise, as envisaged in section 45 of the Companies Act to a related or inter-related company or corporation (as such term is defined in section 2 of the Companies Act) or to a member of a related or inter-related corporation, or to a person related to any such company or corporation (subject to the provisions of section 45 of the Companies Act) provided that such financial assistance may be granted up to a limit of R6 billion per transaction on the basis that the aggregate net outstanding financial assistance provided in terms of section 45 of the Companies Act will not at any time exceed R12 billion.

Such authority is to endure for a period of two (2) years following the date on which this resolution is adopted or earlier renewal.

## **19. SPECIAL RESOLUTION NUMBER 4**

### **Authority to provide financial assistance in terms of section 44 of the Companies Act**

Section 44 of the Companies Act

### **Resolved that:**

The board may, subject to compliance with the requirements of the company's memorandum of incorporation and the requirements of the Companies Act (including but not limited to the board being satisfied that immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test (as contemplated in section 4 of the Companies Act) and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the company), authorise the company to provide, at any time and from time to time during the period of two (2) years commencing on the date of the adoption of this special resolution, direct or indirect financial assistance envisaged in section 44 of the Companies Act, to any present or future subsidiary of the company for the purpose of or in connection with the subscription of any option, or any securities issued or to be issued by the company or a related or inter-related company (as such term is defined in section 2 of the Companies Act) or for the purchase of any securities of the company or a related or inter-related company, subject to the provisions of section 44 of the Companies Act, including without limitation by way of loan, guarantees, the provision of security, the giving of indemnities, the giving of warranties, or otherwise, as envisaged in section 44 of the Companies Act.

## **20. SPECIAL RESOLUTION NUMBER 5**

### **General authority to repurchase securities**

**Resolved that:**

The company and/or a present or future subsidiary company are hereby authorised as a general authority, and as permitted in terms of clause 35 of the company's memorandum of incorporation, to repurchase securities issued by the company on such terms and conditions as may be determined by the directors from time to time, subject to the restrictions placed by the Companies Act and the following provisions of the JSE Listings Requirements:

- 18.1 That the repurchase of securities be effected on the open market through the order book operated by the JSE trading system and be done without any prior understanding or arrangement between the company and the counterparty (reported trades are prohibited);
- 18.2 That this general authority be valid only until the next annual general meeting or for fifteen months from the date of the passing of this resolution, whichever is the earlier date;
- 18.3 That an announcement be made giving such details as may be required in terms of the JSE Listings Requirements when the company has cumulatively repurchased 3% of the initial number (the number of that class of securities in issue at the time that the general authority is granted by the passing of this special resolution) of the relevant class of securities and for each 3% in aggregate of the initial number of that class acquired thereafter;
- 18.4 At any point in time the company may only appoint one agent to effect any repurchase on the company's behalf;
- 18.5 Repurchases may not be made by the company and/or its subsidiaries during a prohibited period as defined by the JSE Listings Requirements unless a repurchase programme is in place where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to variation) and has been submitted to the JSE in writing prior to the commencement of the prohibited period. The company will instruct an independent third party, which makes its investment decision in relation to the company's securities independently of, and uninfluenced by, the company prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE;
- 18.6 The general repurchase of securities shall not, in the aggregate, in any one financial year, exceed 20% of the company's issued capital of that class at the beginning of the financial year;
- 18.7 In terms of the Companies Act, a maximum of 10% in aggregate of the company's issued capital may be repurchased by the subsidiaries of the company;
- 18.8 The repurchase of securities may not be made at a price greater than 10% above the weighted average of the market value of the securities as determined over the five business days immediately preceding the date on which the transaction is effected. The JSE will be consulted for a ruling if the company's securities have not traded in such five business day period;
- 18.9 If the company enters into derivative transactions that may or will result in the repurchase of securities in terms of this general authority, such transactions will be subject to the provisions of the JSE Listings Requirements;
- 18.10 The directors undertake that the company will not commence a general repurchase of shares as contemplated above unless, for a period of 12 months following the date of the repurchase, the following criteria can be met:
  - The company and the group will be able to repay its debts in the ordinary course of business;

- The company and the group's assets will be in excess of the liabilities of the company and the group. For this purpose, the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the latest audited consolidated annual financial statements which comply with the Act;
  - The share capital and reserves of the company and the group will be adequate for ordinary business purposes; and
  - The working capital of the company and the group will be adequate for ordinary business purposes.
- 18.11 The board must pass a resolution that they authorised the repurchase and that the company and the group have passed the solvency and liquidity test as set out in section 4 of the Companies Act, and that since the test was done there have been no material changes to the financial position of the group; and
- 18.12 Any general repurchase is subject to exchange control regulations and approvals in place at that point in time.

## **21. SPECIAL RESOLUTION NUMBER 6**

### **General authority to allot and issue authorised but unissued securities for cash**

Section 5.52 of the JSE Listing Requirements as read with clause 19.9 of the memorandum of incorporation

#### **Resolved that:**

The directors are hereby authorised as a general authority, to allot and issue the authorised but unissued securities for cash, upon such terms and conditions and to such persons as they in their discretion may determine, subject to the provisions of the Companies Act, the memorandum of incorporation of the company and the JSE Listings Requirements, provided that:

- 19.1 The securities be of a class already in issue or, where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- 19.2 Securities may only be issued to public shareholders as defined in the JSE Listings Requirements, and not to related parties, unless the JSE agrees otherwise;
- 19.3 The securities which are the subject of general issues for cash:
- 19.3.1 In the aggregate may not exceed 5% (being 30 754 064 ordinary shares) of the company's equity securities in issue of that class as at the date of the passing of the notice of the annual general meeting, provided that such authorisation be valid only until the next annual general meeting or fifteen months from the date of passing the resolution, whichever is the earlier date; and
- 19.3.2 In the event of a sub-division or consolidation of the issued equity securities during the period contemplated in the first bullet above, the existing authority must be adjusted accordingly to represent the same allocation ratio;
- 19.4 Any equity securities issued under this authority during the period must be deducted from the number above;
- 19.5 The calculation of the listed equity securities is a factual assessment of the listed equity securities as at the date of the annual general meeting, and excludes treasury shares;
- 19.6 The maximum discount at which such securities may be issued or sold, as the case may be, is 10% of the weighted average traded price of such securities on the JSE over the 30 business days preceding the date that the price of the issue is agreed between the company and the party

subscribing for the securities. The JSE will be consulted for a ruling if the company's securities have not traded in such 30 business day period;

- 19.7 Any such general issues are subject to exchange control regulations and approval at that point in time;
- 19.8 An announcement giving full details, including the impact on net asset value, net tangible asset value, earnings and headline earnings per security (and if applicable, diluted earnings and diluted headline earnings per security) will be published at the time of any issue representing, on a cumulative basis within a financial year, 5% of the number of securities in issue prior to the issue, in accordance with section 11.22 of the JSE Listings Requirements; and
- 19.9 This authority includes any options/convertible securities that are convertible into an existing class of equity securities.

**C. Report relating to the social and ethics committee to the annual general meeting**

This report is contained on page 8 of the annual financial statements, available on [www.transactioncapital.co.za](http://www.transactioncapital.co.za). The chairman of the committee was available at the annual general meeting to answer any questions thereon.

**D. Trading update**

The statement by the group CEO was released on the Stock Exchange News Service of the JSE (SENS) on 10 March 2020. The group CEO was available at the annual general meeting to answer any questions thereon.

**E. Results of voting and publication of AGM results**

Following the tallying of the votes by Computershare, the Chairman noted that all resolutions voted on were passed with the requisite voting majority and confirmed that the results of the AGM will be released on SENS as soon as is practically possible after the meeting.

**SIGNED AS A CORRECT RECORD**

\_\_\_\_\_  
**Chairman**

**Date:** \_\_\_\_\_