



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")

NOTICE OF GENERAL MEETING

1. INTRODUCTION AND RATIONALE

Ordinary shareholders of Transaction Capital ("Transaction Capital Shareholders") are advised that a circular ("the Circular") has been distributed on Friday, 24 May 2013 relating to the adoption of the Transaction Capital Share Appreciation Rights Plan; and a specific authority relating to a specific repurchase of up to 1 069 227 Transaction Capital ordinary shares ("Shares") from participants of the Transaction Capital Assisted Offer Scheme, which is a once-off closed scheme established in March 2010 in terms of which employees at the time were granted the right to subscribe for Shares funded at prime less 5% in respect of one third of the cost of Shares acquired.

Following the Company's listing on the JSE Limited ("the JSE"), the board of directors of Transaction Capital are considering implementing an equity-settled long-term incentive plan to attract, retain, motivate and reward key employees of Transaction Capital and its subsidiaries as identified by the Nominations and Remuneration Committee of the board of directors of Transaction Capital on recommendation from the Company's Chief Executive Officer. This is aligned with global best practice, and emerging South African practice, and serves to harmonise the required attributes of shareholder alignment, retention of key talent and long-term sustained performance.

A special resolution is being proposed to Transaction Capital Shareholders to authorise the Company or any subsidiary of the Company designated for that purpose in terms of the JSE Listings Requirements ("Listings Requirements") and the Companies Act 71 of 2008, as amended, to repurchase a maximum of 1 069 227 Shares which were issued by the Company in terms of the Transaction Capital Assisted Offer Scheme to parties who classify as related parties in terms of paragraph 10.1(b) of the Listings Requirements and which were not funded by the Transaction Capital General Share Scheme, in circumstances where a participant of the Transaction Capital General Share Scheme, who is not terminating his/her employment, wishes to sell Shares to settle his/her share debt.

2. GENERAL MEETING

A general meeting of Transaction Capital Shareholders will be held at 10:00 on Wednesday, 10 July 2013 at the Company's registered office First Floor, Transaction Capital House, Sandhavon Office Park, 14 Pongola Crescent, Eastgate Extension 17, Sandton 2199 ("the General Meeting") to consider and, if deemed fit, to pass, with or without modification, the ordinary and special resolutions set out in the notice of General Meeting.

3. SALIENT DATES AND TIMES

	2013
Record date to determine who is entitled to receive the Circular	Friday, 17 May
Circular distributed to Transaction Capital Shareholders on	Friday, 24 May
Last day to trade in order to attend, participate and vote at the General Meeting	Friday, 28 June
Record date to determine which Transaction Capital Shareholders may attend, participate and vote at the General Meeting	Friday, 5 July
Last day for receipt of forms of proxy for the General Meeting (by no later than 10:00) ⁽³⁾	Tuesday, 9 July
General Meeting to be held at 10:00 on	Wednesday, 10 July
Results of General Meeting to be released on SENS on	Wednesday, 10 July
Results of General Meeting to be published in the South African press on	Thursday, 11 July

Notes:

1. All times indicated above are local times in South Africa.
2. The dates and times indicated in the table above are subject to change and any such changes will be released on SENS and published in the South African press.
3. If any form of proxy is not delivered timeously to the Company's Registered Office or the Transfer Secretaries, it may be handed to the chairman of the General Meeting at any time before the proxy exercises any rights of the Transaction Capital Shareholders at the General Meeting.
4. If the General Meeting is adjourned or postponed an appropriate announcement will be released on SENS. In such circumstances forms of proxy must be received by no later than 24 hours prior to the time of the adjourned or postponed General Meeting (excluding Saturdays, Sundays and official public holidays in South Africa) at the Registered Office or the Transfer Secretaries, provided that if any form of proxy is not delivered timeously it may be handed to the chairman of the adjourned or postponed General Meeting at any time before the proxy exercises any rights of the Shareholder at such adjourned or postponed General Meeting.

Sandton
24 May 2013

Sponsor
Deutsche Securities (SA) Proprietary Limited

Legal Advisors to the Company for the General Meeting
Edward Nathan Sonnenbergs Inc.
