



TRANSACTION CAPITAL LIMITED

(Incorporated in the Republic of South Africa)

(Registration No. 2002/031730/06)

ISIN: ZAE00167391

JSE share code: TCP

("Transaction Capital" or the "Company")

FULFILMENT OF CONDITIONS PRECEDENT: THE ACQUISITION OF PAYCORP HOLDINGS PROPRIETARY LIMITED (REGISTRATION NO. 2000/020217/07) ("PAYCORP") BY MAIN STREET 1127 PROPRIETARY LIMITED (REGISTRATION NO. 2013/077630/07) ("NEW HOLDCO")

1. INTRODUCTION

Transaction Capital shareholders are referred to the announcements on the Stock Exchange News Service ("**SENS**") of the JSE Limited on 7 August 2013 and 30 August 2013 and in the press on 8 August 2013 and 2 September 2013, wherein shareholders were advised, *inter alia*, that the Company had entered into a written agreement (the "**Agreement**") with Paycorp, New Holdco (a subsidiary of Actis Columbus (Mauritius) Limited, the shares of which are held by funds managed by Actis LLP) and Main Street 1126 Proprietary Limited, a wholly owned subsidiary of New Holdco, pursuant to and in terms of which Paycorp will, subject to the fulfilment or waiver of the conditions precedent contained in the Agreement, become a wholly owned subsidiary of New Holdco (the "**Proposed Transaction**").

2. FULFILMENT OF CONDITIONS PRECEDENT AND AMENDMENT TO THE AGREEMENT

Shareholders are advised that all conditions precedent to the Proposed Transaction have been timeously fulfilled or waived.

Shareholders are hereby advised that certain amendments were made to the Agreement in terms of amendment letters entered into between the parties, including the following:-

2.1 the effective date and the implementation date of the Proposed Transaction were changed to 1 November 2013 (“**Effective Date**”); and

2.2 the consideration to be received by Transaction Capital has been increased by R2,5 million and as a result, Transaction Capital is no longer entitled to receive a proportion of the net profits of Paycorp and its subsidiaries for the period from 1 October 2013 up to and including the Effective Date.

The material terms and conditions of the Agreement, as announced on SENS and in the press, remain the same save for the changes set out above.

Johannesburg
1 November 2013



Legal advisors to Transaction Capital:
Edward Nathan Sonnenbergs Inc.



Sponsor to Transaction Capital:
Deutsche Securities (SA) Proprietary Limited



Independent Expert to board of directors of Transaction Capital:
Grant Thornton Advisory Services Proprietary Limited



Independent auditors and reporting accountant on the unaudited *pro forma* financial information of Transaction Capital:
Deloitte



Tax advisors to Transaction Capital:

Werksmans

WEBBER WENTZEL

in alliance with > **Linklaters**

Legal and tax advisers to Actis and New Holdco:

Webber Wentzel