

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

RESULTS OF THE GENERAL MEETING OF SHAREHOLDERS

Shareholders of Transaction Capital ("Shareholders") are referred to the terms announcement released on the Stock Exchange News Service ("SENS") of the JSE Limited on Thursday, 1 September 2016 and the distribution of circular incorporating notice of general meeting announcement released on SENS on Wednesday, 21 September 2016.

Shareholders are advised that at a general meeting of Shareholders that was held at 09:00 on Thursday, 20 October 2016 ("General Meeting"), all of the resolutions tabled thereat were passed by the requisite majority of votes cast by Shareholders present in person or represented by proxy.

As at Friday, 14 October 2016, being the Voting Record Date, Transaction Capital had 571 850 243 ordinary shares in issue. Total number of issued ordinary shares in the capital of Transaction Capital which were present/ represented at the General Meeting is 496 479 395 (being 86.8% of the total issued share capital).

The details of the results of the General Meeting are as follows:

RESOLUTIONS SET OUT IN THE NOTICE OF GENERAL MEETING	SHARES ELIGIBLE TO VOTE	NUMBER OF SHARES VOTED	EXERCISED VOTES AS A % OF SHARES IN ISSUE	FOR			AGAINST			ABSTAINED	
				#	As a % of shares in issue	As a % of votes exercised	#	As a % of shares in issue	As a % of votes exercised	#	As a % of shares in issue
Special Resolution Number 1 Specific authority to issue shares for cash	325 228 064	249 676 981	43.7%	222 156 194	38.9%	89.0%	27 520 787	4.8%	11.0%	180 235	0.0%

Special Resolution Number 2 Authority to issue shares in terms of section 41(1) of the Companies Act, 2008 (Act 71 of 2008), as amended	325 228 064	249 676 981	43.7%	222 156 194	38.9%	89.0%	27 520 787	4.8%	11.0%	180 235	0.0%
Special Resolution Number 3 Authority for financial assistance for the purpose of, or in connection with, the purchase and subscription of TCP shares in terms of the Transaction	325 228 064	249 676 981	43.7%	222 588 422	38.9%	89.2%	27 088 559	4.8%	10.8%	180 235	0.0%
Special Resolution Number 4 Adoption of the TCP Conditional Share Plan	571 850 243	485 104 744	84.8%	466 358 669	81.5%	96.1%	18 746 075	3.3%	3.9%	11 374 651	2.0%
Ordinary Resolution Number 1 Waiver of mandatory offer	325 228 064	249 676 981	43.7%	221 914 137	38.8%	88.9%	27 762 844	4.9%	11.1%	180 235	0.0%
Ordinary Resolution Number 2 Authority to execute requisite documents required to implement the Transaction	325 228 064	249 676 981	43.7%	222 588 422	38.9%	89.2%	27 088 559	4.8%	10.8%	180 235	0.0%

Ordinary Resolution Number 3 Authority to execute requisite documents required to implement the TCP Conditional Share Plan	571 850 243	485 104 744	84.8%	466 358 669	81.5%	96.1%	18 746 075	3.3%	3.9%	11 374 651	2.0%
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Shareholders are advised that an exemption application will be submitted to the Takeover Regulation Panel ("TRP") on Friday, 21 October 2016 to obtain the TRP Waiver Ruling. Once the TRP Waiver Ruling is obtained from the TRP, Transaction Capital will then release a SENS announcement advising Shareholders of the TRP Waiver Ruling and informing Shareholders that they may request the Takeover Special Committee to review the TRP Waiver Ruling within 5 business days of such announcement.

Shareholders are also advised that approval for the implementation of the Transaction was granted by the Competition Authorities without any conditions.

Dunkeld West
20 October 2016

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Sponsor:
Deutsche Securities (SA) Proprietary Limited