



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

NOTICE OF BOARD CHANGES AND APPOINTMENT OF COMPANY SECRETARY

In accordance with paragraph 3.59 of the JSE Limited Listings Requirements, the company wishes to inform shareholders of the below changes in non-executive director appointments and the appointment of company secretary.

Mr David Woollam has indicated that he will not be available for re-election at the company's forthcoming annual general meeting to be held on 2 March 2017 ("AGM"), and will thus resign on such date. Mr Woollam was appointed as an independent non-executive director in February 2012. During this tenure, Mr Woollam chaired Transaction Capital's Audit, Risk and Compliance Committee ("ARC") and was a valuable member of the Asset and Liability Committee ("ALCO"). The board of directors of the company ("Board") wishes to thank Mr Woollam for his significant contribution to the company over the past five years, specifically in the areas of risk management, finance, compliance and capital management, and wishes him well with his future endeavours.

In addition, Mr Dumisani Tabata has also indicated that he will not be available for re-election at the AGM, and will thus resign on such date. Mr Tabata joined the Board as an independent non-executive director in February 2010, and during this tenure chaired Transaction Capital's Remuneration Committee and was also a member of the Nominations Committee. The Board wishes to thank Mr Tabata for his valued contribution to the company, and wishes him well with his future endeavours.

To augment the board's skillset, and in line with Transaction Capital's gender diversity policy, the company is pleased to announce that Ms Olufunke Ighodaro will be appointed as an independent non-executive director with effect from 1 April 2017. It is intended that Ms Ighodaro be appointed as a member of the Audit, Risk and Compliance Committee and the ALCO from such date.

Ms Ighodaro is a non-executive director of Datatec Limited, and previously held the positions of CFO of Tiger Brands Limited, CFO of Primedia Limited and MD of the private equity arm of Kagiso Trust Investments. Ms Ighodaro trained and qualified as a Chartered Accountant with PricewaterhouseCoopers. She holds a BSc (Honours) from Salford University and is a Fellow of the Institute of Chartered Accountants in England and Wales (FCA). The Board looks forward to Ms Ighodaro's contribution.

Following the abovementioned changes, the Board will comprise six non-executive directors (five of whom are independent) and five executive directors. The following changes to the Board subcommittees will become effective from 2 March 2017:

- Kuben Pillay will be appointed as chairman of the remuneration committee and as a member of the nominations committee (subject to his reappointment as a director at the forthcoming AGM);
- David Hurwitz will be appointed as the chairman of the ALCO.

Further to the above, the Board wishes to advise that Ms Theresa Palos will replace Statucor (Pty) Ltd as Company Secretary with effect from 2 March 2017. Ms Palos is an admitted attorney and has over 20 years of legal and tax experience. Prior to joining Transaction Capital in July 2016, Ms Palos held the position of Associate Director at KPMG in the tax and legal practice.

Dunkeld West
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