



Transaction Capital Limited  
(Incorporated in the Republic of South Africa)  
Registration No: 2002/031730/06  
JSE share code: TCP  
ISIN: ZAE000167391  
("Transaction Capital" or "the Company")



TransCapital Investments Limited  
(Incorporated in the Republic of South Africa)  
(Registration No. 2016/130129/06)  
JSE debt code: TCII

## DEALINGS IN SECURITIES BY ASSOCIATES OF A DIRECTOR AND NOTICE OF CHANGE OF BENEFICIAL INTERESTS

The family of Michael Paul Mendelowitz, a founder of Transaction Capital, is undertaking a process to rearrange the ownership of its interest in Transaction Capital, but with no change in its absolute holding in the Company.

In compliance with paragraphs 3.63 and 3.65 of the JSE Limited Listings Requirements ("Listings Requirements"), the following information is disclosed:

<b>Name of director</b>	Michael Paul Mendelowitz
<b>Name of company</b>	Transaction Capital Limited
<b>Date transaction was effected</b>	25 November 2020
<b>Class of security</b>	Ordinary shares
<b>Share price</b>	R21.58
<b>Number of shares</b>	36 333 333
<b>Total value</b>	R784 073 326
<b>Nature of transaction</b>	Off market disposal and acquisition of ordinary shares
<b>Nature of interest</b>	Indirect, non-beneficial
<b>Clearance obtained</b>	Yes
<b>Interest of associates</b>	<p>The Mendelowitz family's look through rights to 36 333 333 Transaction Capital shares ('the shares'), held by Rutland Trust ('RT'), have been acquired by Mr. Mendelowitz.</p> <p>Mr. Mendelowitz will thereafter dispose of the shares to Pilatucom Holdings Limited ('Pilatucom') 33.33% of the shares of which will be held by a trust of which Mr. Mendelowitz is a contingent discretionary beneficiary.</p> <p>The transaction with Pilatucom will be implemented once formalities are finalised.</p>

## **Change of beneficial interests**

As a result of the above, and in accordance with section 122(3)(b) of the Companies Act no. 71 of 2008 (as amended) ('the Act'), and paragraph 3.83(b) of the Listings Requirements, shareholders are hereby advised that the Company received formal notification of the following changes of beneficial interests in the Company:

1. RT has disposed of the shares in the company to Mr. Mendelowitz.
2. Mr. Mendelowitz will dispose of the shares to Pilatucom.
3. Pilatucom owns 72 666 667 shares in the Company and, after the acquisition from Mr. Mendelowitz, it will accordingly own 109 000 000 shares representing 16.47% of the issued shares in the Company. The Mendelowitz family's look through interest in the issued shares of the Company accordingly remains unchanged at 5.49%.

Transaction Capital confirms that, as required in terms of section 122(3)(a) of the Act, the Company has filed the required notices with the Takeover Regulation Panel and to the best of its knowledge and belief, the information supplied by Mr. Mendelowitz is complete and consistent.

Hyde Park

26 November 2020

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Sponsor:

RAND MERCHANT BANK (A division of FirstRand Bank Limited)