



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")



TransCapital Investments Limited
(Incorporated in the Republic of South Africa)
Registration Number: 2016/130129/06
Bond company code: TCII
LEI NUMBER: 378900AA31160C6B8195

DEALINGS IN SECURITIES BY ASSOCIATES OF DIRECTORS AND NOTICE OF CHANGE IN BENEFICIAL INTEREST IN TRANSACTION CAPITAL

The families of Jonathan Jawno, Michael Mendelowitz and Roberto Rossi, the three founders of Transaction Capital ("the Founders"), are undertaking a process to rearrange the ownership of their indirect interest in Transaction Capital, but with no change in their respective absolute holding in the Company. In compliance with paragraphs 3.63 to 3.74 of the JSE Limited Listings Requirements, the following information is disclosed:

Name of directors	Jonathan Michael Jawno; Michael Paul Mendelowitz; Roberto Rossi
Date transaction was agreed	22 February 2024
Class of securities	Ordinary shares
Number of securities	110 500 000
Price per share	R9.19
Total Value	R1 015 495 000
Clearance obtained	Yes
Nature of transaction	<p>Off market restructure by way of a sale of ordinary shares by Pilatucom Holdings Limited ("Pilatucom") to its parent companies, being Rigicom Holdings Limited, Neuheim Holdings Limited and Neranga Holdings Limited ("the parent companies"), in equal one third proportions.</p> <p>As previously disclosed, these shares have been and continue to be pledged with an institutional lender against a general finance facility related to the Founders.</p>
Associate relationship	Pilatucom is a joint associate of the Founders. In addition, the parent companies are wholly owned by the family trusts of the Founders who are contingent discretionary beneficiaries.
Nature of interest in respect of the directors	Indirect, non-beneficial
Nature of interest in respect of the Associates	Indirect, beneficial

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 JSE Limited Listings Requirements, shareholders are hereby advised that the Company has received formal notification of the following changes of beneficial interests in the Company:

1. Pilatucom Holdings Limited has disposed of its entire 14.09% interest in the Company; and
2. Rigicom Holdings Limited, Neuheim Holdings Limited and Neranga Holdings Limited (the parent companies of Pilatucom Holdings Limited) have each acquired a direct beneficial interest in the Company such that they each own 4.69% of the issued ordinary share capital of the Company.

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 Pilatucom Holdings Limited is complete and consistent.

The board of directors accepts responsibility for the information contained in this announcement, and to the best of their knowledge and belief, that information is true, and this announcement does not omit anything likely to affect the importance of the information included.

Sandton
22 February 2024

Enquiries:
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Sponsors:
Equity Sponsor: Investec Bank Limited
Debt Sponsor: Rand Merchant Bank (A division of FirstRand Bank Limited)