



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: 378900AA31160C6B8195

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## FINALISATION ANNOUNCEMENT IN RELATION TO THE UNBUNDLING OF WEBUYCARS AND ITS SEPARATE LISTING ON THE JSE

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### 1. INTRODUCTION

- 1.1 Shareholders are referred to the various announcements released by Transaction Capital on the JSE's Stock Exchange News Service ("**SENS**") and the circular distributed to Shareholders on Friday, 16 February 2024 ("**Circular**"), regarding the unlocking of value for shareholders of Transaction Capital, comprising: the firm intention to unbundle WeBuyCars and its separate listing on the Main Board of the JSE, the WeBuyCars share issue of R760 million, the private placement of WBC shares of R500 million, a pre-listing capital raise of up to R750 million.
- 1.2 All capitalised terms used but not defined in this announcement shall bear the meanings ascribed to them in the Circular.
- 1.3 The disclaimers set out in the Circular and the various announcements released by Transaction Capital on SENS apply equally to this announcement.

### 2. FULFILMENT OF UNBUNDLING CONDITIONS

The Company is pleased to advise Shareholders that all Unbundling Conditions have been fulfilled and that the Unbundling has therefore become unconditional. Shareholders are advised that the TRP has issued a compliance certificate in terms of s119(4)b read with 121(b) of the Companies Act.

### 3. SALIENT DATES AND TIMES

The salient dates and times for the Listing and Unbundling therefore remain as set out in the Circular. The relevant dates and times are repeated below for ease of reference:

Last day to trade Shares in order to be recorded in the Register to participate in the Unbundling on

Shares trade *ex right* to the WBC Distribution Shares

**2024**  
Wednesday, 10 April

Thursday, 11 April

WBC Shares listed on the JSE and shares commence trading on	Thursday, 11 April
Announcement in respect of the apportionment of base costs in relation to the Unbundling for taxation purposes by 11:00 on	Friday, 12 April
Announcement in respect of the cash value of fractional entitlements applicable to the Unbundling by 11:00 on	Friday, 12 April
Unbundling Record Date	Monday, 15 April
Announcement on SENS of closing price of a WBC Share after markets close	Monday, 15 April
Unbundling Completion Date on which Shareholders will have their accounts at their CSDP or Broker updated to reflect the WBC Distribution Shares	Tuesday, 16 April

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#### Notes:

1. The above dates and times are subject to amendment at the discretion of Transaction Capital, subject to the approval of the TRP and/or the JSE, if required. Any such amendment will be published on SENS.
2. Shareholders should note that transactions in Transaction Capital Shares are settled in the electronic settlement system used by Strate. Accordingly, settlement of trades takes place three Business Days after such trade. Therefore, Shareholders who acquire Transaction Capital Shares after close of trade on Wednesday, 10 April 2024 will not be eligible to participate in the Unbundling.
3. Share certificates may not be Dematerialised or re-materialised between Thursday, 11 April 2024 and Monday, 15 April 2024, both days inclusive.
4. All times indicated above and elsewhere in this announcement are in South African Standard Time.
5. In terms of the Unbundling, Shareholders will receive the WBC Distribution Shares in Dematerialised form only, which WBC Distribution Shares will be listed on the JSE. Certificated Shareholders wishing to receive their WBC Distribution Shares in Dematerialised form and Shareholders wishing to materialise their WBC Distribution Shares following the implementation of the Unbundling, are referred to the Circular, which details the steps to be taken by them in this regard.

#### 4. FINAL DISTRIBUTION RATIO

- 4.1 As envisaged in the Circular, WeBuyCars, Transaction Capital and IVDW Holdings have implemented various capital raising initiatives prior to the Listing and Unbundling. As a result of such capital raising initiatives, Transaction Capital's shareholding in WeBuyCars on Listing of WeBuyCars on the Main Board of the JSE shall be 61.44%.
- 4.2 **Accordingly, the Distribution Ratio as set out in the Circular has increased to 0.32678 WBC Shares for every 1 Transaction Capital Share held by a Transaction Capital Shareholder on the Unbundling Record Date.**

#### 5. RESPONSIBILITY STATEMENT

The Board (including the Independent Board) individually and collectively accepts full responsibility for the accuracy of the information contained in this announcement. In addition, the Board (including the Independent Board) certifies that to the best of its knowledge and belief, the information contained in this announcement solely pertaining to the Company is true and, where appropriate, does not omit anything that is likely to affect the importance of the information contained herein or which would make any statement false or misleading, and that all reasonable enquiries to ascertain such information have

been made and the announcement contains all information required by law and the JSE Listings Requirements.

Sandton  
3 April 2024

**Transaction Advisor and Sponsor**  
PSG Capital

**Legal Advisor as to South African law**  
ENSAfrica

**Legal Advisor as to US and UK law**  
Goodwin

**Tax Advisor**  
Werksmans Attorneys

**Escrow Agent**  
Cliffe Dekker Hofmeyr

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