

# TRANSACTION CAPITAL LIMITED - Results of the annual general meeting of shareholders

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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" or "the group")	TransCapital Investments Limited (Incorporated in the Republic of South Africa) (Registration No. 2016/130129/06) Bond Company code: TCII
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## RESULTS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Shareholders of Transaction Capital are advised that at the annual general meeting of shareholders held on Thursday, 7 March 2019 ("Annual General Meeting"), in terms of the notice of Annual General Meeting distributed to shareholders on Monday, 28 January 2019, all of the resolutions tabled were passed by the requisite majority of votes cast by shareholders present in person or represented by proxy.

The total number of voteable shares represented in person or by proxy at the Annual General Meeting was 496 865 781 shares, representing 81.24% of Transaction Capital's issued share capital of 611 609 074 ordinary shares as at Friday, 1 March 2019, being the Voting Record Date.

Shareholders are advised that the results of the Annual General Meeting are as follows:

RESOLUTIONS AS SET OUT IN THE NOTICE OF ANNUAL GENERAL MEETING	TOTAL SHARES VOTED		SHARES ABSTAINED	
	FOR	AGAINST	NUMBER	%*
			(%)	(%)
Ordinary Resolution Number 1 Re-election of director K Pillay			100.00	0.00
			495 230 346	80.97
			0.27	
Ordinary Resolution Number 2 Re-election of director R Rossi			93.41	6.59
			495 230 346	80.97
			0.27	
Ordinary Resolution Number 3 Re-election of director M Mendelowitz			99.49	0.51
			496 822 948	81.23
			0.01	
Ordinary Resolution Number 4 Election of director D Radley			100.00	0.00
			495 230 346	80.97
			0.27	
Ordinary Resolution Number 5 Election of director B Hanise	97.56	2.44	495 230 346	80.97
			0.27	

Ordinary Resolution Number 6 Appointment of members of audit, risk and compliance committee D Radley	100.00	0.00	496 822 948	81.23	0.01
Ordinary Resolution Number 7 Appointment of members of audit, risk and compliance committee P Langeni	93.68	6.32	496 822 948	81.23	0.01
Ordinary Resolution Number 8 Appointment of members of audit, risk and compliance committee C Seabrooke	71.39	28.61	496 822 948	81.23	0.01
Ordinary Resolution Number 9 Appointment of members of audit, risk and compliance committee B Hanise	100.00	0.00	496 822 948	81.23	0.01
Ordinary Resolution Number 10 Appointment of Deloitte & Touche as auditors	98.56	1.44	496 723 479	81.22	0.02
Ordinary Resolution Number 11 Non-binding advisory vote on remuneration policy	80.87	19.13	494 986 242	80.93	0.31
Ordinary Resolution Number 12 Non-binding advisory vote on remuneration implementation report	93.99	6.01	495 230 342	80.97	0.27
Ordinary Resolution Number 13 Issue of securities for acquisitions	96.77	3.23	495 230 346	80.97	0.27
Ordinary Resolution Number 14 Authority to act	100.00	0.00	496 822 948	81.23	0.01
Special Resolution Number 1 Approval of non-executive directors' and committee members' fees	100.00	0.00	495 230 346	80.97	0.27
Special Resolution Number 2** Authority to provide financial assistance in terms of section 45 of the Companies Act	99.48	0.52	496 822 948	81.23	0.01
Special Resolution Number 3 Authority to provide financial assistance in terms of section 44 of the Companies Act	99.48	0.52	496 822 948	81.23	0.01
Special Resolution Number 4 General authority to repurchase securities	99.17	0.83	496 822 948	81.23	0.01
Special Resolution Number 5 General authority to allot and issue authorised but unissued securities for cash	90.56	9.44	496 822 948	81.23	0.01

Special Resolution Number 6 Approval of the provision of financial assistance in terms of section 44 of the Companies Act under the equity partnership transaction entered into between SA Taxi and SANTACO	100.00	0.00	496 822 248	81.23	0.01
Special Resolution Number 7** Approval of the provision of financial assistance in terms of section 45 of the Companies Act under the equity partnership transaction entered into between SA Taxi and SANTACO	100.00	0.00	496 822 248	81.23	0.01

\*Expressed as a percentage of a total of 611 609 074 Transaction Capital ordinary shares in issue as at Friday, 1 March 2019, being the Voting Record Date.

\*\*Shareholders are hereby notified in terms of section 45(5) of the Companies Act that the board has passed corresponding resolutions in relation to Special Resolution Number 2 and Special Resolution Number 7.

Dunkeld West  
7 March 2019

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Sponsor:  
Rand Merchant Bank (A division of FirstRand Bank Limited)

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