



Datacentrix Holdings Limited
 Incorporated in the Republic of South Africa
 (Registration number: 1998/006413/06)
 Share code: DCT ISIN: ZAE000016051
 (“Datacentrix”)



Pinnacle Holdings Limited
 Incorporated in the Republic of South Africa
 Registration number 1986/000334/06
 Share Code: PNC ISIN: ZAE000184149
 (“Pinnacle”)

Investor news

JOINT CAUTIONARY ANNOUNCEMENT - EXPRESSION OF INTEREST TO EFFECT BUY-OUT AND SUBSEQUENT DELISTING OF DATACENTRIX

Shareholders of Datacentrix and Pinnacle are advised that Pinnacle, which holds 57.1% of the issued share capital of Datacentrix, has submitted a non-binding expression of interest (“EOI”) to Datacentrix to acquire all of the issued share capital of Datacentrix, excluding treasury shares and shares that are already owned by Pinnacle (“Offer Shares”) (“Proposed Transaction”), and the subsequent delisting of Datacentrix from the JSE Limited (“JSE”). A comparable offer will also be made to the Datacentrix option holders in terms of the Datacentrix option scheme, if applicable, subject to the successful completion of the Proposed Transaction. It is contemplated that the Proposed Transaction would be implemented by way of a scheme of arrangement in terms of section 114 of the Companies Act, 2008 (Act 71 of 2008), as amended (“the Companies Act”) (“Proposed Scheme”), and failing approval of the Proposed Scheme, by way of a general offer in terms of section 117 of the Companies Act (“General Offer”) in terms of which Pinnacle will offer to acquire from shareholders of Datacentrix who wish to accept the General Offer, all of their Datacentrix shares on the same terms and conditions as would have been applicable to the Proposed Scheme.

In terms of the EOI, the consideration payable by Pinnacle to Datacentrix shareholders will be R6.65 per Datacentrix share, to be settled in cash (“Scheme Consideration”), amounting to approximately R541 million. This is subject to a fair and reasonable being performed by an Independent Expert appointed by the independent board of directors of Datacentrix.

Pinnacle has received irrevocable undertakings from the following Datacentrix shareholders (representing in aggregate 72.05% of the Offer Shares) to support the Proposed Transaction and to vote in favour of the Proposed Scheme, should it proceed, and the subsequent delisting of Datacentrix from the JSE or to accept the General Offer, if the Scheme is not approved:

Datacentrix Shareholder	Offer Shares held	Percentage of Offer Shares beneficially held or controlled (directly or indirectly)
36One Asset Management Proprietary Limited	25 056 658	30.81%
Sentio Capital Management Proprietary Limited	33 535 264	41.24%
Total	58 591 922	72.05%

Shareholders of Datacentrix and Pinnacle are advised that the EOI does not constitute a firm intention by Pinnacle to make an offer and it is possible that no offer may result from this process. Accordingly, pending further announcements, Datacentrix and Pinnacle shareholders are advised to exercise caution when dealing in their Datacentrix and Pinnacle shares, respectively

Midrand
 12 October 2016

Sponsor to Pinnacle

Deloitte & Touche Sponsor Services Proprietary Limited

Legal Adviser to Pinnacle

TWB

Sponsor to Datacentrix

Merchantec Capital