

Notes to the Annual Financial Statements (continued)

for the year ended 29 February 2004

3. DIRECTORS (continued)

Restraint of Trade Agreements and Long-Term Employment Contracts

All seven executive directors, and most senior staff members are bound by restraint of trade agreements.

Directors' Remuneration

Executive Directors - Company Only

	Salaries	Bonuses	Benefits	Retirement	Total	Total
	R'000	R'000	R'000	contributions	2004	2003
				R'000	R'000	R'000
Gary Morolo (Chairman)	1 360	605	25	176	2 166	1 825
Gerhard Uys (CEO)	1 379	605	6	176	2 166	1 825
Klaas Lammers	1 361	605	24	176	2 166	1 825
Charl Joubert	716	-	39	113	868	790
Stewart Barker	826	270	27	108	1 231	1 219
Ahmed Mahomed	852	250	1	108	1 211	-
Elizabeth Naidoo*	233	96	11	31	371	-
Total	6 727	2 431	133	888	10 179	7 484

*Elizabeth Naidoo's remuneration is only for the period from 06 October 2003 to 29 February 2004.

No current or retired director receives a pension funded by the group.

Non-Executive Directors - Fees for Services as Directors

	2004	2003
	R'000	R'000
Joan Joffe	147	37
Sam Nematswerani	36	23
Christoff Botha	36	23
Natanya Kuper	27	28
Imogen Mkhize	200	23
Total	446	134

Sam Nematswerani has an interest in major shareholder Aka Capital (Proprietary) Limited (CNI and Eglin 31) and accordingly the fees are paid to this company.

Christoff Botha has an interest in shareholder Treacle Venture Partners (Proprietary) Limited and accordingly the fees are paid to this company.

Natanya Kuper, prior to her resignation from the board of directors, represented Gensec NSA Equity Fund and accordingly the fees were paid to Gensec.

Joan Joffe and Imogen Mkhize are independent directors.

3. DIRECTORS (continued)

Directors' Shareholding

Executive Directors

	Beneficial		Beneficial	
	Direct	Indirect	Direct	Indirect
	2004	2004	2003	2003
Gerhard Uys	16 053 031	-	16 053 031	-
Klaas Lammers	14 553 030	-	14 553 030	-
Charl Joubert#	472 031	-	239 524	-
Stewart Barker*	152 900	537 500	152 900	287 500
Ahmed Mahomed*	-	281 250	-	93 750
Elizabeth Naidoo*	-	125 000	-	-
Total	31 230 992	943 750	30 998 485	381 250

Charl Joubert has the right to 252 857 shares dependent on profit warranties being achieved over the next year.

* Shares are held through the Datacentrix Holdings Share Trust, and only the immediately exercisable portion is included above.

Gary Morolo and Sam Nematswerani are shareholders in and directors of Aka Capital (Proprietary) Limited.

Non-Executive Directors

	Beneficial		Beneficial	
	Direct	Indirect	Direct	Indirect
	2004	2004	2003	2003
Joan Joffe	454 545	-	454 545	-
Christoff Botha	-	665 332	-	665 332
Total	454 545	665 332	454 545	665 332

Executive Directors' Share Options

Share option allocations are considered and recommended by the board and approved by the Remuneration Committee. During the period under review no options were awarded to any of the executive directors.

	Number	New options	Expired or	Number	Option price	Date from	Conditions
	of options	allocated	lapsed	of options		which	
	28/02/2003	during	during	29/02/2004		exercisable	
		the year	the year				
Gary Morolo	1 000 000	-	-	1 000 000	R1.00	01/03/2002	#
	1 000 000	-	-	1 000 000	R1.00	01/03/2003	#
Gerhard Uys	1 000 000	-	-	1 000 000	R1.00	01/03/2002	#
	1 000 000	-	-	1 000 000	R1.00	01/03/2003	#
Klaas Lammers	1 000 000	-	-	1 000 000	R1.00	01/03/2002	#
	1 000 000	-	-	1 000 000	R1.00	01/03/2003	#
Stewart Barker	1 000 000	-	-	1 000 000	R1.00	01/03/2002	*
	100 000	-	-	100 000	R1.00	01/03/2003	*
Ahmed Mahomed	750 000	-	-	750 000	R1.00	01/01/2002	*
Elizabeth Naidoo	500 000	-	-	500 000	R1.00	01/08/2002	*
Total	8 350 000	-	-	8 350 000			

Gary Morolo, Gerhard Uys and Klaas Lammers qualified for their share options at the end of February each year in terms of performance targets set by the board. The options were granted at the ruling price on the date of offering the options and are immediately exercisable.

* Conditions and exercise periods are set out in the rules of Datacentrix Holdings Share Trust. (refer note 21)