



# ESSENTIALS PROXY FORM

**Datacentrix Holdings Limited ("the company")**

Registration Number: 1998/006413/06

JSE Code: DCT

ISIN: ZAE000016051

**For use at the eleventh Annual General Meeting of members to be held at 10:00 on Friday, 5 June 2009, at the registered office of the company. To be completed by certificated shareholders and dematerialised shareholders with own name registration only.**

If shareholders have dematerialised their shares with a CSDP or broker, other than with own name registration, they must arrange with the CSDP or broker concerned to provide them with the necessary authorisation to attend the general meeting or the shareholders concerned must instruct them as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between the shareholder and the CSDP or broker concerned.

I/We (name in block letters) \_\_\_\_\_

of (address) \_\_\_\_\_

Being the holder(s) of  ordinary shares, hereby appoint:

1. \_\_\_\_\_ of \_\_\_\_\_ or failing him/her

2. \_\_\_\_\_ of \_\_\_\_\_ or failing him/her

3. The chairman of the meeting, as my/our proxy to be present and act on my/our behalf and vote on a poll on my/our behalf as indicated below at the Annual General Meeting of shareholders of the company.

Insert X in the appropriate block if you wish to vote all your shares in the same manner. If not, insert the number of votes in the appropriate block.

Agenda item	For	Against	Abstain
<b>1. To receive and adopt the annual financial statements</b>			
<b>2. Re-election of the retiring directors:</b>			
2.1 Gary Morolo (Chairman)			
2.2 Ahmed Mahomed (Chief Executive Officer)			
2.3 Elizabeth Naidoo (Financial Director)			
2.4 Joan Joffe (Non-Executive Director)			
2.5 Alwyn Martin (Non-Executive Director)			
<b>3. Authorise the board of directors to approve the executive directors' remuneration for the year ending 28 February 2010</b>			
<b>4. To re-appoint Deloitte &amp; Touche Registered Auditors as auditors</b>			
<b>5. Authorise the board of directors to approve the non-executive directors' fees for the financial year ending 28 February 2010</b>			
<b>6. Other items:</b>			
6.1 Renew the directors' authority to make general payments to the shareholders			
6.2 Directors' authority to control, allot and issue shares			
<b>7. Special resolution for the company to acquire its own securities</b>			

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2009

Signature \_\_\_\_\_ Assisted by (if applicable) \_\_\_\_\_



## ESSENTIALS PROXY FORM

**Postal:**

Computershare Investor Services Limited  
PO Box 61051  
Marshalltown, 2107

**Physical:**

Computershare Investor Services Limited  
70 Marshall Street  
Johannesburg, 2001

**Fax:**

Computershare Investor Services Limited  
+27 11 688 7717

Forms of proxy duly completed and signed by the shareholder must be faxed, lodged or posted to the share transfer secretary, to be received no later than 10:00 on Wednesday, 3 June 2009.

1. If no indication is given, the proxy will vote as (s)he thinks fit.
2. Any alteration to the form of proxy must be signed, not initialled.
3. Each shareholder is entitled to appoint one or more proxies who need not be shareholders of the company, to attend, speak and, on a poll, vote in place of that shareholder at the Annual General Meeting. This does not preclude the shareholder from attending and speaking at the general meeting.
4. Relevant power of attorney or authorisation of representatives must be attached, unless recorded by the company, or waived by the chairman of the meeting.
5. The chairman of the general meeting may reject or accept any completed proxy form other than in accordance with these instructions, provided (s)he is satisfied with the manner in which a member wishes to vote.
6. Shareholders who have dematerialised their shares with a CSDP or broker, other than own name registration, must arrange with the CSDP or broker concerned to provide them with the necessary authorisation to attend the Annual General Meeting or the shareholders concerned must instruct them as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between the shareholder and the CSDP or broker concerned.
7. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate space provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the general meeting as (s)he deems fit in respect of the shareholder's votes exercisable at the meeting. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or his/her proxy.
8. Where there are joint holders of shares and if more than one of such joint holders is present or represented, then the person whose name appears first in the register in respect of such shares or his/her proxy, as the case may be, shall alone be entitled to vote in respect thereof.
9. Registered certificated shareholders and dematerialised shareholders with own name registration who complete and lodge forms of proxy will nevertheless be entitled to attend and vote in person at the Annual General Meeting to the exclusion of their appointed proxy(ies) should such member wish to do so.
10. Proxies will only be valid for the purpose of the Annual General Meeting if faxed or delivered to the share transfer secretary at the above mentioned address, to be received no later than 10:00 on Wednesday, 3 June 2009.