

Notice of the Annual General Meeting

DATACENTRIX HOLDINGS LIMITED

(Incorporated in the Republic of South Africa), (Registration number: 1998/006413/06)
JSE code: DCT, ISIN: ZAE000016051, ("the company")

Notice is hereby given of the thirteenth Annual General Meeting of members of the company, which will be held at the registered office of the company, Sage Corporate Park North, 238 Roan Crescent, 1685, Old Pretoria Road, Midrand, on Friday, 10 June 2011 at 10:00 to consider and if deemed fit, to pass, with or without modification, the following ordinary and special resolutions:

Ordinary resolution 1: Adoption of annual financial statements

"To receive, consider and adopt the annual financial statements for the year ended 28 February 2011, incorporating the reports of the directors, the auditors and the audit committee therein."

Ordinary resolution 2: Re-election of directors

"To re-elect by way of separate resolutions the retiring directors in accordance with the provisions of the company's Articles of Association. The following retiring directors, being eligible, offer themselves for re-election: Gary Morolo, Alwyn Martin, Joan Joffe and Troy Dyer. Abbreviated curriculum vitae in respect of each of these directors appear on pages 10 and 11 of this Annual Report."

Ordinary resolution 3: Appointment of audit committee

"To elect by way of separate resolutions the following directors as members of the audit committee: Alwyn Martin (Chairman), Thenjiwe Chikane and Troy Dyer."

Ordinary resolution 4: Re-appointment of external auditors

"To confirm the re-appointment of Deloitte & Touche with Zuleka Jasper as designated auditor, as the group's auditors until the next Annual General Meeting."

Ordinary resolution 5: Authority to issue shares

"To resolve that the authorised but unissued shares in the capital of the company be and are hereby placed under the control of the directors for allotment and issue at the discretion of the directors of the company subject to the applicable legislation and the requirements of any stock exchange on which the shares in the capital of the company may from time to time be listed."

Ordinary resolution 6: Authority to issue shares for cash

"To resolve that in terms of the JSE Limited Listings Requirements ("Listings Requirements"), the directors be given the general authority to issue up to a maximum of 5 percent of the ordinary shares of one cent each for cash to the public as and when suitable situations arise, subject to the following conditions:

- the equity securities, which are the subject of the issue for cash, must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- the equity securities must be issued to public shareholders, as defined in paragraph 4.25 to 4.27 of the Listings Requirements, and not to related parties;
- securities, which are the subject of general issues for cash of a particular class, will be aggregated with any securities that are compulsorily convertible into securities of that class, and, in the case of the issue of compulsorily convertible securities, aggregated with the securities of that class into, which they are compulsorily convertible;
- securities, which are the subject of general issues for cash as regards the number of securities that may be issued, shall be based on the number of securities of that class in issue added to those that may be issued in future (arising from the conversion of options/convertible securities), at the date of such application:
 - less any securities of the class issued, or to be issued in future arising from options/convertible securities issued, during the current financial year;
 - plus any securities of that class to be issued pursuant to:
 - o a rights issue, which has been announced, is irrevocable and is fully underwritten; or
 - o acquisition (which has had final terms announced) may be included as though they were securities in issue at the date of application;

- that this authority is in the form of a renewable mandate and is valid until the company's next Annual General Meeting, but it shall not extend beyond 15 months from the date of this Annual General Meeting;
- that a paid press announcement giving full details, including the impact on net asset value and earnings per share, will be published at the time of any issue representing, on a cumulative basis within one year, 5 percent of the number of shares of that class in issue prior to the issues;
- that issues in the aggregate in any one year may not exceed 5 percent of the number of shares of that class of the company's issued share capital; and
- that, in determining the price at which an issue of shares will be made in terms of this authority, the maximum discount permitted will be 10 percent of the average ruling price of the shares in question, as determined over the 30 business days prior to the date that the price of the issue is determined or agreed by the directors of the company."

Note: In terms of the Listings Requirements, a 75 percent majority of the votes cast by shareholders present or represented by proxy at the Annual General Meeting must be cast in favour of ordinary resolution 6 for it to be approved.

Ordinary resolution 7: Amendment of Share Option Scheme

"To resolve that in terms of Schedule 14 of the Listing Requirements the following changes to the Share Option Scheme be and are hereby approved:

- delete clause 1.2.1 and the substitution therefor with the following new clause 1.2.1:
 - "1.2.1 "the Act" means the Companies Act No 71 of 2008 together with any regulations thereunder";
- delete clause 1.2.16 and the substitution therefor with the following new clause 1.2.16:
 - "1.2.16 "JSE" means the JSE Stock Exchange";
- delete clauses 1.2.34, 1 in its entirety and the replacement thereof with:
 - "1.2.34 "scheme allocation" means 30 619 513 (thirty million six hundred and nineteen thousand five hundred and thirteen) ordinary shares in the issued share capital of the company, provided further that this number of shares may be amended in terms of an authority granted by the company in general meeting with the approval of the JSE, if applicable";
- insert new clause 4.4 :
 - "4.4 No executive director of the company may at any time hold office as trustee of the trust. Furthermore, non-executive directors of the company, subject to any restrictions contained in the Act, may be appointed as trustees of the scheme, provided that they do not benefit from the scheme.";
- delete clause 14.3 in its entirety and the substitution therefor with the following new clause 14.3
 - "14.3 All loans to the trustees in terms hereof shall be interest free and shall be repaid from the amounts received by the trustees from beneficiaries after discharging liabilities of the trust then due and payable";
- delete clause 16.1.1 in its entirety and the replacement thereof with:
 - "16.1.1 the maximum number of scheme shares in respect whereof any one offeree shall be entitled to accept an offer and/or exercise an option pursuant to this trust, shall not exceed 10 263 284 (ten million two hundred and sixty three thousand two hundred and eighty four) ordinary shares, provided further that this number of shares may be amended in terms of an authority granted by the company in general meeting with the approval of the JSE, if applicable";
- delete clause 18.1 in its entirety and the substitution therefor with the following new clause 18.1
 - "18.1 The outstanding balance due on the purchase price of any reserved share where credit is given shall be interest free and be repaid prior to any such reserved share being released to the beneficiary in question or his nominee as provided for herein";
- delete the words " if they are requested to do so by the directors, be entitled to" in clause 24.1;
- delete clause 32 in its entirety and the substitution therefor with the following new clause 32
 - "32. RANKING
Notwithstanding anything to the contrary contained in this deed, all ordinary shares allotted and issued to beneficiaries in terms hereof or otherwise acquired by them in terms hereof, shall rank pari passu with the existing ordinary shares of the company";
- insert the words "(in writing)" immediately after the word "certify" in the fourth line of the paragraph immediately after clause 24.1.6;

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Ordinary resolution 7: Amendment of Share Option Scheme (continued)

- insert the following sentence immediately after the first sentence in the paragraph immediately after clause 24.1.6 – “Such adjustments should give a beneficiary entitlement to the same proportion of the share capital in the company as that to which he was previously entitled”; and
- delete clause 4 of the First Addendum in its entirety.

Note: Ordinary resolution 7 is required, in terms of the Listings Requirements to be passed by achieving a 75 percent majority of the votes cast in favour of such resolution by all members present or represented by proxy and entitled to vote at the Annual General Meeting. The votes of equity securities held by the Datacentrix Holdings Share Trust will not be taken into account for the purpose of this resolution.

Ordinary resolution 8: Remuneration philosophy

“To approve, by way of a non-binding, advisory vote, the remuneration philosophy of the company as set out on pages 25 to 26 of the Annual Report of which this notice of the annual general meeting forms part.”

Special resolution 1: Non-executive directors' fees

“To approve by special resolution payment of the following non-executive directors' fees for the financial year ending 29 February 2012 and until such time as replaced and/or amended by way of a special resolution passed by shareholders at a duly constituted annual general meeting of the company:

Non-executive fees	Present	Proposed
Chairman of the Board - annually	R797 500	R877 250
Chairman of a Committee - per meeting	R32 943	R36 240
Members of the Board / Committees - per meeting	R21 962	R24 160

Note: In terms of the relevant statutory provisions, a 75 percent majority of the votes cast by shareholders present or represented by proxy at the annual general meeting must be cast in favour of special resolution 1 for it to be approved. The reason for and effect of special resolution 1 is to approve the fees payable to non-executive directors during the current financial year and until such time as amended by shareholders by way of a special resolution.

Special resolution 2: Financial Assistance to all related and inter-related companies

“To approve, by way of a special resolution, a general authority to the board of directors to provide financial assistance to all related and inter-related companies within the Datacentrix group of companies, at such times and on such terms and conditions as the directors in their sole discretion deem fit and subject to all relevant statutory and regulatory requirements being met, such authority to remain in place until rescinded by way of special resolution passed at a duly constituted annual general meeting of the company.”

Note: In terms of the relevant statutory provisions, a 75 percent majority of the votes cast by shareholders present or represented by proxy at the annual general meeting must be cast in favour of special resolution 2 for it to be approved. The reason for and effect of special resolution 2 is to approve the authority of directors to provide financial assistance to all subsidiary, related and inter-related companies within the Datacentrix group of companies.

JSE Disclosures

In terms of the JSE Listing Requirements, the following disclosures are required with reference to the resolutions set out above. These disclosures are set out elsewhere in the Annual Report of which this notice forms part:

- Directors and management: refer pages 10 - 11;
- Directors' responsibility and approval: refer page 32;
- Litigation statement: refer page 63;
- Material change: refer page 66;
- Major shareholders of the company: refer pages 70 - 71;
- Directors' interests in the company's securities: refer page 28; and
- Share capital: refer pages 61 - 62.

Voting and Proxies

On a show of hands, each shareholder who, being a natural person, is present in person or by proxy or, being a body corporate, is present by representative or proxy, shall have one vote. On a poll, if requested, each shareholder, whether present in person or by proxy or by representation, is entitled to one vote for each ordinary share held.

A form of proxy is included for completion by registered certificated shareholders and dematerialised shareholders with own name registration that are unable to attend the Annual General Meeting and wish to be represented thereat. Forms of proxy must be completed and received by the company secretary no later than 10:00 on Wednesday, 8 June 2011. 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.

Dematerialised shareholders, other than with own name registration, must inform their CSDP or broker of their intention to attend the Annual General Meeting and obtain the necessary Letter of Representation from their CSDP or broker to attend the Annual General Meeting or provide their CSDP or broker with their voting instructions should they not be able to attend the Annual General Meeting. This must be done in terms of the agreement entered into between the shareholder and the CSDP or broker concerned.

Each shareholder is entitled to appoint one or more proxies (who need not be a shareholder of the company) to attend, speak and to vote in his/her stead. Shareholders or proxies of shareholders must provide reasonably satisfactory identification in order to attend or participate in the Annual General Meeting.

By order of the board



Annamarie van der Merwe

Ithemba Governance and Statutory Solutions (Proprietary) Limited
Company Secretary
Midrand
18 April 2011

Shareholders' Diary

Financial year end	February
Annual general meeting	10 June 2011

Results Announcements

Interim results for six months to 31 August 2011	4 October 2011
Announcement of annual results to 29 February 2012	April 2012
Annual financial statements for the year ended 29 February 2012	May 2012

Dividend

The board advised that the need to be fully BEE compliant, especially in relation to black shareholding, has become imperative, and in the light of that the company has embarked on a process to conclude a BEE transaction that would make the company more compliant with the current and emerging policy and regulatory developments.