

NOTICE OF ANNUAL GENERAL MEETING

Datacentrix Holdings Limited

Incorporated in the Republic of South Africa

(Registration number: 1998/006413/06)

Share code: DCT; ISIN: ZAE000016051

("Datacentrix" or "the Company")

If you are in any doubt as to what action you should take in respect of the following resolutions, please consult your Central Securities Depository Participant ("CSDP"), broker, banker, attorney, accountant or other professional adviser immediately.

Notice is hereby given of the nineteenth annual general meeting ("AGM") of shareholders of the Company, which will be held at the registered office of the Company, Corporate Park North, 238 Roan Crescent, Old Pretoria Road, Midrand, 1685 on Friday, 25 November 2016 at 09:00 to deal with the business as set out below and to consider and if deemed fit, to pass, with or without modification, the ordinary and special resolutions as set out in this notice.

Record date

The board of directors of the Company (the "Board") has determined that, in terms of section 62(3)(a), as read with section 59 of the Companies Act, 2008 (Act 71 of 2008), as amended ("the Companies Act"), the record date for the purpose of determining which shareholders of the Company are entitled to participate in and vote at the AGM is Friday 18 November 2016. Accordingly, the last day to trade Datacentrix shares in order to be recorded in the Register to be entitled to vote will be Tuesday, 15 November 2016.

Presentation of financial statements

The audited financial statements of the Company for the period ended 30 June 2016, including the directors' report, the independent auditor's report and the report of the Audit and Risk Committee, to be presented as required in terms of section 30(3)(d) of the Companies Act.

Report from the Social, Ethics and Remuneration Committee

In accordance with Companies Regulation 43(5)(c), issued in terms of the Companies Act, the chairman of the Social, Ethics and Remuneration Committee, or in the absence of the chairman any member of the Committee, will present the Committee's report to shareholders at the AGM.

Ordinary resolutions 1.1 to 1.2: Re-election of directors

In accordance with the provisions of the Company's Memorandum of Incorporation the appointment of any directors appointed by the Board shall be approved by shareholders at the first AGM following such appointment. One third of the non-executive directors, excluding the newly appointed director, must retire from office at the AGM and may, if eligible and willing, offer themselves for re-election. In terms hereof, Mr A Fourie and Ms N Fakude will be retiring from office at the AGM. Mr A Fourie and Ms N Fakude have confirmed their willingness to continue to serve as members of the Board. Brief biographical details of each of the aforementioned directors, and the balance of the Board are contained in the Governance section under the board of directors of the integrated report of which this notice forms part.

Ordinary resolution 1.1

"RESOLVED THAT Mr A Fourie be and is hereby elected as a director of the Company."

Ordinary resolution 1.2

"RESOLVED THAT Ms N Fakude be and is hereby re-elected as a director of the Company."

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Ordinary resolutions 2.1 to 2.3: Appointment to Audit and Risk Committee

In terms of section 94(2) of the Companies Act, a public company must at each AGM elect an audit committee comprising at least three members who are directors and who meet the criteria of section 94(4) of the Companies Act. Regulation 42 to the Companies Act specifies that one third of the members of the audit committee must have appropriate academic qualifications or experience in the areas as listed in the regulation. In order to fill the vacancies on the Audit and Risk Committee, the Board resolved to appoint Ms D Nyamane and Mr A Martin, as a member and Chairman of the Committee respectively, having considered the recommendations of King III as well as the current composition of the Board. The other member of the Committee is an independent non-executive director.

The Board is satisfied that the proposed members of the Audit and Risk Committee meet all relevant statutory requirements, including being independent non-executive directors as defined by King III. The appointments of Ms D Nyamane and Mr A Martin, as a member and Chairman of the Committee respectively, will be subject to their re-election as directors of the Company.

Ordinary resolution 2.1

"RESOLVED THAT Mr A Martin be and is hereby elected as a member and Chairman of the Audit and Risk Committee."

Ordinary resolution 2.2

"RESOLVED THAT Ms D Nyamane be and is hereby elected as a member of the Audit and Risk Committee."

Ordinary resolution 2.3

"RESOLVED THAT Ms N Fakude be and is hereby elected as a member of the Audit and Risk Committee."

Ordinary resolution 3: Appointment of external auditors

SizweNtsalubaGobodo Inc., has indicated its willingness to continue in office and ordinary resolution 3 proposes the re-appointment of SizweNtsalubaGobodo Inc. as the Company's independent auditors by shareholders. Section 90(3) of the Companies Act requires the designated auditor to meet the criteria as set out in section 90(2) thereof. The Board is satisfied that both SizweNtsalubaGobodo Inc. and the designated auditor, Alex Philippou, meet all relevant requirements.

"RESOLVED THAT SizweNtsalubaGobodo Inc. be and is hereby re-appointed as the Company's independent external auditors, with Alex Phillipou being the individual registered auditor, until the next AGM."

Ordinary resolution 4: Authority to issue authorised but unissued ordinary shares

In terms of the Companies Act, directors are authorised to allot and issue the authorised but unissued ordinary shares of the Company, unless otherwise provided in the Company's Memorandum of Incorporation or in instances as set out in section 41 of the Companies Act, 2008. In accordance with the provisions of the Company's Memorandum of Incorporation, shareholders in a general meeting may authorise the directors to issue unissued securities and/or grant options to subscribe for unissued securities as the directors in their discretion, provided that such corporate action(s) has/have been approved by JSE Limited and are subject to the Listing Requirements of JSE Limited ("JSE Listings Requirements"). The directors confirm that, as at the date of this notice, there is no specific intention to issue any shares, other than as part of and in terms of the rules of the Company's share incentive schemes. This authority is furthermore, as per the ordinary resolution 4, set out below, limited to a maximum of 5% of the total issued ordinary shares of the Company as at the date of this notice.

"RESOLVED THAT the board of directors be and are hereby authorised by way of a general authority to allot and issue at their discretion up to 5% (five percent) of the total issued ordinary shares of the Company as at the date of this notice and/or to grant options to subscribe for such authorised but unissued shares, for such purposes and on such terms and conditions as they may determine, provided that such corporate action(s) has/have been approved by JSE Limited and are subject to the JSE Listings Requirements and the requirements of the Companies Act, 2008 (Act 71 of 2008), as amended."

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Ordinary resolution 5: Authority to issue shares, and to sell treasury shares, for cash

"RESOLVED THAT the directors of Datacentrix Holdings Limited ("the Company") and/or any of its subsidiaries from time to time be and are hereby authorised, by way of a general authority, to –

- allot and issue, or to issue any options in respect of, all or any of the authorised but unissued ordinary shares in the capital of the Company; and/or
- sell or otherwise dispose of or transfer, or issue any options in respect of, ordinary shares in the capital of the Company purchased by subsidiaries of the Company;

for cash, to such person/s on such terms and conditions and at such times as the directors may from time to time in their discretion deem fit, subject to the Companies Act, 2008 (Act 71 of 2008), as amended, the Memorandum of Incorporation of the Company and its subsidiaries and the JSE Listings Requirements from time to time, subject to the following conditions as required by the JSE Listings Requirements:

- this general authority will be valid until the earlier of the Company's next AGM or the expiry of a period of 15 (fifteen) months from the date that this authority is given;
- the 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;
- any such issue may only be made to "public shareholders" as defined in the JSE Listings Requirements and not to related parties;
- the securities which are the subject of a general issue for cash may not exceed 5% (five percent) of the number of listed securities, excluding treasury shares, as at the date of this notice, being 9,792,399 securities. Any securities issued under this authorisation will be deducted from the aforementioned 9,792,399 listed securities. In the event of a sub-division or a consolidation the authority will be adjusted to represent the same allocation ratio;
- in determining the price at which securities may be issued in terms of this authority, the maximum discount permitted will be 10% (ten percent) of the weighted average traded price of such securities measured over the 30 (thirty) business days prior to the date that the price of the issue is agreed in writing between the issuer and the party/ies subscribing for the securities;
- an announcement giving full details, including the number of securities issued, the average discount to the weighted average traded price of the securities over 30 (thirty) business days prior to the date that the issue is agreed in writing between the Company and the parties subscribing for the securities and an explanation including supporting information (if any), of the use of the funds, will be published when the Company has issued securities representing, on a cumulative basis within the earlier of the Company's next AGM or the expiry of a period of 15 (fifteen) months from the date that this authority is given, 5% (five percent) or more of the number of securities in issue prior to the issue; and
- whenever the Company wishes to use repurchased shares, held as treasury stock by a subsidiary of the Company, such use must comply with the JSE Listings Requirements as if such use was a fresh issue of ordinary shares."

Under the JSE Listings Requirements, ordinary resolution number 5 must be passed by a 75% (seventy five percent) majority of the votes cast in favour of the resolution by all shareholders present or represented by proxy at the AGM.

Ordinary resolution 6: Group remuneration policy

The King Report on Corporate Governance for South Africa, 2009 ("King III") recommends that the remuneration policy of the Company be submitted to shareholders for consideration and approval by way of an advisory, non-binding vote to provide shareholders with an opportunity to indicate should they not be in support of the material provisions of the remuneration philosophy and policy of the Company. Shareholders are referred to the remuneration policy as contained on pages 32 to 37 of the integrated report of which this notice forms part.

"RESOLVED, by way of a non-binding, advisory vote, that the remuneration policy of the Company be and is hereby approved."

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Special resolution 1: Non-executive directors' fees

In terms of sections 66(8) and 66(9) of the Companies Act, companies may pay remuneration to directors for their services as directors unless otherwise provided by the Memorandum of Incorporation and on approval of shareholders by way of a special resolution. Executive directors are not specifically remunerated for their services as directors but as employees of the Company and as such, the resolution as included in the notice requests approval of the remuneration paid to non-executive directors for their services as directors of the Company. In terms of the provisions of the Companies Act, special resolution number 1 requires the approval from at least 75% (seventy five percent) of the votes exercised by shareholders present or represented by proxy at the annual general meeting for this resolution to become effective.

"RESOLVED by special resolution that the Company be and is hereby authorised to pay remuneration to its directors for their services as directors, as contemplated in sections 66(8) and 66(9) of the Companies Act, 2008 (Act 71 of 2008), as amended, and that the remuneration structure and amounts as set out below, be and is hereby approved with effect from the current financial year for a period of two years until such time as rescinded or amended by shareholders by way of a special resolution:

	Proposed	Present
Chairman of the Board – annually	R636 000	R636 000
Deputy Chairman - Lead independent director – annually	R250 000	R250 000
Chairman of the Social, Ethics and Remuneration Committee – per meeting	R44 945	R44 945
Chairman of the Audit and Risk Committee – per meeting	R52 810	R52 810
Members of the Board and Social, Ethics and Remuneration Committee – per meeting	R30 340	R30 340
Members of the Audit and Risk Committee – per meeting	R32 360	R32 360

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

"RESOLVED THAT, as a special resolution, in terms of section 45 of the Companies Act, 2008 (Act 71 of 2008) ("Companies Act"), the shareholders of Datacentrix Holdings Limited ("the Company") hereby approve of the Company providing, at any time and from time to time during the period of two years commencing on the date of this special resolution number 2, any direct or indirect financial assistance (which includes lending money, guaranteeing a loan or other obligation, and securing any debt or obligation) as contemplated in section 45 of the Companies Act to a related or inter-related company or corporation provided that –

(a) the Board, from time to time, determines (i) the specific recipient or general category of potential recipients of such financial assistance; (ii) the form, nature and extent of such financial assistance; (iii) the terms and conditions under which such financial assistance is provided, and

(b) the Board may not authorise the Company to provide any financial assistance pursuant to this special resolution number 2 unless the Board meets all those requirements of section 45 of the Companies Act which it is required to meet in order to authorise the Company to provide such financial assistance."

Explanatory note

The purpose of this special resolution number 2 is to grant the Board the authority to authorise the Company to provide financial assistance as contemplated in section 45 of the Companies Act to a related or inter-related company or corporation.

Special resolution number 2 to be adopted at this AGM requires the approval from at least 75% (seventy five percent) of the votes exercised on such resolution by shareholders present or represented by proxy at the meeting.

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Notice given to shareholders of the Company in terms of section 45(5) of the Companies Act of a resolution adopted by the Board authorising the Company to provide such direct or indirect financial assistance in respect of special resolution number 2:

- (a) By the time that notice of this AGM is delivered to shareholders of the Company, the Board will have adopted a resolution ("Section 45 Board Resolution") authorising the Company to provide, at any time and from time to time during the period of two years commencing on the date on which special resolution number 2 is adopted, any direct or indirect financial assistance as contemplated in section 45 of the Companies Act (which includes lending money, guaranteeing a loan or other obligation, and securing any debt or obligation) to a related or inter-related company or corporation;
- (b) the Section 45 Board Resolution will be effective only if and to the extent that special resolution number 2 is adopted by the shareholders of the Company, and the provision of any such direct or indirect financial assistance by the Company, pursuant to such resolution, will always be subject to the Board being satisfied that (i) immediately after providing such financial assistance, the Company will satisfy the solvency and liquidity test as referred to in section 45(3)(b)(i) of the Companies Act, and (ii) the terms under which such financial assistance is to be given are fair and reasonable to the Company as referred to in section 45(3)(b)(ii) of the Companies Act; and
- (c) in as much as the Section 45 Board Resolution contemplates that such financial assistance will in the aggregate exceed one-tenth of one percent of the Company's net worth at the date of adoption of such resolution, the Company hereby provides notice of the Section 45 Board Resolution to shareholders of the Company. Such notice will also be provided to any trade union representing any employees of the Company.

Special resolution 3: General approval to acquire shares

"RESOLVED, by way of a general approval that Datacentrix Holdings Limited ("the Company") and/or any of its subsidiaries from time to time be and are hereby authorised to acquire ordinary shares in the Company in terms of sections 46 and 48 of the Companies Act, 2008 (Act 71 of 2008), as amended, the Memorandum of Incorporation of the Company and its subsidiaries and the Listings Requirements of JSE Limited ("the JSE"), as amended from time to time.

The JSE Listings Requirements currently provide, *inter alia*, that:

- ▶ the acquisition of the ordinary shares must be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counter party;
- ▶ this general authority shall only be valid until the earlier of the Company's next AGM or the expiry of a period of 15 (fifteen) months from the date of passing of this special resolution;
- ▶ in determining the price at which the Company's ordinary shares are acquired in terms of this general authority, the maximum premium at which such ordinary shares may be acquired will be 10% (ten percent) of the weighted average of the market value at which such ordinary shares are traded on the JSE, as determined over the 5 (five) business days immediately preceding the date on which the transaction is effected;
- ▶ at any point in time, the Company may only appoint one agent to effect any acquisition/s on its behalf;
- ▶ the acquisitions of ordinary shares in the aggregate in any one financial year may not exceed 20% (twenty percent) of the Company's issued ordinary share capital;
- ▶ the Company may only effect the repurchase once a resolution has been passed by the board of directors of the Company ("the Board") confirming that the Board has authorised the repurchase, that the Company has passed the solvency and liquidity test ("test") and that since the test was done there have been no material changes to the financial position of the Group;
- ▶ the Company or its subsidiaries may not acquire ordinary shares during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements;
- ▶ an announcement will be published once the Company has cumulatively repurchased 3% (three percent) of the number of the ordinary shares in issue at the time this general authority is granted ("initial number"), and for each 3% (three percent) in aggregate of the initial number acquired thereafter."

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Explanatory note

The purpose of this special resolution number 3 is to obtain an authority for, and to authorise, the Company and the its subsidiaries, by way of a general authority, to acquire the Company's issued ordinary shares.

It is the intention of the directors of the Company to use such authority should prevailing circumstances (including tax dispensations and market conditions) in their opinion warrant it.

Special resolution number 3 to be adopted at this AGM requires the approval from at least 75% (seventy five percent) of the votes exercised on such resolution by shareholders present or represented by proxy at the meeting.

Other disclosure in terms of paragraph 11.26 of the JSE Listings Requirements

The JSE Listings Requirements require the following disclosure, which is contained in the integrated report of which this notice forms part:

- major shareholders of the Company – page 92; and
- share capital of the Company – page 76.

Material change

There have been no material changes in the affairs or financial position of the Company and its subsidiaries since the Company's financial year end and the date of this notice.

Directors' responsibility statement

The directors, whose names are given in the Governance section under the board of directors of the integrated report of which this notice forms part, collectively and individually accept full responsibility for the accuracy of the information pertaining to special resolution number 3 and certify that to the best of their knowledge and belief there are no facts in relation to special resolution number 3 that have been omitted, which would make any statement in relation to special resolution number 3 false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that special resolution number 3 together with this notice contains all information required by law and the JSE Listings Requirements in relation to special resolution number 3.

Adequacy of working capital

At the time that the contemplated repurchase is to take place, the directors of the Company will ensure that, after considering the effect of the maximum repurchase and for a period of twelve months thereafter:

- the Company and its subsidiaries will be able to pay their debts as they become due in the ordinary course of business;
- the consolidated assets of the Company and its subsidiaries, fairly valued in accordance with International Financial Reporting Standards, will be in excess of the consolidated liabilities of the Company and its subsidiaries;
- the issued share capital and reserves of the Company and its subsidiaries will be adequate for the purpose of the ordinary business of the Company and its subsidiaries; and
- the working capital available to the Company and its subsidiaries will be sufficient for the Group's requirements.

Ordinary resolution 7: Signing authority

"RESOLVED THAT each director of Datacentrix Holdings Limited ("the Company") be and is hereby individually authorised to sign all such documents and do all such things as may be necessary for or incidental to the implementation of those resolutions to be proposed and duly passed at this AGM."

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Electronic participation

Should any shareholder of the Company wish to participate in the AGM by way of electronic participation, that shareholder shall be obliged to make application in writing (including details as to how the shareholder or its representative can be contacted) to so participate, to the company secretary at the applicable address set out below at least 5 (five) business days prior to the AGM in order for the company secretary to arrange for the shareholder (and its representative) to provide reasonably satisfactory identification to the transfer secretaries for the purposes of section 63(1) of the Companies Act and for the company secretary to provide the shareholder (or its representative) with details as to how to access any electronic participation to be provided. The Company reserves the right not to provide for electronic participation at the AGM in the event that it determines that it is not practical to do so. The costs of accessing any means of electronic participation provided by the Company will be borne by the shareholder so accessing the electronic participation.

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.

Special resolutions to be adopted at this AGM require approval from at least 75% (seventy five percent) of the votes exercised on such resolutions by shareholders present or represented by proxy at the meeting. Ordinary resolutions to be adopted at this annual general meeting require approval from a simple majority, which is more than 50% (fifty percent) of the votes exercised on such resolutions by shareholders present or represented by proxy at the meeting, with the exception of ordinary resolution number 5 which requires approval from 75% (seventy five percent) of the votes exercised on such resolution by shareholders present or represented by proxy at the meeting, as required by JSE Limited.

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 AGM 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, 23 November 2016. 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 AGM 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 AGM and obtain the necessary Letter of Representation from their CSDP or broker to attend the AGM or provide their CSDP or broker with their voting instructions should they not be able to attend the AGM. 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 and proxies attending the AGM on behalf of shareholders are reminded that section 63(1) of the Companies Act requires that reasonably satisfactory identification be presented in order for such shareholder or proxy to be allowed to attend or participate in the meeting.**

By order of the Board



Liezel Grobler
Company Secretary
Midrand
6 September 2016