

Notice of Annual General Meeting

DATATEC LIMITED

(Incorporated in the Republic of South Africa)
Registration number 1994/005004/06
Share code: DTC ISIN: ZAE000017745
("Datatec" or "the Company")

Notice is hereby given that the Annual General Meeting of shareholders of Datatec will be held at the Sandton Sun, Fifth Street, Sandton, Republic of South Africa at 12:00 noon on 11 August 2010 for the purpose of considering and voting on the following resolutions with or without modification:

1. CONSIDERATION OF ANNUAL FINANCIAL STATEMENTS

Ordinary Resolution Number 1

"Resolved that the audited annual financial statements and Group annual financial statements for the year ended 28 February 2010 be and are hereby accepted."

2. RE-ELECTION OF DIRECTOR

Ordinary Resolution Number 2

"Resolved that Mr J F McCartney who retires in terms of the Company's articles of association ("the articles") and who offers himself for re-election, be and is hereby re-elected as a director of the Company."

Please refer to page 11 of the annual report for Mr McCartney's brief curriculum vitae. On behalf of the Board, the Chairman confirms that on the basis of the annual evaluation of the Board, the performance and commitment of Mr McCartney throughout his period of office was highly satisfactory.

3. RE-ELECTION OF DIRECTOR

Ordinary Resolution Number 3

"Resolved that Mr C S Seabrooke who retires in terms of the articles and who offers himself for re-election, be and is hereby re-elected as a director of the Company."

Please refer to page 11 of the annual report for Mr Seabrooke's brief curriculum vitae. On behalf of the Board, the Chairman confirms that on the basis of the annual evaluation of the Board and of the performance of individual directors, the performance and commitment of Mr Seabrooke throughout his period of office was highly satisfactory.

4. RE-ELECTION OF DIRECTOR

Ordinary Resolution Number 4

"Resolved that Mr I P Dittrich who retires in terms of the articles and who offers himself for re-election, be and is hereby re-elected as a director of the Company."

Please refer to page 10 of the annual report for Mr Dittrich's brief curriculum vitae. On behalf of the Board, the Chairman confirms that on the basis of the annual evaluation of the Board and of the performance of individual directors, the performance and commitment of Mr Dittrich throughout his period of office was highly satisfactory. Furthermore, shareholders' attention is drawn to the Audit Committee's assessment of Mr Dittrich in his role as Chief Financial Officer which is reported on page 91 of the annual report.

5. RATIFICATION OF REAPPOINTMENT OF INDEPENDENT AUDITORS

Ordinary Resolution Number 5

"Resolved that the reappointment of Deloitte & Touche as auditors of the Company made by the Audit, Risk and Compliance Committee be ratified and that Ian Marshall be appointed as the designated auditor to hold office for the ensuing year."

6. APPROVAL OF AUDITORS' REMUNERATION**Ordinary Resolution Number 6**

"Resolved that the Audit, Risk and Compliance Committee of the Company be and is hereby authorised to fix and pay the auditors' remuneration for the year ended 28 February 2010."

7. RATIFICATION OF DIRECTORS' REMUNERATION**Ordinary Resolution Number 7**

"Resolved that the remuneration of the directors of the Company for the year ended 28 February 2010, as reflected on page 74 of the annual report of which this notice forms part, be and is hereby ratified."

8. APPROVAL OF NON-EXECUTIVE DIRECTORS' REMUNERATION**Ordinary Resolution Number 8**

"Resolved that the fees and committee fees of the non-executive directors of the Company for the financial year ending 28 February 2011, as reflected on page 73 of the annual report of which this notice forms part, be and are hereby approved."

9. PLACE UNISSUED SHARES UNDER THE CONTROL OF THE DIRECTORS**Ordinary Resolution Number 9**

"Resolved that the authorised but unissued ordinary shares in the capital of the Company be and are hereby placed under the control and authority of the Board of Directors of the Company in terms of section 221 of the Companies Act, Act 61 of 1973 ("the Act") until the next Annual General Meeting and that the directors of the Company be and are hereby authorised and empowered to allot, issue and otherwise dispose of such unissued ordinary shares as they may deem fit, subject always to:

- the Act, the articles and the JSE Limited ("JSE") Listings Requirements where applicable; and
- such directors' authority pursuant to this Ordinary Resolution Number 9 to allot, issue and otherwise dispose of unissued ordinary shares in the Company being limited to 8 000 000 ordinary shares, being approximately 4,3% of the current issued share capital of the Company."

10. AUTHORITY TO MAKE GENERAL PAYMENT TO SECURITIES HOLDERS**Ordinary Resolution Number 10**

"Resolved that as contemplated in section 90 of the Act the Board of Directors of the Company shall, subject to the provisions of the Act, the Articles and the JSE Listings Requirements, by way of a renewable mandate, be entitled to make a pro rata payment to shareholders of the Company by way of a general payment from the Company's share capital or share premium, subject to the following limitations, namely that:

- this authority shall not extend beyond 15 (fifteen) months from the date of this resolution or the date of the next Annual General Meeting, whichever is the earlier date;
- the maximum amount by which the share capital or share premium shall be reduced in terms of this authority, shall not exceed the Rand value of 20% (twenty percent) of the Company's issued share capital, but excluding minority interests and re-valuations of assets and intangible assets that are not supported by a valuation by an independent professional expert acceptable to the JSE prepared within the last six months, in any one financial year; measured as at the beginning of such financial year; and
- any general payment be made pro rata to all shareholders.

The directors of the Company undertake that they shall not implement the proposed general payment, unless for a period of 12 (twelve) months following the date of the general payment:

- the Company and the Group are able to repay their debts as such debts become due in the ordinary course of business;
- the assets of the Company and the Group, fairly valued according to International Financial Reporting Standards and on a basis consistent with the last financial year of the Company, exceed the liabilities of the Company and the Group;
- the Company and the Group have adequate share capital and reserves for ordinary business purposes;

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- the Company and the Group have sufficient working capital for ordinary business purposes; and
- the sponsor of the Company provides a letter to the JSE on the adequacy of working capital in terms of section 2.12 of the JSE Listings Requirements.

The directors of the Company intend to utilise the authority in terms of this Ordinary Resolution Number 10 in order to make a general payment to the shareholders of the Company, by way of a general payment from the Company's share capital or share premium.

Although the Board has no immediate intention to use this authority to make general payments to shareholders by way of a general payment from the Company's share capital or share premium, the Board is of the opinion that this authority should be in place should it become appropriate to make such a payment.

Announcements will be published on SENS and in the press setting out the terms and date of the general payment, the financial effects of the general payment prior to such payment being effected and complying with section 11.31 and Schedule 24 of the JSE Listings Requirements."

II. APPROVAL OF AMENDMENTS TO EMPLOYEE SHARE PLANS

In respect of the following share plans: Datatec Limited Long-term Incentive Plan 2005, the Datatec Limited Share Appreciation Right Scheme 2005, the Datatec Limited Deferred Bonus Plan 2005 and the Datatec Share Option Scheme.

Ordinary Resolution Number 11

"Resolved that:

1. The Company hereby approves the amendments made to the following employee share plans in order to ensure compliance with Schedule 14 to the JSE Listings Requirements and amendments relating to certain provisions dealing with termination of employment:
 - Datatec Limited Share Appreciation Right Scheme 2005 ("the SAR Scheme")
 - Datatec Limited Long-term Incentive Plan 2005 ("the LTIP")
 - Datatec Limited Deferred Bonus Plan 2005 ("the DBP")
 - Datatec Share Option Scheme ("the SOS").
- The rules of each plan, as amended to comply with Schedule 14 to the JSE Listings Requirements, will be available for inspection at Ground Floor, Sandown Chambers, Sandown Village, 16 Maude Street, Sandown, Johannesburg, 2148 (the Company's registered office in South Africa) for 14 days prior to the Annual General Meeting of the Company.
2. The amendments made to the SAR Scheme to ensure compliance with Schedule 14 to the JSE Listings Requirements can be summarised as follows:
 - (a) Reference to a fixed number of shares being available for utilisation under the SAR Scheme and other employee share plans (excluding the SOS) and clarification around how that limit is calculated. The limit is fixed by reference to a number of shares (9 250 000) rather than a percentage of share capital as was previously the case. This number equates to approximately 5% of the Company's share capital as at 21 May 2010. The overall percentage of share capital is unchanged at 5%.
 - (b) Clarification around how the limit on the number of shares which can be acquired under the SAR Scheme and other employee share plans (excluding the SOS) by any one participant is calculated. The limit is fixed by reference to a number of shares (4 625 000) rather than a percentage of share capital as was previously the case. This number equates to approximately 2,5% of the Company's share capital as at 21 May 2010. The overall percentage of the share capital is unchanged at 2,5%.
 - (c) Inclusion of a provision confirming the basis upon which awards are made, which is determined as a percentage of the participant's base pay with such percentage varying by reference to the participant's grade.
 - (d) Confirmation that no amount is payable by participants on the grant, acceptance or exercise of awards.
 - (e) Confirmation that non-executive directors of the Company are not eligible to participate in the SAR Scheme.
 - (f) Removal of the Board of Directors' discretion to determine the terms of the awards, once granted, including removal of the Board of Directors' ability to change the performance condition following grant.

- (g) Removal of the Board of Directors' discretion to determine the rights of participants who leave the Company's employment while holding unvested and unexercised awards granted under the SAR Scheme.
- (h) Clarification that any adjustments made to awards following an internal reconstruction of the Company (but which does not amount to a change of ultimate control) will be limited to specified actions which involve converting the awards into equivalent awards over shares in another company, paying a cash amount in settlement of the awards or following the procedure applicable on a change of control of the Company.
- (i) Confirmation that participants will acquire shareholder rights in respect of the shares only following the exercise of the awards.
- (j) Amendment of the provisions relating to the effects of a variation of share capital or a capitalisation issue on the terms of awards such that the directors shall adjust the terms of the awards in order that the participant is entitled to the same proportion of equity capital after the event as he was before the event. Such adjustments are to be reported to the JSE and published in the Company's annual financial statements.
- (k) Confirmation of the consequences of a liquidation of the Company on awards granted under the SAR Scheme in that any unvested and vested but unexercised awards will lapse on the date of liquidation.
- (l) Addition of provisions which cannot be amended without the Company's approval and inclusion of the requirement for 75% of shareholders of the Company to approve such amendments including provisions relating to the number of shares utilised under the SAR Scheme, rights attached to awards and procedures to be adopted in the event of termination of employment and a change of control of the Company.
- (m) Allowing the directors to determine that shares be purchased in the market in order to satisfy awards which are exercised.
- (n) Clarification as regards the mechanics of settling awards following exercise to confirm that, on the exercise of an award, it will be settled in shares equal to the value of the benefit and not net of income tax due.
- (o) Cross-reference to certain provisions included in the JSE Listings Requirements.

In addition, the provisions relating to the consequences of termination of employment have been amended following the removal of the Board discretion referred to in (g) above. The consequences of the amendments are that where participants' employment is terminated after the vesting date but before they have been exercised, the awards may be exercised within 30 days of the date of termination of employment, failing which they will lapse.

Where participants' employment is terminated prior to the vesting date by reason of retrenchment, ill health, disability or any other circumstance which the Remuneration Committee considers appropriate, a portion of their awards will continue to exist subject to the rules of the SAR Scheme and will vest at the usual vesting date, subject to performance conditions being satisfied, and may then be exercised in accordance with the rules. The awards will be time prorated and the continuing portion will reflect the number of months served of the performance period as at the date of termination of employment. The remainder of the award will lapse on the date of termination of employment.

3. The amendments made to the LTIP to ensure compliance with Schedule 14 to the JSE Listings Requirements can be summarised as follows:
 - (a) Reference to a fixed number of shares being available for utilisation under the LTIP and other employee share plans (excluding the SOS) and clarification around how that limit is calculated. The limit is fixed by reference to a number of shares (9 250 000) rather than a percentage of share capital as was previously the case. This number equates to approximately 5% of the Company's share capital as at 21 May 2010. The overall percentage of share capital is unchanged at 5%.
 - (b) Clarification around how the limit on the number of shares which can be acquired under the LTIP and other employee share plans (excluding the SOS) by any one participant is calculated. The limit is fixed by reference to a number of shares (4 625 000) rather than a percentage of share capital as was previously the case. This number equates to approximately 2,5% of the Company's share capital as at 21 May 2010. The overall percentage of share capital is unchanged at 2,5%.
 - (c) Inclusion of a provision confirming the basis upon which awards are made which is determined as a percentage of the participant's base pay with such percentage varying by reference to the participant's grade.
 - (d) Confirmation that no amount is payable by participants on the vesting of awards.
 - (e) Confirmation that non-executive directors of the Company are not eligible to participate in the LTIP.

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- (f) Removal of the Board of Directors' discretion to determine the terms of the awards, once they have been granted, including removal of the Board of Directors' ability to change the performance condition following the grant.
- (g) Removal of the Board of Directors' discretion to determine the rights of participants who leave the Company's employment while holding unvested awards granted under the LTIP.
- (h) Clarification that any adjustments made to awards following an internal reconstruction of the Company (but which does not amount to a change of ultimate control) will be limited to specified actions which involve converting the awards into equivalent awards over shares in another company, paying a cash amount in settlement of the awards or following the procedure applicable on a change of control of the Company.
- (i) Confirmation that participants will acquire shareholder rights in respect of the shares only following the release of shares subsequent to vesting of the awards.
- (j) Amendment of the provisions relating to the effects of a variation of share capital or a capitalisation issue on the terms of awards such that the directors shall adjust the terms of the awards in order that the participant is entitled to the same proportion of equity capital after the event as he was before the event. Such adjustments are to be reported to the JSE and published in the Company's annual financial statements.
- (k) Confirmation of the consequences of a liquidation of the Company on awards granted under the LTIP in that any unvested awards will lapse on the date of liquidation.
- (l) Addition of provisions which cannot be amended without the Company's approval and inclusion of the requirement for 75% of shareholders of the Company to approve such amendments including provisions relating to the number of shares utilised under the LTIP, rights attached to awards and procedures to be adopted in the event of termination of employment and a change of control of the Company.
- (m) Allowing the directors to determine that shares be purchased in the market in order to satisfy awards when they vest.
- (n) Cross-reference to certain provisions included in the JSE Listings Requirements.

In addition, the provisions relating to the consequences of termination of employment have been amended following the removal of the Board discretion referred to in (g) above. The consequences of the amendments are that where participants' employment is terminated prior to the vesting date by reason of retrenchment, ill health, disability or any other circumstance which the Remuneration Committee considers appropriate, a portion of their awards will continue to exist subject to the rules of the LTIP and will vest at the usual vesting date, subject to performance conditions being satisfied. The awards will be time prorated and the continuing portion will reflect the number of months served of the performance period as at the date of termination of employment. The remainder of the awards will lapse on the date of termination of employment.

4. The amendments made to the DBP to ensure compliance with Schedule 14 to the JSE Listings Requirements can be summarised as follows:
 - (a) Reference to a fixed number of shares being available for utilisation under the DBP by way of matching awards and other employee share plans (excluding the SOS) and clarification around how that limit is calculated. The limit is fixed by reference to a number of shares (9 250 000) rather than a percentage of share capital as was previously the case. This number equates to approximately 5% of the Company's share capital as at 21 May 2010. The overall percentage of share capital is unchanged at 5%.
 - (b) Reference to a fixed number of shares which are to be acquired under the DBP by way of matching awards and other employee share plans (excluding the SOS) by any one participant and clarification around how that limit is calculated. The limit is fixed by reference to a number of shares (4 625 000) rather than a percentage of share capital as was previously the case. This number equates to approximately 2,5% of the Company's share capital as at 21 May 2010. The overall percentage of share capital is unchanged at 2,5%.
 - (c) Inclusion of a provision confirming the basis upon which offers to participate in the DBP are made which is determined as a percentage of the participant's base pay with such percentage varying by reference to the participant's grade.

- (d) Confirmation that no amount is payable by participants on the vesting of matching awards.
 - (e) Confirmation that non-executive directors of the Company are not eligible to participate in the DBP.
 - (f) Removal of the Board of Directors' discretion to determine that the matching award can vest early.
 - (g) Clarification that any adjustments made to awards following an internal reconstruction of the Company (but which does not amount to a change of ultimate control) will be limited to specified actions which involve converting the matching awards into equivalent awards over shares in another company, paying a cash amount in settlement of the matching awards or following the procedure applicable on a change of control of the Company.
 - (h) Confirmation that participants will acquire shareholder rights in respect of the shares only following the vesting of matching awards, on settlement.
 - (i) Amendment of the provisions relating to the effects of a variation of share capital or a capitalisation issue on the terms of matching awards such that the directors shall adjust the terms of the awards in order that the participant is entitled to the same proportion of equity capital after the event as he was before the event. Such adjustments are to be reported to the JSE and published in the Company's annual financial statements.
 - (j) Confirmation of the consequences of a liquidation of the Company on matching awards granted under the DBP in that any unvested awards will lapse on the date of liquidation.
 - (k) Addition of provisions which cannot be amended without the Company's approval and inclusion of the requirement for 75% of shareholders of the Company to approve such amendments including provisions relating to the number of shares utilised under the DBP, rights attached to matching awards and procedures to be adopted in the event of termination of employment and a change of control of the Company.
 - (l) Allowing the directors to determine that shares be purchased in the market in order to satisfy matching awards when they vest.
 - (m) Cross-reference to certain provisions included in the JSE Listings Requirements.
5. The amendments made to the SOS to ensure compliance with Schedule 14 to the JSE Listings Requirements can be summarised as follows:
- (a) Reference to a fixed number of shares being available for utilisation under the SOS and clarification around how that limit is calculated. The limit is fixed by reference to a number of shares (27 750 000) rather than a percentage of share capital as was previously the case. This number equates to approximately 15% of the Company's share capital as at 21 May 2010. The overall percentage of share capital is unchanged at 15%.
 - (b) Reference to a fixed number of shares which can be acquired by any one participant under the SOS and clarification around how that limit is calculated. The limit is fixed by reference to a number of shares (2 775 000) rather than a percentage of share capital as was previously the case. This number equates to approximately 1,5% of the Company's share capital as at 21 May 2010.
 - (c) Inclusion of a provision confirming the basis upon which options are granted which is determined as a percentage of the participant's base pay with such percentage varying by reference to the participant's grade.
 - (d) Confirmation that no amount is payable by participants on the grant of options.
 - (e) Confirmation that non-executive directors of the Company are not eligible to participate in the SOS.
 - (f) Confirmation that participants will acquire shareholder rights in respect of the shares only following the exercise of options.
 - (g) Amendment of the provisions relating to the effects of a variation of share capital or a capitalisation issue on the terms of options such that the directors may adjust the terms of the options in order that the participant is entitled to the same proportion of equity capital after the event as he was before the event. Such adjustments are to be reported to the JSE and published in the Company's annual financial statements.
 - (h) Addition of provisions which cannot be amended without the Company's approval and inclusion of the requirement for 75% of shareholders of the Company to approve such amendments including provisions relating to the number of shares utilised under the SOS and rights attached to options.
 - (i) Allowing the directors to determine that shares be purchased in the market in order to satisfy options.
 - (j) Cross-reference to certain provisions included in the JSE Listings Requirements."

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12. AUTHORITY TO SIGN ALL DOCUMENTS REQUIRED

Ordinary Resolution Number 12

"Resolved that subject to the passing of the terms of the Ordinary Resolutions 1 to 11 and Special Resolution 1 (below), any director of the Company or the Company Secretary shall be and is hereby authorised to sign all documents and perform all acts which may be required to give effect to such Ordinary Resolutions 1 to 11 and Special Resolution 1 (below) passed at the Annual General Meeting."

To consider and, if deemed fit, to pass the following special resolutions:

13. GENERAL AUTHORITY TO REPURCHASE SHARES

Special Resolution Number 1

"Resolved that the Board of Directors of the Company be authorised by way of a general authority given as a renewable mandate, to facilitate the acquisition by the Company or a subsidiary of the Company of the issued ordinary shares of the Company, upon such terms and conditions and in such amounts as the directors of the Company may from time to time determine, but subject to the articles, the provisions of the Act and the JSE Listings Requirements, when applicable and provided that:

- a paid press release giving such details as may be required in terms of the JSE Listings Requirements be published when the Company or its subsidiaries have cumulatively repurchased 3% (three percent) of the initial number of the shares of the Company in issue as at the time the general authority was granted and for each 3% in aggregate of the initial number of shares acquired thereafter;
- the authorisation granted above shall remain in force from the date of passing of this special resolution for a period of 15 (fifteen) months or until the next Annual General Meeting, whichever period is shorter;
- the Company will only appoint one agent to effect any repurchase(s) on its behalf;
- the Company or its subsidiary shall not repurchase securities during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements unless they have in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and full details of the programme have been disclosed in an announcement over SENS prior to the commencement of the prohibited period;
- the repurchase of securities will 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 counterparty;
- the repurchase by the Company of its own securities above may not exceed 20% (twenty percent) of the Company's issued ordinary share capital in the aggregate in any one financial year or, in the case of acquisition by any of the Company's subsidiaries, 10% (ten percent) of such issued ordinary share capital in the aggregate if such shares are to be held as treasury shares;
- in determining the price at which the Company's ordinary shares are acquired by the Company 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 price at which such ordinary shares are traded on the JSE, as determined over the 5 (five) trading days immediately preceding the date of the repurchase of such ordinary shares by the Company or a subsidiary of the Company; and
- the sponsor to the Company provides a letter of confirmation on the adequacy of working capital in terms of section 2.12 of the JSE Listings Requirements prior to any repurchases being implemented on the open market of the JSE."

As at the date of this resolution, the Company's directors undertake that they will not implement any such repurchase in the 12 (twelve) months following the date of this Annual General Meeting or for the period of the general authority, whichever is the longer; unless:

- the Company and the Group would be able to repay its debts as they become due in the ordinary course of business for a period of 12 months following the date of the repurchase;

- the Company's and the Group's assets, fairly valued according to International Financial Reporting Standards and on a basis consistent with the last financial year of the Company, would exceed the liabilities of the Company and the Group for a period of 12 months following the date of the repurchase;
- the Company's and the Group's share capital and reserves are adequate for ordinary business purposes for a period of 12 months following the date of the notice of the repurchase; and
- the Company and the Group would have adequate working capital for ordinary business purposes for a period of 12 months following the date of the repurchase.

Reason for and effect of the Special Resolution

The reason for and the effect of the Special Resolution are to grant to the directors of the Company a general authority, up to and including the date of the next Annual General Meeting of the Company or the expiration date of the period commencing on the date of passing of the special resolution and expiring on the date 15 (fifteen) months thereafter; to approve the Company's purchase of shares in itself, or to permit a subsidiary of the Company to purchase shares in the Company.

The Board is of the opinion that this authority should be in place should it become appropriate to undertake a share repurchase.

Additional disclosure

For purposes of considering Ordinary Resolution Number 10 and Special Resolution Number 1 and in terms of the JSE Listings Requirements, the information below has been included in the annual report, in which this notice of Annual General Meeting is included, at the places indicated:

- Directors and management (refer to page 172 of this report)
- Major shareholders (refer to page 171 of this report)
- Directors' interests in securities (refer to page 75 of this report)
- Share capital of the Company (refer to page 122 of this report).

Litigation statement

The directors, whose names are given on page 172 of the annual report of which this notice forms part, are not aware of any legal or arbitration proceedings, other than such proceedings disclosed on page 129, including proceedings that are pending or threatened, that may have or have had in the recent past, being at least the previous 12 (twelve) months, a material effect on the Group's financial position.

Directors' responsibility statement

The directors, whose names are given on page 172 of the annual report, collectively and individually accept full responsibility for the accuracy of the information pertaining to this Special Resolution Number 1 and Ordinary Resolution Number 10 and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this special resolution contains all information required by law and the JSE Listings Requirements.

Material changes

Other than the facts and developments reported on in the annual report, there have been no material changes in the affairs or financial position of the Company and/or the Group since the date of signature of the audit report and the date of this notice.

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14. TO TRANSACT SUCH OTHER BUSINESS AS MAY BE TRANSACTED AT AN ANNUAL GENERAL MEETING

Voting and proxies

Members who have not dematerialised their shares or who have dematerialised their shares with "own name" registration are entitled to attend and vote at the Annual General Meeting and are entitled to appoint a proxy or proxies to attend, speak and vote in their stead. The person so appointed need not be a member. Proxy forms must be forwarded to reach the registered office of the Company or the Company's transfer secretaries, Computershare Investor Services (Pty) Limited, 70 Marshall Street, Johannesburg, 2001, or posted to the transfer secretaries at PO Box 61051, Marshalltown, 2107, South Africa, so as to be received by them by no later than 12:00 noon on 6 August 2010. Members holding shares on the Jersey Branch register should forward the proxy form sent with this notice to Computershare Investor Services (Jersey) Limited in accordance with the instructions on the proxy form.

Proxy forms must only be completed by members who have dematerialised their shares with "own name" registration or who have not dematerialised their shares.

On a show of hands, every member of the Company present in person or represented by proxy shall have one vote only. On a poll, every member of the Company present in person or represented by proxy shall have one vote for every share held in the Company by such member.

Members who have dematerialised their shares, other than those members who have dematerialised their shares with "own name" registration, who are unable to attend the Annual General Meeting but wish to be represented thereat, should contact their Central Securities Depository Participant ("CSDP") or broker (as the case may be) in the manner and time stipulated in their agreement entered into by such member and the CSDP or broker (as the case may be) to furnish the CSDP or broker (as the case may be) with their voting instructions and, in the event that such members wish to attend the meeting, to obtain the necessary authority to do so. Such members who wish to attend the AGM in person must obtain the necessary letter of representation from their CSDP or broker. Members holding depository interests in shares on the Jersey Branch register should forward the form of instruction sent to them with this notice to Computershare Investor Services (Jersey) Limited in accordance with the instructions on the form of instruction.

Shares held by a share trust or scheme will not have their votes at general meetings taken into account for the purposes of resolutions proposed in terms of the JSE Listings Requirements.

By order of the Board



S P Morris
For and on behalf of
Datatec Management Services (Pty) Limited
Company Secretary

Sandton
19 July 2010