

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 Hotel, 5th Street, Sandton, Republic of South Africa at 11:00 on 12 August 2009 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 2009 be and are hereby accepted."

2. RE-ELECTION OF DIRECTOR

Ordinary resolution number 2

"Resolved that Mr S J Davidson 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 18 for Mr Davidson's brief curriculum vitae. On behalf of the Board, the senior non-executive director confirms that on the basis of the annual evaluation of the Chairman, the performance and commitment of Mr Davidson throughout his period of office was highly satisfactory.

3. RE-ELECTION OF DIRECTOR

Ordinary resolution number 3

"Resolved that Prof L W Nkuhlu 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 19 for Prof Nkuhlu'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 Prof Nkuhlu throughout his period of office was highly satisfactory.

4. RATIFICATION OF REAPPOINTMENT OF INDEPENDENT AUDITORS

Ordinary resolution number 4

"Resolved that the reappointment of Deloitte & Touche as auditors of the Company to be 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."

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5. APPROVAL OF AUDITOR'S REMUNERATION

Ordinary resolution number 5

"Resolved that the Audit, Risk and Compliance Committee of the Company be and is hereby authorised to determine and pay the auditors' remuneration for the year ended 28 February 2009."

6. RATIFICATION OF DIRECTORS' REMUNERATION

Ordinary resolution number 6

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

7. APPROVAL OF NON-EXECUTIVE DIRECTORS' REMUNERATION

Ordinary resolution number 7

"Resolved that the fees and committee fees of the non-executive directors of the Company for the 2009/2010 financial year, which remain unchanged from the previous financial year, as reflected on page 73 of the annual report of which this notice forms part be and are hereby approved."

8. PLACING UNISSUED SHARES UNDER THE CONTROL OF THE DIRECTORS

Ordinary resolution number 8

"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;
- such directors' authority pursuant to this ordinary resolution number 8 to allot, issue and otherwise dispose of unissued ordinary shares in the Company being limited to a maximum number of unissued ordinary shares equal to 5% (five percent) of the issued share capital, prior to any repurchase and cancellation of shares in the preceding year, of the Company from time to time."

9. AUTHORITY TO MAKE GENERAL PAYMENT TO SECURITY HOLDERS

Ordinary resolution number 9

"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 per cent) of the Company's issued share capital, including reserves 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 intend to utilise the authority in terms of this ordinary resolution number 9 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.

10. AUTHORITY TO SIGN ALL DOCUMENTS REQUIRED

Ordinary resolution number 10

"Resolved that subject to the passing of terms of the ordinary resolutions 1 to 10, 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 number 1 to 9 passed at the Annual General Meeting."

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

11. 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;
- after such repurchase the Company will still comply with paragraphs 3.37 to 3.41 of the JSE Listings Requirements concerning shareholder spread requirements;
- 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;

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- 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; and
- 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.

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 9 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 pages 18 and 19 of this report);
- major shareholders (refer to pages 159 of this report);
- directors' interests in securities (refer to pages 77 of this report); and
- share capital of the Company (refer to pages 145 of this report).

The directors of the Company will not implement the proposed general payment/repurchase unless for a period of 12 (twelve) months following the date of the notice of the general payment/purchase:

- 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;
- 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.

Litigation statement

The directors, whose names are given on pages 18 and 19 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 123, 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 pages 18 and 19 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 9 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.

12. TO TRANSACT SUCH OTHER BUSINESS AS MAY BE TRANSACTED AT AN ANNUAL GENERAL MEETING**Voting and proxies**

Shareholders 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 shareholder. Proxy forms must be forwarded to reach the registered office of the Company or the Company's transfer secretaries, Computershare Investor Services (Proprietary) 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 11:00 on 10 August 2009. Shareholders 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 shareholders who have dematerialised their shares with "own name" registration or who have not dematerialised their shares.

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

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Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with "own name" registration, who are unable to attend the AGM 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 shareholder 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 shareholders wish to attend the meeting, to obtain the necessary authority to do so. Such shareholders who wish to attend the AGM in person must obtain the necessary letter of representation from their CSDP or broker. Holders of depositary interests in respect of shares on the Jersey Branch register should forward the form of instruction sent to them with this notice to Computershare Investor Services PLC in accordance with the instructions on the form of instruction.

Equity securities held by a share trust or scheme will not have their votes at general/annual 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
2009