

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" or "the Group")

Notice is hereby given that the Annual General Meeting ("Meeting") of shareholders of Datatec will be held at the DaVinci Hotel & Suites, Nelson Mandela Square, corner Maude and 5th Street, Sandown, Sandton, 2196, Republic of South Africa at 12:00 on Thursday, 14 September 2017 for the purpose of considering the following business to be transacted and voting on the resolutions, with or without modification, in the manner required by the Companies Act, No 71 of 2008, as amended ("Companies Act"), as read with the JSE Limited Listings Requirements ("Listings Requirements"), and (ii) deal with such other business as may lawfully be dealt with at the meeting:

1. PRESENTATION OF ANNUAL FINANCIAL STATEMENTS

"To present Datatec's audited annual financial statements for the year ended 28 February 2017, including the directors' report, the Audit, Risk and Compliance Committee report, and Group audited annual financial statements for the year ended 28 February 2017 all of which are contained from pages 78 to 145 of the Integrated Report."

2. THE SOCIAL AND ETHICS COMMITTEE REPORT

Please refer to page 38 of the Integrated Report for the Social and Ethics Committee report. The Chairman of the Social and Ethics Committee is available to report to the shareholders at the Meeting.

3. RE-ELECTION OF DIRECTOR

Ordinary Resolution Number 1

"Resolved that Mr SJ Davidson who retires in terms of the Company's Memorandum of Incorporation ("the Mol") 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 Integrated Report for Mr Davidson's brief *curriculum vitae*. On behalf of the Board of Directors ("the Board"), the lead independent non-executive director 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 Davidson throughout his period of office was highly satisfactory.

In order for this resolution to be adopted, the support of more than 50% (fifty percent) of votes cast by shareholders present or represented by proxy at the Meeting is required.

4. RE-ELECTION OF DIRECTOR

Ordinary Resolution Number 2

"Resolved that Mr JF McCartney who retires in terms of the Mol 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 Integrated Report for Mr McCartney's brief *curriculum vitae*. On behalf of the Board, the Chairman 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 McCartney throughout his period of office was highly satisfactory.

In order for this resolution to be adopted, the support of more than 50% (fifty percent) of votes cast by shareholders present or represented by proxy at the Meeting is required.

5. ELECTION OF DIRECTOR

Ordinary Resolution Number 3

"Resolved that Mr CS Seabrooke, who retires in terms of the Mol 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 Integrated 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.

In order for this resolution to be adopted, the support of more than 50% (fifty percent) of votes cast by shareholders present or represented by proxy at the Meeting is required.

6. REAPPOINTMENT OF INDEPENDENT AUDITORS

Ordinary Resolution Number 4

"Resolved that Deloitte & Touche as auditors of the Company and Mr Mark Rayfield as the designated auditor, as recommended by the current Audit, Risk and Compliance Committee of the Company, be and are hereby reappointed until the conclusion of the next Meeting."

In order for this resolution to be adopted, the support of more than 50% (fifty percent) of votes cast by shareholders present or represented by proxy at the Meeting is required.

7. ELECTION OF AUDIT, RISK AND COMPLIANCE COMMITTEE MEMBERS

Ordinary Resolution Number 5

“Resolved that the Audit, Risk and Compliance Committee be elected to serve from this Meeting to the 2018 Meeting by separate election to the committee of the following independent non-executive directors:

- 7.1 Mr CS Seabrooke;
- 7.2 Mr MJN Njeke;
- 7.3 Ms O Ighodaro;
- 7.4 Mr SJ Davidson.”

King III recommends that the Chairman should not sit on the Audit, Risk and Compliance Committee. The Board is of the view that the dual role of Mr Davidson, as Chairman of the Board and as a member of the Audit, Risk and Compliance Committee is a valuable aspect of the Company’s corporate governance and assists effective communication within the Board.

Please refer to pages 10 and 11 of the Integrated Report for Mr Seabrooke’s, Mr Njeke’s, Ms Ighodaro’s and Mr Davidson’s brief *curricula vitae*. Mr Seabrooke has advised the Board that he intends to resign as chairman of the Audit, Risk and Compliance Committee and as member of the Audit, Risk and Compliance Committee on 31 May 2018, which will be after publication of the audited results for the year ended 28 February 2018. On that day, the Board intends to nominate Mr Njeke as chairman of the Audit, Risk and Compliance Committee. On behalf of the Board, the senior non-executive director confirms that each candidate for election to the Audit, Risk and Compliance Committee has the relevant knowledge and experience to discharge their role effectively and that the performance of each candidate in the service of the Audit, Risk and Compliance Committee to the date of this notice has been highly satisfactory.

In order for each of the above resolutions to be adopted, the support of more than 50% (fifty percent) of votes cast by shareholders present or represented by proxy at the Meeting is required.

8. NON-BINDING ADVISORY VOTE ON REMUNERATION POLICY

Ordinary Resolution Number 6

“Resolved that the Remuneration Policy of the Company for 2017 as reflected on page 50 of the Integrated Report of which this notice forms part, be and is hereby endorsed through a non-binding advisory vote as recommended by King III.”

In order for this resolution to be adopted, the support of more than 50% (fifty percent) of votes cast by shareholders present or represented by proxy at the Meeting is required.

9A. APPROVAL OF CONDITIONAL SHARE PLAN

Special Resolution Number 1

“Resolved that the Datatec Conditional Share Plan (“CSP”), the draft rules of which will be tabled at the Meeting and initialled by the Chairman for purposes of identification, be and hereby are approved.”

Explanation of the resolution and salient features of the CSP

Datatec has three long-term incentive share plans currently in use which were initiated in 2005 and modified in 2010 and 2011, namely the long-term incentive plan (“LTIP”), share appreciation rights plan (“SAR plan”) and the deferred bonus plan (“DBP”). Datatec has now conducted a thorough review of its long-term incentive (“LT”) programme to ensure alignment with best practice and the primary objective of alignment of management rewards with shareholders’ goals. The Company intends to align the LTIs with leading local and global best practice in the following respects:

- Datatec will replace the SAR Plan and LTIP with a new Conditional Share Plan (“CSP”), which aligns to the latest best practice. Structurally, the CSP is similar to the existing LTIP. The salient features set out below relate to the CSP.
- The Company will continue to use a deferred bonus plan to incentivise executives and senior management, but will introduce a revised DBP, to bring the plan in line with current best market practice and to renew Company and individual limits. Please refer to 9B below for the salient features.

The current SAR plan and LTIP will be discontinued.

The salient features for the CSP are detailed below.

Purpose

The CSP will be primarily used as a tool to incentivise, motivate and retain eligible employees and senior management to deliver the Group’s business strategy over the long term through the making of annual awards. It is intended to align the goals of management for the operation of the business with shareholder goals for the optimisation of their investment in the Company.

Participants

Eligible employees will include executive directors, senior management and key employees of any employer company of the Group (the CSP will only in rare instances be used for employees of subsidiary divisions which have their own divisional share-based remuneration schemes).

The Remuneration Committee will consider:

- participation on an annual basis (upon recommendation by the Chief Executive Officer of the Group); and
- salary and market benchmarks in determining if any awards should be made as well as what the quantum thereof should be.

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Participation in the CSP is not a condition of employment, and the Remuneration Committee has the absolute discretion to make an award to any employee in terms of the CSP.

Rights of participants

In terms of the CSP, participants will not be entitled to any shareholder rights before the settlement of the shares which will take place within a reasonable time after the vesting date.

Basis of awards and award levels

In line with the requirements of King III, King IV principles and best practice, regular annual awards under the CSP may be made to ensure long-term shareholder value creation.

The number of annual awards made to participants will primarily be based on the participant's annual salary, as well as market benchmarks. The award levels will be determined by the Remuneration Committee each time that awards are made, by taking into account the particular circumstances at that time, e.g. Company affordability, retention considerations and Company performance.

Performance/employment conditions and vesting

The Remuneration Committee will set appropriate performance conditions, performance periods, employment conditions and employment periods, as relevant, for each award, taking into account the business environment at the time of making the awards, and where considered necessary, in consultation with shareholders. These conditions will be set out for the participant in the award letter. All annual awards will be subject to performance conditions. Retention awards could be considered in exceptional circumstances.

It is envisaged that for the first award, the following performance conditions and vesting scale will apply to the award over a performance period of three years:

Performance condition	Proportion of award	Threshold (50% vesting)	Target (100% vesting)
Headline earnings per share growth	50%	US CPI + 2% p.a.	US CPI + 4% p.a.
Return on invested capital in year three	50%	8%	12%

Linear vesting will be applied for performance between levels.

In addition, all awards will be subject to the fulfilment of the employment condition over an employment period of three years, for vesting to occur.

Manner of settlement

The rules of the CSP are flexible in order to allow for settlement in any of the following manners:

- by way of a market purchase of shares;
- use of treasury shares; and
- issue of shares.

The exact method of settlement will be determined by the Remuneration Committee.

Limits and adjustments

Company and individual limits

The aggregate number of shares which may at any one time be settled to participants in terms of the CSP will not exceed 7 400 000 shares, which represents approximately 3.5% of the number of issued shares as at the date of approval of the CSP by shareholders.

The maximum number of shares settled to any single participant under the CSP will not exceed 3 700 000 shares, which equates to approximately 1.75% of the number of issued shares at the date of adoption of this updated CSP.

In calculating the number of shares that may be settled under the CSP (at both Company and individual level), the following will be included in the limits:

- new shares allotted and issued by the Company; and
- treasury shares, held by a subsidiary or an employee share trust, originally acquired through an issue of shares.

In calculating the number of shares that may be settled under the CSP (at Company level), the following will be excluded from the limits:

- shares purchased in the market;
- treasury shares, held by a subsidiary or an employee share trust, originally acquired through a market purchase of shares; and
- awards settled under this CSP which do not vest to a participant.

In calculating the number of shares that may be settled under the CSP (at individual level), the following will be excluded from the limits:

- treasury shares, held by a subsidiary or an employee share trust, originally acquired through a market purchase of shares; and
- awards settled under this CSP which do not vest to a participant.

The Remuneration Committee must, where required, adjust the Company limit (without the prior approval of shareholders in a general meeting), to take account of a subdivision or consolidation of the shares of the Company.

The Remuneration Committee may, where required, adjust the individual limit to take account of a capitalisation issue, a special distribution, a rights issue or reduction in capital of the Company.

The issue of shares as consideration for an acquisition, and the issue of shares or a vendor consideration placing will not be regarded as a circumstance that requires any adjustment to the Company limit and the individual limit.

The auditors, or other independent adviser acceptable to the JSE, shall confirm to the JSE in writing that any adjustment made in terms of this paragraph has been properly calculated on a reasonable and equitable basis, in accordance with the rules of the CSP and must be reported on in the Company's financial statements in the year during which the adjustment is made.

Consideration

The participant will give no consideration for the award or settlement of shares in terms of the CSP.

Termination of employment

“Bad leavers”

Participants terminating employment due to resignation or dismissal on grounds of misconduct, poor performance, dishonest behaviour or fraudulent conduct or on the basis of abscondment will be classified as “bad leavers” and will forfeit all unvested awards.

“Good leavers”

Participants terminating employment due to death, ill-health, disability, injury, retrenchment, retirement, or, with the approval of the directors, prior to the normal retirement age (except to the extent that the termination constitutes “bad leaver” termination as set out above), or the sale of a subsidiary company, will be classified as “good leavers” and the following treatment will apply:

- Vesting will not be accelerated to the date of termination of employment and awards will vest on the normal intended vested date, unless the termination of employment was due to death or retirement, as follows:
 - In respect of awards subject to the employment condition only, the portion of the award which will vest will reflect the number of complete months served since the award date to the termination of employment date, over the total number of months in the employment period.
 - In respect of awards subject to the performance condition(s) and the employment condition, the portion of the award which will vest will reflect the number of months served since the award date to the date of termination of employment over the total number of months in the employment period, pro-rated to the extent to which the performance condition, tested by the Remuneration Committee as soon as possible after the end of the performance period, has been met.
- In the case of death, vesting will be accelerated and the awards will vest on the date of termination of employment, as follows:
 - In respect of awards subject to the employment condition only, the portion of the award which will vest will reflect the number of complete months served since the award date to the termination of employment date, over the total number of months in the employment period.
 - In respect of awards subject to the performance condition(s) and the employment condition, the Remuneration Committee will calculate whether and the extent to which, performance conditions have been satisfied on the date of termination of employment with reference to the immediately preceding financial year results. The portion of the award which will vest will reflect the number of months served since the award date to the date of termination of employment over the total number of months in the employment period, pro-rated to the extent to which the performance condition has been met.
- In the case of retirement, or retirement with the approval of the directors, prior to the normal retirement age, the participant will continue to participate in the CSP.

The remainder of any award not vesting according to the above will lapse.

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Change of control

In the event of a change of control of the Company occurring before the vesting date of an award, the full award will vest as soon as reasonably practicable after the change of control date and will not be pro-rated based on time served in the employment period or the extent to which the performance condition(s), if applicable, have been met on the change of control date, unless the Remuneration Committee determined otherwise.

Awards will not vest as a consequence of an internal reconstruction or similar event, which is not a change of control as defined in the rules of the CSP. In this case, the Remuneration Committee shall make such adjustment to the number of awards or convert awards into awards in respect of shares in one or more of the other companies, provided the participants are no worse off.

Variation of share capital

In the event of a variation in share capital such as a capitalisation issue, subdivision of shares, or the consolidation of shares, participants will continue to participate in the CSP. The Remuneration Committee may make such adjustment to the award or take such other action to place participants in no worse a position than they were prior to the happening of the relevant event.

The issuing of shares as consideration for an acquisition, and the issuing of shares or a vendor consideration placing will not be regarded as a circumstance that requires any adjustment to the awards.

Liquidation

If the Company is placed into liquidation, other than for purposes of reorganisation, any awards of conditional shares will *ipso facto* lapse as from the liquidation date. Therefore, any unvested conditional shares, will lapse.

Amendment

The Remuneration Committee may alter or vary the rules of the CSP as it sees fit, however in the following instances the rules may not be amended without the prior approval of the JSE and a resolution by the shareholders of 75% (seventy-five percent) of the voting rights:

- the category of persons who are eligible for participation in the CSP;
- the number of shares which may be utilised for purposes of the CSP;
- the individual limitations on benefits or maximum entitlements;
- the basis upon which awards are made;
- the amount payable upon the award, vesting or settlement of an award;
- the voting, dividend, transfer and other rights attached to the awards, including those arising on a liquidation of the Company;
- the adjustment of awards in the event of a variation of capital of the Company or a change of control of the Company; and
- the procedure to be adopted in respect of the vesting of awards in the event of termination of employment.

General

The rules of the CSP are available for inspection from 1 August 2017 to 14 September 2017 at the Company's registered office.

In terms of the Companies Act, 75% (seventy-five percent) of the votes cast by shareholders present or represented by proxy at this Meeting must be cast in favour of this resolution for it to be adopted.

9B. APPROVAL OF DEFERRED BONUS PLAN

Special Resolution Number 2

"Resolved that the Datatec Deferred Bonus Plan ("DBP"), the draft rules of which will be tabled at the Meeting and initialled by the Chairman for purposes of identification, be and hereby are approved."

Explanation of the resolution and salient features of the DBP

The Company will continue to use a deferred bonus plan to incentivise executives and senior management, but will introduce a revised DBP, to bring the plan in line with current best market practice and to renew Company and individual limits. In addition, the DBP will assist participants in meeting the Company's share ownership guidelines. Under the DBP, participants will elect to defer a certain percentage of their pre-tax annual bonus whereupon the Company will make an award of bonus shares, expressed as a multiple of the deferred percentage. The bonus shares will be awarded as restricted shares and the vesting will be subject to employment conditions. The salient features of the revised DBP are set out below.

Purpose

The DBP will primarily be used as a tool to incentivise, motivate and retain executive directors and officers ("participants") to deliver the Group's business strategy over the long term. Participation in the DBP is voluntary. Participants will be given the election to defer a percentage of their annual bonus on a pre-tax basis and to receive a multiple of the deferred percentage, as bonus shares.

The bonus shares are restricted shares which will entitle participants to all shareholder rights from the settlement date (which will be shortly after the award date), but the shares are subject to disposal and forfeiture restrictions if the employment condition is not met, until the vesting date.

The employment condition is the requirement of continued employment of the participant by the Datatec Group for the duration of a certain number of years from the award date.

Participants

Eligible employees will include executive directors and officers of Datatec Limited. Participation in the DBP is not a condition of employment, and the Remuneration Committee has the absolute discretion to extend an election to any employee in terms of the DBP.

Rights of participants

The bonus shares will have full shareholder rights from the settlement date which is shortly after the award date. However, if employment is terminated under certain circumstances prior to the vesting date, participants will be required to repay to the Company all dividends (pre-tax value) earned from the award date of the bonus shares up to and including the date of termination of employment.

Basis of awards and award levels

The number of bonus shares awarded will be based on a multiple of the deferred percentage of the annual bonus, determined at the discretion of the Remuneration Committee. It is envisaged that for the first award, the current methodology be continued whereby the number of bonus shares will be determined as follows: the percentage of the annual bonus that a participant elects to defer multiplied by two will be applied to the purchase of bonus shares.

Employment conditions and vesting

The Remuneration Committee will set appropriate employment conditions and employment periods as relevant, for each bonus share award, taking into account the business environment at the time of making the awards, and where considered necessary, in consultation with shareholders. The conditions will be set out for the participant in the award letter.

It is envisaged that for the first award, the current methodology be continued whereby the employment period is three years.

Manner of settlement

The rules of the DBP are flexible in order to allow for settlement of bonus shares, in any of the following manners:

- by way of a market purchase of shares;
- use of treasury shares; and
- issue of shares.

The exact method of settlement will be determined by the Remuneration Committee on a case-by-case basis.

Limits and adjustments

Company and individual limits

The aggregate number of shares which may at any one time be settled to participants in terms of the DBP will not exceed 3 200 000 shares, which represents approximately 1.5% of the number of issued shares as at the date of approval of the DBP by shareholders.

The maximum number of shares settled to any single participant under the DBP will not exceed 1 600 000 shares, which equates to approximately 0.75% of the number of issued shares at the date of adoption of this updated CSP.

In calculating the number of shares that may be settled under the DBP (at Company level), the following will be included in the limits:

- new shares allotted and issued by the Company;
- treasury shares, held by a subsidiary or an employee share trust, originally acquired through an issue of shares; and
- bonus shares settled under this DBP which do not vest to a participant.

In calculating the number of shares that may be settled under the DBP (at individual level), the following will be excluded from the limits:

- treasury shares, held by a subsidiary or an employee share trust, originally acquired through a market purchase of shares; and
- bonus shares settled under this DBP which do not vest to a participant.

The Remuneration Committee must, where required, adjust the Company limit (without the prior approval of shareholders in a general meeting), to take account of a subdivision or consolidation of the shares of the Company.

The Remuneration Committee may, where required, adjust the individual limit to take account of a capitalisation issue, a special distribution, a rights issue or reduction in capital of the Company.

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The issue of shares as consideration for an acquisition, and the issue of shares or a vendor consideration placing will not be regarded as a circumstance that requires any adjustment to the Company limit and the individual limit.

The auditors, or other independent adviser acceptable to the JSE, shall confirm to the JSE in writing that any adjustment made in terms of this paragraph has been properly calculated on a reasonable and equitable basis, in accordance with the rules of the DBP and must be reported on in the Company's financial statements in the year during which the adjustment is made.

Consideration

The participant will give no consideration for the bonus shares.

Termination of employment

“Bad leavers”

Participants terminating employment due to resignation or dismissal on grounds of misconduct, poor performance, dishonest behaviour or fraudulent conduct will be classified as “bad leavers” and will forfeit all unvested bonus shares. In addition, such participant will be required to repay to the Company all dividends (pre-tax value) earned from the award date of the bonus shares up to and including the date of termination of employment. For the avoidance of doubt, any awards which have already vested will be unaffected by the aforesaid provisions.

“Good leavers”

Participants terminating employment due to death, ill-health, disability, injury, retrenchment (except to the extent that the termination constitutes “bad leaver” termination as set out above), or the sale of a subsidiary company, will be classified as “good leavers” and the following treatment will apply:

- Vesting will not be accelerated to the date of termination of employment and bonus shares will vest on the normal intended vested date, unless the termination of employment was due to death or retirement, as follows:
 - The portion of the award which will vest will reflect the number of complete months served since the award date to the termination of employment date, over the total number of months in the employment period.
- In the case of death, vesting will be accelerated and the awards will vest on the date of termination of employment, as follows:
 - The portion of the award which will vest will reflect the number of complete months served since the award date to the termination of employment date, over the total number of months in the employment period.
- In the case of retirement, or retirement with the approval of the directors, prior to the normal retirement age, the participant will continue to participate in the DBP.

The remainder of any award not vesting according to the above will lapse.

Change of control

In the event of a change of control of the Company occurring before the vesting date of a bonus share award, the full portion of the bonus shares will vest as soon as reasonably practicable after the change of control date and will not be pro-rated based on time served in the employment period, unless the Remuneration Committee determined otherwise.

Awards will not vest as a consequence of an internal reconstruction or similar event, which is not a change of control as defined in the rules of the DBP. In this case, the Remuneration Committee will make such adjustment to the number of awards or convert awards into awards in respect of shares in one or more of the other companies, provided the participants are no worse off.

Variation of share capital

In the event of a variation in share capital such as a capitalisation issue, subdivision of shares, or consolidation of shares, participants will continue to participate in the DBP. The Remuneration Committee may make such adjustment to the award or take such other action to place participants in no worse a position than they were prior to the happening of the relevant event. In the event of a rights offer, participants will participate in the event as normal shareholders.

The issuing of shares as consideration for an acquisition, and the issuing of shares or a vendor consideration placing, will not be regarded as a circumstance that requires any adjustment to the awards.

Liquidation

If the Company is placed into liquidation, other than for purposes of reorganisation, any unvested bonus shares awards will vest.

Amendment

The Remuneration Committee may alter or vary the rules of the DBP as it sees fit, however in the following instances the DBP may not be amended without the prior approval of the JSE and a resolution by the shareholders of 75% (seventy-five percent) of the voting rights:

- the category of persons who are eligible for participation in the DBP;
- the number of shares which may be utilised for the purpose of the DBP;
- the individual limitations on benefits or maximum entitlements;
- the basis upon which awards are made;
- the amount payable upon the award, settlement or vesting of an award;
- the voting, dividend, transfer and other rights attached to the awards, including those arising on a liquidation of the Company;

- the adjustment of awards in the event of a variation of capital of the Company or a change of control of the Company; and
- the procedure to be adopted in respect of the vesting of awards in the event of termination of employment.

General

The rules of the CSP are available for inspection from 1 August 2017 to 14 September 2017 at the Company's registered office.

In terms of the Companies Act, 75% (seventy-five percent) of the votes cast by shareholders present or represented by proxy at this Meeting must be cast in favour of this resolution for it to be adopted.

10. APPROVAL OF NON-EXECUTIVE DIRECTORS' FEES

Special Resolution Number 3

"Resolved that the Board and committee fees for non-executive directors for the financial year ending 28 February 2018, which fees will be increased by 2% (two percent) from the previous year, as recommended by the Remuneration Committee and set out in the note below, be and are hereby authorised, in accordance with the provisions of the Companies Act, and that the Company may continue to pay directors' fees at the annual rates specified in the note below for the period from 28 February 2017 until the Company's 2018 Meeting.

Directors' fees for the financial year ending 28 February 2018

- Chairman of the Board: US\$201 552 total fee inclusive of all committee and subsidiary board work;
- Senior non-executive director's fee: US\$74 256;
- Non-executive director's fee: US\$63 648;
- Chairman of the Audit, Risk and Compliance Committee: US\$31 824;
- Member of the Audit, Risk and Compliance Committee: US\$15 912;
- Chairman of the Social and Ethics Committee: US\$10 608;
- Chairman of the Remuneration Committee: US\$15 912;
- Member of the Remuneration Committee: US\$7 956;
- Member of the Nominations Committee: US\$5 304; and
- Trustee of Datatec trusts: US\$7 426."

Reason for Special Resolution Number 3

The Companies Act requires shareholder approval of directors' fees prior to payment of such fees.

In terms of the Companies Act, 75% (seventy-five percent) of the votes cast by shareholders present or represented by proxy at this Meeting must be cast in favour of this resolution for it to be adopted.

11. AUTHORITY TO PROVIDE FINANCIAL ASSISTANCE TO ANY GROUP COMPANY

Special Resolution Number 4

"Resolved that, to the extent required by sections 44 and/or 45 of the Companies Act, the Board may, subject to the provisions of the Companies Act, the Company's MoI and the requirements of any recognised stock exchange on which the shares in the capital of the Company may from time to time be listed, authorise the Company to provide direct or indirect financial assistance to any related or inter-related (as defined in the Companies Act) company or corporation of the Company, on terms and conditions which the directors may determine, commencing on the date of passing of this resolution and ending at the next Meeting."

Reason for Special Resolution Number 4

In terms of the Companies Act, the Board may authorise the Company to provide any financial assistance in terms of sections 44 and/or 45 of the Companies Act to related or inter-related company or corporation of the Company, subject to certain requirements set out in the Companies Act, including the Company meeting the solvency and liquidity test. This general authority would greatly assist the Company *inter alia* with making inter-company loans to Group companies as well as granting letters of support and guarantees in appropriate circumstances. The existence of a general shareholder authority would avoid the need to refer each instance to members for approval which might impede the negotiations and add time and expense. If approved, this general authority will expire at the next Meeting.

Notification

Written notice in terms of section 45(5) of the Companies Act of any such resolution by the Board shall be given to all shareholders of the Company and any trade union representing its employees:

- within 10 business days after the Board adopts the resolution, if the total value of the financial assistance contemplated in that resolution, together with any previous such resolution during the financial year, exceeds one-tenth of 1% (one percent) of the Company's net worth at the time of the resolution; or
- within 30 business days after the end of the financial year, in any other case.

In terms of the Companies Act, 75% (seventy-five percent) of the votes cast by shareholders present or represented by proxy at the Meeting must be cast in favour of this resolution for it to be adopted. The Board will pass a similar financial assistance resolution on or after the date of this Meeting.

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12. GENERAL AUTHORITY TO REPURCHASE SHARES

Special Resolution Number 5

"Resolved that the Board 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 Mol, the provisions of the Companies Act and the Listings Requirements, when applicable and provided that:

- an announcement giving such details as may be required in terms of the Listings Requirements be released on SENS 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% (three percent) 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;
- at any point in time, 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 Listings Requirements;
- 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 (reported trades are prohibited);
- 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, as at the beginning of the 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;
- any such repurchases are subject to exchange control approval at that point in time;
- 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
- a resolution has been passed by the Board confirming that the Board has authorised the general repurchase, that the Company has passed the solvency and liquidity test as required by the Companies Act and since the test was done there have been no material changes to the financial position of the Group."

At least 75% (seventy-five percent) of the votes cast by shareholders present or represented by proxy at the Meeting must be cast in favour of this resolution in terms of the Listings Requirements in order for it to be adopted.

Additional disclosure

For purposes of considering Special Resolution Number 5 and in terms of the Listings Requirements, the information below has been included in the Integrated Report, in which this notice of Meeting is included, at the places indicated:

- Major shareholders (refer page 160 of the Integrated Report); and
- Share capital of the Company (refer page 114 of the Integrated Report).

The Company will not commence a general repurchase of shares as contemplated above unless the following can be met:

- the Company and the Group will be able to repay its debts in the ordinary course of business for a period of 12 (twelve) months following the date of the general repurchase;
- the Company and the Group's assets will be in excess of the liabilities of the Company and the Group for a period of 12 (twelve) months after the date of the general repurchase. For this purpose, the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the latest audited consolidated annual financial statements which comply with the Companies Act;
- the share capital and reserves of the Company and the Group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of the general repurchase; and
- the working capital of the Company and the Group will be adequate for ordinary business purposes for a period of 12 (twelve) months following the date of the repurchase.

Reason and effect

The reason and effect for Special Resolution Number 5 is to authorise the Company and/or its subsidiary company by way of a general authority to acquire its own issued shares on such terms, conditions and in such amounts as determined from time to time by the directors of the Company subject to the limitations set out above.

Statement of Board's intention

The Board has no specific intention to effect the provisions of Special Resolution number 5 but will, however, continually review the Company's position, having regard to prevailing circumstances and market conditions, in considering whether to effect the provisions of Special Resolution Number 5.

Directors' responsibility statement

The directors, whose names are given on page 161 of the Integrated Report, collectively and individually accept full responsibility for the accuracy of the information pertaining to Special Resolution Number 5 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 Listings Requirements.

Material changes

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 up to the date of this notice.

**13. ADOPTION OF A REVISED MOI
Special Resolution Number 6**

“Resolved that the MOI, in the form of the draft tabled at this Meeting and initialled by the Chairman of the Meeting for the purposes of identification, be and is hereby adopted in substitution for and to the exclusion of the entire current MOI, subject to obtaining the prior written consent of the Company.”

Reason for Special Resolution Number 6

The reason for this special resolution is (i) to bring the MOI into harmony with the provisions of the Listings Requirements and any applicable new law; and (ii) to ensure that the MOI complies with the Companies Act, the Listings Requirements and is in line with best practice. The revised MOI has been approved by the Board and JSE Limited and the Board's intention is for the shareholders to pass a special resolution adopting the revised MOI in substitution for the existing MOI. In compliance with section 65(4) of the Companies Act, an explanation of the salient amendments to the existing MOI is presented on page 159. The revised MOI will be available on the Company's website, and copies can be obtained at the Company offices during normal office hours. Any person who has a beneficial interest in any securities of the Company may request for copies from the issue date of this notice up to and including the date of the Meeting.

In terms of the Companies Act, 75% (seventy-five percent) of the votes cast by shareholders present or represented by proxy at this Meeting must be cast in favour of this resolution for it to be adopted.

**14. AUTHORITY TO SIGN ALL DOCUMENTS REQUIRED
Ordinary Resolution Number 7**

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 6 and Special Resolutions Number 1 to 6 passed at the Meeting.”

In order for this resolution to be adopted, the support of more than 50% (fifty percent) of votes cast by shareholders present or represented by proxy at the Meeting is required.

15. TO TRANSACT SUCH OTHER BUSINESS AS MAY BE TRANSACTED AT AN ANNUAL GENERAL MEETING**NOTICE OF ANNUAL GENERAL MEETING**

The record date on which shareholders must be recorded as such in the register maintained by the transfer secretaries of the Company for the purposes of being entitled to receive notice of the Meeting is Friday, 14 July 2017.

VOTING AND PROXIES

The record date on which shareholders must be recorded as such in the register maintained by the transfer secretaries of the Company for the purposes of being entitled to attend and vote at the Meeting is Friday, 8 September 2017. Accordingly, the last day to trade for the purposes of being entitled to attend and vote at the Meeting is Tuesday, 5 September 2017.

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 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 of the Company. Proxy forms must be forwarded to reach the registered office of the Company or the Company's transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 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 on Tuesday, 12 September 2017. Any forms of proxy not lodged by this time must be handed to the chairperson of the Meeting.

Shareholders holding shares on the Jersey Branch register should forward the form of proxy 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.

Every member present in person or by proxy and entitled to vote at the Meeting of the Company shall, on a show of hands, have one vote only irrespective of the number of shares such member holds. In the event of a poll, every member shall be entitled to that proportion of the total votes in the Company which the aggregate amount of the nominal value of the shares held by such member bears to the aggregate amount of the nominal value of all the shares issued by the Company.

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 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 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 meeting in person must obtain the necessary letter of representation from their CSDP or broker.

Notice of Annual General Meeting continued

Shareholders holding depositary 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 meetings taken into account for the purposes of resolutions proposed in terms of the Listings Requirements.

Should any shareholder (or any proxy for a shareholder) wish to participate in the meeting by way of electronic participation, the shareholder should make application in writing (including details as to how the shareholder or its representative (including its proxy) can be contacted) to so participate to the transfer secretaries, at their address as reflected on page 165, to be received by the transfer secretaries at least 5 (five) business days prior to the Meeting in order for the transfer secretaries to arrange for the shareholder (or its representative or proxy) to provide reasonably satisfactory identification to the transfer secretaries for the purpose of section 63(1) of the Companies Act, and for the transfer secretaries to provide the shareholder (or its representative) with details as to how to access any electronic participation to be provided. The cost of accessing any means of electronic participation provided by the Company will be borne by the Company. It should be noted, however, that voting will not be possible via the electronic facilities and for shareholders wishing to vote, their shares will need to be represented at the Meeting either in person, or by proxy or by letter of representation, as provided for in the notice of Meeting.

All meeting participants will be required to provide identification reasonably satisfactory to the chairperson of the Meeting. Forms of identification include valid identity documents, driver's licences and passports.

By order of the Board



SP Morris

For and on behalf of
Datatec Management Services (Pty) Ltd
Company Secretary

Sandton
July 2017