



**NTT AND DIMENSION DATA ANNOUNCE OFFER TO ACQUIRE  
DIMENSION DATA IS NOW WHOLLY UNCONDITIONAL  
COMPANIES SET SIGHTS ON CREATING NEW VALUE FOR CLIENTS**

Tokyo, Japan / London, UK / Johannesburg, South Africa, October 11, 2010 - Nippon Telegraph and Telephone Corporation ("NTT"), one of the largest global telecommunications service providers and Dimension Data Holdings Plc ("Dimension Data"), a global specialist IT services and solutions provider, today announced that the intended acquisition of Dimension Data has become wholly unconditional. On July 15, 2010, NTT and Dimension Data announced that they reached agreement on the terms of a cash offer to be made by NTT for the entire issued and to be issued ordinary share capital of Dimension Data for approximately GBP 2.1 billion.

On 12 August 2010, NTT and Dimension Data announced the publication of the Offer Document in connection with the recommended cash Offer by NTT for the entire issued and to be issued share capital of Dimension Data. At the time of publication of the Offer Document, the Offer was conditional upon a number of regulatory clearances. All these regulatory clearances have been received.

NTT announces that, as at 12.00 p.m. (London time) on 11 October 2010, NTT had received valid acceptances in respect of 1,603,009,731 Dimension Data Shares, representing approximately 93.42 per cent. of the Dimension Data Shares to which the Offer relates (based on 1,715,830,366 Dimension Data Shares in issue as at 11 October 2010).

NTT is pleased to announce therefore that all the conditions of the Offer have now been satisfied or waived and the Offer has been declared wholly unconditional.

As previously announced on 13 September 2010, as at 12 noon (London time) on 10 September 2010, being the first closing date for the Offer, NTT had received valid acceptances in respect of all of the Dimension Data Shares to which the irrevocable undertakings provided by the Dimension Data Directors and by Venfin DD Holdings Limited relate.

Prior to the announcement of the Offer, NTT had also received an irrevocable undertaking to accept the Offer from Allan Gray Limited in respect of 74,985,985 Dimension Data Shares, representing approximately 4.37 per cent. of the Dimension Data Shares to which the Offer relates, that Allan Gray Limited holds on a discretionary basis on behalf of its clients. Upon execution of the irrevocable undertaking, Allan Gray Limited also held 363,933,555 Dimension Data Shares, which shareholding had since decreased to 363,491,055 Dimension Data Shares as at 13 September 2010, representing approximately 21.18 per cent. of the Dimension Data Shares to which the Offer relates, on a non-discretionary basis on behalf of its clients.

As at 12.00 p.m. (London time) on 11 October 2010, NTT had received valid

acceptances in respect of all Dimension Data Shares to which the irrevocable undertaking provided by Allan Gray Limited relate.

The Offer will remain open for acceptance until further notice and at least 14 days' notice will be given before the Offer is closed. Holders of Dimension Data Shares who have not already accepted the Offer are urged to do so as soon as possible. Full details of how to accept the Offer are set out in the Offer Document, which is available on NTT's website at ([http://www.ntt.co.jp/ir/index\\_e.html](http://www.ntt.co.jp/ir/index_e.html)).

Settlement of the consideration to Dimension Data Shareholders (or their designated agents) who have accepted the Offer will be effected as set out below:

- (i) in the case of acceptances received by today, within 14 calendar days; or
- (ii) in the case of acceptances received after today but while the Offer remains open for acceptances, within 14 calendar days of such receipt.

For those Dimension Data Shareholders who hold Dimension Data Shares which are registered on Dimension Data's South African Branch Share Register, the rate of conversion of the Offer Consideration into ZAR will be calculated on the basis set out in the Offer Document.

As NTT has attained 75 per cent. of the voting rights attaching to Dimension Data Shares, NTT intends to procure that Dimension Data makes applications to cancel the listing of the Dimension Data Shares from the UKLA's Official List and from the Main Board of the JSE and to cancel admission to trading in Dimension Data Shares on the London Stock Exchange's and JSE's markets for listed securities. NTT will notify Dimension Data Shareholders of the expected date of such cancellations in due course. The cancellation of the listings of the Dimension Data Shares would significantly reduce the liquidity and marketability of any Dimension Data Shares that are not acquired by NTT.

Further, as set out in the Offer Document, as NTT has received acceptances in respect of 90 per cent. or more of the Dimension Data Shares to which the Offer relates, NTT intends to exercise its rights pursuant to the provisions of Part 28 of the Companies Act and Section 440K of the South African Companies Act, as applicable, to acquire compulsorily the remaining Dimension Data Shares (including Dimension Data Shares underlying Dimension Data ADRs) in respect of which the Offer has not been accepted. It is intended that notices under section 980 of the Companies Act will be posted in due course to holders of Dimension Data Shares who have not accepted the Offer.

Commenting on the offer becoming wholly unconditional, Satoshi Miura, President and CEO of NTT said, "Today we are celebrating that the offer to acquire Dimension Data has become wholly unconditional. By leveraging the complementary strengths of both companies and by leveraging our synergies, we will provide global, high quality, end-to-end ICT services across the services lifecycle. Also we strongly believe that we will accelerate the execution of our strategies to achieve our shared vision."

"The acquisition process proceeded smoothly and we are excited to start charting the journey ahead. NTT is world renown for providing clients with flawless reliability and the highest quality communications solutions. Coupled with Dimension Data's system integration expertise and service delivery excellence, together we will be a formidable force in the marketplace," said Jeremy Ord, Executive Chairman, Dimension Data.

Brett Dawson, CEO of Dimension Data added, "Dimension Data's opportunity to lead the market in managed ICT services could never be stronger. I am eager to work

closely with NTT to begin providing a mutual value proposition to our clients and developing new value that helps solve our clients' IT and business challenges.”

### **About NTT**

The NTT Group has led the development of telecommunications in Japan for more than a century. The major companies that comprise the NTT Group continue to accommodate the emerging needs of the ubiquitous broadband society in the 21st century, while fulfilling their social mission in each business field in an increasingly competitive global market environment.

[www.ntt.co.jp/index\\_e.html](http://www.ntt.co.jp/index_e.html)

### **About Dimension Data**

Dimension Data is a specialist IT services and solution provider, helps clients plan, build, support and manage their IT infrastructures. Dimension Data applies its expertise in networking, converged communications, security, data centre solutions, Microsoft and contact centre technologies, and its unique skills in consulting, integration and managed services to create customised client solutions.

[www.dimensiondata.com](http://www.dimensiondata.com)

### **For further information:**

Nippon Telegraph and Telephone Corporation  
Global Business Strategy Office  
Tel: +81 3 5205 5191

Hilary King  
Dimension Data  
Global PR Manager  
Tel: +27 11 575 6728  
cell: +27 82 414 9623  
[hilary.king@za.didata.com](mailto:hilary.king@za.didata.com)

### **Forward Looking Statements**

*This announcement contains statements about NTT and Dimension Data that are or may be forward looking statements. All statements other than statements of historical facts included in this announcement may be forward looking statements.*

*Such forward looking statements involve risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward looking statements, including risks relating to the successful integration of Dimension Data with NTT; higher than anticipated costs relating to the integration of Dimension Data or investment required in Dimension Data to realize expected benefits and facts relating to Dimension Data that may impact the timing or amount of benefit realized from the acquisition that are unknown to NTT. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward looking statements, which speak only as of the date hereof. NTT and Dimension Data disclaim any obligation to update any forward looking or other statements contained herein, except as required by applicable law.*

**NTT NEWS RELEASE** 