

NOTICE OF ANNUAL GENERAL MEETING

Data#3 Limited
ABN 31 010 545 267

The logo for Data#3 Limited, featuring the text "Data#3" in a bold, blue, sans-serif font. The "#3" is slightly larger and more prominent than the "Data".

The Annual General Meeting of Data#3 Limited ("Data#3", the "company") will be held at 10:30am on Friday 5 November 2010 in the Kingston Room, Brisbane Polo Club, Naldham House, 1 Eagle Street, Brisbane, Queensland.

ORDINARY BUSINESS

Item 1: Chairman's and Managing Director's reports

The Chairman's and Managing Director's reports on results and activities during the financial year ended 30 June 2010 and an update for the current financial year.

Item 2: Financial report

To receive and consider the financial report, directors' report and independent auditor's report for the year ended 30 June 2010.

To consider and to adopt the following non-binding resolution:

- To adopt the remuneration report for the year ended 30 June 2010.

(Note – the vote on this item is advisory only and does not bind the directors or the company).

Item 3: Election of director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

- To re-elect as a director of the company Mr W T Powell who retires by rotation in accordance with Rule 5.1 of the company's constitution and, being eligible, offers himself for re-election.

OTHER BUSINESS

To transact any other business that may be legally brought forward.

By order of the Board

A handwritten signature in blue ink, appearing to read "Bremner Hill".

Bremner Hill
Company Secretary

27 September 2010

DETERMINATION OF ENTITLEMENT TO ATTEND AND VOTE

For the purposes of the meeting, shares in the company will be taken to be held by the persons who are registered as shareholders as at 7:00pm (Sydney time) on Wednesday 3 November 2010.

PROXIES

If you are a shareholder entitled to attend and vote, you may choose to appoint one or two proxies. If you want to appoint one proxy, please use the form provided. If you want to appoint a second proxy, an additional proxy form may be obtained from the Data#3 share registry (refer to the contact details below) or you may copy the proxy form.

To be effective, the proxy form must be received no later than 48 hours before the commencement of the meeting.

Please refer to the enclosed proxy form for completion and lodgment instructions.

ADMISSION TO MEETING

Shareholders who will be attending the meeting, and not appointing a proxy, are asked to bring the proxy form to the meeting to facilitate prompt admission.

Shareholders who will not be attending the meeting are encouraged to complete and return the proxy form for each of their holdings of Data#3 shares.

If necessary a replacement proxy form may be obtained from the Data#3 share registry (refer to the contact details below).

QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE MEETING

In accordance with the Corporations Act 2001, a reasonable opportunity will be given to shareholders to ask questions about or make comments on the management of Data#3 at the meeting.

Similarly, a reasonable opportunity will be given to shareholders to ask Data#3's external auditor, Johnston Rorke, questions relevant to:

- a) the conduct of the audit;
- b) the preparation and content of the auditor's report;
- c) the accounting policies adopted by Data#3 in relation to the preparation of its financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to Johnston Rorke if the question is relevant to the content of Johnston Rorke's audit report or the conduct of its audit of Data#3's financial report for the year ended 30 June 2010. Relevant written questions for Johnston Rorke must be received no later than 5:00pm (Sydney time) on Friday 29 October 2010. A list of any such questions will be made available to shareholders attending the meeting, and Johnston Rorke will either answer the questions or table written responses at the meeting. If written responses are tabled at the meeting they will be made available to shareholders as soon as practicable after the meeting.

Please send any written questions for Johnston Rorke:

- to Data#3's share registry – refer to the contact details below; or
 - to Data#3 – by fax: 1300 32 82 32, or by Email: info@data3.com.au
- by no later than 5:00pm (Sydney time) on Friday 29 October 2010.

CONTACT DETAILS FOR SHARE REGISTRY

Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

Telephone: (02) 8280 7454
Fax: (02) 9287 0303
Email: registrars@linkmarketservices.com.au

EXPLANATORY NOTES

Item 2: Receive and consider the financial report, directors' report and independent auditor's report

This item provides an opportunity for shareholders to raise questions on the reports themselves and on the performance of the company generally.

Item 2: Adoption of remuneration report (ordinary, non-binding resolution)

The remuneration report is set out on pages 35 to 37 of the company's 2010 annual report.

This report:

- explains the principles used to determine the nature and amount of remuneration paid to key management personnel of Data^{#3} and its subsidiaries
- explains the link between the remuneration of key management personnel and Data^{#3}'s performance
- provides details of the actual remuneration elements paid to key management personnel
- provides a summary of the terms of employment of the Managing Director and other key management personnel.

A reasonable opportunity will be provided for discussion of the remuneration report at the meeting. The board recommends that shareholders vote in favour of adopting the remuneration report and the Chairman intends to vote undirected proxies in favour of this resolution.

Item 3: Re-election of director – Mr W T Powell (ordinary resolution)

Terry Powell was last elected at the 2008 Annual General Meeting. If re-elected, Terry will continue as a director and be subject to retirement by rotation under the company's constitution.

Information regarding Terry's qualifications, experience, and responsibilities is contained in the company's 2010 annual report on pages 21 and 34, including Terry's responsibility as chair of the audit committee.

Terry was one of the two founding directors of Powell Clark and Associates which was established in 1977 and became a leading IT software consultancy business specialising in developing and implementing software for small to medium sized organisations across a range of industries. In 1984 Powell Clark and Associates merged with another company and became one of Queensland's first personal computer dealerships and a reseller of IBM multi-user computing systems. The expanded business was launched as Data^{#3} in 1984 and commenced to develop strategic relationships with the IT industry's key suppliers, and those relationships have continued to grow in strength and significance.

Over the past 33 years Terry has played a pivotal role in the development and evolution of Data^{#3}. His extensive knowledge and experience of the business and the IT industry are extremely valuable to Data^{#3} and his strategic insights and input remain as important and relevant today as any other time in the company's development.

The directors unanimously recommend that shareholders vote in favour of the re-election of Terry Powell and the Chairman intends to vote undirected proxies in favour of this resolution.



By mail:
Data#3 Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: (02) 9287 0309



All enquiries to: Telephone: (02) 8280 7454



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SECURITYHOLDER VOTING FORM

I/We being a member(s) of Data#3 Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:30am on Friday, 5 November 2010, at the Kingston Room, Brisbane Polo Club, Naldham House, 1 Eagle Street, Brisbane, Queensland and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an **X**

STEP 2

VOTING DIRECTIONS

Resolution 2

Adoption of remuneration report

	For	Against	Abstain*
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 3

Re-election of Director - Mr W T Powell

	For	Against	Abstain*
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's security registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:30am on Wednesday, 3 November 2010, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



by mail:

Data#3 Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

(02) 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.