

Data#3 Limited

Data#3

Share Trading Policy

BRISBANE, Australia — 30 December, 2010 — Data#3 Limited [ASX: DTL] wishes to advise that it has revised its Share Trading Policy in relation to the dealing in securities of DTL by its Directors and staff (including employees and consultants) in accordance with Listing Rules 12.9 – 12.12, which take effect from 1 January, 2011.

In accordance with Listing Rule 12.9, a copy of our revised Share Trading Policy (which takes effect from 30 December, 2010), is attached for the market's information.

About Data#3

Data#3 Limited [ASX: DTL] is a national Information and Communication Technology (ICT) solutions company.

Data#3 provides market leading expertise in:

- Software licensing and software asset management solutions to optimise and manage the acquisition of software licensed in volume from global manufacturers;
- Integrated solutions to design and deploy hardware and software infrastructure integrating the desktop, network and data centre;
- Product solutions for procuring, configuring and rolling-out technology cost effectively;
- Managed services to provide outsourced solutions for infrastructure operations, support and maintenance;
- People solutions to provide contract and permanent recruitment and human capital performance management.

Data#3's customers cover a wide range of industries including banking and finance, mining, tourism and leisure, legal, healthcare, manufacturing, distribution, government and utilities located throughout Australia and Asia Pacific.

Data#3 reported revenues of \$599 million in the 2009/10 financial year, and has approximately 550 employees. The company is headquartered in Brisbane, and has offices located in Sydney, Melbourne, Canberra, Adelaide, Perth, Townsville, Rockhampton and Gladstone.

More information about Data#3 and its solution offerings is available at:

<http://www.data3.com.au>

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Data#3

DATA#3 LIMITED SHARE TRADING POLICY

1. INTRODUCTION

This Data#3 Limited (**DTL**) Share Trading Policy (the **Policy**) addresses dealings in securities issued by DTL by all Directors and staff of DTL (whether employees or consultants). In particular, this Policy addresses certain requirements that apply to Directors and certain management staff (whether employees or consultants) of DTL (those persons are referred to in this Policy as **Restricted Persons**).

In order to preserve the reputation and integrity of DTL, it is vital that when Restricted Persons trade in DTL's securities, those dealings are not only fair, but are seen to be fair. Restricted Persons must be sure that any trading and dealing in DTL securities does not reflect improperly on them or DTL. The rationale for the Policy is to ensure that a Restricted Person is aware of the legal restrictions on trading and dealing in DTL securities while he or she is in possession of unpublished DTL price-sensitive information and to impose Prohibited Periods (defined below) during which Restricted Persons must not trade in DTL securities, subject to certain exceptions as detailed in this Policy. It is intended that these procedures will reduce the risk of insider trading and its potential impact on DTL's share price, reputation and integrity. This Policy has been given to the company announcements office for release to the market pursuant to Listing Rule 12.9.

2. STANDARDS

All Directors and staff of DTL (whether employees or consultants) should ensure that all their transactions in DTL securities comply with:

- (a) The *Corporations Act 2001* (Cth) (the **Corporations Act**) and its Regulations (particularly the insider trading provisions); and
- (b) The ASX Listing Rules (particularly the continuous disclosure requirements in Listing Rule 3.1 and the disclosure of directors' interests in accordance with Listing Rule 3.19A).

3. THE GENERAL PROHIBITION ON INSIDER TRADING

It is an offence under the Corporations Act for a person (which can be a company), who is in possession of Inside Information (defined below) about financial products (including shares), to:

- (a) Apply for, acquire or dispose of a financial product, or enter into an agreement to do so (the trading offence);
- (b) Procure another person to do any of the things set out in paragraph (a) (the procuring offence); and
- (c) Communicate such Inside Information to others who will, or are likely to, trade in or deal with the financial product as a result of the Inside Information (the communicating offence).

For the purposes of this Policy, **Inside Information** is information that is not "generally available", which a reasonable person would expect would have a "material impact or effect on the price" or value of a financial product. Penalties under the Corporations Act for a breach of the provisions prohibiting insider trading can include imprisonment and substantial fines.

4. APPLICATION OF POLICY AND EXEMPTED TRADING ACTIVITY

4.1 DTL SECURITIES

Subject to section 4.2, this Policy applies to all dealings and trading in DTL shares and other DTL securities by ALL Directors and staff of DTL (whether employees or consultants).

4.2 EXEMPTED TRADING ACTIVITY

The Listing Rules contemplate that there may be trading that should be excluded from the operation of an entity's trading policy. The following forms of trading activity are excluded from

the operation of this Policy, but remain subject to the operation of the insider trading provisions of the Corporations Act:

- (a) Transfers of DTL securities where the transfer results in no change to the beneficial interest in the securities (for example, a Restricted Person transferring shares between one or more of their share holding entities, with no change to the ultimate beneficial holder);
- (b) Transfers of DTL securities already held into a superannuation fund or other saving scheme in which the Restricted Person is a beneficiary;
- (c) An investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in DTL securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (d) Where a Restricted Person is a trustee, trading in DTL securities by that trust, provided the Restricted Person is not a beneficiary of the trust and any decision to trade during a Closed Period is taken by other trustees or by the investment managers independently of the Restricted Person;
- (e) An undertaking or agreement to accept, or the acceptance of, a takeover offer for some or all of the Restricted Person's DTL securities;
- (f) Trading under an offer or invitation made to some or all of DTL's members, such as a rights issue, a security purchase plan, a bonus equity plan, dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board;
- (g) A disposal of DTL securities that is the result of a secured lender exercising their rights, for example, under a margin loan arrangement.

5. RESTRICTIONS ON TRADING IN DTL SECURITIES

5.1 GENERAL RESTRICTIONS

Specifically, it is DTL policy that a staff member (who is not a Restricted Person) may not deal or procure another person to deal in DTL securities or the listed securities of another entity if he or she has information that he or she knows, or ought reasonably to know, is Inside Information in relation to DTL's securities or those securities of the other entity.

Specifically, it is DTL policy that Restricted Persons must not:

- (a) Engage in short-term trading of any DTL securities (i.e. buy DTL securities with an intention to sell those securities within a 12 month period); and
- (b) Despite anything to the contrary in this Policy, trade in DTL securities whilst the person is in possession of Inside Information about DTL.

A Restricted Person may deal in the listed securities of another entity if he or she does not have information that he or she knows, or ought reasonably to know, is Inside Information in relation to those securities.

Where a Restricted Person is unsure whether he or she is in possession of Inside Information about DTL, he or she should obtain independent legal advice.

5.2 CLOSED PERIODS FOR TRADING (THE BLACKOUT PERIODS)

Subject to section 6 below, Restricted Persons must not trade in DTL securities (nor trade in financial products issued or created over, or in respect of, DTL securities) during the following Closed Periods:

- (a) 1 January up to and including the day on which the DTL half-year results are released to the market; and
- (b) 1 July up to and including the day on which the DTL full-year results are released to the market.

6. EXCEPTIONS TO THE POLICY

6.1 TRADING WITH PERMISSION DURING PROHIBITED PERIOD

A **Prohibited Period** means a Closed Period and any other periods from time to time when DTL is considering matters which are subject to Listing Rule 3.1A as resolved by the Board of DTL.

A Restricted Person may trade in DTL securities during a Prohibited Period where:

- (a) He or she is in compliance with section 5.1(b) of this Policy;
- (b) He or she is suffering from Severe Financial Hardship or there is an Exceptional Circumstance;
- and
- (c) The Restricted Person receives written permission from DTL in accordance with section 6.2 below.

For the purposes of this Policy, **Severe Financial Hardship** could include, but is not limited to, a pressing financial commitment that cannot be satisfied otherwise than by selling the DTL securities and an **Exceptional Circumstance** could include, but is not limited to, where the Restricted Person is required by a court order, or there are court enforceable undertakings, for example, in a bona fide family settlement, to transfer or sell the securities of the entity or there is some other overriding legal or regulatory requirement for him or her to do so.

6.2 PROCEDURE FOR PERMISSION AND MARGIN LENDING NOTIFICATIONS

A Restricted Person who wishes to trade in DTL securities during a Prohibited Period (**Applicant**) must obtain the prior written permission of:

- (a) Both the Chairman and the Company Secretary; or
- (b) Where the Chairman or the Company Secretary is the Applicant, the other of them and the Chairman of the Audit Committee (collectively, the **Approvers**).

As part of the request for permission, the Applicant must give to the Approvers an undertaking that he or she meets the requirements of sections 6.1(a) and (b) of this Policy. The Approvers shall be responsible for making the decision as to whether the Applicant meets the test in section 6.1(b) and may set out any conditions that are to apply to their written clearance to trade during a Prohibited Period. The Applicant must give the Approvers a reasonable amount of time to consider whether to grant permission under this section 6 (with what is reasonable to be determined by the Approvers on a case-by-case basis). Any request, undertaking or permission under this section 6 can be given by letter, facsimile, email or by any other electronic means.

If a Restricted Person enters into a margin lending arrangement involving DTL shares or otherwise encumbers DTL shares (a "Security Arrangement"), then the Restricted Person must provide details of the Security Arrangement to the Chairman, or in his absence the Chairman of the Audit Committee or the Company Secretary immediately. Where a Restricted Person has entered into a Security Arrangement for a material number of shares, DTL may be required or may otherwise decide to notify the ASX of these arrangements.

A Restricted Person must immediately notify the Chairman or the Company Secretary in writing if he or she receives a margin call that can only be satisfied by the sale of DTL's securities. A Restricted Person may sell securities at any time where the disposal is the result of a secured lender exercising its rights under a margin lending or similar arrangement.

7. POLICY RESPONSIBILITY

Each Director and staff member of DTL has individual responsibility for adhering to this Policy. A breach of this Policy is serious and may lead to disciplinary action. It may also be a breach of the law. The **Company Secretary** has responsibility for maintaining the Policy, including the distribution of this Policy to Restricted Persons.

8. INSIDER TRADING

The requirements imposed by the Policy are separate from, and in addition to, the legal prohibitions in the Corporations Act on insider trading.

Policy as at: 30 December, 2010

DATA#3 LIMITED