

NOTICE OF ANNUAL GENERAL MEETING

Data#3 Limited
ABN 31 010 545 267

The Annual General Meeting of Data#3 Limited (“Data#3”, the “company”) will be held at 10:30am on Tuesday 8 November 2011 in the Data#3 head office at 67 High Street, Toowong, Brisbane, Queensland.

ORDINARY BUSINESS

Item 1: Financial report

To receive and consider the financial report, directors’ report and independent auditor’s report for the year ended 30 June 2011.

Note: This item of business does not require shareholders to vote on a resolution or to approve the financial report.

Item 2: Adoption of the remuneration report (Resolution 1)

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

‘To adopt the remuneration report for the year ended 30 June 2011’.

Note: This resolution is advisory only and does not bind the company or the directors. This resolution shall be determined under section 250R(2) of the Corporations Act. Votes must not be cast on this resolution by key management personnel and closely related parties in contravention of Section 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

Item 3: Re-election of Mr I J Johnston (Resolution 2)

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

‘That Mr Ian Johnston, who retires by rotation in accordance with Rule 5.1 of the company’s constitution, is re-elected as a director of the company’.

SPECIAL BUSINESS

Item 4: Share split (Resolution 3)

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

'That, in accordance with section 245H of the Corporations Act 2001, the fully paid ordinary shares in the issued capital of the company be split on the basis that every share be divided into ten fully paid ordinary shares with effect from 7:00pm (Sydney time) on 16 November 2011'.

Item 5: Remuneration of directors (Resolution 4)

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

'That, in accordance with Rule 42.1 of the company's constitution and ASX Listing Rule 10.17, the non-executive directors of the company be paid out of the funds of the company, as remuneration for their services as directors, a maximum aggregate sum of \$500,000 per year (being an increase of \$150,000), to be divided among the non-executive directors in such proportion and manner as they agree'.

OTHER BUSINESS

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

By order of the Board



Bremner Hill
Company Secretary

30 September 2011

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 Friday 4 November 2011.

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 voting form may be obtained from the Data^{#3} share registry (refer to the contact details below) or you may copy the voting form.

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

Please refer to the enclosed voting 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 voting form to the meeting to facilitate prompt admission.

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

If necessary a replacement voting 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 2011. Relevant written questions for Johnston Rorke must be received no later than 5:00pm (Sydney time) on Friday 28 October 2011. 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 28 October 2011.

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

VOTING EXCLUSION STATEMENTS

Item 2: Adoption of the remuneration report (Resolution 1)

A vote must not be cast (in any capacity) on resolution 1 by or on behalf of a member of Data#3's key management personnel ("KMP"), details of whose remuneration are included in the remuneration report, and any of their closely related parties, whether as a shareholder or as a proxy.

However, a vote may be cast on resolution 1 by a KMP, or a closely related party of a KMP, if (under section 250R(5) and Section 250BD of the Corporations Act):

- the vote is cast as a proxy;
- appointed by writing that specifies how the proxy is to vote on resolution 1 (i.e. a directed proxy); and
- the vote is not cast on behalf of a KMP or a closely related party of a KMP.

Item 5: Remuneration of directors (Resolution 4)

The company will disregard any votes cast on resolution 4 by a director of the company (or any of their nominees) or an associate of a director.

However the company will not disregard a vote if:

- the vote is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions of the proxy form; or
- the vote is cast by the Chairman of the meeting as proxy for the person who is entitled to vote, and in accordance with the direction on the proxy form (whether as a directed proxy or an undirected proxy).

EXPLANATORY NOTES

Item 1: Financial report

This item provides an opportunity for shareholders to raise questions on the financial report, directors' report and independent auditor's report, and on the performance of the company generally. There is no requirement for shareholders to approve these reports.

Item 2: Adoption of remuneration report (Resolution 1)

The remuneration report is set out on pages 32 to 34 of the company's 2011 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 resolution is advisory only and does not bind the company or the directors. The directors will consider the outcome of the vote and comments on the remuneration report made by shareholders at the meeting when reviewing the company's remuneration policies.

Any undirected proxies held by the Chairman of the meeting, other directors or other key management personnel or any of their closely related parties will not be voted on this item. Key management personnel of Data^{#3} include all directors of the company and those other persons having authority and responsibility for planning, directing and controlling the activities of Data^{#3}, directly or indirectly. The remuneration report identifies Data^{#3}'s key management personnel. Their closely related parties are defined in the Corporations Act 2001 and include certain family members, dependants and companies they control.

If you choose to appoint a proxy you are encouraged to direct your proxy how to vote on this item.

Item 3: Re-election of Mr I J Johnston (Resolution 2)

Ian Johnston joined the board in November 2007 and was re-elected at the 2008 annual general meeting.

Information regarding Ian's qualifications, experience, and responsibilities is contained in the company's 2011 annual report on pages 18 and 31.

Over the past 4 years Ian has played a significant role in the development and growth of Data^{#3} and his extensive experience in treasury, corporate banking and equity capital markets has been a very valuable addition to the collective capability and experience of the board.

The directors (excluding Ian Johnston) unanimously recommend that shareholders vote in favour of the re-election of Ian Johnston, and the Chairman intends to vote undirected proxies in favour of this resolution.

Item 4: Share split (Resolution 3)

Under section 245H of the Corporations Act 2001, a company may convert all or any of its shares into a larger number of shares by a resolution passed at a general meeting.

It is proposed that the company split all of its issued ordinary shares on the basis that every one ordinary share be divided into ten ordinary shares (the "share split"). The company currently has 15,397,495 issued shares, placing it in the lowest quartile of all ASX-listed companies based on number of issued shares. The share split is intended to benefit shareholders by increasing the liquidity of the company's shares and increasing the affordability to retail investors.

If this resolution is approved by shareholders, each existing ordinary share will be split into ten ordinary shares with effect from 7:00pm on 16 November. Assuming that no further shares are issued between the current date and 16 November, the share split will result in the total number of issued shares in the company increasing from 15,397,495 to 153,974,950. Immediately after the share split each shareholder will still hold the same proportion of the company's total number of shares as immediately before the share split.

Australian income tax considerations

It is generally expected that no Australian income tax liability should arise for shareholders as a result of the share split. The share split should not give rise to a CGT event for shareholders who hold their shares on capital account for Australian income tax purposes. Similarly, the share split should not give rise to an Australian income tax liability for shareholders who hold their shares on revenue account for Australian income tax purposes, on the basis that no ordinary income will be realised as a result of the share split. In both cases, the taxpayer's cost of the original shares will be spread across the subdivided shares for Australian income tax purposes and those subdivided shares will be deemed to have been acquired on the same day as the taxpayer acquired the original shares.

The comments above provide a summary of some of the Australian income tax considerations that may be relevant to shareholders as a result of the share split. These comments are general in nature and should not be relied upon as a substitute for specific professional advice. The company strongly recommends that shareholders seek and obtain their own specific advice (taking into account their particular circumstances) in relation to the proposed share split. None of the company, its officers or advisers accept any responsibility for any shareholder's taxation consequences of the share split.

Timetable

After the share split becomes effective, the company will despatch notices to shareholders advising them of the number of shares held by them both before and after the share split. The company will also arrange for new holding statements to be issued to shareholders in accordance with the requirements of the ASX Listing Rules.

If the share split is approved by shareholders, the following timetable will apply:

Date of AGM.	8 November 2011
Last day of trading shares on a pre-share split basis.	9 November 2011
Trading commences in the post-share split shares on a deferred settlement basis.	10 November 2011
Last day for the company to register transfers on a pre-share split basis. Share split effective at 7:00pm (Sydney time).	16 November 2011
First day for the company to register securities on a post-share split basis.	17 November 2011
Despatch date. Last day for company to send notices and issue holding statements to shareholders. Last day for company to register post-share split securities. Deferred settlement trading ends.	23 November 2011
Normal trading (T+3) commences on a post-share split basis.	24 November 2011

The directors unanimously recommend that shareholders vote in favour of the share split, and the Chairman intends to vote undirected proxies in favour of this resolution.

Item 5: Remuneration of directors (Resolution 4)

Under Rule 42.1 of the company's constitution the company must not increase the total amount of non-executive directors' remuneration payable by it without the members' approval by ordinary resolution at a general meeting. In accordance with the company's constitution and ASX Listing Rule 10.17, shareholders of the company are being asked to approve a \$150,000 increase in the maximum aggregate amount which may be paid as non-executive directors' fees, to a maximum of \$500,000 per annum. This amount will be divided among the non-executive directors in such proportion and manner as the board agrees.

The current aggregate amount of \$350,000 was approved at the annual general meeting in 2002. Since that time the company's number of staff has more than doubled, revenue and profit have increased by over 400%, and the geographic spread and complexity of the business has increased significantly. Consequently it is very important that the company remains able to attract and retain directors with the appropriate experience and skill base to oversee the company's business and strategic direction.

The board is of the view that the proposed increase is in line with market remuneration paid to non-executive directors at similar ASX listed companies (in particular, in terms of growth, sector and market capitalisation) and is necessary to attract and retain suitably qualified non-executive directors.

The board currently consists of one executive director, a non-executive Chairman, and two non-executive directors. The proposed change will also accommodate an increase in the number of non-executive directors which the board feels is necessary and appropriate in light of the expanded scope and complexity of the company's business.

The board considers that it is appropriate to apply the amendment of the non-executive directors' fee limit in respect of each financial year of the company commencing on or after 1 July 2012.



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 82807454



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SHAREHOLDER 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 shareholder) 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 in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am on Tuesday, 8 November 2011, at the Data#3 head office at 67 High Street, Toowong, Brisbane, Queensland** and at any adjournment or postponement of the meeting.

The Chairman of the meeting intends to vote all available proxies in favour of all resolutions.

Important for Resolution 1 - If the Chairman of the meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the meeting to vote in accordance with his voting intentions on Resolution 1 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Resolution 1, the Chairman of the meeting will not cast your votes on Resolution 1 and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chairman of the meeting as your proxy you can direct him how to vote by either marking the boxes on any or all of the items in Step 2 below (for example if you wish to vote 'for', 'against' or 'abstain' from voting) or by marking this box (in which case the Chairman of the meeting will vote in favour of Resolution 1).

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 1.

I/we direct the Chairman of the meeting to vote in accordance with his voting intentions on Resolution 1 (except where I/we have indicated a different voting intention above) and acknowledge that the Chairman of the meeting may exercise my proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel and even if the Chairman of the meeting has an interest in the outcome of that item and that votes cast by him, other than as proxy holder, would be disregarded because of that interest.

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

	For	Against	Abstain*		For	Against	Abstain*
Resolution 1 Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 3 Share split	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr I J Johnston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 4 Remuneration of directors	<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 SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder'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 share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares 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 shareholder 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 shares 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 shares 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 share 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 shares 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 shareholder 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 share 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 Sunday, 6 November 2011**, 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:



ONLINE  www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

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



by fax:

+61 2 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.**