NOTICE OF ANNUAL GENERAL MEETING
22 September 2026

Data#3 Limited

ABN 31 010 545 267

The Annual General Meeting of Data#3 Limited ("**Data#3**" or the "**Company**") will be held at 10:00am (AEST) on Wednesday, 28 October 2026 ("**Meeting**") for the purpose of transacting the business set out in this notice ("**Notice of Meeting**").

The Meeting will be held as a hybrid meeting at Data#3's head office, Level 1, 555 Coronation Drive, Toowong, Brisbane, Queensland, and using the online platform provided by our share registry, MUFG Corporate Markets (AU) Limited, at https://meetings.openbriefing.com/DTL26.

Please do not attend in person if you are unwell.

As permitted by the *Corporations Act 2001* (Cth) ("**Corporations Act**"), the Company will not be sending hard copies of the Notice of Meeting to Shareholders unless a Shareholder has previously requested a hard copy. Instead, the Notice of Meeting as well as information about the meeting will be available for viewing and downloading on Data#3's AGM website at https://investor.data3.com/investor-centre/?page=annual-general-meetings.

The accompanying Explanatory Statement provides information about the Resolutions, voting and a summary of important information which form part of this Notice of Meeting and should be read in conjunction with it. Shareholders should read this Notice of Meeting and the Explanatory Statement in full before making any decision in relation to the Resolutions.

ITEMS OF BUSINESS

Item 1: Financial statements and reports

To receive and consider the financial report, sustainability report, Directors' report and independent auditor's report for Data#3 and its controlled entities for the financial year ended 30 June 2026.

Note:
This item of business does not require Shareholders to vote on a resolution or to approve these reports.

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

To consider and, if thought fit, pass the following resolution in accordance with section 250R(2) of the Corporations Act as an **ordinary resolution**:

'To adopt the remuneration report for the financial year ended 30 June 2026.'

Note:
This resolution is advisory only and does not bind the Company or the Directors. The Directors will consider the outcome and comments made by Shareholders on the remuneration report at the Meeting when reviewing the Company's remuneration policies.

Voting exclusion

In accordance with the Corporations Act, the Company will disregard any vote cast (in any capacity) on Resolution 1 by, or on behalf of:

(a) *a member of the key management personnel ("**KMP**") as disclosed in the 2026 remuneration report; and*

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(b) *a closely related party ("**CRP**") (such as close family members and any controlled companies) of those persons,*

unless the vote is cast by a person described above as a proxy for a person who is entitled to vote on the resolution and:

(i) the proxy appointment is in writing that specifies the way the proxy is to vote and the person casts the vote as proxy in accordance with the directions as set out in the proxy form; or

(ii) the vote is cast by the Chairman of the Meeting pursuant to an express authorisation on the proxy form to vote as the proxy decides, and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Item 3: Re-election of Director – Mr Alan Mark Gray (Resolution 2)

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

'That Mr Alan Mark Gray, who retires by rotation in accordance with rule 18.4(b) of the Company's constitution, and being eligible, be re-elected as a Director of the Company.'

Item 4: Approval to issue Rights to a related party: Mr Bradley Colledge (Resolution 3)

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

'That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval is given for the Company to grant a maximum of 46,695 Rights (as that term is defined in the Explanatory Statement) to Mr Bradley Colledge (or his nominee), who is a Director of the Company.'

Voting exclusion

In accordance with the ASX Listing Rules, the Company will disregard any vote cast:

(a) in favour of Resolution 3, by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the LTIP, or any associate of those persons; and

(b) Mr Bradley Colledge or any of his associates, regardless of the capacity in which the vote is cast.

However, the Company need not disregard a vote cast in favour of Resolution 3 by:

(a) a person as a proxy or attorney for a person entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

(b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate or a person excluded from voting, on the resolution; and

(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, in accordance with the Corporations Act, the Company will disregard any vote cast (in any capacity) on Resolution 3 by, or on behalf of:

(a) a member of the KMP as disclosed in the 2026 remuneration report; and

(b) a CRP of those persons,

unless the vote is cast by a person described above as a proxy for a person who is entitled to vote on the resolution and:

(i) the proxy appointment is in writing that specifies the way the proxy is to vote and the person casts the vote as proxy in accordance with the directions as set out in the proxy form; or

(ii) the vote is cast by the Chairman of the meeting pursuant to an express authorisation on the proxy form to vote as the proxy decides, and the appointment of the Chairman as proxy does not specify the way

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the proxy is to vote on the resolution and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Item 5: Increase in Non-Executive Director fee pool (Resolution 4)

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

'That, in accordance with Rule 18.6(a) of the Company's constitution and ASX Listing Rule 10.17 and for all other purposes, the aggregate maximum amount of fees available to be paid by the Company to non-executive directors of the Company each financial year as remuneration for their services as directors (inclusive of superannuation), be increased to $1,200,000 per financial year (being an increase of $300,000), to be divided among the non-executive directors in such proportion and manner as they agree.'

Voting exclusion

In accordance with the ASX Listing Rules, the Company will disregard any vote cast in favour of Resolution 4, by or on behalf of:

(a) a director of the Company; or
(b) any associate of those persons.

However, the Company need not disregard a vote cast in favour of Resolution 4 by:

(a) a person as a proxy or attorney for a person entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
(b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate or a person excluded from voting, on the resolution; and
    (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, in accordance with the Corporations Act, the Company will disregard any vote cast (in any capacity) on Resolution 4 by, or on behalf of:

(a) a member of the KMP as disclosed in the 2026 remuneration report; and
(b) a CRP of those persons,

unless the vote is cast by a person described above as a proxy for a person who is entitled to vote on the resolution and:

(i) the proxy appointment is in writing that specifies the way the proxy is to vote and the person casts the vote as proxy in accordance with the directions as set out in the proxy form; or
(ii) the vote is cast by the Chairman of the Meeting pursuant to an express authorisation on the proxy form to vote as the proxy decides, and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

By order of the Board

Terence Bonner

Company Secretary and General Counsel
22 September 2026

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HOW TO VOTE

You may vote by attending the Meeting in person or electronically on the AGM online platform, by proxy or authorised representative.

VOTING ONLINE

Shareholders are encouraged to participate in the Meeting via the online platform. We recommend logging on to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the following instructions:

1. Enter https://meetings.openbriefing.com/DTL26 into a web browser on your computer or online device.
2. Shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**), as printed on the holding statement.
3. Proxyholders will need their proxy number which the share registry will provide via email within 24 hours of the Meeting.

Shareholders are encouraged to lodge their votes and submit any written questions ahead of the Meeting by logging in to their portfolio or holding(s) via the share registry's website at https://au.investorcentre.mpms.mufg.com.

Votes must be received by 10:00am (AEST) on Monday, 26 October 2026.

VOTING IN PERSON

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at **10:00am (AEST).**

DETERMINATION OF ENTITLEMENT TO ATTEND AND VOTE

The Company has determined under regulation 7.11.37 *Corporation Regulations 2001* (Cth) that for the purposes of voting at the Meeting or adjourned meeting, shares in the Company will be taken to be held by the persons who are registered as Shareholders as at 7:00pm (AEST) on Monday, 26 October 2026. Transactions registered after that time will be disregarded in determining entitlements to attend and vote.

PROXIES

If you are a Shareholder entitled to attend and vote, you may choose to appoint a proxy.

The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If not specified, each proxy may exercise half of the votes.

To appoint a second proxy, please contact the Data#3 share registry (refer to the contact details below).

To be effective, the appointing document, together with the original or a certified copy of the power of attorney (if any) under which the voting form is signed, must be received no later than 10:00am (AEST) on Monday, 26 October 2026 (48 hours before the commencement of the Meeting).

CORPORATE REPRESENTATIVES

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with or presented to the Company 48 hours before the Meeting.

QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE MEETING

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders to direct questions to the Chairman about, or to make comments on, the management of Data#3 at the Meeting.

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Similarly, a reasonable opportunity will be given to Shareholders to ask Data#3's external auditor, PricewaterhouseCoopers, 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 PricewaterhouseCoopers if the question is relevant to the content of the audit report or the conduct of its audit of Data#3's financial report for the year ended 30 June 2026. Relevant written questions for PricewaterhouseCoopers must be received no later than 5:00pm (AEST) on Wednesday, 21 October 2026.

Please send any written questions for PricewaterhouseCoopers:

- 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 Wednesday, 21 October 2026.

Shareholders will also be able to ask a question or make a comment in writing or orally through the Online Platform at https://meetings.openbriefing.com/DTL26. Further details can be found in the Virtual Meeting Online Guide.

CONTACT DETAILS FOR SHARE REGISTRY

MUFG Corporate Markets (AU) Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

Online:	https://au.investorcentre.mpms.mufg.com
Telephone:	+61 1300 554 474
Fax:	+61 2 9287 0303
Email:	support@cm.mpms.mufg.com

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EXPLANATORY STATEMENT

This Explanatory Statement is provided to shareholders of the Company to explain the resolutions to be put to shareholders of the Annual General Meeting of Data#3 to be held at 10:00am (AEST) on Wednesday, 28 October 2026. Shareholders should read the accompanying Notice of Meeting and this Explanatory Statement in full before making any decision in relation to the Resolutions.

Item 1: Financial statements and reports

The Corporations Act requires the Company to lay before the Annual General Meeting the financial report, sustainability report, Directors' report and the independent auditor's report for the previous financial year. Copies of these reports have been sent to Shareholders and are available on the Company's website: www.data3.com.au.

No resolution is required for this item, but Shareholders will be provided with a reasonable opportunity to ask questions or make comments in relation to these reports. The Company's auditor will also be present at the Meeting and Shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

Item 2: Adoption of remuneration report (Resolution 1)

A resolution for the adoption of the remuneration report is required to be considered and voted on in accordance with section 250R(2) of the Corporations Act. The remuneration report is set out on pages 45 to 55 of the Company's 2026 annual report and identifies Data#3's key management personnel. They 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.

This remuneration report:

- explains the principles used to determine the nature and amount of remuneration paid to key management personnel of Data#3;
- 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; and
- provides a summary of the terms of employment of the Chief Executive Officer and Managing Director, and other key management personnel.

A reasonable opportunity will be provided for discussion of the remuneration report at the Meeting. Section 250R(3) of the Corporations Act requires that the vote on this 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.

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

In accordance with the Corporations Act, the Chairman of the meeting is entitled to vote undirected proxies on this resolution that is connected with the remuneration of the Company's key management personnel. If you appoint the Chairman as your proxy and wish to support this resolution, please mark an 'X' in the box at Step 1 on the voting form.

Any undirected proxies held by other key management personnel or any of their closely related parties will not be voted on this item.

Directors' recommendation

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As Resolution 1 relates to matters including the remuneration of the Directors, the Directors make no recommendation regarding Resolution 1 in the interests of good corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act.

Item 3: Re-election of Director – Mr Alan Mark Gray (Resolution 2)

Mr Alan Mark Gray has served as a non-executive director of Data#3 Limited since August 2017. Mr Gray was last re-elected at the 2023 AGM and is required to retire by rotation at the 2026 Annual General Meeting. Being eligible, Mr Gray stands for re-election in accordance with the Company's constitution.

In accordance with rule 18.4(b) of the Company's constitution and ASX Listing Rule 14.4, Mr Gray retires by rotation and, being eligible, offers himself for re-election.

Information regarding Mr Gray's qualifications, experience and responsibilities is summarised below:

A M Gray, D Univ, B. Econ (Hons), FAICD (Non-executive Director)

Mark Gray is a Non-Executive Director of the Australian Retirement Trust, CleanCo Queensland and the Royal Flying Doctor Service (Queensland). Previous roles include Chair of Sugar Terminals Limited and Airtrain Citylink Limited; Deputy Chair, Urban Utilities; and a Non-Executive Director of the Northern Australia Infrastructure Facility, Queensland Cricket, Queensland Treasury Corporation, Griffith University and the Queensland Art Gallery. Mark has previously held senior executive roles including Under Treasurer (Chief Executive) of the Queensland Treasury Department; Chief Executive Officer of the Queensland Competition Authority and the Queensland Independent Commission of Audit; Queensland Office Head of the Macquarie Group; and Executive Director, BDO. Mark was awarded an Honorary Doctorate from Griffith University in 2017 and a Prime Minister's Centenary Medal for services to banking and finance in 2003.

Special responsibilities: Chair of the Nomination responsibility of the People, Remuneration and Nomination Committee; member of the Audit & Risk Committee.
The Board considers that Mr Gray will, if re-elected, continue to qualify as an independent director.

Directors' recommendation
The Directors, with Mark Gray abstaining, recommend that Shareholders vote in favour of Resolution 2, and the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

Item 4: Approval to issue Rights to a related party: Mr Bradley Colledge (Resolution 3)
Mr Bradley Colledge is Managing Director and Chief Executive Officer of the Company, and a related party of the Company by virtue of him being a Director and so is within the category of persons in ASX Listing Rule 10.14.1.

Accordingly, the Company seeks Shareholder approval for the purposes of ASX Listing Rule 10.14 and for all other purposes to grant a maximum of 46,695 performance rights with the key terms detailed below ("**Rights**") and any fully paid Shares issued on vesting of those Rights to Bradley Colledge (or his nominee).

Subject to obtaining the required Shareholder approval detailed below, the Rights will be issued under and subject to the terms of the Data#3 Limited Long Term Incentive Plan ("**LTIP**") approved originally at the annual general meeting for the Company held in 2018, and re-approved at the annual general meeting for the Company held in 2021 and re-approved at the 2024 AGM, and otherwise on the terms set out below ("**Rights Issue**").

ASX Listing Rule 10.14 provides that a listed Company must not permit any of the following persons to acquire securities under an employee incentive scheme:

10.14.1	a director of the Company;
10.14.2	an associate of a director of the Company;
10.14.3	a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders;

unless it obtains the approval of its shareholders.

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The Rights Issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

The Board has decided to grant these Rights as part of Bradley Colledge's remuneration package, and in recognition of his contribution to the Company.

If Resolution 3 is passed, the Company will be able to proceed with the Rights Issue on the terms and with the effects detailed below.

If Resolution 3 is not passed, the Company will not be able to proceed with the Rights Issue and will consider other ways to recognise Bradley Colledge's contribution to the Company and long term incentive methods, which may include a cash-based incentive.

If approval is obtained pursuant to ASX Listing Rule 10.14, the Company is entitled to rely on ASX Listing Rule 10.12 (exception 8) as an exception to any requirement that may otherwise apply requiring Shareholder approval under ASX Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.

Key terms of the Rights

The Rights will be subject to the following key terms and conditions:

- each Right is a right for Bradley Colledge (or his nominee) to be issued one Share upon satisfaction of the following vesting conditions ("**Relevant Vesting Conditions**"):
    - Bradley Colledge remains an employee of the Company on the date the Relevant Vesting Conditions are satisfied.
    - the Rights will vest on a straight-line proportional basis, from 0 up to a maximum of 46,695 based on the actual cumulative earning before interest and tax per share over a three year period ending on 30 June 2029 ("Vesting Period") compared to a target as determined by the Board;
    - For this proposed issue of rights, the Board has desired to incentivise overperformance of the historical target setting methodology utilised by the Board. As such, the maximum rights proposed to be issued is 50% more on a year-on-year like-for-like historical basis.
- notwithstanding the specific vesting conditions outlined above, in accordance with the LTIP rules the Board may, in its absolute discretion but all times subject to compliance with the ASX Listing Rules and other applicable laws, waive or alter any or all of Relevant Vesting Conditions that do not favour the grantee.
- prior to vesting the Rights will not be transferrable other than with the written consent of the Board;
- prior to vesting the Rights do not carry any dividend or voting rights; and
- the Rights will automatically vest (subject to another determination by the Board) such that the corresponding number of Shares will be delivered for the benefit of Bradley Colledge upon satisfaction of the Relevant Vesting Conditions.

In accordance with the requirements under ASX Listing Rule 10.15:

(a) Bradley Colledge is a Director of the Company ("LR 10.14.1 Party");
(b) the maximum number of Rights that may be acquired by Bradley Colledge in accordance with this resolution is 46,695, comprising:
    (i) an On Target LTI opportunity of up to 31,130 Rights calculated by dividing $350,000 by the volume weighted average price of the Shares for the five trading days commencing one day after the Company's 24 August 2026 announcement of its FY26 results, being $11.24341 per Share, and
    (ii) an Overperformance LTI opportunity of up to 15,565 Rights calculated by dividing $175,000 by the volume weighted average price of the Shares for the five trading days commencing one day after the Company's 24 August 2026 announcement of its FY26 results, being $11.24341 per Share;
(c) for the purposes of ASX Listing Rule 10.15.4, the details of Bradley Colledge's total remuneration package for the year ending 30 June 2027 are set out below:

	$

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Cash salary	$707,200
Superannuation	$32,500
Short-term incentive	$303,784
Proposed on target long-term incentive	$350,000
Proposed overperformance long-term incentive	$175,000
Total maximum remuneration package for FY27	$1,568,484

(d) for the purposes of ASX Listing Rule 10.15.5, Bradley Colledge has previously been granted the following Rights under the LTIP:

- 92,025 Rights as disclosed in the Company's 2019 annual report;
- 61,475 Rights as disclosed in the Company's 2020 annual report;
- 25,790 Rights as disclosed in the Company's 2021 annual report;
- 27,580 Rights as disclosed in the Company's 2022 annual report;
- 24,230 Rights as disclosed in the Company's 2023 annual report;
- 21,964 Rights as disclosed in the Company's 2024 annual report;
- 43,274 Rights as disclosed in the Company's 2025 annual report;
- 39,314 Rights as disclosed in the Company's 2026 annual report;

("**Previous Issues**"). Of these Rights, 27,580 Rights conditions vested on 21 August 2024, 24,230 Rights conditions vested on 25 August 2025 and 21,964 Rights conditions vested on 24 August 2026 and were administratively issued on 4 September, 2026. The subsequent Rights are scheduled to vest following the release of the FY27 and FY28 financial results subject to satisfaction of the Relevant Vesting Conditions in accordance with the terms previously disclosed;

(e) for the purposes of ASX Listing Rule 10.15.5, the average acquisition price for the Previous Issues was nil and they have a nil exercise price;

(f) for the purposes of ASX Listing Rule 10.15.6:

(i) Rights are being issued rather than Options (being the two types of Securities that are able to be issued under the LTIP), for consistency with the Previous Issues. The Board considers the grant of Rights to be a cost-effective long-term incentive method, which further aligns the interests of the Managing Director and Chief Executive Officer with Shareholders by linking long-term incentives to growth in the Company's earnings per share. This approach is consistent with best practice in executive remuneration and corporate governance; and

(ii) a summary of the material terms of the Rights and the rules of the LTIP are set out in this Notice of Meeting;

(g) the Company has attributed a maximum LTI value of $525,000 to the Rights, which has been determined with reference to historical independent benchmarking and advice regarding Bradley Colledge's remuneration. The value of Bradley Colledge's total long-term incentive award (on target and overperformance LTIs) is equivalent to approximately 33.5% of his total remuneration package if 100% of his short-term and long-term incentives are achieved (refer to 'Key Terms of the Rights' above for further detail). For the purposes of ASX Listing Rule 10.15.8, the Rights will be granted for nil consideration on the basis their grant represents an incentive for future performance, and will be subject to the Relevant Vesting Conditions, and the Rights have a nil exercise price;

(h) whilst participating in the LTIP is open to all executive and non-executive directors, the Board has determined that Bradley Colledge, as the Company's current executive director, is the only Director eligible to participate in the LTIP at this time;

(i) subject to Shareholder approval, it is intended that the Rights will be issued within 30 days after the 2026 Annual General Meeting, but in any event will be issued no later than twelve months after the Meeting in accordance with ASX Listing Rule 10.15.7;

(j) for the purposes of ASX Listing Rule 10.15.9, a summary of the material terms of the LTIP (as re-approved at the 2024 AGM) is set out in this section and in the schedule to this Notice of Meeting;

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(k) for the purposes of ASX Listing Rule 10.15.10, there are no loan arrangements with Bradley Colledge in relation to the acquisition of the Rights; and

(l) for the purposes of ASX Listing Rule 10.15.11:

- details of any Rights or Options issued under the LTIP will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14; and
- any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Rights or Options under the LTIP after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.

Other general terms of the Rights

The other general terms of the Rights are:

- should the Company undergo any reconstruction of capital, the number of Rights may be adjusted in the Board's discretion in accordance with the ASX Listing Rules and other laws as applicable at the time of the reorganisation;
- all Shares issued pursuant to vesting of the Rights will, subject to the Company's constitution, rank equally in all respects (other than in respect of dividends, rights issues or bonus issues declared prior to allotment) with the existing Shares at the date of issue and allotment;
- the Rights do not entitle the holder to participate in any new issues by the Company without having vested into Shares; and
- the Rights will not be quoted on the ASX.

Corporations Act

Under Chapter 2E of the Corporations Act a public Company cannot give a financial benefit to a related party unless an exception applies or Shareholders have, in a general meeting, approved the giving of that financial benefit.

Bradley Colledge is a related party of the Company due to the fact that he is a Director. The issue of the Rights will constitute the giving of a financial benefit to a related party for the purposes of section 229(3)(e) of the Corporations Act.

The Board of the Company (excluding Bradley Colledge) considers that the issue of the Rights to Bradley Colledge constitutes reasonable remuneration within the meaning of the exception in section 211(1) of the Corporations Act on the basis that the Rights are a necessary part of the incentive and remuneration package for Bradley Colledge in his current role and having regard to the circumstances of the Company, the duties and responsibilities of Bradley Colledge and market levels of remuneration for people in his position in similar sized companies. Therefore, the Company is not seeking Shareholder approval pursuant to section 208 of the Corporations Act in addition to the approval being sought under the Listing Rules.

Existing interests and the dilutionary effect on other Shareholders' interests

The effect that the grant and vesting of the Rights will have on the interest of Bradley Colledge relative to other Shareholders' interests is set out in the following table:

Details as at the date of this Notice of Meeting	**Number**
The total number of Shares on issue in the capital of the Company	155,183,269
Shares currently held by director (including indirect interests)	473,503
% of Shares currently held by director (including indirect interests)	0.31%

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Rights to be issued under Resolution 3 to director (or his nominee) following the Annual General Meeting	46,695
The total number of Shares on issue in the capital of the Company following the vesting of all Rights held by director (assuming no other Rights or Options were exercised and no other Shares or other equity securities are issued)	155,312,552
Shares that will be held following the vesting of all Rights held by director (assuming no other Rights or Options or Shares are held by, exercised or vested by Bradley Colledge (including indirect interests)	602,786
% of Shares that would be held by director following the vesting of all Rights assuming no other Awards held by other parties were exercised or vested (as applicable) and assuming no other Rights or Options or Shares are held by, exercised or vested by Director (including indirect interests)	0.39%

Directors' recommendation

The Directors abstain from making a recommendation in relation to Resolution 3, in the interests of good corporate governance.

Item 5: Increase in Non-Executive Director fee pool (Resolution 4)

Rule 18.6(a) of the Company's constitution and ASX Listing Rule 10.17 provide that the Company's non-executive Directors may be remunerated for their services from a maximum aggregate sum determined from time to time by the Company in general meeting. The Company must not increase the total maximum aggregate sum of non-executive Directors' remuneration payable by it without the members' approval by ordinary resolution at a general meeting.

In accordance with the constitution and ASX Listing Rule 10.17, Shareholders are being asked to approve an increase of $300,000 in the maximum aggregate amount that may be paid as non-executive Directors' fees, to a maximum of $1,200,000, inclusive of superannuation, per annum. This amount may be divided among the non-executive directors in such proportion and manner as the Board agrees.

The current maximum aggregate fee pool of $900,000 was approved at the annual general meeting 2022. Since the current fee pool was approved, the size and complexity of the Company has grown and pay to non-executive Directors has increased in line with market movements.

The Board currently consists of five (5) non-executive Directors and one (1) executive director. In the 2026 financial year, the board and committee fees paid to the Company's non-executive Directors were approximately $796,767.00 of the current fee pool, as detailed in the remuneration report set out on page 53 of the Company's 2026 annual report.

The Board is of the view that the proposed increase to the non-executive directors' fee pool is reasonable and 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 proposed increase to the fee pool will also allow room to accommodate an increase in the number of non-executive Directors in the event the Board considers additional appointments are necessary and appropriate in light of any expanded scope and complexity of the Company's business or to ensure the Board has the appropriate mix of skills and experience in order to properly discharge its duties. The increased fee pool will also facilitate orderly Board succession planning, whereby new directors may be appointed prior to retirement of existing directors.

If Shareholder approval is obtained, the Board considers that it is appropriate to apply the increase to the non-executive directors' fee pool with immediate effect and thereafter in respect of each financial year of the Company. If Shareholder approval is not obtained, the fee pool will remain at $900,000.

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In accordance with ASX Listing Rule 10.17, the Company confirms that no securities have been issued to a non-executive director under Listing Rule 10.11 or Listing Rule 10.14 with the approval of shareholders at any time in the preceding three (3) years.

Directors' recommendation

The Directors abstain from making a recommendation in relation to Resolution 4, in the interests of good corporate governance.

SCHEDULE

Summary of the LTIP terms and rules

The full rules of the LTIP are available upon written request to the Company. A summary of the LTIP rules is set out below. Capitalised terms not otherwise defined in this explanatory statement will have the meaning given to them in the rules of the LTIP.

Securities	Under the LTIP, the Company may offer or issue Rights or Options (**"Awards")** to eligible participants. Rights are a right to be issued or transferred a fully paid ordinary share in the Company ("**Share**") for a nil exercise price upon satisfaction of specified vesting conditions. Options are a right to be issued or transferred a Share upon payment of an exercise price and which can only be exercised if specific vesting conditions are achieved.
Eligibility	The LTIP will be open to eligible employees, non-executive directors and consultants of the Company who the board determines in its absolute discretion are eligible to be issued an Award ("**Participants**").
Grant of Awards	The board has discretion to determine the issue price and/or exercise price for the Awards under the LTIP. The offer must be in writing and specify, amongst other things, the type of Award that may be applied for, the number of Awards being issued, the exercise period, any conditions to be satisfied before the Awards may be exercised or vested and the exercise price of the Awards (if any). The Awards may also be subject to specific terms established by the board. No consideration is payable by an Eligible Person for an issue of Options or grant of Rights, unless the board decides otherwise.
Vesting of Awards	Options and Rights will vest and become exercisable to the extent that the applicable performance, service, or other vesting conditions specified at the time of the grant are satisfied (collectively, the "**Relevant Vesting Conditions"**). Typically, the Relevant Vesting Conditions must be satisfied within a predetermined vesting period. Both the Relevant Vesting Conditions and the vesting period are set by the board in its discretion, and may be waived by the board in its discretion provided such waiver does not favour the grantee, subject to compliance with the ASX Listing Rules and any other applicable laws.
Exercise of Vested Options	Vested Options may be exercised, subject to any exercise conditions or specific terms established by the board or set out in the LTIP, by the participant giving a signed notice to the Company and paying the exercise price in full. Where necessary, the Company will apply for official quotation of any Shares issued on exercise of any Options subject to the rules of the LTIP.
Vesting of Rights	Rights will, subject to any specific terms established by the board, automatically vest upon satisfaction of the specified vesting conditions such that the corresponding number of Shares will be delivered for the benefit of the Participant. Where necessary, the Company will apply for official quotation of any Shares issued on vesting of the Rights subject to the rules of the LTIP.
Lapse	The Awards shall lapse in accordance with specific offer terms or events contained in the LTIP rules, including but not limited to the board's determination that a Participant has committed an act which brings the Company into disrepute or is in breach of their obligations to the Company, or in the case of Vested Options where such options have not been exercised by the stated exercise expiry date.
Right of Participants	Once Shares are allotted or transferred to the benefit of a Participant upon exercise or vesting of the Awards (as applicable) the Participants will hold the Shares free of restrictions, unless the board determines otherwise. The Shares will rank for dividends declared on or after the date of issue but will carry no right to receive any dividend before the date of issue. Should the Company undergo any reorganisation of capital, the number of Awards may be adjusted in accordance with the Listing Rules and the determination of the board as applicable to the Awards at the time of reorganisation. In the event of a change of control, and subject to compliance with the ASX Listing Rules and any applicable laws, the board may determine that: (a) a Participant's 'not vested' Awards will vest notwithstanding some or all of the vesting conditions have not been satisfied;

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	(b) a Participant's 'not vested' Awards will lapse; or (c) a Participant's 'vested' or 'not vested' Awards are dealt with in a manner otherwise determined by the board. The Awards (prior to Shares being allotted or transferred) do not confer any rights on the Participant either as a member or creditor of the company, are unlisted and are unsecured.
Assignment	The Awards are not transferable or assignable without the prior written approval of the board and must not be sold, assigned or otherwise disposed of or encumbered by Participants except in accordance with the rules of the LTIP and all applicable laws. The Company may at its discretion determine that disposal or other restrictions apply to some or all Awards and/or Shares issued on exercise or vesting of an Award and may determine the terms and conditions of such restrictions.
Administration	The LTIP will be administered by the board which has an absolute discretion to determine appropriate procedures for its administration and, subject to the Listing Rules and applicable laws, all decisions of the board as to the interpretation, effect or application of the plan rules and all calculations and determinations made by the board under the plan rules are final, conclusive and binding in the absence of manifest error.
Issue or acquisition of shares	The Company may, in its discretion, issue new Shares or cause existing Shares to be acquired or transferred to the Participant, or a combination of both alternatives, to satisfy the Company's obligations under the LTIP. If the Company determines to cause the transfer of Shares, the Shares may be acquired in such manner as the Company considers appropriate, including from a trustee appointed under the LTIP.
Trustee, withdrawal process and rights when Shares held by Trustee on behalf of Participant	The board may elect to use on such terms and conditions as determined by the board in its absolute discretion an employee share trust for the purposes of subscribing for, acquiring and holding Shares issued in accordance with the LTIP (or another plan or scheme implemented by the Company from time to time) for the benefit of Participants and participants in other employee plans or schemes established from time to time. The board may do all things necessary for the establishment, administration, operation and funding of an employee share trust.
Termination and amendment	The LTIP may be terminated or suspended at any time by the board, or if an order is made or an effective resolution is passed for the winding up of the Company other than for the purpose of amalgamation or reconstruction. The LTIP may be amended at any time by the board provided that any amendment does not materially alter the rights of any participant in respect of the issue of Awards under the plan prior to the date of the amendment unless: (a) the amendment is introduced primarily for the purposes of complying with or conforming to present or future applicable legislation; (b) to correct any manifest error or mistake; or (c) to enable the plan of Company to comply with any applicable laws or any required policy.
Limits on Grant	When making an offer of Awards under the LTIP, the company does so in reliance on employee share scheme disclosure exemptions in the Corporations Act, it must, at the time of making the offer, have reasonable grounds to believe that the number of Shares that have been, or may be, issued in any of the circumstances covered by the following paragraphs will not exceed 5% of the total number of Shares at the time of making an offer: (a) Shares that may be issued under the offer or any other offer to be made under the Plan (to the extent offered in reliance on employee share scheme disclosure exemptions in the Corporations Act); (b) Shares issued or that may be issued as a result of offers made at any time during the previous three year period under: a. the LTIP or any other employee incentive scheme in reliance on employee share scheme disclosure exemptions in the Corporations Actor its predecessors; or b. an ASIC exempt arrangement of a similar kind to an employee incentive scheme; and (c) the number of Shares which are the subject of the offer of Awards; Offers of Awards issued other than in reliance on employee share scheme disclosure exemptions in the Corporations Act or its predecessors (such as offers received outside of Australia or under an exception in section 708 of the Corporations Act) will not be included in calculating the 5% limit.

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Data#3

ABN 31 010 545 267

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Data#3 Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

X99999999999

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PROXY 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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEST) on Wednesday, 28 October 2026** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Data#3's head office, Level 1, 555 Coronation Drive, Toowong, Brisbane Queensland** or logging in online at **https://meetings.openbriefing.com/DTL26** (refer to details in the Virtual Annual General Meeting Online Guide). To access the **Notice of Annual General Meeting** this can be viewed and downloaded at the Company's website at **https://www.data3.com/**.

Important for Resolutions 1, 3 and 4: If the Chairperson of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairperson of the Meeting to exercise the proxy in respect of Resolutions 1, 3 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

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 ☒

Resolutions	For	Against	Abstain*	For	Against	Abstain*
1 Adoption of remuneration report	☐	☐	☐			
2 Re-election of Director – Mr Alan Mark Gray	☐	☐	☐			
3 Approval to issue Rights to a related party: Mr Bradley Colledge	☐	☐	☐			
4 Increase in Non-Executive Director fee pool	☐	☐	☐			

* 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

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	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).

DTL PRX2601N

HOW TO COMPLETE THIS SECURITYHOLDER 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. 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 PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

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 they choose. 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 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; and

(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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

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 **10:00am (AEST) on Monday, 26 October 2026,** 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

https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre using the holding details as shown on the Voting/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).

BY MOBILE DEVICE

QR Code

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

BY MAIL

Data#3 Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

* in business hours (Monday to Friday, 9:00am–5:00pm)

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Data#3

ABN 31 010 545 267

LODGE YOUR QUESTIONS

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Data#3 Limited
C/- MUFG Corporate Markets (AU) Limited
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Sydney South NSW 1235 Australia

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MUFG Corporate Markets (AU) Limited
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10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

X99999999999

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QUESTIONS

Please use this form to submit any questions about Data#3 Limited ("the Company") that you would like us to respond to at the Company's 2026 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, MUFG Corporate Markets, by **5:00pm, Wednesday, 21 October 2026.**

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

- ☐ Performance or financial reports
- ☐ Remuneration Report
- ☐ My question is for the auditor
- ☐ A resolution being put to the AGM
- ☐ Sustainability/Environment
- ☐ Future direction
- ☐ General suggestion
- ☐ Other

My question relates to *(please mark the most appropriate box)*

- ☐ Performance or financial reports
- ☐ Remuneration Report
- ☐ My question is for the auditor
- ☐ A resolution being put to the AGM
- ☐ Sustainability/Environment
- ☐ Future direction
- ☐ General suggestion
- ☐ Other