

# DATADOT TECHNOLOGY LIMITED

ACN 091 908 726

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of members of DataDot Technology Limited (**Company**) is to be held for the purpose of conducting the business of the meeting as itemised.

**Venue:** Conference Room 1  
Level 6  
University of NSW City Campus  
1 O'Connell St  
Sydney  
New South Wales 2000  
(corner of O'Connell and Bent Streets)

**Date:** Monday, 25 November 2013

**Time:** 10.00 a.m. (Sydney time)

### BUSINESS OF THE MEETING

#### Financial Statements and Reports

To receive and consider the Financial Statements and Reports of the Directors and Auditor for the financial year ended 30 June 2013.

#### 1 Re-election of Director – Gary Flowers

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

*“That Mr Gary Flowers, who retires by rotation in accordance with the Company’s constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”*

#### 2 Renewal of Executive Share Rights Plan

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

*“That Shareholders renew and approve the issue of Shares under the Company’s Executive Share Rights Plan (as an exception to Listing Rule 7.1), the terms of which are summarised in the Explanatory Memorandum.”*

### **Voting Exclusion Statement**

The Company will disregard any votes cast on this resolution by a director of the Company except one who is ineligible to participate in the Executive Share Rights Plan. However, the Company need not disregard a vote if it is cast:

- (a) as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- (b) it is cast by the Chair as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

### **3 Ratification of Share Issue**

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

*“That, for the purpose of ASX Listing Rule 7.4, the issue of 72,000,000 fully paid ordinary shares in the Company at \$0.02 per share issued on 8 October 2013 to sophisticated and professional investors, as further detailed in the Explanatory Memorandum to the Notice of Meeting, is hereby ratified.”*

### **Voting Exclusion Statement**

The Company will disregard any votes cast on this resolution by a person who participated in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons, other than votes cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

### **4 Share Issue**

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

*“That, for the purpose of ASX Listing Rule 7.1, the proposed issue of up to 28,000,000 fully paid ordinary shares in the Company at \$0.02 per share to sophisticated and professional investors, as further detailed in the Explanatory Memorandum to the Notice of Meeting, is hereby approved.”*

If the resolution is passed, the issue of these securities will be excluded from the limit imposed under Listing Rule 7.1 which provides that without Shareholder approval a company cannot issue or agree to issue securities exceeding 15% of its issued securities in any 12 months.

## **Voting Exclusion Statement**

The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons, other than votes cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

## **5 Remuneration Report**

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

*“In accordance with Section 250R of the Corporations Act, the Company adopts the Remuneration Report as set out in the Directors’ Report.”*

### **Voting Exclusion Statement**

The Company will disregard any votes on this resolution by or on behalf of a member of the Key Management Personnel of the Company (including Directors) (“**KMP**”), or their closely related parties. However, the Company need not disregard a vote cast by a KMP or closely related party of the KMP if:

- (a) the person is acting as proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the KMP.

**Note:** The vote on this resolution is advisory only and does not bind the Directors or the Company.

## **Other Information**

The Explanatory Memorandum accompanies and forms part of this Notice.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Annual General Meeting should consult their financial or legal adviser for assistance.

## **Voting by Proxy**

Any Shareholder of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a shareholder of the Company. A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

Proxies must be:

- (a) lodged at the Company's share registry, Boardroom Pty Limited; or
- (b) faxed at the fax number specified below,

not later than 10am (Sydney time) on Saturday 23 November 2013.

<b>Boardroom Pty Limited (hand deliveries)</b>	Boardroom Pty Limited Level 7 207 Kent St Sydney NSW 2000
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<b>Boardroom Pty Limited (postal deliveries)</b>	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001
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<b>Fax number for lodgment</b>	02 9290 9655
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A form of proxy is provided with this notice.

### **Entitlement to Vote**

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares will be taken to be held by the persons who held them as registered Shareholders at 7.00 pm (Sydney time) on Saturday 23 November 2013. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

By Order of the Board  
**DataDot Technology Limited**

Graham Loughlin  
Company Secretary

11 October 2013

# **DATADOT TECHNOLOGY LIMITED**

**ACN 091 908 726**

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum relates to the Annual General Meeting of the Company to be held at Conference Room 1, Level 6, University of NSW City Campus, 1 O'Connell St Sydney on Monday, 25 November 2013 at 10.00 a.m. (Sydney time).

### **Financial Report and Reports of the Directors and Auditors**

This item allows Shareholders the opportunity to consider the Financial Report, Directors' Report and Auditor's Report of the Company. Under Section 317 of the Corporations Act the Company is required to lay these 3 reports, together comprising the Company's Annual Report, before its Shareholders at its Annual General Meeting.

#### **Resolution 1: Re-election of Gary Flowers B.Com., LL.B., FAICD**

Under ASX Listing Rule 14.4 a Director, other than the Managing Director, must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Under Rule 6.4 of the Company's Constitution one-third of the Company's Directors, other than the Managing Director and not including a Director appointed by the remaining Directors, or the number nearest to but not exceeding one-third, must retire after 3 years or at the third annual general meeting following the Director's appointment, unless re-elected.

Resolution 1 provides for the re-election of Gary Flowers as Director of the Company in accordance with Listing Rule 14.4 and Rule 6.4 of the Company's Constitution.

Mr Flowers joined the Board as a non-executive Director in November 2007. Until recently he was Chief Operating Officer for the Mirvac Group and before that served as Managing Director and CEO of Australian Rugby Union, CEO of SANZAR and a Council Member of the International Rugby Board. He was previously National Managing Partner of Sparke Helmore Lawyers. Mr Flowers has been Chairman of the Mirvac Hotels Group and a Director of Etihad Stadium. He is currently Chairman of the Board of Mainbrace Constructions Pty Limited and a non-executive Director of Sparke Helmore Lawyers. He is Chairman of the Audit and Risk Management Committee and a member of the Remuneration and Nomination Committee.

The Board, other than Mr Flowers, recommends the reappointment of Mr Flowers as a Director.

#### **Resolution 2: Renewal of Executive Share Rights Plan**

Resolution 2 provides Shareholders with the opportunity to vote to renew the Company's Executive Share Rights Plan (**ESRP**), which was last approved by Shareholders at the Company's AGM in 2010.

### **Overview**

Under Listing Rule 7.1 a company must not, without the approval of its ordinary shareholders, issue more than 15% of its equity securities in any 12 month period, unless an exception applies in ASX Listing Rule 7.2.

Exception 9 to ASX Listing Rule 7.2 provides that an issue of securities under an employee incentive plan (such as the issue of share rights under the ESRP) will be treated as an exception to Listing Rule 7.1 if, within 3 years before the due date of the grant of the

securities, Shareholders have approved the issue of the securities pursuant to the relevant employee incentive plan as an exception to Listing Rule 7.1.

If Resolution 2 is passed, any issue of share rights under the ESRP in the next 3 years will be excluded from the 15% limit in any 12 month period under Listing Rule 7.1.

### ***Purpose of ESRP***

The broad objective of the ESRP is to assist in the recruitment, reward, retention and motivation of Company executives. Specifically, the ESRP enables payment in the form of an equity grant of the long-term incentive element of executives' remuneration packages. The Board's policy is that Share Rights granted under the ESRP will be exercisable for no consideration, although the Board has discretion to require executives to pay consideration. Share Rights granted at no consideration under the ESRP are in effect zero exercise-priced options, which will provide additional benefits to executives at no additional cost to the Company.

The Share Rights provide entitlement to a full Share without requiring payment by executives, eliminate the risk to executives of paying tax should the Company's shares decline in value, and avoid the need for executives to obtain finance to exercise the Share Rights.

### ***Terms of ESRP***

The terms of the ESRP are set out in the ESRP Rules. The key elements of the ESRP are as follows:

#### *Trustee*

The Company may appoint a trustee for the purpose of acquiring and delivering shares to executives and/or holding shares on behalf of executives where this is specified at the time of grant.

#### *Grant of Share Rights*

The Board may grant Share Rights to eligible employees, excluding Non-Executive Directors. The Board will determine:

- (a) which employees are eligible;
- (b) vesting conditions (if any);
- (c) disposal restrictions (if any);
- (d) the terms of expiry of the Share Rights; and
- (e) whether the Shares to be delivered on exercise of the Share Rights are to be held by the Trustee.

A grant of Share Rights does not confer any right or interest, legal or equitable, in Shares until all vesting conditions have either been satisfied or waived by the Board at its discretion.

#### *Consideration*

Unless otherwise determined by the Board at its discretion when making a grant of Share Rights, no amount shall be payable by an executive upon the vesting of those rights.

*5% Cap*

Unless the Board determines otherwise, the Company will not issue Shares on exercise of Share Rights if the total number of Shares so issued, when aggregated with:

- (a) the number of Shares which could be issued were each outstanding offer or grant with respect to Shares, units of shares and Options or those rights to acquire unissued Shares, under the ESRP or any other employee or non-executive director share scheme of the Company to be accepted or exercised; and
- (b) the number of Shares issued during the previous 5 years pursuant to the ESRP or any other employee or non-executive director share scheme of the Company,

but disregarding any offer made, or Option or Share Right acquired or Share issued by way of or as a result of an offer:

- (c) to a person situated at the time of receipt of the offer outside Australia; or
- (d) that did not need disclosure to investors because of section 708 of the Corporations Act or was an excluded offer or invitation under the Corporations Law; or
- (e) that did not require the giving of a product disclosure statement (as defined in section 761A of the Corporations Act) because of section 1012D of the Corporations Act; or
- (f) made under a disclosure document (as defined in section 9 of the Corporations Act) or product disclosure statement,

were to exceed 5% of the total number of issued Shares at the time.

*Vesting of Rights*

An unvested Share Right that becomes a vested right shall be automatically exercised to provide a Share to the executive.

The Company may impose disposal restrictions on the Shares provided that the maximum term of a disposal restriction does not exceed 7 years from the time of grant of those rights.

*Expiry of Rights*

Unless an executive ceases to be an employee of the Company by reason of death, disability, bona fide redundancy or for any other reason with approval of the Board, in which case the vesting conditions will be determined pro rata over the period from the grant of the unvested Share Rights to the date employment ceases, all unvested rights held by an executive will expire and the executive will forfeit any right or interest in the unvested rights when he or she ceases to be an employee of the Company.

If unvested Share Rights have not vested by the end of the vesting period the unvested rights shall expire.

*Participation in Future Issues*

An executive cannot participate in new issues of Shares or other securities unless Shares in respect of Share Rights held by the executive have been issued.

If the Company makes a pro rata bonus issue of Shares or other securities to Shareholders and Shares in respect of Share Rights held by an executive have not been issued, then the number of Shares the subject of those rights will be increased pro rata as if they had been issued.

If the Company makes a pro rata issue of securities other than a bonus issue to Shareholders and Shares in respect of Share Rights held by an executive have not been issued, then the number of rights or other terms and conditions applicable to those rights may be adjusted at the Board's discretion, subject to the Listing Rules and Corporations Act.

#### *Transfer*

Without the prior approval of the Board, Share Rights and Shares subject to disposal restrictions may not be transferred or encumbered.

#### *Reorganisation*

In the event of any reorganisation of the issued Share capital of the Company, the number of Shares to be delivered in respect of each Share Right will be reorganised in the manner specified in the Listing Rules as being applicable to Options at the time of the reorganisation.

#### *Forfeiture*

An executive will forfeit all Share Rights or interests in any unvested rights or vested rights if the Board determines that the executive has committed any act of fraud, defalcation or gross misconduct.

#### *Number of Share Rights issued under the ESRP since the date of the last approval*

Set out in the table below is a summary of Share Rights granted, vested and cancelled under the ESRP as at the date of the Notice of Meeting since the ESRP was approved at the Company's AGM in 2010:

	<b>Number Granted</b>	<b>Number Cancelled</b>	<b>Number Vested</b>	<b>Number Yet To Vest</b>
<b>TOTAL</b>	37,725,000	13,700,000	10,100,000	13,925,000

### **Resolution 3: Ratification of Share Issue of 72,000,000 Ordinary Shares**

Resolution 3 seeks to ratify the issue of 72,000,000 fully paid ordinary shares in the Company that was completed on 8<sup>th</sup> October 2013.

#### **Overview**

Under Listing Rule 7.1 a company must not, without the approval of its ordinary shareholders, issue more than 15% of its equity securities in any 12 month period, unless an exception applies in ASX Listing Rule 7.2.

Listing Rule 7.4 allows a company which makes an issue that complies with Listing Rule 7.1 to obtain subsequent shareholder approval for the issue and so reinstate the company's ability to issue up to 15% of its capital under Listing Rule 7.1. Resolution 3 complies with Listing Rule 7.4 and, if passed, will reinstate the Company's ability to issue up to 15% capital within a 12 month period.

On 8 October 2013, the Company issued 72,000,000 fully paid ordinary shares to sophisticated and professional investors (as contemplated under the Corporations Act) at an issue price of \$0.02 per share. The shares issued ranked equally with existing ordinary shares then on issue.



Proceeds from the capital raising will be used to:

- (a) finance business development initiatives including the National Equipment Register and National Marine Register in Australia, the National Metals Register in the US and UK, and CopDots in the US and Canada;
- (b) support the accelerated commercialisation of technology in DataTraceDNA Pty Limited; and
- (c) provide additional general working capital.

#### **Resolution 4: Share Issue**

Resolution 4 provides Shareholders with the opportunity to approve the issue and allotment of up to 28,000,000 ordinary shares to sophisticated and professional investors (as contemplated under the Corporations Act).

#### **Overview**

Under Listing Rule 7.1 a company must not, without the approval of its ordinary shareholders, issue more than 15% of its equity securities in any 12 month period, unless an exception applies in ASX Listing Rule 7.2.

On 30<sup>th</sup> September 2013 the Company announced it would raise \$2,000,000 by placing 100,000,000 ordinary shares at \$0.02 per share with sophisticated and professional investors. The placement comprised two tranches:

- (a) Tranche 1 comprising 72,000,000 shares, which were issued on 8<sup>th</sup> October 2013. Tranche 1 equated to 14.8% of the Company's equity securities as at 8<sup>th</sup> October 2012.
- (b) Tranche 2, comprising the balance of 28,000,000 shares, which is subject to Shareholder approval under Listing Rule 7.1.

Subject to Shareholder approval, up to 28,000,000 fully paid ordinary shares will be issued to sophisticated and professional investors by 6<sup>th</sup> December 2013. The shares to be issued will rank equally with existing ordinary shares then on issue.

Proceeds from the capital raising will be used to:

- (a) finance business development initiatives including the National Equipment Register and National Marine Register in Australia, the National Metals Register in the US and UK, and CopDots in the US and Canada;
- (b) support the accelerated commercialisation of technology in DataTraceDNA Pty Limited; and
- (c) provide additional general working capital

#### **Resolution 5: Remuneration Report**

Resolution 5 provides Shareholders the opportunity to vote on the Company's Remuneration Report. Under Section 250R(2) of the Corporations Act the Company must put the adoption of its Remuneration Report to a vote at the annual general meeting. The Remuneration Report is contained in the Directors' Report.

Section 250R(3) of the Corporations Act provides that Resolution 5 is advisory only and does not bind the Directors or the Company, and a failure of Shareholders to pass Resolution 5 will not require the Directors to alter any arrangements in the Remuneration Report.

The Chairman will allow reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chairman intends to exercise all undirected proxies in favour of Resolution 5. If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 5, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

## Glossary

In this Notice and Explanatory Memorandum:

**\$** means Australian Dollars.

**ASX** means ASX Limited ACN 008 624 691, and where the context permits the Australian Securities Exchange operated by ASX.

**Auditor's Report** means the auditor's report in the Financial Report.

**Board** means the board of Directors.

**Chair** or **Chairman** means the person appointed to chair the Meeting convened by this Notice.

**Company** means DataDot Technology Limited ACN 091 908 726

**Constitution** means the constitution of the Company as at the commencement of the Meeting.

**Corporations Act** means *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Director's Report** means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

**Financial Report** means the annual financial report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

**Key Management Personnel** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Listing Rules** means the listing rules of ASX.

**Meeting** means the annual general meeting to which this Notice relates.

**Notice** means this notice of meeting.

**Official Quotation** means official quotation on ASX.

**Proxy Form** means the proxy form attached to the Notice.

**Share** means an ordinary share in the capital of the Company.

**Shareholder** means a shareholder of the Company.

**Share Rights** means share rights granted under the Company's Executive Share Rights Plan.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**All Correspondence to:**

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,  
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10.00 am (AEDT) on Saturday, 23 November 2013.**

### 🖥 TO VOTE ONLINE

**STEP 1: VISIT** [www.boardroomlimited.com.au/vote/ddtagm2013](http://www.boardroomlimited.com.au/vote/ddtagm2013)

**STEP 2: Enter your holding/investment type:**

**STEP 3: Enter your Reference Number:**

**STEP 4: Enter your Voting Access Code:**

**PLEASE NOTE:** For security reasons it is important you keep the above information confidential.

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. 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 security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10.00 am (AEDT) on Saturday, 23 November 2013.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** [www.boardroomlimited.com.au/vote/ddtagm2013](http://www.boardroomlimited.com.au/vote/ddtagm2013)

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **DataDot Technology Limited** and entitled to attend and vote hereby appoint

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 below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting as my/our proxy at the **Annual General Meeting of DataDot Technology Limited to be held in Conference Room 1, Level 6, University of NSW City Campus, 1 O'Connell Street, Sydney, NSW 2000 (corner of O'Connell and Bent Streets) on Monday 25 November 2013 at 10.00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

**Exercise of proxies by the Chairman: Resolutions 2 and 5**

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Resolutions 2 & 5, please place a mark in the box.

By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 2 & 5 and that votes cast by the Chairman of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on Resolutions 2 & 5 and your votes will not be counted in calculating the required majority if a poll is called on those resolutions.

**STEP 2 VOTING DIRECTIONS**  
 \* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Re-election of Director – Gary Flowers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Renewal of Executive Share Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SHAREHOLDERS**  
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2013