



Notice of Annual General Meeting

**Wednesday 31 May 2023
12.00pm AEST**

**Dicker Data Limited
ACN 000 969 362**

Participation in the AGM

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of Dicker Data Limited (**Dicker Data or Company**) will be held at 238-258 Captain Cook Drive, Kurnell NSW on Wednesday, 31 May 2023 commencing at 12.00pm AEST.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Voting Form and Explanatory Memorandum form part of this notice.

Shareholders can participate in the AGM in the following ways:

Before the AGM

AGM Notice of Meeting	Vote or appoint proxy	Ask a question or make a comment
<ul style="list-style-type: none">• Access online via https://www.dickerdata.com.au/agm2023 or the Dicker Data announcements section.• Request a hard copy Notice of Meeting by phone or email: +61 1300 554 474 or email registrars@linkmarketservices.com.au	<ul style="list-style-type: none">• Return the Voting Form• Follow the AGM voting link emailed to you• If you appoint a proxy other than the Chairman, you must provide your intended proxy's email address• To be valid, your vote or proxy appointment must be received by 12.00pm (AEST) Monday 29 May 2023.	<ul style="list-style-type: none">• Submit questions or comments via the share registry website at www.linkmarketservices.com.au• Questions must be received by 5.00pm AEST Wednesday 24 May 2023.

Attend the AGM in person

The AGM will be held at the offices of Dicker Data, 238-258 Captain Cook Drive, Kurnell NSW.

We ask that you do not attend the AGM if you feel unwell or have been in contact with someone who may have been affected by COVID-19.

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person will be able to ask questions or make a comment and vote at the meeting.

If you need assistance, please call +61 1300 554 474.



26 April 2023

Dear Dicker Data Shareholder,

On behalf of the Board, I am pleased to invite you to attend the AGM of Dicker Data Limited which will be held on Wednesday 31 May 2023 commencing at 12.00pm (AEST). The meeting will be held at the Dicker Data offices at 238-258 Captain Cook Drive, Kurnell NSW.

Please read the Notice of Meeting (including the Explanatory Memorandum) and the Voting Form and consider how to vote on each resolution related to the items of business of the AGM. Subject to the abstentions noted in the Explanatory Memorandum, the Directors of Dicker Data recommend that Shareholders vote in favour of the resolutions in Items 2 - 6.

If you are unable to attend the AGM, I encourage you to vote online no later than 12.00pm AEST on Monday 29 May 2023.

Shareholders will have the opportunity to submit questions or make comments prior to the AGM or during the AGM, and details of how to do this is outlined in the Notice of Meeting.

Under changes implemented with the Corporations Amendment (Meetings and Documents) Bill 2021 (Cth), you have not been sent a hardcopy Notice of Meeting or Voting Form.

Should you wish to update your communication election to receive hardcopy meeting documents in future or to lodge a vote for the AGM, please visit <https://investorcentre.linkgroup.com/>

I encourage you to read our 2022 Annual Report which provides a detailed overview of business performance last year at <https://www.dickerdata.com.au/investor>.

Thank you for your continued support of Dicker Data. I look forward to the opportunity to provide you with a progress update and to hear your views at our AGM.

Yours sincerely,

A handwritten signature in black ink, appearing to read "David Dicker".

David Dicker
Chair and CEO

DICKER DATA LIMITED

ACN 000 969 362

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of Dicker Data Limited (**Dicker Data** or the **Company**) will be held at 238-258 Captain Cook Drive Kurnell on Wednesday 31 May 2023 at 12.00pm (AEST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum, Voting Procedures and Voting Form comprise part of this notice.

BUSINESS OF THE MEETING

Item 1: Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 December 2022.

All Shareholders can view the Annual Report which contains the Financial Report for the year ended 31 December 2022 on <https://www.dickerdata.com.au/agm2023>.

Item 2: Remuneration Report

To consider and, if thought fit, to pass the following as an advisory resolution of the Company:

"To adopt the Remuneration Report for the year ended 31 December 2022."

Notes:

- (i) In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
- (ii) A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

Item 3: Re-election of Director – Ms Mary Stojcevski

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

"That Ms Mary Stojcevski, being a Director who is retiring in accordance with clause 16.3 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers herself for re-election, be re-elected as a Director of the Company."

Item 4: Re-election of Director – Ms Fiona Brown

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

"That Ms Fiona Brown, being a Director who is retiring in accordance with clause 16.3 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers herself for re-election, be re-elected as a Director of the Company."

Item 5: Non-Executive Directors Remuneration

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

“That, for the purposes of Listing Rule 10.17 and for all other purposes, effective from the close of the Meeting the total amount that may be paid in aggregate and in any one year by the Company to the Non-Executive Directors as remuneration for services be increased by \$500,000, from \$250,000 to \$750,000.”

Note: A voting exclusion applies to this resolution (see Explanatory Memorandum for details).

Item 6: Auditor Appointment

To consider and, if thought fit, to pass the following as a special resolution of the Company:

“That Ernst & Young having given its consent to act as Auditor, in accordance with section 328A(1) of the Corporations Act 2001 (Cth), be appointed as Auditor of the Company.

VOTING PROCEDURES AT THE AGM

All RESOLUTIONS WILL BE BY POLL

In accordance with clause 14.10 of the Company's Constitution (**Constitution**), the Chair intends to demand a poll on each of the resolutions proposed at the Meeting. Each resolution considered at the Meeting will therefore be conducted by a poll. The Chair considers voting by poll to be in the interests of the Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00pm (AEST) on Monday 29 May 2023 (**Entitlement Time**).

This means that if you are not the registered holder of a share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

HOW TO VOTE

Prior to the AGM

Shareholders are able to vote directly on resolutions considered at the Meeting **at any time between the date of this Notice of Meeting and 12.000pm (AEST) on Monday 29 May 2023**. For details about how you can submit your Voting Form, please refer to the section below titled 'Submitting your Voting Form prior to the AGM'.

If you lodge a direct vote, you are voting directly and are not appointing a third party, such as a proxy, to act on your behalf.

The Dicker Data Direct Voting Regulations governing direct voting are available on the Dicker Data website at www.dickerdata.com (under Investors). By submitting a direct vote, you agree to be bound by the Dicker Data Direct Voting Regulations.

Voting – During AGM

Those Shareholders attending the meeting will be able to vote at the meeting using forms provided. Voting Shareholders will be presented with a voting/proxy form upon registration at the AGM and the completed forms will be collected at the closure of voting as announced by the Chair during the AGM.

Appointment of Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Item 2 (see the Explanatory Memorandum below):

- If a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines, and
- If a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting.

Proxy Voting by the Chair

For Item 2 (Remuneration Report) and Item 5 (Non-Executive Directors Remuneration), where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote on Item 2 and 5, the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for this item of business, even though Item 2 and 5 are connected with the remuneration of Key Management Personnel (**Key Management Personnel** or **KMP**).

The Chair intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting, including Item 2 and 5.

Submitting your Voting Form Prior to the AGM

To be valid, a Voting Form must be received by the Company in the manner set out in this Notice of Meeting.

The Chair's decision on the validity of a direct vote, vote cast by a proxy or vote cast in person, is conclusive and the Company reserves the right to declare invalid any Voting Form not received in this manner.

For your proxy or direct vote prior to the AGM to be effective, your completed Voting Form must be received by the Company share registry, Link Market Services, no later than 12.00pm (AEST) on Monday 29 May 2023. After this time, you will still be able to lodge your direct vote during the AGM by attending the AGM in person and voting using the forms provided.

To be effective, the Voting Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's share registry, as an original, online or by facsimile, **no later** 12.00pm (AEST) on Monday 29 May 2023 (**Proxy Deadline**).

Proxy forms may be submitted in one of the following ways:

- (i) **By mail** to Link Market Services Limited using the reply-paid envelope or Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches Link Market Services Limited by the Proxy Deadline;
- (ii) **Mobile Device** using a mobile device by scanning the QR code on the back of the Voting Form. To scan the QR code you will need a QR code reader application that can be downloaded for free on your mobile device. You will also need your SRN or HIN and postcode for your shareholding.
- (iii) **By fax** to Link Market Services Limited on +61 2 9287 0309;
- (iv) **Online** via the Company's Share Registry website at www.linkmarketservices.com.au. Please refer to the Proxy Form for more information. You will need your Securityholder Reference Number (**SRN**) or Holding Identification Number (**HIN**); or
- (v) **By hand delivery** to Link Market Services Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta, NSW 2150

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate shareholder may appoint a person to act as its representative to attend the meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

QUESTIONS OR COMMENTS FROM SHAREHOLDERS

Shareholders who would like to register questions or comments in advance of the AGM can do this via our Investor Centre.

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm AEST Wednesday 24 May 2023.

Questions will be collated, and during the AGM, the Chair and/or Management will seek to address as many of the more frequently raised topics as possible. Please note that individual response will not be sent to Shareholders.

BY ORDER OF THE BOARD



Erin McMullen
Company Secretary
26 April 2023

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held on Wednesday 31 May 2023.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote on the resolutions.

Subject to the abstentions noted below in respect of each resolution, the Directors unanimously recommend that Shareholders vote in favour of all resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

The resolutions in Items 3 - 5 are ordinary resolutions, which require a simple majority of votes cast by Shareholders entitled to vote on the resolution. The resolution in Item 2 relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. Item 6 is a special resolution and requires 75% of the votes cast to be in favour to be passed.

ITEM 1 – Financial Statements

As required by section 317 of the Corporations Act the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented to the meeting. The Financial Report contains the financial statements of Dicker Data Limited and its subsidiaries.

There is no requirement for a formal resolution on this Item.

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, BDO, questions about the Auditor's report, the conduct of its audit of the Company's Financial Report for the financial year ended 31 December 2022, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of BDO in relation to the conduct of the audit.

Shareholders may submit questions to the Company in relation to the above matters. Questions submitted prior to the meeting must be received no later than 5.00pm (AEST) on 24 May 2023 to allow us to address these in our Meeting presentations and can be made via our Investor Centre.

ITEM 2 – Adoption of Remuneration Report

The Company has prepared a Remuneration Report for consideration and adoption by Shareholders. The Remuneration Report on pages 45-54 of the Company's Annual Report for the year ended 31 December 2022 sets out the remuneration policies of the Company and reports on the remuneration arrangements and outcomes for Key Management Personnel, including the directors and executives of the Company. The 2022 Annual Report is available at: <https://www.dickerdata.com.au/investor/annual-reports>.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments from Shareholders when considering the Company's remuneration policies.

Director's Recommendation

The Board recommends that Shareholders vote FOR this resolution.

Voting Exclusion

As required by the Corporations Act, the Company will disregard any votes cast on Item 2 by any member of the Company's Key Management Personnel whose remuneration details are disclosed in the Company's 2022 Remuneration Report, or a Closely Related Party of any such member. However, the Company need not disregard a vote cast on Item 2 if:

- (i) it is cast by a person as proxy for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy to vote on the resolution in that way; or
- (ii) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote on the resolution, that authorises the Chair to vote on the resolutions even though that resolution is connected with the remuneration of a member of the Company's KMP.

A closely related party includes close family members and companies the KMP controls.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

ITEM 3 and 4 - Re-election of Directors

In accordance with the ASX Listing Rules and the Company's Constitution an election of Directors must be held at each AGM.

The Company's Constitution states that one-third of all Directors must retire and offer themselves for re-election, excluding the Managing Director and Directors appointed during the year by the Board. If no Directors are scheduled to be elected by virtue of the ASX Listing Rules or the Constitution, then one-third of Directors must still retire and be re-elected by the Shareholders of the Company. Normally, this would be the Director (other than the Managing Director) who has held office the longest since being appointed or last being elected.

Listing Rule 14.4 states that no Director is entitled to hold office without re-election past the third AGM following the Director's appointment or three years, whichever is longer.

Ms Brown was last re-elected as a Director on 23 July 2020 and therefore must retire and submit herself for re-election at this AGM by virtue of ASX Listing Rule 14.4 and clause 16.3 of the Company's Constitution.

Ms Stojcevski was last elected as a Director on 21 May 2021 and therefore must retire and submit herself for re-election at this AGM by virtue of clause 15.3(a)(ii) of the Company's Constitution.

The election of each of the candidates must be considered and voted on as separate resolutions. Details of the candidates are outlined below.

ITEM 3 - Re-election of Ms Mary Stojcevski

Ms Stojcevski was last re-elected to the Board by Shareholders on 21 May 2021 and now retires from the Board by rotation and offers herself for re-election.

Ms Stojcevski joined Dicker Data as Financial Controller in 1999 and promoted to Chief Financial Officer in 2010. Her responsibilities include all of the financial management, administration and compliance functions of the Company. Prior to joining Dicker Data Ms Stojcevski had over 10 years' experience in accounting and taxation. Ms Stojcevski holds a Bachelor of Commerce Degree with a major in Accounting from the University of New South Wales. Ms Stojcevski was appointed as Executive Director of the Company on 31 August 2010 .

Ms Stojcevski has significant experience in the financial and capital management of the Company and is a valued member of the Board.

Prior to submitting herself for re-election, Ms Stojcevski confirmed she would continue to have sufficient time to properly fulfil her Director duties for the Company.

The submission of Ms Mary Stojcevski for re-election satisfies the requirements of Director re-election under the Constitution.

Having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition) (**ASX Principles**), the Board considers Ms Stojcevski to be a non-independent Director, by virtue of her position as an executive of the Company.

Director's Recommendation

The Board (with Ms Stojcevski abstaining) supports the re-election of Ms Stojcevski and recommends that Shareholders vote FOR Ms Stojcevski's re-election as a Director of the Company.

ITEM 4 - Re-election of Ms Fiona Brown

Ms Brown was last re-elected to the Board by Shareholders on 23 July 2020 and now retires from the Board by rotation and offers herself for re-election.

Prior to submitting herself for re-election, Ms Brown confirmed she would continue to have sufficient time to properly fulfil her Director duties for the Company.

The submission of Ms Fiona Brown for re-election satisfies the requirements of Director re-election under the Constitution.

Having had regard to the ASX Principles, the Board considers Ms Brown to be a non-independent Director, by virtue of her position as an executive of the Company.

Ms Fiona was last re-elected as a Director on 23 July 2020 and therefore must retire and submit themselves for re-election at this annual general meeting by virtue of ASX Listing Rule 14.4 and clause 16.3 of the Company's Constitution.

Details of Ms Fiona Brown are as follows:

Fiona Brown is the co-founder of Dicker Data and currently serves as Non-Executive Director of the company and is a member of the Audit and Risk Committee and Nomination and Remuneration Committee.

Fiona has been involved with the business since it started in 1978 and has been a director of the company since 1983. As a Non-Executive Director, Fiona brings her knowledge and experience in the IT distribution industry for over 44 years, of which the first 26 years was in the role of General Manager of the business.

Having had regard to the ASX Principles, the Board considers Ms Brown to be a non-independent Director, by virtue of her substantial shareholding of the Company.

Director's Recommendations

The Board (with Ms Fiona Brown abstaining) supports the re-election of Ms Brown and recommends that Shareholders vote FOR the re-election of MS Brown as a Director of the Company.

ITEM 5 - Non-Executive Directors Remuneration

It is proposed to increase the maximum aggregate remuneration that may be paid to non-executive Directors by \$500,000, from \$250,000 per annum to \$750,000 per annum.

The existing fee pool of \$250,000 was established in 2011 upon the Company's listing on the ASX.

The proposed increase in the maximum aggregate amount payable to non-executive Directors will provide sufficient headroom to attract an additional director should the Board decide to augment the current mix of skills represented on the Company's Board. There is no current intention to recruit an additional director.

In addition, it will provide capacity to increase the fees payable to non-executive Directors, which is currently well below market.

Shareholder approval of this proposal is sought under clause 16.4 of the Company's Constitution and under ASX Listing Rule 10.17.

For the purposes of ASX Listing Rule 10.17, no securities have been issued to non-executive Directors at any time over the last three years under rule 10.11 or 10.14.

Directors Recommendation

The Board, with the non-executive Directors abstaining, recommends that Shareholders vote FOR this resolution.

Voting exclusion

The Company will disregard any votes cast in favour on Item 5 by or on behalf of a Director of the Company or their associates. However, the Company need not disregard a vote if:

- a) it is cast by a Director or any associate of the Director as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy does.

In addition, no KMP of the Company or a Closely Related Party of such a KMP may vote as a proxy on Item 5 unless:

a) the person votes as a proxy appointed by writing that specifies how the person is to vote on Item 5 (as applicable);

or

b) the person is the Chair and votes as a proxy appointed by writing that authorises the Chair to vote on Item (as applicable) even though the resolution is connected directly or indirectly with the remuneration of KMP of the Company.

ITEM 6: Auditor Appointment

It is proposed that Ernst & Young having given its consent to act as Auditor, in accordance with section 328A(1) of the Corporations Act 2001 (Cth), be appointed as Auditor of the Company.

Background

BDO Audit Pty Ltd provided notice of its intention to resign as auditor of the Company (under section 329(5) of the Corporations Act.

The Board conducted a tender of its external audit, inviting proposals from leading audit service providers. It was determined from this process that Ernst & Young should be appointed to this role.

The Company is seeking shareholder approval of the appointment of Ernst & Young as the Company's auditor. Ernst & Young has been duly nominated for appointment as the Company's auditor by a shareholder of the Company, as required by section 328B of the Corporations Act. A copy of the shareholder's written notice of nomination is set out in Appendix A.

Directors Recommendation

The Board recommends that Shareholders vote FOR this resolution.

GLOSSARY

\$ means Australian Dollars

AEST means Australian Eastern Standard Time as observed in Sydney, Australia

Annual General Meeting or **Meeting** means the meeting convened by the Notice

ASX means ASX Limited ACN 008 624 691

ASX Listing Rules means the Listing Rules of the ASX, as amended or replaced from time to time except to the extent of any express written waiver by ASX

ASX Principles means the ASX Corporate Governance Principles and Recommendations (4th edition)

Board means the current board of Directors of the Company

Closely Related Party has the meaning as defined in section 9 of the Corporations Act

Company means Dicker Data Limited (ACN 000 969 362)

Constitution means the Company's Constitution

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

Directors means the current directors of the Company.

Entitlement Time means 7.00pm (AEST) on Monday 29 May 2023

Explanatory Memorandum means the Explanatory Memorandum accompanying the Notice

Items means the resolutions set out in the Notice, or any one of them, as the context requires

Key Management Personnel (or **KMP**) has the meaning as defined in section 9 of the Corporations Act

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting and the explanatory memorandum accompanying the Notice and the Proxy Form

Proxy Deadline means 12.00pm (AEST) on Monday 29 May 2023

Proxy Form means the proxy form for this Notice of Meeting

Remuneration Report means the remuneration report set out in the Director's Report section of the Company's Annual Financial Report for the year ended 31 December 2022

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Share Registry means Link Market Services Pty Ltd

Shareholder means a holder of a Share

Appendix A

Nomination for appointment of Ernst & Young as auditor of the Company

31 March 2023

Dicker Data Limited
238 Captain Cook Drive
Kurnell NSW 2231

Notice of Nomination of Auditor

In accordance with section 328B(1) of the *Corporations Act 2001* (Cth), I Mary Stojcevski, being a shareholder of Dicker Data Limited (**Company**), hereby nominate Ernst & Young for appointment as auditor of the Company.

Yours sincerely,



Mary Stojcevski

LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
 Dicker Data Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

 **BY FAX**
 +61 2 9287 0309

 **BY HAND**
 Link Market Services 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

VOTING FORM

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

STEP 1 Please mark either A or B

A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

 in relation to the Annual General Meeting of the Company to be held at **12:00pm (AEST) on Wednesday, 31 May 2023**, and at any adjournment or postponement of the Meeting.

You should mark either “for” or “against” for each item. Do not mark the “abstain” box.

OR B 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 you are appointing as your proxy

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 **12:00pm (AEST) on Wednesday, 31 May 2023 at 238-258 Captain Cook Drive, Kurnell, NSW** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Items 2 & 5: If the Chairman 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 Chairman of the Meeting to exercise the proxy in respect of Items 2 & 5, even though the Items 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.

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

STEP 2

Items

2 Remuneration Report

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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6 Auditor Appointment

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Re-election of Director – Ms Mary Stojcevski

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Re-election of Director – Ms Fiona Brown

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Non-Executive Directors Remuneration

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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.

SIGNATURE OF SHAREHOLDERS – 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 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).

STEP 3

HOW TO COMPLETE THIS SHAREHOLDER VOTING 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.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – 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 shareholder 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 Voting Form, including where the Items 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 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 Voting 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:

- on each of the first Voting Form and the second Voting 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
- 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" must 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 or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:00pm (AEST) on Monday, 29 May 2023**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Voting 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

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

QR Code



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



BY MAIL

Dicker Data 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*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

**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.**