



# **Notice of Annual General Meeting**

**Wednesday 21 May 2025  
1.00pm 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 in person at 238-258 Captain Cook Drive, Kurnell NSW 2231 on Wednesday 21 May 2025 commencing at 1.00pm 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.

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### 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"><li>• Access online via <a href="http://www.dickerdata.com.au/agm2025">www.dickerdata.com.au/agm2025</a> or the Dicker Data announcements section.</li><li>• Request a hard copy Notice of Meeting by phone or email: +61 1300 554 474 or email</li><li>• <a href="mailto:support@cm.mpms.mufg.com">support@cm.mpms.mufg.com</a></li></ul>	<ul style="list-style-type: none"><li>• Return the Voting Form</li><li>• Follow the AGM voting link emailed to you.</li><li>• If you appoint a proxy other than the Chair, you must provide your intended proxy's email address.</li><li>• To be valid, your vote or proxy appointment must be received by <b>1.00pm (AEST) Monday 19 May 2025.</b></li></ul>	<ul style="list-style-type: none"><li>• Submit questions or comments via the share registry website at <a href="https://au.investorcentre.mpms.mufg.com/">https://au.investorcentre.mpms.mufg.com/</a></li><li>• Questions must be received by <b>5.00pm AEST Wednesday 14 May 2025.</b></li></ul>

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#### Attend the AGM in person

The AGM will be held at the offices of Dicker Data, 238-258 Captain Cook Drive, Kurnell NSW 2231.

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.



17 April 2025

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 21 May 2025 commencing at 1.00pm (AEST). The meeting will be held at the Dicker Data offices at 238-258 Captain Cook Drive, Kurnell NSW 2231.

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 – 7.

If you are unable to attend the AGM, I encourage you to vote online no later than 1.00pm AEST on Monday 19 May 2025.

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 are 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://au.investorcentre.mpms.mufg.com/>

I encourage you to read our 2024 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,

**David Dicker**  
Chair and CEO

## DICKER DATA LIMITED

ACN 000 969 362

### NOTICE OF ANNUAL GENERAL MEETING

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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 NSW 2231 on Wednesday 21 May 2025 at 1.00pm (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

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##### 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 2024.

All Shareholders can view the Annual Report, which contains the Financial Report for the year ended 31 December 2024, on the Investors Page of the Dicker Data website at [www.dickerdata.com.au/agm2025](http://www.dickerdata.com.au/agm2025).

##### 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 2024."*

Notes:

- (i) In accordance with section 250R of the *Corporations Act 2001* (Cth), the vote on this resolution will be advisory only and will not bind the directors or the Company.
- (ii) A voting exclusion statement applies to this resolution (see Voting Procedure for details).

##### Item 3: Election of Directors

###### Item 3.1: Re-election of Mr Ian Welch

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

*"That Mr Ian Welch, 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 himself for re-election, be re-elected as a Director of the Company."*

###### Item 3.2: Re-election Ms Leanne Ralph

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

*"That Ms Leanne Ralph, 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: Approval of Dicker Data Limited Employee Equity Plan Rules**

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

*'That, for the purposes of Exception 13 of ASX Listing Rule 7.2, and for all other purposes, approval is hereby given for to issue or transfer securities (as the case may be) under the Dicker Data Employee Equity Plan as an exception to ASX Listing Rule 7.1, the terms and conditions of which are set out in the Explanatory Notes.'*

#### **Item 5: Approval of issue of Performance Rights to Mr Vladimir Mitnovetski (See item 5-7 of this Explanatory Memorandum for more detail)**

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

*'That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to issue to Mr Vladimir Mitnovetski, as Executive Director and Chief Operating Officer of the Company, 91,765 Performance Rights on the terms and conditions set out in the Explanatory Notes accompanying this Notice of Meeting.'*

#### **Item 6: Approval of issue of Performance Rights to Ms Mary Stojcevski (See item 5-7 of this Explanatory Memorandum for more detail)**

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

*'That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to issue to Ms Mary Stojcevski, as Executive Director and Chief Financial Officer of the Company, 38,235 Performance Rights on the terms and conditions set out in the Explanatory Notes accompanying this Notice of Meeting.'*

#### **Item 7: Approval of issue of Performance Rights to Mr Ian Welch (See item 5-7 of this Explanatory Memorandum for more detail)**

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

*'That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to issue to Mr Ian Welch, as Executive Director and Chief Information Officer of the Company, 38,235 Performance Rights on the terms and conditions set out in the Explanatory Notes accompanying this Notice of Meeting.'*

## VOTING PROCEDURES AT THE AGM

### All Resolutions Will Be by Poll

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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

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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 5.00pm (AEST) on Monday 19 May 2025 (**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 attend and vote at the Meeting.

### How to Vote

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#### Direct vote – using the Voting Form

Shareholders are able to vote directly on resolutions considered at the Meeting **at any time between the date of this Notice of Meeting and 1.00pm (AEST) on Monday 19 May 2025**. 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](http://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 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 Items 2, 4, 5, 6 and 7 (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), Item 4 (Equity Plan) and Items 5-7 (Grant of long term incentive performance rights to Executive Directors, 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 Items 2, 4 and 5-7 the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for these items of business, even though Items 2, 4 and 5-7 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 resolutions in Items 2 to 7 in the Notice of Meeting.

### **Voting Exclusion Statements**

The Company will disregard any votes cast on Item 2:

- by or on behalf of a member or a former member of the Company's KMP named in the Company's Remuneration Report for the year ended 31 December 2024 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties, unless the vote is cast as proxy for a person entitled to vote on Resolution 2:
  - o in accordance with a direction in the proxy form; or
  - o by the Chair of the meeting pursuant to an express authorisation on the proxy form to vote as the proxy decides, even though the resolution is connected with the remuneration of the KMP.

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Item 2 because the Company's proxy appointment expressly authorised the Chair of the Meeting to exercise undirected proxies even though the Item is connected with the remuneration of a member of the Company's KMP.

**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 the Chair 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).

The Company will disregard any votes cast on Item 4:

- in favour of the resolution by or on behalf of Mr Vladimir Mitnovetski, Ms Mary Stojcevski, or Mr Ian Welch or any of their associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

However, this does not apply to a vote cast in favour of a resolution by:

- 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;
- the chair 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 Chair to vote on the resolution as the Chair decides; or
- as a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder, to vote in that way.

The Company will disregard any votes cast on Items 5 to 7:

- in favour of the resolution by or on behalf of Mr Vladimir Mitnovetski, Ms Mary Stojcevski, or Mr Ian Welch or any of their associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

However, this does not apply to a vote cast in favour of a resolution by:

- 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;
- the chair 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 Chair to vote on the resolution as the Chair decides; or
- as a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

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

### **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.

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, MUFG Corporate Markets (AU) Limited, no later than 1.00pm (AEST) on Monday 19 May 2025. 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 than 1.00pm (AEST) on Monday 19 May 2025 (Proxy Deadline)**.

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

- (i) **By mail** to MUFG Corporate Markets (AU) Limited using the reply-paid envelope or Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches MUFG Corporate Markets (AU) 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 MUFG Corporate Markets (AU) Limited on +61 2 9287 0309;
- (iv) **Online** via the Company's Share Registry website at <https://au.investorcentre.mpms.mufg.com/>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 MUFG Corporate Markets (AU) Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta, NSW 2150

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

## **POWER OF ATTORNEY**

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A proxy appointment and the original power of attorney (if any) under which the proxy appointment is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than the Proxy Deadline.

## **CORPORATE REPRESENTATIVES**

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A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative must bring to the AGM a properly executed letter or other document confirming its authority to act as the body corporate's representative. A 'Certificate of Appointment of a Corporate Representative' form can be obtained from Appen's share registry or online at <https://au.investorcentre.mpms.mufg.com>.

## **QUESTIONS OR COMMENTS FROM SHAREHOLDERS**

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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 14 May 2025.

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 responses will not be sent to Shareholders.

### **During the AGM**

Shareholders, proxyholders, body corporate representatives or attorneys attending the Meeting in person will be able to ask questions or make comments during the meeting.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Erin McMullen', with a small dot at the end of the line.

**Erin McMullen**

**Company Secretary**

Date: 17 April 2025

## **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 21 May 2025.

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 Shareholders vote in favour of the resolutions in Items 2 to 7. The Chair of the Meeting intends to vote all available undirected proxies in favour of the resolutions in Items 2 to 7.

The resolution in Item 2 relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. The resolutions in Items 3 are ordinary resolutions, which require a simple majority of votes cast by Shareholders entitled to vote on the resolution. The resolutions in Items 4 to 7 are also ordinary resolutions.

### **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, Ernst & Young (EY), questions about the Auditor's report, the conduct of its audit of the Company's Financial Report for the financial year ended 31 December 2024, 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 EY in relation to the conduct of the audit.

Shareholders may submit written questions or comments to the Company in relation to the above matters and the way to do this is outlined earlier in this Notice.

### **Item 2 – Adoption of Remuneration Report**

The Company has prepared a Remuneration Report for consideration and adoption by Shareholders. The Remuneration Report on pages 56-68 of the Company's Annual Report for the year ended 31 December 2024 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 2024 Annual Report is available at: [www.dickerdata.com.au/investor](http://www.dickerdata.com.au/investor).

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.

### **Item 3 - 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 annual general meeting.

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.

Mr Ian Welch was last re-elected as a Director on 20 May 2022 and therefore must retire and submit himself for re-election at this AGM by virtue of ASX Listing Rule 14.4 and clause 16.3(b)(ii) of the Company's Constitution.

Ms Leanne Ralph was last elected as a Director on 20 May 2022 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(b)(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 3.1 - Re-election of Mr Ian Welch**

Mr Welch was last re-elected to the Board by Shareholders on 20 May 2022 and now retires from the Board by rotation and offers himself for re-election.

Mr Welch joined Dicker Data in March 2013 as General Manager – IT before he was appointed Chief Information Officer on 6th August 2015.

Prior to officially joining Dicker Data Ian spent more than 16 years consulting to Dicker Data in various roles. During this period Ian had been instrumental in establishing and maintaining the IT Systems for Dicker Data and as a result has a deep understanding of the business and all related processes. Ian started his career as an IT Professional working as consultant to businesses in various sectors. A large proportion of these were in the logistics space which have allowed Ian to develop a fundamental understanding of such operations.

Mr Welch is also an Executive Director of the company and was appointed 6th August 2015.

Prior to submitting himself for re-election, Mr Welch confirmed he would continue to have sufficient time to properly fulfil his Director duties for the Company.

The submission of Mr Ian Welch 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 Mr Welch to be a non-independent Director, by virtue of his position as an executive of the Company.

### **Director's Recommendation**

The Board (with Mr Welch abstaining) supports the re-election of Mr Welch and recommends that Shareholders vote **FOR** Mr Welch's re-election as a Director of the Company for the reasons of his extensive relevant skills, qualifications and experience as outlined above.

### **Item 3.2 - Re-election of Ms Leanne Ralph**

Ms Ralph was last re-elected to the Board by Shareholders on 20 May 2022 and is offering herself for re-election at this Meeting by virtue of clause 16.3 of the Constitution, which requires that one-third of previously elected Directors retire at each meeting and submit themselves for re-election.

Ms Ralph was appointed as an independent Non-Executive Director on 13 December 2019. Prior to her appointment Ms Ralph was the founder and Director of Boardworx Australia Pty Ltd, a provider of outsourced company secretarial services, until its sale in 2017.

Ms Ralph is a highly experienced governance professional with over 16 years in this field, having held the role of Company Secretary for a number of ASX-listed entities across a diverse range of industries. She currently is Company Secretary for various listed and unlisted entities.

Ms Ralph's prior executive positions focussed on accounting and finance for almost 21 years, as CFO of International Brand Management Pty Ltd, a business of importing, wholesaling and retailing luxury fashion brands, and Principal Client Advisor with Altus Financial, providing management accountant and company secretarial services to clients.

Leanne has extensive experience in people and culture, leadership, and entrepreneurship, having previously built and operated a growth business; corporate governance experience in the ASX space for the past 16 years, including corporate transactions and capital management, regulatory and risk management, and financial management experience; and also experience in importing, wholesaling and retailing.

Ms Ralph holds a Bachelor of Business with majors in Accounting and Finance, is a Graduate Member of the Australian Institute of Company Directors and a Fellow of the Governance Institute of Australia.

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

Having had regard to the ASX Principles, the Board (with Ms Ralph abstaining) considers Ms Ralph to be an independent Non-Executive Director.

#### **Director's Recommendations**

The Board (with Ms Ralph abstaining) supports the re-election of Ms Ralph and recommends that Shareholders vote **FOR** the re-election of Ms Ralph as a Non-Executive Director of the Company for the reasons of her extensive relevant skills, qualifications and experience as outlined above.

### **Item 4: Approval of Dicker Data Limited Employee Equity Plan**

Item 4 seeks shareholder approval for the introduction of the new Dicker Data Employee Equity Plan for the issue of future securities.

ASX Listing Rule 7.1 prohibits an entity from issuing more than 15% of its fully paid ordinary share capital of the company in any 12-month period without obtaining Shareholder approval (unless an exception applies).

ASX Listing Rule 7.2 (Exception 13) provides that an issue of securities under an employee incentive scheme will not count towards the 15% placement capacity if, within three years prior to the issue, Shareholders at a general meeting have approved the issue of securities under the scheme as an exception to Listing Rule 7.1. Shareholder approval is being sought for this purpose.

The Board wishes to establish and operate the Employee Equity Plan, which aims to:

- Increase participants' personal exposure to total shareholder returns and hence increase the alignment with shareholder interests;
- Address concerns of the shareholders who did not support our FY23 Remuneration Report;
- Enhance the Company's ability to attract and retain talented and experienced employees; and
- Promote a culture that encourages employee share ownership.

If Shareholders approve this Resolution, any issue of securities issued under the Dicker Data Limited Employee Equity Plan within the three-year period from the date of the AGM will not count towards the 15% limit under Listing Rule 7.1.

If Shareholders do not approve this Item, securities under the Employee Equity Plan may be settled by purchasing on market, in cash, or as contributions to a complying superannuation fund.

#### **Information Required by ASX Listing Rule 7.2, Exception 13(b)**

- *Summary of the Employee Equity Plan*

See Schedule 1.

- *The number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule*

As the shareholder approval is sought for Employee Equity Plan for the first time, there were no securities issued under this scheme before.

- *The maximum number of equity securities proposed to be issued under the scheme following the approval*

The maximum number of Awards that could be issued under the Employee Equity Plan following the shareholder approval over the three-year period from the date of this Annual General Meeting is 1,500,000 Awards (representing 0.61% of issued capital as of 31 December 2024). This maximum is not a prediction of the actual number of Awards to be issued under the Employee Equity Plan but is specified for the purposes of setting a ceiling on the number of securities approved to be issued under and for the purposes of ASX Listing Rule 7.2, Exception 13(b). Once that number is reached, any additional issues of Awards under the Employee Equity Plan would not have the benefit of Exception 13 without new shareholder approval and can only be able to be made without shareholder approval under ASX Listing Rule 7.1 if the Company has sufficient placement capacity available at the time under ASX Listing Rule 7.1 (or if applicable ASX Listing Rule 7.1A).

- *A voting exclusion statement*

See 'Voting Exclusion Statement' from the 'Voting Procedures At The AGM' section.

#### **Director's Recommendation**

The Board recommends that Shareholders vote **FOR** this resolution.

#### **Items 5 - 7: Approval of issue of Performance Rights**

The Resolutions in Items 5 to 7 seek the approval for the grant of Performance Rights to executive directors Mr Vladimir Mitnovetski, Ms Mary Stojcevski, and Mr Ian Welch, respectively. ASX Listing Rule 10.14 states that a listed company must not permit a director to acquire equity securities under an employee incentive scheme unless it obtains the approval of its shareholders. Accordingly, the Board considers that for the purpose of good corporate governance and in compliance with the obligations under the ASX Listing Rules and for all other purposes, shareholder approval be obtained prior to the grant of Performance Rights to executive directors.

The grants vest subject to long term performance and is in lieu of superannuation that executive directors were otherwise entitled to receive under their prior executive agreements.

While remaining true to our current remuneration philosophy and rationale that focuses on pay varying with profit, the grant arises from considerations as to how we might address the concerns of shareholders who did not support our remuneration report. Executive KMP remuneration is detailed in each of their employment agreements, so any changes to their remuneration structure must be mutually agreed for an amendment. Extensive discussions with our executives centred on how we can cost effectively provide for a portion of current executive remuneration to be delivered as equity via a long-term incentive. To this end it was agreed that a portion of executives' contractual superannuation entitlements equal in value to what was earned by them in FY24 be forgone for an LTI opportunity that, on achieving the performance target, would have a total expense equal to 85% of salary. The grant will have a maximum value equal to 130% of salary, represented by the present-day face value of shares underlying each Performance Right. The actual value will depend on the share price at the time of vesting (if it vests) and subsequent exercise. The minimum award value is zero if the award is not made, it is cancelled or forfeited, or it fails to vest.

The amendment to contracts permitting an LTI grant in lieu of superannuation was announced to the ASX on 17 April 2025.

The grant will be awarded as Performance Rights to fully paid ordinary shares that vest if performance requirements are achieved. Weighted average earnings per share (**EPS**) growth equal to or exceeding stretch target forecasts over a 3-year performance period is required for vesting.

Each Performance Right entitles the holder to one ordinary share in the Company on vesting. In addition, after vesting and upon exercise, the participant will receive a dividend equivalent amount only in relation to the Performance Rights that meet performance requirements, delivered in the form of shares equal in value to the amount of dividends that would have been paid and re-invested had the participant held those shares during the period from the Performance Rights grant date to the exercise date, rounded down the nearest whole number of shares. This treatment is consistent with the [Dicker Data Dividend Reinvestment Plan Rules](#) which apply to all shareholders. The Board retains the discretion to make a cash-equivalent payment to settle the dividend equivalent payment in lieu of shares.

The Performance Rights are subject to a 'malus' policy during the vesting period – this means that some or all of the Performance Rights may be forfeited in the event of fraud or dishonesty, a breach of obligations or material misstatement of the Company's financial statements.

Performance Rights do not carry any voting rights or an entitlement to dividends. However, as noted above, the number of shares delivered on exercise of Performance rights will be adjusted by a dividend equivalent amount in the form of additional shares (or the cash equivalent value) equal in value to the dividends that would have been paid had the participant held the shares during the period from grant date to exercise date, rounded down to the nearest whole number of shares. Shares allocated on exercise carry the same dividend and voting rights as other ordinary shares issued by the Company.

Performance Rights and shares subject to dealing restrictions are not transferable without the consent of the Board.

Hedging is prohibited in respect to unvested Share Rights or shares subject to dealing restrictions.

The Board believes we have found a solution that both preserves our philosophy, is contingent on sustained longer-term performance and, because it replaces remuneration entitlements with another entitlement of comparable value (based on the FY24 financial result and profit shares), is fair.

If Shareholder approval is obtained, the Company will grant Performance Rights to Mr Vladimir Mitnovetski, Ms Mary Stojcevski and Mr Ian Welch as soon as practicable after the AGM, but in any event, within 12 months of the AGM. If the Resolutions in items 5, 6 and 7 are approved, the Company will grant Performance Rights of 91,765 to Mr Vladimir Mitnovetski, 38,235 to Ms Mary Stojcevski and 38,235 to Mr Ian Welch. If resolutions 5, 6 or 7 are not approved, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Vladimir Mitnovetski, Ms Mary Stojcevski and Mr Ian Welch, which may include on market purchase of securities, settling the incentive in cash of equivalent value or reversion to prior arrangements whereby the target LTI is again delivered as superannuation.

A summary of the key features of the Long-Term Incentive is set out in Schedule 2.

#### **Director's Recommendation**

The Board recommends that Shareholders vote **FOR** this resolution.

## Schedule 1 – Summary of Employee Equity Plan

The full rules of the Employee Equity Plan are available upon written request to the Company. A summary of the Employee Equity Plan Rules is set out below. Capitalised terms not otherwise defined in these explanatory notes will have the meaning given to them in the rules of the Employee Equity Plan.

### Employee Equity Plan

<b>Securities</b>	Offer may be Rights to acquire ordinary shares in the Company or Restricted Shares. A Right is a right to Shares. For the avoidance of doubt, an Option and Share Appreciation Right are Rights for the purpose of the Rules.
<b>Eligibility</b>	Employees of the Company or its subsidiaries (Group) and non-executive directors of the Group as well as others as determined by the Board to be eligible to participate.
<b>Vesting</b>	A Right or Restricted Shares granted under the Plan will not vest unless the conditions relating to that Right or Restricted Share advised to the Participant have been satisfied.
<b>Lapse</b>	The securities shall lapse in accordance with specific offer terms or events contained in the Employee Equity Plan Rules.
<b>Rights of participants</b>	Granting a Right does not confer any right or interest, whether legal or equitable, in Shares until all conditions in respect of that Right have been satisfied or waived by the Board.

## Schedule 2 – Summary of key features of the Long-Term Incentive Performance Rights Grants

The key specifications of the Performance Rights proposed to be granted to Mr Vladimir Mitnovetski, Ms Mary Stojcevski and Mr Ian Welch are summarised in the table below (including the information required by ASX Listing Rule 10.15).

The Performance Rights proposed to be granted to Mr Vladimir Mitnovetski, Ms Mary Stojcevski and Mr Ian Welch will be issued under Listing Rule 10.14.1.

<b>LTI Performance Rights</b>																					
<b>Names of Executive Directors eligible for grants</b>	Chief Operating Officer (COO) – Mr Vladimir Mitnovetski  Chief Financial Officer (CFO) – Ms Mary Stojcevski  Chief Information Officer (CIO) – Mr Ian Welch																				
<b>Payment vehicle</b>	Performance Rights																				
<b>Rationale of payment vehicle</b>	Performance Rights links executives' interests to the achievement of specific, measurable performance targets over the long term. It incentivises sustainable growth, enhances accountability, and ensures that executives are rewarded only when they deliver value to the company and its shareholders.																				
<b>Total remuneration package</b>	Mr Vladimir Mitnovetski COO: <table border="1" data-bbox="523 931 1386 1146"> <thead> <tr> <th>Remuneration Component</th> <th>Quantum</th> </tr> </thead> <tbody> <tr> <td><b>Minimum Variable Pay (MVP)*</b></td> <td>\$600,000</td> </tr> <tr> <td><b>Superannuation</b></td> <td>Superannuation is capped at the SG rate (currently 11.5%) of MVP + profit share to SGC maximum</td> </tr> <tr> <td><b>Profit Share</b></td> <td>4% of net operating profit before tax</td> </tr> <tr> <td><b>LTI maximum at face value</b></td> <td>130% of MVP</td> </tr> </tbody> </table> <p>* The remuneration payable to Mr Mitnovetski will be a performance-based salary of the higher amount of either: (i) \$50,000 per month; or (ii) 4% of net operating profit before tax in the quarter.</p> <p>Ms Mary Stojcevski CFO and Mr Ian Welch CIO:</p> <table border="1" data-bbox="523 1319 1386 1534"> <thead> <tr> <th>Remuneration Component</th> <th>Quantum</th> </tr> </thead> <tbody> <tr> <td><b>Base Salary</b></td> <td>\$250,000</td> </tr> <tr> <td><b>Superannuation</b></td> <td>Superannuation is capped at the SG rate (currently 11.5%) of base salary + profit share to SGC maximum</td> </tr> <tr> <td><b>Profit Share</b></td> <td>2% of net operating profit before tax</td> </tr> <tr> <td><b>LTI maximum at face value</b></td> <td>130% of base salary</td> </tr> </tbody> </table> <p>Note: Profit share for executive directors is subject to the company achieving a net profit margin gateway of 2.5%.</p>	Remuneration Component	Quantum	<b>Minimum Variable Pay (MVP)*</b>	\$600,000	<b>Superannuation</b>	Superannuation is capped at the SG rate (currently 11.5%) of MVP + profit share to SGC maximum	<b>Profit Share</b>	4% of net operating profit before tax	<b>LTI maximum at face value</b>	130% of MVP	Remuneration Component	Quantum	<b>Base Salary</b>	\$250,000	<b>Superannuation</b>	Superannuation is capped at the SG rate (currently 11.5%) of base salary + profit share to SGC maximum	<b>Profit Share</b>	2% of net operating profit before tax	<b>LTI maximum at face value</b>	130% of base salary
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<b>Profit Share</b>	2% of net operating profit before tax																				
<b>LTI maximum at face value</b>	130% of base salary																				
<b>Number of securities previously issued</b>	Chief Operating Officer (COO) – Mr Vladimir Mitnovetski: nil  Chief Financial Officer (CFO) – Ms Mary Stojcevski: nil  Chief Information Officer (CIO) – Mr Ian Welch: nil																				
<b>Maximum Opportunity at share face value (% of salary and salary on which based)</b>	COO: \$780,000 (130% of \$600,000 MVP), being the minimum annual performance-based salary under his executive agreement  CFO: \$325,000 (130% of \$250,000 salary)  CIO: \$325,000 (130% of \$250,000 salary)																				

<b>Maximum Number of Rights to ordinary shares to be Granted calculated as the Maximum Opportunity divided by the volume weighted average price of Dicker Data shares for the 10-trading days post release of results</b>	COO: 91,765 CFO: 38,235 CIO: 38,235									
<b>Number of shares attaching to Performance Rights</b>	Each Performance Right that vests entitles the holder to one ordinary share in the company on vesting plus additional shares equal in value to the dividends paid on the underlying shares. This is explained below.									
<b>Dividend equivalent</b>	<p>Upon exercise of vested Performance Rights, you will receive a dividend equivalent amount delivered in the form of shares equal in value to the amount of dividends that would have been paid and re-invested had you held those shares during the period from the Performance Rights grant date to the exercise date, rounded down to the nearest whole number of shares.</p> <p>The number of additional shares allocated to you will be calculated in accordance with <a href="#">Dicker Data Dividend Reinvestment Plan Rules</a> that apply to all shareholders.</p>									
<b>Voting rights</b>	Performance Rights do not carry any voting rights.									
<b>Performance period</b>	3 years									
<b>Vesting date</b>	5 business days following the announcement of the 2028 annual financial results.									
<b>Lapse</b>	The Performance Rights will automatically lapse if the Performance Conditions are not met.									
<b>Grant frequency</b>	Granted annually									
<b>Grant allocation</b>	Number of Performance Rights = maximum opportunity / 10-day trading VWAP post release of results									
<b>10-trading days VWAP post release of results (value attributed to the Performance Rights and the price at which the Performance Rights will be issued)</b>	\$8.50									
<b>Grant date</b>	The Performance Rights will be issued to the executive directors on acceptance of the offer, subject to shareholder approval.									
<b>Price payable for securities</b>	No amount is payable in respect of the Performance Rights, nor in respect of any Shares allocated on exercise of vested Performance Rights.									
<b>Exercise period</b>	Vested Performance Rights will be automatically exercised to shares. Any Performance Rights that do not vest will lapse.									
<b>Trading restriction</b>	For the vested and exercised Performance Rights, executives are restricted from trade the earlier of 15 years from the grant date of, or service termination as a “good leaver”.									
<b>Loan</b>	No loan pertains to the grant									
<b>Performance measure</b>	Weighted Average Earnings Per Share growth expressed as a % CAGR									
<b>Performance vesting conditions and schedule</b>	<table border="1"> <thead> <tr> <th>Performance Level</th> <th>EPS % CAGR</th> <th>% Vesting</th> </tr> </thead> <tbody> <tr> <td><b>Threshold</b></td> <td>Gartner IT Sector Spending Growth + 1.0%</td> <td>50%</td> </tr> <tr> <td><b>Between Threshold and Maximum</b></td> <td>Between</td> <td>Pro-rata on a straight-line basis</td> </tr> </tbody> </table>	Performance Level	EPS % CAGR	% Vesting	<b>Threshold</b>	Gartner IT Sector Spending Growth + 1.0%	50%	<b>Between Threshold and Maximum</b>	Between	Pro-rata on a straight-line basis
Performance Level	EPS % CAGR	% Vesting								
<b>Threshold</b>	Gartner IT Sector Spending Growth + 1.0%	50%								
<b>Between Threshold and Maximum</b>	Between	Pro-rata on a straight-line basis								

		Gartner IT Sector Spending Growth + 1.0%  and  Gartner IT Sector Spending Growth + 5.0%	
	<b>Maximum</b>	Gartner IT Sector Spending Growth + 5.0%	100%

**Re-testing** None

**Termination of employment** LTI opportunity is forfeited if an employee resigns or is terminated without mutual agreement.

Unvested rights will remain on foot if the employee is considered a "good leaver" (termination due to retirement, redundancy, death, disability, by mutual agreement etc.)

**Malus** In the event of fraud, dishonesty, unsatisfactory behaviour or breach of obligations, the Board may determine to lapse some, none or all unvested Performance Rights, to ensure that no unfair benefit is obtained by a participant.

**Change in control (CinC)** In the event of a takeover, scheme or arrangement or other transaction which may result in a person becoming entitled to exercise control over the Company, the Board has discretion to determine whether unvested Performance Rights should vest and be exercised or lapse, or whether any resulting shares which are subject to a restriction period should become unrestricted.

**Transfer or sale of rights** Not permitted

**Hedging of Performance Rights** Not permitted

**Required statement under ASX Listing Rule 10.15.11** Details of any Performance Rights issued under the Long-Term Incentive will be published in Dicker Data'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. Any additional persons covered by ASX Listing Rule 10.14 who become eligible to participate in an issue of Performance Rights under the Long-Term Incentive after the resolutions are approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.

## 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 5.00pm (AEST) on Monday 19 May 2025.

**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 Voting Form.

**Proxy Deadline** means 1.00pm (AEST) on Monday 19 May 2025.

**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 2024.

**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 MUFG Corporate Markets (AU) Limited.

**Shareholder** means a holder of a Share.

**Voting Form** means the Voting form accompanying the Notice of meeting.

## LODGE YOUR VOTE

 **ONLINE**  
[au.investorcentre.mpms.mufg.com](http://au.investorcentre.mpms.mufg.com)

 **BY MAIL**  
 Dicker Data 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

## 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 **1:00pm (AEST) on Wednesday, 21 May 2025**, 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 **1:00pm (AEST) on Wednesday, 21 May 2025 at 238-258 Captain Cook Drive, Kurnell, NSW** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Items 2 & 4 to 7:** 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 & 4 to 7, 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

	For	Against	Abstain*		For	Against	Abstain*
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of issue of Performance Rights to Mr Vladimir Mitnovetski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1 Re-election of Director – Mr Ian Welch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of issue of Performance Rights to Ms Mary Stojcevski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.2 Re-election of Director – Ms Leanne Ralph	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Approval of issue of Performance Rights to Mr Ian Welch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Dicker Data Limited Employee Equity Plan Rules	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 \* 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 Item is 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 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](http://www.mpms.mufg.com/en/mufg-corporate-markets).

### 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 **1:00pm (AEST) on Monday, 19 May 2025**, 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://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

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.

#### 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/- 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

\*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.**