



Notice of Annual General Meeting

**Friday 21 May 2021
1.30pm AEST**

**Dicker Data Limited
ACN 000 969 362**

Participation in the AGM

The Annual General Meeting (**AGM**) of Dicker Data Limited (**Dicker Data**) will be held on Friday, 21 May 2021 commencing at 1.30pm AEST.

To make the meeting as accessible as possible for all Shareholders, a range of participation options are available. While Shareholders can attend the AGM in person, we encourage Shareholders to participate online in support of a COVID safe event. If State or Federal Governments provide guidance that a physical meeting cannot be held, we will adopt a virtual AGM format and advise Shareholders via an announcement to the Australian Securities Exchange (**ASX**).

Shareholders can participate in the AGM in the following ways:

Before the AGM

AGM Notice of Meeting	Vote or appoint proxy	Ask a question
<ul style="list-style-type: none">Access online via https://www.dickerdata.com.au/agm2021 or the Dicker Data announcements section of ASX website.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 hard-copy Voting/Proxy FormFollow the AGM voting link emailed to youIf you appoint a proxy other than the Chairman, you must provide your intended proxy's email addressTo be valid, your vote or proxy appointment must be received by 1.30pm (AEST) Wednesday 19 May 2021	<ul style="list-style-type: none">Submit questions via the share registry website at www.linkmarketservices.com.au

At the AGM

Join online	Vote online	Ask a question online
<ul style="list-style-type: none">Enter https://agmlive.link/DDR21 into a web browserEnter your name, phone number, email and company name (if applicable) and select 'Register' to registerIf you are a Shareholder, enter your SRN/HIN and postcode. The SRN/HIN is on the top of your Voting/Proxy Form or Dividend StatementIf you are a proxy, enter the code that Link will email to you 24 hours before the AGMThe portal will display a split screen of the live webcast and AGM presentation slides	<p>Only Shareholders, proxyholders, body corporate representatives or attorneys can vote.</p> <ul style="list-style-type: none">Once you have registered via the portal, your voting card will appear on the bottom left of your screenVoting will open at the start of the AGMSelect 'Get a Voting Card' to complete your voting cardIf you have more than one shareholding, please continue to click on 'Get a Voting Card' to receive multiple cards for each of your additional holdings	<p>Only Shareholders, proxyholders, body corporate representatives or attorneys can ask questions.</p> <ul style="list-style-type: none">Click on the 'Ask a Question' box at the top or the bottom of the webpageSelect the category/resolution to which your question relates from the 'Regarding' menu and type your questionQuestions will be read aloud to the AGM

Attending in person

The meeting will be held at 238 Captain Cook Drive, Kurnell. Places will be limited in line with any crowd restrictions imposed by Government at the time.

Please refer to the Virtual Meeting Online Guide for further details about attending via the online portal at <https://www.dickerdata.com.au/agm2021> or on the Dicker Data announcements section of the ASX website.

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



16 April 2021

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 Friday 21 May 2021 commencing at 1.30pm (AEST).

The meeting will be held as a hybrid event to enable Shareholders to participate in the AGM in a variety of ways. In the interests of public health and safety and as capacity may be constrained at the physical venue by COVID-19 related requirements, Shareholders are encouraged to participate online.

All Dicker Data investors can participate in the AGM through the online platform at <https://agmlive.link/DDR21>. Details on how to participate in the AGM online are set out in the attached Notice of Meeting and in the Virtual Meeting Online Guide which is available on our website at <https://www.dickerdata.com.au/agm2021> or on the Dicker Data announcements section of the ASX website.

Shareholders participating in the AGM through the online platform will have the opportunity to submit questions to the Board and Dicker Data's external auditors during the AGM. If you would like to ask a question prior to the AGM, please do so through our share registry (login via www.linkmarketservices.com.au).

Please read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Voting/Proxy Form and consider how to vote on each resolution related to the items of business of the AGM.

I encourage you to read our 2020 Annual Report which provides a detailed overview of business performance last year (<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

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of Dicker Data Limited (**Dicker Data** or the **Company**) will be held as a hybrid meeting at 238-258 Captain Cook Drive Kurnell and via audioconference, on Friday 21 May 2021 at 1.30pm (AEST) (**Meeting**). Shareholders can also participate in the Meeting via the online platform at <https://agmlive.link/DDR21>.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum, Voting Procedures and Voting/Proxy 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 2020.

All Shareholders can view the Annual Report which contains the Financial Report for the year ended 31 December 2020 on the Investors Page of the Dicker Data website at www.dickerdata.com.au.

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 2020."

Notes:

- (i) In accordance with section 250R of the Corporations Act 2001, 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 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 15.3 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 – Mr Vladimir Mitnovetski

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

"That Mr Vladimir Mitnovetski, being a Director who is retiring in accordance with clause 15.3 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 5: Election of Director – Ms Kim Stewart-Smith

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

“That Ms Kim Stewart Smith, being a Director who was appointed by the Directors on 29 March 2021 and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and being eligible, offers herself for election, be elected as a Director of the Company.”

Item 6: Auditor Appointment

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

“That, BDO Audit Pty Ltd 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 14.8 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 Wednesday 19 May 2021 (**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.

Direct Voting

The Directors have determined that at the AGM, a Shareholder who is entitled to attend and vote on a resolution at the Meeting is entitled to a direct vote in respect of that resolution.

Casting Your Direct Vote in Real Time Using the Online Platform

Shareholders have the opportunity to participate in the Meeting through the online platform at <https://agmlive.link/DDR21>. This platform will enable Shareholders to view the Meeting live, lodge a direct vote in real time and ask questions online.

How to Vote

Direct 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 1.30pm (AEST) on Wednesday 19 May 2021**. For details about how you can submit your Voting / Proxy Form, please refer to the section below titled 'Submitting your Voting / Proxy 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.

Direct Vote – during the AGM using the Online Platform

Shareholders using the online platform (at <https://agmlive.link/DDR21>) will be able to vote directly through the online platform **at any time between the commencement of the AGM (1.30pm AEST on Friday 21 May 2021) and the closure of voting as announced by the Chair during the AGM**.

More information about how to use the online platform (including how to vote and ask questions online during the AGM) is available in the Virtual Meeting Online Guide, which has been lodged with the ASX and is available at our website <https://www.dickerdata.com.au/agm2021>. If you intend to use the online platform, then before the AGM we recommend that you ensure the online platform works on your device. Further instructions are provided in the Virtual Meeting Online Guide.

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 in person 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), 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, 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 is 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.

Submitting your Voting / Proxy Form Prior to the AGM

To be valid, a Voting / Proxy 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 /Proxy Form must be received by the Company share registry, Link Market Services, no later than 1.30pm (AEST) on Wednesday 19 May 2021. After this time, you will still be able to lodge your direct vote during the AGM by submitting your direct vote using the online platform or attending the AGM in person and voting using the forms provided.

To be effective, the Voting / Proxy 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 or by facsimile, **no later than 1.30pm (AEST) on 19 May 2021 (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 at Rhodes Corporate Park, 1A Homebush Bay Drive, Rhodes, NSW 2138

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 FROM SHAREHOLDERS

Shareholders who would like to register questions 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 Friday 14 May 2021.

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
Date: 16 April 2021

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 Friday 21 May 2021.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonable 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 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 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 2020, 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 14 May 2021 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 24 - 28 of the Company's Annual Report for the year ended 31 December 2020 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 2020 Annual Report is available at: 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.

Voting Exclusion Statement

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 2020 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 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.

Ms Stojcevski and Mr Mitnovetski were last re-elected as Directors on 21 May 2018 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 15.3 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 2018 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 Mr Vladimir Mitnovetski

Mr Mitnovetski was last re-elected to the Board by Shareholders on 21 May 2018 and now retires from the Board by rotation and offers himself for re-election.

Mr Mitnovetski joined the Company in 2010 in his role as Category Manager. In this role he was responsible for the establishment and growth of key volume vendors and was instrumental in the introduction of new vendors to Dicker Data's portfolio. Mr Mitnovetski is a business technology professional with over 20 years of distribution industry experience. Mr Mitnovetski started his career at Tech Pacific and then Ingram Micro where he worked in various roles before progressing to business unit manager roles in enterprise and personal systems, working closely with many leading vendors. Mr Mitnovetski holds a Bachelor of Business Degree from University of Technology and a Masters Degree in Advanced Marketing and Management from the University of New South Wales.

Mr Mitnovetski was appointed to the position of Chief Operating Officer and as an Executive Director of the Company on 8th September 2014. He has extensive industry expertise which is valued by the Company and the Board.

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

The submission of Mr Vladimir Mitnovetski for re-election satisfies the requirements of Director re-election under the Constitution.

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

Director's Recommendations

The Board (with Mr Mitnovetski abstaining) supports the re-election of Mr Mitnovetski and recommends that Shareholders vote FOR the re-election of Mr Mitnovetski as a Director of the Company.

ITEM 5 - Election of Director

In accordance with Clause 15.1 of the Company's Constitution and ASX Listing Rule 14.4 any Director appointed to fill a casual vacancy or as an additional Director holds office until the next AGM of Shareholders and is then eligible for election.

Ms Kim Stewart-Smith was appointed as a Director of the Company on 29 March 2021. Ms Stewart-Smith therefore retires at the forthcoming AGM in accordance with the Constitution and being eligible, has offered herself for re-election.

Ms Stewart-Smith has spent 20 years in senior roles in Professional Services Firms and is currently running her own Business Advisory and Chartered Accounting firm. She was also Founder and Director of Business Advisory at Chartered Accounting firm Altus Financial.

She also spent 3 years as Oceania Corporate Services Leader for Ernst and Young. In this role she oversaw a team of 65 both within Oceania and Manilla delivering outsourced virtual CFO, finance, accounting and company secretarial services to clients of Ernst and Young.

Ms Stewart-Smith also has extensive experience in senior Commercial Finance roles. She was the CEO of an international technology company that explored a strategic sale, and she spent 8 years as CFO and Company Secretary for Austereo (2Day FM & DMG Regional Radio) and Mojo Publicis Advertising.

Ms Stewart-Smith holds a Senior Executive MBA from Melbourne Business School, a Bachelor of Business with majors in Accounting & Finance, is a Fellow of the Governance Institute of Australia, a member of the Taxation Institute and of the Australian Institute of Company Directors, and she holds a Public Practice Certificate from the Institute of Chartered Accountants Australia and New Zealand.

Ms Stewart-Smith is Chair of the Audit and Risk Committee and a Member of the Nomination and Remuneration Committee.

The Company confirms that appropriate checks into Ms Stewart-Smith's background and experience were carried out prior to her appointment with no information of concern raised during the recruitment process. In addition, Ms Stewart-Smith has no known interest, position or relationship that will influence or reasonably be perceived to influence her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

Having had regard to the ASX Principles the Board considers Ms Stewart-Smith to be an independent Non-Executive Director.

Directors Recommendation

The Board (with Ms Stewart-Smith abstaining) supports the election of Ms Stewart-Smith and recommends that Shareholders vote FOR the election of Ms Stewart-Smith as a Director of the Company.

ITEM 5 – Appointment of the Auditor

Background

The Company's current auditor, BDO, has undertaken an internal restructure and changed the entity that will be doing the Company's audit from BDO East Coast Partnership Pty Ltd to BDO Audit Pty Ltd. As a result, Shareholder's approval is sought for this change in audit entity.

BDO East Coast Partnership provided notice of its intention to resign as auditor of the Company (under section 329(5) of the Corporations Act 2001). The Australian Securities and Investments Commission (**ASIC**) provided consent to the resignation.

BDO Audit Pty Ltd provided written consent to act as the Company's auditor.

The Board approved the appointment of BDO Audit Pty Ltd and advised the market via an ASX announcement and ASIC on 23 February 2021.

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 Wednesday 19 May 2021.

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 1.30pm (AEST) on Wednesday 19 May 2021.

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 2020.

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.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



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
1A Homebush Bay Drive, Rhodes NSW 2138; or



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **1.30PM (AEST) on Friday, 21 May 2021** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid meeting. You can attend the meeting **at the Company's offices at 238-258 Captain Cook Drive, Kurnell, NSW, Australia** or you can participate by logging in online at <https://agmlive.link/DDR21> (refer to details in the Annual General Meeting Online Guide). To access the **Notice of Annual General Meeting** this can be viewed and downloaded at the Company's website at www.dickerdata.com.au/agm2021.

Important for Item 2: 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 Item 2, even though the Item is 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 ☒

Items

For Against Abstain*

For Against Abstain*

2 Remuneration Report

☐ ☐ ☐

6 Auditor Appointment

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3 Re-election of Director – Ms Mary Stojcevski

☐ ☐ ☐

4 Re-election of Director – Ms Vladimir Mitnovetski

☐ ☐ ☐

5 Election of Director – Ms Kim Stewart-Smith

☐ ☐ ☐



* 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).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF 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 and email address 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 Proxy 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 Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- 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 PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1:30PM (AEST) on Wednesday, 19 May 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



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*
1A Homebush Bay Drive
Rhodes NSW 2138

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



ACCESS YOUR NOTICE OF GENERAL MEETING

To access the **Notice of General Meeting and Explanatory Memorandum** this can be viewed and downloaded at the Company's website at <https://www.dickerdata.com.au/investor>

DICKER

D A T A

ACN 000 969 362

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



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
1A Homebush Bay Drive, Rhodes NSW 2138; or



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

Please use this form to submit any questions about Dicker Data Limited ("the Company") that you would like us to respond to at the Company's 2021 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **Friday, 14 May 2021**.

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

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

☐

Performance or financial reports

☐

A Item being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction

☐

Performance or financial reports

☐

A Item being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction

QUESTIONS