



Notice of Annual General Meeting

**Monday 27 May 2024
2.00pm AEST**

**Dicker Data Limited
ACN 000 969 362**

Participation in the AGM

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of Dicker Data Limited (**Dicker Data or Company**) will be held at 238-258 Captain Cook Drive, Kurnell NSW 2231 on Monday, 27 May 2024 commencing at 2.00pm AEST.

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

Shareholders can participate in the AGM in the following ways:

Before the AGM

AGM Notice of Meeting	Vote or appoint proxy	Ask a question or make a comment
<ul style="list-style-type: none">• Access online via www.dickerdata.com.au/agm2024 or the Dicker Data announcements section.• Request a hard copy Notice of Meeting by phone or email: +61 1300 554 474 or email registrars@linkmarketservices.com.au	<ul style="list-style-type: none">• Return the Voting Form• Follow the AGM voting link emailed to you.• If you appoint a proxy other than the Chairman, you must provide your intended proxy's email address.• To be valid, your vote or proxy appointment must be received by 2.00pm (AEST) Saturday 25 May 2024.	<ul style="list-style-type: none">• Submit questions or comments via the share registry website at www.linkmarketservices.com.au• Questions must be received by 5.00pm AEST Monday 20 May 2024.

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.



26 April 2024

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 Monday 27 May 2024 commencing at 2.00pm (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 – 3 and **against** the contingent resolution in Item 4.

If you are unable to attend the AGM, I encourage you to vote online no later than 2.00pm AEST on Saturday 25 May 2024.

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://investorcentre.linkgroup.com/>.

I encourage you to read our 2023 Annual Report which provides a detailed overview of business performance last year at <https://www.dickerdata.com.au/investor>.

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

Yours sincerely,

A handwritten signature in black ink, appearing to read "David Dicker", is written in a cursive style.

David Dicker
Chair and CEO

DICKER DATA LIMITED

ACN 000 969 362

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of Shareholders of Dicker Data Limited (**Dicker Data** or the **Company**) will be held at 238-258 Captain Cook Drive Kurnell NSW 2231 on Monday 27 May 2024 at 2.00pm (AEST) (**Meeting**).

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

BUSINESS OF THE MEETING

Item 1: Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 December 2023.

All Shareholders can view the Annual Report which contains the Financial Report for the year ended 31 December 2023 on the Investors Page of the Dicker Data website at www.dickerdata.com.au/agm2024

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 2023."

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: Election of Directors

Item 3.1: Re-election of 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 3.2: Re-election 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 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: Spill Resolution

Note: this Resolution will only be considered and voted on if the outcome of Item 2 of this Notice of Meeting is such that at least 25% of the votes cast are against the adoption of the Remuneration Report. See Item 4 of the Explanatory Memorandum for further details.

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

"That, subject to and conditional on at least 25% of the votes cast on the resolution proposed in Item 2 (Remuneration Report) being cast against the adoption of the Remuneration Report:

- a) a general meeting of the Company (**Spill Meeting**) be held within 90 days after the passing of this resolution;*
- b) all of the Directors of the Company in office at the time when the Board resolution to make the Directors' Report for the financial year ended 31 December 2023 was passed (other than the Managing Director), and who remain Directors at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of shareholders at the Spill Meeting."*

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

VOTING PROCEDURES AT THE AGM

All RESOLUTIONS WILL BE BY POLL

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

ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00pm (AEST) on Saturday 25 May 2024 (**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

Direct vote – using the Voting/Proxy 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 2.00pm (AEST) on Saturday 25 May 2024**. For details about how you can submit your Voting Form, please refer to the section below titled 'Submitting your Voting Form prior to the AGM'.

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

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

Voting – During AGM

Those Shareholders attending the meeting will be able to vote at the meeting using forms provided. Voting Shareholders will be presented with a Voting 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 Items 2 and 3 and **against** the resolution in Item 4.

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, Link Market Services, no later than 2.00pm (AEST) on Saturday 25 May 2024. 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** 2.00pm (AEST) on Saturday 25 May 2024 (**Proxy Deadline**).

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

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

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

CORPORATE REPRESENTATIVES

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

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

QUESTIONS OR COMMENTS FROM SHAREHOLDERS

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

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm AEST Monday 20 May 2024.

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.

BY ORDER OF THE BOARD



Erin McMullen
Company Secretary
Date: 26 April 2024

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 Monday 27 May 2024.

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 3 and **against** the contingent resolution in Item 4. The Chair of the Meeting intends to vote all available undirected proxies in favour of the resolutions in Items 2 to 3 and **against** the resolution in Item 4 (if this item is put to the Meeting).

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 resolution in Item 2 relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. The contingent resolution in Item 4 is also an ordinary resolution.

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 2023, 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 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 20 May 2024 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 44-56 of the Company's Annual Report for the year ended 31 December 2023 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 2023 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

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 2023 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 - 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 Vladimir Mitnovetski was last re-elected as a Director on 21 May 2021 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 of the Company's Constitution.

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

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

ITEM 3.1 - Re-election of Mr Vladimir Mitnovetski

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 Recommendation

The Board (with Mr Mitnovetski abstaining) supports the re-election of Mr Mitnovetski and recommends that Shareholders vote **FOR** Mr Mitnovetski 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 Kim Stewart-Smith

Ms Stewart-Smith was last re-elected to the Board by Shareholders on 21 May 2021 and is offering herself for re-election at this Meeting by virtue of clause 15.3 of the Constitution, which requires that one-third of previously elected Directors retire at each meeting and submit themselves for re-election.

Ms Stewart-Smith was appointed as an independent Non-Executive Director on 18 March 2021.

Ms Stewart-Smith is an experienced ASX independent Non- Executive Director and is also currently an independent Non-Executive Director and ARC Chair for AMA Group (ASX: AMA) and WTF Entertainment & Media. Ms Stewart-Smith is also the Founder and Managing Director of Stewart & Smith Advisory, a business advisory, corporate services, and chartered accounting firm. Prior to this, she has had significant experience in senior roles in commercial and professional services. Ms Stewart-Smith was a Partner at Ernst & Young, Oceania responsible for the Outsourced Finance & Accounting services for three years. Ms Stewart-Smith holds a Senior Executive MBA from Melbourne Business School and studied Strategy in Europe at WHU - Otto Beisheim School of Management, Strategic Innovation at Berkeley Haas School of Business at University of California, a Bachelor of Business with majors in Accounting and Finance, a Master of Applied Finance (M&A), is a Fellow of the Governance Institute of Australia, a member of the Australian Institute of Company Directors and 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 People and Culture Committee.

Ms Stewart-Smith has no known interest, position or relationship that will influence or reasonable 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.

Director's Recommendations

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

Item 4: Spill Resolution (conditional item)

The Corporations Act now includes a "two strikes" rule in relation to remuneration reports. The two strikes rule provides that, if at least 25% of the votes cast on the resolution to adopt the remuneration report at two consecutive annual general meetings are against adopting the remuneration report, shareholders will have the opportunity to vote on a Spill Resolution (described below) at the second annual general meeting.

At our AGM held in May 2023, 73.62% of the votes received supported the remuneration report for the financial year ended 31 December 2022. Votes cast against the FY 22 Remuneration Report were 26.38%, which resulted in a 'strike' against the FY22 remuneration report, and this resolution is included in the Notice of Meeting at Item 4.

Proxy advisors and shareholder feedback indicated concern with the uncapped nature of the profit share plan, the absence of a long-term incentive plan and the lack of equity payments and/or deferral on the profit share plan. This feedback probably does not reflect the views of most shareholders, given the majority support for our remuneration, but is probably a fair reflection of the minority that voted against the remuneration report. We do not agree with placing a cap on how much incentive an executive can earn providing it can be funded and is proportional to profit, as this would be a misalignment with the interests of shareholders, and act as a disincentive for better performance. It would be akin to saying to our team to stop making profit when they reach a prescribed level and that we as directors would be happy with this. To do so would be artificially capping the dividends that our shareholders could receive. Directors, and we believe our shareholders, would not be happy with this. Tolerance of modest performance is not part of our culture. We have risk bounds, including gearing and working capital. We share risk with executives, whose pay varies with profit. Within these risk bounds we want maximum performance.

If executives did not own substantial Dicker Data stock we would consider deferral of the annual incentive in stock. But given that they already hold stock that greatly exceeds normative standards within the ASX 200 this is not necessary.

We believe this combination of annual cash that varies in direct proportion to profit, and high stock ownership is ideal for our company. It recognises our value is not a function of an economic moat, with executives benefiting from the legacy of others. Rather, our value lies in achieving high performance every year.

The 2022 remuneration report vote outcome was disappointing. It reflected the views of shareholders who held 10.3% of our shares, so that the strike was, in effect, an outcome of votes from 2.7% of shares held. Even if shares held by related parties are excluded, the proportion of shares voting against was just 7.4%. The votes were from mainly institutional shareholders, the majority of whom receive proxy advice derived in most cases from a standardised set of guidelines applicable to all issuers irrespective of the nature and type of company, and its business strategy. The board seriously considered their feedback, and considered whether it was a valid reflection of most shareholders views, rather than just 7.4% of shares held. However, there is insufficient evidence either way that this was a valid reflection of shareholder views more broadly. We also considered the extent that the framework is in the best interests of our shareholders. On balance, we decided that it was, purely because it has been successful in attracting and retaining the best executives in the industry, based upon the level of sustained performance delivered over the tenure of their employment to date.

Rationally, the only responsible recommendation that the independent directors can make to the full board is that no changes be made to the remuneration framework because:

- no changes to a structure that reflects the need for great profit every year
- it operates within the risk parameter confines set by the board, and shared by management
- management have attained, and are required to maintain, a high level of stock ownership
- it continues to work well

Accordingly, Item 4 (**Spill Resolution**) is required to be included in this Notice of Meeting by Division 9 of Part 2G.2 of the Corporations Act because the adoption of the Remuneration Report contained in the Company's 2022 Annual Report was passed by a majority of less than 75% at the 2023 Annual General Meeting held on 31 May 2023.

Item 4 is a "conditional" resolution. It will only be put to the Meeting if 25% or more of the votes cast on Item 2 are cast against the adoption of the Remuneration Report, which will constitute a "second strike".

If Item 2 passes on a majority of more than 75%, the Spill Resolution will be deemed withdrawn and any votes cast on the Spill Resolution prior to the withdrawal of the Spill Resolution will be treated as invalid.

Majority required for Spill Resolution

If the Spill Resolution is put to the meeting the Spill Resolution will be carried if it is passed by an ordinary majority of votes cast (more than 50%). If the Spill Resolution is valid and carried, a spill meeting must be held within 90 days of the passing of the Spill Resolution (**Spill Meeting**). If a Spill Meeting is required, the date of the meeting will be notified to Shareholders in due course.

The Spill Meeting

If a Spill Meeting is held, pursuant to section 250V(1)(b)(i) of the Corporations Act, the Directors listed below, being the non-executive Directors who were in office when the Board approved the Directors' Report for the year ended 31 December 2023, will cease to hold office immediately before the end of the Spill Meeting (unless they resign before the Spill Meeting):

- (i) Mary Stojcevski;
- (ii) Fiona Brown;
- (iii) Vladimir Mitnovetski*
- (iv) Kim Stewart-Smith*
- (v) Ian Welch; and
- (vi) Leanne Ralph.

*This assumes these directors are re-elected at this Meeting pursuant to Items 3.1 and 3.2.

Each of these Directors is eligible to stand for re-election at the Spill Meeting.

The Spill Meeting, if required, will be subject to a separate notice in accordance with the Constitution of the Company and the Corporations Act. Nominations for director appointments at the Spill Meeting may be made in accordance with the Constitution of the Company and may include the Directors listed above.

A voting exclusion applies to Item 4 (see below). This voting exclusion will not apply to the Spill Meeting and all Shareholders will be entitled to vote on the Director appointments at the Spill Meeting.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote **against** this resolution.

Voting Exclusion Statement

The Company will disregard any votes cast on Item 4 by a KMP of the Company or a Closely Related Party of such a KMP unless:

- a) the person votes as a proxy appointed by writing that specifies how the person is to vote on Item 4; or
- b) the person is the Chair and votes as a proxy appointed by writing that authorises the Chair to vote on Item 4 even though the resolution is connected directly or indirectly with the remuneration of the KMP of the Company.

Chair's Voting Intention

The Chairman of the Meeting intends to vote all available undirected proxies **in favour of the resolutions in Items 2 and 3 and against the resolution in Item 4 (if this item is put to the Meeting).**

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 Saturday 25 May 2024.

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 2.00pm (AEST) on Saturday 25 May 2024.

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 2023.

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.

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

LODGE YOUR VOTE

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

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

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

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



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 **2:00pm (AEST) on Monday, 27 May 2024**, 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 **2:00pm (AEST) on Monday, 27 May 2024 at 238-258 Captain Cook Drive, Kurnell, NSW (the Meeting)** and at any postponement or adjournment of the Meeting.

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 Items 2, 3.1 and 3.2, and against Item 4.

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

2 Remuneration Report

3.1 Re-election of Director – Mr Vladimir Mitnovetski

3.2 Re-election of Director – Ms Kim Stewart-Smith

4 Spill Resolution

For Against Abstain*

	For	Against	Abstain*
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1 Re-election of Director – Mr Vladimir Mitnovetski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.2 Re-election of Director – Ms Kim Stewart-Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Spill Resolution	<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.

STEP 2

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 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 produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (AEST) on Saturday, 25 May 2024**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://investorcentre.linkgroup.com>

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



BY MOBILE DEVICE

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

QR Code



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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**