

DICKER DATA LIMITED

ACN 000 969 362

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Dicker Data Limited (the **Company**) will be held at Company's offices at 230 Captain Cook Drive, Kurnell, NSW, 2231 on Tuesday 22 November 2011 at 11.00 am.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the Proxy Form forms part of this notice.

BUSINESS OF THE MEETING

Item 1: Dicker Data Limited Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company for the year ended 30 June 2011.

Item 2: Remuneration Report

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

"To adopt the Remuneration Report for the year ended 30 June 2011."

(Note: 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).

Item 3: Election of Directors

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

"That Fiona Brown, being a director who is retiring in accordance with clause 15.3 of the Company's constitution and, being eligible, offers herself for re-election, be re-elected as a director of the Company."

VOTING EXCLUSION

The Company is required to disregard any votes cast on Item 2 by or on behalf of either a member of the key management personnel, details of whose remuneration are included in the remuneration report; or a closely related party of such a member (together "prohibited persons").

However, the Company will not disregard a vote if:

- The prohibited person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- The vote is not cast on behalf of a prohibited person.

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 Annual General Meeting are those who are registered shareholders of the Company as at 11am on Sunday 20 November 2011 (**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 Annual General Meeting.

ANNUAL REPORTS

Copies of the Annual Report for Dicker Data Limited may be accessed at our website www.dickerdata.com.au and clicking on the Investors tab.

VOTING OPTIONS AND PROXIES

If you do not plan to attend the meeting in person, you are encouraged to complete and return the Proxy Form which accompanies this Notice of Meeting.

Voting by Proxy

A member who is entitled to attend and vote at this meeting is entitled to appoint not more than 2 proxies to attend and vote on the member's behalf.

If the member appoints 2 proxies, the member 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 member's votes. If the specified proportion or number of votes exceed that which the member is entitled to, each proxy may exercise half of the member'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 member of the Company. A body corporate appointed as a member's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Annual General 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 below):

- If a member has not directed their proxy how to vote, the proxy may vote as the proxy determines, and
- If a member appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on an item of business, the Chairman will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

For Item 2, where the Chairman is appointed as a member's proxy and that member has:

- Marked the Chairman's box on the proxy form; and
- Has not specified the way in which the Chairman is to vote on Item 2,

the member is directing the Chairman to vote in accordance with the Chairman's voting intentions for this item of business.

The Chairman intends to vote all undirected proxies in favour of the resolutions put in the Notice of Meeting.

If:

- A poll is duly demanded at the Annual General Meeting in relation to a proposed resolution; and
- A member has appointed a proxy (other than the Chairman) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- That member's proxy is either not recorded as attending the meeting or does not vote on the resolution,

the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the member for the purposes of voting on that on that resolution and must vote in accordance with the written direction of that member.

Proxy Forms

To be effective, the 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 at its registered office, or at its share registry, as an original or by facsimile, no later than 11.00am (AEDT) on Sunday 20 November 2011 (**Proxy Deadline**).

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

- (i) **By mail** to Boardroom Pty Ltd using the reply paid envelope or GPO Box 3993, Sydney NSW 2001. Please allow sufficient time so that it reaches Registries Limited by the Proxy Deadline;
- (ii) **By fax** to Boardroom Pty Ltd on +61 2 9290 9655;
- (iii) **Online** at boardroomlimited.com.au/vote/dickerdataagm2011. You will need your Security Holder Reference Number (SRN) or Holder Identification Number (HIN) which is shown in the top right corner of the attached Proxy Form;
- (iv) **By hand delivery** to Boardroom Pty Ltd at Level 7, 207 Kent Street, Sydney NSW 2000.
- (v) By delivery or fax to the registered office of the Company, 230 Captain Cook Drive, Kurnell NSW 2231, fax: 1800 688 486.

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.

BY ORDER OF THE BOARD



Leanne Ralph
Company Secretary
11 October 2011

Explanatory Memorandum

Notes on Business

ITEM 1 – Financial Statements

As required by section 317 of the *Corporations Act 2001* the financial report, directors' report and auditor's report of the Company for the most recent financial year must be laid before the meeting.

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

The Chairman 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, PKF, questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2011, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of PKF in relation to the conduct of the audit.

Shareholders may submit written questions to PKF to be answered at the meeting, provided the question is relevant to the content of PKF's audit report or the conduct of the audit of the company's financial report for the year ended 30 June 2011.

Written questions must be received no later than 5.00pm on Friday 17 November 2011. Any written questions to PKF can be sent to Boardroom Pty Ltd, GPO Box 3993, Sydney, NSW 2001 (or by Fax: +61 2 9290 9655).

ITEM 2 – Adoption of remuneration report

In accordance with the ASX Corporate Governance Principles and Recommendations, the Company has included in its Annual Report a remuneration report for the consideration of members.

The members' resolution on this item of business is advisory only and does not bind the board or the Company.

The Company has designed a remuneration framework to support both a high performance culture and a team focus on adhering to agreed business objectives and directions.

The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders, and conforms with market practice for delivery of reward.

In summary, the remuneration report in the Annual Report:

- explains the principles used for determining the nature and amount of remuneration of directors and senior managers of the Company;
- sets out remuneration details for each director and senior executives of the Company; and
- outlines service contracts of key management personnel.

Item 2: The board unanimously recommends that members vote in favour of this resolution.

ITEM 3 – Retirement and Re-election of Director

In accordance with the Company's constitution an election of directors must be held at each Annual General Meeting. The constitution states that one-third of all directors must retire and offer themselves for re-election, excluding the CEO 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 members of the Company.

Fiona Brown is the longest serving director and therefore retires by rotation and offers herself for re-election. Details of Fiona Brown are set out below.

Fiona Brown

Fiona Brown is the co-founder of Dicker Data and currently serves as Non-Executive Director of the Company.

Fiona acted as General Manager and Marketing Manager of Dicker Data from the inception of the Company until 2004 when she left her executive position due to family commitments.

Fiona's business development, negotiation, management and leadership skills were of material importance to the success and growth of Dicker Data. During the period of Fiona's executive involvement, Dicker Data was voted several times as the number one distributor by resellers - based on customer service levels, speed of delivery and technical support. Fiona was voted one of the top 5 figures in the Australian computer industry in July 2002 by Australian Reseller News.

As a Non-Executive Director, Fiona brings her knowledge of the business and 25 years of experience in the IT distribution industry.

Item 3: The board unanimously recommends that members vote in favour of this resolution.

FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760 (outside Australia) +61
2 9290 9600

FACSIMILE
+61 2 9290 9655

ALL CORRESPONDENCE TO:
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia



Your Address

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

YOUR VOTE IS IMPORTANT

**FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 11.00 am
SUNDAY 20th NOVEMBER 2011**

TO VOTE ONLINE

Reference Number:

Please note it is important you keep this confidential



STEP 1 : VISIT www.boardroomlimited.com.au/vote/dickerdataagm2011

STEP 2: Enter your holding/Investment type

STEP 3: Enter your Reference Number and VAC: <VAC NUMBER>

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy
If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

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

Appointment of a Second Proxy

You are entitled to appoint up to two 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 securities registry or you may copy this form.

To appoint a second proxy you must:

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

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

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

STEP 3 Sign the Form

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

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

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

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

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

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **11.00 am on Tuesday, 22nd November 2011**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL - Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry – Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Vote online at:

**www.boardroomlimited.com.au/vote/dickerdataagm2011
or turnover to complete the Form ➔**

Attending the Meeting

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

<Address 1>
<Address 2>
<Address 3>
<Address 4>
<Address 5>
<Address 6>

<BARCODE>

STEP 1 - Appointment of Proxy

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

☐ the Chairman of the Meeting (mark with an 'X')	OR	
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If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual General Meeting of Dicker Data Limited to be held at 230 Captain Cook Drive, Kurnell NSW 2231 on Tuesday the 22nd of November 2011 at 11.00 am** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

No undirected proxies to the Chairman or Key Management Personnel will be voted on Item 2, Adoption of Remuneration Report. You are encouraged to direct your proxy by marking the box in relation to the item in the section below.

STEP 2 - Voting directions to your Proxy – please mark ☒ to indicate your directions

Ordinary Business

		For	Against	Abstain*
Item 2	Adoption of the Remuneration Report	☐	☐	☐
Item 3	Re-election of Fiona Brown as a Director	☐	☐	☐

In addition to the intentions advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

*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 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name

Contact Daytime Telephone Date / / 2011