

11 January 2013

Andrew Weaver  
Advisor  
Listings Compliance  
20 Bridge Street  
Sydney NSW 2000

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**Freecall** 1800 688 586  
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*Dicker Data is the  
registered trading name  
for Dicker Data Ltd  
ABN 95 000 969 362*

*By E-mail: Andrew.weaver@asx.com.au*

Dear Andrew,

**Dicker Data Limited ('Company') ASX: DDR**

**Re: Appendix 3Y - Change of Directors Interest Notice**

We refer to your letter dated 10 January 2013.

We apologise for the delay in providing the recent Appendix 3Y for Ms Fiona Brown (the Director), released on 8 January 2013, and with specific reference to your queries, advise as follows:

**1. Why was the Appendix lodged late?**

The Director neglected to advise the Company of the share purchases in question, as the purchase had been made by a family member and she was unaware that it had been made under her personal trading account. The Appendix 3Y was prepared and lodged on the same day that the trading was discovered.

**2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?**

The following processes are in place to ensure that the Company is able to meet its disclosure obligations under Listing Rule 3.19A:

- (a) Each member of the Board is informed of ASX disclosure requirements upon their appointment;
- (b) The Company has entered into letters with each of its directors, which places an obligation on the directors to notify the Company of interests and any changes thereto so that ASX Appendices can be lodged. Notification of any changes in a director's direct or indirect interest in Company securities is also required under the Company's market disclosure policy;
- (c) As and when required, the Company Secretary will inform directors of their obligations under Listing Rule 3.19A in Board meetings or otherwise and will follow up with interested directors to ensure compliance; and
- (d) Any director wishing to trade in the Company's securities must first obtain the consent to do so from the Chairman or Company Secretary in accordance with the Company's security trading policy. Where approved, the director must continue to comply with any other requirements set out in that policy in connection with the dealing.

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**3. If the current arrangements are inadequate or are not being enforced, what additional steps does the Company intend to take to ensure compliance with Listing Rule 3.19B?**

The Company considers that the current arrangements to be adequate and notes that the late lodgment of Appendix 3Y was a result of the Director's error.

In any case, directors will be re-briefed at the forthcoming board meeting on their obligations and the need to ensure that the Company is able to meet its obligations in respect of ASX Listing Rule 3.19A and 3.19B.

Kind regards,



Leanne Ralph  
Company Secretary



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10 January 2013

Mrs Leanne Ralph  
Company Secretary  
Dicker Data Limited  
230 Capitan Cook Drive  
Kurnell  
NSW 2231

By Email: [leanne.ralph@boardworx.net.au](mailto:leanne.ralph@boardworx.net.au)

Dear Leanne,

**Dicker Data Limited (the "Company")**

We refer to the following;

1. The Appendix 3Y lodged by the Company with ASX Limited ("ASX") on 9 January 2013 for Ms Fiona Brown (the "Notice").
2. Listing rule 3.19A.2 which requires an entity to tell ASX the following:

*A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

3. Listing rule 3.19B which states as follows:

*An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.*

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Notices indicate that a change in the directors' notifiable interests occurred on 27 September 2012. It appears that the Notices should have been lodged with ASX by 5 October 2012. Consequently, the Company may be in breach of listing rules 3.19A and/or 3.19B. It also appears the directors concerned may have breached section 205G of the Corporations Act.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.



ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions:

1. Please explain why the Notice was lodged late.
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at [andrew.weaver@asx.com.au](mailto:andrew.weaver@asx.com.au). It should not be sent to the Company Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (i.e. **before 9.30 a.m. A.E.S.T.**) on Tuesday, 15 January 2013.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and should separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely

*[Sent electronically without signature]*

Andy Weaver  
**Adviser, Listings (Sydney)**