

14 January 2013

Manager of Company Announcements ASX Limited Exchange Centre 20 Bridge Street Sydney NSW 2000

By E-Lodgement

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Dicker Data is the registered trading name for Dicker Data Ltd ABN 95 000 969 362

#### **ISSUE OF SHARES**

Dicker Data Limited (ASX: DDR) today announces the issue and allotment of 400,000 fully paid ordinary shares as a result of the exercise of options pursuant to engagement agreements and as disclosed in the Prospectus dated 26 October 2010.

The Appendix 3B in relation to the issue of these shares is attached.

For and on behalf of the Board.

Leanne Ralph Company Secretary

#### **About Dicker Data Limited**

Dicker Data Limited was listed on the Australian Stock Exchange on January 24th, 2011. Since its listing, the company has achieved record trading results. The Company is Australia's largest and longest established Australian owned distributor of Information Technology products. Dicker Data Limited's vendors include Hewlett-Packard, Toshiba, Lenovo, Samsung, ASUS and other major brands. For more information, see <a href="https://www.dickerdata.com.au">https://www.dickerdata.com.au</a>

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

## **Appendix 3B**

## New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

| Introduc | ced 01/07/96 Origin: Appendix 5 Amended 01/07/   | 98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12 |
|----------|--|--|
| Name     | of entity  |  |
| DICK     | KER DATA LIMITED   |  |
| ABN      |  |  |
| 95 00    | 00 969 362   |  |
|          |  |  |
| We (     | the entity) give ASX the following   | g information.   |
| _        | rt 1 - All issues<br>nust complete the relevant sections (att  | ach sheets if there is not enough space).                                |
| 1        | *Class of *securities issued or to be issued   | Fully Paid Ordinary Shares   |
| 2        | Number of *securities issued or<br>to be issued (if known) or<br>maximum number which may<br>be issued   | 400,000  |
| 0        | Deinging towns of the  |  |
| 3        | Principal terms of the *securities (eg, if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion) | As per other fully paid ordinary shares already quoted                   |

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<sup>+</sup> See chapter 19 for defined terms.

4 All shares will rank equally in all respects Do the \*securities rank equally in all respects from the date of with existing quoted shares. allotment with an existing \*class of quoted \*securities? If the additional securities do not rank equally, please state: the date from which they do · the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next distribution or dividend. interest payment Issue price or consideration \$0.25 per share 5 6 Purpose of the issue Shares were issued on the exercise of (If issued as consideration for options that were granted as part of the acquisition of assets, clearly remuneration corporate advisors to identify those assets) associated with the admission of the Company to the Official List on the ASX. Is the entity an \*eligible entity 6a No that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b -6h in relation to the \*securities the subject of this Appendix 3B, and comply with section 6i The date the security holder 6b N/A resolution under rule 7.1A was passed Number of \*securities issued N/A 6c without security holder approval under rule 7.1 Number of \*securities issued 6d N/A with security holder approval under rule 7.1A

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<sup>+</sup> See chapter 19 for defined terms.

| 6e | Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)  | N/A             |                 |
|----|--|-----------------|-----------------|
|    |  |                 |                 |
| 6f | Number of securities issued under an exception in rule 7.2   | N/A             |                 |
| 6g | If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation. | N/A             |                 |
| 6h | If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements  | N/A             |                 |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A — complete Annexure 1 and release to ASX Market Announcements   | N/A             |                 |
| 7  | Dates of entering *securities into uncertificated holdings or despatch of certificates   | 14 January 2013 |                 |
|    |  |                 |                 |
|    |  | Number          | ⁺Class          |
| 8  | Number and *class of all *securities quoted on ASX (including the securities in section 2 if applicable)   | 127,000,000     | Ordinary Shares |

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<sup>+</sup> See chapter 19 for defined terms.

|     |  | Number         | <sup>+</sup> Class                    |
|-----|--|----------------|---------------------------------------|
| 9   | Number and *class of all *securities not quoted on ASX (including the securities in section 2 if applicable) | 700,000        | Unlisted options over ordinary shares |
| 10  | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)           | No change      |                                       |
| Par | t 2 - Bonus issue or   | pro rata issue |                                       |
| 11  | Is security holder approval required?  | N/A            |                                       |
| 12  | Is the issue renounceable or non-renounceable?   | N/A            |                                       |
| 13  | Ratio in which the *securities will be offered   | N/A            |                                       |
| 14  | <sup>+</sup> Class of <sup>+</sup> securities to which the offer relates                                     | N/A            |                                       |
| 15  | <sup>+</sup> Record date to determine entitlements   | N/A            |                                       |
| 16  | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?           | N/A            |                                       |
| 17  | Policy for deciding entitlements in relation to fractions  | N/A            |                                       |
| 18  | Names of countries in which the entity has *security holders who will not be sent new issue documents        | N/A            |                                       |
|     | Note: Security holders must be told how their entitlements are to be dealt with.                             |                |                                       |
|     |  | 1              |                                       |

Cross reference: rule 7.7.

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Closing date for receipt of N/A acceptances or renunciations

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<sup>+</sup> See chapter 19 for defined terms.

| 20 | Names of any underwriters   | N/A |
|----|---|-----|
| 21 | Amount of any underwriting fee or commission  | N/A |
| 22 | Names of any brokers to the issue   | N/A |
| 23 | Fee or commission payable to the broker to the issue  | N/A |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders   | N/A |
| 25 | If the issue is contingent on *security holders' approval, the date of the meeting  | N/A |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  | N/A |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | N/A |
| 28 | Date rights trading will begin (if applicable)  | N/A |
| 29 | Date rights trading will end (if applicable)  | N/A |
| 30 | How do *security holders sell their entitlements <i>in full</i> through a broker?   | N/A |
| 31 | How do *security holders sell part of their entitlements through a broker and accept for the balance?   | N/A |

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<sup>+</sup> See chapter 19 for defined terms.

| 32                                  | How do *security holders dispose of their entitlements (except by sale through a broker)? | S  |  |  |
|-------------------------------------|---|--|--|--|
| 33                                  | *Despatch date  | N/A  |  |  |
|                                     | t 3 - Quotation of se   |  |  |  |
| 34                                  | Type of securities (tick one)   |  |  |  |
| (a)                                 | Securities described in Pa  | art 1  |  |  |
| (b)                                 |   | Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of |  |  |
| Entities that have ticked box 34(a) |   |  |  |  |
| Addit                               | tional securities forming a ne  | ew class of securities   |  |  |
| Tick to<br>docum                    | indicate you are providing the informents   | pation or  |  |  |
| 35                                  | · · · · · · · · · · · · · · · · · · ·   | nity securities, the names of the 20 largest holders of s, and the number and percentage of additional holders   |  |  |
| 36                                  |   | ity securities, a distribution schedule of the additional number of holders in the categories  |  |  |
| 37                                  | A copy of any trust deed f  | or the additional *securities  |  |  |

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<sup>+</sup> See chapter 19 for defined terms.

## Entities that have ticked box 34(b)

| 38 | Number of securities for which †quotation is sought   | N/A    |                    |
|----|---|--------|--------------------|
| 20 | Class of tagainsting for which  | NI/A   |                    |
| 39 | Class of *securities for which quotation is sought  | N/A    |                    |
|    |   |        |                    |
| 40 | Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?   | N/A    |                    |
|    | If the additional securities do not rank equally, please state:  • the date from which they do  • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment |        |                    |
| 41 | Reason for request for quotation  | N/A    |                    |
|    | NOW  Example: In the case of restricted securities, end of restriction period   |        |                    |
|    | (if issued upon conversion of<br>another security, clearly identify<br>that other security)   |        |                    |
|    |   |        |                    |
|    |   | Number | <sup>+</sup> Class |
| 42 | Number and *class of all *securities quoted on ASX (including the securities in clause 38)  | N/A    |                    |
|    |   |        |                    |

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<sup>+</sup> See chapter 19 for defined terms.

#### **Quotation agreement**

- <sup>†</sup>Quotation of our additional <sup>†</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>†</sup>securities on any conditions it decides.
- We warrant the following to ASX.
  - The issue of the \*securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those \*securities should not be granted \*quotation.
  - An offer of the \*securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any \*securities to be quoted and that no-one has any right to return any \*securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the \*securities be quoted.
- If we are a trust, we warrant that no person has the right to return the 

  †securities to be quoted under section 1019B of the Corporations Act at the time that we request that the †securities be quoted.
- We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before 'quotation of the 'securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date: 14 January 2013 (Company secretary)

Print name: Leanne Ralph

+ See chapter 19 for defined terms.

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# Appendix 3B – Annexure 1

# Calculation of placement capacity under rule 7.1 and rule 7.1A for <sup>†</sup>eligible entities

Introduced 01/08/12

### Part 1

| Rule 7.1 – Issues exceeding 15% of capital  |  |  |
|---|--|--|
| Step 1: Calculate "A", the base figure from which the placement capacity is calculated  |  |  |
| Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue   |  |  |
| Add the following:  |  |  |
| Number of fully paid ordinary securities<br>issued in that 12 month period under an<br>exception in rule 7.2  |  |  |
| Number of fully paid ordinary securities<br>issued in that 12 month period with<br>shareholder approval   |  |  |
| Number of partly paid ordinary<br>securities that became fully paid in that<br>12 month period  |  |  |
| <ul> <li>Note:</li> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul> |  |  |
| Subtract the number of fully paid ordinary securities cancelled during that 12 month period   |  |  |
| "A"   |  |  |

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<sup>+</sup> See chapter 19 for defined terms.

| Step 2: Calculate 15% of "A"  |   |
|---|---|
| "B"   | 0.15  |
|   | [Note: this value cannot be changed]                            |
| <b>Multiply</b> "A" by 0.15   |   |
| Step 3: Calculate "C", the amount of that has already been used   | of placement capacity under rule 7.1                            |
| <b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period not counting those issued:  |   |
| Under an exception in rule 7.2  |   |
| Under rule 7.1A   |   |
| <ul> <li>With security holder approval under rule<br/>7.1 or rule 7.4</li> </ul>  |   |
| <ul> <li>Note:</li> <li>This applies to equity securities, unless specifically excluded – not just ordinary securities</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul> |   |
| "C"   |   |
| Step 4: Subtract "C" from ["A" x "E placement capacity under rule 7.1   | 3"] to calculate remaining                                      |
| "A" x 0.15  |   |
| Note: number must be same as shown in Step 2  |   |
| Subtract "C"  |   |
| Note: number must be same as shown in Step 3  |   |
| <i>Total</i> ["A" x 0.15] – "C"   |   |
|   | [Note: this is the remaining placement capacity under rule 7.1] |

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<sup>+</sup> See chapter 19 for defined terms.

## Part 2

| Rule 7.1A – Additional placement capacity for eligible entities                                    |  |  |
|--|--|--|
| Step 1: Calculate "A", the base figure from which the placement capacity is calculated             |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
| 0.10   |  |  |
| Note: this value cannot be changed   |  |  |
|  |  |  |
| Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used |  |  |
|  |  |  |
|  |  |  |
|  |  |  |

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<sup>+</sup> See chapter 19 for defined terms.

| Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A |  |  |
|---|--|--|
| "A" x 0.10  |  |  |
| Note: number must be same as shown in Step 2  |  |  |
| Subtract "E"  |  |  |
| Note: number must be same as shown in Step 3  |  |  |
| <b>Total</b> ["A" x 0.10] – "E"   |  |  |
|   | Note: this is the remaining placement capacity under rule 7.1A |  |

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<sup>+</sup> See chapter 19 for defined terms.