

7 August 2015

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

By E-Lodgement

SHARE PURCHASE PLAN OFFER DOCUMENT

Dicker Data Limited (ASX: DDR) refers to the announcement dated 3 August 2015 in relation to the launch of a Share Purchase Plan and attaches the Offer Document and Application Form dispatched to shareholders today.

Leanne Ralph
Company Secretary
Dicker Data Limited

7 August 2015

Dear Shareholder

Dicker Data Limited - Share Purchase Plan

On 4 August 2015, Dicker Data announced a placement to institutional, professional and sophisticated investors (**Institutional Placement**) and the Dicker Data Share Purchase Plan (**SPP**).

On behalf of the directors of Dicker Data Limited (**Dicker Data**), I am pleased to offer eligible shareholders the opportunity to participate in the SPP. The SPP allows eligible shareholders to purchase up to A\$15,000 worth of new fully paid ordinary shares in Dicker Data (**New Shares**) without brokerage or transaction costs. The SPP is limited 3,000,000 New Shares. Should Dicker Data receive applications for more than 3,000,000 New Shares, Dicker Data will scale back applications in its discretion. As such it is possible that applicants for the SPP will receive fewer New Shares than the parcel for which they applied.

The net proceeds of the Institutional Placement and the SPP will be used by Dicker Data for debt reduction and working capital requirements.

The SPP is fully underwritten by Petra Capital Pty Ltd ACN 110 782 952 AFSL 317944 to the extent of the 3,000,000 New Share limit.

Participation in the SPP is optional and is open to Dicker Data shareholders who are holders of shares in Dicker Data at 7.00pm (AEST) on Monday 3 August 2015 (**Record Date**) and whose registered address is in Australia or New Zealand other than any such shareholder who is in the United States or acting for the account or benefit of a person in the United States (**Eligible Shareholders**). Eligible Shareholders who are custodians for certain eligible beneficiaries will also be invited to participate in the SPP on the terms and conditions set out in this letter.

Your right to participate in the SPP is not transferable.

The issue price for each New Share will be \$1.75 per share which is the same price at which shares were offered under the Institutional Placement and represents a discount of 18% on the \$2.14 per shares last close price and 12% on the 30-day volume weighted average price of \$2.00.

Under the SPP, Eligible Shareholders may elect to apply for up to \$15,000 worth of New Shares. The minimum application under the SPP is \$2,500. Applications under the SPP can only be made for one of the following amounts (for the following number of New Shares):

- \$2,500 (for 1,428 New Shares);
- \$5,000 (for 2,857 New Shares);
- \$10,000 (for 5,714 New Shares); or

- \$15,000 (for 8,571 New Shares).

The number of New Shares issued to an applicant will be rounded down to the nearest whole number after dividing the application monies by the issue price of the New Shares

You may only apply for a maximum amount of A\$15,000 worth of New Shares. If you have multiple holdings and you make applications for each of your registered holdings of Dicker Data shares, the total of all your applications must not exceed A\$15,000. Dicker Data reserves the right to decline applications from multiple registered holdings if the total exceeds A\$15,000, including where those registered holdings are in similar but not identical names, are directly or indirectly held or are held alone or with others.

The SPP is limited to the issue of 3,000,000 New Shares. Should applications for greater than 3,000,000 New Shares be received, Dicker Data reserves the right to scale back applications in its absolute and sole discretion. Dicker Data may take into account, among other factors, the size of an applicant's shareholding in determining the amount (if any) by which to scale back that applicant's application. Should this occur, you may be allocated New Shares to a value which is less than the parcel for which you applied and the difference will be refunded to you without interest.

You should be aware that the market price of Dicker Data shares may rise and fall between the date of the SPP offer and the date that the New Shares are issued under the SPP.

Full details of the SPP are set out in the enclosed Terms and Conditions and Application Form.

The SPP opens on Friday, 7 August 2015. To apply for New Shares under the SPP, Eligible Shareholders may either:

- complete and return their enclosed Application Form in accordance with the details on the form, together with a cheque, bank draft or money order drawn on an Australian bank in Australian dollars; or
- pay directly via BPAY¹ on the internet or by telephone (for shareholders with an eligible Australian bank account only).

Application Forms must be received by Dicker Data's share registry, or a BPAY payment must be received, by no later than 5.00pm (AEST) on Friday, 21 August 2015.

The SPP does not take into account the individual investment objectives, financial situation, tax position or particular needs of each Eligible Shareholder. You should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept the offer.

I encourage you to read and consider carefully the enclosed Terms and Conditions.

¹ Registered to BPAY Pty Ltd ABN 69 079 137 518.

If you have any questions, please contact Dicker Data's share registry on 1300 737 760 (if calling within Australia) or +61 2 9290 9600 (if from calling from outside of Australia).

Yours sincerely



David Dicker
Chairman

DICKER DATA LIMITED

SHARE PURCHASE PLAN TERMS AND CONDITIONS

Eligible Shareholders have the opportunity to participate in the Dicker Data Share Purchase Plan offer (**SPP**) by subscribing for up to \$15,000 of new fully paid ordinary shares in Dicker Data (**New Shares**) without incurring brokerage or transaction costs. Details of this offer and how to participate are set out below.

1. SPP KEY DATES*

EVENT	DATE
Record Date	7.00pm (AEST) Friday, 31 July 2015
SPP opens	Friday, 7 August 2015
SPP closes	5.00pm (AEST) Friday, 21 August 2015 (Closing Date)
Allotment of New Shares	Monday, 31 August 2015
Dispatch of holding statements	Tuesday, 1 September 2015

* All dates specified in these terms and conditions are indicative only and may be subject to change. Dicker Data reserves its right to vary the dates (even if the offer has been opened or BPAY payments or Application Forms have been received) by making an announcement to the ASX. All times and dates are Sydney, Australia time.

2. ARE YOU AN ELIGIBLE SHAREHOLDER?

- (a) If you are registered as a holder of Dicker Data ordinary shares at 7.00pm (AEST) on Friday, 31 July 2015 (**Record Date**) and your registered address is in Australia or New Zealand, you will be eligible to participate in the SPP and an **Eligible Shareholder** unless you are acting for the account or benefit of a "U.S. Person" (**U.S. Person**) as defined in Regulation S under the US Securities Act of 1933, as amended (**Securities Act**).
- (b) Dicker Data has reasonably determined that it is not practical for holders of Dicker Data shares with registered addresses in jurisdictions outside Australia or New Zealand to participate in the SPP. To the extent that you hold shares on behalf of another person resident outside Australia and New

Zealand, it is your responsibility to ensure that any acceptance complies with all applicable foreign laws. The SPP does not constitute an offer of shares for sale in any other jurisdiction.

- (c) The SPP is also being offered to Eligible Shareholders who are custodians or nominees of certain eligible beneficiaries on the terms and conditions provided herein.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO U.S. PERSONS

This is not an offer outside Australia or New Zealand

This document may not be released or distributed in any country other than Australia and New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any country other than Australia and New Zealand. In particular, the shares to be issued under the SPP have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States.

In order to comply with relevant securities laws, the shares to be issued under this SPP may not be offered to those shareholders who are U.S. Persons (as defined in Regulation S under the Securities Act) or to shareholders who are, or who are acting for the account or benefit of, U.S. Persons. Because of these legal restrictions, you must not send copies of these Terms and Conditions or any other material relating to the SPP to any person resident in the United States or who is, or is acting for the account or benefit of, one or more U.S. Persons.

Consistent with the representations contained in these Terms and Conditions and the Application Form (the **Application Form**) included with these Terms and Conditions, you may not submit any completed Application Forms for any person resident in the United States or who is, or is acting for the account or benefit of, U.S. Persons. Failure to comply with these restrictions may result in violations of applicable securities laws.

The Directors who are Eligible Shareholders may participate in the SPP.

3. PARTICIPATION BY ELIGIBLE SHAREHOLDERS

<p>Single Holders</p>	<p>If you are the only registered holder of a holding of Dicker Data shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply for one maximum parcel of New Shares with an aggregate value of no more than A\$15,000.</p>
<p>Joint Holders</p>	<p>If you are recorded with one or more other persons as the joint holder of a holding of Dicker Data shares, that joint holding is considered to be a single registered holding for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP due to multiple registered holdings, the joint holders may only apply for one maximum parcel of New Shares.</p>
<p>Custodians and Downstream Custodians</p>	<p>If you are a custodian within the definition of "custodian" in ASIC Class Order [CO 09/425] (Custodian) and hold Dicker Data shares on behalf of one or more persons (each a Participating Beneficiary), or on behalf of a "downstream custodian" within the definition of ASIC Class Order [CO 09/425] who holds the beneficial interest in Dicker Data shares on behalf of a Participating Beneficiary, you may apply for up to a maximum of \$15,000 worth of New Shares for each Participating Beneficiary, subject to providing a notice in writing to Dicker Data certifying the matters set out in paragraph 9 of ASIC Class Order [CO 09/425] (the Custodian Certificate).</p> <p>If a Custodian applies for New Shares on behalf of a Participating Beneficiary, Dicker Data will not issue New Shares unless the Custodian Certificate is received before the Allotment Date.</p> <p>Custodians should request a pro forma Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate, and if you would like further information on how to apply, please contact Dicker Data's share registry, Boardroom, on 1300 737 760 (if calling within Australia) or +61 2 9290 9600 (if from calling from outside Australia) between Monday to Friday, 8.30am - 5.30pm (AEDT).</p>

4. **PARTICIPATION IS OPTIONAL**

Participation in the SPP is entirely optional (subject to the eligibility criteria set out in section 2 above). The offer to acquire New Shares is not a recommendation.

The SPP does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. The acquisition of New Shares under the SPP will have different consequences depending on the circumstances of each Eligible Shareholder.

If you are in any doubt about the SPP, or as to whether you should participate in the SPP or how participation will affect you, you should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept this offer.

5. **RISKS ASSOCIATED WITH PARTICIPATING IN THE SPP**

- (a) You should note that Dicker Data share price may rise or fall between the Record Date, the date of this offer, the date on which you make a BPAY payment or send in an Application Form and the date when New Shares are allotted and issued to you under the SPP. This means that the price you pay per New Share pursuant to this offer may be either higher or lower than Dicker Data share price, up to or after the date the New Shares are issued and allotted to you under the SPP and you therefore may be able to buy shares at a lower price on market than the issue price.
- (b) Dicker Data recommends that you monitor the Dicker Data share price and any Dicker Data announcements, which can be found on the Dicker Data website at www.dickerdata.com.au or on the ASX website at www.asx.com.au (ASX code: DDR). The Dicker Data share price can also be found in the financial pages of major Australian metropolitan newspapers.
- (c) Dicker Data encourages you to contact your professional adviser regarding whether or not to participate in the SPP and how much to contribute.

6. **OFFER PRICE**

Under the SPP, Eligible Shareholders have an opportunity to subscribe for up to \$15,000 for Dicker Data shares at an offer price \$1.75 per share which is the same price at which shares were offered under the Institutional Placement and represents a discount of 18% on the \$2.14 per shares last close price and 12% on the 30-day volume weighted average price of \$2.00.

7. HOW MUCH CAN YOU INVEST?

- (a) Under the SPP, you may apply for a parcel of New Shares from a minimum of \$2,500 (for 1,428 New Shares) and after that, \$5,000 (for 2,857 New Shares), \$10,000 (for 5,714 New Shares) and \$15,000 (for 8,571 New Shares). The \$15,000 limit applies irrespective of the number of Dicker Data shares you hold on the Record Date.

In the absence of a scale back, the number of New Shares issued to an applicant will be rounded down to the nearest whole number after dividing the application monies by the issue price of the New Shares.

- (b) The offer under the SPP needs to comply with the conditions of ASIC Class Order [CO 09/425]. Under that class order, eligible shareholders may only acquire up to a maximum of \$15,000 worth of Dicker Data shares under a share purchase plan or similar plan in any 12 month period (except in certain circumstances described in "Participation by Eligible Shareholders" above).
- (c) This limitation applies, for example, even if you receive more than one Application Form or if you hold Dicker Data shares in more than one capacity, for example, if you are both a sole and joint holder of Dicker Data shares. Please refer to the information under "Participation by Eligible Shareholders" in section 3 above.
- (d) Dicker Data reserves the right, and in certain circumstances may be required by ASIC Class Order [CO 09/425] or other conditions, to reject any application for New Shares under the SPP to the extent it considers, or is reasonably satisfied, that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

8. APPLICATIONS MAY BE SCALED BACK

- (a) Dicker Data has set an upper limit on the number of shares and amount of capital to be raised under the SPP of 3,000,000 and approximately \$5,250,000 respectively. Dicker Data reserves the right to scale back applications (in its absolute and sole discretion) to the extent and in the manner it thinks appropriate in the event it receives applications under the SPP in excess of that amount. Dicker Data may take into account, among other factors, the size of an applicant's shareholding in determining the amount (if any) by which to scale back that applicant's application. Should this occur, you may be allocated New Shares to a value which is less than the parcel for which you applied.

- (b) If a scale back produces a fractional number when applied to the parcel of New Shares you applied for, the number of New Shares you will be allotted will be rounded down to the nearest whole number and any difference will be refunded to you without interest. Any scale back decisions made by Dicker Data or its Board are final.
- (c) Any application monies refunded by Dicker Data under a scale back will be paid by cheque or direct credit (the payment method will be determined by Dicker Data in its absolute discretion) in Australian currency, on the date that holding statements are dispatched under the SPP, expected to be Tuesday, 1 September 2015. By applying for New Shares, each shareholder authorises Dicker Data to pay any monies to be refunded by using the payment instructions of the shareholder recorded in Dicker Data share registry's records, if Dicker Data should elect to pay in this manner.

9. **CALCULATION OF THE NUMBER OF NEW SHARES TO BE ISSUED TO YOU**

In the absence of a scale back, and subject to the treatment of non-compliant applications described under "General Application Terms" in section 18 below, the number of New Shares to be issued to you will be calculated by dividing the aggregate application money that you pay in applying for New Shares by the issue price, then rounding down to the nearest whole number. For example, in the absence of a scale back, if you subscribe \$15,000 for New Shares at the offer price of \$1.75 per New Share, you will be allotted 8,571 New Shares.

10. **NON-RENOUNCEABLE OFFER**

The offer to subscribe for New Shares under the SPP is non-renounceable. This means that you cannot transfer your right to subscribe for New Shares under the offer to anyone else.

11. **NO BROKERAGE**

No brokerage is payable by you to Dicker Data in respect of the acquisition of New Shares under the SPP.

12. **RANKING OF NEW SHARES**

- (a) All New Shares issued under the SPP will rank equally with existing Dicker Data ordinary shares from the date of issue, and therefore will carry the same voting rights, dividend rights and other entitlements as existing Dicker Data ordinary shares.
- (b) Dicker Data will apply for New Shares issued under the SPP to be quoted on the ASX.

13. **ASIC CLASS ORDER [CO 09/425] COMPLIANCE**

This offer of New Shares under the SPP is made in accordance with the requirements of ASIC Class Order [CO 09/425]. That Class Order grants relief from the requirement to prepare a prospectus for the offer of shares under the SPP.

14. **BINDING TERMS**

By accepting the offer to purchase New Shares under the SPP, you agree to be bound by these Terms and Conditions and Dicker Data constitution.

15. **HOW TO APPLY**

If you are an Eligible Shareholder and would like to apply for New Shares under the SPP, you can either:

- (a) complete the Application Form and, together with a cheque, bank draft or money order for the relevant amount, forward it to our share registry; or
- (b) make a BPAY payment.

Please see below for details.

16. **FOR PAYMENT BY CHEQUE, BANK DRAFT OR MONEY ORDER**

Eligible Shareholders must complete the enclosed Application Form and return it together with a cheque, bank draft or money order made payable to "Dicker Data Limited - SPP A/C" drawn on an Australian bank and in Australian dollars for the correct amount, in the enclosed reply-paid envelope (New Zealand shareholders will need to affix the appropriate postage stamp) so that it is received prior to the close of the offer at 5:00pm (AEST) on Friday, 21 August 2015 at:

Mailing Address

Dicker Data Limited
C/- Boardroom Limited
GPO Box 3993
Sydney NSW 2001

17. **APPLYING BY BPAY PAYMENT**

Eligible Shareholders who wish to pay by BPAY, must follow the instructions on the Application Form so that it is received by Dicker Data share registry by **no later than 5.00pm (AEST)** on Friday, 21 August 2015. Your personalised Application Form carries the Biller Code and your unique reference number, which you must use to take up the offer.

Applicants using BPAY should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you make your payment using BPAY, you do not need to return your Application Form.

18. GENERAL APPLICATION TERMS

- (a) Do not forward cash. Receipts for payment will not be issued. Dicker Data reserves the right not to accept Application Forms or BPAY payments received after 5:00pm (AEST) on Friday, 21 August 2015.
- (b) Applications may only be made for parcels of New Shares in the amounts of a minimum of \$2,500, and after that, \$5,000, \$10,000 and \$15,000 (subject to the discretionary scale back). If the amount of the payment tendered with your Application Form or your BPAY payment is:
 - (i) less than \$2,500 - Dicker Data will not allot any New Shares to you and will refund your application money to you, without interest;
 - (ii) greater than \$15,000 - subject to scale back, Dicker Data will allot the maximum number of New Shares to you and will refund the excess application money to you, without interest; or
 - (iii) not in the relevant subscription amount permitted under the SPP - subject to scale back, Dicker Data will allot to you the number of New Shares that would have been allotted had you applied for the highest amount you were permitted to apply for that is less than the amount of your cheque or BPAY payment, and will refund the excess application money to you, without interest.
- (c) Application Forms must be received by Dicker Data share registry and BPAY payments must be received by **no later than 5.00pm (AEST) Friday, 21 August 2015. Application Forms and BPAY payments received after that time will not be accepted.**
- (d) Application Forms and BPAY payments under the SPP may not be withdrawn once they have been received by Dicker Data. No interest will be payable on application money held by Dicker Data.
- (e) Please read the enclosed Application Form for further details of how to apply for New Shares under the SPP.

19. REPRESENTATIONS

By submitting a BPAY payment or completing or returning an Application Form, **you represent** on your own behalf and on behalf of each person on whose account you are acting that:

- (a) you are an Eligible Shareholder;
- (b) you irrevocably and unconditionally agree to these Terms and Conditions and the terms of the Application Form and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP;
- (c) warrant that all details and statements in your application are true and complete and not misleading;
- (d) agree that your application will be irrevocable and unconditional;
- (e) the aggregate of the application price paid by you for:
 - (i) the New Shares the subject of your Application Form or BPAY payment; and
 - (ii) any other shares in Dicker Data applied for by you under the SPP or any similar share purchase plan arrangement operated by Dicker Data in the 12 months prior to the date of submission of the Application Form or BPAY payment; and
 - (iii) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
 - (iv) any other Dicker Data shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian or another custodian to apply for shares on your behalf under an arrangement similar to the SPP, and which resulted in you holding the beneficial interest in those shares,

does not exceed \$15,000, unless you are applying as a Custodian for one or more Participating Beneficiaries and have provided Dicker Data with the Custodian Certificate referred to under "Participation by Eligible Shareholders" in section 3 above.
- (f) acknowledge that no interest will be paid on any application monies held pending the issue of New Shares or subsequently refunded to you for any reason;

- (g) you acknowledge that the New Shares have not, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand and accordingly, New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws;
- (h) acknowledge that Dicker Data may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (i) acknowledge that Dicker Data may in its discretion undertake a scale-back of applications for New Shares to the extent and in the manner it sees fit. If there is a scale-back you may receive less than the parcel of New Shares for which you have applied;
- (j) you have not, and will not, send any materials relating to the SPP to any person in the United States or that is, or is acting for the account or benefit of, a U.S. Person;
- (k) you acknowledge that you have not been provided with investment advice or financial product advice by Dicker Data or Link Market Services and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to purchase Dicker Data shares; and
- (l) you acknowledge that the market price of Dicker Data shares may rise or fall between the date of this offer and the date the New Shares are allotted to you under the SPP (the **Allotment Date**) and that the issue price you pay for the New Shares may exceed the market price of the Dicker Data shares on the Allotment Date.

20. **ALLOTMENT AND QUOTATION DATES**

- (a) New Shares are expected to be allotted under the SPP on Monday, 31 August 2015 and Dicker Data will apply for those New Shares to be listed for quotation on ASX on Tuesday, 1 September 2015.
- (b) Dicker Data expects to dispatch a holding statement or confirmation advice in respect of the New Shares allotted to you under the SPP on Tuesday, 1 September 2015. You should confirm your holding before trading in any New Shares you believe have been allotted to you under the SPP.

21. UNDERWRITING

The SPP will be fully underwritten by Petra Capital Pty Ltd ACN 110 952 782 AFSL 317944 (**Underwriter**). This means that if, on the closing date, Dicker Data has not received Applications for the total number of New Shares being offered under the SPP, then Dicker Data may serve notice on the Underwriter and/or nominees of the Underwriter to subscribe for any New Shares that have not been applied for by Eligible Shareholders (**Shortfall Shares**).

Dicker Data and the Underwriter have entered into a formal Underwriting Agreement whereby the Underwriter has agreed to fully underwrite the SPP. The fee payable to the Underwriter for underwriting the SPP will be 5% of the amount calculated by multiplying the number of Shortfall Shares by the issue price of \$1.75 (excluding GST).

The Underwriting Agreement has termination clauses within it allowing the Underwriter to terminate the Underwriting Agreement under certain circumstances which are usual in capital raisings. The termination clauses include event(s) of an adverse movement which results in the ASX All Ordinaries Index closing on 2 consecutive business days at a level at least 10% below its level at the date of the Underwriting Agreement.

22. WITHDRAWAL, SUSPENSION, TERMINATION, ANOMALIES AND DISPUTES

- (a) Dicker Data reserves the right to waive strict compliance with any provision of these Terms and Conditions, to amend or vary these Terms and Conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all Eligible Shareholders even where Dicker Data does not notify you of that event.
- (b) Dicker Data may make determinations in any manner it thinks fit, including in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application. Any determination by Dicker Data will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates.
- (c) In the event that the SPP is withdrawn or terminated all application monies will be refunded. No interest will be paid on any money returned to you.
- (d) Dicker Data reserves the right to refuse any application made, for example, if a cheque is returned unpaid or if the Application Form has not been properly completed, or where there are grounds for believing that the applicant is not acting in good faith or if holdings have been split into smaller parcels for the purpose of multiple applications under the SPP.

- (e) Dicker Data rights may be exercised by the Board or any delegate of the Board. Neither Dicker Data nor the Board accepts or assumes any liability to shareholders because of any amendment, variation, suspension, withdrawal or termination of the SPP.

23. FURTHER INFORMATION

If you have any questions, please contact Dicker Data share registry, Boardroom, on 1300 737 760 (if calling within Australia) or +61 2 9290 9600 (if from calling from outside of Australia).

24. GOVERNING LAW

These terms and conditions are governed by the laws in force in New South Wales. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP offer, will be determined by the courts of New South Wales. By accepting the SPP offer, you agree to submit to the non-exclusive jurisdiction of the courts in New South Wales. Other terms and conditions, rights and obligations of SPP shares are contained in the constitution of Dicker Data. The terms and conditions of the SPP prevail to the extent of any inconsistency with the Application Form.

Record Date: 31 July 2015

Close Date: 5.00pm 21 August 2015

Issue Price \$1.75 per share

A Offer Choice

Indicate your choice below by marking one box only

- | | | | | | | | |
|--------------------------|--|--------------------------|--|--------------------------|---|--------------------------|---|
| <input type="checkbox"/> | Offer A
A\$2,500.00 (1,428 shares) | <input type="checkbox"/> | Offer B
A\$5,000.00 (2,857 shares) | <input type="checkbox"/> | Offer C
A\$10,000.00 (5,714 shares) | <input type="checkbox"/> | Offer D
A\$15,000.00 (8,571 shares) |
|--------------------------|--|--------------------------|--|--------------------------|---|--------------------------|---|

B Payment Details

Payment may only be made by BPAY or cheque (or bank draft) and in Australian dollars. Cash will not be accepted and payments cannot be made at any bank. Custodians cannot make payment by BPAY.

Payment Option 1 - BPAY



Billers Code:

Ref:

Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

More info: www.bpay.com.au

© Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY please contact your participating financial institution
- If paying by BPAY you do not need to return the Application Form
- If paying by BPAY the amount of your payment received divided by the Issue Price will be deemed to be the total number of New Shares you are applying for. If your BPAY payment is:
 - less than A\$2,500.00 – Dicker Data will not issue any New Shares to you and will refund your application money to you, without interest payable to you;
 - greater than A\$15,000.00 - subject to scale back, Dicker Data will allot the maximum number of New Shares to you and will refund the excess application money to you, without interest payable to you; or
 - not in the relevant subscription amount permitted under the SPP - subject to scale back, Dicker Data will allot to you the number of New Shares that would have been allotted had you applied for the highest amount you were permitted to apply for that is less than the amount of your cheque or BPAY payment, and will refund the excess application money to you, without interest payable to you.

Payment Option 2 - Cheque

Record cheque details below

Drawer	Cheque Number	BSB Number	Account No.	Amount A\$

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to '**Dicker Data Limited – SPP A/C**' and crossed '**Not Negotiable**'.
- Please ensure that you submit the correct amount. Incorrect payments may result in your Application being rejected.
- If paying by cheque, you must complete this Application Form and submit it together with your cheque before your Application will be accepted.

C Contact Details

Please provide a telephone number and contact name in case we need to contact you regarding your Application.

Daytime telephone number	Contact name

D Applicant's Certification and Acknowledgements

By lodging this Application Form with your cheque (or bank draft) or making a BPAY payment, you certify that the total application price for the following does not exceed A\$15,000.00:

- the New Shares the subject of your Application;
- any other New Shares applied for by you under the SPP;
- any other New Shares issued to you under a similar arrangement in the 12 months before my/our Application;
- any other New Shares you have instructed a Custodian to acquire on your behalf under the SPP; and
- any other New Shares issued to a Custodian under an arrangement similar to the SPP in the 12 months before your Application as a result of an instruction given by you to the Custodian or another Custodian and which resulted in my/our holding beneficial interests in the New Shares.

You also acknowledge and confirm that you have read, understood and agreed to the terms and conditions of the SPP. Dicker Data may settle in any manner it deems appropriate, any dispute or anomalies which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any applicant or application for New Shares. The decision of Dicker Data will be conclusive and binding on all persons to whom the determination relates. Dicker Data reserves the right to waive compliance with any provision of the SPP's terms and conditions. The Directors reserve the right to withdraw the offer of New Shares under the SPP, or reduce the amount of SPP Shares that may be subscribed for under the SPP in any manner, at any time prior to the issue date. Any excess application moneys will be refunded. No interest will be paid on any refunded application money.

Unless otherwise defined, capitalised terms in this Application Form have the meanings given to them in the SPP booklet.

NO SIGNATURE IS REQUIRED ON THIS FORM

THIS OFFER IS NON-RENOUNCEABLE

BPAY payments or Application Forms and cheques must be received no later than 5.00 pm (Sydney time) on Friday, 21 August 2015 at:

MAILING ADDRESS
Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

DELIVERY ADDRESS
Boardroom Pty Limited
Level 12
225 George Street
SYDNEY NSW 2000

You should allow sufficient time for this to occur. The postal acceptance rule does not apply to the SPP.

E Information for Custodians

If you are a Custodian as defined in ASIC Class Order CO 09/425, you must complete this Application Form and a Custodian Certificate (which must be requested from the Company's share registrar) and submit both documents together with your cheque before your Application will be accepted. If you have not received a copy, or require an additional copy, of the Custodian Certificate, please contact Boardroom Pty Limited on +61 (0)2 9290 9600. Applications received from Custodians that are not accompanied by the Custodian Certificate will be rejected.