

14 May 2020

Maria Clemente
Adviser, Listings Compliance
ASX Limited
20 Bridge Street
Sydney NSW 2000

SPP OFFER BOOKLET DISPATCH

Dicker Data Limited (**Dicker Data**) (ASX:DDR) confirms that the offer booklet (**SPP Offer Booklet**) in relation to the Company's recently announced Share Purchase Plan (**SPP**) was dispatched to eligible shareholders earlier today. As such, the SPP is now open.

The key dates for the SPP are set out below:

Event	Date
Record date for SPP	Wednesday, 6 May 2020
SPP offer opens and SPP offer booklet is dispatched	Thursday, 14 May 2020
SPP offer closes	Friday, 29 May 2020
Announcement of results of the SPP	Wednesday, 3 June 2020
SPP allotment date	Friday, 5 June 2020
Normal trading of New Shares issued under the SPP	Tuesday, 9 June 2020
Dispatch of holding statements in respect of New Shares issued under the SPP	Wednesday, 10 June 2020

Note: Dates are indicative and subject to change

For and on behalf of the Board,



Erin McMullen
Company Secretary

ABOUT DICKER DATA LIMITED

Dicker Data Limited was listed on the Australian Stock Exchange on January 24, 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. Its vendors include Hewlett-Packard, Cisco, Microsoft, Lenovo, Symantec, RSA, Toshiba, Samsung, ASUS and other major brands. The Company's clients include over 5,000 value added resellers. For more information, [click here](#).



Dicker Data Limited

ACN 000 969 362

Share Purchase Plan

Including the Terms and Conditions

Opening date: Thursday, 14 May 2020

This is an important document and should be read in its entirety. The Share Purchase Plan does not take into account the individual investment objectives, financial situation or particular needs of any Eligible Shareholder. If you are in any doubt about the action you should take or the contents of this document, please seek independent financial advice from your broker, accountant or other professional adviser without delay. The contents of this document have not been reviewed by any regulatory authority. You are advised to exercise caution in relation to the Share Purchase Plan.

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

Dear Shareholder

Opportunity to participate in Dicker Data's Share Purchase Plan

On behalf of the board of directors (**Board**) of Dicker Data Limited ACN 000 969 362 (**Dicker Data** or **Company**), I am pleased to offer Eligible Shareholders (defined below) the opportunity to participate in the Company's non-underwritten share purchase plan (**SPP** or **Share Purchase Plan**).

The SPP follows the Company's recently completed and successful institutional placement under which the Company raised gross proceeds of \$50 million from existing institutional shareholders and new institutional investors (**Institutional Placement**¹).

The Share Purchase Plan gives Eligible Shareholders the opportunity to subscribe for up to \$30,000 worth of new fully paid ordinary shares in the Company (**New Shares**), without incurring any brokerage or transaction costs.

The SPP aims to raise up to \$5 million and is not underwritten.² To the extent it is necessary to scale back the number of New Shares that will be issued to individual Shareholders under the SPP, Dicker Data intends to do so having regard to the pro rata shareholding of Eligible Shareholders (as at the Record Date) who apply for New Shares. However, Dicker Data may also, where considered appropriate, scale back the number of New Shares in its absolute discretion.

The Company is proposing to use the funds raised under the SPP, together with the funds raised under its recently completed Institutional Placement, to:

- (a) partially fund Dicker Data's new purpose build distribution centre;
- (b) provide funds for further investment in Dicker Data's DDFS product;
- (c) provide balance sheet flexibility and broaden Dicker Data's share register, increasing free-float to above 30% and improving trading liquidity; and
- (d) pay the costs of the SPP.

Issue Price

Eligible Shareholders may subscribe for up to \$30,000 worth of New Shares under the SPP.

The Issue Price for New Shares issued under the SPP will be the lower of:

- (a) \$6.625 per New Share, that is the price paid by institutional investors in the Placement adjusted for the \$0.075 dividend per Share declared on Monday, 11 May 2020 (**Interim Dividend**) with a record date of Friday, 15 May 2020 (**Interim Dividend Record Date**); and
- (b) a 2% discount to the volume weighted average price (VWAP) of Dicker Data shares traded during the five ASX trading days up to, and including, the Closing Date (expected to be Friday, 29 May 2020).

The New Shares to be issued under the SPP are scheduled to be issued and allotted on Friday, 5 June 2020. Accordingly, the New Shares will not be on issue on the Interim Dividend Record Date and holders of those New Shares will not be entitled to receive the Interim Dividend.

¹ For further information in relation to the Institutional Placement, please see the Company's ASX announcement dated Thursday, 7 May 2020.

² Dicker Data may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion.

You will still be entitled to receive the Interim Dividend in respect of Shares you hold as at the Interim Dividend Record Date, in accordance with their terms, and any future dividends in relation to your New Shares.

Participation

Participation in the SPP is optional and is open to Eligible Shareholders, including Eligible Shareholders who are custodians on behalf of “**participating beneficiaries**”³ on the terms and subject to the conditions of the SPP.

All New Shares issued under the SPP will rank equally with the Company’s existing Shares (including the New Shares the Company has now issued under the Institutional Placement) from the SPP Issue Date (defined below).

The right to participate in the SPP is not transferable.

How to apply

The SPP opens on Thursday, 14 May 2020 and, unless closed earlier or withdrawn by the Company, is expected to close at 5pm (Sydney time) on Friday, 29 May 2020.

New Shares are expected to be issued on Friday, 5 June 2020 and commence trading on ASX on a normal settlement basis on Tuesday, 9 June 2020.

Applications for New Shares can only be made in \$1,000 increments and must be for a minimum of \$1,000 and a maximum of \$30,000.

To apply for New Shares, you must either:

- (a) complete your personalised “**SPP Application Form**” and send it to the Share Registry (details below) along with your payment for New Shares by cheque, bank draft or money order; or
- (b) simply make your payment for New Shares via BPAY® in accordance with the instructions on your personalised SPP Application Form.

In deciding whether to participate in the SPP, please take time to read the enclosed Terms and Conditions and seek your own investment or taxation advice if applicable to you.

If you have any questions regarding the SPP, please contact the Company’s Company Secretary, Ms Erin McMullen during business hours on +61 418 628 603.

On behalf of the Board, I thank you for your continued support of the Company and invite you to consider participating in the SPP.

Yours sincerely,



David Dicker
Chairman and CEO

³ As that term is defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC SPP Instrument)*.

Dicker Data SPP Terms and Conditions

This SPP offer booklet (**SPP Offer Booklet**) and the accompanying SPP Application Form set out the terms and conditions of the SPP (**Terms and Conditions**). By accepting the offer to subscribe for New Shares under the SPP you agree to be bound by these Terms and Conditions and to the Company's constitution.

Key dates for the SPP:

Record Date	7pm (Sydney time), Wednesday, 6 May 2020
Announcement of Placement	Thursday, 7 May 2020
Placement Issue Date	Wednesday, 13 May 2020
Opening Date	Thursday, 14 May 2020
Closing Date	5pm (Sydney time), Friday, 29 May 2020
Results Announcement	Wednesday, 3 June 2020
SPP Allotment Date	Friday, 5 June 2020
New Shares quoted on ASX	Tuesday, 9 June 2020
Despatch of holding statements	Wednesday, 10 June 2020

Note: The above timetable is indicative only and subject to change. The commencement of trading and quotation of the New Shares the subject of the SPP is conditional upon confirmation from ASX. Subject to the requirements of the *Corporations Act 2001* (Cth) (**Corporations Act**), the ASX Listing Rules and other applicable rules, the Company reserves the right to amend this timetable at any time, including extending the period for the SPP or accepting late applications, either generally or in particular cases, without notice.

2. What is the SPP?

The SPP gives Eligible Shareholders the opportunity to subscribe for up to \$30,000 worth of New Shares at the Issue Price without incurring brokerage or other transaction costs.

New Shares issued under the SPP will rank equally with all other fully paid ordinary shares on issue in the capital of the Company from the SPP Issue Date.

3. How much will be raised under the SPP and how will the funds be used?

The Company is seeking to raise up to approximately \$5 million (before costs) under the SPP. The Company may, however, in its absolute discretion, decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount.

The Company is proposing to use the funds raised under the SPP, together with the funds raised under its recently completed Institutional Placement, to:

- (a) partially fund Dicker Data's new purpose build distribution centre;
- (b) provide funds for further investment in Dicker Data's DDFS product;

- (c) provide balance sheet flexibility and broaden Dicker Data's share register, increasing free-float to above 30% and improving trading liquidity; and
- (d) pay the costs of the SPP.

4. Am I eligible to participate in the SPP?

You will be considered an “**Eligible Shareholder**” (and therefore you will be eligible to participate in the SPP) if you were a registered holder of Shares at 7pm (Sydney time) on Wednesday, 6 May 2020 (**Record Date**) with a registered address either in Australia or New Zealand (provided that any such Shareholder is not acting for the account or benefit of a person in the United States). The Board has determined that it is not practical for holders of Shares with registered addresses outside of Australia or New Zealand to participate in the SPP.

Shareholders who hold Shares on behalf of persons who reside outside of Australia or New Zealand or who are “**US persons**” as defined in Regulation S under the United States Securities Act of 1933 (as amended) (**Securities Act**) or who act for the account or benefit of a US Person are not entitled to participate in the SPP. The New Shares to be issued under the SPP have not been and will not be registered under the Securities Act (or any other act). Accordingly, shareholders who are located in the United States or who are acting for the account or benefit of, US Persons are not Eligible Shareholders and are therefore not entitled to participate in the SPP.

5. Do I have to participate?

No. Participation in the SPP is entirely voluntary. If you do not wish to participate in the SPP, do nothing.

6. How much can I invest and how many New Shares will be issued to me?

Under the SPP, you may apply for a parcel of New Shares in \$1,000 increments from a minimum of \$1,000 up to a maximum of \$30,000. The \$30,000 limit applies irrespective of the number of Shares you hold on the Record Date.

The number of New Shares to be issued to each applicant will be calculated by dividing the dollar value provided by the applicant by the Issue Price subject to any scale backs or rejections as described in section 16.

No fractions of New Shares will be issued by the Company. Any fraction of a New Share will be rounded down to the nearest whole number of New Shares.

7. Can I transfer my right to purchase New Shares?

No. The offer under the SPP is non-renounceable. This means that you cannot transfer your right to acquire New Shares under the SPP to anyone else.

8. Will New Shares issued under the SPP rank equally with my existing Shares?

Yes. New Shares issued under the SPP will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the Issue Date.

9. What is the Issue Price of the Shares?

The Issue Price for New Shares issued under the SPP will be the lower of:

- (a) \$6.625 per New Share, that is the price paid by institutional investors in the Placement adjusted for the \$0.075 dividend per Share declared on Monday, 11 May 2020 (**Interim Dividend**) with a record date of Friday, 15 May 2020 (**Interim Dividend Record Date**); and

- (b) a 2% discount to the volume weighted average price (VWAP) of Dicker Data shares traded during the five ASX trading days up to, and including, the Closing Date (expected to be Friday, 29 May 2020).

An investment in Dicker Data's Shares is a highly speculative investment. Furthermore, investors under the SPP should note that the market price of Shares might rise or fall between the date of this SPP offer and the date the New Shares are issued to you (i.e. on the Issue Date). This means that the price you pay for a New Share may be greater or less than the market price of Shares at the time those New Shares are issued.

The current Share price can be obtained from ASX at www.asx.com.au.

Your application for New Shares, once made, is irrevocable and may not be withdrawn even if the market price of Dicker Data's Shares falls below the Issue Price.

The offer to acquire New Shares under the SPP is not a recommendation. Before you decide whether to participate in the SPP, Dicker Data recommends that you seek independent financial advice from your broker, accountant or other professional adviser without delay.

10. Will I be entitled to receive the Interim Dividend?

No, New Shares to be issued under the SPP are scheduled to be issued and allotted on Friday, 5 June 2020. Accordingly, the New Shares will not be on issue on the Interim Dividend Record Date and holders of those New Shares will not be entitled to receive the Interim Dividend. You will, however, still be entitled to receive the Interim Dividend in respect of Shares you hold as at the Interim Dividend Record Date, in accordance with their terms, and any future dividends in relation to your New Shares.

11. How do I apply for New Shares under the SPP?

To apply for New Shares under the SPP, Eligible Shareholders must: Change option A to BPAY and option B to Cheque as this will match the application form.

- (a) complete their personalised SPP Application Form and send it to Link Market Services (**Share Registry**) along with payment for the total number of New Shares that they wish to subscribe for by cheque⁴, bank draft or money order, in each case such that their application and payment is received by no later than 5pm (Sydney time) on Friday, 29 May 2020 (**Closing Date**); or

Mailing Address:

Dicker Data Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

Cheques, bank drafts and money orders should be made payable to "**Dicker Data Limited**" drawn on an Australian bank and in Australian dollars for the correct amount.

⁴ If you are paying for New Shares by cheque, you should ensure that sufficient funds are held in the relevant account to cover your payment. If the amount of your cheque is insufficient to pay in full for the number of New Shares you have applied for on your personalised SPP Application Form, you will be taken to have applied for such lower number of New Shares as your cleared funds will pay for (and taken to have specified that number of New Shares on your personalised SPP Application Form). Alternatively, your application will not be accepted. All cheques must be made payable to Dicker Data Limited, crossed "not negotiable" and drawn in Australian dollars.

If you are a New Zealand shareholder, you will need to apply in Australia dollars and affix the postage stamp to the enclosed reply-paid envelope.

- (b) make a BPAY® payment by using the reference number shown on their personalised SPP Application Form, which is required to identify your holding. Payment must be received in cleared funds by 5pm (Sydney time) on the Closing Date. If an Eligible Shareholder chooses to pay for New Shares by BPAY®, they do not also need to submit their personalised SPP Application Form.

Applications received after 5pm (Sydney time) on the Closing Date will not be accepted.

Applications and any payments received under the SPP may not be withdrawn once they have been received. Application money will not bear interest in any circumstances.

By applying for New Shares under the SPP (and regardless of whether you apply for New Shares by making your payment by BPAY® or by completing your personalised SPP Application Form and providing it to the Register along with your application money), you:

- (a) are deemed to have accepted the offer under the SPP and irrevocably and unconditionally agree to the Terms and Conditions;
- (b) warrant that all details and statements in your completed SPP Application Form are true and complete and not misleading;
- (c) acknowledge that no interest will be paid on any application money held pending the issue of New Shares or subsequently refunded to you for any reason;
- (d) confirm that you are lawfully permitted to apply for New Shares and that you are not applying for New Shares on behalf of any person not so permitted;
- (e) acknowledge and agree that:
 - (i) you are not in the United States and are not acting for the account or benefit of any US Person;
 - (ii) the New Shares have not been, and will not be, registered under the Securities Act or any other Act;
 - (iii) you have not, and will not, send this SPP Offer Booklet or any materials relating to the SPP to any person who is not a resident of Australia or New Zealand;
 - (iv) if in the future you decide to sell New Shares issued to you, you will only do so in the regular way for transactions on ASX where neither you nor the person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a US Person; and
 - (v) if you are acting as a trustee, nominee or custodian, each beneficial holder on whose behalf you are participating for New Shares is a resident in Australia or New Zealand, and you have not sent this SPP Offer Booklet or any materials relating to the SPP to any person outside of Australia or New Zealand;
- (f) agree to be bound by the Company's constitution (as in force from time to time);
- (g) acknowledge that none of Dicker Data, its officers, employees, advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (h) authorise Dicker Data and its offers and agents to do anything on your behalf necessary or desirable for New Shares to be issued to you in accordance with the Terms and Conditions;

- (i) without limiting paragraph (h) above, authorise Dicker Data and its officers and agents to correct minor or easily rectified errors in, or omissions from, your SPP Application Form and to complete the SPP Application Form by the insertion of any missing minor detail; and
- (j) acknowledge that Dicker Data may at any time determine that your application for New Shares is valid, in accordance with the Terms and Conditions, even if your SPP Application Form is incomplete, contains errors or is otherwise defective.

12. What are the participation costs of the SPP?

No brokerage or other transaction costs are payable by participants in the SPP. These costs will be paid by Dicker Data.

13. When will I receive the New Shares?

Dicker Data intends to issue the New Shares as soon as reasonably practicable after the Closing Date and will apply for quotation of these shares on ASX.

It is expected that New Shares will be issued on Friday, 5 June 2020 and will be quoted on ASX on a normal settlement basis on Tuesday, 9 June 2020.

You should receive your updated holding statement shortly after the Issue Date.

14. I have several holdings. Can I purchase a separate parcel of New Shares for each holding?

No. If you receive more than one offer to participate in the SPP (for example, because you hold more than one shareholding under separate share accounts), the maximum you may invest under the SPP in all capacities is \$30,000. If you are a custodian however, see section 15 below.

If two or more persons are registered on the Company's register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder.

15. What do I do if I am a custodian?

If you are a custodian holding Shares as at the Record Date on behalf of one or more persons who reside in Australia or New Zealand (each, a participating beneficiary), you may apply for up to a maximum of \$30,000 worth of New Shares for each participating beneficiary.

You must submit a Custodian Certificate that contains further certifications and details as required by the ASIC SPP Instrument before your SPP Application Form will be accepted. Applications by custodians that are not accompanied by a Custodian Certificate will be rejected.

By applying as a custodian on behalf of participating beneficiaries to purchase New Shares, you certify (amongst other things) that each participating beneficiary has not exceeded the \$30,000 limit as required by the ASIC SPP Instrument.

To request a Custodian Certificate or to obtain further information about the custodian application process, please contact the Share Registry during business hours on business days on 1300 554 474 (if calling from within Australia) or +61 1300 554 474 (if calling from New Zealand).

Custodians must not participate in the SPP on behalf of, and must not distribute this SPP Offer Booklet or any documents relating to the SPP to, any US Person.

A custodian will be ineligible to participate in the SPP if their participation would be in breach of the ASIC SPP Instrument.

For the purposes of the SPP, a custodian is a “**custodian**” as that term is defined in the ASIC SPP Instrument.

Custodians should request a “**Custodian Certificate**” from the Share Registry when making an application on behalf of a participating beneficiary.

If you hold Shares as a trustee or nominee for another person, but are not a custodian, you cannot participate for beneficiaries in the manner described in this section 15.

16. Scale back

Dicker Data intends to raise up to \$5 million via the SPP. Dicker Data may, however, in its absolute discretion, decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount.

To the extent it is necessary to scale back the number of New Shares that will be issued to individual Shareholders under the SPP, Dicker Data intends to do so having regard to the pro rata shareholding of Eligible Shareholders (as at the Record Date) who apply for New Shares. However, Dicker Data may also, where considered appropriate, scale back the number of New Shares in its absolute discretion.

If there is a scale back you may receive less than the parcel of New Shares for which you apply.

If a scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be issued will be rounded down to the nearest whole number of New Shares.

If there is a scale back, the difference between the application monies received from you, and the number of New Shares allocated to you multiplied by the Issue Price will be refunded to you (without interest) unless the amount is less than \$2, in which case it will be donated to a charity or charities nominated by Dicker Data.

17. Changes and Termination

The Company may change or terminate the SPP or the Terms and Conditions at any time, whether because of a change of law, ASIC requirements, ASX requirements or policy or any other circumstance relevant to the SPP or the Company. If Dicker Data terminates the SPP, it will notify ASX and refund any application moneys received (without interest).

18. Refusal of applications and refunds

The Company reserves the right to reject any application for New Shares or issue a fewer number of New Shares subscribed for under the SPP by any applicant at the Company's complete and unfettered discretion, including if:

- (a) the Company has received applications from Eligible Shareholders which together amount to \$5 million or more;
- (b) the Company believes that the Terms and Conditions have not been complied with by a particular applicant;
- (c) the applicant is not an Eligible Shareholder; or
- (d) the application might otherwise breach applicable law or the ASX Listing Rules.

If the amount of a BPAY payment is not equal to the amount of an application, the Company may at its absolute discretion either refund in full the application money and not issue any New

Shares to the applicant, or issue to the applicant the number of New Shares which may be issued based on the payment made, and refund the excess to the applicant.

19. Discretion and Disputes

The Company reserves the right to waive strict compliance with the Terms and Conditions including incorrect completion of a SPP Application Form. Any powers or discretions of the Company may be exercised by the directors of the Company or any delegate of them. The Company may determine, in any manner it thinks fit, 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. A determination made by Dicker Data will be conclusive and binding on all participants and other persons to whom the determination relates.

20. Privacy

By applying for New Shares under the SPP, you acknowledge that you will be providing personal information to the Company and the Share Registry. The Company and the Share Registry may collect personal information to process your application for New Shares, implement the SPP and administer your Shareholding. The personal information held by the Register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.

Chapter 2C of the Corporations Act requires information about you as securityholder (including your name, address and details of the securities you hold) to be included in the Company's public register (which is maintained by the Share Registry). This information must continue to be included in the public register even if you cease to be a securityholder.

Your personal information may be disclosed to joint investors, the Share Registry, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of Dicker Data and its agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

A copy of the Company's privacy policy is available by contacting the Company Secretary, Ms Erin McMullen during business hours on +61 418 628 603.

21. Currency

Any reference to "\$" is a reference to the lawful currency of Australia.

22. Risks

An investment in New Shares is subject to investment and other known and unknown risks, some of which are beyond the control of Dicker Data, including possible loss of income and capital invested. Dicker Data does not guarantee any particular rate of return or the performance of Dicker Data and nor does it guarantee the repayment of capital from Dicker Data or any particular tax treatment. This SPP Offer Booklet should also be read in conjunction with Dicker Data's continuous and periodic disclosures given to ASX which are available on ASX's website at www.asx.com.au. Past performance should not be relied upon as (and is not) an indication of future performance.

23. Not a prospectus or disclosure document

This SPP Offer Booklet is not a prospectus or disclosure document under the Corporations Act and has not (and will not) be lodged with ASIC or any other regulatory authority.

A cooling-off regime does not apply in relation to the acquisition of New Shares. This means that you cannot withdraw your application once it has been submitted.

24. New Zealand

The New Shares are not being offered or sold to the public in New Zealand other than to registered holders of Shares as at 7pm (Sydney time) on the Record Date. The SPP is being made in reliance on and pursuant to the Financial Markets Conduct Act 2013 (NZ) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (NZ). This SPP Booklet has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and does not, contain all the information that a product disclosure statement is required to contain under New Zealand law.

25. Governing Law

The SPP is governed by the laws in force in New South Wales. By participating in the SPP, you submit to the non-exclusive jurisdiction of the courts of that jurisdiction.

26. Where can I obtain further information in relation to the SPP?

If you have any questions about the Terms and Conditions, how to make an application or the SPP generally, please contact the Company Secretary, Ms Erin McMullen on +61 418 628 603 or the Share Registry on +1300 554 474 (if calling from within Australia) or +61 1300 554 474 (if calling from New Zealand), in each case during business hours.

None of the Company and the Share Registry, nor any of their respective officers, employees, agents or professional advisers are or are to be taken to be, giving any securities recommendation or investment advice in relation to the SPP and nor do any of them have any obligation to do so.

Before you decide whether to participate in the SPP, the Company recommends that you seek independent financial advice from your broker, accountant or other professional adviser and that you do so without delay.



ACN 000 969 362

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone: 1300 554 474
From outside Australia: +61 1300 554 474
ASX Code: DDR
Website: www.linkmarketservices.com.au

SRN/HIN:
Entitlement Number:
Record Date: 6 May 2020
Offer Opens: 14 May 2020

Offer Closes
5:00pm (Sydney time): 29 May 2020

SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under this offer?

- Carefully read the SPP Terms and Conditions accompanying this form.
Decide on the amount you wish to apply for.
Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions Booklet and further important instructions on the reverse of this form.
Option 1: Paying by BPAY®.
Option 2: Paying by Cheque, Bank Draft or Money Order.
Payments must be in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do NOT need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5:00pm (Sydney time) on 29 May 2020. By paying by BPAY®, you will be deemed to have completed an Application Form for the value of Shares the subject of your Application Payment.

If you make a payment by BPAY® and Dicker Data Limited receives an amount which is not between A\$1,000 and A\$30,000. Dicker Data Limited will round down the value of Shares applied for to the maximum value of Shares you can apply for. Your payment must be for a minimum of A\$1,000.

BPAY logo and Biller Code: 318329, Ref: field

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au

® Registered to BPAY Pty Ltd ABN 69 079 137 518

Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- A. Complete the value of Shares you wish to apply for at a minimum of A\$1,000 and maximum of A\$30,000.
B. Enter your cheque, bank draft or money order details. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Dicker Data Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to your application amount Dicker Data Limited will round down the value of Shares that you are applying for equal to your payment. Your payment must be for a minimum of A\$1,000 and maximum of A\$30,000.
C. Enter your contact telephone number at which we may contact you regarding your application, if necessary.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.

Please detach and enclose with payment



ACN 000 969 362

SRN/HIN:
Entitlement Number:



A I/We wish to purchase a parcel of Shares to the value of
(Investors can apply for New Shares under this plan in increments of A\$1,000 up to a maximum of A\$30,000)

A\$ [input field]

B Make your cheque, bank draft or money order payable to "Dicker Data Limited" and crossed "Not Negotiable"

Drawer, Cheque Number, BSB Number, Account Number, Amount of Cheque (A\$.00)

C Telephone Number – Business Hours, Telephone Number – After Hours, Contact Name

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IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of “custodian” in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 you must complete and submit an additional Schedule that contains additional certifications and details that must be provided (“the Schedule”) before your Application will be received. The Schedule can be obtained by contacting the Dicker Data Limited SPP Offer Information Line. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
 - the parcel of New Shares indicated on this Application Form or BPAY® payment; and
 - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$30,000.
7. Dicker Data Limited reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as Dicker Data Limited may scaleback applications in its discretion.

How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut-off time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Dicker Data Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (Sydney time) on 29 May 2020. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Dicker Data Limited reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

If you require information on how to complete this Acceptance Slip please contact the Dicker Data Limited SPP Offer Information Line on 1300 554 474 if calling within Australia or +61 1300 554 474 if calling from outside of Australia.