



Dear Dicker Data Shareholder,

On behalf of the Directors of Dicker Data Limited (**Dicker Data**), I am pleased to invite you to attend the 2020 Annual General Meeting (**AGM**) of Dicker Data. Enclosed is the Notice of Meeting that sets out the business of the AGM.

Dicker Data's 2020 AGM will be held on Thursday 23 July 2020 commencing at 1.30pm (AEST).

Due to the restrictions imposed by the Australian and State Governments as a result of the COVID-19 pandemic, the meeting will be held as a virtual-only meeting. The Dicker Data Board's goal remains to ensure investor engagement and encourage investor participation in our AGM and technology will enable this.

All Dicker Data investors can participate in the AGM through the online platform at <https://agmlive.link/DDR20>. Further details on how to participate in the AGM online are set out in the attached Notice of Meeting and in the Online Platform Guide. The Online Platform Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully log in and navigate the site. The Online Platform Guide will be released to the ASX and is also available on our website at www.dickerdata.com.au (under Investors).

I encourage you to complete and return the Voting Form no later than 1.30pm (AEST) on Tuesday 21 July 2020 in one of the ways specified in the Notice of Meeting and on the Voting Form.

Please read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Voting Form and consider how to vote on each resolution by marking either the "For" box, the "Against" box or the "Abstain" box on the Voting Form. Subject to the abstentions noted in the Explanatory Memorandum, the Directors of Dicker Data unanimously recommend that shareholders vote in favour of all resolutions.

Shareholders participating in the AGM through the online platform will have the opportunity to submit questions to the Board and Dicker Data's external auditors during the AGM. If you would like to ask a question prior to the AGM, please do so through our Investor Centre (login via www.linkmarketservices.com.au), or alternatively submit the AGM Question Form.

Thank you for your continued support of Dicker Data. I look forward to the opportunity to engage with you at our 2020 AGM.

Yours sincerely,

A handwritten signature in black ink, appearing to read "David Dicker".

David Dicker
Chair

DICKER DATA LIMITED

ACN 000 969 362

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of Dicker Data Limited (**Dicker Data** or the **Company**) will be held at as virtual-only meeting, due to the restrictions imposed by the Australian and State Governments, on Thursday 23rd July 2020 at 1.30pm (AEST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum, Voting Procedures and Proxy Form comprise part of this notice.

BUSINESS OF THE MEETING

Item 1: Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 December 2019.

All Shareholders can view the Annual Report which contains the Financial Report for the year ended 31 December 2019 on the Investors Page of the Dicker Data website at www.dickerdata.com.au

Item 2: Remuneration Report

To consider and, if thought fit, to pass the following as an advisory resolution of the Company:

"To adopt the Remuneration Report for the year ended 31 December 2019."

Notes:

- (i) In accordance with section 250R of the Corporations Act 2001, the vote on this resolution will be advisory only and will not bind the directors or the Company.
- (ii) A voting exclusion statement applies to this resolution (see Explanatory Memorandum for details).

Item 3: Re-election of Director – Ms Fiona Brown

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

"That Ms Fiona Brown, being a Director who is retiring in accordance with clause 15.3 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers herself for re-election, be re-elected as a Director of the Company."

Item 4: Election of Director – Ms Leanne Ralph

To consider and, if thought fit, pass the following resolution:

"That Ms Leanne Ralph, being a Director who was appointed by the Directors on 13 December 2019 and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and. being eligible, offers herself for election, be elected as a Director of the Company."

Item 5: Ratify the issue of Shares

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 7,462,687 fully paid ordinary shares on the terms and conditions set out in the Explanatory Memorandum.”

Note: A voting exclusion statement applies to this resolution (see Explanatory Memorandum for details).

VOTING PROCEDURES AT THE AGM

All Resolutions Will Be by Poll

In accordance with clause 14.8 of the Company's Constitution (**Constitution**), the Chair intends to demand a poll on each of the resolutions proposed at the Meeting. Each resolution considered at the Meeting will therefore be conducted by a poll. The Chair considers voting by poll to be in the interests of the Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

Entitlement to Vote

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00pm (AEST) on Tuesday 21 July 2020 (**Entitlement Time**).

This means that if you are not the registered holder of a share in the Company at the Entitlement Time, you will not be entitled to attend and vote at the Meeting.

Direct Voting

The Directors have determined that at the AGM, a Shareholder who is entitled to attend and vote on a resolution at the AGM is entitled to a direct vote in respect of that resolution.

CASTING YOUR DIRECT VOTE IN REAL TIME USING THE ONLINE PLATFORM

Shareholders have the opportunity to participate in the Meeting through the online platform at <https://agmlive.link/DDR20>. This platform will enable Shareholders to view the Meeting live, lodge a direct vote in real time and ask questions online.

HOW TO VOTE

Direct vote – prior to the AGM

Shareholders are able to vote directly on resolutions considered at the Meeting **at any time between the date of this Notice of Meeting and 1.30pm (AEST) on Tuesday 21 July 2020**. For details about how you can submit your Voting Form, please refer to the section below titled 'Submitting your Voting Form prior to the AGM'.

If you lodge a direct vote you are voting directly and are not appointing a third part, such as a proxy, to act on your behalf.

Direct Vote – during the AGM using the Online Platform

Shareholders using the online platform (at <https://agmlive.link/DDR20>) will be able to vote directly through the online platform **at any time between the commencement of the AGM (1.30pm AEST on Thursday 23 July 2020) and the closure of voting as announced by the Chair during the AGM**.

More information about how to use the online platform (including how to vote and ask questions online during the AGM) is available in the Online Platform Guide, which has been lodged with the ASX and is available at our website www.dickerdata.com.au (under Investors). If you intend to use the online platform, then before the AGM we recommend that you ensure the online platform works on your device. Further instructions are provided in the Online Platform Guide.

The Dicker Data Direct Voting Regulations governing direct voting are available on the Dicker Data website at www.dickerdata.com (under Investors). By submitting a direct vote, you agree to be bound by the Dicker Data Direct Voting Regulations.

Appointment of Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Item 2 (see the Explanatory Memorandum below):

- If a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines, and
- If a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting.

Proxy Voting by the Chair

For Item 2 (Remuneration Report), where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote on Item 2, the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for this item of business, even though Item 2 is connected with the remuneration of Key Management Personnel (**Key Management Personnel** or **KMP**).

The Chair intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting, including Item 2.

Submitting your Voting Form Prior to the AGM

To be valid, a Voting Form must be received by the Company in the manner set out in this Notice of Meeting.

The Chair's decision on the validity of a direct vote, vote cast by a proxy or vote cast in person, is conclusive and the Company reserves the right to declare invalid any Voting Form not received in this manner.

For your proxy or direct vote prior to the AGM to be effective, your completed Voting Form must be received by the Company share registry, Link Market Services, no later than 1.30pm (AEST) on Tuesday 21 July 2020. After this time, you will still be able to lodge your direct vote during the AGM by submitting your direct vote using the online platform.

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's share registry, as an original or by facsimile, **no later than 1.30pm (AEST) on 21 July 2020 (Proxy Deadline)**.

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

- (i) **By mail** to Link Market Services Limited using the reply-paid envelope or Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches Link Market Services Limited by the Proxy Deadline;
- (ii) **Mobile Device** using a mobile device by scanning the QR code on the back of the Voting Form. To scan the QR code you will need a QR code reader application that can be downloaded for free on your mobile device. You will also need your SRN or HIN and postcode for your shareholding.
- (iii) **By fax** to Link Market Services Limited on +61 2 9287 0309;
- (iv) **Online** via the Company's Share Registry website at www.linkmarketservices.com.au. Please refer to the Proxy Form for more information. You will need your Securityholder Reference Number (**SRN**) or Holding Identification Number (**HIN**); or
- (v) **By hand delivery** to Link Market Services Limited at Rhodes Corporate Park, 1A Homebush Bay Drive, Rhodes, NSW 2138

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate shareholder may appoint a person to act as its representative to attend the meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

QUESTIONS FROM SHAREHOLDERS

Shareholders who would like to register questions in advance of the AGM can do this via our Investor Centre or alternatively submit the AGM Question Form.

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm Thursday 16 July 2020.

Questions will be collated, and during the AGM, the Chair and/or CEO will seek to address as many of the more frequently raised topics as possible. Please note that individual response will not be sent to Shareholders.

BY ORDER OF THE BOARD



Erin McMullen
Company Secretary
Date: 17th June 2020

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held on Thursday 23 July 2020.

The purpose of this Explanatory memorandum is to provide Shareholders with information that is reasonable required by Shareholders to decide how to vote on the resolutions.

Subject to the abstentions noted below in respect of each resolution, the Directors unanimously recommend Shareholders vote in favour of all resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

The resolutions in Items 3 - 5 are ordinary resolutions, which require a simple majority of votes cast by Shareholders entitled to vote on the resolution. The resolution in Item 2 relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

ITEM 1 – Financial Statements

As required by section 317 of the Corporations Act the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented to the meeting. The Financial Report contains the financial statements of Dicker Data Limited and its subsidiaries.

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

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, BDO, questions about the Auditor's report, the conduct of its audit of the Company's Financial Report for the financial year ended 31 December 2019, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of BDO in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters. Written questions must be received no later than 5.00pm (AEST) on 16 July 2020. A form to facilitate the submission of questions is attached to this Notice and it includes details on the return of this form to the Share Registry.

ITEM 2 – Adoption of Remuneration Report

In accordance with section 300A of the Corporations Act the Company has proposed a Remuneration Report for the consideration of Shareholders. The Remuneration Report is included in the Company's Annual Report for the year ended 31 December 2019.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the Board or the Company.

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

Director's Recommendation

The Board unanimously recommends that Shareholders vote in favour of this resolution.

Voting Exclusion Statement

As required by the Corporations Act, the Company will disregard any votes cast on Item 2 by any member of the Company's Key Management Personnel whose remuneration details are disclosed in the Company's 2019 Remuneration Report, or a Closely Related Party of any such member. However, the Company need not disregard a vote cast on Item 2 if:

- (i) it is cast by a person as proxy for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy to vote on the resolution in that way; or

- (ii) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote on the resolution, that authorises the Chair to vote on the resolutions even though that resolution is connected with the remuneration of a member of the Company's KMP.

A closely related party includes close family members and companies the KMP controls.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

ITEM 3 - Re-election of Director – Ms Fiona Brown

In accordance with the ASX Listing Rules and the Company's Constitution an election of Directors must be held at each annual general meeting.

The Company's Constitution states that one-third of all Directors must retire and offer themselves for re-election, excluding the Managing Director and Directors appointed during the year by the Board. If no Directors are scheduled to be elected by virtue of the ASX Listing Rules or the Constitution, then one-third of Directors must still retire and be re-elected by the Shareholders of the Company. Normally, this would be the Director (other than the Managing Director) who has held office the longest since being appointed or last being elected.

Listing Rule 14.4 states that no Director is entitled to hold office without re-election past the third AGM following the Director's appointment or three years, whichever is longer. Ms Fiona was were last re-elected as a Director on 18 May 2017 and therefore must retire and submit themselves for re-election at this annual general meeting by virtue of ASX Listing Rule 14.4 and clause 15.3 of the Company's Constitution.

The submission of Ms Fiona Brown for re-election satisfies the requirements of Director re-election under the Constitution.

Details of Ms Fiona Brown are as follows:

Fiona Brown is the co-founder of Dicker Data and currently serves as Non-Executive Director of the company and is Chair of the Audit and Risk Committee.

Fiona has been involved with the business since it started in 1978 and has been a director of the company since 1983. As a Non-Executive Director, Fiona brings her knowledge and experience in the IT distribution industry for over 41 years, of which the first 26 years was in the role of General Manager of the business.

Having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition) (**ASX Principles**), the Board considers Ms Brown to be a non-independent Director, by virtue of her substantial shareholding of the Company.

Director's Recommendations

The Board (with Ms Brown abstaining) unanimously supports the re-election of Ms Brown and recommends that Shareholders vote in favour of Ms Brown's re-election as Director of the Company.

ITEM 4 - Election of Director

In accordance with Clause 15.1 of the Company's Constitution and ASX Listing Rule 14.4 any Director appointed to fill a casual vacancy or as an additional Director holds office until the next AGM of Shareholders and is then eligible for election.

Ms Leanne Ralph was appointed as a Director of the Company on 13 December 2019. Ms Ralph therefore retires at the forthcoming AGM in accordance with the Constitution and being eligible, has offered herself for re-election.

Prior to her appointment Ms Ralph was the founder and director of Boardworx Australia Pty Ltd, a provider of outsourced company secretarial services until its sale in 2017. Leanne is a highly experienced governance professional with over 15 years in this field, having held the role of Company Secretary for a number of ASX-listed entities across a diverse range of industries. She currently holds the roles of Non-Executive Director of Raise Foundation and is Company Secretary for various listed entities. Leanne's prior executive positions focussed on accounting and finance for almost 20 years, as CFO of International Brand Management Pty Ltd, a business of importing, wholesaling and retailing luxury fashion brands, and Principal Client Advisor with Altus Financial, providing management accountant and company secretarial services to clients. Leanne holds a

Bachelor of Business with majors in Accounting and Finance, is a Graduate Member of the Australian Institute of Company Directors and a Fellow of the Governance Institute of Australia.

Having had regard to the ASX Principles the Board considers Ms Ralph to be an independent Non-Executive Director.

Directors Recommendation

The Board (with Ms Ralph abstaining) unanimously supports the election of Ms Ralph and recommends that Shareholders vote in favour of Ms Ralph's election as Director of the Company.

ITEM 5 – Ratify the Issue of Shares

Background

Item 5 seeks Shareholder ratification and approval of the issue of 7,462,687 fully paid ordinary Shares. These shares were issued on the 13 May 2020 at an issue price of \$6.70 as part of a capital raising announced to the market on the 07 May 2020 (**Placement Shares**).

The total capital raising involved the issue of 7,462,687 shares, which were issued under ASX Listing Rule 7.1.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a Company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1.

Ratification by the Shareholders of the Company is now sought pursuant to ASX Listing Rule 7.4 in order to reinstate the Company's capacity to issue up to 15% of its issued capital, if required in the next 12 months without Shareholder approval.

If the resolution in Item 5 is passed the issue of Placement Shares will be excluded in calculating Dicker Data's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date of 13 May 2020.

If the resolution in Item 5 is not passed, the issue of the Placement Shares will be included in calculating Dicker Data's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue data of 13 May 2020.

Specific Disclosure of Information

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to the Placement Shares.

- (a) The total number of Placement Shares issued by the Company was 7,462,687;
- (b) The Placement Shares were issued at \$6.70 per Share;
- (c) The Placement Shares rank equally in all respects with the Company's existing shares on issue;
- (d) The Placement Shares were issued to "Sophisticated investors" or "Professional Investors" within the meaning of sections 708(8) and 708(11) of the Corporations Act or other investors to whom the Company may issue

Placement Shares without a disclosure document pursuant to section 708 of the Corporations Act, including clients of J.P. Morgan Securities Australia Limited;

- (e) \$50,000,002 was raised from the issue of the Placement Shares, and the funds will be used to provide balance sheet flexibility and support the Company's long-term growth objectives, including partially funding the construction of Dicker Data's new distribution centre and continuing our investment in Dicker Data Financial Services (**DDFS**).
- (f) A voting exclusion statement is included below.

Voting Exclusion Statement

The Company will disregard any votes cast on the resolution in Item 5 by or on behalf of:

- Any person or persons who participated in the issue of the Placement Shares; or
- An associate of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution in Item 5 by:

- A person as proxy or attorney for a person who is entitled to vote of the resolution in Item 5, in accordance with directions given to the proxy or attorney to vote on the resolution in Item 5 in that way; or
- The Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution in Item 5, in accordance with a direction given to the Chair to vote on the resolution in Item 5 as the Chair decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - The beneficiary provides written communication to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution in Item 5; and
 - The holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Directors Recommendation

The Board unanimously recommends that Shareholders vote in favour of this resolution.

GLOSSARY

\$ means Australian Dollars

AEST means Australian Eastern Standard Time as observed in Sydney, Australia.

Annual General Meeting or **Meeting** means the meeting convened by the Notice

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX, as amended or replaced from time to time except to the extent of any express written waiver by ASX.

ASX Principles means the ASX Corporate Governance Principles and Recommendations (4th edition).

Board means the current board of Directors of the Company.

Closely Related Party has the meaning as defined in section 9 of the Corporations Act.

Company means Dicker Data Limited (ACN 000 969 362)

Constitution means the Company's Constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

DDFS means Dicker Data Financial Services Pty Ltd ACN 616 984 564

Directors means the current directors of the Company.

Entitlement Time means 7.00pm (AEST) on Tuesday 21 July 2020.

Explanatory Memorandum means the Explanatory Memorandum accompanying the Notice.

Items means the resolutions set out in the Notice, or any one of them, as the context requires.

Key Management Personnel (or **KMP**) has the meaning as defined in section 9 of the Corporations Act.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting and the explanatory memorandum accompanying the Notice and the Proxy Form.

Proxy Deadline means 1.30pm (AEST) on Tuesday 21 July 2020.

Proxy Form means the proxy form for this Notice of Meeting.

Remuneration Report means the remuneration report set out in the Director's Report section of the Company's annual financial report for the year ended 31 December 2019.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.


Share means a fully paid ordinary share in the capital of the Company.


Share Registry means Link Market Services.

Shareholder means a holder of a Share.

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Dicker Data Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999


VOTING FORM

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

STEP 1 Please mark either A or B

A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

 in relation to the Annual General Meeting of the Company to be held at **1.30pm (AEST) on Thursday, 23 July 2020**, and at any adjournment or postponement of the Meeting. You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

B APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **1.30pm (AEST) on Thursday, 23 July 2020** (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/DDR20> (refer to details in the Virtual General Meeting Online Guide). To access the **Notice of General Meeting** this can be viewed and downloaded at the Company's website at <https://www.dickerdata.com.au/investor>.

Important for Item: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Item 2, even though the Item is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

STEP 2

Items

2 Remuneration Report

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Ratify the issue of Shares

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Re-election of Director – Ms Fiona Brown

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Election of Director – Ms Leanne Ralph

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Items are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1.30pm (AEST) on Tuesday, 21 July 2020**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Dicker Data Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* in business hours (Monday to Friday, 9:00am–5:00pm)

ACCESS YOUR NOTICE OF GENERAL MEETING



To access the **Notice of General Meeting** this can be viewed and downloaded at the Company's website at <https://www.dickerdata.com.au/investor>

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Dicker Data Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

Please use this form to submit any questions about Dicker Data Limited ("the Company") that you would like us to respond to at the Company's 2019 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **Thursday, 16 July 2020**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to (please mark the most appropriate box)

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A Item being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A Item being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

QUESTIONS

SAMPLE