

HY22 RESULTS & EQUITY RAISE

AUGUST 2022



www.DickerData.com.au



DICKER
DATA

AGENDA

- Welcome
- Interim Financial Results
- Business Update
- Strategy and Outlook
- Equity Raising
- Questions





WELCOME



INTERIM FINANCIAL RESULTS

HY 2022

HY22 HIGHLIGHTS

\$1.46b

Total Revenue

▲ Up 36.5% HoH

\$334m

Recurring Revenue

▲ Up 47.8% HoH

\$61.1m

EBITDA*

▲ Up 19.4% HoH

\$51.8m

Net Operating Profit Before Tax*

▲ Up 12.7% HoH

*Excluding one off acquisition and integration costs of \$1.6m



7,100

Active AU
Partners

▲ +31% HoH



1,000

Active NZ
Partners

▲ +27% HoH

ARN
FROM IDG

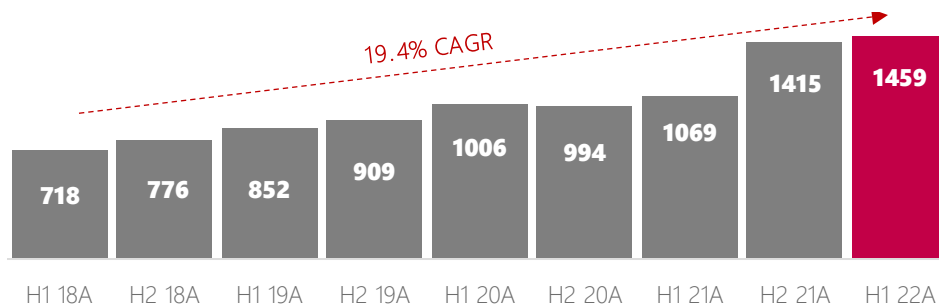
We were named
ARN's **Diversity &
Inclusion Champion**

June 2022 was
our **largest
revenue month**
ever at \$321m

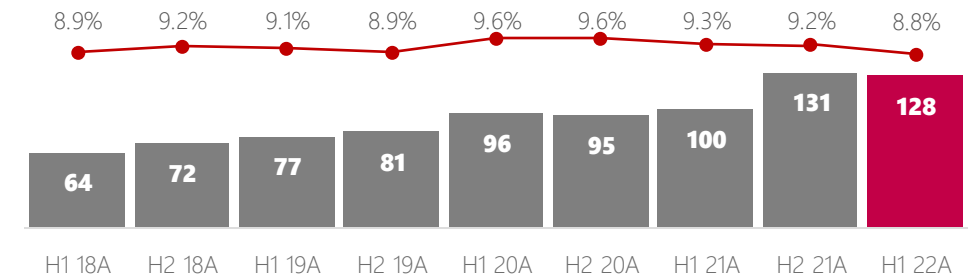
NZ operations
relocated to
new office and
warehouse
facilities

FINANCIAL TRENDS – HY22

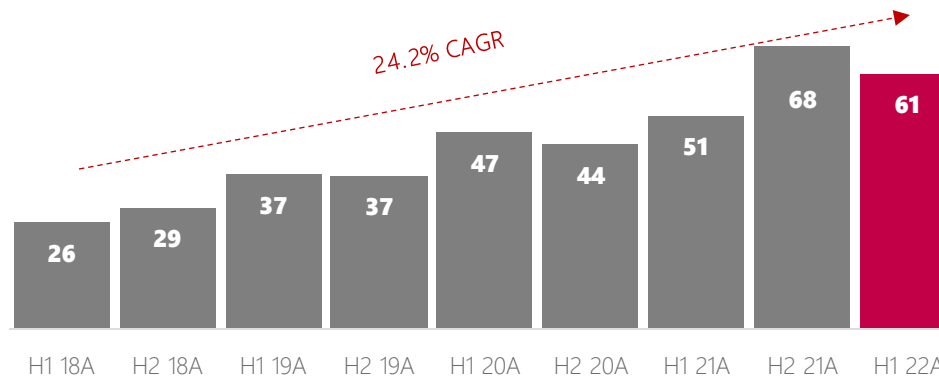
REVENUE (\$m)*



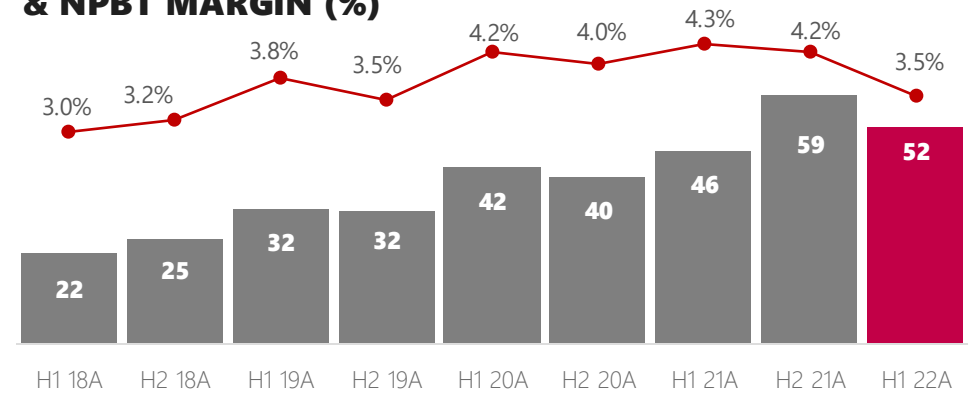
GROSS PROFIT (\$m) & GROSS PROFIT MARGIN (%)



EBITDA (\$m)*



NET PROFIT BEFORE TAX (\$m)** & NPBT MARGIN (%)



*Excludes profit on sale of property in 2019 and in 2021/22 excludes one-off acquisition transaction costs. **Excludes profit on sale of property and cost of the employee share scheme in 2019 and in 2021/22 excludes one-off acquisition costs

HY22 GROUP RESULTS

- Revenue growth for the Group of 36.5% to \$1,459m.
- Recurring software revenue grew 47.8% to \$334m.
- Gross profit margin of 8.8%, lower than HY21 as the business integrated the mix of lower margin retail business and dealt with the headwinds created by supply chain disruptions and increased freight costs. Gross margin is expected to normalise at approx 9.0% for the full year.
- Operating costs* increased in HY21 but declined as a proportion of revenue to 4.7% (Jun21: 4.8%) as the Company continues to benefit from scale and operating leverage.
- Increase in depreciation and amortisation costs (up 42.9%), driven by recent acquisitions, and increase in finance costs (up 184.0%) with increased size of borrowings impacting PBT.
- Operating profit before tax* finalised at \$51.8m, an increase of 12.7%.

6 months (\$m)	Jun-22	Jun-21	Increase
Total Revenue	1,459.4	1,069.3	36.5%
Gross Profit	128.0	99.6	28.5%
Gross Margin	8.8%	9.3%	
EBITDA*	61.1	51.2	19.4%
Operating Profit Before Tax*	51.8	45.9	12.7%
PBT Margin	3.5%	4.3%	
Net Profit After Tax	34.3	32.1	6.8%

*Excluding one-off acquisition and integration costs of \$1.6m

HY22 BALANCE SHEET

- The Company continues to make strategic inventory investments during this period of supply chain disruption, resulting in increased working capital investment.
- These investments have been funded by debt which has increased the Company's leverage. Increased borrowing costs have also impacted the cost of servicing that debt.

(\$m)	June-22	Dec-21
Net Working Capital (\$m)	276.2	258.6
Net Working Capital Days	31.4	35.0
Net Debt to Equity ¹	1.6x	1.3x
Net Debt to EBITDA ¹	2.0x	1.9x
Debt Service Cover Ratio	18.3x	28.4x
Net Tangible Assets (\$m)	67.2	79.7

¹ Excludes leases

Net Assets (in \$m)	Jun-22	Dec-21
Cash and equivalents	26.8	7.4
Trade and other receivables	532.1	455.5
Inventory	236.6	201.3
Total current assets	795.5	664.2
PP&E	85.5	82.3
Goodwill & intangibles	97.9	98.6
Other assets	27.7	9.0
Total assets	1,006.6	854.1
Trade and other payables	492.5	398.2
Borrowings	235.1	170.2
Other current liabilities	25.5	31.2
Total current liabilities	753.1	599.6
Borrowings	55.0	60.0
Other long-term liabilities	33.4	16.3
Total Liabilities	841.5	675.8
TOTAL NET ASSETS	165.1	178.3
Shareholders' Equity		
Share Capital	141.1	139.5
Reserves	-0.4	0.3
Retained earnings	24.4	38.4
TOTAL EQUITY	165.1	178.3

AUSTRALIAN OPERATIONS - WAREHOUSE EXPANSION

- Relocation of the Australian operations to new Kurnell distribution facility in February 2021 provided increased warehouse space of over 80%. Total size of new warehouse is 22,965 sqm, and office, amenities and circulating space doubled to over 5,960 sqm.
- Increased inventory holdings and continued technology portfolio diversification has resulted in near capacity utilisation of the new warehouse in just over 12 months.
- Planning for stage two of the warehouse expansion has commenced. Building plans have been finalised and the building project is out for tender. A builder is expected to be appointed by the end of September 2022.
- Stage two of the warehouse provides an increase of 16,636 sqm and further cements the Company's ability to continue to expand operations and meet market demand.
- The expansion of the warehouse is estimated to cost \$30m. Works are anticipated to begin in October 2022 and the project is expected to be completed by April 2023.





BUSINESS UPDATE

SUCCESSFULLY NAVIGATING MARKET CHALLENGES

Despite the top three market challenges faced in 2022, Dicker Data continues to successfully navigate the changing dynamics



DEMAND OUTSTRIPPING SUPPLY

- The Company is fulfilling more orders than ever before, but Australia and New Zealand's appetite for digital transformation continues to increase, creating a new dynamic with demand outstripping pre-COVID supply levels. Current value of open orders is at \$393m.



CHIP SHORTAGES

- Strategic investment into holding the right stock mix to service demand.
- Long-range forecasting to ensure as predictable supply as possible.
- Leveraging our ecosystem to fulfil demand.



LOGISTICS CONSTRAINTS

- Increased breadth and depth of partnerships with logistics providers.
- Further investment into automation and efficiency gains to increase transparency to partners and create more predictable delivery windows.

UPDATE ON EXEED

OPERATIONAL UPDATE

- \$192m revenue contribution in HY22.
- Exeed Australian business fully integrated.
- Exeed NZ business expected to be fully integrated by end of August 2022.

NZ OFFICE AND WAREHOUSE RELOCATION

- Office facilities relocated to single location in Parnell, Auckland in May 2022.
- Warehouse facilities consolidated at single location in August 2022. The new warehouse is in Manukau industrial precinct, strategically positioned close to key arterial routes and motorways.
- The new warehouse significantly increases capacity by 128% to 9,159m².

9,159m²
Warehouse
128%
increase



UPDATE ON DAS

DICKER
D A T A

DAS

ACCESS AND SURVEILLANCE

- Acquisition of the Hills Security and IT division completed on 2 May 2022, launched as new Dicker Data Access and Surveillance (DAS) division with a nationwide network of ten trade centers.
- Final purchase price based on premium to net assets was \$21.3m.
- Over 4,500 new customer accounts created, with over 2,000 partners transacting with the Company in the first two months of trading.
- Revenue contribution from the DAS business in the first two months of trading was \$18m, of which \$17m was generated from access and surveillance products and \$1m from IT and peripherals.

OPPORTUNITIES

- The Access Control and Surveillance markets are converging with the traditional IT channel.
- Proactively introducing Dicker Data's extensive existing partner base to this new range of technology and solutions, unlocking new revenue streams.
- Opportunity to leverage synergies between the two businesses to accelerate growth.
- Significant opportunity to modernise Security, Access Control and Surveillance distribution by leveraging Dicker Data's best-in-class finance, marketing, IT and operations capabilities.



DAS VENDOR ADDITIONS

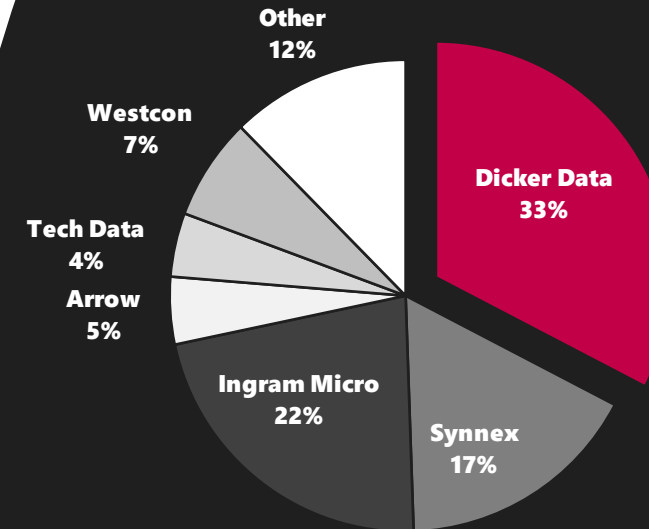
Plus over
30
ECOSYSTEM
VENDORS



IT MARKET AND OUR STRATEGY

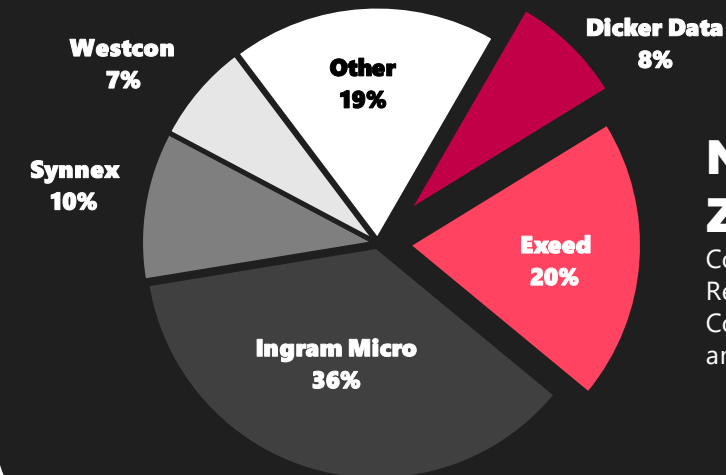
- We have continued to grow our share of both the Australian and New Zealand IT market, commanding a dominant number one commercial technology distributor position in Australia and with the platform to become number one in New Zealand following the Company's acquisition of Exeed.
- Our focus on the corporate, commercial and enterprise sector has delivered material growth as businesses across ANZ continue to accelerate their digital transformations.
- We are constantly evaluating the technology landscape for opportunities to accelerate our growth, as exemplified by the Company's recent acquisition of the Exeed Group and the Hills Security and IT division.
- Our focus on growing our active partner base has seen the Company trade with over 8,100 reseller partners in ANZ in HY 2022.
- The Company has benefitted from an entry into the Retail distribution market via the Exeed business. The technology retail market presents a potential \$9.4Bn untapped opportunity in ANZ for the Company. Generating revenue in this segment of almost \$150m in HY22, the Company is well-positioned to capitalise on the technology retail market in 2H22 and beyond.**

IT DISTRIBUTION MARKET SHARE



AUSTRALIA

Corporate, Commercial and Enterprise only*



NEW ZEALAND

Consumer, Large National Retail, Corporate, Commercial and Enterprise*

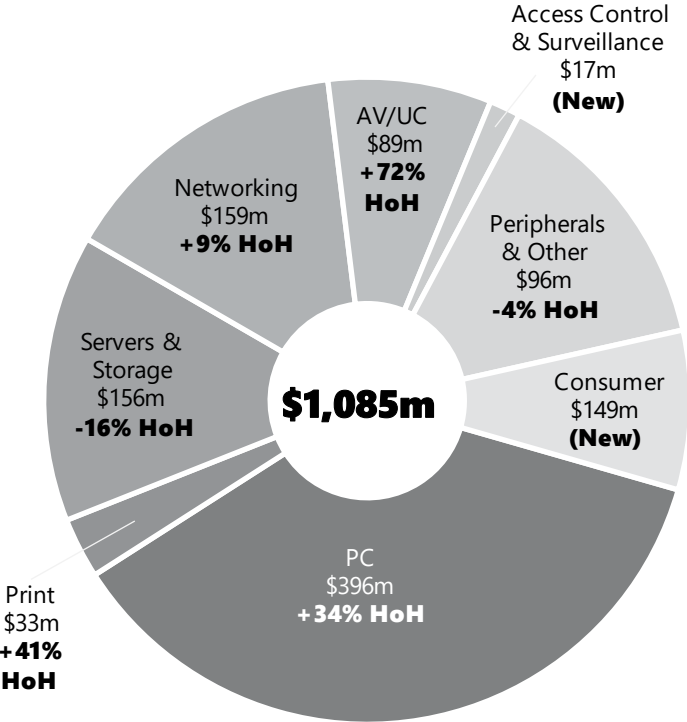
*Sources: Publicly available 2020 and 2021 financial statements and Company estimates

**Sources: <https://www.ibisworld.com/au/market-size/computer-software-retailing/>
<https://www.ibisworld.com/nz/industry/computer-peripheral-retailing/1836/>

REVENUE CATEGORY

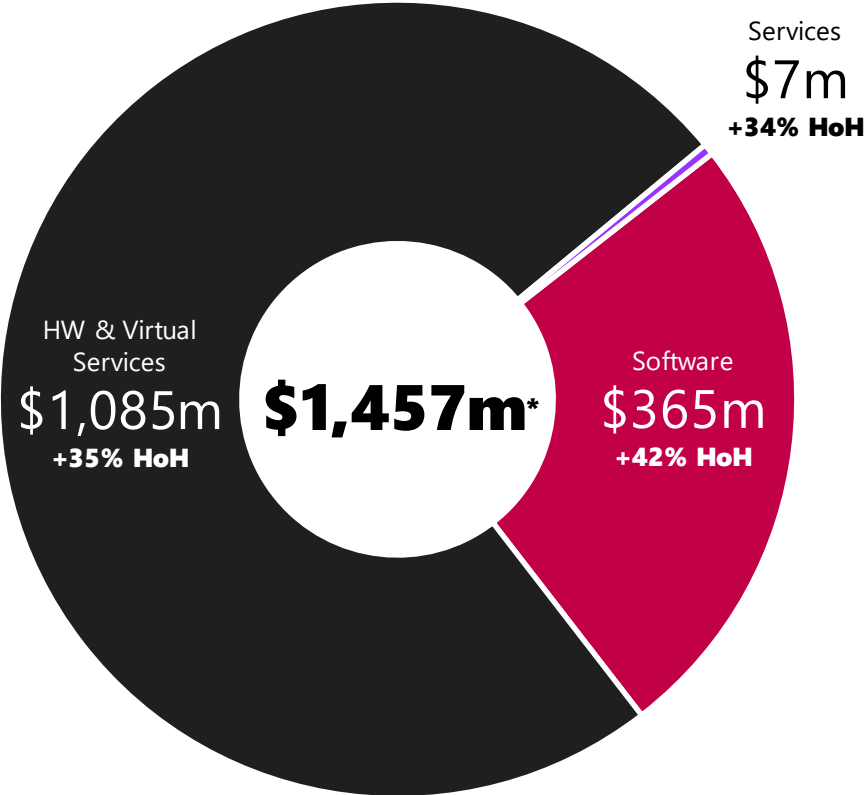
* Representative of sales revenue only, excludes other revenue sources

Software is becoming an increasing proportion of revenue, driven by high growth in subscription and renewable revenue



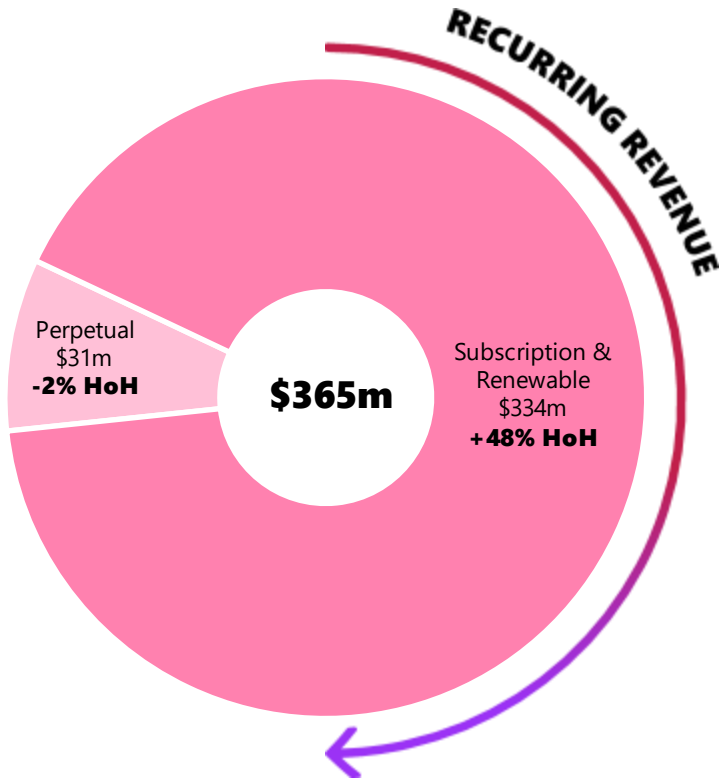
HARDWARE

by product category, representing 75% of total revenue



SOFTWARE

by billing method, representing 25% of total revenue

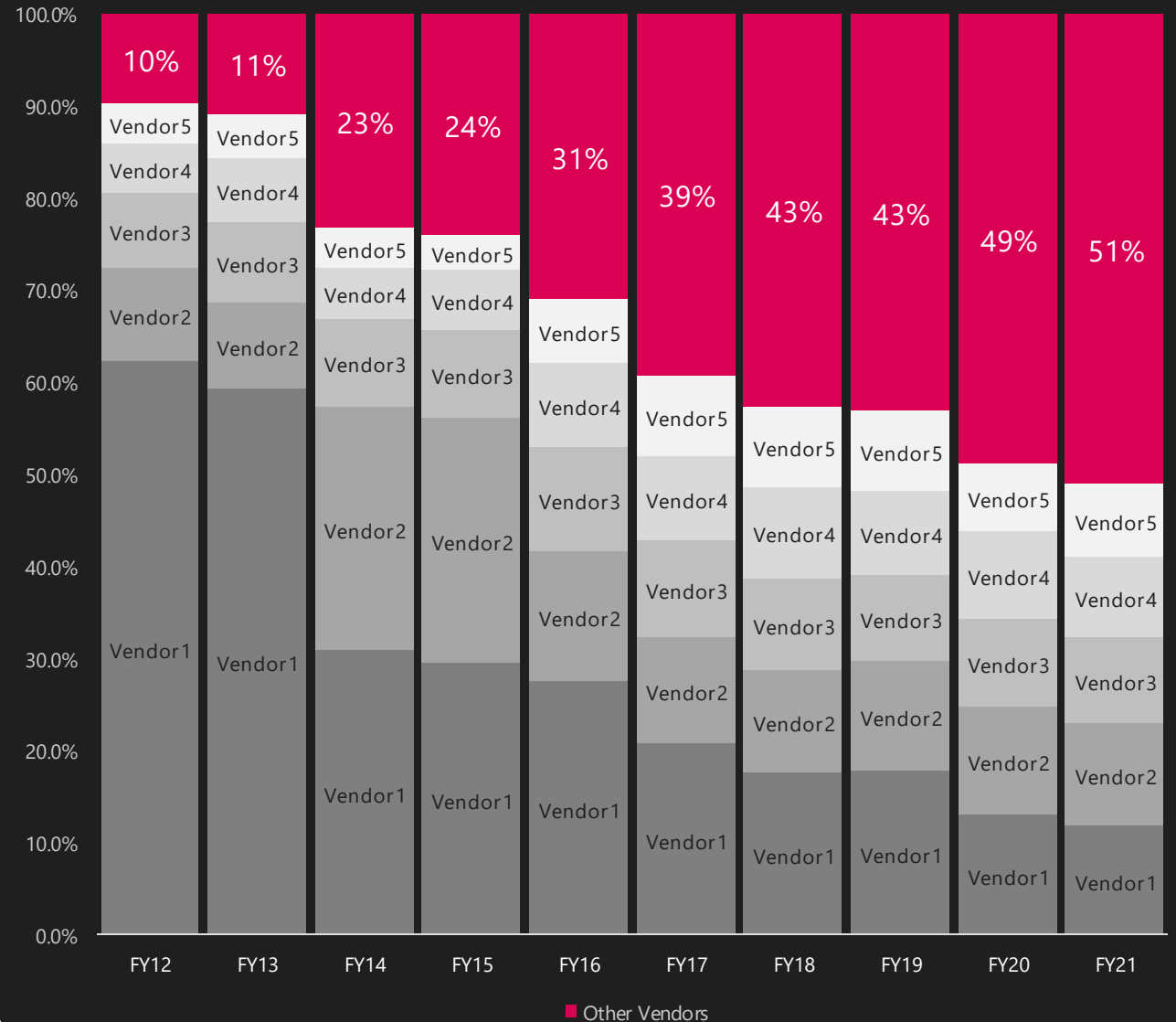


LONG-TERM VENDOR RELATIONSHIPS

- Dicker Data has continued to introduce new vendors to reduce reliance on any single vendor.
- 9 new vendors in key strategic segments were added in FY21.
- Top 5 vendors overall contribution has reduced from 90% in FY12 to 49% in FY21.
- The recent acquisitions of the Exeed and Hills SIT businesses highlights and reaffirms this strategy and will continue to dilute concentrations.

MAJOR VENDOR CONCENTRATION

% of sales



2021 & 2022 ANZ VENDOR ADDITIONS

VERITAS

Sole distributor
in Australia
Effective 1/10/22

AUTODESK

Sole distributor
in Australia & NZ
Effective 1/05/22

vmware®

VMware

Jabra GN

Jabra

Forcepoint

ForcePoint

COMMSCOPE®
RUCKUS®

Commscope Ruckus

NVIDIA

NVIDIA Mellanox

PHILIPS
Monitors

Philips

StarTech.com

StarTech

CARBONITE
WEBROOT
—pentext Security Solutions—

Carbonite + Webroot

neat.

Neat

zoom

Zoom

Excluding new vendor agreements from the acquisition of the Exeed group and Hills Security and IT division.

ANZ VENDOR PORTFOLIO



Excluding new vendor agreements from the acquisition of the Hills Security and IT division.

INDUSTRY RECOGNITION

Australia and New Zealand



ASUS NZ
Motherboard
Distributor of the
Year



Checkpoint
Top Cloud
Distribution
Partner of the Year



Cisco
APJC SB Marketing
Innovation &
Excellence



**Dell
Technologies**
Distributor of
the Year



Honeywell NZ
Distributor of
the Year



HP
PC Distributor of
the Year - AU



Intel
Highest DCG
Revenue
Growth - APJ



Juniper
Distribution
Partner
of the Year



Lenovo NZ
IDG Distributor of
the Year



Microsoft
#1 Fastest Growing
Teams Distributor
in APJ



Microsoft NZ
Global Runner Up
Indirect Provider
Partner of the
Year!



Poly
Distributor
of the Year



SecurID - RSA
outstanding
commitment,
dedication &
support



Seagate
APAC Distributor
of the Year &
Highest Growth
Distributor



Sonic Wall
Best Performing
Distributor of the
Year - ANZ



Trend Micro
Distributor of
the Year



Veeam
Distributor
of the Year -
ANZ



Veritas
Distributor of
the Year - APJ



ARN
Hardware
Distributor of the
Year



ARN
Diversity and
Inclusion
Champion



STRATEGY & OUTLOOK

2022 OPPORTUNITIES



SECURITY



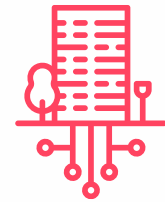
SOFTWARE



DEVICES



HYBRID CLOUD



SMART OFFICE



**PRO AV & UNIFIED
COMMUNICATIONS**



**DATACENTRE
INFRASTRUCTURE**



**NETWORKING
INCLUDING 5G**



RETAIL MARKET



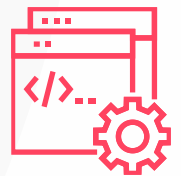
**MARKET
CONVERGENCE
TRENDS**

2022 FOCUS



ACCESS CONTROL AND SURVEILLANCE

The Access Control and Surveillance (Security) markets have begun converging with the traditional IT channel, creating an opportunity for Dicker Data to capitalise on an entirely new market that was traditionally adjacent to IT. The Company recently launched Dicker Data Access and Surveillance (DAS) following the completion of the Company's acquisition of the Hills Security and IT division.



SOFTWARE AND SAAS

Growth in the Company's software and SaaS portfolios continues to accelerate, with these segments now representing over 25% of total revenue. There is significant ongoing demand in the market for software and subscription-based products as businesses continue to realise the benefits of scalable solutions that are tailored to their individual needs. Furthermore, the Company's partner community is increasing its focus on recurring revenue streams as a source of sustainable and predictable growth.



2022 FOCUS



5G

The rollout of 5G networking is accelerating the proliferation of compute technology at the Edge, or endpoint. This is in turn driving the next wave of data creation and presents an opportunity for the Company to capitalise on the new devices and infrastructure required. The Company is also well-positioned to assist its customers in managing, protecting and analysing this data. 5G is expected to usher in the next era of cloud solutions that enable real-time decision making at the Edge, further driving the consumption of cloud and the company's recurring revenues.



UNIFIED COMMUNICATIONS (UC) / AUDIO AND VISUAL (AV)

Dicker Data has grown to become the leading distributor for the unified communications (UC), audio visual (AV), automatic identification and data capture (AIDC) and electrical markets. Digital signage, digital workspaces, smart offices, collaboration and video conferencing solutions are all areas that intersect with IT, presenting cross-selling opportunities into these markets. Continued growth in this area will come from the return to the office trend coupled with workers being granted long-term flexible working arrangements.



2022 FOCUS



WORK FROM ANYWHERE (WFA)

Devices, peripherals, networking and many more IT products underpin the success of the work from anywhere (WFA) movement. We expect to see continued growth across our entire product portfolio that supports the work from anywhere movement. Furthermore, the release of Windows 11 and the ongoing concerns around cybersecurity will drive device refresh and growth in our software portfolio.





EQUITY RAISING

EQUITY RAISING TO POSITION FOR FURTHER GROWTH

- \$50 million underwritten institutional placement (“Placement”) and up to \$10 million via a Share Purchase Plan (“SPP”)
- Proceeds will be used to fund the expansion of Dicker Data’s Kurnell warehouse, increasing warehouse capacity by over 70%
- The equity raising will also provide increased balance sheet flexibility to support Dicker Data’s long-term growth objectives

“This equity raising will continue to support Dicker Data’s long-term growth objectives, with our warehouse expansion critical in ensuring the Company has the capacity to remain Australia’s leading value-added technology distributor in a period of digital transformation.”

DAVID DICKER
Chairman and CEO

USE OF PROCEEDS

SOURCES	A\$M
Offer proceeds	50 ¹
Total	50

USES	A\$M
Kurnell distribution centre expansion	30
Balance sheet flexibility / working capital	19
Transaction costs	1
Total	50

¹ Gross proceeds exclude proceeds from the SPP

² Pro forma assumes proceeds (excluding SPP) are applied to the 1H FY22 balance sheet; excludes leases

IMMEDIATE IMPACT ON CREDIT METRICS

(Pro-forma For Equity Raising)

Pro forma borrowings¹

~\$241m

Net Debt / EBITDA²

1.7x

Debt / Equity²

1.1x

KURNELL EXPANSION

- Construction of the Kurnell warehouse expansion is expected to commence by October 2022, and will increase warehouse capacity by 70% once complete.
- Total cost of expansion is expected to be \$30m and be completed by April 2023
- The expansion is expected to provide significant runway to capture additional growth in coming years and deliver cost savings through consolidation of operations and improved efficiencies.

BALANCE SHEET FLEXIBILITY

- Supports our working capital requirements, which are currently elevated above historical levels due to recent acquisitions and supply chain disruptions
- Proceeds provide financial flexibility to support our long-term growth prospects

EQUITY RAISING SUMMARY

PLACEMENT SIZE & STRUCTURE

- Fully underwritten placement of new Dicker Data shares (each, a New Share) to raise gross proceeds of \$50m
- Approximately 4.9 million New Shares will be issued under the Placement (equivalent to 2.8% of existing shares on issue)

PLACEMENT PRICE

- Placement price will be \$10.30 per share, representing a 10.3% discount to the closing price of \$11.48 per share on Monday, 29 August 2022

USE OF PROCEEDS

- Fund the expansion of Dicker Data's Kurnell warehouse
- Provide balance sheet flexibility and broaden Dicker Data's share register

RANKING

- New Shares issued under the Placement will rank equally with existing shares from the date of issue

UNDERWRITING

- The Placement is fully underwritten by Barrenjoey Markets Pty Limited

SHARE PURCHASE PLAN

- Dicker Data will offer eligible Australian and New Zealand shareholders the opportunity to acquire up to \$30,000 in New Shares via a SPP
- The issue price for New Shares issued under the SPP will be \$10.30, the price paid by institutional investors in the Placement
- The SPP will be capped at \$10m, may be subject to scale backs and is not underwritten¹
- No brokerage or transaction costs are payable for New Shares issued under the SPP and New Shares issued under the SPP will rank equally with existing shares from the date of issue

¹ Dicker Data retains the right to accept oversubscriptions or to scale back applications (in whole or in part) at its absolute discretion that may result in the SPP raising more or less than \$10m

EQUITY RAISING TIMETABLE

EVENT	DATE
Record date for SPP	7pm (AEST) Monday, 29 August 2022
Trading halt and announcement of the Placement	Tuesday, 30 August 2022
Announcement of the outcome of the Placement	Wednesday, 31 August 2022
Settlement of New Shares under the Placement	Monday, 5 September 2022
Allotment and normal trading of New Shares issued under the Placement	Tuesday, 6 September 2022
SPP offer opens	Wednesday, 7 September 2022
SPP offer closes	Tuesday, 20 September 2022
Announcement of results of the SPP	Friday, 23 September 2022
SPP allotment date	Tuesday, 27 September 2022
Normal trading of New Shares issued under the SPP	Wednesday, 28 September 2022
Dispatch of holding statements in respect of New Shares issued under the SPP	Wednesday, 28 September 2022

The key dates referred to in the above noted timetable are indicative only and subject to change.

IMPORTANT INFORMATION

This Investor Presentation has been prepared by (and is the sole responsibility of) Dicker Data Limited ACN 000 969 362 (ASX: DDR) (Dicker Data or the Company) in relation to a proposed institutional placement of new Dicker Data shares (New Shares) to institutional and sophisticated investors (i.e. investors who are exempt from any formal disclosure requirements under section 708(8) and (11) of the Corporations Act 2001 (Cth) (Corporations Act) in Australia and overseas (Placement); and an offer of New Shares to eligible shareholders in Australia and New Zealand under a share purchase plan in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (SPP) (the Placement and SPP, together being the Offer). The Placement is being underwritten by Barrenjoey Markets Pty Ltd ACN 636 976 059 (Lead Manager). The Lead Manager is acting on an exclusive basis as sole bookrunner, lead manager and underwriter to the Placement. The SPP is not underwritten. This Investor Presentation has been prepared for general information purposes only, is not intended as investment advice (and must not be relied upon as such), does not contain an offer or invitation for the subscription of any securities and does not and will not form any part of any contract for the subscription of New Shares. Furthermore, it does not take into account any investors' personal objectives, financial situation or particular needs. Before making any investment decisions you should obtain your own independent financial, legal and/or taxation advice.

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This Investor Presentation contains summary information about Dicker Data and its activities which is current as at the date of this Investor Presentation. It is provided for the sole purpose of providing general information about the Company, its business, the Offer and the industry in which the Company operates. This Investor Presentation is not a prospectus, product disclosure statement or other disclosure document under the Corporations Act 2001 or under any other Australian law, or any law of any other jurisdiction (and will not be lodged with the Australian Securities and Investments Commission (ASIC)). Accordingly, this Investor Presentation does not contain all of the information that would normally be required to be included in a prospectus, product disclosure statement or other form of disclosure document under Australian (or any other relevant) law (and therefore, does not include (or purport to include) all of the information necessary to make an investment decision). This Investor Presentation should be read in conjunction with Dicker Data's other periodic and continuous disclosures lodged with and disseminated by ASX Limited (ASX). The Placement will be conducted under section 708A of the Corporations Act and will be made available to certain persons who are "professional" or "sophisticated" investors (as defined in subsections 708(8) and 708(11) of the Corporations Act). The SPP will only be made available to eligible securityholders and will be conducted in accordance with ASIC Corporation (Share and Interest Purchase Plans) Instrument 2019/547.

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The Lead Manager, together with its respective affiliates and related bodies corporate, is a full service financial institution engaged in various activities, which may include trading, financing, financial advisory, investment management, investment research, principal investment, hedging, marketing making, market lending, brokerage and other financial and non-financial activities and services including for which they have received or may receive customary fees and expenses. The Lead manager (and/or its respective bodies corporate) have performed, and may perform, other financial or advisory services for Dicker Data, and/or may have other interests in or relationships with Dicker Data and its related entities or other entities mentioned in this presentation for which they have received or may receive customary fees and expenses. Without limitation, in the ordinary course of their various business activities, the Lead Manager and its other Relevant Parties may have interests in the securities of Dicker Data, including providing investment banking services to, Dicker Data. Further, they may act as market maker or buy or sell those securities or associated derivatives as principal or agent. The Lead Manager may receive fees for acting in their capacity as lead manager, sole bookrunner and underwriter to the Placement.

Investors acknowledge and agree that determination of eligibility of investors for the purposes of the Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Dicker Data and the Lead Manager. Each of Dicker Data and the Lead Manager and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

IMPORTANT INFORMATION

PAST PERFORMANCE

This Investor Presentation may contain information in relation to the past performance of Dicker Data. Such information is given for illustrative purposes only and is not – and should not be relied upon as – an indication of future performance.

FORWARD-LOOKING STATEMENTS

This Investor Presentation contains “forward-looking statements”, including statements regarding the expected financial condition, results of operations, market conditions or the outcome of and the intended use of proceeds raised under the Offer. These statements relate to current expectations, beliefs, intentions or strategies regarding the future. Words such as “forecast”, “estimate”, “likely”, “expect”, “anticipate”, “project”, “opinion”, “would”, “should”, “could”, “will”, “may”, “indicative”, “intend”, “seek”, “continue”, “plan”, “risk”, “believe”, “aim” and other similar expressions are intended to identify such forward-looking statements.

Indications of, and guidance in relation to, future earnings, financial position and performance are also forward-looking statements. You are cautioned not to place any reliance on any forward-looking statement, particularly in the light of the current economic climate and the significant volatility, uncertainty and disruption that is being caused by COVID-19, global geopolitical uncertainty and developments and supply chain issues. All forward-looking statements reflect beliefs and assumptions with respect to future events as at the date of this Investor Presentation, however they are not guarantees of future performance. Such forward-looking statements involve known and unknown risks, uncertainties, assumptions, contingencies, and other factors which are, in most instances, beyond the control of Dicker Data and its other Relevant Parties, and may involve elements of subjective judgement and assumptions as to future events that may or may not be correct.

There can be no assurance that actual outcomes and results will not differ materially from those predicted or implied by any forward-looking statement. Several important factors could cause actual results or performance to differ materially from the forward-looking statements, including (without limitation) the risks and uncertainties associated with the ongoing impacts of COVID-19, the Australian and global economic environment and capital market conditions and other risk factors detailed in this Investor Presentation. No representation or warranty is made or given by or on behalf of Dicker Data, the Lead Manager or their Relevant Parties that any projection, forecast, calculation, forward-looking statement, assumption or estimate contained in this Investor Presentation should or will be achieved or that actual outcomes will not differ materially from any forward-looking statement. All forward-looking statements are based on information available to the Company as at the date of this Investor Presentation.

ACKNOWLEDGEMENT

By receiving this Investor Presentation you acknowledge and agree that you understand the contents of this Investor Presentation and that you agree to abide by its terms and conditions. By receiving this Investor Presentation you further agree, irrevocably and unconditionally, to submit to the non-exclusive jurisdiction of the courts of New South Wales, in respect of any disputes, actions, suits or proceedings arising out of, or relating to, this Investor Presentation or the Offer.

KEY RISKS

RISK FACTOR	SUMMARY
KEY SUPPLIER RELATIONSHIPS	<p>Dicker Data has significant exposure to certain suppliers including Hewlett Packard, Cisco, Microsoft, Toshiba and Lenovo. Supplier agreements entered into with these suppliers (and others) are on a non-exclusive basis and do not contain minimum supply obligations. Most of the supplier agreements can be terminated on short notice and without cause. Also, purchases from the suppliers are restricted by credit terms that can be modified by the supplier. Any adverse change to the terms of these agreements and credit lines may have a negative impact on the Company. However, although agreements can be terminated on short notice and without cause, current relationships with key suppliers have been in place for many years.</p>
RELIANCE ON KEY PERSONNEL	<p>The Company's industry, commercial and strategic expertise and experience resides within a relatively small number of key senior executives and division/line managers. The loss of any of these key senior executives and/or division/line managers may potentially have a materially adverse impact on the Company's operational efficiency and/or strategic direction/decision making capability. In such circumstances, the Company may experience a materially adverse impact on its operational, strategic and financial performance, position and prospects.</p>
LOSS OF KEY CUSTOMERS/VENDORS OR CHANGES TO VENDOR REBATE STRATEGIES	<p>While the Company does not have a significant concentration of key customers/vendors (noting that no single customer/vendor represents more than 10% of the Company's total revenue), the successive (or simultaneous) loss of a large number of key customers/vendors or the successive (or simultaneous) change in vendor rebate strategies by a large number of key customers/vendors would likely have a materially adverse impact on the Company's financial performance, position and prospects.</p>
KEY SUPPLIER MARKET SHARE	<p>Events that impact the Company's suppliers or changes to their market share or operations may have a corresponding impact on Dicker Data's operations.</p>
COMPETITION	<p>The industry in which the Company is involved in is subject to domestic and global competition. The Company faces competition from a number of organisations, some of which may have greater financial, technical and marketing resources than the Company does. Increased competition could result in margin reductions, under-utilisation of employees, reduced operating margins and loss of market share. Whilst the Company undertakes reasonable due diligence in relation to all of its business decisions, the Company has no influence or control over the activities or actions of its competitors, whose activities or actions may, positively or negatively, affect the operating and financial performance of the Company.</p>
CREDIT RISK	<p>The main source of credit risk to the Company relates to its trade and other receivables. Although the Company does not have a significant concentration of credit risk with respect to any single counterparty, an (albeit, unlikely) simultaneous default of a significant portion of the Company's business partners may jeopardise the Company's financial condition. As a result of the insurance held, the Company's exposure to bad debts with respect to its trade and other receivables is limited to 10% of the individual debtor's balance plus any excess payable under the policy.</p>

KEY RISKS

RISK FACTOR	SUMMARY
CURRENCY	Although most supplier transactions are in Australian dollars, there are a few suppliers for which payment is made in US dollars. Therefore, variations in currency can impact the Company's cost of sales and gross margin. The Company seeks to manage a portion of its foreign exchange risk exposure (noting that about 15% of the Company's revenue and expenses are denominated in foreign (but predominantly US dollars) currency) by entering into hedging contracts from time to time as appropriate.
BUSINESS INVESTMENT	Dicker Data services the small and medium size business market as well as the enterprise market. Consequently, sales are expected to be correlated with general trends in business investment.
VALUE OF THE COMPANY'S ASSETS	The market value of the Company's assets that are used as collateral for its financing facilities may diminish in the future. Therefore, the Company may realise less than the fair value of these collateralised assets as reflected in the Company's financial statements. Such a decline may have a negative impact on Dicker Data's liquidity and solvency as the Company may fail to repay its borrowings or to obtain the necessary funds for its operation.
IT AND TELECOMMUNICATIONS SYSTEMS	Any material damage to the Company's IT (including all hardware and software) and telecommunications systems may materially and adversely affect the Company's operational and financial performance. The Company is dependent on its systems and telecommunications facilities for the effective day-to-day operation of the Company's business. Notwithstanding this risk, the Company's IT systems and telecommunications facilities have, to date, been stable, with high levels of availability, and no known outage has resulted in any material impact on the day-to-day operation of the Company's business.
LAWS, REGULATIONS AND GOVERNMENT POLICY	Changes in laws, regulations, the Listing Rules and/or government policy as well as political decisions may affect the Company and the attractiveness of an investment in the Company.
ECONOMIC CONDITIONS	The Company may be adversely affected by a protracted slowdown of the Australian economy or other economies in which it currently operates or intends to operate. Factors such as inflation, exchange rates, fiscal policy, interest rates, and industrial disruption may impact on operating costs and prices. The Company's income may also be affected by changes in the supply and demand for goods and services offered by its technology and licensing partners within its chosen market sectors.
"BLACK SWAN" EVENTS	Events beyond the control of the Company including but not limited to fire, flood, earthquake, other natural disaster, pandemics (for example, the Covid-19 pandemic (as to which, see below)), civil unrest, war, terrorist attack and/or industrial action can lead to delays or cancellation of the delivery of products to the customers of Dicker Data and accordingly may adversely affect the Company's revenue and profitability.

KEY RISKS

RISK FACTOR	SUMMARY
OPERATIONAL RISK	Operating costs can be influenced by a wide range of factors, many of which may not be under the control of the Company, including the breakdown or failure of equipment or processes, supply chain constraints (which may be caused by any number of factors including global or macroeconomic events), labour disputes, increases in freight costs, wages, insurance expenses, depreciation of equipment, industrial accidents and the need to comply with the directives of central and local government authorities. Other operational impacts may be caused by damage caused to the Company's distribution facilities (one of which is currently under construction). Significant increases in operational costs may adversely affect the Company's revenue and profitability.
RISKS ASSOCIATED WITH THE COVID-19 PANDEMIC	The events relating to (or caused by) the COVID-19 pandemic have resulted in significant financial market volatility and economic uncertainty. There is therefore continued uncertainty as to the ultimate impact that the COVID-19 pandemic will have on Australia's economy and the other economies in which the Company operates and in particular, what impact COVID-19 and post-COVID-19 pandemic considerations will have on the aggregate IT spend of the Company's key customers including as a consequence of continuing supply chain disruptions, work stoppages, travel restrictions, lockdowns and quarantines and generally because of weak and/or deteriorating macroeconomic conditions. Reduced IT spending generally by the Company's key customers and/or operational impacts on the Company specifically in each case as a result of the COVID-19 (and any future significant) pandemic may have a materially adverse impact on the Company
SHARE MARKET RISK	The price of Dicker Data shares may rise or fall depending upon a range of factors beyond the Company's control some. The price of Dicker Data shares quoted on ASX may also be affected by a range of factors including the Company's financial performance and/or by changes in the business environment either generally or specifically affecting the IT sector. The New Shares carry no guarantee in respect of profitability, dividends, return on capital, or the price at which they may trade on the ASX. There are a number of national and international market factors that may affect the Dicker Data's share price including movements on international stock markets, economic conditions and outlook, interest rates and exchange rates, inflation rates, government taxation, legislation, fiscal and other policy changes and general investors' perceptions.
TAXATION	There may be tax implications arising from applications for New Shares, the receipt of dividends (both franked and unfranked) (if any) from the Company, participation in any on-market share buy-back and on the disposal of New Shares.
LITIGATION RISK	The Company is subject to the usual business risk that disputes or litigation may arise from time to time in the ordinary course of its business activities. Litigation risks relating to the Company include, but are not limited to, debtor claims, contractual claims, occupational health and safety claims, employee claims and regulatory disputes. There is a risk that material or costly disputes could affect the financial performance or condition of the Company.
ACCOUNTING	Changes in accounting or financial reporting standards may impact the financial performance and position of the Company.

KEY RISKS

RISK FACTOR	SUMMARY
INSURANCE	The availability of insurance at an appropriate price and terms is important to the Company's operations and is not guaranteed. The occurrence of an event that is not fully covered, or covered at all, by insurance, may have an adverse effect on the Company's future financial performance and position.
CONSTRUCTION RISK	There is a risk of cost overruns or unforeseen delays to the completion date in relation to the expansion of the Company's distribution facility in Kurnell in NSW. While the expansion is currently being completed within budget and on-schedule, there is a risk that additional capital (i.e. capital in addition to that which will be deployed by the Company using part of the proceeds raised under the Placement) will be needed to ensure that the expansion of the distribution facility is completed as designed and on-schedule.
ACQUISITION RISK	<p>As part of its growth strategy, the Company undertake expansion, acquisition and other growth initiatives from time to time. The risks the Company may face in relation to these strategic initiatives (generally), as well as in relation to the recently completed Exeed and Hills acquisitions (specifically), include:</p> <ul style="list-style-type: none"> • difficulty in integrating and migrating the operations, systems, technologies, employees and customers of the acquired business; • disruption to the Company's existing business and diversion of financial and management resources on the transition and integration of the acquired business; • failure to realise the anticipated synergies, economies of scale and increases in the revenue, margins and net profit from the acquired business; and • failure to obtain appropriate warranties and indemnities from the vendors and warranty insurance in relation to the acquired business.
OTHER RISKS	The above risks are not exhaustive of the risks faced by the Company and its shareholders. These risks and others not referred to above may have an adverse effect on the Company's future financial performance and position. Therefore, no assurances or guarantees of performance, profitability, distributions or return of capital are given by the Company.
UNDERWRITING RISK	Dicker Data and the Lead Manager have entered into an agreement pursuant to which the Lead Manager has, subject to the terms and conditions of that agreement, agreed to underwrite the Placement (Placement Agreement). The Lead Manager's obligation to underwrite the Placement is conditional on certain customary matters. However, if certain events occur (as to which, see the Annexure below), the Lead Manager may terminate the Placement Agreement. Such events include, but are not limited to fraud or misrepresentation by Dicker Data, change of law, or the refusal by ASX to unconditionally approve the quotation of the new shares the subject of the Placement. Termination of the Placement Agreement could adversely affect Dicker Data's business, cash flow, financial performance and condition and price of its shares.

FOREIGN SELLING RESTRICTIONS

This Investor Presentation does not constitute an offer of New Shares by the Company in any jurisdiction in which or to any person to whom it would be unlawful. In particular, this Investor Presentation must not be distributed to any person, and the New Shares must not be offered or sold, in any country outside of Australia, except to the extent permitted below.

European Union

This Investor Presentation has not been, and will not be, registered with or approved by any securities regulator in the European Union. As a result, this Investor Presentation may not be made available, nor may the New Shares be offered for sale, in the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the Prospectus Regulation).

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in the European Union without a prospectus is limited to persons who are “qualified investors” (as defined in Article 2(e) of the Prospectus Regulation). As a result, if you (or any person for whom you are acquiring or procuring New Shares under the Placement) are in the European Union, you (and any such person) are “qualified investors”.

New Zealand

This Investor Presentation has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the FMC Act). Accordingly, if you (or any person for whom you are acquiring or procuring New Shares under the Placement) are in New Zealand, you (and any such person):

(a) are a person who (i) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act, (ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act, (iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act, (iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act or (v) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act;

(b) acknowledge that: (i) Part 3 of the FMC Act shall not apply in respect of any offer of New Shares to you, (ii) no product disclosure statement, register entry or other disclosure document under the FMC Act may be prepared in respect of the Placement and (iii) any information provided to you in respect of the Placement is not required to, and may not, contain all of the information that a product disclosure statement, register entry or other disclosure document under New Zealand law is required to contain;

(c) warrant that if in the future you elect to directly or indirectly sell any of the New Shares issued to you, you undertake not to do so in a manner that could result in (i) the Placement or such future offer or sale being viewed as requiring a product disclosure statement or other similar disclosure document or any registration or filing in New Zealand, (ii) any contravention of the FMC Act or (iii) the Company or its directors incurring any liability;

(d) warrant that (i) any person for whom you are acquiring or procuring New Shares meets one or more of the criteria specified in paragraph (a) above and (ii) you have delivered, where applicable, a safe harbour certificate in accordance with clause 44 of Schedule 1 of the FMC Act.

Hong Kong

This Investor Presentation has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the SFO). No action has been taken in Hong Kong to authorise or register this Investor Presentation or to permit the distribution of this Investor Presentation or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to “professional investors” (as defined in the SFO and any rules made under that ordinance). Furthermore, no person issued with New Shares may sell, or offer to sell, any such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of any such securities.

FOREIGN SELLING RESTRICTIONS

Singapore

This Investor Presentation and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. As a result, this Investor Presentation and any other document or materials in connection with the offer or sale, or invitation for subscription, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the SFA). Accordingly, if you (or any person for whom you are acquiring or procuring New Shares under the Placement) are in Singapore, you (and any such person) are (i) an existing holder of shares in the Company, (ii) an “institutional investor” (as defined in the SFA) or (iii) an “accredited investor” (also as defined in the SFA). Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with those on-sale restrictions and comply accordingly.

United Kingdom

Neither this Investor Presentation nor any other document relating to the Placement has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (FSMA)) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this Investor Presentation or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. Accordingly, if you (or any person for whom you are acquiring or procuring New Shares under the Placement) are in the United Kingdom, you (and any such person) are:

- (a) a “qualified investor” within the meaning of Article 2(e) of the United Kingdom Prospectus Regulation;
- (b) within the categories of persons referred to in Article 19(5) (investment professionals) or Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc) of the FSMA; and
- (c) if the securities are being marketed in the United Kingdom in compliance with the National Private Placement Regime (within the meaning of the Alternative Investment Fund Managers Regulation 2013), a “professional investor” (within the meaning of the Alternative Investment Fund Managers Regulations 2013).

United States

This Investor Presentation may not be distributed or released in the United States. This Investor Presentation does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or any other jurisdiction in which such an offer would be illegal. The New Shares to be offered and sold in the Placement have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares to be offered and sold in the Placement may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act or any other applicable U.S. state securities law.

SUMMARY OF PLACEMENT AGREEMENT

The obligations of the Lead Manager are subject to the satisfaction of certain conditions precedent documented in the Placement Agreement that are customary for a transaction of this nature. If those conditions are not satisfied or certain events occur (some of which are subject to materiality), the Lead Manager may terminate the Placement Agreement.

The Lead Manager may, in its sole discretion, terminate the Placement Agreement, without cost or liability to itself, if any one or more of the following occur before 4pm on the settlement date:

- (market fall) the S&P/ASX 200 Index has fallen, as at the close of trading on the day the Placement is first announced, by 10% or more from its level at the close of last trading day prior to that date;
- (listing) ASX announces that Dicker Data will be removed from the official list or that its shares will be suspended from quotation by ASX for any reason;
- (disclosure deficiency) any document issued by Dicker Data in relation to the Placement includes a statement that is misleading or deceptive or likely to mislead or deceive or omits to state a material fact necessary in order to make the statements therein, not misleading or deceptive;
- (proceedings) any of the following occurs:
 - there is an application to a governmental authority for an order, declaration or other remedy, or any relevant governmental authority commences any investigation or hearing or announces its intention to do so, in each case in connection with the Placement which, in the Lead Manager's reasonable opinion, has reasonable prospects of success and is likely to have a material adverse effect on Dicker Data or the Placement or on the market price of its shares;
 - proceedings are commenced or there is a public announcement of an intention to commence proceedings before a court or tribunal of competent jurisdiction in Australia seeking an injunction or other order in relation to the Placement, which in the Lead Manager's opinion, has reasonable prospects of success and is likely to have a material adverse effect on Dicker Data or the Placement;
- (regulatory action) ASIC:
 - makes an application for an order under Part 9.5 of the Corporations Act in relation to the Placement, and any such application becomes public or is not withdrawn within 2 business days after it is made or where it is made less than 2 business days before the settlement date it has not been withdrawn before the settlement date;
 - commences, or gives notice of its intention to commence, any investigation or hearing under Part 3 of the *Australian Securities and Investments Commission Act 2001* (Cth) in relation to the Placement and any such investigation or hearing (or intention) becomes public or is not withdrawn within 2 business days after it is commenced or where it is commenced less than 2 business days before the settlement date it has not been withdrawn before the settlement date; or
 - there is an application to a government authority (which in the Lead Manager's bona fide opinion, is a serious action with reasonable prospects of success) for any other order, declaration or other remedy, or a government authority commences any other investigation or hearing or announces its intention to do so, in each case in connection with the Placement;
- (quotation) ASX does not, or states that it will not, grant official quotation of all the New Shares on an unconditional basis (or on a conditional basis provided such condition would not, in the opinion of that Lead Manager, have a material adverse effect on the Placement by the settlement date);
- (prosecution) any of the following occurs:
 - a director or senior manager of Dicker Data is charged with an indictable offence;
 - any regulatory body commences any public action against a director of Dicker Data in his or her capacity as such or announces that it intends to take any such action; or
 - any director of the Dicker Data is disqualified from managing a corporation under the Corporations Act;

SUMMARY OF PLACEMENT AGREEMENT

- (timetable) any event specified in the timetable for the Placement is delayed by Dicker Data for more than 1 Business Day without the prior written consent of the Lead Manager (other than when the delay is caused by the Lead Manager);
- (capital structure) Dicker Data alters its capital structure (other than as contemplated by the Placement or the SPP or in the Placement Agreement) without the prior written consent of the Lead Manager;
- (forecasts) the documents prepared in connection with the Placement or any other publication includes any forecast, expression of opinion, belief, intention or expectation which is not based on reasonable grounds (including having regard to ASIC Regulatory Guide 170) or any other announced forecast or expectation comes incapable of being met;
- (debt covenants) Dicker Data or any of its subsidiaries is in breach of any debt covenant;
- (fraud) Dicker Data or any of its directors or officers (as that term is defined in the Corporations Act) engage in any fraudulent conduct or activity whether or not in connection with the Placement;
- (force majeure) there is an event or occurrence, including any statute, order, rule, regulation, directive or request (including one compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any government authority which makes it illegal for the Lead Manager to satisfy an obligation under this document, or to market, promote or settle the Placement;
- (withdrawal) Dicker Data withdraws the Placement or any part of it;
- (change in senior management) a change to the board of directors, the chief executive officer or chief financial officer of Dicker Data;
- (certificates) any certificate which is required to be provided by Dicker Data under this Placement Agreement is not provided when required;
- (insolvency) any Group member is, or becomes, insolvent; or
- (condition precedent) a condition precedent under the Placement Agreement not being satisfied or waived by the Lead Manager by the time required.

The Lead Manager may also in its sole discretion, terminate, without cost or liability to itself, at any time, if any one or more of the following occur before 4pm on the settlement date and the Lead Manager has reasonable grounds to believe that such event, matter or circumstance has or is likely to have a material adverse effect on the financial position or prospects of Dicker Data or the outcome or success of the Placement or the market price of, or ability to settle the Placement of, any of the shares to be issued under the Placement:

- (breach) Dicker Data is in breach of any terms and conditions of the Placement Agreement or any representation or warranty by Dicker Data is or becomes incorrect, untrue or misleading;
- (due diligence) there is an omission from or misstatement relating to the completed due diligence questionnaire or meetings with management provided by Dicker Data;
- (change in laws) there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State or Territory of Australia a new law, or the Reserve Bank of Australia, or any Commonwealth or State or Territory authority, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced prior to the date of this Placement Agreement);

SUMMARY OF PLACEMENT AGREEMENT

- (compliance with laws) a contravention by Dicker Data of the Corporations Act, its constitution, any of the ASX Listing Rules or any other applicable law or regulation;
- (offer) any aspect of the Placement does not comply with the Corporations Act or the ASX Listing Rules;
- (certificate) any certificate which is required to be provided by Dicker Data under this Placement Agreement is untrue or incorrect;
- (adverse change) there is an adverse change, or an event occurs which is likely to give rise to an adverse change, in the financial position, results, condition, operations or prospects of the Dicker Data group other than as disclosed by Dicker Data to the ASX before the date of the Placement Agreement;
- (debt facilities):
 - Dicker Data or any of its subsidiaries breaches, or defaults under, any provision, undertaking, covenant or ratio of a material debt or financing arrangement or any related documentation to which that entity is a party which has an adverse effect on Dicker Data; or
 - an event of default or event which gives a lender or financier the right to accelerate or require repayment of the debt or financing, or other similar material event occurs under or in respect to any such debt or financing arrangement;
- (banking disruption):
 - trading in all securities quoted or listed on ASX, the London Stock Exchange or the New York Stock Exchange is suspended or limited in a material respect for one day on which the exchange is open for trading or substantially all of one trading day;
 - any adverse change or disruption to the existing financial markets, political or economic conditions of Australia, Hong Kong, Singapore, the European Union, the United States or the United Kingdom or the international financial markets or any change in national or international political, financial or economic conditions;
 - a general moratorium on commercial banking activities in Australia, the United States, the European Union, Hong Kong or Singapore declared by the relevant central banking authority in any of those countries, or a material disruption in commercial banking or security settlement or clearance services in any of those countries;
- (hostilities) hostilities not presently existing commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) or a major terrorist act is perpetrated involving any one or more of Australia, New Zealand, the United States of America, Japan, Hong Kong the People's Republic of China, the United Kingdom a member state of the European Union, South Korea, North Korea, Israel, Russia, Syria, any member state of the North Atlantic Treaty Organisation or Ukraine or a national emergency is declared by any of those countries, or a significant terrorist act is perpetrated anywhere in the world;
- (Dicker Data information) information made public by Dicker Data pursuant to its continuous disclosure obligations includes a statement which is or becomes misleading or deceptive or likely to mislead or deceive; or
 - (change of control) a scheme of arrangement or reconstruction is announced by the Issuer, or another offer to security holders is announced by another person, which, if implemented, may result in a person and their associates acquiring a beneficial interest in, or voting power of, 50% or more of the interests in Dicker Data.

SUMMARY OF PLACEMENT AGREEMENT

- Dicker Data gives customary representations and warranties to the Lead Manager in connection with (among other things) the Placement. Dicker Data also gives customary undertakings to the Lead Manager, including that (subject to certain exceptions) it will not issue further equity securities, and will conduct its business in the ordinary course, for a period of time following completion of the Placement.
- Subject to certain exceptions, Dicker Data has agreed to indemnify and hold harmless the Lead Manager and certain related persons (each an **Indemnified Party**) from and against all losses directly or indirectly suffered or incurred by an Indemnified Party in connection with the Placement and the Placement Agreement. Dicker Data also releases each Indemnified Party against claims made by Dicker Data or its related bodies corporate as a result of the participation of that Indemnified Party in the preparation of the offer materials or in relation to the Placement, the engagement of the Lead Manager pursuant to the Placement Agreement and the Indemnified Party's performance of services, except to the extent of certain agreed carve outs related to the Lead Manager's culpability for the loss. The Lead Manager will be paid underwriting and management fees of an agreed percentage of the proceeds of the Placement (which is disclosed in the Appendix 3B lodged by Dicker Data today). Dicker Data must also reimburse the Lead Manager for certain expenses (including legal expenses) incurred in connection with its role as Lead Manager.



QUESTIONS?



DICKER
D A T A

THANK YOU

for your time and participation today

DISCLAIMER

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www.DickerData.com.au



David Dicker - CEO
Mary Stojcevski - CFO
Vladimir Mitnovetski COO

David.Dicker@dickerdata.com.au
Mary.Stojcevski@dickerdata.com.au
Vlad.Mitnovetski@dickerdata.com.au