

09 September 2025

Compliance with Listing Rules 12.7 and 12.8

SYDNEY, AUSTRALIA - Dicker Data (**ASX: DDR**) ("**Dicker Data**" or the "**Company**") refers to ASX's letter dated 1 September 2025 concerning non-compliance with ASX Listing Rule 12.7 and potential non-compliance with Listing Rule 12.8 following Board changes announced on 16 May 2025. We appreciate the opportunity to respond and set out below our answers in the order requested.

1. Circumstances

On 16 May 2025, DDR announced a leadership transition under which Ms Fiona Brown became Executive Chair. As a consequence, the composition of the Audit & Risk Management Committee (**ARC**) no longer satisfied the committee structure contemplated for S&P/ASX 300 entities by Listing Rule 12.7 (i.e., alignment with ASX Corporate Governance Council Recommendation 4.1). This gave rise to the non-compliance identified by ASX.

Dicker Data Limited advises that, effective 16 May 2025, upon her appointment as Executive Chair, Ms Fiona Brown ceased to be a member of the Audit & Risk Committee and the People & Culture Committee (**PCC**).

2. Steps to return to compliance

Since that date, the Board has been actively recruiting an additional Independent Non-Executive Director (**INED**) with relevant expertise to join the Board and become a member of the ARC and PCC.

This recruitment is well advanced and being conducted with priority to restore full compliance.

3. Timeframe

DDR expects to complete this appointment and restore compliance with LR 12.7 within approximately three months, and in any event by no later than 30 November 2025. DDR will notify ASX and the market immediately upon the appointment becoming effective.

4. Interim governance arrangements

Pending the INED appointment, the Board has implemented the following measures to ensure robust oversight of financial reporting and audit matters:

- The ARC currently includes two independent non-executive directors, chaired by an independent director;
- The ARC meets with the external auditor in closed session (without management present) at each meeting and as required.
- Material accounting judgements and audit matters are escalated to the full Board, with the independent NEDs leading deliberations and recommendations.

These arrangements are designed to substantively reflect the intent of CGC Recommendation 4.1 while the committee is awaiting a new member. These arrangements were in place during the interim reporting period ending 30 June 2025.

5. Arrangements under Listing Rule 12.8 (remuneration committee)

DDR's PCC currently includes two independent non-executive directors and is chaired by an independent director. The incoming INED will be added to the PCC upon appointment.

The Board is committed to strong governance, rapid remediation, and transparent engagement with ASX. DDR undertakes to announce the restoration of compliance with LR 12.7 immediately upon the INED's appointment and will continue to confirm ongoing compliance with LR 12.8.

Authorised for release by the Board of Dicker Data Limited.

About Dicker Data

Dicker Data (ASX: DDR) is an Australian-owned and operated, ASX-listed technology hardware, software, and **cloud** distributor in business since 1978. Our sales and **presales** teams are experienced product specialists who are dedicated to helping our partners tailor solutions to suit their client's needs.

As a distributor, we sell exclusively to our valued partner base. We pride ourselves on developing strong long-term relationships with our customers, and **helping them grow**. This customer-first approach means we are proactive in engaging with our resellers and allows us to dynamically shift with changing market conditions, in turn helping to **increase profitability**.

Dicker Data distributes a **wide portfolio of products** from the world's leading technology vendors, including **Cisco, Citrix, Dell Technologies, Hewlett Packard Enterprise, HP, Lenovo, Microsoft**, and other Tier 1 global brands. As the leading Australian distributor for many of these vendors, Dicker Data is dedicated to helping our partners deliver industry-leading **solutions** built on the world's best technologies. <https://www.dickerdata.com.au/>