

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

DICKER DATA LIMITED

ABN/ARBN

95 000 969 362

Financial year ended:

31 DECEMBER 2025

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: <https://www.dickerdata.com.au/investor/governance-and-policy>

The Corporate Governance Statement is accurate and up to date as at 26 February 2026 and has been approved by the Board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 26 February 2026

Name of Director or Secretary authorising lodgement:

Erin McMullen – Company Secretary



¹ “Corporate governance statement” is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council’s recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity’s corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes “OR” at the end of the selection and you delete the other options, you can also, if you wish, delete the “OR” at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our Board Charter at: https://www.dickerdata.com.au/investor/governance-and-policy	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of our Diversity & Inclusion policy at: https://www.dickerdata.com.au/investor/governance-and-policy</p> <p>and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement which can be found at: https://www.dickerdata.com.au/investor/governance-and-policy</p> <p>and our measurable objective for achieving gender diversity in the composition of its 40% Female, 40% Male and 20% open is also outlined in our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement in which can be found at:</p> <p>https://www.dickerdata.com.au/investor/governance-and-policy</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process, in our Corporate Governance Statement which can be found at:</p> <p>https://www.dickerdata.com.au/investor/governance-and-policy</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement, which can be found at:</p> <p>https://www.dickerdata.com.au/investor/governance-and-policy</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process is stated in our Corporate Governance Statement, which can be found at:</p> <p>https://www.dickerdata.com.au/investor/governance-and-policy</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/></p> <p>The People and Culture Charter can be found at: https://www.dickerdata.com.au/investor/governance-and-policy</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix in our Corporate Governance Statement in section 1.8, which can be found at: https://www.dickerdata.com.au/investor/governance-and-policy</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement which can be found at: https://www.dickerdata.com.au/investor/governance-and-policy</p> <p>and the information referred to in paragraph (b) is outlined in our Corporate Governance Statement which can be found at: https://www.dickerdata.com.au/investor/governance-and-policy</p> <p>and the length of service of each director is also outlined in our Corporate Governance Statement at: https://www.dickerdata.com.au/investor/governance-and-policy</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input type="checkbox"/>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values in our Corporate Governance Statement and Code of Conduct, both of which can be found at: https://www.dickerdata.com.au/investor/governance-and-policy	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code by a director or senior executive; and (2) any other material breaches of that code that call into question the culture of the organisation.	<input checked="" type="checkbox"/> and we have disclosed our Code of Conduct at: https://www.dickerdata.com.au/investor/governance-and-policy	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our Whistleblower Policy at: https://www.dickerdata.com.au/investor/governance-and-policy	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: There isn't a separate Anti-Bribery and Corruption Policy, however Dicker Data's Code of Conduct outlines clear guidelines in relation to anti-bribery and corruption. https://www.dickerdata.com.au/investor/governance-and-policy The intention is to develop a standalone Anti-Bribery and Corruption Policy in FY26.	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p>The Audit and Risk Management committee charter can be found at: https://www.dickerdata.com.au/investor/governance-and-policy</p> <p>The information referred to in paragraphs (4) and (5) can be found at:</p> <p>4.1(a)(4) Corporate Governance Statement and Directors Report Section of the Annual Report Refer https://www.dickerdata.com.au/investor/governance-and-policy</p> <p>4.1(a)(5) Directors Report Section of the Annual Report Refer https://www.dickerdata.com.au/investor/governance-and-policy</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://www.dickerdata.com.au/investor/governance-and-policy	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://www.dickerdata.com.au/investor/governance-and-policy and https://www.dickerdata.com.au/about-us	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement which can be found at: https://www.dickerdata.com.au/investor/governance-and-policy	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<input checked="" type="checkbox"/> The Audit and Risk Management committee charter can be found at: https://www.dickerdata.com.au/investor/governance-and-policy The information referred to in paragraphs (4) and (5) can be found at: 7.1(a)(4) Corporate Governance Statement and Directors Report Section of the Annual Report Refer https://www.dickerdata.com.au/investor/governance-and-policy 7.1(a)(5) Directors Report Section of the Annual Report Refer https://www.dickerdata.com.au/investor/governance-and-policy	<input type="checkbox"/> set out in our Corporate Governance Statement
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement which can be found at: https://www.dickerdata.com.au/investor/governance-and-policy	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	<input checked="" type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs in our section 4.6 in the Corporate Governance Statement which can be found at: https://www.dickerdata.com.au/investor/governance-and-policy	<input type="checkbox"/> set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement which can be found at: https://www.dickerdata.com.au/investor/governance-and-policy and, if we do, how we manage or intend to manage those risks is disclosed in our Corporate Governance Statement which can be found at: https://www.dickerdata.com.au/investor/governance-and-policy	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/></p> <p>The People and Culture Committee Charter can be found at: https://www.dickerdata.com.au/investor/governance-and-policy</p> <p>The information referred to in paragraphs (4) and (5) can be found at:</p> <p>Corporate Governance Statement and Directors Report Section of the Annual Report Refer https://www.dickerdata.com.au/investor/governance-and-policy</p> <p>8.1(a)(5) Directors Report Section of the Annual Report Refer https://www.dickerdata.com.au/investor/governance-and-policy</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in our Corporate Governance Statement which can be found at: https://www.dickerdata.com.au/investor/governance-and-policy or Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it in our Corporate Governance Statement which can be found at: https://www.dickerdata.com.au/investor/governance-and-policy</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>



Corporate Governance Statement

Corporate Governance Statement

The Dicker Data Limited (**Dicker Data or Company**) Board of Directors is pleased to present Dicker Data's latest Corporate Governance Statement (**Statement**). This Statement outlines Dicker Data's principal corporate governance practices in place during the financial year ended 31 December 2025. Copies of all governance documents referred to in this Statement can be found at <https://www.dickerdata.com.au/investor/governance-and-policy>.

The Board and management team maintain high standards of corporate governance ensuring our governance practices are aligned with our business needs and stakeholder expectations.

Our governance policies and practices have been consistent with the majority 4th edition of the ASX Corporate Governance Council's Principles and Recommendations (**ASX Governance Principles**) throughout the year. These policies and practices are reflected in this Statement as well as our Appendix 4G.

We regularly review our governance practices to consider changing stakeholder expectations, changes in the Company and relevant emerging corporate governance developments.

Our governance framework ensures accountability, both of the Board and Senior Executives, to the Company and its shareholders. The diagram below summarises our governance framework, including the functions reserved for the Board. The functions carried out by the two standing Board Committees are outlined in section 2.1 of this Statement.

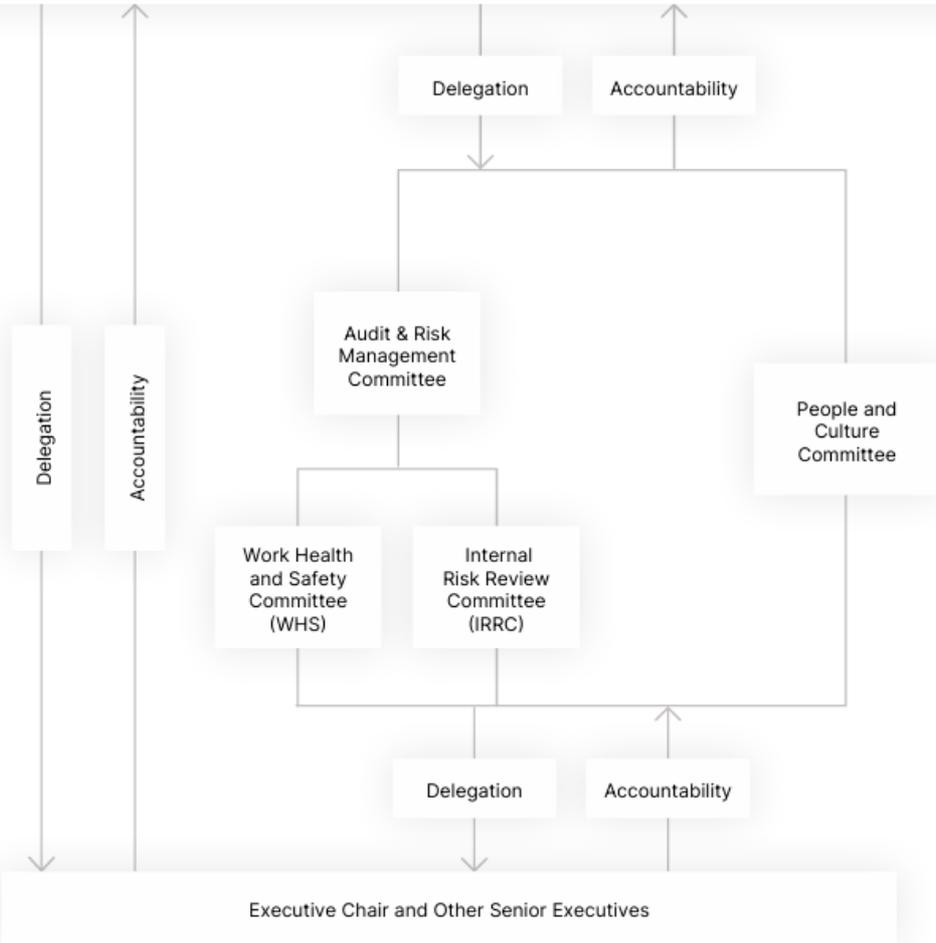
The following diagram (Diagram 1) depicts the operation of the Company's current governance framework

Dicker Data Board

Formally delegates certain functions to Board Committees and to management via the formal Board and Committee Charters.

Directly retains responsibility for a number of matters, including:

- Overall strategic guidance, instilling of the Company's values and approving the Code of Conduct;
- Oversight of financial and capital management;
- Promotion of effective engagement with shareholders;
- Promoting ethical and responsible decision-making;
- Ensuring a robust risk management framework is in place;
- Monitoring the systems of compliance, risk management and control;
- Board composition and structure;
- Overseeing the Company's process for making timely and balanced disclosure of all material information; and
- Remuneration of executives and board, employee incentives, remuneration policy.



1 The Board of Directors

Relevant governance document:

- Board Charter
 - <https://www.dickerdata.com.au/investor/governance-and-policy>
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1.1 The Responsibilities of the Board

The Board is responsible for demonstrating leadership, approving strategic objectives, setting the tone on values and the Code of Conduct, and overseeing Management and the Company's performance, risk and compliance obligations.

To support clear accountability, the Board operates under a formal Board Charter which specifies matters reserved to the Board (summarised in diagram 1) and provides for delegation to Board Committees and Senior Executives for the day-to-day management of the Company.

Further detail around the responsibilities reserved for the Board are outlined in the Board Charter, which is reviewed annually to ensure the division of responsibilities between the Board; its Committees and Senior Executives (that being the Chief Financial Officer, Chief Operating Officer and Chief Information Officer) remain appropriate for the Company's needs.

The Board has established two standing committees which assist the Board by examining various issues and making recommendations to the Board: the Audit and Risk Management Committee and the People and Culture Committee, each operating under its own Board-approved charter.

1.2 Board Composition

As of 31 December 2025, there were seven Directors on our Board. Table 1 below sets out each Director, the commencement of their tenure, and their status as an independent or non-independent Director.

Table 1

Director	Tenure commencement	Independent / Non-independent
Ms Fiona Brown	7 May 1983	Non-independent, Executive Chair
Ms Mary Stojcevski	31 August 2010	Non-independent, Executive Director
Mr Vladimir Mitnovetski	8 September 2014	Non-independent, Executive Director
Mr Ian Welch	6 August 2015	Non-independent, Executive Director
Ms Leanne Ralph	13 December 2019	Independent, Non-Executive Director
Ms Kim Stewart-Smith	29 March 2021	Independent, Non-Executive Director
Mr Marcus Derwin	17 December 2025	Independent, Non-Executive Director

Directors' qualifications and experience are listed in the Annual Report in the Directors' Report, including details of their other listed entity Directorships. This information can also be found on the Company's website.

1.3 Director Independence

The Board assesses the independence of all Directors against the criteria outlined in Box 2.3 of the ASX Governance Principles annually. The Board considers a Director to be independent if they are independent of management and free of any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the exercise of their unfettered and objective judgement.

Information about any such interests or relationships, including any related financial or other details, is assessed by the Board to determine whether the interest, position, association or relationship could, or could reasonably be perceived to, materially interfere with the exercise of a Director's unfettered and independent judgement. As part of this process, the Board considers each of the factors relevant to assessing the independence of a Director set out in Box 2.3 of the ASX Governance Principles, and other facts, information and circumstances that the Board considers relevant. The Board considers the materiality of any given relationship on a case-by-case basis.

The Board assesses the independence of new Directors on appointment and makes an annual assessment of each non-executive Director to determine whether it considers the Director to be independent.

Fiona Brown, the Executive Chair, is a substantial shareholder of the Company and therefore is not considered to be independent based on the criteria outlined in the ASX Governance Recommendations.

There are three other Executive Directors who are employed by the Company and are not considered to be independent by virtue of their positions.

Leanne Ralph, Kim Stewart-Smith and Marcus Derwin are all independent Non-Executive Directors.

The Company does not have a majority of independent Directors on the Board; however, the Board considers the current composition appropriate having regard to the Company's operations and strategic needs. Independent Directors support robust decision-making through the Board's committee structure (including independent committee chairs), access to independent external advice, and actively challenge management. The Board assesses Director independence annually in accordance with the ASX Corporate Governance Principles and Recommendations. The Executive Directors bring deep industry expertise and extensive knowledge of Dicker Data, and all Directors apply their skills and exercise independent judgement in considering matters before the Board. Directors also hold shares in the Company, aligning their interests with those of shareholders.

1.4 Our Chair

Fiona Brown is the Executive Chair of the Board and, as an executive director, is not considered independent. The Board considers this arrangement appropriate given Ms Brown's deep sector knowledge and leadership experience. She co-founded Dicker Data and has served on the Board for more than 47 years, including over 20 years in senior executive roles within the business, as well as executive leadership experience in other organisations.

1.5 Relationship Between the Board and our Management

The Executive Chair provides strategic leadership and oversight of the Company and is supported by the Senior Executive leadership team comprising the COO, CFO and CIO, who report directly to the Executive Chair. In accordance with the Board Charter and the delegations approved by the Board, management is responsible for implementing the Company's strategy and for the day-to-day

management and operational performance of the business and provides regular reporting to the Board on the exercise of its delegated authority and the delivery of approved plans and policies.

1.6 Nomination and Appointment of Directors

When considering the appointment of Directors to the Board, a formal process is undertaken to identify various candidates, with interviews held and appropriate back-ground checks carried out. In addition, the Board considers and formally resolves to support the election or re-election of Directors to shareholders at general meetings/annual general meeting.

Before Director candidates are selected, the Board considers the current collective skills and competencies and will assess its needs at that time and in the future and develop selection criteria for the candidates. Candidates are required to disclose their other commitments and confirm that they are able to dedicate sufficient time to their duties. A shortlist of candidates is considered by the Board relative to its selection criteria.

We provide shareholders, in the relevant notice of meeting, with all information in our possession relevant to assist them to make an informed decision on all Directors standing for election or re-election. This information includes biographical details, covering relevant qualifications, experience and skills Directors bring to the Board, details of any other material Directorships currently held by the candidate, the term of office currently served by the Directors, a statement on the independence of the candidate and the reasons why, and a statement by the Board as to whether it supports the election or re-election of the candidate and a summary of the reasons why.

Directors are elected or re-elected in accordance with the Company Constitution, the *Corporations Act 2001* (Cth) (**Corporations Act**), and the ASX Listing Rules. At our 2025 Annual General Meeting, Ian Welch and Leanne Ralph were re-elected by shareholders.

1.7 Induction and Ongoing Development

A Director induction program has been designed, and Directors are expected to participate in this induction and orientation program on appointment. In addition, industry updates are regularly provided to the Board to ensure they are informed about developments within the Company and the industry in which it operates.

1.8 Knowledge, Skills and Experience

The Board maintains a Board Skills Matrix that outlines the skills and experience considered by the Board to be important for its Directors to collectively possess. These skills are set out in Table 2, with each considered a competency that the Board believes it requires to effectively discharge its duties.

The Board Skills Matrix and competency descriptions are reviewed annually to ensure the skills remain relevant to the Company. This review was carried out in 2025 with no changes to the skills or the description of those skills deemed necessary.

In reviewing the Board Skills Matrix, the Board identified that, collectively, the Board does have the necessary mix of skills and experience appropriate to the current size and complexity of the Company's business. This is evidenced in the Director backgrounds in the Company's Annual Report which outlines the skills and expertise of each Director.

Diagram 2 illustrates the number of directors that have a level 3, 'high', or level 2, 'medium' competency, and experience in the described skill, where directors were asked to rate their competency level for each identified skill as follows:

High: Strong working knowledge or expertise and experience;
 Medium: Solid working knowledge and some experience; and
 Low: Limited knowledge and not an area of experience.

These numbers are extracted directly from the Board Skills Matrix.

In addition to the skills and experience set out in Table 2, we consider that each Director has the following attributes:

- honesty and integrity;
- the ability to think strategically;
- the time available to devote to Dicker Data’s business;
- a willingness to question and challenge; and
- a commitment to the highest standards of governance.

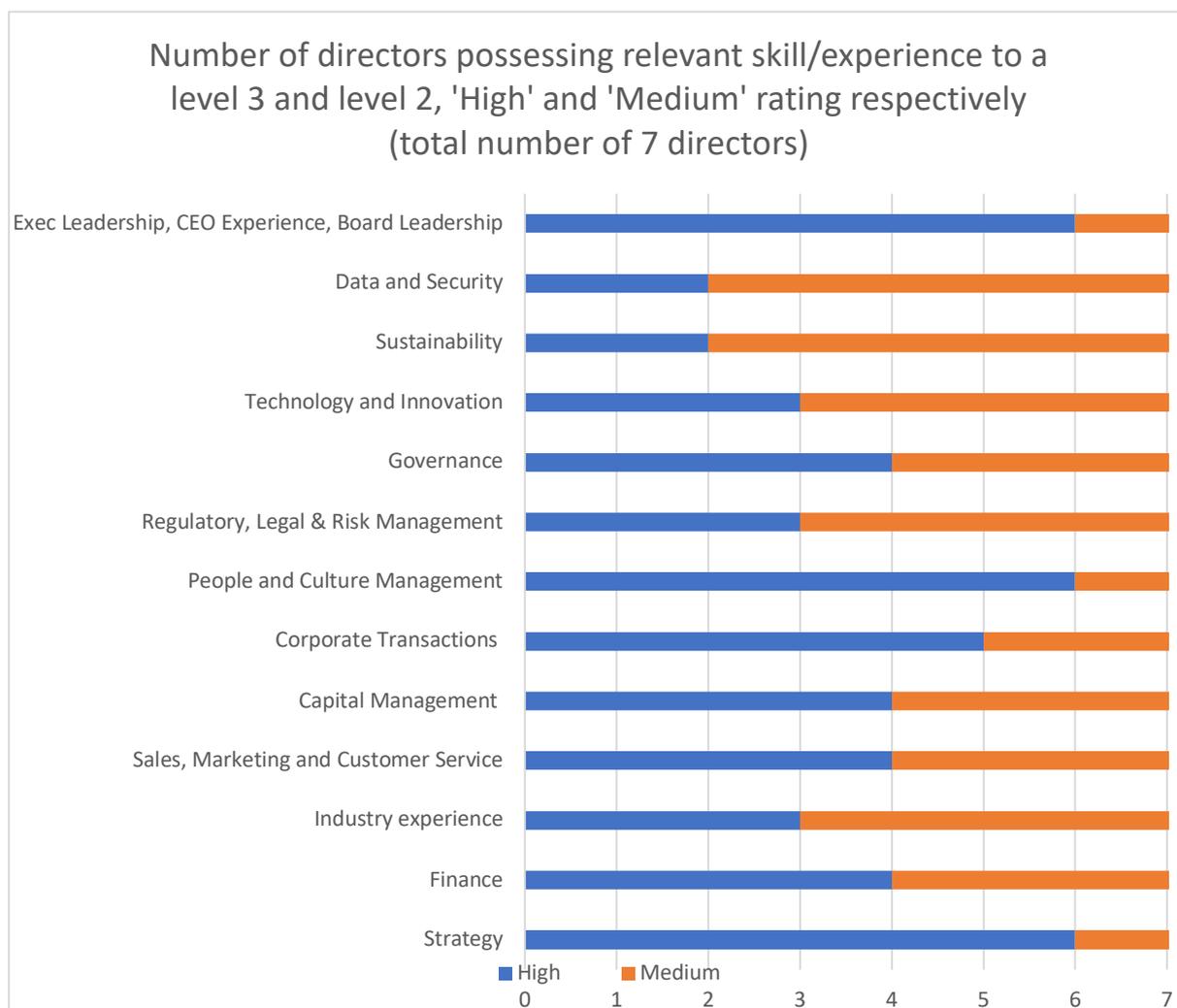
All Directors are expected to use their range of relevant skills, knowledge and experience and to apply their judgement to all matters discussed at Board meetings.

Table 2

SKILL	DESCRIPTION
Strategy	Ability to think strategically and identify and critically assess opportunities and threats and develop effective strategies in the context of changing market conditions, including disruptions and innovations.
Finance	Understanding the financial drivers of the business, experience in financial accounting and reporting, corporate finance and financial controls.
Industry experience	Experience and broad understanding of the technology market, including market drivers, risks and trends including policies, competitors, end users, regulatory policy and framework.
Sales, Marketing and Customer Service	Clear understanding of developing and implementing sales and marketing teams and strategies, recruiting, running and incentivising sales teams, and setting sales budgets and targets. Experience in developing customer focussed strategies and developing customer outcomes.
Capital markets	Expertise in considering and implementing efficient capital management including alternative capital sources and distributions, yields and markets.
Corporate Transactions	Experience in assessing and completing business transactions, including mergers, acquisitions, divestments, capital management, major projects and business integration.
People and Culture Management	Board Committee or senior executive equivalent experience relating to people management and human resources, corporate culture, and remuneration issues.
Regulatory, Legal and Risk Management	Experience in identification, monitoring and management of material financial and non-financial risks, including legal and regulatory compliance, cyber security risk, oversight of compliance management frameworks, controls and systems, ability to identify and oversee mitigation strategies for emerging risk and compliance issues in the organisation. Knowledge of legal and regulatory requirements of the Group.

SKILL	DESCRIPTION
Governance	Knowledge and experience in best practice governance structures, policies, and processes, including experience with ASX-listed entities.
Technology and Innovation	Experience and expertise in the area of technology applied to technology distributor companies, including keeping abreast of emerging technologies and other innovations relevant to the Company.
Sustainability	Expertise in Environmental, Social, and Governance (ESG), including climate-related governance, with well-developed knowledge of climate-related risk and opportunity management.
Data and Security	Understanding the use of data and requirements relating to data security, cyber risk, and privacy.
Executive Team Leadership / CEO Experience / Board Leadership	Experience in CEO or other senior executive leadership roles. Experience in Board or other committee leadership roles.

Diagram 2



2 Operation of the Board

Relevant governance documents:

- [Audit and Risk Management Committee Charter](#)
- [People and Culture Committee Charter](#)
- <https://www.dickerdata.com.au/investor/governance-and-policy>

2.1 Board Committees

Our Board has established the following standing committees, which assist it with the execution of its responsibilities. The composition and effectiveness of the committees are reviewed on an annual basis:

- Audit and Risk Management Committee (ARC); and
- People and Culture Committee (P&C)

In addition, the Board may establish ad-hoc committees or delegate authority to existing committees to oversee specific activities.

Each of these committees operate in accordance with specific charters approved by the Board, which sets out its composition, functions and responsibilities.

Details of the number of committee meetings held during the year and individual Directors' attendance at these meetings can be found in the 2025 Directors' Report. Details of the qualifications and experience of committee members can also be found in the Directors' Report.

A high-level description of each committee's responsibilities and committee composition as at 31 December 2025 is set out in the following table.

Table 3

Committee	Members	Composition Requirements	Key Responsibilities
ARC	Kim Stewart-Smith (Chair) Leanne Ralph Marcus Derwin	<ul style="list-style-type: none">- At least three members, all of whom must be non-executive Directors and a majority of whom are independent Directors.- The Chair should be an independent non-executive Director, who is not the Chair of the Board.- All members should be financially literate and at least one member must have financial expertise, and some members must have an understanding of the industry in which Dicker Data operates.	<ul style="list-style-type: none">• Financial reporting and controls: oversee the integrity of financial reporting (incl. key judgements) and the effectiveness of related internal controls and recommend approval of the financial statements to the Board.• Audit oversight: recommend appointment/remuneration of the external auditor, approve audit scope, monitor independence/performance (incl. non-audit services), and oversee management's response to audit findings.• Risk management: oversee the risk management framework and key risk exposures (including emerging risks) and monitor significant incidents/control breaches and insurance coverage.• Disclosure and reporting: oversee continuous disclosure processes and review key regulatory reporting (including governance and climate/ESG-related disclosures in the Annual Report).

			<ul style="list-style-type: none"> • Governance oversight: monitor related party transactions and oversee tax governance (including tax risk tolerance and the tax risk framework); and • Compliance: oversee the Company's systems and procedures for compliance with applicable legal and regulatory requirements.
P&C	<p>Leanne Ralph (Chair) Marcus Derwin Kim Stewart-Smith</p>	<ul style="list-style-type: none"> - At least three members, all of whom are independent Directors. - The Chair should be an independent Director. - All members should have an appropriate level of understanding of the ASX Governance Principles, the Company's business and organisation structure, the functions of the Board and the various roles and responsibilities of Directors and other senior executive positions, disclosure requirements under the Corporations Act and ASX Listing Rules, and the complexities involved in negotiating and determining executive remuneration packages. 	<ul style="list-style-type: none"> • Board composition and succession: supports Board succession planning, director appointment and re-election processes, and recommends appropriate Board size and composition • Board capability and effectiveness: oversees director induction and continuing professional development, and the process for evaluating the performance of the Board, committees and individual directors. • Skills matrix and diversity: maintains and regularly reviews the Board skills matrix, oversees the Diversity and Inclusion Policy and monitor's progress. • Executive and Board remuneration: develops and recommends remuneration framework/settings for directors and senior executives, including incentives/equity plans, recruitment/retention/termination policies, and considers if shareholder approval is required for remuneration changes. • Remuneration governance and assurance: ensures remuneration structures align with purpose/values/risk appetite, oversees any remuneration consultant engagement safeguards, and monitors material remuneration trends. • Talent management and executive succession: oversees CEO appointment processes, succession plans for senior executives and other key leadership roles, and broader talent management. • People, culture and respectful workplace: oversees people and culture strategy, including respectful behaviours, psychosocial risk controls, diversity and inclusion initiatives, and relevant compliance (including the positive duty and employee data privacy). • Reporting and disclosure: liaises with ARC/Board on remuneration-related reporting, approves the annual remuneration report for inclusion in the annual report, and oversees required governance disclosures.

2.2 Remuneration of Directors and Senior Executives

Remuneration of Executives

Our remuneration framework is designed to ensure that the level and composition of remuneration is both competitive and motivational. Remuneration is intimately connected to performance and is intended to be appropriate for the results delivered. The Company's policies are designed to attract and maintain talented and motivated employees as well as raising the level of performance of the Company.

In making its recommendations to the Board the People and Culture Committee ensures that:

- Remuneration is set with reference to prevailing market rates for similar positions, adjusted to account for experience, productivity and ability;
- Remuneration packages are designed to motivate senior management to pursue the long-term growth and success of the Company, and not reward conduct that is contrary to the Company's values or risk appetite; and
- A clear relationship exists between performance and remuneration.

Remuneration of Non-Executive Directors

Our Non-Executive Directors are remunerated by way of fees which are set with reference to the prevailing market rates. They do not participate in the schemes designed for the remuneration of executives, nor do they receive bonus payments, or any retirement benefits other than statutory superannuation.

Each Director's current Dicker Data shareholding is set out in the Remuneration Report in the 2025 Annual Report.

Conversely to preserve independence and impartiality, no element of Non-Executive Director remuneration is 'at risk' (that is, it is not based on the performance of the Group).

Minimum Shareholding Requirement

To create alignment between executives and NEDs and shareholders, the Company has a policy that requires Senior Executives (currently being the Chief Operating Officer, Chief Financial Officer and Chief Information Officer), and NEDs to have a minimum shareholding of Dicker Data shares.

Senior Executives are required to hold shareholdings at least 300% of one year's prevailing total fixed remuneration and NEDs are required to hold shareholdings equal to 100% of one year's base fees at the time of appointment.

These minimum shareholdings are expected to be met within:

- the 5th anniversary of the commencement date of the Policy (22 February 2022);
- the 5th anniversary of the appointment of a NED;
- the 5th anniversary of the commencement of the employee at the Senior Executive level;
- the 5th anniversary of the executive's promotion within the Senior Executive level; or
- the 5th anniversary of the Senior Executive's commencement date with the Company.

This policy is reviewed annually.

2.3 Performance Evaluation

The performance of Management is reviewed on an ongoing basis with one-on-one meetings held with Senior Executives / Executive Chair which forms part of a continuous review process. This process was undertaken in the reporting period.

The Board has not undertaken a review of its performance and the performance of its committees in the reporting period. With the recent changes to the composition of the Board, a formal performance review process may be considered for 2026.

Further information on Directors' and executives' remuneration, including principles used to determine remuneration and KPIs for short term and long-term incentives, is set out in the Annual Report under the heading 'Remuneration Report'.

2.4 Independent Advice

In order to facilitate independent judgement in decision-making, each Director has the right to seek independent professional advice at the Company's expense.

2.5 Agreements with Directors and Senior Executives

The Non-Executive Directors are appointed pursuant to formal letters of appointment which, among other things, set out the key terms and conditions of the appointment, the Board's expectations in relation to the performance of the Director, procedures for dealing with a Director's potential conflict of interest and the disclosure obligations of the Director, together with the details of the Director's remuneration.

All Senior Executives (defined as a member of the Executive Team) currently directly report to the Executive Chair. All senior executives have detailed service contracts in place with their performance criteria requirements outlined in this document.

2.6 Company Secretary

The Board Charter expressly provides that the Company Secretary is directly accountable to the Board through the Chair on all matters to do with the proper function of the Board. All Directors have access to the Company Secretary, who is appointed by, and accountable to, the Board on all governance matters.

2.7 Board Meetings

Details of Board meetings held during the year and individual Directors' attendance at these meetings can be found in the Directors' Report in the 2025 Annual Report.

3 Diversity and Inclusion

Relevant governance document:

- Diversity and Inclusion Policy
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3.1 Diversity and Inclusion at Dicker Data

A formal Diversity and Inclusion Policy has been adopted by the Board that outlines the Company's commitment to inclusion at all levels, regardless of gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background, perspective, and personal experience.

3.2 Dicker Data Diversity Profile, Diversity Initiatives and Measurable Objectives

The Company's induction, training and other programs are designed to promote the Company's culture of diversity and female participation in the workplace and within leadership positions.

Consideration has recently been given to gender diversity targets within the organisation which more accurately reflects the gender diversity in the workforce. The Board has also recently endorsed the following gender diversity targets for the Board, Senior Executives, and workforce generally for FY26.

- Director Representation – Female 40%, Male 40%, 20% any gender;
- Senior Executives– Female 40%, Male 40%, 20% any gender; and
- Workforce generally– Female 40%, Male 40%, 20% any gender.

The Board reviews these measurable objectives annually and a review was undertaken in 2025.

We have always had a policy of actively encouraging gender diversity at all levels in the organisation, and a culture that supports workplace diversity. As at 31 December 2025, the following gender diversity levels were evidenced by the Company, with the following statistics for Australia:

- Director Representation: Female 57%, Male 43%.
- Senior Executives: Female 50%, Male 50%.
- Workforce generally: Female 42%, Male 58%.

For these purposes *Senior Executives*, comprises the Executive Chair, Chief Operating Officer, Chief Financial Officer and Chief Information Officer.

Australian gender figures have been impacted by several changes at the Director and Senior Management levels. Due to the low number of company Directors, the departure of the male CEO has reduced the male representation at Board level.

New Zealand does not have Directors or Senior Executives so the workforce general number with New Zealand included is:

- Workforce generally: Female 43%, Male 57%.

The gender diversity of our Board places the Company as one of the best performing ASX300 companies and our Senior Executives gender diversity compare favourably with broader ASX workforce representation benchmarks.

The Company's policies and procedures are outlined in the Diversity and Inclusion Policy and ensure promotion of diversity within the workplace and that management teams are made aware of the policies that exist within the organisation to promote diversity within the workplace.

Dicker Data's induction, training and other programs are designed to promote our culture of diversity and female participation in the workplace and within leadership positions. Regular Leadership training for existing and emerging leaders reinforces Dicker Data's commitment to equality, safety and respect. Additionally, the following has been implemented within Dicker Data:

- All employees complete regular Compliance training, covering topics relating to inclusion and anti-discrimination;
- Annual anonymous Employee Engagement Surveys, one on one Employee Experience Interviews and Exit Interviews all monitor cultural alignment with principles including diversity, inclusion and equality;
- All Dicker Data Leaders and Managers are given access to the People Management Process Guide, which reinforces the responsibilities of all leaders and their teams to uphold a zero-tolerance approach to sex discrimination and sexual harassment in all its forms and contains guidance for how to manage unacceptable behaviour.

Dicker Data offers leaders and their teams' resources to support:

- Menopause
- Mental health
- Flexible working requirements
- Financial hardship / money management
- Domestic and family violence, including rehabilitation.

These resources and initiatives are designed to promote diversity and inclusion while reducing barriers to workforce participation.

The Company is deemed a relevant employer under the Workplace Gender Equality Act and the Company's Gender Equality Indicators are published in accordance with the Act.

4 Risk Management and Assurance

Relevant governance document:

- **Audit and Risk Management Committee Charter**
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4.1 Role of the Audit and Risk Management Committee

The Audit and Risk Management Committee is a committee of the Board that assists the Board in fulfilling its statutory, fiduciary and regulatory responsibilities. Its role is to bring transparency, focus and independent judgement to oversight of the integrity of the Company's corporate reporting and financial statements, the effectiveness of the internal control environment, and the Company's systems and procedures for compliance with applicable legal and regulatory requirements.

The Committee also supports the Board's oversight of risk management by reviewing the Company's risk profile and risk management framework, monitoring material incidents and control issues, and reviewing the adequacy of insurance coverage. In addition, it oversees the external audit relationship (including appointment, scope, independence and performance), and monitors governance matters such as related party transactions and tax risk management, reporting regularly to the Board on matters within its remit

Senior executives, and the external auditors attend meetings by invitation of the Audit and Risk Management Committee. The Committee holds regular meetings with the external auditor without management or executive Directors present. Any Director who is not a member of the Audit and Risk Management Committee may attend any meeting of the Committee.

4.2 Risk Management Framework

The Audit and Risk Management Committee supports the Board's oversight of the Company's risk management framework by reviewing and monitoring the risk profile (financial and non-financial) and assisting the Board to satisfy itself that the framework remains sound and that the Company is operating within the risk appetite set by the Board. The Committee reviews the framework and risk profile at least annually, receives management reporting on emerging risks and control effectiveness, monitors material incidents and breaches of non-financial controls, and oversees the adequacy of key risk processes (including fraud, cybersecurity and data/privacy, AI governance/model risk, conduct risk, climate and sustainability, and digital disruption), escalating matters of significance to the Board and informing related public governance disclosures.

4.3 External Auditor

One of the functions of the Audit and Risk Management Committee is to review and monitor the performance and independence of the external auditor.

The Company's current auditor is Ernst and Young. Ernst and Young have provided an independence declaration to the Board for the year ended 31 December 2025 and this declaration forms part of the 2025 Directors' Report. Details of non-audit services provided by the external auditor over the reporting period are included in the Financial Statements.

Our external auditor is required to attend the Annual General Meeting and is available to answer questions from shareholders about the conduct of the audit and the preparation and content of the external auditor's report; accounting policies adopted by Dicker Data in relation to the preparation of the financial statements; and independence of the auditor in relation to the conduct of the audit.

4.4 Integrity in Financial Reporting and Periodic Corporate Reports

We have a requirement that the Executive Chair and CFO provide written assurance to the Board, prior to approval of the Company's financial statements for each financial period, that in their opinion, the Company's financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of Dicker Data's financial position and performance, and that this opinion has been formed on the basis of a sound system of risk management and internal control which operates effectively.

This written declaration was received by the Board prior to its approval of the full year and half year financial statements for the financial year ended 31 December 2025.

We have a process in place to verify the integrity of any other financial or non-financial corporate reports not reviewed by the external auditor. Any periodic corporate report receives the approval of the Board prior to release to the market. This approval is based on a review of all relevant information provided by management. The specific process for each periodic corporate report will vary depending on the particular release, but generally involves management analysis, discussion and recommendation, backed up by supporting documentation.

4.5 Sustainability

We consider the Company's exposure to economic, environmental and social sustainability risks, and we have policy frameworks to manage both the risks and the opportunities.

Environmental risks (including climate) include exposure to climate-related risks and broader sustainability impacts (e.g. potential changes in regulation, customer/vendor expectations, and reporting requirements), together with compliance risks under environmental laws and standards. These risks sit within the Board's oversight of the Risk Appetite Statement (including climate-related risks) and its responsibility to ensure an appropriate risk management and internal controls framework is in place.

Social and governance risks are treated as part of the Company's "non-financial" risk profile and include workforce and safety obligations (including industrial relations, WHS and psychosocial risk), conduct risk, cybersecurity and data/privacy risks, third-party/vendor risk, fraud and theft, and broader legal and regulatory compliance risks. The Audit and Risk Management Committee support the Board by ensuring the risk management framework adequately considers contemporary and emerging risks (including sustainability and climate change), assessing whether the Company has material exposure to environmental and social risks and how those are managed, and overseeing the preparation of risk summaries (including environmental, social and governance sustainability risks)

Sustainable and responsible business practices are integral to Dicker Data's long-term value creation for customers, vendors, people and shareholders, and to the communities and environments in which we operate. Our ESG approach is informed by stakeholder expectations and a focus on what is most material to the business, with progress and initiatives communicated through our reporting and ESG disclosures.

Key operational initiatives include on-site renewable energy generation (including 1,590 solar panels at our Kurnell site) and rain/stormwater recycling, alongside ongoing waste minimisation and packaging improvements through our membership of the Australian Packaging Covenant Organisation (APCO), including replacing plastic packaging with cardboard and reducing new box usage.

Dicker Data also continues to support social and community initiatives aligned to our values, including partnerships that enable reseller donations towards environmental outcomes such as the Foundation

for National Parks & Wildlife (including matched partner donations) and Trees That Count in New Zealand. In addition, Dicker Data continues to emphasise people and culture outcomes, including diversity and inclusion and workforce representation initiatives reported on our ESG webpage (<https://www.dickerdata.com.au/esg>).

From a disclosure perspective, Dicker Data expects to commence mandatory sustainability reporting for financial years starting on or after 1 January 2025, with climate-related financial disclosures prepared in accordance with Australian Sustainability Reporting Standards (ASRS), as required under Australia's phased mandatory climate reporting regime and related Australian Securities and Investments Commission (**ASIC**) guidance.

Our approach to climate change is outlined in the Sustainability Report and Annual Report.

4.6 Internal Audit

The Company does not currently have an internal audit function. The Audit and Risk Management Committee periodically considers whether an internal audit capability (in-house or outsourced) is required having regard to the size, complexity and risk profile of the business. Management uses a combination of internal controls assurance, external audit insights and targeted third-party reviews to support assurance over key controls.

5 Corporate Responsibility

Relevant governance documents:

- **Code of Conduct**
 - **Whistleblower Policy**
 - **Modern Slavery**
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5.1 Our Values

The Board acknowledges the need for high standards of corporate governance practice and ethical conduct by all Directors and employees of the Company.

The Board has endorsed a Code of Conduct which outlines 'acceptable behaviour' and attitudes expected from all staff to promote and maintain the confidence and trust of all those dealing with the Company.

The Company's core values and commitments are that the Company is:

- flexible;
- accessible;
- knowledgeable;
- collaborative; and
- dedicated.

Vision

Dicker Data's vision is to be the preferred source of industry leading technology, universally recognised for consistently exceeding expectations.

Mission

Dicker Data's mission is to enable, educate and inspire IT resellers to achieve their full potential through the delivery of unparalleled service, technology and logistics.

5.2 Code of Conduct

The Code of Conduct (**Code**) sets the values, commitments, ethical standards and key policies that guide how Dicker Data and its people act, supporting honest and integrity-based decision-making and maintaining stakeholder confidence.

It applies across the Group to directors, senior executives, employees, contractors, consultants and others acting on the Company's behalf, including when representing Dicker Data at work, while travelling for work, or at work-related events.

Group personnel are expected to act in the Company's best interests and consistently with its values; comply with applicable laws and obligations (including ASX Listing Rules and the Corporations Act where relevant); behave ethically and responsibly; treat others respectfully (including preventing harassment, discrimination, bullying and victimisation); deal fairly with customers and suppliers; properly manage conflicts; protect confidential information and Company assets; and report misconduct or breaches (including via the Whistleblower Policy).

The Code also reinforces expectations around anti-bribery and gifts, privacy, health and safety (including psychosocial hazards), modern slavery commitments, and responsible use of social media

A report is presented to the Board at each meeting on any material incidents or breaches to this Code.

5.3 Whistleblower Policy

Dicker Data's Whistleblower Policy supports the Company's compliance with Australia's whistleblower protections framework and its broader governance obligations by providing a clear, protected mechanism for eligible people to report misconduct or an improper state of affairs. It applies across the Group (including subsidiaries and operations in all jurisdictions), sets out what can be reported (including fraud, corruption, unlawful conduct, serious policy breaches and behaviour causing financial or reputational harm), and establishes multiple reporting channels with the ability to make disclosures anonymously. It also commits the Company to protecting confidentiality and limiting disclosure of a whistleblower's identity, except in limited circumstances such as where required by law, to manage serious risks, or to obtain legal advice.

The Policy also outlines how disclosures will be assessed and investigated (internally or via independent third parties), how outcomes will be reported at a high level to the whistleblower where appropriate, and the strict prohibition on retaliation or victimisation. Importantly, it reinforces the Board's oversight role through regular reporting on disclosures and investigations, and confirms the Policy is reviewed at least annually and updated as needed, strengthening ongoing assurance over integrity, compliance and risk management

A report is presented to the Board at each meeting on any material incidents or breaches to this Policy.

5.4 Anti-Corruption and Anti-Bribery Policy

Dicker Data is committed to ensuring that its Directors, officers, employees and agents conduct themselves according to the highest standards of ethical conduct.

Whilst there is not a separate Anti-Bribery and Corruption Policy, Dicker Data's Code of Conduct sets out a clear anti-corruption and anti-bribery expectation across the Group, committing the Company to comply with all applicable anti-bribery and corruption laws in the jurisdictions where it operates. It prohibits offering or paying bribes or secret commissions to advance business interests, notes that facilitation payments may breach anti-bribery laws, and requires personnel not to offer, request or accept any money, opportunity or benefit that could be perceived as an inducement, secret commission or bribe.

The Code also emphasises careful judgement around hospitality, entertainment and gifts (particularly anything beyond normal business practice or that could compromise impartiality), and encourages personnel to seek guidance where needed.

The Code reinforces integrity in dealings with government, requiring interactions with politicians and government officials to be conducted at arm's length and with the highest professionalism, to avoid any perception of improper influence. Political donations or financial contributions (other than in a purely personal capacity) are not permitted without prior Company approval.

A report is presented to the Board at each meeting on any material incidents or breaches to the Policy.

5.5 Modern Slavery

Following the introduction of the *Modern Slavery Act 2018* (Cth), Dicker Data has strengthened its approach to identifying, assessing and addressing modern slavery risks across its operations and supply chain. The Company is preparing its next Modern Slavery Statement for submission to the Department of Home Affairs by 30 June 2026, outlining the steps taken to prevent modern slavery and human

trafficking within the business and to set clear expectations for suppliers, contractors and other business partners.

Dicker Data is committed to continuously improving its due diligence and risk mitigation measures and maintaining high ethical standards across its supply chain. Contracted resellers are bound by Dicker Data's reseller terms and conditions, including warranties and compliance expectations aligned to the Company's policies. During the year, the Company reviewed its modern slavery risk management activities and progress over recent reporting periods, and implemented additional processes, procedures and policies to further strengthen controls. This includes implementation of a Modern Slavery Policy and Supplier Code of Conduct, and engaging FairSupply to undertake an updated quantitative modern slavery risk assessment of the supplier base.

5.6 Privacy

The Company has implemented various systems and processes internally to manage privacy, ensure compliance and mitigate risks.

In addition to their obligations under the Corporations Act in relation to inside information, all Directors, employees, and consultants have a duty of confidentiality to the Company in relation to confidential information they possess.

Further information on the Company's Privacy Policy can be found at <https://www.dickerdata.com.au/privacy-policy>.

5.7 Ethics

The Code of Conduct sets the minimum standards of ethical behaviour expected of all Dicker Data personnel and provides guidance on compliance and integrity in how we work.

It covers key matters including conflicts of interest, insider trading, whistleblowing, gifts and anti-bribery, confidentiality and privacy, and protecting Company assets (including fraud and theft reporting).

5.8 Cybersecurity

Security remains fundamental to Dicker Data's business model and to the trust that underpins every partner and vendor relationship across our ecosystem. The Company recognises that the threat landscape continues to evolve at pace, driven by the proliferation of cloud infrastructure, the rapid adoption of artificial intelligence, increasingly sophisticated attack vectors and the growing commercialisation of cybercrime. Threats such as denial-of-service attacks, ransomware, supply-chain compromises, malware and social engineering campaigns pose material risks to operational continuity, data integrity and stakeholder confidence across organisations of all sizes.

In response, Dicker Data continues to strengthen its own cyber resilience posture through a multi-layered defence strategy comprising:

- **Proactive testing and monitoring** - including regular vulnerability assessments, penetration testing and continuous monitoring of the IT environment to identify and remediate threats before they materialise;
- **A clearly defined strategy and control framework** - aligned with industry-recognised standards and subject to ongoing review to ensure relevance in a changing threat environment;

- **Governance oversight** - with regular reporting and updates to the Audit and Risk Management Committee to ensure cybersecurity risk is visible at Board level and integrated into broader enterprise risk management;
- **Employee awareness and training** - through structured data security awareness programs designed to build a security-conscious culture and reduce human-factor risk across the organisation; and
- **Sustained investment in tools and processes** - that deliver multi-layer protection against unauthorised access, data exfiltration and operational disruption.

Beyond safeguarding its own operations, Dicker Data recognises a broader responsibility and a significant market opportunity, in helping partners strengthen their cybersecurity posture and, in turn, better protect their customers. As a trusted distribution partner, the Company is uniquely positioned to bridge the gap between vendor innovation and practical, real-world security outcomes for partners operating across diverse industries, maturity levels and risk profiles.

To meet partners where they are on their cybersecurity journey, Dicker Data has developed a practical three-tier framework for cybersecurity uplift:

- **Turnkey** - designed for partners seeking a rapid, low-barrier path to offering security services. This model leverages vendor-integrated tools and pre-configured solutions that enable partners to deliver essential cybersecurity protections with minimal in-house complexity. It is particularly suited to partners in the early stages of building a security practice or those looking to complement their core offerings with foundational cyber capabilities.
- **Hybrid** - a collaborative model that combines the partner's existing technical capability with targeted support from vendors and Dicker Data's distribution and technical resources. This approach allows partners to scale their security offerings progressively, drawing on specialist expertise, co-managed services and solution architecture support as they grow their practice and deepen client engagements.
- **DIY (Build Your Own Practice)** - tailored for partners with established in-house security expertise who are building or expanding a dedicated cybersecurity practice. In this model, Dicker Data serves as a strategic enabler, providing access to a curated portfolio of best-in-class solutions, advanced technical support, training, certification pathways and go-to-market resources that empower partners to architect, implement and manage sophisticated security environments independently.

6 Engaging with our Shareholders and Investors

Relevant governance documents:

- **Continuous Disclosure Policy**
 - <https://www.dickerdata.com.au/investor/governance-and-policy>
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6.1 Communications and External Disclosure

Dicker Data has a Continuous Disclosure Policy designed to support timely and balanced market disclosure and to protect confidential information, consistent with the Company's obligations under the ASX Listing Rules and the Corporations Act. The policy applies to directors, officers, employees and consultants, and establishes internal procedures to ensure that potentially price-sensitive information is promptly escalated to the disclosure officer and assessed for release.

Under the policy, the Company will not release information publicly (including to media) before it has been released to ASX and confirmation of release has been received, and it maintains a strict "no comment" approach to market speculation and rumours unless disclosure is required or considered prudent by the Board.

The CFO monitors trading activity for potential false market conditions and, where required, the Company will provide information requested by ASX to correct or prevent a false market.

Where additional time is required to prepare an announcement, the Company may consider requesting a trading halt, with decisions made following consultation between the Executive Chair, Senior Executives and the Board.

The policy also governs engagement with analysts and investors, including limiting discussions to information already disclosed to the market and requiring that presentation materials used for analyst and institutional briefings are released to ASX prior to the briefing. Authorised spokespersons for analysts and institutional investors are the Executive Chair, CFO and COO, and all other personnel must refer enquiries to those spokespersons.

Following release to ASX, material announcements are promptly circulated to directors and made available on the Company's website as soon as reasonably practicable.

6.2 Shareholder Communications

We are committed to maintaining direct, open and timely communications with all shareholders and stakeholders. The Board's policy is that shareholders are informed of all material developments that impact on the Company and the Investor Centre of the Company's website contains a large amount of relevant information to assist this communication.

Specifically, information is communicated to shareholders and stakeholders through:

- release of half-year and full-year financial statements
- release of ASX Announcements relating to important strategic and financial initiatives
- the Annual General Meeting
- audio webcasts post results
- provision of information and resources through the online Investor Centre at <https://www.dickerdata.com.au/investor>
- investor presentations

We also invite shareholders to communicate directly with us and provide contact information and a dedicated email address on our Investor Centre. All shareholders have the option to receive communications from, and send communications to, the Company and our Share Registry electronically.

When we hold a new investor or analyst presentation, a copy of the presentation materials is released to the ASX ahead of the presentation.

6.3 General Meetings

Our Annual General Meeting (**AGM**) is convened once a year, usually in May.

In relation to our meetings of shareholders, an explanatory memorandum on the resolutions is included with the notice of meeting which provides all relevant information to enable shareholders to make informed decisions on the matters put to them.

Shareholders are encouraged to vote on all resolutions and unless specifically stated otherwise in the notice of meeting, all shareholders are eligible to vote on all resolutions. Shareholders who cannot attend the AGM may lodge a proxy in accordance with the Corporations Act. Proxy forms may be lodged with the share registry by mail, hand delivery, facsimile or electronically.

The Company has always adopted the process of all resolutions being decided by a poll.

Transcripts of the Executive Chair's address and any investor presentation are released to the ASX prior to the commencement of the AGM and the outcome of voting on resolutions at the meeting is released to the market after the conclusion of the meeting. Both documents are also to be posted on the Company's website.

In the event that shareholders cannot attend formal meetings, they are able to lodge a direct vote online or return their voting form to the share registry. In addition, shareholders are encouraged to submit questions prior to the meeting via the share registry portal.

All shareholders have the option to receive communications electronically from and send communications to the Company's registry service provider MUFG Corporate Markets.

6.4 Investor Engagement

We aim to ensure that our shareholders and the broader investment community are kept well-informed of all major developments and business events that are likely to materially affect the Company's operations and financial standing, and the market price of its securities.

Key activities in our investor engagement program include:

- the Annual General Meeting
- the release of our Annual Report
- regular releases of financial information, including half-year and full-year financial results, and trading updates as required
- media and analyst calls with our Executive Chair, CFO and COO following the release of key financial information
- the provision of investor-related resources on our website at <https://www.dickerdata.com.au/investor> including information on the operations of the group, the Board, management, corporate governance charters and policies, ASX announcements, the share price, dividend distribution, and material ESG matters

- one-on-one briefings with members of the domestic and international investment community
- responding to shareholder queries
- engaging with the Australian Shareholders Association, retail stockbrokers and proxy advisor organisations as requested.

6.5 ASX Releases to the Board

We have a process of ensuring that all material ASX announcements are distributed to Directors immediately upon its release to the market. This process is mandated in the Continuous Disclosure Policy.

7 Securities

Relevant governance document:

- **Securities Trading Policy**
 - <https://www.dickerdata.com.au/investor/governance-and-policy>
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7.1 Securities Trading Policy

We have adopted a Securities Trading Policy which summarises the insider trading laws and sets clear rules for dealing in Dicker Data securities, with the objective of preserving the Company's reputation and integrity and minimising the risk of any actual or perceived misuse of inside information. The policy applies the insider trading and confidentiality provisions to all "Relevant Persons" (including directors, officers, employees, contractors and their family and associates), and imposes additional dealing restrictions, notification and clearance requirements on "Designated Persons" (including directors, KMP and other roles routinely exposed to market-sensitive information).

Consistent with the Corporations Act and ASX Listing Rules, no person may deal in Dicker Data securities at any time while in possession of inside (material price-sensitive) information, nor procure others to trade or "tip" that information. For Designated Persons, the policy defines Prohibited Periods (including from 1 January until the day after release of annual results, and from 1 July until the day after release of half-year results) and requires written clearance from the Company Secretary prior to dealing outside these periods, with post-trade notification to support regulatory reporting.

The policy also restricts transactions that may undermine alignment with shareholders or create inappropriate risk, including prohibiting Designated Persons from margin lending arrangements over Company securities, short selling, and short-term or speculative trading (generally a 120-day minimum holding period for shares acquired, subject to limited exceptions). Designated Persons are also prohibited from hedging or entering arrangements (including derivatives) that limit economic exposure to unvested or locked equity-based remuneration, and from dealing in financial products associated with Dicker Data securities except where permitted under the policy.

This Corporate Governance Statement is current as at 26 February 2026 and has been approved by the Board.

Our Corporate Governance Statement and Key to Disclosures (Dicker Data Appendix 4G) have been lodged with the ASX and are available at <https://www2.asx.com.au/markets/company/ddr>