

23 April 2026

## Executive Update

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SYDNEY, AUSTRALIA – 23 April 2026: Dicker Data (**ASX: DDR**) (**Company**) is pleased to announce refinements to the Executive arrangements for the Company's senior management team. These changes have been made following a review conducted by the People and Culture Committee in conjunction with external market-based feedback and are designed to secure the continued alignment with the Company's growth prospects and economic management. The refinements apply to FY26, effective from 1 January 2026, following Board approval.

The changes relate to

- Fiona Brown, Chair and Managing Director;
- Vladimir Mitnovetski, Executive Director and Chief Operating Officer of the Company;
- Mary Stojcevski, Executive Director and Chief Financial Officer of the Company; and
- Ian Welch, Executive Director and Chief Information Officer of the Company.

### Background

#### Appointment of Managing Director

In May 2025, the Company's then executive Chairman, CEO and Managing Director, David Dicker resigned. Since that date Fiona Brown had seamlessly taken on the Executive Chair role, providing hands-on leadership to the other key executives Vladimir Mitnovetski, Mary Stojcevski and Ian Welch (the **Existing Executive Directors**). The Board believes it is now the right time to recognise her increased responsibilities and has formally resolved to appoint Fiona to the role of Managing Director. As Managing Director Fiona is responsible for the development and execution of strategy to ensure Dicker Data's sustainable growth including setting long term strategic direction of the business and providing oversight and direction to the executive team. The role includes ensuring effective financial allocation and risk management, building and maintaining strong leadership, culture and succession, allocating resources, and leading major growth initiatives such as acquisitions or transformations. As part of this change the Board has introduced a long-term incentive (**LTI**) for Fiona that is aligned to the LTI of the other executives. Fiona will not participate in the Short-Term Incentive (**STI**). The Board confirms that on taking on the role of Managing Director, Fiona Brown will remain Executive Chair, however the Board will consider whether additional Corporate Governance arrangements are more appropriate in due course.

#### Introduction of Deferral to Existing Executive Directors' Short-Term Incentives

From FY26, a deferral component will be introduced to the Existing Executive Directors' STI. Thirty percent of the STI outcome will be deferred into Share Rights to fully paid ordinary shares with half vesting after 1 year and half vesting after 2 years from grant date.

The adjustments are contingent on a voluntary amendment to each Existing Executive Directors' employment agreement, which has been agreed to by each Existing Executive Director.

The deferred STI will be subject to malus provisions, providing greater accountability and stronger governance.

ASX Listing Rule 10.14 requires shareholder approval for the issue of equity securities to any director under an employee incentive scheme. The Company may source the shares allocated on vesting of any Performance Rights and Share Rights through on-market purchases for which approval is not required under Listing Rule 10.14. Nevertheless, the Board's practice is to seek approval in the interests of transparency and good corporate governance, and to preserve the flexibility for the Company to issue shares in the event it is not in the company's best interests to purchase shares on market at the relevant times.

If shareholder approval is obtained, the Company will proceed with the grant of Performance Rights to Ms Fiona Brown, Mr Vlad Mitnovetski, Ms Mary Stojcevski and Mr Ian Welch in respect of the LTI.

If shareholder approval is obtained, the grant of Share Rights to Mr Vladimir Mitnovetski, Ms Mary Stojcevski and Mr Ian Welch following determination of their FY26 STI outcome will also proceed.

If shareholder approval is not obtained, the Board will consider settling the long-term incentive and deferred portion of the short-term incentive in cash, purchasing shares on market, or providing superannuation contributions of equivalent value.

#### **Further Details**

In accordance with ASX Listing Rule 3.16.4 the Company sets out the following adjustments to the remuneration package of the Company's Executive Directors:

The remuneration package for Ms Fiona Brown is comprised of the following components:

- Base Salary: \$695,000
- Superannuation: SG rate (currently 12%) of base salary up to the maximum SGC annual contribution (currently \$30,000)
- LTI: maximum opportunity of 130% base salary

The remuneration package for Mr Vladimir Mitnovetski is comprised of the following components:

- Minimum Variable Pay (MVP): \$600,000<sup>1</sup>
- Superannuation: SG rate (currently 12%) of (MVP + profit share) up to the maximum SGC annual contribution (currently \$30,000)
- STI: 4% of net operating profit before tax (30% deferred in Share Rights, half vesting in 1 year and half vesting in 2 years)
- LTI: maximum opportunity of 130% of MVP

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<sup>1</sup> The remuneration payable to Mr Mitnovetski is a performance-based salary of the higher amount of either: (i) \$50,000 per month; or (ii) 4% of net operating profit before tax in the quarter.

The remuneration package for Ms Mary Stojcevski is comprised of the following components:

- Base salary: \$250,000
- Superannuation: SG rate (currently 12%) of (base salary + profit share) up to the maximum SGC annual contribution (currently \$30,000)
- STI: 2% of net operating profit before tax (30% deferred in Share Rights, half vesting in 1 year and half vesting in 2 years)
- LTI: maximum opportunity of 130% of base salary

The remuneration package for Mr Ian Welch is comprised of the following components:

- Base salary: \$250,000
- Superannuation: SG rate (currently 12%) of (base salary + profit share) up to the maximum SGC annual contribution (currently \$30,000)
- STI: 2% of net operating profit before tax (30% deferred in Share Rights, half vesting in 1 year and half vesting in 2 years)
- LTI: maximum opportunity of 130% of base salary

Note: Profit share for the STI for executive directors is subject to the company achieving a net profit margin gateway of 2.5%.

For further information please contact:

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Authorised by the Board of Dicker Data Limited.



**Fiona Brown**

**Chair and Managing Director**

## About Dicker Data

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

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

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