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Notice of Annual General Meeting

**Friday 20 May 2022
2.00pm AEST**

**Dicker Data Limited
ACN 000 969 362**

Participation in the AGM

The Annual General Meeting (**AGM**) of Dicker Data Limited (**Dicker Data**) will be held on Friday, 20 May 2022 commencing at 2.00pm AEST.

To make the meeting as accessible as possible for all Shareholders, a range of participation options are available.

Shareholders can participate in the AGM in the following ways:

Before the AGM

AGM Notice of Meeting	Vote or appoint proxy	Ask a question
<ul style="list-style-type: none"> Access online via https://www.dickerdata.com.au/agm2022 or the announcements section of ASX website. Request a hard copy Notice of Meeting by phone or email: +61 1300 554 474 or email registrars@linkmarketservices.com.au 	<ul style="list-style-type: none"> Return the hard-copy Voting/Proxy Form Follow the AGM voting link emailed to you If you appoint a proxy other than the Chairman, you must provide your intended proxy's email address To be valid, your vote or proxy appointment must be received by 2.00pm (AEST) Wednesday 18 May 2022 	<ul style="list-style-type: none"> Submit questions via the share registry website at www.linkmarketservices.com.au By Friday 13 May 2022.

At the AGM

Join online	Vote online	Ask a question online
<ul style="list-style-type: none"> Enter https://meetings.linkgroup.com/DR22 into a web browser Enter your name, phone number, email and company name (if applicable) and select 'Register' to register If you are a Shareholder, enter your SRN/HIN and postcode. The SRN/HIN is on the top of your Voting/Proxy Form or Dividend Statement If you are a proxy, enter the code that Link will email to you 24 hours before the AGM The portal will display a split screen of the live webcast and AGM presentation slides 	<p>Only Shareholders, proxyholders, body corporate representatives or attorneys can vote.</p> <ul style="list-style-type: none"> Once you have registered via the portal, your voting card will appear on the bottom left of your screen Voting will open at the start of the AGM Select 'Get a Voting Card' to complete your voting card If you have more than one shareholding, please continue to click on 'Get a Voting Card' to receive multiple cards for each of your additional holdings 	<p>Only Shareholders, proxyholders, body corporate representatives or attorneys can ask questions.</p> <ul style="list-style-type: none"> Click on the 'Ask a Question' box at the top or the bottom of the webpage Select the category/resolution to which your question relates from the 'Regarding' menu and type your question Questions will be read aloud to the AGM

Attending in person

The meeting will be held at 238 Captain Cook Drive, Kurnell. Places will be limited in line with any crowd restrictions imposed by Government at the time.

Please refer to the Virtual Meeting Online Guide for further details about attending via the online portal at <https://www.dickerdata.com.au/agm2022> or on the announcements section of the ASX website.

If you need assistance, please call +61 1300 554 474.

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14 April 2022

Dear Dicker Data Shareholder,

On behalf of the Board, I am pleased to invite you to attend the AGM of Dicker Data Limited which will be held as a hybrid event on Friday 20 May 2022 commencing at 2.00pm (AEST).

Shareholders can participate in the AGM through the online platform at <https://meetings.linkgroup.com/DDR22>. Details on how to join online are set out in the attached Notice of Meeting and in the Virtual Meeting Online Guide which is available on our website at <https://www.dickerdata.com.au/agm2022> or on the announcements section of the ASX website.

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

Please read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Voting/Proxy Form and consider how to vote on each resolution related to the items of business of the AGM.

A key focus for the Board was our response to the first strike against the Remuneration Report received at the AGM held on 21 May 2021. The Board took this seriously and invested many hours to understand shareholder concerns in detail and address these in detail in our 2021 Annual Report.

This year, we have also worked to improve the transparency of our remuneration report disclosures contained in our 2021 Annual Report. I encourage you to read our 2021 Annual Report for this detail and to understand our rationale for our remuneration framework and which also provides a detailed overview of business performance last year (<https://www.dickerdata.com.au/investor>).

Additionally, we wish to advise with the Corporations Amendment (Meetings and Documents) Bill 2021 (Cth) introduces a requirement for Shareholders to be notified of their right to elect to receive a document electronically or in physical form 'at least once' each financial year and for entities to make the notice 'readily available on a website' (s110K). We encourage Shareholders to update their election details online via www.linkmarketservices.com.au as Shareholders will need to opt back in to receive meeting AGM material in hard copy.

If you would like to receive a printed copy of this Notice or any future Notices, please contact the Share Registry on +61 1300 554 474.

Thank you for your continued support of Dicker Data. I look forward to the opportunity to provide you with a progress update and to hear your views at our AGM.

Yours sincerely,

David Dicker
Chair and CEO

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DICKER DATA LIMITED

ACN 000 969 362

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of Dicker Data Limited (**Dicker Data** or the **Company**) will be held as a hybrid meeting at 238-258 Captain Cook Drive Kurnell and via audioconference, on Friday 20 May 2022 at 2.00pm (AEST) (**Meeting**). Shareholders can also participate in the Meeting via the online platform at <https://meetings.linkgroup.com/DDR22>.

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

BUSINESS OF THE MEETING

Item 1: Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 December 2021.

All Shareholders can view the Annual Report which contains the Financial Report for the year ended 31 December 2021 on the Investors Page of the Dicker Data website at <https://www.dickerdata.com.au/investor/annual-reports>.

Item 2: Remuneration Report

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

"To adopt the Remuneration Report for the year ended 31 December 2021."

Notes:

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

Item 3: Election of Directors

Item 3.1: Re-election of Mr Ian Welch

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

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

Item 3.2: Re-election Ms Leanne Ralph

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

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

Item 4: Amendments to Constitution

To consider and if thought fit, pass the following as a special resolution of the Company:

“That, the Constitution of the Company be amended as set out in the Explanatory Memorandum with effect from the close of the Meeting.”

Item 5: Renewal of Proportional Takeover Provision

To consider, and if thought fit, pass the following as a special resolution of the Company:

“That the proportional takeover provision in Clause 13 of the Company’s amended Constitution be renewed for a period of three years commencing from the date of the Meeting.”

Item 6 Spill Resolution

Note: this Resolution will only be considered and voted on if the outcome of Item 2 of this Notice of Meeting is such that at least 25% of the votes cast are against the adoption of the Remuneration Report. See Item 6 of the Explanatory Memorandum for further details.

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

“That, subject to and conditional on at least 25% of the votes cast on the resolution proposed in Item 2 (Remuneration Report) being cast against the adoption of the Remuneration Report:

- a) a general meeting of the Company (**Spill Meeting**) be held within 90 days after the passing of this resolution;*
- b) all of the Directors of the Company in office at the time when the Board resolution to make the Directors’ Report for the financial year ended 31 December 2021 was passed (other than the Managing Director), and who remain Directors at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of shareholders at the Spill Meeting.”*

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

Voting Procedures

All resolutions will be by poll

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

Entitlement to vote

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00pm (AEST) on Wednesday 18 May 2022 (**Entitlement Time**).

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

How to vote – before the AGM

Direct vote – using the Voting/Proxy Form

Shareholders are able to vote directly on resolutions considered at the Meeting **at any time between the date of this Notice of Meeting and 2.00pm (AEST) on Wednesday 18 May 2022** by returning the hard copy Voting/Proxy Form or by voting online (further details below).

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

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

Appointment of Proxy

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

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

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

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

- If a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines, and

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

Submitting your Voting/Proxy Form

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

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

For your proxy or direct vote prior to the AGM to be effective, your completed Voting/Proxy Form must be received by the Company share registry, Link Market Services, no later than 2.00pm (AEST) on Wednesday 18 May 2022. After this time, you will still be able to lodge your direct vote during the AGM by submitting your direct vote using the online platform.

To be effective, the Voting/Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's share registry, as an original or by facsimile, **no later than 2.00pm (AEST) on 18 May 2022 (Proxy Deadline)**.

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

Online: Via the Company's Share Registry website at www.linkmarketservices.com.au. You will need your Securityholder Reference Number (**SRN**) or Holding Identification Number (**HIN**) and postcode for your shareholding.

Mobile Device: Using a mobile device by scanning the QR code on the back of the Voting/Proxy Form.. You will also need your SRN or HIN and postcode for your shareholding.

By post: Link Market Services Limited Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches Link Market Services Limited by the Proxy Deadline.

By fax: (02) 9287 0309 (within Australia), +61 2 9287 0309 (from outside Australia).

By hand delivery: Link Market Services Limited at Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150 or Level 12, 680 George Street, Sydney NSW 2000.

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

Power of Attorney

A proxy appointment and the original power of attorney (if any) under which the proxy appointment is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than the Proxy Deadline.

How to vote – during the AGM

Direct Vote –using the Online Platform

Shareholders can vote using the online platform (at <https://meetings.linkgroup.com/DDR22>) **at any time between the commencement of the AGM (2.00pm AEST on Friday 20 May 2022) and the closure of voting as announced by the Chair during the AGM.**

More information about how to use the online platform (including how to vote and ask questions online during the AGM) is available in the Virtual Meeting Online Guide, which has been lodged with the ASX and is available at our website <https://www.dickerdata.com.au/agm2022>. If you intend to use the online platform, then before the AGM we recommend that you ensure the online platform works on your device. Further instructions are provided in the Virtual Meeting Online Guide.

Shareholders will be able to cast their vote using the electronic voting card received after clicking the 'Get a voting card' button. If you have more than one shareholding, continue to click on 'Get a Voting Card' to receive cards for each of your holdings. Shareholders can then choose to vote at any time during the meeting. A change can be made to your vote at any time while voting remains open. Once you submit your voting card, you will be unable to change it. Any cards not submitted by the close of voting will be automatically submitted.

More information about how to use the online platform, including how to vote and ask questions online during the AGM, is available in the Virtual Online Meeting Guide, which has been lodged with the ASX and is available at our website at <https://www.dickerdata.com.au/agm2022>. If you intend to use the online platform, we recommend that you check to ensure the online platform works on your device before the AGM.

Attending in person

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person will be able to ask questions and vote at the meeting.

Proxy Voting by the Chair

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

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

Submitting questions

Before the AGM

Shareholders can submit questions in advance of the AGM via the share registry website at www.linkmarketservices.com.au.

Please submit any questions by 5.00pm (AEST) Friday 13 May 2022.

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

During the AGM

Shareholders will be able to submit questions or comments at any time during the meeting:

- if attending the Meeting in person: by raising your hand and waiting for the Chair to call on you
- if attending online: by using the 'Ask a Question' tab on the screen. We encourage you to ask your questions as early as possible in the meeting. The questions will be read out to the meeting verbatim on your behalf.

BY ORDER OF THE BOARD



Erin McMullen
Company Secretary
Date: 14 April 2022

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held on Friday 20 May 2022.

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

Subject to the abstentions noted below in respect of each resolution, the Directors unanimously recommend Shareholders vote in favour of the resolutions in Items 2 to 5 and against the contingent resolution in Item 6. The Chair of the Meeting intends to vote all available undirected proxies in favour of the resolutions in Items 2 to 5 and against the resolution in Item 9 (if this item is put to the Meeting).

The resolutions in Items 3 and 6 are ordinary resolutions, which require a simple majority of votes cast by Shareholders entitled to vote on the resolution. The resolution in Item 2 relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. Items 4 and 5 are special resolutions and requires 75% of the votes in favour to be passed. The contingent resolution in Item 6 is also an ordinary resolution.

Item 1 – Financial Statements

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

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

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, BDO, questions about the Auditor's report, the conduct of its audit of the Company's Financial Report for the financial year ended 31 December 2021, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of BDO in relation to the conduct of the audit.

Shareholders may submit questions to the Company in relation to the above matters. Questions submitted prior to the meeting must be received no later than 5.00pm (AEST) on 13 May 2022 to allow us to address these in our Meeting presentations and can be made via our Investor Centre.

ITEM 2 – Adoption of Remuneration Report

The Company has prepared a Remuneration Report for consideration and adoption by Shareholders. The Remuneration Report on pages 37 - 47 of the Company's Annual Report for the year ended 31 December 2021 sets out the remuneration policies of the Company and reports on the remuneration arrangements and outcomes for Key Management Personnel, including the directors and executives of the Company. The 2021 Annual Report is available at: www.dickerdata.com.au/investor.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments from shareholders when considering the Company's remuneration policies.

The Company acknowledges Shareholder dissatisfaction with the 2020 Remuneration Report, with slightly more than 25% (28.92%) of eligible shareholders voting "no" in respect of Resolution 2 (Approval of the Remuneration Report) at the 2021 AGM. As a result of the 'first strike' received at the 2021 Annual General Meeting, the Board and its Nomination and Remuneration Committee have endeavoured to address Shareholder concerns with diligence.

The Company's remuneration framework is designed to attract, engage, motivate and retain the key talent necessary to achieve our goals and create value for our shareholders. The Board is committed to ensure that the Group's remuneration policies and practices are fair, competitive and responsible and that we communicate the remuneration arrangements with clarity. We are also aware that executive KMP remuneration practices are continually evolving and therefore our practices remain under constant review.

The Company has designed a remuneration framework to support both a high performance culture and a team focus on adhering to agreed business objectives and directions. The key objectives of the Company's reward framework are to:

- Align remuneration with the Group's business strategy;
- Offer an attractive mix of remuneration benchmarked against the applicable market's region and country practices;
- Provide strong linkage between individual and Group performance and rewards;
- Offer remuneration based on internal equity with other employees' and individuals' skills, matching the role requirements with their experience and responsibilities;
- Align the interests of executives and shareholders and share the success of the Group with the employees; and
- Support the corporate mission statement, values and policies through the approach of recruiting, organising and managing people.

No other ASX 300 company has remuneration as directly linked to performance as Dicker Data. Our view is that it is also the most transparent and simple executive remuneration among listed peers. Our policy whereby all or almost all executive remuneration is tied to our profitability sets us apart from competitors, and ensures we attract, retain and focus the industry's best talent on the key driver of shareholder returns and value. Executive pay can decline as much as increase. The fact that it has not declined over the last five years is a testament to our policy's ability to attract and retain the best talent, as well as its unrelenting focus on financial improvement.

Dicker Data remains focused on delivering growth. We believe that our remuneration structure combined with significant executive "skin in the game" positions us well to continue providing our shareholders with strong returns, ensures executive pay varies with performance, and exposes and aligns executives personal asset holdings with the long term interests of shareholders.

Shareholders should note that while the vote on this Item of Business is advisory only, if more than 25% of eligible votes cast on this Item of Business are against the adoption of the 2021 Remuneration Report, the Contingent Spill Resolution in Item 6 will be put to the meeting. The operation and consequences of the spill resolution are set out under Item 6 below.

Director's Recommendation

The Board recommends that Shareholders vote **FOR** this resolution.

Voting Exclusion

The Company will disregard any votes cast on Item 2 by, or on behalf of:

- (a) any member or a former member of the KMP whose remuneration details are disclosed in the Company's 2021 Remuneration Report, or
- (b) a Closely Related Party of such a KMP,

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the Voting/Proxy Form.

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Item 2 because the Company's proxy appointment expressly authorised the Chair of the Meeting to exercise undirected proxies even though the Item is connected with the remuneration of a member of the Company's KMP.

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

Item 3 - Re-election of Directors

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

The Company's Constitution states that one-third of all Directors must retire and offer themselves for re-election, excluding the Managing Director and Directors appointed during the year by the Board. If no Directors are scheduled to be elected by

virtue of the ASX Listing Rules or the Constitution, then one-third of Directors must still retire and be re-elected by the Shareholders of the Company. Normally, this would be the Director (other than the Managing Director) who has held office the longest since being appointed or last being elected.

Listing Rule 14.4 states that no Director is entitled to hold office without re-election past the third AGM following the Director's appointment or three years, whichever is longer.

Mr Welch was last re-elected as a Director on 27 May 2019 and therefore he must retire and submit himself for re-election at this Annual General Meeting by virtue of ASX Listing Rule 14.4 and clause 15.3 of the Company's New Constitution.

To comply with the Constitutional requirement of having one-third of Directors being re-elected at each AGM, Ms Ralph has agreed to submit herself for re-election at this AGM.

The election of each of the candidates must be considered and voted on as separate resolutions. Details of the candidates are outlined below.

ITEM 3.1 - Re-election of Mr Ian Welch

Mr Welch was last re-elected to the Board by Shareholders on 27 May 2019 and now retires from the Board by rotation and offers himself for re-election.

Mr Welch joined Dicker Data in March 2013 as General Manager – IT before he was appointed Chief Information Officer on 6th August 2015.

Prior to officially joining Dicker Data Ian spent more than 15 years consulting to Dicker Data in various roles. During this period Ian had been instrumental in establishing and maintaining the IT Systems for Dicker Data and as a result has a deep understanding of the business and all related processes. Ian started his career as an IT Professional working as consultant to businesses in various sectors. A large proportion of these were in the logistics space which have allowed Ian to develop a fundamental understanding of such operations.

Mr Welch is also an Executive Director of the company and was appointed 6th August 2015.

Prior to submitting himself for re-election, Mr Welch confirmed he would continue to have sufficient time to properly fulfil his Director duties for the Company.

The submission of Mr Ian Welch for re-election satisfies the requirements of Director re-election under the Constitution.

Having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition) (**ASX Principles**), the Board considers Mr Welch to be a non-independent Director, by virtue of his position as an executive of the Company.

Director's Recommendation

The Board (with Mr Welch abstaining) supports the re-election of Mr Welch and recommends that Shareholders vote **FOR** Mr Welch's re-election as a Director of the Company for the reasons of his extensive relevant skills, qualifications and experience as outlined above.

ITEM 3.2 - Re-election of Ms Leanne Ralph

Ms Ralph was last re-elected to the Board by Shareholders on 23 July 2020 and is offering herself for re-election at this Meeting by virtue of clause 15.3 of the Constitution, which requires that one-third of previously elected Directors retire at each meeting and submit themselves for re-election.

Ms Ralph was appointed as an independent Non-Executive Director on 13 December 2019. Prior to her appointment Ms Ralph was the founder and Director of Boardworx Australia Pty Ltd, a provider of outsourced company secretarial services, until its sale in 2017.

Ms Ralph is a highly experienced governance professional with over 15 years in this field, having held the role of Company Secretary for a number of ASX-listed entities across a diverse range of industries. She currently holds the roles of Non-Executive Director of Raise Foundation and is Company Secretary for various listed entities.

Ms Ralph's prior executive positions focussed on accounting and finance for almost 20 years, as CFO of International Brand Management Pty Ltd, a business of importing, wholesaling and retailing luxury fashion brands, and Principal Client Advisor with Altus Financial, providing management accountant and company secretarial services to clients.

Limited Audience

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

Prior to submitting herself for re-election, Ms Ralph confirmed she would continue to have sufficient time to properly fulfil her Director duties for the Company.

Having had regard to the ASX Principles, the Board (with Ms Ralph abstaining) considers Ms Ralph to be an independent Non-Executive Director.

Director's Recommendations

The Board (with Ms Ralph abstaining) supports the re-election of Ms Ralph and recommends that Shareholders vote **FOR** the re-election of Ms Ralph as a Non-Executive Director of the Company for the reasons of her extensive relevant skills, qualifications and experience as outlined above.

Item 4: Amendment to Constitution

The Company is proposing a number of changes to its Constitution in preparation for the changes to the ASX CHESS System and to permit the holding of hybrid general meeting.

Additionally, the Company is proposing a number of other changes to reflect legislative and regulatory developments since the current Constitution was adopted. Further detail of the changes are outlined in Schedule 1, attached to this Notice of Meeting.

The Company has prepared an updated Constitution (**New Constitution**) inclusive of the abovementioned changes. A copy of the New Constitution is available at <https://www.dickerdata.com.au/agm2022>. A copy of the New Constitution can also be requested at registrars@linkmarketservices.com.au.

Board recommendation

The Board recommends that Shareholders vote **FOR** the resolution in Item 4 .

Item 5: Renewal of Proportional Takeover Provision

Clause 13 of the amended (New) Company's Constitution contains proportional takeover approval provisions that prohibit Dicker Data from registering a transfer of Shares under a proportional takeover bid unless the bid is approved by resolution passed by Shareholders in a general meeting.

Under the Corporations Act, the proportional takeover approval provisions in a company's constitution must be renewed every three years or they will cease to have effect.

The Company is seeking Shareholder approval, by special resolution, to refresh such provisions in accordance with the Corporations Act.

If Item 6 is approved by Shareholders, the proportional takeover provisions will be renewed and have effect on the terms set out in the New Constitution until 20 May 2025.

Statement under the Corporations Act

The Corporations Act requires that the following information be provided to Shareholders when they are considering the renewal or refresh of proportional takeover provisions in a constitution.

What is a proportional takeover bid?

A proportional takeover bid is a takeover bid where an offer is made to each shareholder of a company to acquire a specified proportion only of that shareholder's shares (that is, less than 100%). The specified proportion must be the same in the case of all shareholders.

The Corporations Act allows a company to provide in its constitution that if a proportional takeover bid is made, shareholders must vote on whether to accept or reject the proportional takeover bid and that decision will be binding on all shareholders. This provision allows shareholders to decide collectively whether a proportional takeover bid is acceptable in principle.

The effect of the proportional takeover provisions

The effect of the proportional takeover provisions in clause 13 of the New Constitution is that if a proportional takeover bid is made for the Company, Appen must refuse to register a transfer of Shares giving effect to any acceptance of any such bid unless the takeover bid is approved by Shareholders in general meeting.

In the event that a proportional takeover bid is made, the Directors must convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover bid. For the resolution to be approved, it must be passed by a simple majority of votes at the meeting, excluding votes of the bidder and its associates.

If no such resolution is voted on at least 14 days before the last day of the takeover bid period or such later date as approved by ASIC, the resolution will be deemed to have been approved. This effectively means that Shareholders may only prohibit a proportional takeover bid by passing a resolution rejecting the proportional takeover bid.

If the resolution is approved or deemed to have been approved, a transfer of Shares under the proportional takeover bid may be registered provided it complies with the other provisions of the Corporations Act and the Constitution.

If the resolution is rejected, the registration of any transfer of Shares resulting from the proportional takeover bid is prohibited and the proportional takeover bid is deemed by the Corporations Act to have been withdrawn.

The Directors will breach the Corporations Act if they fail to ensure the resolution is voted on.

The proportional takeover provisions do not apply to full takeover bids and, if refreshed, will only apply until 20 May 2025, unless again renewed by Shareholders by passing a special resolution.

Reasons for proposing the resolution

Without the proportional takeover approval provisions, a proportional takeover bid may result in control of the Company passing without Shareholders having the opportunity to dispose of all of their Shares to the bidder. This could result in control of Dicker Data passing to the bidder without the payment of an adequate control premium and with Shareholders left as a minority interest in the Company.

The proportional takeover provisions lessen this risk because they allow Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed. The Directors consider that it is appropriate for Shareholders to have this right.

No knowledge of any acquisition proposals

At the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Review of proportional takeover provisions

The Corporations Act requires Shareholders to be given a statement which examines the advantages and disadvantages, for Directors and Shareholders, of the proportional takeover provisions proposed to be renewed or refreshed. A statement of advantages and disadvantages is set out below.

Potential advantages and disadvantages

The refresh of the proportional takeover provisions will allow Directors to formally ascertain Shareholders' views on a proportional takeover bid. Otherwise, the Directors consider that the proposed refresh of the proportional takeover provisions has no potential advantages or potential disadvantages for Directors because they remain free to make a recommendation on whether a proportional takeover bid should be approved or rejected.

The potential advantages of the refresh of the proportional takeover provisions for Shareholders are:

- a. they give Shareholders a say in determining whether a proportional takeover bid should proceed;
- b. they may discourage the making of a proportional takeover bid which may be considered to be opportunistic and may prevent control of the Company passing without the payment of an appropriate control premium;
- c. they may assist Shareholders in not being locked in as a minority interest;
- d. they increase Shareholders' bargaining power and may assist in ensuring that any proportional takeover bid is adequately priced; and
- e. knowing the view of the majority of Shareholders may assist each individual Shareholder in assessing the likely outcome of the proportional takeover bid and whether to approve or reject that bid.

However, the Directors note that refreshing the proportional takeover provisions may have the following disadvantages for Shareholders:

- a. discourage the making of proportional takeover bids in respect of the Company and may reduce any speculative element in the market price of Shares arising from the possibility of a takeover bid being made;
- b. depress the Share price or deny Shareholders an opportunity of selling some of their Shares at a premium;
- c. reduce the likelihood of a proportional takeover bid being successful; and
- d. be considered to constitute an unwarranted restriction on the ability of Shareholders to deal freely with their Shares.

However, the Directors do not perceive these or any other possible disadvantages as a justification for not refreshing the proportional takeover provisions so that they apply for the next 3 years and consider that the potential advantages of the proportional takeover provisions for Shareholders outweigh these possible disadvantages.

Board recommendation

The Board recommends that Shareholders vote **FOR** the resolution in Item 5.

ITEM 6 – Spill Resolution (conditional item)

The Corporations Act now includes a “two strikes” rule in relation to remuneration reports. The two strikes rule provides that, if at least 25% of the votes cast on the resolution to adopt the remuneration report at two consecutive annual general meetings are against adopting the remuneration report, shareholders will have the opportunity to vote on a Spill Resolution (described below) at the second annual general meeting.

At last year’s annual general meeting, 28.92% of the votes cast on the resolution to adopt the Remuneration Report were against adopting the report (the “first strike”).

Accordingly, Item 6 (**Spill Resolution**) is required to be included in this Notice of Meeting by Division 9 of Part 2G.2 of the Corporations Act because the adoption of the Remuneration Report contained in the Company’s 2021 Annual Report was passed by a majority of less than 75% at the 2021 Annual General Meeting held on 21 May 2021

Item 6 is a “conditional” resolution. It will only be put to the Meeting if 25% or more of the votes cast on Item 2 are cast against the adoption of the Remuneration Report, which will constitute a “second strike”.

If Item 2 passes on a majority of more than 75%, the Spill Resolution will be deemed withdrawn and any votes cast on the Spill Resolution prior to the withdrawal of the Spill Resolution will be treated as invalid.

Majority required for Spill Resolution

If the Spill Resolution is put to the meeting the Spill Resolution will be carried if it is passed by an ordinary majority of votes cast (more than 50%). If the Spill Resolution is valid and carried, a spill meeting must be held within 90 days of the passing of the Spill Resolution (**Spill Meeting**). If a Spill Meeting is required, the date of the meeting will be notified to Shareholders in due course.

The Spill Meeting

If a Spill Meeting is held, pursuant to section 250V(1)(b)(i) of the Corporations Act, the Directors listed below, being the non-executive Directors who were in office when the Board approved the Directors’ Report for the year ended 31 December 2021, will cease to hold office immediately before the end of the Spill Meeting (unless they resign before the Spill Meeting):

- (i) Mary Stojcevski;
- (ii) Fiona Brown;
- (iii) Vladimir Mitnovetski
- (iv) Kim Stewart-Smith
- (v) Ian Welch*; and
- (vi) Leanne Ralph*.

*This assumes these directors are re-elected at this Meeting pursuant to Items 3.1 and 3.2.

Each of these Directors is eligible to stand for re-election at the Spill Meeting.

The Spill Meeting, if required, will be subject to a separate notice in accordance with the Constitution of the Company and the Corporations Act. Nominations for director appointments at the Spill Meeting may be made in accordance with the Constitution of the Company and may include the Directors listed above.

A voting exclusion applies to Item 6 (see below). This voting exclusion will not apply to the Spill Meeting and all Shareholders will be entitled to vote on the Director appointments at the Spill Meeting.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote **against** this resolution.

Voting Exclusion Statement

The Company will disregard any votes cast on Item 6 by a KMP of the Company or a Closely Related Party of such a KMP unless:

- a) the person votes as a proxy appointed by writing that specifies how the person is to vote on Item 6; or
- b) the person is the Chair and votes as a proxy appointed by writing that authorises the Chair to vote on Item 6 even though the resolution is connected directly or indirectly with the remuneration of the KMP of the Company.

Chair's Voting Intention

The Chairman of the Meeting intends to vote all available undirected proxies **in favour of the resolutions in Items 2, 3, 4 and 5 and against the resolution in Item 6 (if this item is put to the Meeting).**

GLOSSARY

\$ means Australian Dollars

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

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

ASX means ASX Limited ACN 008 624 691.

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

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

Board means the current board of Directors of the Company.

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

Company means Dicker Data Limited (ACN 000 969 362)

Constitution means the Company's Constitution.

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

Directors means the current directors of the Company.

Entitlement Time means 7.00pm (AEST) on Wednesday 18 May 2022.

Explanatory Memorandum means the Explanatory Memorandum accompanying the Notice.

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

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

New Constitution: means the amended Constitution being put forth as resolution 4 at the Meeting.

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

Proxy Deadline means 2.00pm (AEST) on Wednesday 18 May 2022.

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

Remuneration Report means the remuneration report set out in the Director's Report section of the Company's annual financial report for the year ended 31 December 2021.

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

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

Share Registry means Link Market Services Pty Ltd.

Shareholder means a holder of a Share.

Voting/Proxy Form means the voting / proxy form accompanying the Notice.

Schedule 1 – Changes to DDR Constitution

Changes in relation to ASX CHESS System:

#	Proposed change	Clause Reference
1.	New clause – The Board may at any time resolve that the Company will participate in any other CS Facility not including CHESS	5.2 - Participation in other CS Facilities

Changes in relation to virtual meeting technologies:

#	Proposed change	Clause Reference
1.	Inserting an all-inclusive definition of Meeting Technology	1.1 - Definitions
2.	Expanding the definition of 'Member Present' to include Members participating virtually where the meeting is partly held using meeting technology	1.1 - Definitions
3.	Allowing for meetings of members to be held at one or more physical venues and virtually using Meeting Technology	14.2 - Holding meetings of members 14.25 - Use of meeting technology

Other changes to reflect legislative and regulatory developments since the current Constitution was adopted:

#	Proposed change	Clause Reference
4.	Updating outdated terms e.g. ASTC Settlement rules to ASX Settlement Operating Rules	Throughout entire Constitution
5.	Giving the Company general powers to issue preference shares	2.2 - Preference Shares
6.	Outlining allowable methods for Directors to deal with a member who becomes entitled to a fraction of a Share	11.5 - Fractions of Shares
7.	Comprehensively setting out the procedures by which the Company may sell Shares which are a small holding, and clarifying which parties are responsible for the proceeds and costs of those sales	12.1 - 12.5 - Sale of small holdings of shares
8.	Stipulating where/how the Company may hold a meeting of Members, the status of proxies, attorneys' or representatives at meetings, and the right of Chairpersons to adjourn meetings	14.2 - holding meetings of Members

9.	Outlining the rights and responsibilities of the Chairperson of a general meeting	14.7 - Chairing meetings
10.	Specifying forms/methods of voting available to proxy voters in different circumstances	14.19(c),(d) - Form of proxy
11.	Making allowance for an electronic signature or authentication of certain documents	14.20(b),(c) - Lodgement of proxies
12.	Listing types/classes of irregularity which do not serve to invalidate a resolution passed at a general meeting	14.23 - Irregularities
13.	Outlining new statutory requirements in respect of making, keeping and signing minutes of meeting	15 - Minutes
14.	Clarifying provisions relating to Directors Remuneration	16.4(a),(c) - Remuneration
15.	Giving the Directors general powers in relation to authorising electronic payments by the company	17.3 - Negotiable instruments
16.	Giving the Board General powers to establish share incentive plans	25.7 - Share incentive plans
17.	Detailing the Preference Share Terms of Issue	Schedule 1

LODGE YOUR VOTE

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

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

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

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



X99999999999

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2.00PM (AEST) on Friday, 20 May 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid meeting. You can attend the meeting at the **Company's offices at 238-258 Captain Cook Drive, Kurnell, NSW, Australia** or you can participate by logging in online at <https://meetings.linkgroup.com/DDR22> (refer to details in the Annual General Meeting Online Guide). To access the **Notice of Annual General Meeting** this can be viewed and downloaded at the Company's website at <https://www.dickerdata.com.au/agm2022>.

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

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

VOTING DIRECTIONS

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

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

Items

	For	Against	Abstain*		For	Against	Abstain*
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Renewal of Proportional Takeover Provision	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1 Re-election of Director – Mr Ian Welch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Spill Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.2 Re-election of Director – Ms Leanne Ralph	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

DDR PRX2201N



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2.00PM (AEST) on Wednesday, 18 May 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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



ACCESS YOUR NOTICE OF GENERAL MEETING

To access the **Notice of General Meeting and Explanatory Memorandum** this can be viewed and downloaded at the Company's website at <https://www.dickerdata.com.au/agm2022>

