



# **Notice of Annual General Meeting**

**Wednesday 27 May 2026  
1.00pm AEST**

**Dicker Data Limited  
ACN 000 969 362**

## Participation in the AGM

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of Dicker Data Limited (**Dicker Data or Company**) will be held in person at 238-258 Captain Cook Drive, Kurnell NSW 2231 on Wednesday 27 May 2026 commencing at 1.00pm AEST.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Voting Form and Explanatory Memorandum form part of this notice.

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### Shareholders can participate in the AGM in the following ways:

#### Before the AGM

AGM Notice of Meeting	Vote or appoint proxy	Ask a question or make a comment
<ul style="list-style-type: none"><li>• Access online via <a href="http://www.dickerdata.com.au/agm2026">www.dickerdata.com.au/agm2026</a></li><li>• or the Dicker Data announcements section.</li><li>• Request a hard copy Notice of Meeting by phone or email: +61 1300 554 474 or email <a href="mailto:support@cm.mpms.mufg.com">support@cm.mpms.mufg.com</a></li></ul>	<ul style="list-style-type: none"><li>• Return the Voting Form</li><li>• Follow the AGM voting link emailed to you.</li><li>• If you appoint a proxy other than the Chair, you must provide your intended proxy's email address.</li><li>• To be valid, your vote or proxy appointment must be received by <b>1.00pm (AEST) Monday 25 May 2026.</b></li></ul>	<ul style="list-style-type: none"><li>• Submit questions or comments via the share registry website at <a href="https://au.investorcentre.mpms.mufg.com/">https://au.investorcentre.mpms.mufg.com/</a></li><li>• Questions must be received by <b>5.00pm AEST Wednesday 20 May 2026.</b></li></ul>

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#### Attend the AGM in person

The AGM will be held at the offices of Dicker Data, 238-258 Captain Cook Drive, Kurnell NSW 2231.

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

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



23 April 2026

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 on Wednesday 27 May 2026 commencing at 1.00pm (AEST). The meeting will be held at the Dicker Data offices at 238-258 Captain Cook Drive, Kurnell NSW 2231.

Please read the Notice of Meeting (including the Explanatory Memorandum) and the Voting Form and consider how to vote on each resolution related to the items of business of the AGM. Subject to the abstentions noted in the Explanatory Memorandum, the Directors of Dicker Data recommend that Shareholders vote in favour of the resolutions in Items 2 – 7 and against the resolution in Item 8.

If you are unable to attend the AGM, I encourage you to vote online no later than 1.00pm AEST on Monday 25 May 2026.

Shareholders will have the opportunity to submit questions or make comments prior to the AGM or during the AGM, and details of how to do this are outlined in the Notice of Meeting.

Under changes implemented with the Corporations Amendment (Meetings and Documents) Bill 2021 (Cth), you have not been sent a hardcopy Notice of Meeting or Voting Form.

Should you wish to update your communication election to receive hardcopy meeting documents in future or to lodge a vote for the AGM, please visit <https://au.investorcentre.mpms.mufg.com/>

I encourage you to read our 2025 Annual Report which provides a detailed overview of business performance last year at <https://www.dickerdata.com.au/investor>.

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,

Fiona Brown  
Chair and Managing Director

For personal use only

## DICKER DATA LIMITED

ACN 000 969 362

### NOTICE OF ANNUAL GENERAL MEETING

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Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of Dicker Data Limited (**Dicker Data** or the **Company**) will be held at 238-258 Captain Cook Drive Kurnell NSW 2231 on Wednesday 27 May 2026 at 1.00pm (AEST) (**Meeting**).

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

#### BUSINESS OF THE MEETING

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##### 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 2025.

All Shareholders can view the Annual Report, which contains the Financial Report for the year ended 31 December 2025, on the Investors Page of the Dicker Data website at [www.dickerdata.com.au/agm2026](http://www.dickerdata.com.au/agm2026).

##### Item 2: Remuneration Report

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

Notes:

- (i) In accordance with section 250R of the *Corporations Act 2001* (Cth), 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 Voting Procedure for details).

##### Item 3: Election of Directors

###### Item 3.1: Re-election of Ms Mary Stojcevski

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

*"That Ms Mary Stojcevski, being a Director who is retiring in accordance with clause 16.3 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 3.2: Election Mr Marcus Derwin

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

*"That Marcus Derwin being a Director who was appointed by the Directors on 17 December 2025 and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and being eligible, offers himself for election, be elected as a Director of the Company."*

**Item 4: Approval of Performance Rights and Share Rights to Mr Vladimir Mitnovetski (See Items 4-7 of this Explanatory Memorandum for more detail)**

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

*'That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to issue to Mr Vladimir Mitnovetski, as Executive Director and Chief Operating Officer of the Company, 85,620 Performance Rights under the Long-term Incentive, and to seek approval to grant Share Rights under the Short-term Incentive following determination of results for the year ended 31 December 2026, on the terms and conditions set out in the Explanatory Notes accompanying this Notice of Meeting.'*

**Item 5: Approval of Performance Rights and Share Rights to Ms Mary Stojcevski (See Items 4-7 of this Explanatory Memorandum for more detail)**

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

*'That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to issue to Ms Mary Stojcevski, as Executive Director and Chief Financial Officer of the Company, 35,675 Performance Rights under the Long-term Incentive, and to seek approval to grant Share Rights under the Short-term Incentive following determination of results for the year ended 31 December 2026, on the terms and conditions set out in the Explanatory Notes accompanying this Notice of Meeting.'*

**Item 6: Approval of Performance Rights and Share Rights to Mr Ian Welch (See Items 4-7 of this Explanatory Memorandum for more detail)**

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

*'That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to issue to Mr Ian Welch, as Executive Director and Chief Information Officer of the Company, 35,675 Performance Rights under the Long-term Incentive, and to seek approval to grant Share Rights under the Short-term Incentive following determination of results for the year ended 31 December 2026, on the terms and conditions set out in the Explanatory Notes accompanying this Notice of Meeting.'*

**Item 7: Approval of Performance Rights to Ms Fiona Brown (See Items 4-7 of this Explanatory Memorandum for more detail)**

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

*'That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to issue to Ms Fiona Brown, as Chair and Managing Director of the Company, 99,176 Performance Rights under the Long-term Incentive, on the terms and conditions set out in the Explanatory Notes accompanying this Notice of Meeting.'*

**Item 8: 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 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 2025 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 Voting Exclusion Statements and Explanatory Memorandum for details).

## VOTING PROCEDURES AT THE AGM

### All Resolutions Will Be by Poll

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In accordance with clause 14.10 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

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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 5.00pm (AEST) on Monday 25 May 2026 (**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

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#### Direct vote – using the Voting 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 1.00pm (AEST) on Monday 25 May 2026**. For details about how you can submit your Voting Form, please refer to the section below titled 'Submitting your Voting Form prior to the AGM'.

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](http://www.dickerdata.com) (under Investors). By submitting a direct vote, you agree to be bound by the Dicker Data Direct Voting Regulations.

#### Voting – During AGM

Those Shareholders attending the meeting will be able to vote at the meeting using forms provided. Voting Shareholders will be presented with a Voting Form upon registration at the AGM and the completed forms will be collected at the closure of voting as announced by the Chair during the AGM.

#### 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 Items 2, 4 – 6 and 7 (see 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 their voting intention as stated in this Notice of Meeting.

### Proxy voting by the Chair

For Item 2 (Remuneration Report), Items 4 - 7 (Grant of Performance Rights under the Long-term Incentive and Share Rights under the Short-term Incentive to Executive Directors), and Item 8 (Spill Resolution), 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 Items 2, 4 – 7 and 8 the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for these items of business, even though Items 2, 4 – 7 and 8 are 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 Items 2, 3, 4, 5, 6 and 7 and **against** the resolution in Item 8 in the Notice of Meeting.

### Voting Exclusion Statements

The Company will disregard any votes cast on Item 2:

- by or on behalf of a member or a former member of the Company's KMP named in the Company's Remuneration Report for the year ended 31 December 2025 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties, unless the vote is cast as proxy for a person entitled to vote on Item 2:
  - o in accordance with a direction in the proxy form; or
  - o by the Chair of the meeting pursuant to an express authorisation on the proxy form to vote as the proxy decides, even though the resolution is connected with the remuneration of the KMP.

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 the Chair 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).

The Company will disregard any votes cast on Items 4 - 7:

- in favour of the resolution by or on behalf of Mr Vladimir Mitnovetski, Ms Mary Stojcevski, or Mr Ian Welch, or Ms Fiona Brown or any of their associates, regardless of the capacity in which the vote is cast; or

- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

However, this does not apply to a vote cast in favour of a resolution by:

- a person as a proxy or attorney for a person entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- as a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder, to vote in that way.

The Company will disregard any votes cast on Item 8:

- by a KMP of the Company or a Closely Related Party of such a KMP unless:
  - o the person votes as a proxy appointed by writing that specifies how the person is to vote on Item 8; or
  - o the person is the Chair and votes as a proxy appointed by writing that authorises the Chair to vote on Item 8 even though the resolution is connected directly or indirectly with the remuneration of the KMP of the Company.

#### **Submitting your Voting Form Prior to the AGM**

To be valid, a Voting 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 Form must be received by the Company share registry, MUFG Corporate Markets (AU) Limited, no later than 1.00pm (AEST) on Monday 25 May 2026. After this time, you will still be able to lodge your direct vote during the AGM by attending the AGM in person and voting using the forms provided.

To be effective, the Voting 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, online or by facsimile, **no later than 1.00pm (AEST) on Monday 25 May 2026 (Proxy Deadline)**.

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

- By mail** to MUFG Corporate Markets (AU) Limited using the reply-paid envelope or Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches MUFG Corporate Markets (AU) Limited by the Proxy Deadline;
- Mobile Device** using a mobile device by scanning the QR code on the back of the Voting Form. To scan the QR code you will need a QR code reader application that can be downloaded for free on your mobile device. You will also need your SRN or HIN and postcode for your shareholding.
- By fax** to MUFG Corporate Markets (AU) Limited on +61 2 9287 0309;
- Online** via the Company's Share Registry website at <https://au.investorcentre.mpms.mufg.com/>Please refer to the Proxy Form for more information. You will need your Securityholder Reference Number (**SRN**) or Holding Identification Number (**HIN**); or

- (v) **By hand delivery** to MUFG Corporate Markets (AU) Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta, NSW 2150

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

#### **POWER OF ATTORNEY**

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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.

#### **CORPORATE REPRESENTATIVES**

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A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the *Corporations Act 2001* Cth (**Corporations Act**). The representative must bring to the AGM a properly executed letter or other document confirming its authority to act as the body corporate's representative. A 'Certificate of Appointment of a Corporate Representative' form can be obtained from Dicker Data's share registry or online at <https://au.investorcentre.mpms.mufig.com>.

#### **QUESTIONS OR COMMENTS FROM SHAREHOLDERS**

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Shareholders who would like to register questions or comments in advance of the AGM can do this via our Investor Centre.

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm AEST Wednesday 20 May 2026.

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

#### **During the AGM**

Shareholders, proxyholders, body corporate representatives or attorneys attending the Meeting in person will be able to ask questions or make comments during the meeting.

BY ORDER OF THE BOARD



**Erin McMullen**  
**Company Secretary**  
Date: 23 April 2026

## 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 Wednesday 27 May 2026.

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

Subject to the abstentions noted in respect of each resolution, the Directors unanimously recommend Shareholders vote in favour of the resolutions in Items 2 - 7 and **against** the contingent resolution in Item 8. The Chair of the Meeting intends to vote all available undirected proxies in favour of the resolutions in Items 2 - 7 and **against** the resolution in Item 8 (if this item is put to the Meeting).

The resolution in Item 2 relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. The resolutions in Items 3 - 7 are ordinary resolutions, which require a simple majority of votes cast by Shareholders entitled to vote on the resolution. The contingent resolution in Item 8 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, Ernst & Young (**EY**), questions about the Auditor's report, the conduct of its audit of the Company's Financial Report for the financial year ended 31 December 2025, 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 EY in relation to the conduct of the audit.

Shareholders may submit written questions or comments to the Company in relation to the above matters and the way to do this is outlined earlier in this Notice.

### Item 2 – Adoption of Remuneration Report

The Company has prepared a Remuneration Report for consideration and adoption by Shareholders. The Remuneration Report on pages 83-99 of the Company's Annual Report for the year ended 31 December 2025 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 2025 Annual Report is available at: [www.dickerdata.com.au/investor](http://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.

### Director's Recommendation

The Board recommends that Shareholders vote **FOR** the Resolution in Item 2.

### Item 3 – Election and 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 annual general meeting following the Director's appointment or three years, whichever is longer.

#### Item 3.1 – Re-election of Director

Ms Mary Stojcevski was last elected as a Director on 31 May 2023 and therefore must retire and submit herself for re-election at this AGM by virtue of ASX Listing Rule 14.4 and clause 16.3(b)(ii) of the Company's Constitution.

Ms Stojcevski joined Dicker Data as Financial Controller in 1999 and was promoted to Chief Financial Officer in 2010. Her responsibilities include all of the financial management, administration and compliance functions of the Company. Prior to joining Dicker Data Ms Stojcevski had over 10 years' experience in accounting and taxation. Ms Stojcevski holds a Bachelor of Commerce Degree with a major in Accounting from the University of New South Wales. Ms Stojcevski was appointed as Executive Director of the Company on 31 August 2010.

Having regard to the ASX Corporate Governance Principles and Recommendations (4th edition) (ASX Principles), the Board (with Ms Stojcevski abstaining) considers Ms Stojcevski to be a non-independent director by virtue of her executive position with the Company.

#### Director's Recommendation

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

#### Item 3.2 - Election of Director

In accordance with Clause 16.1 of the Company's Constitution and ASX Listing Rule 14.4 any Director appointed to fill a casual vacancy or as an additional Director holds office until the next AGM of Shareholders and is then eligible for election. Mr Marcus Derwin was appointed as a Director of the Company on 17 December 2025.

Mr Derwin is an experienced corporate executive, company adviser and Board director with a strong background in governance, enterprise risk management and stakeholder engagement across global roles. His career includes senior positions with PwC, National Australia Bank, AMP and KPMG, prior to founding a corporate advisory firm. Marcus holds a Bachelor of Business (Accounting) from the Queensland University of Technology and a Master of Commerce (Marketing) from the University of New South Wales. He is a member of Chartered Accountants Australia and New Zealand and the Australian Institute of Company Directors.

Mr Derwin is a Member of the Audit and Risk Management Committee and People and Culture Committee

Having had regard to the ASX Principles, the Board (with Mr Derwin abstaining) considers Mr Derwin to be an independent Director.

## Director's Recommendations

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

### Items 4 - 7: Approval of Issue of Performance Rights and Share Rights

The Resolutions in Items 4 to 7 seek the approval for the grant of Performance Rights under the Long-term Incentive (LTI) and Share Rights under the Short-term Incentive (STI) to executive directors Mr Vladimir Mitnovetski, Ms Mary Stojcevski, and Mr Ian Welch, respectively and for the grant of Performance Rights under the Long-term Incentive to Ms Fiona Brown.

ASX Listing Rule 10.14 states that shareholder approval is required for the issue of equity securities to any director under an employee incentive scheme. For the individuals named (Mr Mitnovetski, Ms Stojcevski, Mr Welch and Ms Brown), they each fall within ASX Listing Rule 10.14.1 because each is a director of the Company. 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.

In May 2025, the CEO, Chairman and Director stepped down, and Ms Fiona Brown moved seamlessly into the Executive Chair role. Fiona received only director fees in FY25. Fiona's responsibilities and accountabilities have been independently reviewed to assess what is an appropriate arm's length remuneration level and opportunity for this role. The independent review confirmed her role is responsible for the development and execution of strategy, including geographic expansion, entry into adjacent businesses, and development of related businesses, as well as internal succession planning, to ensure Dicker Data's sustainable growth. As such, the Board resolved that Fiona become a Managing Director in addition to her Chair responsibilities. The change to Fiona's role was announced to the ASX on 23 April 2026.

Based on the external benchmarking and assessment of the role, it was determined that Fiona will not be eligible to participate in the STI reflecting that her role focusses on delivery of longer-term growth. Fiona will be eligible to participate in the LTI against the same measures of performance as the other executives, ensuring a consistent growth mindset across the executive team, and incentivising longer-term delivery of excess returns to shareholders over a multi-year period.

The grants of Performance Rights vest subject to long term performance under the Long-term Incentive.

If there is an outcome under the FY26 STI, a proportion of the award will be deferred in the form of Share Rights. Share Rights may be granted following determination of the FY26 STI.

The LTI was introduced in FY25 to provide alignment of executive pay with shareholders over a multi-year period. Opportunities are unchanged for the FY26 LTI. The grant will have a maximum value equal to 130% of salary, represented by the present-day face value of Shares underlying each Performance Right. The actual value will depend on the share price at the time of vesting (if it vests) and subsequent exercise. The minimum award value is zero if the award is not made, it is cancelled or forfeited, or it fails to vest.

The LTI grant will be awarded as Performance Rights to acquire fully paid ordinary Shares that vest if performance requirements are achieved. However, the Board retains the discretion to settle Performance Rights with cash of equivalent value instead of Shares. Weighted average Earnings Per Share (EPS) growth equal to or exceeding stretch target forecasts, and outperformance on relative Total Shareholder Return against the S&P/ASX 300 index (rTSR) over a 3-year performance period is required for vesting. rTSR was introduced as a performance measure

for the FY26 LTI reflecting feedback from some stakeholders, to ensure vesting outcomes reflect more parameters of performance and to further align executive pay with shareholder outcomes.

The amendment to executive director contracts permitting a proportion of the STI to be deferred into equity was announced to the ASX on 23 April 2026.

In response to shareholder feedback and to provide part of the annual STI in equity, 30% of the FY26 STI will be deferred into Share Rights. The deferred STI grant will be determined following the end of FY26 and the assessment of annual results. Thirty per cent of the STI award will be deferred into Share Rights that will vest equally over 2 years unless any executive is dismissed for cause, resigns without mutual consent, or fails to meet required behavioural standards. This provides stronger governance through the application of malus to a greater proportion of remuneration and further aligns executive interests with those of our stakeholders.

After vesting and upon exercise, the participant will receive a dividend equivalent amount only in relation to the Share Rights and Performance Rights that meet performance requirements, delivered in the form of Shares equal in value to the amount of dividends that would have been paid and re-invested had the participant held those Shares during the period from the grant date of the Performance Rights and Share Rights to the exercise date, rounded down to the nearest whole number of Shares. This treatment is consistent with the [Dicker Data Dividend Reinvestment Plan Rules](#) which apply to all shareholders. The Board retains the discretion to make a cash-equivalent payment to settle the dividend equivalent payment in lieu of Shares.

The Performance Rights and Share Rights are subject to a 'malus' policy during the vesting period – this means that some or all of the Performance Rights may be forfeited in the event of fraud, dishonesty, unsatisfactory behaviour, or a breach of obligations.

Performance Rights and Share Rights do not carry any voting rights or an entitlement to dividends. However, as noted above, the number of Shares delivered on exercise of Performance Rights and Share Rights will be adjusted by a dividend equivalent amount in the form of additional Shares (or the cash equivalent value) equal in value to the dividends that would have been paid had the participant held the Shares during the period from grant date to exercise date, rounded down to the nearest whole number of Shares. Shares allocated on exercise carry the same dividend and voting rights as other ordinary Shares issued by the Company.

Performance Rights, Share Rights and Shares are subject to dealing restrictions are not transferable without the consent of the Board.

Hedging is prohibited in respect to unvested Performance Rights, Share Rights or Shares subject to dealing restrictions.

If Shareholder approval is obtained, the Company will grant Performance Rights to Mr Vladimir Mitnovetski, Ms Mary Stojcevski, Mr Ian Welch, and Ms Fiona Brown as soon as practicable after the AGM, but in any event, within 12 months of the AGM. If the Resolutions in Items 4, 5, 6 and 7 are approved, the Company will grant Performance Rights of 85,620 to Mr Vladimir Mitnovetski, 35,675 to Ms Mary Stojcevski, 35,675 to Mr Ian Welch, and 99,176 to Ms Fiona Brown. If resolutions 4, 5, 6 and 7 are not approved, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Vladimir Mitnovetski, Ms Mary Stojcevski, Mr Ian Welch, and Ms Fiona Brown, which may include on market purchase of securities, settling the incentive in cash of equivalent value or providing superannuation contributions of equivalent value.

If Shareholder approval is obtained, the Company will grant Share Rights to Mr Vladimir Mitnovetski, Ms Mary Stojcevski, and Mr Ian Welch as soon as practicable following determination of the Short-term Incentive for the year ended 31 December 2026, but in any event, within 12 months of the AGM. If resolutions 4, 5, and 6 are not approved, the Board will consider alternative arrangements to appropriately remunerate and incentivise for the deferred portion of the Short-term Incentive Mr Vladimir Mitnovetski, Ms Mary Stojcevski, and Mr Ian Welch,

which may include on market purchase of securities, settling the incentive in cash of equivalent value or providing superannuation contributions of equivalent value.

A summary of the key features of the STI and LTI are set out in Schedule 1. The remaining information required by ASX Listing Rule 10.15 is set out in Schedule 1.

### **Director's Recommendation**

The Board, with interested parties abstaining from voting where there is a personal interest, recommends that Shareholders vote **FOR** the Resolutions in Items 4 -7.

### **Item 8: 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.

The Remuneration Report for the financial year ended 31 December 2024 was considered by shareholders at our annual general meeting held in May 2025. From the 17.5% of votes cast, votes in support of the FY24 Remuneration Report represented 23.37%, with 76.63% of votes cast against. This resulted in a ‘strike’ (when 25% or more votes are against). These votes against represented a small proportion of Dicker Data’s issued shares, accounting for only 13.4% of shares on issue, and therefore did not faithfully represent the views of all shareholders. A board spill was not required given the spill resolution at our 2024 annual general meeting received an overwhelming majority against, with 97.14% of votes against the resolution and only 2.86% of votes for.

Proxy advisor and shareholder feedback indicated concern with the uncapped nature of the profit share plan, the absence of a long-term incentive plan and the lack of equity payments and/or deferral on the profit share plan. The Board has addressed Shareholder concerns as follows.

#### Introduction of an LTI

In FY25 we introduced our LTI incentive in response to proxy advisor and shareholder commentary. The LTI provides long-term alignment with shareholder outcomes and is subject to performance measures that reflects the extent that excess shareholder returns are delivered over a multi-year period. We monitor and consider LTI measures to ensure that we continue to drive the right outcomes for Dicker Data, our shareholders, and our customers. For FY26 we will add a relative TSR as an LTI performance requirement. The introduction of an LTI was positively received at the 2025 annual general meeting, with votes on the resolutions to issue Performance Rights to our executives all receiving around 95% of votes in favour of the proposal.

#### Introduction of a deferred STI

We have responded to shareholder feedback by introducing a deferral component to the STI. From 1 January 2026, a proportion of the STI will be delivered in equity and deferred into Share Rights to fully paid ordinary Shares that will vest over 2 years, unless any executive is dismissed for cause, resigns without mutual consent, or fails to meet required behavioural standards. That is, deferred STI will be subject to malus provisions.

However, we believe that placing a cap on executive short-term incentives would misalign interests with shareholders and reduce motivation for our executives to outperform. A cap, in effect, says to executives that we do not want too much profit. This would be contrary to shareholder interests and our directors’ duties to the company. Our STI drives a profit focus which allows us to deliver strong returns to our investors. We have established risk parameters including gearing and working capital, and executives are only rewarded when the business makes profits, and then only if profit margins exceed a minimum threshold. This structure shares both opportunity and risk with our executives. It strives for maximum performance rather than limiting outcomes to be merely “good enough”. Capping returns for our executives would in effect cap returns to shareholders which would be at odds with our underlying philosophy and rationale.

This remuneration structure approach builds on our executives' already significant stake in the business through their substantial individual shareholdings, further aligning their interests with those of our shareholders. Directors currently hold stock that greatly exceeds normative standards within the ASX 300.

The Board believes these remuneration enhancements balance the preservation of our remuneration philosophy, provide for even greater shareholder alignment, encourages sustained longer term business performance, at lower initial costs than current arrangements, and merits shareholder support.

Accordingly, Item 8 (**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 2024 Annual Report was passed by a majority of less than 75% at the 2025 annual general meeting held on 21 May 2025.

Item 8 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 Directors who were in office when the Board approved the Directors' Report for the year ended 31 December 2025, will cease to hold office immediately before the end of the Spill Meeting (unless they resign before the Spill Meeting):

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

\*This assumes the directors are re-elected/elected at this Meeting pursuant to Item 3.

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 8 (as set out in Voting Exclusion Statements). 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** the Resolution in Item 8.

**Chair's Voting Intention**

The Chair of the Meeting intends to vote all available undirected **proxies in favour of the Resolutions in Items 2 – 7 and against the Resolution in Item 8 (if this item is put to the Meeting).**

## Schedule 1 – Summary of Short-term Incentive and Long-term Incentive

The key specifications of the Share Rights to be granted to Mr Vladimir Mitnovetski, Ms Mary Stojcevski and Mr Ian Welch under the Short-term Incentive and the Performance Rights proposed to be granted to Mr Vladimir Mitnovetski, Ms Mary Stojcevski, Mr Ian Welch, and Ms Fiona Brown under the Long-term Incentive are summarised in the table below (including the information required by ASX Listing Rule 10.15).

### Total Remuneration Package

#### Total remuneration package Mr Vladimir Mitnovetski COO:

Remuneration Component	Quantum
Minimum Variable Pay (MVP)*	\$600,000
Superannuation	SG rate (currently 12%) of (MVP + profit share) up to the maximum SGC annual contribution (currently \$30,000)
Profit Share	4% of net operating profit before tax
LTI maximum at face value	130% of MVP

\* 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.

#### Ms Mary Stojcevski CFO and Mr Ian Welch CIO:

Remuneration Component	Quantum
Base Salary	\$250,000
Superannuation	SG rate (currently 12%) of (base salary + profit share) up to the maximum SGC annual contribution (currently \$30,000)
Profit Share	2% of net operating profit before tax
LTI maximum at face value	130% of base salary

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

#### Ms Fiona Brown Chair & MD:

Remuneration Component	Quantum
Base Salary	\$695,000
Superannuation	SG rate (currently 12%) of (base salary + profit share) up to the maximum SGC annual contribution (currently \$30,000)
LTI maximum at face value	130% of base salary

## Short-term Incentive

<b>Names of Executive Directors eligible for grants</b>	<p>Chief Operating Officer (COO) – Mr Vladimir Mitnovetski</p> <p>Chief Financial Officer (CFO) – Ms Mary Stojcevski</p> <p>Chief Information Officer (CIO) – Mr Ian Welch</p>
<b>Payment vehicle</b>	Cash (70%) and Share Rights (30%).
<b>Rationale for payment vehicle</b>	The Short-term Incentive ensures variable reward is only available when value has been created for shareholders. Cash rewards executives for delivery of profit and business performance and Share Rights further align the outcomes of executives with shareholders.
<b>Number of securities previously issued under the Short-term Incentive</b>	<p>Chief Operating Officer (COO) – Mr Vladimir Mitnovetski: nil</p> <p>Chief Financial Officer (CFO) – Ms Mary Stojcevski: nil</p> <p>Chief Information Officer (CIO) – Mr Ian Welch: nil</p>
<b>Maximum Opportunity</b>	<p>The executives' Short-term Incentive opportunities are assessed and paid either monthly or quarterly based on the actual performance against the relevant monthly profit with reconciliation at the end of the financial year against the audited full-year actual profit for the year ended 31 December 2026.</p> <p>The performance-related award is un-capped after the threshold performance metric has been achieved. The profit incentive is subject to the company achieving a net profit margin of 2.5% in a calendar quarter.</p> <p>The following summarises the executives Short-term Incentive opportunities:</p> <p>Chief Operating Officer (COO) – Mr Vladimir Mitnovetski: 4% of net operating profit before tax</p> <p>Chief Financial Officer (CFO) – Ms Mary Stojcevski: 2% of net operating profit before tax</p> <p>Chief Information Officer (CIO) – Mr Ian Welch: 2% of net operating profit before tax</p>
<b>Maximum Number of Share Rights to be Granted</b>	<p>The number of Share Rights that will be offered to executives will be determined by:</p> <p>Dividing 30% of the executive's FY26 STI outcome for the aggregate 12 months for the year ended 31 December 2026 by the 10-trading day volume weighted average price (VWAP) of Dicker Data Shares traded in the period immediately following (and not including) the date of release of the FY26 financial results.</p>
<b>Number of Shares attaching to Share Rights</b>	Each Share Right that vests entitles the holder to one ordinary Share in the company on vesting plus additional Shares equal in value to the dividends paid on the underlying Shares. However, the Board retains the discretion to settle Share Rights with cash of equivalent value instead of Shares.
<b>Dividend equivalent payment</b>	<p>Share Rights do not carry any dividend rights.</p> <p>Upon exercise of vested Share Rights, the executive will receive a dividend equivalent amount delivered in the form of Shares equal in value to the amount of dividends that would have been paid and re-invested had those Shares been held during the period from the Share Rights grant date to the exercise date, rounded down to the nearest whole number of Shares.</p> <p>The number of additional Shares allocated to the executive will be calculated in accordance with the <a href="#">Dicker Data Dividend Reinvestment Plan Rules</a> that apply to all shareholders.</p>

<b>Voting rights</b>	Share Rights do not carry any voting rights.
<b>Performance period</b>	<p>Chief Operating Officer (COO) – Mr Vladimir Mitnovetski: each quarter in the financial year ended 31 December 2026.</p> <p>Chief Financial Officer (CFO) – Ms Mary Stojcevski: each month in the financial year ended 31 December 2026.</p> <p>Chief Information Officer (CIO)– Mr Ian Welch: each month in the financial year ended 31 December 2026.</p>
<b>Vesting date</b>	<p>Cash (70%): paid either monthly or quarterly.</p> <p>Share Rights: 50% of the Share Rights vest on the first anniversary of grant and 50% of the Share Rights vest on the second anniversary of grant. In both cases provided the executive remains in employment and notice of termination has not been served by either the executive or the Company.</p>
<b>Grant frequency</b>	Granted annually.
<b>Grant date</b>	The Share Rights will be granted following the release of the audited financial results for FY26, subject to shareholder approval at this 2026 AGM.
<b>Price payable for securities</b>	No amount is payable in respect of the Share Rights, nor in respect of any Shares allocated on exercise of vested Share Rights.
<b>Exercise period</b>	Share Rights can be exercised within trading windows consistent with the Company Security Trading Policy from the end of the deferral period to 15 years after grant.
<b>Trading restriction</b>	Vested Share Rights can only be exercised within the exercise window subject to the Company's Security Trading Policy. Subsequent Shares received on exercise are also subject to the Company's Security Trading Policy.
<b>Loan</b>	No loan pertains to the grant.
<b>Performance measure</b>	Net operating profit before tax. The profit incentive is subject to the company achieving a net profit margin of 2.5% in a calendar quarter.
<b>Re-testing</b>	None.
<b>Termination of employment</b>	<p>STI opportunity is forfeited if an employee resigns or is terminated without mutual agreement.</p> <p>Unvested rights will remain on foot if the employee is considered a "good leaver" (termination due to retirement, redundancy, death, disability, or by mutual agreement).</p>
<b>Malus</b>	In the event of fraud, dishonesty, unsatisfactory behaviour or breach of obligations, the Board may determine to lapse some, none or all unvested Share Rights, to ensure that no unfair benefit is obtained by a participant.
<b>Change in control (CinC)</b>	In the event of a takeover, scheme or arrangement or other transaction which may result in a person becoming entitled to exercise control over the Company, the Board has discretion to determine whether unvested Share Rights should vest and be exercised or lapse, or whether any resulting Shares which are subject to a restriction period should become unrestricted.

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**Transfer or sale of rights**      Not permitted.

**Hedging of Performance Rights**      Not permitted.

**Required statement under ASX Listing Rule 10.15.11**      Details of any +securities issued under the scheme will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14. any Share Rights issued under the deferred portion of the Short-term Incentive will be published in Dicker Data’s Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become eligible to participate in an issue of Share Rights under the deferred portion of the Short-term Incentive after the resolutions are approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.

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## Long-term Incentive

**Names of Executive Directors eligible for grants** Chair and Managing Director (MD) – Ms Fiona Brown  
 Chief Operating Officer (COO) – Mr Vladimir Mitnovetski  
 Chief Financial Officer (CFO) – Ms Mary Stojcevski  
 Chief Information Officer (CIO) – Mr Ian Welch

**Payment vehicle** Performance Rights.

**Rationale for payment vehicle** Performance Rights link executives' interests to the achievement of specific, measurable performance targets over the long term. It incentivises sustainable growth, enhances accountability, and ensures that executives are rewarded only when they deliver value to the company and its shareholders.

**Number of securities previously issued** Chair and Managing Director (MD) – Ms Fiona Brown: nil  
 Chief Operating Officer (COO) – Mr Vladimir Mitnovetski: 91,765  
 Chief Financial Officer (CFO) – Ms Mary Stojcevski: 38,325  
 Chief Information Officer (CIO) – Mr Ian Welch: 38,325

**Maximum Opportunity at share face value (% of salary and salary on which based)** MD: \$903,500 (130% of \$695,000 base salary)  
 COO: \$780,000 (130% of \$600,000 MVP, being the minimum annual performance-based salary under his executive agreement)  
 CFO: \$325,000 (130% of \$250,000 base salary)  
 CIO: \$325,000 (130% of \$250,000 base salary)

**Maximum Number of Performance Rights to be Granted** MD: 99,176  
 COO: 85,620  
 CFO: 35,675  
 CIO: 35,675  
 Calculated as the Maximum Opportunity divided by the volume weighted average price (VWAP) of Dicker Data Shares traded in the period immediately following (and not including) the date of release of the FY25 financial results.

**Number of Shares or cash at the discretion of the Board attaching to Performance Rights** Each Performance Right that vests entitles the executive to one ordinary Share in the company on vesting plus additional Shares equal in value to the dividends paid on the underlying Shares in the period from grant to vesting of the Performance Rights. However, the Board retains the discretion to settle Performance Rights with cash of equivalent value instead of Shares.

**Dividend equivalent** Performance Rights do not carry any dividend rights.  
 Upon exercise of vested Performance Rights, participants will receive a dividend equivalent amount delivered in the form of Shares equal in value to the amount of dividends that would have been paid and re-invested had those Shares been held during the period from the Performance Rights grant date to the exercise date, rounded down to the nearest whole number of Shares.  
 The number of additional Shares allocated will be calculated in accordance with the [Dicker Data Dividend Reinvestment Plan Rules](#) that apply to all shareholders.

<b>Voting rights</b>	Performance Rights do not carry any voting rights.												
<b>Performance period</b>	3 years.												
<b>Vesting date</b>	5 business days following the announcement of the FY28 financial results.												
<b>Lapse</b>	The Performance Rights will automatically lapse if the Performance Conditions are not met.												
<b>Grant frequency</b>	Granted annually.												
<b>Grant allocation</b>	Number of Performance Rights = maximum opportunity / 10-day trading VWAP post release of results.												
<b>10-trading days VWAP post release of results</b>	<p>\$9.11</p> <p>The amount is the average of each day's VWAP, weighted by that day's trading volume. This is the amount used to calculate the number of Performance Rights granted.</p>												
<b>Grant date</b>	The Performance Rights will be issued to the executive directors on acceptance of the offer, subject to shareholder approval.												
<b>Price payable for securities</b>	No amount is payable in respect of the Performance Rights, nor in respect of any Shares allocated on exercise of vested Performance Rights.												
<b>Exercise period</b>	Vested Performance Rights will be automatically exercised into Shares. Any Performance Rights that do not vest will lapse.												
<b>Trading restriction</b>	For the vested and exercised Performance Rights, executives are restricted from trade to the earlier of 15 years from the grant date, or service termination as a "good leaver". This applies to executive directors with a shareholding of less than 10% of the Shares in Dicker Data.												
<b>Loan</b>	No loan pertains to the grant.												
<b>Performance measures</b>	<p>Tranche 1: Weighted Average Earnings Per Share growth expressed as a % CAGR.</p> <p>Tranche 2: Relative Total Shareholder Return (TSR).</p>												
<b>Performance vesting conditions and schedule</b>	<p><b>Tranche 1. EPS Growth</b></p> <p>75% of the LTI will be the Company's 3-year EPS CAGR performance compared to the Gartner IT Sector Spending Growth CAGR. The tranche vesting scale is as follows.</p> <table border="1"> <thead> <tr> <th>Performance Level</th> <th>EPS % CAGR</th> <th>% Vesting</th> </tr> </thead> <tbody> <tr> <td><b>Below threshold</b></td> <td>Less than Relevant Gartner IT Sector Spending Growth CAGR + 1.0%</td> <td>0%</td> </tr> <tr> <td><b>Threshold</b></td> <td>Relevant Gartner IT Sector Spending Growth CAGR + 1.0%</td> <td>50%</td> </tr> <tr> <td><b>Between Threshold and Maximum</b></td> <td>Between Relevant Gartner IT Sector Spending Growth CAGR + 1.0% and Relevant Gartner IT Sector Spending Growth CAGR + 5.0%</td> <td>Pro-rata on a linear basis</td> </tr> </tbody> </table>	Performance Level	EPS % CAGR	% Vesting	<b>Below threshold</b>	Less than Relevant Gartner IT Sector Spending Growth CAGR + 1.0%	0%	<b>Threshold</b>	Relevant Gartner IT Sector Spending Growth CAGR + 1.0%	50%	<b>Between Threshold and Maximum</b>	Between Relevant Gartner IT Sector Spending Growth CAGR + 1.0% and Relevant Gartner IT Sector Spending Growth CAGR + 5.0%	Pro-rata on a linear basis
Performance Level	EPS % CAGR	% Vesting											
<b>Below threshold</b>	Less than Relevant Gartner IT Sector Spending Growth CAGR + 1.0%	0%											
<b>Threshold</b>	Relevant Gartner IT Sector Spending Growth CAGR + 1.0%	50%											
<b>Between Threshold and Maximum</b>	Between Relevant Gartner IT Sector Spending Growth CAGR + 1.0% and Relevant Gartner IT Sector Spending Growth CAGR + 5.0%	Pro-rata on a linear basis											

<b>Maximum</b>	Relevant Gartner IT Sector Spending Growth CAGR + 5.0%	100%
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Relevant Gartner IT Sector Spending Growth refers to Gartner published IT sector spending growth applicable to the segments of the industry considered by the Board to be most relevant to Dicker Data's operating activities over the performance period.

The Board retains the discretion to vary the assessment of performance outcomes in the event the Gartner data is not publicly available during the performance period or is found to be an inappropriate reference relative to Dicker Data's business.

If the Gartner data is not readily available during the performance period, has amended its measure method during the performance period, or is no longer a valid reference relative to Dicker Data's business, the Board has the discretion to vary the method to assess performance to a similar standard to the extent this is possible. In this event, any necessary variation in form of assessment will be disclosed.

#### **Tranche 2. Relative TSR**

25% of the LTI will be determined by Dicker Data's TSR ranking relative to the constituents of the S&P/ASX 300 Index. This tranche of the LTI will be subject to the following vesting schedule.

<b>Performance Level</b>	<b>Relative TSR</b>	<b>% Vesting</b>
<b>Below threshold</b>	Less than the 50 <sup>th</sup> Percentile	0%
<b>Threshold</b>	At the 50 <sup>th</sup> Percentile	50%
<b>Between Threshold and Maximum</b>	Between 50 <sup>th</sup> and 75 <sup>th</sup> Percentiles	Pro-rata on a linear basis
<b>Maximum</b>	At or above the 75 <sup>th</sup> Percentile	100%

**Re-testing** None.

**Termination of employment** The invested LTI opportunity is forfeited on resignation or termination without mutual agreement.

Unvested Performance Rights will remain on foot if the employee is considered a "good leaver" (termination due to retirement, redundancy, death, disability, by mutual agreement etc.).

**Malus** In the event of fraud, dishonesty, unsatisfactory behaviour or breach of obligations, the Board may determine to lapse some, none or all unvested Performance Rights, to ensure that no unfair benefit is obtained by a participant.

**Change in control (CinC)** In the event of a takeover, scheme or arrangement or other transaction which may result in a person becoming entitled to exercise control over the Company, the Board has discretion to determine whether all or some of unvested Performance Rights should vest and be exercised or lapse, or whether any resulting Shares which are subject to a restriction period should become unrestricted.

**Transfer or sale of rights** Not permitted.

**Hedging Performance Rights** Not permitted.

**Required statement under ASX Listing Rule 10.15.11** Details of any Performance Rights issued under the Long-term Incentive will be published in Dicker Data's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become eligible to participate in an issue of Performance Rights under the Long-term Incentive after the

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resolutions are approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.

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## 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 5.00pm (AEST) on Monday 25 May 2026.

**Explanatory Memorandum** means the Explanatory Memorandum accompanying the Notice.

**FY25** means the financial year ended 31 December 2025.

**FY26** means the financial year ended 31 December 2026.

**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.

**LTI** means Long-term Incentive.

**Malus** means the forfeiture of unvested STI and LTI Share Rights and / or Performance Rights at the discretion of the Board.

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

**Performance Right** means the right to acquire a Share or, at the discretion of the board, cash of an equivalent value.

**Proxy Deadline** means 1.00pm (AEST) on Monday 25 May 2026.

**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 2025.

**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 MUFG Corporate Markets (AU) Limited.

**Share Right** mean the right to acquire a Share or, at the discretion of the board, cash of an equivalent value.

**Shareholder** means a holder of a Share.

**STI** means Short-term Incentive.

**Voting Form** means the Voting form accompanying the Notice of meeting.

## LODGE YOUR VOTE

 **ONLINE**  
[au.investorcentre.mpms.mufg.com](http://au.investorcentre.mpms.mufg.com)

 **BY MAIL**  
 Dicker Data Limited  
 C/- MUFG Corporate Markets (AU) Limited  
 Locked Bag A14  
 Sydney South NSW 1235 Australia

 **BY FAX**  
 +61 2 9287 0309

 **BY HAND**  
 MUFG Corporate Markets (AU) 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

## VOTING FORM

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

### A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

 in relation to the Annual General Meeting of the Company to be held at **1:00pm (AEST) on Wednesday, 27 May 2026**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

### B 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 of the person or body corporate you are appointing as your proxy

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 **1:00pm (AEST) on Wednesday, 27 May 2026 at 238-258 Captain Cook Drive, Kurnell, NSW** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Items 2 & 4 to 8:** 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 Items 2 & 4 to 8, even though the Items are 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 process in favour of Items 2 -7 and AGAINST Item 8.**

## 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

2 Remuneration Report

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Approval of Performance Rights and Share Rights to Ms Mary Stojcevski

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3.1 Re-election of Director – Ms Mary Stojcevski

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6 Approval of Performance Rights and Share Rights to Mr Ian Welch

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3.2 Election of Director – Mr Marcus Derwin

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

7 Approval of Performance Rights to Ms Fiona Brown


<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Approval of Performance Rights and Share Rights to Mr Vladimir Mitnovetski

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

8 Spill Resolution

<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).



## HOW TO COMPLETE THIS SHAREHOLDER VOTING 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.**

### VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B – 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 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 Voting 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 they choose. 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 Voting 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 Voting Form and the second Voting 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 received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.mpms.mufg.com/en/mufg-corporate-markets](http://www.mpms.mufg.com/en/mufg-corporate-markets).

### LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1:00pm (AEST) on Monday, 25 May 2026**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre using the holding details as shown on the Voting/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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Dicker Data Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to MUFG Corporate Markets (AU) Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\*During business hours Monday to Friday (9:00am - 5:00pm)

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

For personal use only