

17 April 2025

REMUNERATION ADJUSTMENTS FOR EXECUTIVE DIRECTORS

SYDNEY, AUSTRALIA – Dicker Data (**ASX: DDR**) (“**Dicker Data**” or the “**Company**”) today announces that the Board of Directors has approved an adjustment to the remuneration package of the following Executive Directors:

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

effective 17 April 2025.

This adjustment comprises two key aspects:

- Capping superannuation contributions to the maximum concessional contributions limit applicable each financial year.
- Introduction of Long-Term Incentives equal to 130% of salary at maximum.

While remaining true to our philosophy and rationale for uncapped short-term incentives based on profit, we have considered how we might cost effectively provide for a portion of executive remuneration delivered as equity via a Long-Term Incentive. A proportion of superannuation based on the profit share would be converted to share rights for better alignment, subject to a performance measure that reflects the extent that excess shareholder returns are delivered over a multi-year period.

We believe this combination of maintaining the extent that annual cash varies in direct proportion to profit, and at-risk stock ownership refines our pay philosophy.

A summary of the key features of the Long-Term Incentive is set out in Appendix 1.

ASX Listing Rule 10.14 states that a listed company must not permit a director (or certain other persons) to acquire equity securities under an employee incentive scheme unless it obtains the approval of its shareholders. Accordingly, the Board considers that for the purpose of good corporate governance and in compliance with the obligations under the ASX Listing Rules and for all other purposes, shareholder approval be obtained prior to the grant of Performance Rights to the executives.

If shareholder approval is obtained, we will be able to proceed with the grant of Performance Rights to Mr Vladimir Mitnovetski, Ms Mary Stojcevski and Mr Ian Welch. If shareholder approval is not obtained, the Board will consider settling the incentive in cash, purchasing shares on market, or providing superannuation contributions of equivalent value.

These adjustments to the Executive Directors' remuneration reflect the Board's commitment to aligning executive remuneration with market benchmarks and ensuring the Company remains competitive in attracting and retaining top talent. The Board has considered market data, the executives' performance, and the Company's strategic objectives in making this decision.

The adjustment to the executives' remuneration will not have a material impact on the Company's financial position or operational performance. The Board believes that the revised remuneration package is in the best interests of shareholders and aligns with the Company's long-term strategy.

This announcement is made in accordance with ASX Listing Rule 3.16.4, which requires the Company to disclose any changes to the material terms of employment agreement for executive directors.

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

- Minimum Variable Pay (MVP): \$600,000¹
- Superannuation: Capped at the SG rate (currently 11.5%) of MVP + profit share to SGC maximum
- STI: 4% of net operating profit before tax
- LTI: 130% of base salary at maximum

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

- Base salary: \$250,000
- Superannuation: Capped at the SG rate (currently 11.5%) of base salary + profit share to SGC maximum
- STI: 2% of net operating profit before tax
- LTI: 130% of base salary at maximum

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

- Base salary: \$250,000
- Superannuation: Capped at the SG rate (currently 11.5%) of base salary + profit share to SGC maximum
- STI: 2% of net operating profit before tax
- LTI: 130% of base salary at maximum

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

Authorised by the Board of Dicker Data Limited,



David Dicker
Chair and CEO

¹ The remuneration payable to Mr Mitnovetski will be 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.

About Dicker Data

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

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

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