



# Dicker Data Limited **Executive and Board Minimum Shareholding Policy**

Approved by the Board on 25 February 2022

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ABN 95 000 969 362

**DICKER**  
DATA

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# 1. Introduction

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The Board recognises the importance of aligning executive interests with the long-term interests of shareholders and considers that a meaningful investment in Dicker Data Limited (Dicker Data or Company) shares by the Company's Non-executive Directors (NEDs) and Senior Executives demonstrates this alignment.

# 2. Scope

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This Policy applies to Dicker Data's NED's and Dicker Data's Senior Executives, comprising the Chief Operation Officer (COO), Chief Financial Officer (CFO) and Chief Information Officer (CIO).

# 3. Policy

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The NEDs and Senior Executives are encouraged to accumulate, and thereafter maintain, a direct minimum holding in Dicker Data shares that is equivalent to the following:

- NEDs At least 100% of one year's prevailing base board fees
- Senior Executives At least 300% of one year's prevailing total fixed remuneration

'Prevailing board fees' consists of the pre-tax base annual board fee at any time, excluding any fees for serving on a Board sub-committee.

'Total fixed remuneration' consists of pre-tax base salary and compulsory employer superannuation contributions, on the Measurement Date.

For NEDs and the Senior Executives this minimum target shareholding is to be achieved by the later of:

- the 3rd anniversary of the commencement date of this Policy; or
- the 3rd anniversary of the NED's or Senior Executives commencement date (the Measurement Date).

The commencement date of this Policy is 25 February 2022.

# 4. Definition of Shareholding

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All Dicker Data shares and any unvested incentive securities that are subject to a tenure-based hurdle which are held, legally or beneficially, by the NED or Senior Executive will count towards satisfaction of the required minimum shareholding.

For the avoidance of doubt, unvested incentive securities to Dicker Data shares that are subject to non-tenure related performance conditions do not count towards satisfaction of the Senior Executive's minimum shareholding.

## 5. Interests Counted in Minimum Holding

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Dicker Data Shares or interests in shares that count towards a NED or Senior Executive meeting the minimum holding are shares or interests in shares that are:

- owned by the NED or Senior Executive or associated entities and close associates, each as defined in the Corporations Act 2001 (Cth); or
- owned through a trust or in a superannuation fund or are otherwise held for the benefit of a person or entity referred to above.

## 6. Responsibilities of NEDs and Senior Executives

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All trading in Dicker Data shares must be undertaken in accordance with Dicker Data's Security Trading Policy. Nothing in this Policy is intended to impact the requirement for the NED or Senior Executive to comply with the Company's Security Trading Policy.

## 7. Exemption

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There may be circumstances in which compliance with this Policy would cause or contribute to severe financial difficulty for a NED or Senior Executive or could prevent a NED or Senior Executive from complying with an order of a court of law.

In these circumstances, the NED or Senior Executive may submit a request to the General Manager, People and Culture including details of the applicable financial difficulty or other circumstances relative to the exemption from this Policy being sought.

The Chair of the People and Culture Committee will decide on whether and to what extent any exemption may be granted. In doing so they will consider the Company's Trading Policy and whether any related clearance to dispose of Dicker Data shares should be granted under that Policy.

If an exemption is granted, the Chair of the People and Culture Committee will work with the NED or Senior Executive to develop an alternative arrangement.

## 8. Monitoring and Reporting

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The Company Secretary will report to the People and Culture Committee annually, or more frequently as required, in relation to progress towards the minimum shareholding requirement for each NED and Senior Executive.

The price used to determine compliance with this Policy is as follows:

- if a director or senior executive holds shares on their appointment, the share price on the date of their appointment;
- any share purchases after that time, the share price of the acquired shares;
- for tenure-based incentives, the share price at the close of trade on the day of the grant; and
- for shares issued on the vesting of incentive securities, the share price at the close of trade on the day of vesting.

## 9. Review of Policy

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The People and Culture Committee will review this Policy on an annual basis. Changes can be approved by a resolution of the Board.

## 10. Disclosure of Policy

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The Policy will be disclosed in the governance section of the Company's website.

### Document Management

Revision Date	Nature of Amendments
25 February 2022	Approved by the Board of Dicker Data

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