

604

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15 July 2001

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder****NEXTDC LIMITED**

To Company Name/Scheme

143 582 521

ACN/ARSN

**1. Details of substantial holder(1)**

Name YARRA FUNDS MANAGEMENT LIMITED ACN 005 685 567 (YFM); YARRA CAPITAL MANAGEMENT HOLDINGS PTY LTD ACN 614 782 795 (YCMH); YARRA MANAGEMENT NOMINEES PTY LTD ACN 616 681 068 (YMN); AA AUSTRALIA FINCO PTY LTD ACN 614 781 172 (FINCO); TA SP AUSTRALIA TOPCO PTY LTD ACN 612 486 452 (TOPCO); TA UNIVERSAL INVESTMENT HOLDINGS LTD (UNIVERSAL)

ACN/ARSN (if applicable)

005 685 567

There was a change in the interests of the substantial holder on

20 / 09 / 17

The previous notice was given to the company on

18 / 01 / 17

The previous notice was dated

17 / 01 / 17

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows

	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Fully Paid Shares	25,277,278	8.8084%	20,251,492	7.0259%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
REFER TO ATTACHMENT A	All substantial holders named in 1 above	REFER TO ATTACHMENT A			

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
All substantial holders named in 1 above	UBS Nominees Pty Ltd; HSBC Custody Nominees (Australia) Limited	YFM as the responsible entity for a range of managed investment schemes	Relevant interest held in YFM's capacity as responsible entity for the range of funds it manages.	Ordinary Fully Paid Shares / 2,992,551	2,992,551
All substantial holders named in 1 above	JPMorgan Chase Bank NA; Citigroup Pty Limited; State Street Australia Limited; BNP Paribas Securities Services	Various clients	Relevant interest held in YFM's capacity as investment manager for a range of client portfolios.	Ordinary Fully Paid Shares / 17,258,941	17,258,941

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

**8. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
YFM	LEVEL 19, 101 COLLINS STREET, MELBOURNE, VICTORIA 3000, AUSTRALIA
YCMH	LEVEL 19, 101 COLLINS STREET, MELBOURNE VICTORIA 3000, AUSTRALIA
YMN	LEVEL 19, 101 COLLINS STREET, MELBOURNE VICTORIA 3000, AUSTRALIA
FINCO	58 GIPPS STREET, COLLINGWOOD VICTORIA 3066, AUSTRALIA
TOPCO	58 GIPPS STREET, COLLINGWOOD VICTORIA 3066, AUSTRALIA
UNIVERSAL	3RD FLOOR, DEVONSHIRE HOUSE 1 MAYFAIR PLACE, LONDON W1J 8AJ, UNITED KINGDOM

**Signature**

print name

GARVIN LOUIE

capacity COMPANY SECRETARY OF YFM

sign here

date 22 / 09 / 2017

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 606 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## ATTACHMENT A

## Form 804 - Notice of change of interests of substantial holder

## Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Nature of change	Consideration per security	Class and Number of Securities		Person's votes affected
			Class	Number	
20-Jan-17	Sold on market	\$ 3.3206	Ordinary fully paid	3,182	3,182
24-Jan-17	Sold on market	\$ 3.3020	Ordinary fully paid	8,790	8,790
03-Feb-17	Sold on market	\$ 3.1262	Ordinary fully paid	1,899	1,899
06-Feb-17	Sold on market	\$ 3.0947	Ordinary fully paid	123,269	123,269
06-Feb-17	Sold on market	\$ 3.1150	Ordinary fully paid	206,114	206,114
07-Feb-17	Sold on market	\$ 3.0621	Ordinary fully paid	3,185	3,185
07-Feb-17	Sold on market	\$ 3.0645	Ordinary fully paid	78,440	78,440
09-Feb-17	Sold on market	\$ 3.1414	Ordinary fully paid	5,573	5,573
10-Mar-17	Sold on market	\$ 3.9872	Ordinary fully paid	67,536	67,536
22-Mar-17	Sold on market	\$ 3.8363	Ordinary fully paid	2,260	2,260
29-Mar-17	Sold on market	\$ 3.9281	Ordinary fully paid	22,630	22,630
05-Apr-17	Sold on market	\$ 3.9069	Ordinary fully paid	2,521	2,521
06-Apr-17	Sold on market	\$ 3.9324	Ordinary fully paid	11,190	11,190
19-Apr-17	Sold on market	\$ 4.0072	Ordinary fully paid	24,201	24,201
20-Apr-17	Sold on market	\$ 4.0790	Ordinary fully paid	14,990	14,990
24-Apr-17	Sold on market	\$ 4.1800	Ordinary fully paid	1,237	1,237
26-Apr-17	Purchased on market	\$ 4.2000	Ordinary fully paid	9,569	9,569
09-May-17	Sold on market	\$ 4.3281	Ordinary fully paid	2,241	2,241
11-May-17	Sold on market	\$ 4.4280	Ordinary fully paid	58,076	58,076
12-May-17	Sold on market	\$ 4.3470	Ordinary fully paid	121,109	121,109
15-May-17	Sold on market	\$ 4.3568	Ordinary fully paid	122,764	122,764
15-May-17	Sold on market	\$ 4.3684	Ordinary fully paid	98,819	98,819
16-May-17	Sold on market	\$ 4.3656	Ordinary fully paid	89,542	89,542
16-May-17	Sold on market	\$ 4.3911	Ordinary fully paid	20,000	20,000
17-May-17	Sold on market	\$ 4.3692	Ordinary fully paid	93,676	93,676
22-May-17	Sold on market	\$ 4.3531	Ordinary fully paid	111,670	111,670
23-May-17	Sold on market	\$ 4.4025	Ordinary fully paid	174,654	174,654
30-May-17	Sold on market	\$ 4.4400	Ordinary fully paid	15,841	15,841
02-Jun-17	Sold on market	\$ 4.4187	Ordinary fully paid	3,617	3,617
05-Jun-17	Sold on market	\$ 4.4259	Ordinary fully paid	1,601	1,601
15-Jun-17	Sold on market	\$ 4.3678	Ordinary fully paid	94,589	94,589
16-Jun-17	Sold on market	\$ 4.4495	Ordinary fully paid	179,726	179,726
22-Jun-17	Purchased on market	\$ 4.5974	Ordinary fully paid	30,160	30,160
22-Jun-17	Sold on market	\$ 4.5617	Ordinary fully paid	2,463	2,463
23-Jun-17	Sold on market	\$ 4.6025	Ordinary fully paid	70,774	70,774
26-Jun-17	Sold on market	\$ 4.6089	Ordinary fully paid	172,965	172,965
27-Jun-17	Sold on market	\$ 4.5332	Ordinary fully paid	3,450	3,450
03-Jul-17	Sold on market	\$ 4.4508	Ordinary fully paid	51,842	51,842

07-Jul-17	Sold on market	\$ 4.3744	Ordinary fully paid	1,249	1,249
13-Jul-17	Sold on market	\$ 4.3786	Ordinary fully paid	18,464	18,464
17-Jul-17	Sold on market	\$ 4.4501	Ordinary fully paid	2,437	2,437
17-Jul-17	Sold on market	\$ 4.4526	Ordinary fully paid	842	842
18-Jul-17	Sold on market	\$ 4.4700	Ordinary fully paid	14,943	14,943
18-Jul-17	Sold on market	\$ 4.4750	Ordinary fully paid	50,000	50,000
18-Jul-17	Sold on market	\$ 4.4850	Ordinary fully paid	4,528	4,528
19-Jul-17	Purchased on market	\$ 4.2851	Ordinary fully paid	104,205	104,205
19-Jul-17	Sold on market	\$ 4.2700	Ordinary fully paid	10,523	10,523
20-Jul-17	Sold on market	\$ 4.1595	Ordinary fully paid	11,989	11,989
21-Jul-17	Sold on market	\$ 4.1300	Ordinary fully paid	1,215	1,215
27-Jul-17	Sold on market	\$ 4.1800	Ordinary fully paid	1,211	1,211
28-Jul-17	Sold on market	\$ 4.1753	Ordinary fully paid	8,765	8,765
01-Aug-17	Sold on market	\$ 4.0953	Ordinary fully paid	13,085	13,085
02-Aug-17	Sold on market	\$ 4.0900	Ordinary fully paid	1,892	1,892
02-Aug-17	Sold on market	\$ 4.1043	Ordinary fully paid	1,948	1,948
04-Aug-17	Sold on market	\$ 4.2195	Ordinary fully paid	86,058	86,058
07-Aug-17	Sold on market	\$ 4.2300	Ordinary fully paid	2,444	2,444
22-Aug-17	Sold on market	\$ 4.3889	Ordinary fully paid	10,453	10,453
24-Aug-17	Sold on market	\$ 4.2821	Ordinary fully paid	1,936	1,936
30-Aug-17	Sold on market	\$ 4.2400	Ordinary fully paid	1,635	1,635
12-Sep-17	Sold on market	\$ 4.6734	Ordinary fully paid	145,519	145,519
13-Sep-17	Sold on market	\$ 4.6496	Ordinary fully paid	23,430	23,430
13-Sep-17	Sold on market	\$ 4.7009	Ordinary fully paid	183,994	183,994
14-Sep-17	Sold on market	\$ 4.6809	Ordinary fully paid	10,623	10,623
15-Sep-17	Sold on market	\$ 4.6370	Ordinary fully paid	1,784	1,784
15-Sep-17	Sold on market	\$ 4.6629	Ordinary fully paid	14,172	14,172
18-Sep-17	Sold on market	\$ 4.6711	Ordinary fully paid	127,751	127,751
19-Sep-17	Sold on market	\$ 4.6492	Ordinary fully paid	83,172	83,172
20-Sep-17	Sold on market	\$ 4.6200	Ordinary fully paid	2,231,222	2,231,222
20-Sep-17	Sold on market	\$ 4.6414	Ordinary fully paid	36,000	36,000