

**Form 605**  
Corporations Act 2001  
Section 671B

**Notice of ceasing to be a substantial holder**

To: Company Name/Scheme NEXTDC LIMITED

ACN/ARSN 143 582 521

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

Name YARRA FUNDS MANAGEMENT LIMITED ACN 005 885 887 (YFM); YARRA CAPITAL MANAGEMENT HOLDINGS PTY LTD ACN 614 752 785 (YCMH); YARRA MANAGEMENT NOMINEES PTY LTD ACN 616 681 065 (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) 005 885 587

The holder ceased to be a substantial holder on

22/06/2018

The previous notice was given to the company on

22/06/2017

The previous notice was dated

22/06/2017

**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change                    | Person whose relevant interest changed   | Nature of change (4) | Consideration given in relation to change (5) | Class (6) and number of securities affected | Person's votes affected |
|-----------------------------------|------------------------------------------|----------------------|-----------------------------------------------|---------------------------------------------|-------------------------|
| 21 September 2017 to 27 June 2018 | All substantial holders named in 1 above | Purchase             | \$14,872,632.22                               | 2,321,319                                   | 2,321,319               |
|                                   |                                          | Sold                 | \$20,482,104.42                               | 3,101,662                                   | 3,101,662               |
|                                   |                                          | Transfer             | -                                             | 750,372                                     | 750,372                 |
|                                   |                                          | Transfer             | -                                             | -8,877,779                                  | -8,877,779              |

**3. Changes in association**

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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                               | N/A                   |

**4. Addresses**

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

| Name      | Address                                                                     |
|-----------|-----------------------------------------------------------------------------|
| YFM       | LEVEL 19 101 COLLINS STREET, MELBOURNE VICTORIA 3000                        |
| YCMH      | LEVEL 19 101 COLLINS STREET, MELBOURNE VICTORIA 3000                        |
| YMN       | LEVEL 19 101 COLLINS STREET, MELBOURNE VICTORIA 3000                        |
| FINCO     | 58 GIPPS STREET, COLLINGWOOD VICTORIA 3066                                  |
| TOPCO     | 58 GIPPS STREET, COLLINGWOOD VICTORIA 3066                                  |
| UNIVERSAL | 3RD FLOOR, DEVONSHIRE HOUSE 1 MAYFAIR PLACE, LONDON W1J 5AL, UNITED KINGDOM |

**Signature**

Print name Roy Keenan

Capacity DIRECTOR OF YFM

Sign here



Date

28 JUNE 2018

| 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 4 of the form.                                                                                                                                                                                                                                                                                                                                                                                  |
| (2)        | See the definition of "relevant interest" in sections 605 and 611B(7) of the Corporations Act 2001.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| (3)        | See the definition of "associate" in section 3 of the Corporations Act 2001.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| (4)        | Includes details of: <ul style="list-style-type: none"> <li>(a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 611B(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 the contract, scheme or arrangement; and</li> <li>(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).</li> </ul> See the definition of "relevant agreement" in section 3 of the Corporations Act 2001. |
| (5)        | Details of the consideration must include any and all benefits, moneys 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 acquisition, even if they are not paid directly to the person from whom the relevant interest was acquired.                                                                                                                                                                                                                                                                                                                                                   |
| (6)        | The voting shares of a company constitute one class unless divided into separate classes.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| (7)        | Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |