

ASX Release

4 June 2019

\$200 million Notes IV-2

NEXTDC Limited (ASX: NXT) ("**NEXTDC**" or "the **Company**") refers to its ASX announcement dated 17 May 2019, titled "*Debt Funding Update*".

NEXTDC is pleased to advise that it has raised \$200 million in senior unsecured debt via an additional fixed and floating rate tranche of its existing \$300 million Notes IV, due 9 June 2022 ("**Notes IV-2**").

The \$170 million Floating Rate Notes IV-2 was priced at par on a margin of 3.75% over 90-day BBSW, while the \$30 million Fixed Rate Notes IV-2 was priced at 102.466% of par on a coupon of 6.00%, implying a yield to first call of 4.92%.

Copies of the Supplemental Information Memorandum and Pricing Supplements follow this ASX announcement. The offer was open only to eligible professional and sophisticated investors in accordance with Part 6D.2 of the Corporations Act 2001.

Notes IV-2 is scheduled to settle on 11 June 2019.

NEXTDC CEO Craig Scroggie said: "*We are very pleased and encouraged by the ongoing interest from fixed income investors in the NEXTDC growth story. This additional \$200 million of debt funding is incremental to our funding objectives for 2019 and will be deployed across the existing development pipeline in the coming years.*"

Senior Unsecured Debt

Following the completion of Notes IV-2, NEXTDC will have \$800 million of senior unsecured medium-term notes on issue:

- \$300 million Fixed Rate Notes III due 9 June 2021
- \$130 million Fixed Rate Notes IV due 9 June 2022
- \$370 million Floating Rate Notes IV due 9 June 2022

ENDS

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NEXTDC Investor Centre: www.nextdc.com/our-company/investor-centre

About NEXTDC

NEXTDC is an ASX200-listed technology company enabling business transformation through innovative data centre outsourcing solutions, connectivity services and infrastructure management software.

As Australia's leading independent data centre operator with a nationwide network of Tier III and IV facilities, NEXTDC provides enterprise-class colocation services to local and international organisations. With a focus on sustainability and renewable energy NEXTDC is leading the industry with award-winning engineering solutions for energy efficiency and NABERS 4.5- and 5-star certification. NEXTDC corporate operations are certified 100% carbon neutral under the Australian National Carbon Offset Standard.

NEXTDC is extending its leadership in data centre services through the innovative DCIM-as-a-Service software platform, ONEDC®, which enables customers to centrally manage their on-premise and colocated infrastructure; and advanced connectivity services that deliver a range of secure, highspeed interconnections between racks, networks and cloud services.

NEXTDC's Cloud Centre is the online marketplace for the country's largest independent network of carriers, cloud and IT service providers, enabling customers to freely source best of breed suppliers within the NEXTDC Partner community.

NEXTDC is *where the cloud lives*®.

To learn more, visit www.nextdc.com



N E X T D C

SUPPLEMENTAL INFORMATION MEMORANDUM

NEXTDC Limited

(ABN 35 143 582 521)

Issue of Australian Dollar Notes

Guaranteed by

ONEDC Software Pty Ltd

(ABN 11 158 340 624)

and certain additional Subsidiaries of the Issuer

Lead Manager and Initial Subscriber

National Australia Bank Limited

(ABN 12 004 044 937)

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Important Notice

Introduction

This Supplemental Information Memorandum (the “**Supplemental Information Memorandum**”) supplements, and should be read in conjunction with, the Information Memorandum dated 6 July 2018 (the “**Information Memorandum**”) relating to the issue of the A\$100 million fixed rate Australian dollar Notes IV (ISIN: AU3CB0254480) (the “**Series 1, Tranche 1 Fixed Rate Notes IV**”) and the A\$200 million floating rate Australian dollar Notes IV (ISIN: AU3FN0043337) (the “**Series 2, Tranche 1 Floating Rate Notes IV**”) by NEXTDC Limited (ABN 35 143 582 521) (“**Issuer**”). Unless expressly varied or amended in this Supplemental Information Memorandum, the Conditions and other information and materials contained in the Information Memorandum will apply to the issue of the Tranche 2 Notes IV as more fully described and defined below.

Unless otherwise defined in this Supplemental Information Memorandum, terms defined in the Information Memorandum (including by incorporation) have the same meaning when used in this Supplemental Information Memorandum.

On 17 July 2018, the Issuer issued the Notes IV in two series (each a “**Series**”) under the Note Trust Deed. The Issuer intends to issue additional Australian dollar fixed rate notes (the “**Series 1, Tranche 2 Fixed Rate Notes IV**”) and additional Australian dollar floating rate notes (the “**Series 2, Tranche 2 Floating Rate Notes IV**”) (collectively the “**Tranche 2 Notes IV**”). The Series 1, Tranche 2 Fixed Rate Notes IV will be consolidated and will form a single series with the existing Series 1, Tranche 1 Fixed Rate Notes IV (the “**Fixed Rate Notes IV**”). The Series 2, Tranche 2 Floating Rate Notes IV will be consolidated and will form a single series with the existing Series 2, Tranche 1 Floating Rate Notes IV (the “**Floating Rate Notes IV**”) (together with the Fixed Rate Notes IV, the “**Notes IV**”). References in this Supplemental Information Memorandum to the Tranche 2 Notes IV are to each Tranche individually and each of them together unless expressly stated otherwise.

All of the Notes IV are unconditionally and irrevocably guaranteed by ONEDC Software Pty Ltd (ABN 11 158 340 624) (“**Initial Guarantor**”) and certain additional Subsidiaries of the Issuer pursuant to the guarantee (“**Guarantee**”) set out in the note trust deed dated 12 June 2014, as amended or supplemented from time to time (“**Note Trust Deed**”) between the Issuer, the Initial Guarantor and BNY Trust Company of Australia Limited (ABN 49 050 294 052) (“**Trustee**”). The Issuer may, from time to time, and in accordance with the terms of the Note Trust Deed appoint or procure the appointment of any subsidiary of the Issuer which is not an Initial Guarantor as an additional guarantor (each such guarantor, a “**New Guarantor**” and together with the Initial Guarantor, the “**Guarantors**”) or, in accordance with the terms of the Note Trust Deed, obtain a release of the guarantee provided by a Guarantor (and such released entity shall no longer be a Guarantor).

References to “**Supplemental Information Memorandum**” are to this Supplemental Information Memorandum and any other document incorporated by reference in the section entitled “*The Issuer and the Guarantors*” below collectively and to any of such documents individually.

This Supplemental Information Memorandum is intended for the exclusive use of certain potential investors for the evaluation of a specific opportunity to invest in the Tranche 2 Notes IV that may be issued by the Issuer to such potential investors and may not be reproduced, used or given to any other person, in whole or in part, for any purpose other than that for which it is intended.

This Supplemental Information Memorandum has been prepared solely for information purposes to assist in consideration of the proposed financing arrangements contained herein. In all cases, the recipients should conduct their own independent investigation and analysis of the Tranche 2 Notes IV, the Note Trust Deed, the Issuer and the Guarantors and should not rely on the information in this Supplemental Information Memorandum. None of the Issuer, the Guarantors nor any other person assumes any undertaking to supplement any such information as further information becomes available or in light of changing circumstances.

Whilst the Issuer believes that the information contained in the Supplemental Information Memorandum is not misleading or deceptive, the Supplemental Information Memorandum is not a prospectus or other disclosure document for the purposes of the Corporations Act 2001 (Cth) (“**Corporations Act**”) and does not contain all information that prospective investors may require in order to decide whether to proceed with an investment in the Tranche 2 Notes IV. It is not intended to provide the basis of any credit or other evaluation in respect of the Issuer, the Guarantors or the Tranche 2 Notes IV and prospective investors should make (and will be taken to have made) their own independent investigation of such matters and should determine for themselves the relevance of the information contained in this Supplemental Information Memorandum, and must base their investment decision solely upon their independent assessment and such investigations as they consider necessary. This Supplemental Information Memorandum is not suitable for, and is not to be provided to, any ‘retail client’ as defined in section 761G of the Corporations Act. The Tranche 2 Notes IV are intended for issue and sale solely to professional and sophisticated investors who have the skill and experience necessary to make their own investigations and analysis of the risks involved in investments in instruments of that kind and of the Issuer without the need for disclosure to investors under the Corporations Act. If you are not such an investor then the Tranche 2 Notes IV may not be a suitable investment for you. If in any doubt, consult your financial adviser.

Prospective investors should read this Supplemental Information Memorandum carefully prior to making any decision in relation to purchasing, subscribing for or investing in the Tranche 2 Notes IV.

Issuer's responsibility

This Supplemental Information Memorandum has been prepared and issued by the Issuer. The Issuer accepts responsibility for the information contained in this Supplemental Information Memorandum other than information provided by the Lead Manager and Initial Subscriber, the Trustee and the Agents (each as defined in the section entitled "**Summary**" below) in relation to their respective details in the sections entitled "*Summary*" and "*Directory*" below.

Place of issuance

Subject to all applicable laws and directives, the Issuer will only offer and issue the Tranche 2 Notes IV in Australia.

Terms and conditions of issue

The Tranche 2 Notes IV will be issued under the Note Trust Deed. Per the terms of the Information Memorandum, each Series may comprise one or more tranches (each a "**Tranche**") having one or more issue dates and on conditions that are otherwise identical (other than, to the extent relevant, in respect of the issue date, issue price and the date of the first payment of interest).

A pricing supplement ("**Pricing Supplement**") will be issued for each Tranche of the Tranche 2 Notes IV. The Pricing Supplement will contain details of the initial aggregate principal amount, issue price, issue date, maturity date, details of interest payable (if any) together with any other terms and conditions not set out in the section in the Information Memorandum entitled "*Conditions*" that may be applicable to the Tranche 2 Notes IV. The terms and conditions ("**Conditions**") applicable to the Tranche 2 Notes IV are included in the Information Memorandum and may be supplemented, amended, modified or replaced by the relevant Pricing Supplement.

A Pricing Supplement or another supplement to this Supplemental Information Memorandum may also supplement, amend, modify or replace any statement or information incorporated by reference in this Supplemental Information Memorandum or a supplement to this Supplemental Information Memorandum.

Forward-looking statements

This Supplemental Information Memorandum contains certain forward-looking statements including, without limitation, words and expressions such as 'expect', 'believe', 'plan', 'intend', 'estimate', 'project', 'anticipate', 'may', 'will', 'would', 'could' or similar words or statements (however, these words are not the exclusive means of identifying forward looking statements). In particular, the section entitled "*The Issuer and the Guarantors*" in this Supplemental Information Memorandum, contains statements in relation to future events, the Issuer's, prospects, expected financial condition, business strategies, the future developments of the operations of the Issuer and its industry.

These statements are based on a range of assumptions including assumptions regarding the Issuer's present and future business strategy and the environment in which it expects to operate in the future. These matters and future results could differ materially from those expressed or implied by these forward-looking statements and although these forward-looking statements reflect its current view of future events, they are not a guarantee of future performance or other matters.

In addition, the Issuer's future performance may be affected by various factors and risks. Should one or more risks or uncertainties materialise, or should any underlying assumptions prove incorrect, actual outcomes may vary materially from those indicated. Prospective investors should therefore not place undue reliance on any of these forward-looking statements.

In this Supplemental Information Memorandum, statements of, or references to, intentions of the Issuer or those of its directors are made as at the date of this Supplemental Information Memorandum. Any such intentions may change in light of future developments.

The Issuer expressly disclaims any obligation or undertaking to release, publicly or otherwise, any updates or revisions to any forward-looking statement contained herein to reflect any change in the Issuer's expectations with regard thereto or any change in events, conditions, assumptions or circumstances on which any such statement was based or any change in the intentions of the Issuer or its directors.

Non-IFRS financial measures

Investors should be aware that this Supplemental Information Memorandum includes certain financial measures that are non-IFRS financial measures. These non-IFRS financial measures include 'EBITDA'. Such non-IFRS information has not been audited or auditor-reviewed, and should not be considered as an indication of or alternative to an IFRS measure of profitability, financial performance or liquidity. These non-IFRS financial measures do not have a standardised meaning prescribed by Australian Accounting Standards and therefore may not be comparable to similarly titled measures presented by other entities.

No independent verification

The only role of the Lead Manager and Initial Subscriber, the Trustee and the Agents in the preparation of this Supplemental Information Memorandum has been to confirm to the Issuer that their respective details in the section entitled "*Directory*" below are accurate as at the Preparation Date (as defined below).

Apart from the foregoing, none of the Lead Manager and Initial Subscriber, the Trustee and the Agents has independently verified the information contained in this Supplemental Information Memorandum. Accordingly, no representation, warranty or undertaking, express or implied, is made, and no responsibility is accepted, by any of them, as to the accuracy or completeness of this Supplemental Information Memorandum or any further information supplied by the Issuer in connection with the Tranche 2 Notes IV.

The Lead Manager and Initial Subscriber, the Trustee and the Agents expressly do not undertake to any holder of a Note to review the financial condition or affairs of the Issuer, the Guarantors or any of their affiliates at any time or to advise any holder of a Note of any information coming to their attention with respect to the Issuer or a Guarantor and make no representations as to the ability of the Issuer or a Guarantor to comply with their respective obligations under any of the Tranche 2 Notes IV.

Intending purchasers to make independent investment decision and obtain tax advice

This document contains only summary information concerning the Issuer, the Guarantors and the Tranche 2 Notes IV and should be read in conjunction with all of the documents which are deemed to be incorporated by reference herein. The information contained in this Supplemental Information Memorandum is not intended to provide the basis of any credit or other evaluation in respect of the Issuer, any Guarantor, any of their respective affiliates or any Tranche 2 Notes IV and should not be considered or relied on as a recommendation or a statement of opinion (or a representation or report of either of those things) by any of the Issuer, any Guarantor, the Lead Manager and Initial Subscriber, the Trustee or the Agents that any recipient of this Supplemental Information Memorandum should subscribe for, purchase or otherwise deal in any Tranche 2 Notes IV or any rights in respect of any Tranche 2 Notes IV. Furthermore, this Supplemental Information Memorandum contains only general information and does not take into account the objectives, financial situation or needs of any potential investor.

Each investor contemplating subscribing for, purchasing or otherwise dealing in any Tranche 2 Notes IV or any rights in respect of any Tranche 2 Notes IV should:

- make and rely upon (and shall be taken to have made and relied upon) its own independent investigation of the financial condition and affairs of, and its own appraisal of the creditworthiness of, the Issuer, the Guarantors, any of their respective affiliates and the Tranche 2 Notes IV;
- determine for themselves the relevance of the information contained in this Supplemental Information Memorandum, and must base their investment decision solely upon their independent assessment and such investigations as they consider necessary; and
- consult their own tax advisers concerning the application of any tax (including stamp duty) laws applicable to their particular situation.

No advice is given in respect of the legal or taxation treatment of investors or purchasers in connection with an investment in any Tranche 2 Notes IV or rights in respect of them or any other matter. To the extent that this Supplemental Information Memorandum contains any description of taxation matters or other matters calling for any opinion or professional judgement, such description is included for information purposes only and should be confirmed by each investor with its own professional advisers in light of its own particular circumstances.

This Supplemental Information Memorandum does not describe the risks of an investment in any Tranche 2 Notes IV. Prospective investors should consult their own professional, financial, legal and tax advisers about risks associated with an investment in any Tranche 2 Notes IV and the suitability of investing in the Tranche 2 Notes IV in light of their particular circumstances.

No offer

This Supplemental Information Memorandum does not, and is not intended to, constitute an offer or invitation by or on behalf of the Issuer, any Guarantor, the Lead Manager and Initial Subscriber, the Trustee or the Agents (or, without limitation, their respective shareholders, subsidiaries, affiliates, related bodies corporate, officers, employees, representatives or advisors) to any person to subscribe for, purchase or otherwise deal in any Tranche 2 Notes IV.

Selling restrictions and no disclosure

EACH INVESTOR SUBSCRIBING FOR, PURCHASING OR OTHERWISE DEALING IN ANY TRANCHE 2 NOTES IV IS DEEMED TO HAVE REPRESENTED AND WARRANTED TO THE ISSUER AND TO THE LEAD MANAGER AND INITIAL SUBSCRIBER THAT IT IS A PERSON TO WHOM IT IS LAWFUL TO MAKE ANY OFFER OF NOTES AND IT IS A PERSON TO WHOM AN OFFER OF NOTES FOR ISSUE OR SALE MAY BE MADE WITHOUT DISCLOSURE UNDER PART 6D.2 OR CHAPTER 7 OF THE CORPORATIONS ACT AND IS NOT A 'RETAIL CLIENT' AS DEFINED IN SECTION 761G OF THE CORPORATIONS ACT.

This Supplemental Information Memorandum is not a prospectus or other disclosure document for the purposes of the Corporations Act and neither this Supplemental Information Memorandum nor any other disclosure document in relation to the Tranche 2 Notes IV has been lodged with the Australian Securities and Investments Commission ("ASIC"). A person may not make or invite an offer of the Tranche 2 Notes IV for issue or sale in Australia (including an offer or invitation which is received by a person in Australia) or distribute or publish this Supplemental Information Memorandum or any other offering material or advertisement relating to the Tranche 2 Notes IV in Australia unless the minimum aggregate consideration payable by each offeree is at least A\$500,000 (or its equivalent in another currency, in each case disregarding moneys lent by the offeror or its

associates) or the offer or invitation otherwise does not require disclosure to investors in accordance with Part 6D.2 or Chapter 7 of the Corporations Act, the offeree is not a retail client as defined in section 761G of the Corporations Act, and such action complies with all applicable laws and directives.

The offering, sale and delivery of the Tranche 2 Notes IV and the distribution of this Supplemental Information Memorandum and other material in relation to the Tranche 2 Notes IV may also be restricted by law in other jurisdictions and persons in possession of this Supplemental Information Memorandum or who wish to offer, sell or deliver any Tranche 2 Notes IV must inform themselves about, and observe, any such restrictions. None of the Issuer, the Guarantors, the Trustee, the Agent, the Lead Manager or the Initial Subscriber or any of their respective related bodies corporate, shareholders, subsidiaries, officers, employees, representatives or advisers represents that this Supplemental Information Memorandum may at any time be lawfully distributed or that any Tranche 2 Notes IV may at any time be lawfully offered, sold or delivered in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to any exemption available thereunder, or assumes any responsibility for facilitating such distribution, offer, sale or delivery.

In particular, the Tranche 2 Notes IV have not been, and will not be, registered under the Securities Act 1933 (as amended) of the United States of America ("**U.S. Securities Act**"). The Tranche 2 Notes IV may not be offered, sold, delivered or transferred, at any time, within the United States of America, its territories or possessions or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act).

SINGAPORE SECURITIES AND FUTURES ACT PRODUCT CLASSIFICATION – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (the "**SFA**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in section 309A of the SFA) that the Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

The Lead Manager and Initial Subscriber has undertaken to the Issuer to comply with certain restrictions in relation to offers of the Tranche 2 Notes IV as set out in Section 4 entitled "*Selling and Distribution Restrictions*" of this Supplemental Information Memorandum. A person may not (directly or indirectly) offer for subscription or purchase or issue an invitation to subscribe for or buy the Tranche 2 Notes IV, nor distribute or publish this Supplemental Information Memorandum or any other offering material or advertisement relating to the Tranche 2 Notes IV except if the offer or invitation complies with all applicable laws and directives.

No authorisation

No person has been authorised to give any information or make any representations not contained in or consistent with this Supplemental Information Memorandum in connection with the Issuer, the Guarantors, any of their respective affiliates or the issue or sale of the Tranche 2 Notes IV and, if given or made, such information or representation must not be relied on as having been authorised by the Issuer, the Guarantors, the Lead Manager and Initial Subscriber, the Trustee or the Agents.

Agency and distribution arrangements

The Issuer has agreed or may agree to pay fees to the Trustee and the Agents for undertaking their respective roles and reimburse them for certain of their expenses properly incurred in connection with the Tranche 2 Notes IV.

The Issuer may also pay a fee to the Lead Manager and Initial Subscriber or any other person in respect of the Tranche 2 Notes IV subscribed by it, and reimburse the Lead Manager and Initial Subscriber for certain expenses properly incurred in connection with the Tranche 2 Notes IV and may indemnify the Lead Manager and Initial Subscriber against certain liabilities in connection with the offer and sale of the Tranche 2 Notes IV.

The Issuer, the Guarantors, the Lead Manager and Initial Subscriber, the Trustee and the Agents, and their respective related entities, directors, officers and employees may have pecuniary or other interests in the Tranche 2 Notes IV and may also have interests pursuant to other arrangements and may receive fees, brokerage and commissions and may act as a principal in dealing in any Tranche 2 Notes IV.

Each of the Trustee, the Agent, the Lead Manager and the Initial Subscriber acts in relation to the Tranche 2 Notes IV in accordance with its agreement with the Issuer and not in any other capacity. Except in the case of the Trustee as specifically provided in the Note Trust Deed, none of them has any duty to a holder of or prospective investor in any Tranche 2 Notes IV.

Currency

In this Supplemental Information Memorandum, references to "**A\$**", "**AUD**" or "**Australian dollars**" are to the lawful currency of the Commonwealth of Australia.

Currency of information

The information contained in this Supplemental Information Memorandum is prepared as of its Preparation Date. Neither the delivery of this Supplemental Information Memorandum nor any offer, issue or sale made in connection with this Supplemental Information Memorandum at any time implies that the information contained in it is correct, that any other information supplied in connection with the Tranche 2 Notes IV is correct or that there has not been any change (adverse or otherwise) in the financial conditions or affairs of the Issuer or any Guarantor at any time subsequent to the Preparation Date. In particular, none of the Issuer, any Guarantor or any of their respective affiliates is under any obligation to any person to update this Supplemental Information Memorandum at any time after an issue of the Tranche 2 Notes IV.

In this Supplemental Information Memorandum, “**Preparation Date**” means:

- in relation to this Supplemental Information Memorandum, the date indicated on its face or, if this Supplemental Information Memorandum has been amended, or supplemented, the date indicated on the face of that amendment or supplement;
- in relation to any annual reports and financial statements incorporated in this Supplemental Information Memorandum, the date up to, or as at, the date on which such annual reports and financial statements relate; and
- in relation to any other item of information which is to be read in conjunction with this Supplemental Information Memorandum, the date indicated on its face as being its date of release or effectiveness.

Documents incorporated by reference

This Supplemental Information Memorandum is to be read in conjunction with all documents which are deemed to be incorporated into it by reference as set out below. This Supplemental Information Memorandum shall, unless otherwise expressly stated, be read and construed on the basis that such documents are so incorporated and form part of this Supplemental Information Memorandum. Investors should review, amongst other things, the documents which are deemed to be incorporated in this Supplemental Information Memorandum by reference when deciding whether to purchase any Tranche 2 Notes IV.

The following documents are incorporated in, and taken to form part of, this Supplemental Information Memorandum:

- the Note Trust Deed and Supplemental Note Trust Deed, copies of which may be obtained from the offices of the Issuer or the Trustee (as specified in the section entitled “*Directory*”) or such other person specified in the relevant Pricing Supplement;
- the most recent annual report and half year report of the Issuer lodged with the ASX, an electronic copy of which is available free of charge at www.asx.com.au (ASX:NXT);
- all announcements made by the Issuer to the ASX, electronic copies of which are available free of charge at www.asx.com.au (ASX:NXT);
- all amendments and supplements to this Supplemental Information Memorandum prepared by the Issuer from time to time and all documents stated herein or therein to be incorporated in this Supplemental Information Memorandum;
- all other documents issued by the Issuer and stated to be incorporated by reference in this Information Memorandum by reference; and
- each Pricing Supplement and all documents stated therein to be incorporated in this Supplemental Information Memorandum.
- the Information Memorandum dated 6 July 2018;

Any statement contained in this Supplemental Information Memorandum or in any of the documents incorporated by reference in, and forming part of, this Supplemental Information Memorandum shall be modified or superseded in this Supplemental Information Memorandum to the extent that a statement contained in any document subsequently incorporated by reference into this Supplemental Information Memorandum modifies or supersedes such statement (including whether expressly or by implication).

Except as provided above, no other information, including any document incorporated by reference in any of the documents described above, is incorporated by reference into this Supplemental Information Memorandum.

Copies of the Note Trust Deed, Supplemental Note Trust Deed, the Pricing Supplement and documents incorporated by reference in this Supplemental Information Memorandum may be obtained from the offices of the Issuer, the Trustee or such other person specified in the relevant Pricing Supplement.

Any internet site addresses provided in this Supplemental Information Memorandum are for reference only and the content of any such internet site is not incorporated by reference into, and does not form part of, this Supplemental Information Memorandum.

The Issuer and the Guarantors

The information in this section is a brief summary only of the Issuer and the Guarantors and their respective businesses and does not purport to be, nor is it, complete.

This document contains only summary information concerning the Issuer, the Guarantors and the Tranche 2 Notes IV and should be read in conjunction with the documents which are deemed to be incorporated by reference herein. The information contained in this Supplemental Information Memorandum is not intended to provide the basis of any credit or other evaluation in respect of the Issuer, the Guarantors or any Tranche 2 Notes IV and should not be considered or relied on as a recommendation or a statement of opinion (or a representation or report of either of those things) by any of the Issuer, the Guarantors, any of their respective affiliates, the Lead Manager and Initial Subscriber, the Trustee or the Agents that any recipient of this Supplemental Information Memorandum should subscribe for, purchase or otherwise deal in any Tranche 2 Notes IV or any rights in respect of any Tranche 2 Notes IV.

Investing in the Tranche 2 Notes IV entails a number of risks. This Supplemental Information Memorandum does not describe the risks associated with the Issuer's business or the risks associated with an investment in any Tranche 2 Notes IV or the market generally. Prospective investors or purchasers should consult their own professional, financial, legal and tax advisers about risks associated with an investment in any Tranche 2 Notes IV and the suitability of investing in the Tranche 2 Notes IV in light of their particular circumstances.

Description of NEXTDC Limited

The information pertaining to the Issuer and the Guarantors is incorporated into this Supplemental Information Memorandum from the Information Memorandum except for the below updated pro-forma balance sheet.

Funding / Liquidity

NEXTDC had cash and term deposits of A\$343.6 million and borrowings of A\$593.1 million at 31 December 2018.

NEXTDC also has an undrawn Syndicated Senior Secured Debt facility of A\$300.0 million. The facility is secured by a general security charge over the NEXTDC Group's assets and is subject to a number of financial covenants including gearing, leverage and interest cover ratios. Covenants on the Syndicated Senior Secured Debt facility only apply when debt is drawn.

NEXTDC's balance sheet as at 31 December 2018, pro-forma for the A\$200 million Tranche 2 Notes IV issuance is outlined below.

A\$ million	31 December 2018	Tranche 2 Notes IV ¹	Pro Forma
ASSETS			
Cash and cash equivalents	343.6	200.7	544.3
Other current assets	47.5	-	47.5
TOTAL CURRENT ASSETS	391.1	200.7	591.8
Property, plant and equipment	1,174.9	-	1,174.9
Intangible assets	16.3	-	16.3
Other non-current assets	22.1	-	22.1
TOTAL NON-CURRENT ASSETS	1,213.2	-	1,213.2
TOTAL ASSETS	1,604.3	200.7	1,805.0
LIABILITIES			
Trade and other payables	36.9	-	36.9
Lease liabilities	1.5	-	1.5
Other current liabilities	5.2	-	5.2
TOTAL CURRENT LIABILITIES	43.6	-	43.6
Borrowings	593.1	200.7	793.8
Lease liabilities	66.5	-	66.5
Other non-current liabilities	19.4	-	19.4
TOTAL NON-CURRENT LIABILITIES	678.9	200.7	879.7
TOTAL LIABILITIES	722.6	200.7	923.3
NET ASSETS	881.7	-	881.7
TOTAL EQUITY	881.7	-	881.7

¹ Pro-forma for the A\$200 million Tranche 2 Notes IV transaction. Adjustments are shown before the costs of the issue.

NEXTDC's Finance Debt / Total Tangible Assets ratio as at 31 December 2018, pro-forma for the A\$200 million Tranche 2 Notes IV issuance is outlined below.

A\$ million	31 December 2018	Tranche 2 Notes IV	Pro Forma
Finance Debt			
Borrowings (Aggregate Principal Amount)	600.0	200.0	800.0
Lease Liabilities	68.0	-	68.0
AASB 16 Adjustment to Lease Liabilities	(68.0)	-	(68.0)
Bank Guarantees	3.3	-	3.3
Finance Debt	603.3	200.0	803.3
Total Tangible Assets			
Total Assets	1,604.3	200.7	1,805.0
Intangible assets	(16.3)	-	(16.3)
Deferred Tax Assets	(20.5)	-	(20.5)
AASB 16 Adjustment to Total Assets	(66.5)	-	(66.5)
Total Tangible Assets	1,501.0	200.7	1,701.7
Finance Debt / Total Tangible Assets			47.2%

NEXTDC's balance sheet as at 31 December 2018 has been prepared in accordance with the new AASB 16 accounting standards relating to the recognition of leases. The adoption of AASB 16 requires leases previously classified as operating leases to be recognised on the balance sheet, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised.

As per the Terms and Conditions of the Notes as set out in the Information Memorandum dated 6 July 2018, any increase in Finance Debt resulting from changes to accounting definitions is disregarded. The adjustment to account for the relevant AASB 16 changes to Lease Liabilities and Total Assets is outlined in the table above.

Pricing Supplement – Fixed Rate Notes

The Pricing Supplement to be issued in respect of the Series 1, Tranche 2 Fixed Rate Notes IV will be substantially in the form set out below.

Notes IV Series No: 1
Tranche No: 2



NEXTDC Limited (ABN 35 143 582 521)

("Issuer")

Issue of

A\$30,000,000 6.00% Fixed Rate Notes IV due 9 June 2022

to be consolidated and form a single series with the
A\$100,000,000 6.00% Fixed Rate Notes IV due 9 June 2022
and issued on 17 July 2018 ("**Tranche 1 Fixed Notes**")

("Tranche 2 Fixed Notes", and together with the Tranche 1
Fixed Notes, the "**Notes**")

irrevocably and unconditionally guaranteed by certain
Subsidiaries of the Issuer as described below

The date of this Pricing Supplement is 4 June 2019.

This Pricing Supplement (as referred to in the Information Memorandum dated 6 July 2018), as supplemented by the Supplemental Information Memorandum dated 4 June 2019, relates to the Tranche 2 Fixed Notes referred to above. It is supplementary to, and should be read in conjunction with (i) the terms and conditions of the Tranche 2 Fixed Notes ("**Conditions**") contained in the Information Memorandum, as supplemented by the Supplemental Information Memorandum and (ii) the Note Trust Deed dated 12 June 2014, as supplemented by the Supplemental Note Trust Deed dated 29 May 2019 (collectively, the "**Trust Deed**") and made by the Issuer, the Guarantors and the Trustee. The Tranche 2 Fixed Notes are constituted by, and issued with the benefit of, the Trust Deed.

Unless otherwise indicated, terms defined in the Conditions have the same meaning when used in this Pricing Supplement.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone outside Australia or where such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. No action is being taken to permit an offering of the Tranche 2 Fixed Notes or the distribution of this Pricing Supplement for issue to persons to whom disclosure would be required under Part 6D.2 or Chapter 7 of the Corporations Act 2001 of Australia.

The particulars to be specified in relation to the Tranche of Notes referred to above are as follows:

1	Issuer	:	NEXTDC Limited (ABN 35 143 582 521)
2	Guarantors	:	ONEDC Software Pty Ltd (ABN 11 158 340 624); NEXTDC Holdings No. 1 Pty Limited (ACN 630 679 293) as trustee of NEXTDC Holdings Trust No. 1 ; NEXTDC Holdings No. 2 Pty Limited (ACN 630 679 300) as trustee of NEXTDC Holdings Trust No. 2; NEXTDC Holdings No. 3 Pty Limited (ACN 630 679 319) as trustee of NEXTDC Holdings Trust No. 3; and NEXTDC Holdings No. 3 Pty Limited (ACN 630 679 319) as trustee of NEXTDC Holdings Trust No. 4
3	Type of Note	:	Fixed Rate Medium Term Notes
4	Lead Manager and Initial Subscriber	:	National Australia Bank Limited (ABN 12 004 044 937)
5	Place of offering	:	Inside and outside Australia
6	Registrar	:	BTA Institutional Services Australia Limited (ABN 48 002 916 396)
7	Issuing & Paying Agent	:	BTA Institutional Services Australia Limited (ABN 48 002 916 396)
8	Calculation Agent	:	BTA Institutional Services Australia Limited (ABN 48 002 916 396)
9	Trustee	:	BNY Trust Company of Australia Limited (ABN 49 050 294 052)

10	Aggregate principal amount of Tranche	:	A\$30,000,000
11	Aggregate principal amount of Series	:	A\$130,000,000
12	Issue Date	:	11 June 2019
13	Issue Price	:	
	a. Clean Price		102.466%
	b. Accrued		0.033% (to reflect 2 days of accrued interest).
	c. Gross Price (being the price paid by each Noteholder for each Note)		102.499% (being the aggregate of (a) and (b) above).
14	Denomination	:	A\$1,000
15	Minimum initial parcel size on initial issue	:	A\$50,000
16	Maturity Date	:	9 June 2022
17	Record Date	:	As per the Conditions
18	Interest	:	The Notes are Fixed Rate Notes
19	Interest Rate	:	6.00% per annum
20	Fixed Coupon Amount	:	A\$30.00 per A\$1,000 denomination, payable semi-annually in arrears
21	Interest Commencement Date	:	9 June 2019
22	Interest Payment Dates	:	Semi-annually on 9 June and 9 December of each year, commencing on 9 December 2019 (as adjusted in accordance with the Following Business Day Convention) up to, and including, the Maturity Date or, if redeemed earlier, an Optional Redemption Date.
23	Applicable Business Day Convention	:	Following Business Day Convention
24	Day Count Fraction	:	RBA Bond Basis
25	Noteholder put	:	Yes, the Notes may be redeemable before their Maturity Date at the option of the Noteholders on a Change of Control as set out in Condition 8.2 ("Early redemption at the option of Noteholders (Noteholder put)")
26	Issuer call	:	Yes, the Notes may be redeemable before their Maturity Date at the option of the Issuer as set out in Condition 8.3 ("Early redemption at the option of the Issuer (Issuer call)") and: First Optional Redemption Date means 9 June 2020; Second Optional Redemption Date means 9 December 2020; Third Optional Redemption Date means 9 June 2021; and Fourth Optional Redemption Date means 9 December 2021.
27	Redemption during non-call period	:	Yes, the Notes may be redeemable before their Maturity Date at the option of the Issuer as set out in Condition 8.4 ("Redemption during Non-Call Period").
28	Clearing system	:	Austraclear System. Interests in the Notes may also be traded through Euroclear and Clearstream, Luxembourg as set out on page 10 of the Information Memorandum.
29	ISIN	:	AU3CB0254480
30	Common Code	:	185601153
31	Austraclear I.D.	:	NEDC04
32	Australian interest withholding tax:	:	It is the Issuer's intention that the Tranche 2 Fixed Notes will be issued in a manner which will comply with the public offer test under section 128F of the Income Tax Assessment Act 1936 of Australia.
32	Listing	:	Not applicable

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Date: 4 June 2019

CONFIRMED

For and on behalf of

NEXTDC Limited

Pricing Supplement – Floating Rate Notes

The Pricing Supplement to be issued in respect of the Series 2, Tranche 2 Floating Rate Notes IV will be substantially in the form set out below.

Notes IV Series No: 2
Tranche No: 2



NEXTDC Limited (ABN 35 143 582 521)
("Issuer")

Issue of

A\$170,000,000 Floating Rate Notes IV due 9 June 2022

to be consolidated and form a single series with the
A\$200,000,000 Floating Rate Notes IV due 9 June 2022 and
issued on 17 July 2018 ("**Tranche 1 Floating Notes**")

("Tranche 2 Floating Notes", and together with the Tranche 1
Floating Notes, the "**Notes**")

irrevocably and unconditionally guaranteed by certain
Subsidiaries of the Issuer as described below

The date of this Pricing Supplement is 4 June 2019.

This Pricing Supplement (as referred to in the Information Memorandum dated 6 July 2018), as supplemented by the Supplemental Information Memorandum dated 4 June 2019, relates to the Tranche 2 Floating Notes referred to above. It is supplementary to, and should be read in conjunction with (i) the terms and conditions of the Tranche 2 Floating Notes ("**Conditions**") contained in the Information Memorandum, as supplemented by the Supplemental Information Memorandum and (ii) the Note Trust Deed dated 12 June 2014, as supplemented by the Supplemental Note Trust Deed dated 29 May 2019 (collectively, the "**Trust Deed**") and made by the Issuer, the Guarantors and the Trustee. The Tranche 2 Floating Notes are constituted by, and issued with the benefit of, the Trust Deed.

Unless otherwise indicated, terms defined in the Conditions have the same meaning when used in this Pricing Supplement.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone outside Australia or where such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. No action is being taken to permit an offering of the Tranche 2 Floating Notes or the distribution of this Pricing Supplement for issue to persons to whom disclosure would be required under Part 6D.2 or Chapter 7 of the Corporations Act 2001 of Australia.

The particulars to be specified in relation to the Tranche of Notes referred to above are as follows:

1	Issuer	:	NEXTDC Limited (ABN 35 143 582 521)
2	Guarantors	:	ONEDC Software Pty Ltd (ABN 11 158 340 624); NEXTDC Holdings No. 1 Pty Limited (ACN 630 679 293) as trustee of NEXTDC Holdings Trust No. 1; NEXTDC Holdings No. 2 Pty Limited (ACN 630 679 300) as trustee of NEXTDC Holdings Trust No. 2; NEXTDC Holdings No. 3 Pty Limited (ACN 630 679 319) as trustee of NEXTDC Holdings Trust No. 3; and NEXTDC Holdings No. 3 Pty Limited (ACN 630 679 319) as trustee of NEXTDC Holdings Trust No. 4
3	Type of Note	:	Floating Rate Medium Term Notes
4	Lead Manager and Initial Subscriber	:	National Australia Bank Limited (ABN 12 004 044 937)
5	Place of offering	:	Inside and outside Australia
6	Registrar	:	BTA Institutional Services Australia Limited (ABN 48 002 916 396)
7	Issuing & Paying Agent	:	BTA Institutional Services Australia Limited (ABN 48 002 916 396)
8	Calculation Agent	:	BTA Institutional Services Australia Limited (ABN 48 002 916 396)

9	Trustee	:	BNY Trust Company of Australia Limited (ABN 49 050 294 052)
10	Aggregate principal amount of Tranche	:	A\$170,000,000
11	Aggregate principal amount of Series	:	A\$370,000,000
12	Issue Date	:	11 June 2019
13	Issue Price	:	
	a. Clean Price		100.000%
	b. Accrued		0.000% (to reflect 0 days of accrued interest).
	c. Gross Price (being the price paid by each Noteholder for each Note)		100.000% (being the aggregate of (a) and (b) above).
14	Denomination	:	A\$1,000
15	Minimum initial parcel size on initial issue	:	A\$50,000
16	Maturity Date	:	9 June 2022
17	Record Date	:	As per the Conditions
18	Interest	:	The Notes are Floating Rate Notes
19	Interest Rate	:	The aggregate of 90 day BBSW Rate plus the Margin specified below.
20	Margin	:	3.75% per annum
21	Interest Commencement Date	:	11 June 2019
22	Interest Payment Dates	:	Quarterly on 9 March, 9 June, 9 September and 9 December of each year, commencing on 9 September 2019 (as adjusted in accordance with the Modified Following Business Day Convention) up to, and including, the Maturity Date or, if redeemed earlier, an Optional Redemption Date.
23	Applicable Business Day Convention	:	Modified Following Business Day Convention
24	Day Count Fraction	:	Actual / 365 (Fixed)
25	Noteholder put	:	Yes, the Notes may be redeemable before their Maturity Date at the option of the Noteholders on a Change of Control as set out in Condition 8.2 ("Early redemption at the option of Noteholders (Noteholder put)")
26	Issuer call	:	<p>Yes, the Notes may be redeemable before their Maturity Date at the option of the Issuer as set out in Condition 8.3 ("Early redemption at the option of the Issuer (Issuer call)") and:</p> <ul style="list-style-type: none"> • First Optional Redemption Date means 9 June 2020 (and on the following Interest Payment Date being 9 September 2020); • Second Optional Redemption Date means 9 December 2020 (and on the following Interest Payment Date being 9 March 2021); • Third Optional Redemption Date means 9 June 2021 (and on the following Interest Payment Date being 9 September 2021); and • Fourth Optional Redemption Date means 9 December 2021 (and on the following Interest Payment Date being 9 March 2022).
27	Redemption during non-call period	:	Yes, the Notes may be redeemable before their Maturity Date at the option of the Issuer as set out in Condition 8.4 ("Redemption during Non-Call Period").
28	Clearing system	:	<p>Austraclear System.</p> <p>Interests in the Notes may also be traded through Euroclear and Clearstream, Luxembourg as set out on page 10 of the Information Memorandum.</p>
29	ISIN	:	AU3FN0043337
30	Common Code	:	185601200
31	Austraclear I.D.	:	NEDC05

32	Australian interest withholding tax:	:	It is the Issuer's intention that the Tranche 2 Floating Notes will be issued in a manner which will comply with the public offer test under section 128F of the Income Tax Assessment Act 1936 of Australia.
33	Listing	:	Not applicable

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Date: 4 June 2019

CONFIRMED

For and on behalf of

NEXTDC Limited

Selling and Distribution Restrictions

Under the Subscription Agreement dated 4 June 2019 between the Issuer, the Initial Guarantor and the Lead Manager and Initial Subscriber (“**Subscription Agreement**”) and subject to the Conditions contained in the Supplemental Information Memorandum and the Information Memorandum, the Tranche 2 Notes IV will be offered by the Issuer through the Lead Manager and Initial Subscriber. The Issuer will have the sole right to accept any offers to purchase the Tranche 2 Notes IV and may reject any such offer in whole or (subject to the terms of such offer) in part.

None of the Issuer, the Initial Guarantor or the Lead Manager and Initial Subscriber Arranger has represented that any Tranche 2 Notes IV may at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or in accordance with any available exemption, or assumes any responsibility for facilitating that sale.

Persons into whose hands this Supplemental Information Memorandum comes are required by the Issuer, the Initial Guarantor, the Lead Manager and Initial Subscriber to comply with all applicable laws, regulations and directives in each country or jurisdiction in which they purchase, offer, sell, resell, reoffer or deliver the Tranche 2 Notes IV or have in their possession or distribute or publish the Supplemental Information Memorandum or other offering material and to obtain any authorisation, consent, approval or permission required by them for the purchase, offer, sale, reoffer, resale or delivery by them of any Tranche 2 Notes IV under any applicable law, regulation or directive in force in any jurisdiction to which they are subject or in which they make such purchases, offers, sales, reoffers, resales or deliveries, in all cases at their own expense, and none of the Issuer, the Initial Guarantor or the Lead Manager and Initial Subscriber has responsibility for such matters. In accordance with the above, any Tranche 2 Notes IV purchased by any person which it wishes to offer for sale or resale may not be offered in any jurisdiction in circumstances which would result in the Issuer being obliged to register any further prospectus or corresponding document relating to the Tranche 2 Notes IV in such jurisdiction.

The following selling restrictions apply to the Tranche 2 Notes IV.

This document does not constitute an offer of the Tranche 2 Notes IV in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the Tranche 2 Notes IV may not be offered or sold, in any country outside Australia except to the extent permitted below.

Australia

The Lead Manager and Initial Subscriber has acknowledged that:

- a. no “prospectus” or other “disclosure document” (each as defined in the Corporations Act) in relation to the Tranche 2 Notes IV has been or will be lodged with ASIC or any other government agency or authority; and
- b. no action has been taken, or will be taken, by it in any jurisdiction which would permit a public offering of the Tranche 2 Notes IV, or possession or distribution of the Supplemental Information Memorandum or any other offering material in relation to the Tranche 2 Notes IV, in any jurisdiction where action for that in connection with the primary distribution of the Tranche 2 Notes IV.

The Initial Subscriber has represented and agreed that it:

- i. it has not made or invited, and will not make or invite, an offer of the Tranche 2 Notes IV for issue or sale in Australia (including an offer or invitation which is received by a person in Australia); and
- ii. it has not distributed or published, and will not distribute or publish, any Supplemental Information Memorandum or other offering material or advertisement relating to any Tranche 2 Notes IV in Australia,

unless:

- (A) the offer or invitation falls within the exemption for offers to sophisticated investors set out in section 708(8) of the Corporations Act or the offer or invitation otherwise does not require disclosure to investors under Part 6D.2 or Chapter 7 of the Corporations Act;
- (B) such action does not require any document to be lodged with ASIC or ASX Limited;
- (C) the offer or invitation is not made to a person who is a “retail client” within the meaning of 761 of the Corporations Act; and
- (D) the offer or invitation and all conduct in connection with it complies with all applicable laws and directives.

New Zealand

No action may be taken to permit the Tranche 2 Notes IV to be offered or sold to any retail investor, or otherwise under any regulated offer, in terms of the *Financial Markets Conduct Act 2013* of New Zealand ("FMCA"). In particular, no product disclosure statement under the FMCA has been or will be prepared or lodged in New Zealand in relation to the Tranche 2 Notes IV.

The Lead Manager and Initial Subscriber has represented and agreed that it has not offered, sold or delivered and will not directly or indirectly offer, sell or deliver any Tranche 2 Notes IV in New Zealand and it will not distribute any offering memorandum or advertisement in relation to any offer of Tranche 2 Notes IV, in New Zealand other than to "wholesale investors" as that term is defined in clauses 3(2) and 3(3) of Schedule 1 to the FMCA, being:

- a. a person who is and who has certified that they are:
 - i. an "investment business";
 - ii. "large"; or
 - iii. a "government agency",in each case as defined in Schedule 1 to the FMCA; or
- b. a person that meets and who has certified that they meet the "investment activity criteria" specified in clause 38 of Schedule 1 to the FMCA; or
- c. a person who has certified that they are an "eligible investor" in accordance with clause 41 of Schedule 1 to the FMCA; or
- d. a person who invests a minimum amount of NZ\$750,000 in the Tranche 2 Notes IV.

No person may distribute this Supplemental Information Memorandum, any series notice, terms or any information or other material that may constitute an advertisement (as defined in the FMCA) in relation to any offer of the Tranche 2 Notes IV in New Zealand other than to any such persons as referred to in the applicable paragraphs above.

The following warning statement applies in relation to those New Zealand investors who are "wholesale investors" solely by reason of the minimum amount payable by them on acceptance of the offer being at least NZ\$750,000:

Warning

The law normally requires people who offer financial products to give information to investors before they invest. This requires those offering financial products to have disclosed information that is important for investors to make an informed decision.

The usual rules do not apply to this offer because there is an exclusion for offers where the amount invested upfront by the investor (plus any other investments the investor has already made in the financial products) is NZ\$750,000 or more. As a result of this exclusion, you may not receive a complete and balanced set of information. You will also have fewer other legal protections for this investment.

Investments of this kind are not suitable for retail investors.

Ask questions, read all documents carefully, and seek independent financial advice before committing yourself.

Hong Kong

This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of the Laws of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document with any authority in Hong Kong or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the Tranche 2 Notes IV have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the Tranche 2 Notes IV has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, whether in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Tranche 2 Notes IV that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted the Tranche 2 Notes IV may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority.

Singapore

The Lead Manager and Initial Subscriber has acknowledged that the Supplemental Information Memorandum has not been registered as a prospectus with the Monetary Authority of Singapore.

Accordingly, the Lead Manager and Initial Subscriber has represented, warranted and agreed that it has not offered or sold any Tranche 2 Notes IV or caused the Tranche 2 Notes IV to be made the subject of an invitation for subscription or purchase and will not offer or sell any Tranche 2 Notes IV or cause the Tranche 2 Notes IV to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, the Supplemental Information Memorandum or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Tranche 2 Notes IV, whether directly or indirectly to any person in Singapore other than:

- a. to an institutional investor (as defined in Section 4A of the Securities and Futures Act (Chapter 289 of Singapore), as modified or amended from time to time) (the “SFA”), pursuant to Section 274 of the SFA;
- b. to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA; or
- c. otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Tranche 2 Notes IV are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- i. a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- ii. a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries’ rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Tranche 2 Notes IV pursuant to an offer made under Section 275 of the SFA except:

- i. to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- ii. where no consideration is or will be given for the transfer;
- iii. where the transfer is by operation of law;
- iv. as specified in Section 276(7) of the SFA; or
- v. as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

United Kingdom

Neither the information in this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (“FSMA”) has been published or is intended to be published in respect of the Tranche 2 Notes IV. This document is issued on a confidential basis to “qualified investors” (within the meaning of section 86(7) of the FSMA) in the United Kingdom, and the Tranche 2 Notes IV may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the Tranche 2 Notes IV has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (“FPO”), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (IV) to whom it may otherwise be lawfully communicated (together “relevant persons”). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

The United States of America

This Supplemental Information Memorandum does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States of America ("**United States**"). This Supplemental Information Memorandum may not be distributed or released in the United States. The Tranche 2 Notes IV have not been, and will not be, registered under the U.S. Securities Act of 1933 ("**U.S. Securities Act**") or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States absent registration except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws.

Directory

Issuer

NEXTDC Limited

(ABN 35 143 582 521)

Level 6

100 Creek Street

Brisbane QLD 4000

Telephone: + 61 7 3177 4777

Facsimile: + 61 7 3177 4789

Attention: Chief Financial Officer

Registrar, Issuing & Paying Agent and
Calculation Agent

BTA Institutional Services Australia Limited

(ABN 48 002 916 396)

Level 2

1 Bligh Street

Sydney NSW 2000

Telephone: +61 2 9260 6008

Facsimile: +61 2 9260 6009

Attention: Global Client Services

Lead Manager and Initial Subscriber

National Australia Bank Limited

(ABN 12 004 044 937 and AFSL No. 230686)

Level 22

255 George Street

Sydney NSW 2000

Telephone: + 61 2 9376 4011

Facsimile: + 61 1300 6520 354

Attention: Director, Debt Markets

Trustee

BNY Trust Company of Australia Limited

(ABN 49 050 294 052)

Level 2

1 Bligh Street

Sydney NSW 2000

Telephone: + 61 2 9260 6008

Facsimile: + 61 2 9260 6009

Attention: Global Client Services

Pricing Supplement – Fixed Rate Notes

The Pricing Supplement to be issued in respect of the Series 1, Tranche 2 Fixed Rate Notes IV will be substantially in the form set out below.

Notes IV Series No: 1
Tranche No: 2



NEXTDC Limited (ABN 35 143 582 521)

("Issuer")

Issue of

A\$30,000,000 6.00% Fixed Rate Notes IV due 9 June 2022

to be consolidated and form a single series with the A\$100,000,000 6.00% Fixed Rate Notes IV due 9 June 2022 and issued on 17 July 2018 ("**Tranche 1 Fixed Notes**")

("Tranche 2 Fixed Notes", and together with the Tranche 1 Fixed Notes, the "**Notes**")

irrevocably and unconditionally guaranteed by certain Subsidiaries of the Issuer as described below

The date of this Pricing Supplement is 4 June 2019.

This Pricing Supplement (as referred to in the Information Memorandum dated 6 July 2018), as supplemented by the Supplemental Information Memorandum dated 4 June 2019, relates to the Tranche 2 Fixed Notes referred to above. It is supplementary to, and should be read in conjunction with (i) the terms and conditions of the Tranche 2 Fixed Notes ("**Conditions**") contained in the Information Memorandum, as supplemented by the Supplemental Information Memorandum and (ii) the Note Trust Deed dated 12 June 2014, as supplemented by the Supplemental Note Trust Deed dated 29 May 2019 (collectively, the "**Trust Deed**") and made by the Issuer, the Guarantors and the Trustee. The Tranche 2 Fixed Notes are constituted by, and issued with the benefit of, the Trust Deed.

Unless otherwise indicated, terms defined in the Conditions have the same meaning when used in this Pricing Supplement.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone outside Australia or where such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. No action is being taken to permit an offering of the Tranche 2 Fixed Notes or the distribution of this Pricing Supplement for issue to persons to whom disclosure would be required under Part 6D.2 or Chapter 7 of the Corporations Act 2001 of Australia.

The particulars to be specified in relation to the Tranche of Notes referred to above are as follows:

1	Issuer	:	NEXTDC Limited (ABN 35 143 582 521)
2	Guarantors	:	ONEDC Software Pty Ltd (ABN 11 158 340 624); NEXTDC Holdings No. 1 Pty Limited (ACN 630 679 293) as trustee of NEXTDC Holdings Trust No. 1 ; NEXTDC Holdings No. 2 Pty Limited (ACN 630 679 300) as trustee of NEXTDC Holdings Trust No. 2; NEXTDC Holdings No. 3 Pty Limited (ACN 630 679 319) as trustee of NEXTDC Holdings Trust No. 3; and NEXTDC Holdings No. 3 Pty Limited (ACN 630 679 319) as trustee of NEXTDC Holdings Trust No. 4
3	Type of Note	:	Fixed Rate Medium Term Notes

4	Lead Manager and Initial Subscriber :	National Australia Bank Limited (ABN 12 004 044 937)
5	Place of offering :	Inside and outside Australia
6	Registrar :	BTA Institutional Services Australia Limited (ABN 48 002 916 396)
7	Issuing & Paying Agent :	BTA Institutional Services Australia Limited (ABN 48 002 916 396)
8	Calculation Agent :	BTA Institutional Services Australia Limited (ABN 48 002 916 396)
9	Trustee :	BNY Trust Company of Australia Limited (ABN 49 050 294 052)
10	Aggregate principal amount of Tranche :	A\$30,000,000
11	Aggregate principal amount of Series :	A\$130,000,000
12	Issue Date :	11 June 2019
13	Issue Price :	
	a. Clean Price	102.466%
	b. Accrued	0.033% (to reflect 2 days of accrued interest).
	c. Gross Price (being the price paid by each Noteholder for each Note)	102.499% (being the aggregate of (a) and (b) above).
14	Denomination :	A\$1,000
15	Minimum initial parcel size on initial issue :	A\$50,000
16	Maturity Date :	9 June 2022
17	Record Date :	As per the Conditions
18	Interest :	The Notes are Fixed Rate Notes
19	Interest Rate :	6.00% per annum
20	Fixed Coupon Amount :	A\$30.00 per A\$1,000 denomination, payable semi-annually in arrears
21	Interest Commencement Date :	9 June 2019
22	Interest Payment Dates :	Semi-annually on 9 June and 9 December of each year, commencing on 9 December 2019 (as adjusted in accordance with the Following Business Day Convention) up to, and including, the Maturity Date or, if redeemed earlier, an Optional Redemption Date.
23	Applicable Business Day Convention	Following Business Day Convention
24	Day Count Fraction :	RBA Bond Basis
25	Noteholder put :	Yes, the Notes may be redeemable before their Maturity Date at the option of the Noteholders on a Change of Control as set out in Condition 8.2 ("Early redemption at the option of Noteholders (Noteholder put)")
26	Issuer call :	Yes, the Notes may be redeemable before their Maturity Date at the option of the Issuer as set out in Condition 8.3 ("Early redemption at the option of the Issuer (Issuer call)") and: First Optional Redemption Date means 9 June 2020; Second Optional Redemption Date means 9 December 2020; Third Optional Redemption Date means 9 June 2021; and Fourth Optional Redemption Date means 9 December 2021.
27	Redemption during non-call period :	Yes, the Notes may be redeemable before their Maturity Date at the option of the Issuer as set out in Condition 8.4 ("Redemption during Non-Call Period").
28	Clearing system :	Austraclear System.

Interests in the Notes may also be traded through Euroclear and Clearstream, Luxembourg as set out on page 10 of the Information Memorandum.

29	ISIN	:	AU3CB0254480
30	Common Code	:	185601153
31	Austraclear I.D.	:	NEDC04
32	Australian interest withholding tax:	:	It is the Issuer's intention that the Tranche 2 Fixed Notes will be issued in a manner which will comply with the public offer test under section 128F of the Income Tax Assessment Act 1936 of Australia.
32	Listing	:	Not applicable

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Date: 4 June 2019

CONFIRMED

For and on behalf of

NEXTDC Limited

By: 

Name: MICHAEL HELMER

Pricing Supplement – Floating Rate Notes

The Pricing Supplement to be issued in respect of the Series 2, Tranche 2 Floating Rate Notes IV will be substantially in the form set out below.

Notes IV Series No: 2
Tranche No: 2



NEXTDC Limited (ABN 35 143 582 521)

("Issuer")

Issue of

A\$170,000,000 Floating Rate Notes IV due 9 June 2022

to be consolidated and form a single series with the A\$200,000,000 Floating Rate Notes IV due 9 June 2022 and issued on 17 July 2018 ("**Tranche 1 Floating Notes**")

("Tranche 2 Floating Notes", and together with the Tranche 1 Floating Notes, the "**Notes**")

irrevocably and unconditionally guaranteed by certain Subsidiaries of the Issuer as described below

The date of this Pricing Supplement is 4 June 2019.

This Pricing Supplement (as referred to in the Information Memorandum dated 6 July 2018), as supplemented by the Supplemental Information Memorandum dated 4 June 2019, relates to the Tranche 2 Floating Notes referred to above. It is supplementary to, and should be read in conjunction with (i) the terms and conditions of the Tranche 2 Floating Notes ("**Conditions**") contained in the Information Memorandum, as supplemented by the Supplemental Information Memorandum and (ii) the Note Trust Deed dated 12 June 2014, as supplemented by the Supplemental Note Trust Deed dated 29 May 2019 (collectively, the "**Trust Deed**") and made by the Issuer, the Guarantors and the Trustee. The Tranche 2 Floating Notes are constituted by, and issued with the benefit of, the Trust Deed.

Unless otherwise indicated, terms defined in the Conditions have the same meaning when used in this Pricing Supplement.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone outside Australia or where such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. No action is being taken to permit an offering of the Tranche 2 Floating Notes or the distribution of this Pricing Supplement for issue to persons to whom disclosure would be required under Part 6D.2 or Chapter 7 of the Corporations Act 2001 of Australia.

The particulars to be specified in relation to the Tranche of Notes referred to above are as follows:

- | | | | |
|---|-------------------------------------|---|---|
| 1 | Issuer | : | NEXTDC Limited (ABN 35 143 582 521) |
| 2 | Guarantors | : | ONEDC Software Pty Ltd (ABN 11 158 340 624);
NEXTDC Holdings No. 1 Pty Limited (ACN 630 679 293) as trustee of NEXTDC Holdings Trust No. 1;
NEXTDC Holdings No. 2 Pty Limited (ACN 630 679 300) as trustee of NEXTDC Holdings Trust No. 2;
NEXTDC Holdings No. 3 Pty Limited (ACN 630 679 319) as trustee of NEXTDC Holdings Trust No. 3; and
NEXTDC Holdings No. 3 Pty Limited (ACN 630 679 319) as trustee of NEXTDC Holdings Trust No. 4 |
| 3 | Type of Note | : | Floating Rate Medium Term Notes |
| 4 | Lead Manager and Initial Subscriber | : | National Australia Bank Limited (ABN 12 004 044 937) |

5	Place of offering	:	Inside and outside Australia
6	Registrar	:	BTA Institutional Services Australia Limited (ABN 48 002 916 396)
7	Issuing & Paying Agent	:	BTA Institutional Services Australia Limited (ABN 48 002 916 396)
8	Calculation Agent	:	BTA Institutional Services Australia Limited (ABN 48 002 916 396)
9	Trustee	:	BNY Trust Company of Australia Limited (ABN 49 050 294 052)
10	Aggregate principal amount of Tranche	:	A\$170,000,000
11	Aggregate principal amount of Series	:	A\$370,000,000
12	Issue Date	:	11 June 2019
13	Issue Price	:	
	a. Clean Price	:	100.000%
	b. Accrued	:	0.000% (to reflect 0 days of accrued interest).
	c. Gross Price (being the price paid by each Noteholder for each Note)	:	100.000% (being the aggregate of (a) and (b) above).
14	Denomination	:	A\$1,000
15	Minimum initial parcel size on initial issue	:	A\$50,000
16	Maturity Date	:	9 June 2022
17	Record Date	:	As per the Conditions
18	Interest	:	The Notes are Floating Rate Notes
19	Interest Rate	:	The aggregate of 90 day BBSW Rate plus the Margin specified below.
20	Margin	:	3.75% per annum
21	Interest Commencement Date	:	11 June 2019
22	Interest Payment Dates	:	Quarterly on 9 March, 9 June, 9 September and 9 December of each year, commencing on 9 September 2019 (as adjusted in accordance with the Modified Following Business Day Convention) up to, and including, the Maturity Date or, if redeemed earlier, an Optional Redemption Date.
23	Applicable Business Day Convention	:	Modified Following Business Day Convention
24	Day Count Fraction	:	Actual / 365 (Fixed)
25	Noteholder put	:	Yes, the Notes may be redeemable before their Maturity Date at the option of the Noteholders on a Change of Control as set out in Condition 8.2 ("Early redemption at the option of Noteholders (Noteholder put)")
26	Issuer call	:	Yes, the Notes may be redeemable before their Maturity Date at the option of the Issuer as set out in Condition 8.3 ("Early redemption at the option of the Issuer (Issuer call)") and: <ul style="list-style-type: none"> • First Optional Redemption Date means 9 June 2020 (and on the following Interest Payment Date being 9 September 2020); • Second Optional Redemption Date means 9 December 2020 (and on the following Interest Payment Date being 9 March 2021); • Third Optional Redemption Date means 9 June 2021 (and on the following Interest Payment Date being 9 September 2021); and • Fourth Optional Redemption Date means 9 December 2021 (and on the following Interest Payment Date being 9 March 2022).

- 27 Redemption during non-call period : Yes, the Notes may be redeemable before their Maturity Date at the option of the Issuer as set out in Condition 8.4 ("Redemption during Non-Call Period").
- 28 Clearing system : Austraclear System.
Interests in the Notes may also be traded through Euroclear and Clearstream, Luxembourg as set out on page 10 of the Information Memorandum.
- 29 ISIN : AU3FN0043337
- 30 Common Code : 185601200
- 31 Austraclear I.D. : NEDC05
- 32 Australian interest withholding tax: : It is the Issuer's intention that the Tranche 2 Floating Notes will be issued in a manner which will comply with the public offer test under section 128F of the Income Tax Assessment Act 1936 of Australia.
- 33 Listing : Not applicable

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Date: 4 June 2019

CONFIRMED

For and on behalf of

NEXTDC Limited

By: 

Name: MICHAEL HELMER