



NEXTDC LIMITED

ACN 143 582 521

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY MEMORANDUM

Date of Meeting: Wednesday 30 October 2019

Time of Meeting: 11.00 am (Sydney time)

Place of Meeting: Warrane Theatre
Museum of Sydney
Cnr Phillip & Bridge Street,
Sydney, NSW 2000
Australia

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

NEXTDC LIMITED

ACN 143 582 521

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of **NEXTDC Limited** ACN 143 582 521 (**NEXTDC** or the **Company**) will be held at 11.00am, on 30 October 2019 at the Warrane Theatre, Museum of Sydney, Cnr Phillip & Bridge Street, Sydney NSW 2000, Australia. Registration will commence just prior to the meeting.

This Notice of Meeting incorporates, and should be read together with, the Explanatory Memorandum and the Proxy Form.

ITEMS OF BUSINESS

Financial Statements and Reports

To receive and consider the Company's Annual Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2019.

Note: A Resolution of Shareholders is not required for this item of business.

1. Resolution 1 - Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution as an ordinary resolution under section 250R(2) of the Corporations Act:

"To adopt the Remuneration Report of the Company (as set out in the Directors' Report) for the financial year ended 30 June 2019."

Notes: This Resolution is subject to voting exclusions as set out in section 6.4 of this Notice of Meeting.

The vote on this Resolution is advisory only and does not bind the Directors or the Company.

2. Resolution 2 - Re-election of Dr Gregory J Clark AC, as a Director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Dr Gregory J Clark AC, who retires in accordance with the Listing Rules and Rule 58 of the Company's Constitution and, being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."

3. Resolution 3 – Election of Ms Jennifer M Lambert, as a Director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Ms Jennifer M Lambert, who was appointed by the Board as an additional Director and who retires in accordance with the Listing Rules and Rule 57.2 of the Company's Constitution and, being eligible, offers herself for re-election, is hereby re-elected as a Director of the Company."

4. Resolution 4 – Election of Mr Stephen M Smith, as a Director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Mr Stephen M Smith, who was appointed by the Board as an additional Director and who retires in accordance with the Listing Rules and Rule 57.2 of the Company's Constitution and, being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."

5. Resolution 5 - Approval of grant of Performance Rights to Mr Craig Scroggie

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the issue of 216,393 Performance Rights to the Managing Director and Chief Executive Officer, Mr Craig Scroggie, for FY2020 pursuant to the Company's long term incentive plan under the NEXTDC Limited Equity Incentive Plan on the terms set out in the Explanatory Memorandum accompanying the Notice of Meeting."

Note: This Resolution is subject to voting exclusions as set out in section 6.4 of this Notice of Meeting.

OTHER

6. Other Information

6.1 Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a Shareholder of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body corporate may exercise as the Shareholder's proxy; and
- (e) a Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides instructions on appointing proxies and lodging the form. Proxy Forms must be received by no later than **11:00am (Sydney time) on Monday, 28 October 2019**. Proxy Forms received after this time will not be effective.

6.2 Corporate representatives

Any:

- (a) corporate Shareholder; or
- (b) corporate proxy appointed by a Shareholder,

which has appointed an individual to act as the Shareholder or proxy's corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative.

The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

An appointment of corporate representative form is available by contacting the Company's share registry, Link Market Services Limited at:

Address: Level 12, 680 George Street, Sydney NSW 2000

Phone: 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia)

Fax: (02) 9287 0309

6.3 Voting entitlements

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of members as at 7.00pm (Sydney time) on Monday, 28 October 2019.

Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlements to attend and vote at the Meeting.

If you have any questions on how to cast your vote, please call the Company's share registry, Link Market Services Limited on 1300 554 474 (toll free) from within Australia or +61 1300 554 474 from overseas during business hours.

6.4 Voting exclusions

In accordance with the Corporations Act and the Listing Rules, the Company will disregard any votes cast on:

- (a) Resolution 1:
 - (i) by or on behalf of a member of the Key Management Personnel of the Company named in the Remuneration Report for the year ended 30 June 2019 or their Closely Related Parties (regardless of the capacity in which the vote is cast); or
 - (ii) as proxy by a member of the Key Management Personnel of the Company on the date of the Meeting or their Closely Related Parties,

unless the vote is cast by a person as proxy for a person who is entitled to vote on Resolution 1:

- (iii) in accordance with a direction on the Proxy Form; or

- (iv) by the Chairman of the Meeting pursuant to an express authorisation in the Proxy Form to vote as the proxy decides, even though the resolution is connected with the remuneration of the Key Management Personnel.
- (b) Resolution 5:
 - (i) in favour of the resolution by or on behalf of Mr Craig Scroggie or any of his Associates (regardless of the capacity in which the vote is cast); or
 - (ii) as proxy by a member of the Key Management Personnel of the Company on the date of the Meeting or their Closely Related Parties,

unless the vote is cast by a person as proxy for a person who is entitled to vote on Resolution 5:

 - (iii) in accordance with a direction on the Proxy Form; or
 - (iv) by the Chairman of the Meeting pursuant to an express authorisation in the Proxy Form to vote as the proxy decides, even though the resolution is connected with the remuneration of the Key Management Personnel.

6.5 Directing your proxy vote

If you wish to direct your proxy to vote on any Resolution, you can mark the "For", "Against" or "Abstain" box in Step 2 on the Proxy Form accordingly.

6.6 How the Chairman will vote undirected proxies for Resolutions

If you appoint the Chairman of the Meeting as your proxy or the Chairman is appointed as your proxy by default, and you do not specify how the Chairman is to vote on any Resolution, the Chairman is expressly authorised to vote your proxy as he sees fit and intends to vote IN FAVOUR of all Resolutions on a poll, including in relation to Resolutions 1 and 5 which are connected with the remuneration of the directors of the Company and Key Management Personnel.

Important Note

Please note that, if you appoint a person who is excluded from voting on any Resolution as your proxy and you do not direct him or her on how to vote in respect to any Resolution on which they cannot personally vote on, then a vote cast by them on that Resolution will not be counted. If you appoint any such excluded person as your proxy, we strongly urge you to direct them how to vote on each Resolution. Alternatively, we suggest that you appoint someone else (such as the Chairman) as your proxy.

BY ORDER OF THE BOARD



Michael Helmer
Company Secretary
Dated: 27 September 2019

NEXTDC LIMITED

ACN 143 582 521

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be considered at the Annual General Meeting of Shareholders to be held on 30 October 2019.

The Explanatory Memorandum forms part of, and should be read in conjunction with, the accompanying Notice of Meeting and Proxy Form. For the assistance of Shareholders, a glossary of defined terms is included at the end of this Explanatory Memorandum.

Full details of the business to be considered at the Meeting are set out below.

Financial Statements and Reports

The Corporations Act requires that the Annual Financial Report, Directors' Report and Auditor's Report be presented to the Meeting. Apart from the matters involving remuneration which are required to be voted upon, the Corporations Act does not require a vote of Shareholders at the Meeting on such reports or statements, however Shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the Meeting.

The Annual Financial Report and Directors' Report will be tabled and discussed at the Meeting and the Directors will be available to answer questions from Shareholders. In addition and as required under section 250RA of the Corporations Act, a representative of the Company's auditors, PricewaterhouseCoopers, will be present to answer any questions about the conduct of the audit or the preparation and content of the Auditor's Report.

The Annual Financial Report, Directors' Report and Auditor's Report are contained in the Company's Annual Report for the period 1 July 2018 to 30 June 2019, which has been sent to Shareholders who requested a copy and is available on the Company's website at www.nextdc.com.

A Shareholder Resolution is not required in respect of this item of business.

1. Resolution 1 - Adoption of Remuneration Report

The Corporations Act requires that the Company's Remuneration Report be put to Shareholders for consideration and adoption by way of a non-binding ordinary resolution.

The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each member of the Key Management Personnel of the Company; and

- details and explains any performance conditions applicable to the remuneration of Key Management Personnel.

A reasonable opportunity will be provided for Shareholders to ask questions about, or make comments on, the Remuneration Report at the Meeting. In addition, Shareholders will be asked to vote on the Remuneration Report.

The vote on this Resolution is advisory only and the outcome will not be binding on the Board or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Recommendation

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

2. Resolution 2 - Re-election of Dr Gregory J Clark AC as a Director

In accordance with Rule 58 of the Company's Constitution, Dr Gregory J Clark AC retires from office and submits himself for re-election.

Dr Gregory J Clark AC is a world-renowned technologist, businessman and scientist, with extensive corporate and Board experience in Australia, the USA and Europe. He was previously on the Board of the ANZ Banking Group where he chaired the Board's Technology Committee and was a member of the Risk, Governance and Human Resources Committees. Dr Clark brings to the Board international business experience and a distinguished career in micro-electronics, computing and communications. He was previously Principal of Clark Capital Partners, a US based firm that has advised internationally on technology and the technology market place.

During his career, Dr Clark also held senior executive roles at IBM, News Corporation and Loral Space and Communications. At IBM he was a senior scientist in their Research Division in NY. At News Corporation he was President of Technology and on the Executive Committee with responsibility for all technical aspects of digital media creation and delivery. Dr Clark was responsible for News Corporation's transformation of its media assets from an analogue platform into a digital platform for both program creation and delivery. In addition he was responsible for all technology companies within News Corporation.

He was Chief Operating Officer at Loral Space and Communications, the world's largest commercial satellite manufacturer and one of the largest operators, with responsibility for all development, manufacturing, marketing and sales.

While at News Corporation and Loral Space and Communications, Dr Clark was Chairman and/or on the Board of a number of wholly owned subsidiaries including Globalstar, SatMex, Skynet, SpaceSystemLoral, Kesmai, Etak and others.

Dr Clark is currently Chairman of the Australian National University Advisory Board for the Research School of Physics and Engineering. He is also currently on the Board of the Sydney University Physics Foundation and Questacon, the National Science and Technology Centre.

Dr Clark is an independent Director of the Company and currently serves as the Chairman of its Remuneration and Nomination Committee and as a member of its Audit and Risk Management Committee.

Recommendation

The Board (other than Dr Clark) unanimously recommends that Shareholders vote in favour of the re-election of Dr Clark as a Director of the Company.

3. Resolution 3 – Election of Ms Jennifer M Lambert, as a Director

Ms Lambert was appointed by the Board as an additional Director of the Company pursuant to Article 57.1 of the Company's Constitution. A Director so appointed must, under Article 57.2, retire at the next Annual General Meeting but is eligible for election. In accordance with this procedure, Ms Lambert retires from office and submits herself for election.

Ms Lambert brings a deep background in the finance and property sectors. Jennifer currently serves as a non-executive director at ASX-listed BlueScope Steel Limited where she is also the Chair of the Audit Committee and member of the Risk and Sustainability Committee. Ms Lambert is a former non-executive director of Investa Property Group, served as Group Chief Financial Officer of 151 Property (formerly Valad Property Group) from 2003 to 2016 and as a director at PricewaterhouseCoopers from 1992 to 2003. Jennifer has more than 25 years' experience in property funds management, operational and strategic finance, tax, treasury, legal and compliance.

Recommendation

The Board (other than Ms Lambert) unanimously recommends that Shareholders vote in favour of the election of Ms Lambert as a Director of the Company.

4. Resolution 4 – Election of Mr Stephen M Smith as a Director

Mr Stephen M Smith was appointed by the Board as an additional Director of the Company pursuant to Article 57.1 of the Company's Constitution. A Director so appointed must, under Article 57.2, retire at the next Annual General Meeting but is eligible for election. In accordance with this procedure, Mr Smith retires from office and submits himself for election.

Mr Smith was appointed to the Board effective 1 July 2019 and brings a deep background in managing market leading technology businesses with particular expertise in the data centre industry. He served as CEO and President of Equinix Inc (NASDAQ: EQIX) for over a decade (2007-2018), transforming it into the clear industry leader in the internet infrastructure sector and the largest enterprise data centre platform in the world. Under Steve's leadership Equinix grew from 17 data centres operating in 10 markets and a US\$2 billion market cap to approximately 200 data centres with a US\$38 billion market cap and operations in 24 countries on five continents, having undertaken 21 acquisitions in the process to make it into the market leading platform.

Mr Smith is a US citizen based in the San Francisco Bay Area and is currently a Managing Director of GI Partners, a US-based investment fund focussed on data centre, data transport, wireless and tech enabled infrastructure investments in North America.

Prior to his time at GI Partner and Equinix, Mr Smith has held senior leadership positions at Hewlett Packard (2005-2006) which included serving as its Senior Vice President - Worldwide HP Services; Lucent Technologies Inc.(2004-2005), where he was appointed as Vice President, Global Professional and Managed Services and Electronic Data Systems Corporation (EDS) (1987-2004), where he served in a number of capacities including Chief Sales Officer and President, Asia-Pacific.

Mr. Smith also had a successful eight-year career in the U.S. Army, where, among other roles, he was aide-de-camp to the office of the Commander in Chief of the U.S. Armed Forces in the Pacific. He is currently on the board of Flexential Inc. (since April 2018), and has served on several boards including Volterra Semiconductor Corporation, 3Par Inc, Actian Corporation, NetApp Inc and F5 Networks Inc. Mr Smith holds a Bachelor of Science in Engineering from the U.S. Military Academy at West Point.

Recommendation

The Board (other than Mr Smith) unanimously recommends that Shareholders vote in favour of the election of Mr Smith as a Director of the Company.

5. Resolution 5 - Approval of grant of Performance Rights to Mr Craig Scroggie

Purpose of Resolution

The Company proposes to grant to Mr Craig Scroggie, 216,393 Performance Rights for FY2020 pursuant to the Company's LTI Plan under the NEXTDC Limited Equity Incentive Plan (**EIP**).

A key component to effective executive remuneration is the provision of incentive grants under a long term incentive scheme to support retention, drive shared performance objectives and link remuneration to company performance and Shareholder wealth outcomes. In his role as CEO and Managing Director, Mr Scroggie is a key executive of NEXTDC Limited and plays an important role in leading the execution of the Company's growth strategies and business objectives.

Listing Rule 10.14 requires the approval of Shareholders to be obtained where the Company intends to provide newly issued securities under an employee incentive scheme to a Director. As Mr Scroggie is the CEO and Managing Director of NEXTDC, Shareholder approval is required prior to issuing securities to Mr Scroggie under the LTI Plan.

The key features of Mr. Scroggie's proposed FY2020 LTI award are disclosed in Appendix A (which forms part of this Explanatory Memorandum).

If approved, the Performance Rights will be issued to Mr Scroggie within 12 months of the Meeting.

Recommendation

The Board (other than Mr Scroggie) unanimously recommends that Shareholders vote in favour of the grant of Performance Rights to Mr Craig Scroggie.

6. Glossary of Terms

The following terms and abbreviations used in the Notice of Meeting, this Explanatory Memorandum and the Proxy Form have the following meanings:

Associate has the meaning given in the Listing Rules.

ASX means ASX Limited ACN 008 624 691.

Board means the board of Directors of the Company.

Closely Related Parties has the meaning given in the Corporations Act.

Company means NEXTDC Limited ACN 143 582 521.

Corporations Act means *Corporations Act 2001* (Cth).

Directors means all of the directors of the Company as at the date of this Notice of Meeting.

Explanatory Memorandum means this explanatory memorandum.

Key Management Personnel means the Directors of the Company (including the Chairman) and other employees having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly.

Listing Rules means the official listing rules of ASX.

Meeting means the general meeting of Shareholders to be held 11.00am, on Wednesday 30 October 2019 at the Warrane Theatre, Museum of Sydney, Cnr Phillip & Bridge Street, Sydney NSW 2000, Australia.

NEXTDC means NEXTDC Limited ACN 143 582 521.

Notice of Meeting means the notice of the meeting which accompanies the Explanatory Memorandum.

Resolution means a resolution in the Notice of Meeting.

Shareholder means registered holders of Shares.

Shares means fully paid ordinary shares in the capital of the Company.

Appendix A

The features of the proposed FY2020 award of Performance Rights to Mr Scroggie pursuant to the Company's LTI Plan under the EIP are summarised below.

Aspect	Details										
Form of LTI Award	The CEO's FY2020 LTI award is being granted in the form of Performance Rights. Each Performance Right will vest and become exercisable subject to the satisfaction of performance conditions measured over a performance period. On exercise, each vested Performance Right generally entitles the CEO to receive one Share in the Company.										
Number of Performance Rights	A total of 216,393 Performance Rights will be offered to the CEO in FY2020. The number of Performance Rights which comprise the CEO's LTI award has been calculated by dividing his maximum award value of AUD\$1,320,000 (being 100% of his annual base salary) by \$6.10 (being the volume-weighted average price of NEXTDC Shares over the 10 trading days following release of the Company's FY2019 audited accounts).										
Amount payable for Performance Rights	The LTI award forms part of the CEO's remuneration and, for that reason, no amount will be payable by the CEO on grant, vesting or exercise of the Performance Rights.										
Performance period	The performance period for the LTI award is three years, from the end of the day of release of NEXTDC's FY2019 results to the end of the day of the release of its results for FY2022.										
Performance conditions	Vesting of the LTI award is subject to two performance conditions: Gateway Hurdle Vesting of the Performance Rights are subject to an initial gateway hurdle of NEXTDC achieving positive total shareholder return (TSR) over the performance period. If the gateway hurdle is not met, the CEO's Performance Rights automatically lapse even if the TSR Hurdle (described below) is achieved. TSR Hurdle In addition to the Gateway Hurdle, vesting of the CEO's Performance Rights is subject to a relative TSR performance condition. Vesting of the CEO's Performance Rights under the TSR Hurdle is determined by ranking NEXTDC's TSR over the performance period, relative to the TSR of companies in the ASX 200 Accumulation Index (Index). Vesting of the CEO's Performance Rights will be determined by reference to the following vesting schedule: <table border="1"> <thead> <tr> <th>NEXTDC's TSR over the Performance Period</th><th>% of Performance Rights to Vest</th></tr> </thead> <tbody> <tr> <td>Less than TSR of Index</td><td>0%</td></tr> <tr> <td>At TSR of Index</td><td>25%</td></tr> <tr> <td>Between TSR of Index and TSR of Index + 5% p.a.</td><td>Pro rata vesting from 25% to 100% on a straight line basis</td></tr> <tr> <td>TSR of Index + 5% p.a. or greater</td><td>100%</td></tr> </tbody> </table> The scale requires that the Company deliver a TSR to Shareholders that is at least as good as the overall market (as indicated by the TSR of the Index over the performance period) before any vesting may occur. Full vesting does not become available until the TSR of the Company reaches the TSR of the Index over the performance period plus 5% p.a. This would, in the view of the Board, represent an outstanding outcome for the Company.	NEXTDC's TSR over the Performance Period	% of Performance Rights to Vest	Less than TSR of Index	0%	At TSR of Index	25%	Between TSR of Index and TSR of Index + 5% p.a.	Pro rata vesting from 25% to 100% on a straight line basis	TSR of Index + 5% p.a. or greater	100%
NEXTDC's TSR over the Performance Period	% of Performance Rights to Vest										
Less than TSR of Index	0%										
At TSR of Index	25%										
Between TSR of Index and TSR of Index + 5% p.a.	Pro rata vesting from 25% to 100% on a straight line basis										
TSR of Index + 5% p.a. or greater	100%										
Vesting and exercise of Performance Rights	At the end of the performance period, the Board will determine if and to what extent the performance conditions have been satisfied and the number of Performance Rights that will vest. Any Performance Rights that do not vest will immediately lapse. Upon vesting, the CEO is entitled to exercise the Performance Rights (at no cost). On exercise, the Performance Rights will be settled in Shares or, at the Board's discretion, with an equivalent cash payment. It is intended that vested and exercised Performance Rights would be satisfied mainly in the form of Shares.										

	Any vested Performance Rights which are not exercised within 8 years of the grant date (the expiry date), will be automatically exercised on behalf of the CEO.
Cessation of employment	If the CEO's employment is terminated for cause or the CEO resigns, unvested Performance Rights will lapse, unless the Board determines otherwise. If the CEO ceases employment because of death, total and permanent disability or redundancy, his unvested Performance Rights will continue on-foot and be subject to the original terms as though he had not ceased employment, unless the Board determines otherwise. In any other circumstances, the Board has discretion to determine how the unvested Performance Rights will be treated upon cessation of employment with NEXTDC.
Change of control	In circumstances where there is likely to be a change in the control of NEXTDC, the Board has discretion to determine the level of vesting (if any) having regard to the portion of the performance period elapsed, performance to date against the performance conditions and any other factors it considers appropriate. If an actual change in the control of NEXTDC occurs before the Board can exercise this discretion, unless the Board determines otherwise, the Gateway Hurdle will be waived and unvested Performance Rights will vest and become exercisable in proportion to the Company's performance against the TSR Hurdle up to the date of the change of control.
No rights before vesting and exercise	The CEO does not have any dividend or voting entitlements prior to vesting and exercise of the Performance Rights. However on vesting and exercise of the Performance Rights, the CEO is entitled to receive a dividend equivalent payment in the form of additional Shares which are equivalent to the value of dividends that the CEO would have received between the grant date and vesting date if he had owned Shares.
Clawback and malus	The Board has broad discretion under the EIP to lapse, forfeit or clawback unvested and vested LTI awards in certain circumstances to ensure that no inappropriate benefit is obtained by the CEO. These circumstances include where the CEO acts fraudulently or dishonestly; is in material breach of his obligations to NEXTDC; there is a material misstatement in a Group company's accounts; vesting has been triggered by another person's misconduct or where NEXTDC is required or entitled under law or NEXTDC policy to reclaim remuneration from the CEO.
Additional information	Under ASX Listing Rule 10.15, NEXTDC provides the following information in relation to the proposed grant of Performance Rights to the CEO pursuant to the LTI Plan: (a) At the 2018 Annual General Meeting, Shareholders approved the granting to Mr Scroggie of 208,202 Performance Rights for nil consideration as his FY2019 LTI award pursuant to the Company's LTI Plan under the EIP. The Performance Rights were granted to him after the Meeting. (b) No securities have been granted to any other Director (or any associate of a Director) pursuant to the Company's LTI Plan under the EIP since the 2018 Annual General Meeting. (c) Aside from Mr Scroggie, no Directors (or associates of Directors) are entitled to participate in the Company's LTI Plan under the EIP. (d) No loan will be made by NEXTDC in connection with the acquisition of Performance Rights under the LTI Plan. (e) If approval is given by Shareholders under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1. (f) If approved, Performance Rights will be issued to Mr Scroggie within 12 months of the Meeting.

Appendix B
PROXY FORM

**NEXTDC LIMITED**

ACN 143 582 521

N E X T D C**LODGE YOUR PROXY****ONLINE**www.linkmarketservices.com.au**BY MAIL**

NEXTDC Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

**BY FAX**

+61 2 9287 0309

**BY HAND**

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

**ALL ENQUIRIES TO**

Telephone: +61 1300 554 474

PROXY FORMI/We being a shareholder(s) of NEXTDC Limited (**the Company**) and entitled to attend and vote hereby appoint:**APPOINT A PROXY**

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (Sydney Time) on Wednesday, 30 October 2019 at Warrane Theatre, Museum of Sydney, Cnr Phillip & Bridge Street, Sydney, NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 and 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 and 5, even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution.

VOTING DIRECTIONS

Proxies will only be valid and accepted if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☐.

Resolutions**For Against Abstain*****For Against Abstain*****1** Remuneration Report☐ ☐ ☐**5** Approval of grant of Performance Rights to Mr Craig Scroggie☐ ☐ ☐**2** Re-election of Dr Gregory J Clark AC as a Director☐ ☐ ☐**3** Election of Ms Jennifer M Lambert as a Director☐ ☐ ☐**4** Election of Mr Stephen M. Smith as a Director☐ ☐ ☐

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all shareholders must sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

NXT PRX1901C

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on resolutions that are connected directly or indirectly with the remuneration of KMP. The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses, subject to any voting restrictions that apply to the proxy. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to individuals or bodies corporate as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all shareholders must sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Sydney time) on Monday, 28 October 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

NEXTDC Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATIONS PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**