

ASX Release

14 April 2020

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Share Purchase Plan

NEXTDC Limited (ASX: NXT) (“**NEXTDC**” or “the **Company**”) advises that further to its ASX Announcement dated 3 April 2020, the Share Purchase Plan (“**SPP**”) is now open for eligible NEXTDC shareholders to apply for up to \$30,000 of new fully paid ordinary shares (“**New Shares**”). The SPP is not underwritten and is uncapped.

The SPP follows the Company’s successful completion of a \$672 million placement to institutional investors, which was conducted at \$7.80 per share (the “**Placement Price**”).

Eligible shareholders, being holders of NEXTDC shares at 7.00pm AEST on 1 April 2020 and whose registered address is in Australia or New Zealand (excluding shareholders who are in the United States, or acting for the account or benefit of a person in the United States) (“**Eligible Shareholders**”), will have the opportunity to apply for up to \$30,000 of New Shares, subject to a minimum application amount of \$1,000.

The SPP issue price will be the lower of the Placement Price or the volume-weighted average price (**VWAP**) of NEXTDC shares traded on the Australian Securities Exchange (**ASX**) over the five trading days up to (and including) the day on which the SPP offer is closed, expected to be 30 April 2020 (“**SPP Closing Date**”).

NEXTDC’s CEO and Managing Director Craig Scroggie and all eligible Non-Executive Directors have committed to apply for their full entitlement of \$30,000 worth of New Shares.

Participation in the SPP is optional. New Shares will rank equally with existing ordinary NEXTDC shares from their date of issue.

The SPP is subject to the terms and conditions set out in the SPP Offer Booklet, which is being sent to Eligible Shareholders today. Eligible Shareholders with any questions in relation to how to participate in the SPP, should contact the NEXTDC Limited SPP Offer Information Line on 1300 420 208 (within Australia) or +61 1300 420 208 (outside Australia) or consult your financial or other professional adviser.

Key Dates

Indicative SPP Timetable	Date
Record date for determining eligibility for SPP	7:00pm AEST, Wednesday, 1 April 2020
Despatch of SPP Offer Booklet and SPP opens	Tuesday, 14 April 2020
SPP Closing Date	5:00pm AEST, Thursday, 30 April 2020
Results of SPP announced	Tuesday, 5 May 2020
Allotment and issue of New Shares under the SPP	Thursday, 7 May 2020
Normal trading of New Shares under the SPP	Friday, 8 May 2020
Despatch of holding statements	Tuesday, 12 May 2020

Dates and times shown above are indicative only and NEXTDC reserves the right to amend any or all of these dates in its absolute discretion, subject to the Corporations Act 2001 (Cth), the Listing Rules of the ASX and any other applicable laws. The quotation of New Shares is subject to confirmation from the ASX. All references to time in this announcement are to AEST.

This announcement is authorised by the Board of NEXTDC.

ENDS

For more information:

Alex Teo

Vice President of Strategy and Investor Relations

T: +61 2 8072 4976

E: investorrelations@nextdc.com

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

Important Notice

Nothing contained in this announcement constitutes investment, legal, tax or other advice. You should make your own assessment and take independent professional advice in relation to the information and any action on the basis of the information.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This release does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or any other jurisdiction in which such an offer would be illegal. The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “**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, to persons in the United States except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares will only be offered and sold to persons who are outside the United States and who are not acting for the account or benefit of a person in the United States in offshore transactions in reliance on Regulation S under the Securities Act.

Certain statements made in this release are forward-looking statements. These forward-looking statements are not historical facts but rather are based on the Company’s current expectations, estimates and projections about the industry in which the Company operates, and beliefs and assumptions. Forward looking statements can generally be identified by the use of forward looking words such as ‘anticipate’, ‘believe’, ‘expect’, ‘project’, ‘forecast’, ‘estimate’, ‘likely’, ‘intend’, ‘should’, ‘will’, ‘could’, ‘may’, ‘target’, ‘plan’ and other similar expressions within the meaning of securities laws of applicable jurisdictions, and include statements regarding outcome and effects of the capital raising. Indications of, and guidance or outlook on future earnings, distributions or financial position or performance are also forward looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors, some of which are beyond the control of the Company, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. The Company cautions shareholders and prospective shareholders not to place undue reliance on these forward-looking statements, which reflect the view of the Company only as of the date of this release. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements.

The forward-looking statements made in this release relate only to events as of the date on which the statements are made. The Company will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this release except as required by law or by any appropriate regulatory authority.

About NEXTDC

NEXTDC is an ASX200-listed technology company and Asia's most innovative Data Centre-as-a-Service provider. We are building the infrastructure platform for the digital economy, delivering the critical power, security and connectivity for global cloud computing providers, enterprise and government.

NEXTDC is recognised globally for the design, construction and operation of Australia's only network of Uptime Institute certified Tier IV facilities, and the only data centre operator in the Southern Hemisphere to achieve Tier IV Gold certification for Operational Sustainability. NEXTDC has a strong focus on sustainability and operational excellence through renewable energy sources and delivering world-class operational efficiency. Our data centres have been engineered to deliver exceptional levels of efficiency and the industry's lowest Total Cost of Operation through NABERS 5-star energy efficiency.

NEXTDC's corporate operations have been certified carbon neutral under the Australian Government's Carbon Neutral Initiative, in line with *National Carbon Offset Standard (NCOS) for Organisations*.

Our Cloud Centre partner ecosystem is Australia's most dynamic digital marketplace, comprising more than 590 carriers, cloud providers and IT service providers, enabling local and international customers to source and connect with cloud platforms, service providers and vendors to build complex hybrid cloud networks and scale their critical IT infrastructure services.

NEXTDC is *where the cloud lives*®.

To learn more, visit www.nextdc.com

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

NEXTDC Limited

ACN 143 582 521

Share Purchase Plan

Offer Booklet

14 April 2020

You should read this Offer Booklet in full.

This Offer Booklet contains important information. You should read this Offer Booklet in full and seek advice from your stockbroker, accountant or other professional adviser if you have any questions about your investment in NEXTDC or about the impact of the transactions described in this Offer Booklet. This Offer Booklet does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs.

You are encouraged to carefully read the SPP's terms and conditions as set out in this Offer Booklet, because if you apply for New Shares under the SPP you will be agreeing to be bound by the SPP's terms and conditions. By applying for New Shares under the SPP, you will confirm that you have read, understood and agreed to the SPP's terms and conditions. Capitalised terms in this section have the meaning given to them in this Offer Booklet. All references to \$ or dollars in this Offer Booklet are references to Australian dollars unless otherwise indicated.

If you apply for New Shares under the SPP, there is a risk that the market price of NEXTDC Shares on the ASX may change between the date when you apply for New Shares and the date when New Shares are issued to you under the SPP. This means that, at the time of issue, you may be able to buy shares on market at a lower price than the Issue Price under the SPP. By applying for New Shares under the SPP, you will be acknowledging and accepting this risk.

If you have any questions in relation to how to participate in the SPP after reading this Offer Booklet, please contact the NEXTDC Limited SPP Offer Information Line between 8.30am and 5.30pm (AEST), Monday to Friday on 1300 420 208 (within Australia) or +61 1300 420 208 (outside Australia).

Chairman's Letter

14 April 2020

Dear NEXTDC Shareholder

On behalf of the directors of NEXTDC Limited (the **Company** or **NEXTDC**), I am pleased to offer Eligible Shareholders the opportunity to apply for new ordinary shares in NEXTDC (**New Shares**) under a non-underwritten, uncapped Share Purchase Plan (**SPP**).

The SPP follows NEXTDC's successful completion of an underwritten placement to institutional shareholders raising \$672 million (the **Placement**), as announced on ASX on 3 April 2020. The Placement shares were issued at \$7.80 per share (**Placement Price**) which represented a 9.4% discount to the 5-day volume-weighted average price (**VWAP**)¹.

The funds raised via the Placement and the SPP will ensure NEXTDC is able to maintain its considerable momentum in pursuing growth opportunities.

NEXTDC has announced that owing to the increasing customer demand for its premium data centre services, it will now proceed with the commencement of Phase 1 of the proposed development of a new data centre in Sydney (**S3**).

The funds raised will also provide the balance sheet flexibility required to accelerate and expand a range of further growth initiatives in line with recent and expected material customer contract wins. These growth initiatives, a number of which are at an advanced stage, include the construction of additional data hall capacity at existing data centres and new data centre site acquisitions and development.

The SPP gives you the opportunity to acquire up to \$30,000 worth of New Shares. The SPP issue price will be the lower of the Placement Price of \$7.80 per share or the VWAP of fully paid ordinary shares in NEXTDC (**NEXTDC Shares**) traded on the Australian Securities Exchange (**ASX**) over the five trading days up to (and including) the day on which the SPP offer is closed (**SPP Closing Date**), rounded down to the nearest cent (**Issue Price**). Therefore, the maximum price that Eligible Shareholders will pay is the Placement Price of \$7.80 per share.

NEXTDC's CEO and Managing Director Craig Scroggie and all eligible Non-Executive Directors have committed to take up their full entitlement of \$30,000 worth of New Shares under the SPP.

Participation in the SPP is optional and is open to eligible shareholders, being holders of NEXTDC Shares at 7.00pm (AEST) on 1 April 2020 and whose registered address is in Australia or New Zealand (excluding Shareholders who are in the United States, or acting for the account or benefit of a person in the United States) (**Eligible Shareholders**). Eligible Shareholders, who are custodians, can participate in the SPP on behalf of certain beneficiaries on the terms and conditions set out in this Offer Booklet.

Your right to participate in the SPP is not transferable. All New Shares issued under the SPP will rank equally with existing NEXTDC Shares.

NEXTDC will make an announcement as to the outcome of the SPP and the number of New Shares issued on or around 5 May 2020.

If you have any questions in relation to how to participate in the SPP after reading this Offer Booklet, please contact the NEXTDC Limited SPP Offer Information Line on 1300 420 208 (within Australia) or +61 1300 420 208 (outside Australia) or consult your financial or other professional adviser

On behalf of the Board, I invite you to consider participating in the SPP.

Yours sincerely

Douglas Flynn
Chairman

¹ From 26 March 2020 to 1 April 2020 (inclusive) of \$8.61.

Important Information

This offer booklet (Offer Booklet) does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

The offer of New Shares under the SPP is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (Instrument 2019/547)* which grants relief from the requirement to issue a disclosure document for the SPP.

The laws of some countries prohibit or make impracticable participation in the SPP by certain overseas Shareholders. Unfortunately, Shareholders who are not resident in Australia or New Zealand will not be able to participate in the SPP. The SPP does not constitute an offer of shares for sale in any other jurisdiction.

International offer restrictions

New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Financial Markets Conduct Act 2013* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*.

This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States

This document may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or any other jurisdiction in which such an offer would be illegal. The New Shares have not been, and will not be, registered under the U.S. *Securities Act of 1933*, as amended (**Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, to persons in the United States except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and the applicable securities laws of any state or other jurisdiction of the United States. The New Shares will only be offered and sold to persons who are outside the United States and who are not acting for the account or benefit of a person in the United States in offshore transactions in reliance on Regulation S under the Securities Act.

Offer Details and Timetable

Issue Price	The lower of: <ul style="list-style-type: none"> the Placement Price of \$7.80; and the amount which represents the VWAP of NEXTDC Shares traded on the ASX over the five trading days up to (and including) the SPP Closing Date, rounded down to the nearest cent
Minimum Application Amount	\$1,000
Maximum Application Amount	\$30,000
Permitted Application Amount	Any amount between the Minimum Application Amount and the Maximum Application Amount, in multiples of \$1,000

An indicative timetable for the SPP is set out as follows:

Event	Date (and time if relevant)
SPP Record Date	7.00pm AEST, Wednesday, 1 April 2020
SPP Opening Date	Tuesday, 14 April 2020
SPP Closing Date	5.00pm AEST, Thursday, 30 April 2020
Results of SPP announced	Tuesday, 5 May 2020
Allotment and issue of New Shares under the SPP	Thursday, 7 May 2020
Normal trading of New Shares under the SPP	Friday, 8 May 2020
Despatch of holding statements	Tuesday, 12 May 2020

Dates and times shown above are indicative only and NEXTDC reserves the right to amend any or all of these dates in its absolute discretion, subject to the *Corporations Act 2001* (Cth) (**Corporations Act**), the Listing Rules of the ASX and any other applicable laws. The quotation of New Shares is subject to confirmation from the ASX. All references to time in this Offer Booklet are to AEST.

Terms of the SPP

Am I eligible to participate?

Participation in the SPP is open to all shareholders registered as holders of ordinary shares of NEXTDC at **7.00pm (AEST) on 1 April 2020 (Record Date)** and whose address in NEXTDC's share register is in Australia or New Zealand (excluding Shareholders who are in the United States, or acting for the account or benefit of a person in the United States).

Custodians² who are Eligible Shareholders may apply for New Shares on behalf of their beneficial holders as at the Record Date, according to the terms set out below. Custodians must certify that each beneficiary for whom it applies for New Shares has a registered address in Australia or New Zealand.

The Board of NEXTDC has determined that it is either not lawful or not practical for shareholders in other jurisdictions to participate in the SPP.

Offers made under the SPP are not renounceable. Shareholders cannot transfer their right to acquire New Shares under the SPP to any other person.

Participation in the SPP is entirely voluntary.

Each Eligible Shareholder may only participate in the SPP up to the maximum limit of \$30,000, even if the shareholder has more than one registered holding:

- **Holdings receiving more than one offer:** If you are an Eligible Shareholder but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only subscribe to a maximum of \$30,000 in applying for New Shares.
- **Joint holders:** If you are recorded with one or more other persons as a joint holder of a holding of shares on the Record Date, that joint holding is considered to be a single registered holding for the purpose of the SPP and the joint holders are entitled to participate in respect of that single holding only. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, the joint holders may only subscribe a maximum of \$30,000 in applying for New Shares.
- **Custodians, trustees and nominees:** If you are a Custodian and hold shares on behalf of one or more persons (**Participating Beneficiary**), you may subscribe a maximum of \$30,000 in applying for New Shares for each Participating Beneficiary, subject to providing NEXTDC, via its share registry, namely Link Market Services Limited (**Registry**) with a notice in writing that you certify to NEXTDC the matters required by section 8 (Conditions) under the Instrument 2019/547 (**Custodian Certificate**). Custodians must also certify that each Participating Beneficiary has a registered address in Australia or New Zealand.

Please contact the Registry at capitalmarkets@linkmarketservices.com.au for a copy of the Custodian Certificate which is required to be attached to the Application Form and lodged with the Registry.

If you hold shares as a trustee or nominee for another person, but are not a Custodian, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings apply and you may only contribute a maximum of \$30,000 in applying for New Shares. You are not eligible to participate on behalf of a person who resides outside Australia or New Zealand.

NEXTDC reserves the right to reject any application at its discretion, including but not limited to where the maximum application limit or any other term of the SPP has not been complied with.

Any shareholders who hold shares on behalf of persons who are in the United States or who act for the account or benefit of a person in the United States are not entitled to participate in the SPP.

² 'Custodian' is defined in section 4 (Definitions) of the Instrument 2019/547.

How many shares can I apply for?

Subject to the terms and conditions of the SPP as set out in this Offer Booklet, the **Maximum Application Amount is \$30,000** and the **Minimum Application Amount is \$1,000**. You may apply for any amount between the Minimum Application Amount and the Maximum Application Amount, in multiples of \$1,000 (**Permitted Application Amount**).

By applying for New Shares under the SPP, you agree to be bound by the SPP's terms and conditions as set out in this Offer Booklet.

How to apply

Applications to acquire New Shares under the SPP must be made in one of the following two ways:

- **BPAY®:** Submit your payment for New Shares via BPAY®³ by using the customer reference number shown on your Application Form which is required to identify your holding. If you use BPAY® to pay for New Shares, you do not need to return the Application Form. Payment must be received by **5.00pm (AEST) on 30 April 2020**. You must take into account the cut-off times your financial institution has in advance of the SPP Closing Date. New Zealand-based NEXTDC shareholders who do not have an Australian bank account cannot apply using BPAY®.

Important Note

By submitting your payment for New Shares via BPAY® you certify and represent to NEXTDC that the aggregate application money paid by you in any capacity (except as a Custodian) for the following does not exceed \$30,000:

- the New Shares subject of the BPAY® payment;
- any other New Shares applied for under the SPP or any NEXTDC Shares issued under a similar arrangement in the 12 months before the date of your BPAY® payment;
- any other NEXTDC Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
- any other NEXTDC Shares issued to a Custodian under an arrangement similar to the SPP in the 12 months before the date of your BPAY® payment as a result of an instruction given by you to the Custodian or another Custodian and which resulted in you holding beneficial interests in NEXTDC Shares.

OR

- **Cheque, bank draft or money order:** Complete and return the Application Form which accompanies this Offer Booklet together with your cheque, bank draft or money order for the correct amount (**Application Package**). Your cheque, bank draft or money order must be payable to 'NEXTDC Limited SPP Offer' and crossed 'Not Negotiable'. Application Forms and payment for New Shares must be received by the share registry by **5.00pm (AEST) on 30 April 2020** at the address below:
- **Mailing Address**
NEXTDC Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001
- The Application Form includes a certification that the aggregate application money paid by you in any capacity (except as a Custodian) for the New Shares under your application and any other Shares issued to you, or to a Custodian on your behalf and at your instruction, under the

³ BPAY is registered to BPAY Pty Limited ABN 69 079 137 518.

SPP or any similar arrangement operated by NEXTDC in the 12 months before the date of your application, is not more than \$30,000.

Custodians, trustees or nominees within the definition of 'custodian' in the Instrument 2019/547 also need to lodge a Custodian Certificate (see the '*Am I eligible to participate?*' section above for details).

Please refer to the attached Application Form for further instructions on how to apply.

Participation is optional

Participation in the SPP is entirely optional (subject to the eligibility criteria set out in these terms and conditions). The offer to acquire New Shares is not a recommendation. If you are in any doubt about the SPP, whether you should participate in the SPP or how participation will affect you, you should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept this offer.

Pricing

The Issue Price for New Shares issued under the SPP will be the lower of:

- the Placement Price of \$7.80; and
- the amount which represents the VWAP of NEXTDC Shares traded on the ASX over the five trading days up to (and including) the SPP Closing Date, rounded down to the nearest cent.

Therefore, the maximum price that Eligible Shareholders will pay is the Placement Price.

NEXTDC will announce the Issue Price for the SPP after the SPP closes.

The number of New Shares to be issued to each applicant will be calculated by dividing the value of the New Shares applied for by the Issue Price. If this calculation produces a fractional number, the number of New Shares issued will be rounded down to the nearest whole New Share.

There are risks associated with any stock market investment and we recommend that you obtain your own independent financial advice in relation to this SPP. In particular, there is a risk that NEXTDC's market price at the time that New Shares are issued will be less than their Issue Price. If this occurs, the value of your investment in New Shares will be less than the amount you invested. Accordingly, you should consider price movements of shares in NEXTDC before applying for New Shares under this SPP.

Allocation of New Shares

The Board will not issue New Shares to an applicant if the issue of those New Shares, either alone or in conjunction with the issue of shares under other applications received by NEXTDC, would contravene any law, the Listing Rules of ASX or the Instrument 2019/547.

The Board of NEXTDC reserves the right at its discretion to cancel the SPP at any time up to the time of issue of New Shares under the SPP, or to extend the SPP Closing Date.

If the SPP is cancelled or NEXTDC issues a lesser number of New Shares than a shareholder applied for, application money received from shareholders not applied in subscribing for New Shares will be returned to the applying shareholders, without interest, by way of direct credit to their nominated account, or cheque sent to their registered address, as shown in NEXTDC's register of members. Any interest received on application money may be retained by NEXTDC whether or not New Shares are issued under the SPP.

Issue of New Shares

New Shares are expected to be issued by **7 May 2020**. NEXTDC will, promptly after the issue of New Shares under the SPP, make an application for the New Shares to be quoted on ASX. The New Shares are expected to commence quotation on ASX on or around **8 May 2020**. Holding statements setting out the number of New Shares allocated to you are expected to be despatched on or about **12 May 2020**.

New Shares issued under the SPP will rank equally in all respects with all other NEXTDC Shares on the date of issue of the New Shares.

Costs of Participation

No brokerage, commissions or other transaction costs will be payable by participants in respect of the application for, and issue of, New Shares under the SPP.

Significance of applying for New Shares

If you apply to participate in the SPP:

- (a) you agree that once you have sent in your Application Package or made your BPAY® payment, you cannot withdraw or cancel your application and your application is unconditional;
- (b) you confirm that you are an Eligible Shareholder and that you are lawfully permitted to:
 - (i) apply for New Shares under the SPP; and
 - (ii) participate in the SPP in accordance with the terms and conditions of this Offer Booklet and any applicable laws and specifically that you are not in the United States and are not acting for the account or benefit of a person in the United States;
- (c) you certify that, even if you have received more than one offer under the SPP or received offers in more than one capacity, the aggregate application money paid by you in any capacity (except as a Custodian) for the following does not exceed \$30,000:
 - (i) the New Shares subject of the Application Form or BPAY® payment;
 - (ii) any other New Shares applied for under the SPP or any NEXTDC Shares issued under a similar arrangement in the 12 months before the date of your Application Form or BPAY® payment;
 - (iii) any other NEXTDC Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
 - (iv) any other NEXTDC Shares issued to a Custodian under an arrangement similar to the SPP in the 12 months before the date of your Application Form or BPAY® payment as a result of an instruction given by you to the Custodian or another Custodian and which resulted in you holding beneficial interests in NEXTDC Shares;
- (d) if you are a Custodian and are applying for New Shares with a total application price exceeding \$30,000, you agree that NEXTDC may refuse to accept your application and that NEXTDC may not issue New Shares to you unless NEXTDC has received a completed Custodian Certificate (in hard and electronic copy in accordance with the instructions on the Custodian Certificate) which is required to be attached to the Application Form and lodged with the Registry;
- (e) you confirm that you have read and understood, and you agree to, the terms and conditions in this Offer Booklet and you agree not to do anything which would be contrary to the spirit, intention or purpose of the SPP;
- (f) you authorise NEXTDC (and its officers or agents) to correct any error or omission in your Application Form and to complete the Application Form by inserting missing details as NEXTDC may elect to do so;

- (g) you agree that NEXTDC may determine that your Application Form is valid and in accordance with the terms and conditions in this Offer Booklet, even if it is incomplete, contains errors or is otherwise defective;
- (h) you agree that your application is only effective when received by NEXTDC and not when it is posted;
- (i) you accept the risk associated with any refund that may be sent to you by direct credit to your nominated account, or cheque to your address, as shown on NEXTDC's register of members;
- (j) you are responsible for any dishonour fees or other costs which NEXTDC may incur if your cheque for payment is dishonoured;
- (k) you agree that if there is a rounding down of a fractional number of New Shares, amounts of \$2.00 or greater will be refunded to you and any remaining balance of your payment after your allotment that is less than \$2.00 will form part of the assets of NEXTDC and will not be refunded;
- (l) you acknowledge that no interest will be paid on any application money held pending the allotment of New Shares or subsequently refunded to you for any reason;
- (m) you agree that NEXTDC and the Registry have not provided you with investment or financial product advice, and that they have no obligation to provide advice to you about your decision to apply for and buy New Shares;
- (n) you acknowledge that the SPP does not take into account your individual investment objectives, financial situation or particular needs, and you have obtained appropriate independent financial and taxation advice in connection with the SPP; and
- (o) you agree that NEXTDC is not liable for any exercise of its discretion referred to in the terms and conditions in this Offer Booklet.

Disputes

NEXTDC may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application, and the decision of NEXTDC will be conclusive and binding on all participants and other persons to whom the determination relates.

NEXTDC reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of NEXTDC under these terms and conditions may be exercised by the directors or any delegate of the directors.

ASIC relief

This offer of New Shares under the SPP is made in accordance with the Instrument 2019/547, which grants relief from the requirement to prepare a disclosure document for the SPP subject to certain terms and conditions.

NEXTDC has, prior to the release of this Offer Booklet, given a notice to ASX that complies with the requirements of the Instrument 2019/547.

Privacy policy

Chapter 2C of the Corporations Act requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a securityholder.

NEXTDC and the Registry may collect personal information to process your application, implement the SPP and administer your shareholding. The personal information contained in the register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to securityholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.

Your personal information may be disclosed to joint investors, the Registry, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of NEXTDC and its agents and contractors, and to the ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

The Registry's privacy policy is available on their website at https://www.linkgroup.com/docs/Link_Group_Privacy_Policy.pdf.

More information

If you have any enquiries concerning the SPP, please contact:

- your financial adviser; or
- the NEXTDC Limited SPP Offer Information Line between 8.30am and 5.30pm (AEST), Monday to Friday on 1300 420 208 (within Australia) or +61 1300 420 208 (outside Australia)

Corporate Directory

Company

NEXTDC Limited
ACN 143 582 521

Level 6/100 Creek Street
BRISBANE QLD 4000

Telephone: +61 7 3177 4777
Facsimile: +61 7 3177 4788
www.nextdc.com

Registry

Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000
www.linkmarketservices.com.au

NEXTDC Limited SPP Offer Information Line

1300 420 208 (within Australia)
+61 1300 420 208 (outside Australia)