



ASX Release

18 March 2022

Global Data Centre Group (ASX: GDC)

Notice of Meeting

Dear GDC Investor,

On behalf of the Board, I notify you of a Meeting of the Members of Global Data Centre Group, the stapled entity comprising Global Data Centre Investment Fund (ARSN 635 566 531) and Global Data Centre Operations Fund (ARSN 638 320 420) (ASX:GDC).

In accordance with State Government and ASIC recommendations, and to protect the health and safety of our securityholders and staff, the Board has decided to conduct the Meeting of Members of Global Data Centre Group virtually.

The virtual meeting is to be held at **10.00am (AEST) on Wednesday, 13 April 2022**.
Formal notice of meeting is enclosed.

To record your vote, please return the proxy form to our Registry provider before 10.00am (AEST) on Monday, 11 April 2022.

Authorised for release by Glenn Butterworth, Company Secretary.

Yours Sincerely,

Tony Pitt
Chairman

About Global Data Centre Group (ASX: GDC)

Global Data Centre Group aims to take advantage of the unique once in lifetime investment cycle by investing in technology infrastructure assets projects, targeting an internal rate of return of 10% per annum.



**GLOBAL DATA
CENTRE GROUP**

Notice of Meeting and Explanatory Memorandum

Global Data Centre Group

The stapled group comprised of the
Global Data Centre Investment Fund ARSN 635 566 531 and
Global Data Centre Operations Fund ARSN 638 320 420

Collectively known as the **Global Data Centre Group**

Issued by 360 Capital FM Limited ABN 15 090 664 396 AFSL 221 474 as
responsible entity of Global Data Centre Group.

This is an important document and requires your immediate attention.
You should read this document in its entirety before deciding how to vote.
If you are in any doubt about what to do, you should consult your
financial, legal, tax or other professional adviser without delay.

Important Notices

What is this document?

This Notice of Meeting and Explanatory Memorandum is dated 18 March 2022 and is issued by 360 Capital FM Limited ABN 15 090 664 396 AFSL 221 474 in its capacity as responsible entity of the Global Data Centre Group (the stapled entity comprising Global Data Centre Investment Fund (ARSN 635 566 531) and Global Data Centre Operations Fund ARSN 638 320 420) (Group).

The purpose of this Notice of Meeting and Explanatory Memorandum is to provide information considered material to the decision of Members in determining how to vote on the Resolutions. All information in this document forms part of the Notice of Meeting.

All information in this document forms part of the Notice.

No investment advice

The information contained in this Notice of Meeting and Explanatory Memorandum does not constitute financial product advice and has been prepared without reference to your particular investment objectives, financial situation, taxation position and needs. It is important that you read the Notice of Meeting and Explanatory Memorandum in its entirety before making any investment decision and any decision on how to vote on the Resolutions.

Defined Terms

Capitalised terms used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary on page 13. All times expressed in this Notice of Meeting and Explanatory Memorandum refer to Australian Eastern Daylight Time (AEDT) and references to dollars, \$, cents or ¢ are to Australian currency.

Any questions?

If you have any questions about your holding of Stapled Units or the Resolutions, please contact 360 Capital Investor Services on 1300 082 130. If you are in any doubt on how to vote on the Resolutions or the action to be taken, you should contact your financial, legal, tax or other professional adviser without delay.

Meeting details and important dates

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| Last date and time for receipt of Proxy Forms | 10.00am (AEDT) Monday, 11 April 2022 |
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| Date and time of the Meetings | 10.00am (AEDT) Wednesday, 13 April 2022 |
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| Place | The Meeting will be held virtually at https://web.lumiagm.com/329-662-958 |
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Letter from the Managing Director and Chairman

18 March 2022

Dear Member

I invite you to attend a meeting of the Members (the “**Meeting**”) of Global Data Centre Group (ASX: GDC), the stapled entity comprising Global Data Centre Investment Fund (ARSN 635 566 531) and Global Data Centre Operations Fund (ARSN 638 320 420) (the “**Group**”).

The Meeting will be held at **10.00am (AEDT) on Wednesday, 13 April 2022**.

The health and safety of our Members and personnel is the highest priority. Due to the COVID-19 situation remaining uncertain, the decision has been made to conduct the Meeting virtually by way of live video conference. There will be no physical meeting for Members to attend.

At the Meeting there will be resolutions for Members to consider relating to the following matters:

- the refresh of the Group’s placement capacity following the placement of approximately 9.8 million fully paid stapled units in the Group at a price of \$1.93 (“**Placement**”), to new and existing institutional, sophisticated, and professional investor; and
- the replacement of 360 Capital FM Limited as responsible entity of the Group with Evolution Trustees Limited,

together the “**Resolutions**”.

As the Group is a stapled entity between Global Data Centre Investment Fund and Global Data Centre Operations Fund, two separate resolutions are required for the replacement of 360 Capital FM Limited with Evolution Trustees Limited.

Rationale for the Resolutions

Refresh of Placement Capacity

Approving a resolution to refresh the Group’s placement capacity means that those stapled units that were issued under the Placement would not reduce the number of stapled units that could be issued by the Group without Member approval under Listing Rule 7.1. This will refresh the Group’s capacity to issue under Listing Rule 7.1. Approval of this resolution will also have the effect of increasing the base number of stapled units from which a further 15% calculation will be made if the Group determines to make another Placement.

The issue of the stapled units under the Placement provides growth capital to support the Group’s pipeline of M&A opportunities and strategic investment initiatives. As the Group continues to actively seek acquisition opportunities which complement its investment strategy and existing portfolio, refreshing its placement capacity gives the Group the flexibility to raise additional funds to meet such opportunities by issuing up to a further 15% stapled units.

Replacement of Responsible Entity

On the 18 August 2021, 360 Capital Group (ASX:TGP) announced that it was commencing a sale process in relation to its co-investment and management rights in relation to its digital infrastructure assets, including in relation to the Group having received numerous approaches by parties interested in acquiring its various interests.

On 7 September 2021, 360 Capital Group confirmed that it has sold its 33.2% stake in the Group.

360 Capital FM Limited, the responsible entity of the Group, is a member of the 360 Capital Group and so, given the sale of the 360 Capital Group stake in the Group and the sale of 50% of the investment management, Lanrik Partners Pty Ltd (formerly 360 Capital Digital Management Pty Limited) ("**Manager**"), to joint venture partner David Yuile (and associates), the Board of 360 Capital FM Limited wishes to retire and make a phased withdrawal from the management and business of the Group in a timely and controlled manner.

In making this decision, management has explored various options for the Group in terms of appointing a new responsible entity and following an evaluation of all potential partners is seeking to replace 360 Capital FM Limited with Evolution Trustees Limited.

Further details of the Resolutions and information in relation to Evolution Trustees Limited are provided in the Notice of Meeting and Explanatory Memorandum.

YOUR VOTE IS IMPORTANT

The following Notice of Meeting and Explanatory Memorandum contains important information in relation to the Resolutions including the reasons for the proposal of the Resolutions and a consideration of the advantages and disadvantages for each.

Please read these documents carefully in their entirety before making your decision on voting.

Your participation in the Meeting is important to us and the Meeting will be webcast online. The Notice of Meeting contains full details of how you can attend the Meeting virtually.

Members are strongly encouraged to cast their votes in advance of the Meeting by lodging a Proxy Form appointing the Chairman. Proxy Forms must be lodged by **10.00am (AEDT) on Monday, 11 April 2022**.

If it becomes necessary to make further alternative arrangements for holding the Meeting, we will give Members as much notice as practicable. Further information will be made available on our website at

<https://www.360capital.com.au/gdc-investor-centre>

Yours sincerely



David Yuile
Managing Director
Global Data Centre Group



Tony Pitt
Chairman
360 Capital Group

Notice of Extraordinary Meeting

The stapled group comprised of the

GLOBAL DATA CENTRE INVESTMENT FUND ARSN 635 566 531

GLOBAL DATA CENTRE OPERATIONS FUND ARSN 638 320 420

Collectively known as the Global Data Centre Group

Notice of Meeting

Notice is hereby given by 360 Capital FM Limited ABN 15 090 664 396 AFSL 221 474 as responsible entity of the Group, pursuant to section 252A of the Corporations Act that a meeting of Members of the Group will be held at the time, date and place detailed below, or such later time and date as notified to Members, to consider and vote on the Resolutions in this Notice of Meeting.

Date: Wednesday, 13 April 2022
Time: 10.00am (AEDT)
Place: The Meeting will be held virtually at
<https://web.lumiagm.com/329-662-958>

Business of the Meeting

PLEASE NOTE

Resolutions 2 and 3 are conditional upon the passing of each other, so that each will not have effect unless and until the other is passed (**Interdependent Resolutions**). Resolution 1 is independent of the Interdependent Resolutions whose outcome will not affect, or be affected by, the Interdependent Resolutions.

Resolution 1: Ratification of the issue of Stapled Units pursuant to a Placement

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

"That the issue of 9,842,672 stapled units in the Global Data Centre Group on 17 September 2021 at \$1.93 per stapled unit, as described in the Explanatory Memorandum accompanying this Notice of Meeting convening the Meeting, is ratified and approved for the purposes of ASX Listing Rule 7.4 and for all other purposes."

Voting exclusion Resolution 1

Votes cast in favour of Resolution 1 by or on behalf of:

- any person who participated in the issue that is the subject of Resolution 1; and
- an associate of that person (or those persons),

will be disregarded. However, this does not apply to a vote cast in favour of Resolution 1 by:

- a) a person as a proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with the directions given to the proxy or attorney to vote on Resolution 1 in that way; or
- b) the Chair as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chair to vote on Resolution 1 as the Chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 1; and (ii) the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2: Replacement of responsible entity in relation to Global Data Centre Investment Fund (ARSN 635 566 531)

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

“That, subject to Resolution 3 being passed:

- a) 360 Capital FM Limited (ACN 090 664 396) be replaced as the responsible entity of the Global Data Centre Investment Fund by Evolution Trustees Limited (ACN 611 839 519) with effect from the date that the Australian Securities and Investments Commission alters its records; and*
- b) 360 Capital FM Limited be authorised to do all things that it reasonably considers necessary or incidental to give effect to the above.”*

Resolution 3: Replacement of responsible entity in relation to Global Data Centre Operations Fund (ARSN 638 320 420)

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

“That, subject to Resolution 2 being passed:

- a) 360 Capital FM Limited (ACN 090 664 396) be replaced as the responsible entity of the Global Data Centre Operations Fund by Evolution Trustees Limited (ACN 611 839 519) with effect from the date that the Australian Securities and Investments Commission alters its records; and*
- b) 360 Capital FM Limited be authorised to do all things that it reasonably considers necessary or incidental to give effect to the above.”*

Voting exclusion Resolutions 2 & 3

Nil.

By order of the Board



Glenn Butterworth

Company Secretary

360 Capital FM Limited as responsible entity of the Global Data Centre Group (the stapled entity comprising Global Data Centre Investment Fund (ARSN 635 566 531) and Global Data Centre Operations Fund (ARSN 638 320 420))

Dated 18 March 2022

Notes about the Meetings and how to vote

THESE NOTES FORM PART OF THE NOTICE

Changing the time and date of the Meeting and updated information

The Responsible Entity reserves the right to postpone or adjourn the Meeting to a later time or date. If the Responsible Entity makes such a determination, it will notify all Members by lodging an announcement on the ASX and by placing an announcement on the Group's website at www.360capital.com.au.

The Responsible Entity will endeavour to notify Members of any such postponement prior to the original date and time of the Meeting, however, the postponement of the Meeting will not be invalidated by the failure to do so. If the Meeting is adjourned for one month or more, the Responsible Entity will give new notice of the adjourned Meeting.

Any updated information in relation to the Meeting or the Resolution will be made available by the Group on the Group's website at www.360capital.com.au.

Quorum

The quorum necessary for the Meeting is at least two Members present in person or represented by proxy or represented by body corporate representative holding, between them, not less than 5% of the Stapled Units on issue, and the quorum must be present at all times during the Meeting.

Chairperson and voting intentions

Pursuant to section 252S of the Corporations Act, the Responsible Entity will appoint a person to chair the Meeting.

The Chairperson intends to vote all undirected proxies appointing the Chairperson as proxy in favour of the Resolution.

Resolutions

The Resolutions to be put to the Meeting are ordinary resolutions, and will be passed if more than 50% of the votes cast by or on behalf of Members entitled to vote on a resolution (in person, by proxy, attorney or corporate representative) are in favour.

Voting

Voting on the Resolutions will be decided by poll. On a poll, every person present who is a Member or a proxy, or body corporate representative has one vote for each dollar of the value of the Member's total Stapled Units in

the Group held by the person, or in respect of which the person is appointed as proxy, or body corporate representative. A Member entitled to two or more votes does not have to exercise its votes in the same way and does not have to cast all its votes.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body corporate may exercise at meetings of Members of the Group. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body corporate could exercise at a meeting or in voting on the Resolution.

An original or certified copy of the representative's appointment should be delivered or presented to the Responsible Entity before the Meeting commences.

Jointly held Stapled Units

If a Stapled Unit in the Group is held jointly, and more than one Member votes in respect of that Stapled Unit, only the vote of the Member whose name appears first in the register of Members counts.

Appointment of proxy

If you are entitled to vote at the Meeting you have a right to appoint a proxy to attend and vote at the Meeting on your behalf and may use the Proxy Form enclosed with the Notice of Meeting. The notes on the Proxy Form explain how the form should be completed. The proxy does not need to be a Member of the Group.

If you wish to appoint someone other than the Chairperson of the Meeting as your proxy, please write the name of that person in the appropriate box. Members cannot appoint themselves. If you do not name a proxy, or your named proxy does not attend the Meeting, the Chairperson of the Meeting will be your proxy and vote on your behalf.

Your proxy has the same rights as you to speak at the Meeting and to vote to the extent you allow on the Proxy Form.

Appointment of second proxy

If you are entitled to cast two or more votes you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes (ignoring fractions).

Voting directions to your proxy

You may direct your proxy on how to vote on the Resolution. If you do, your proxy does not have to vote, but if your proxy does vote, your proxy must vote as directed. If your proxy is the Chairperson, the Chairperson must vote on a poll and must vote as directed.

If you do not direct your proxy how to vote, your proxy will vote as it chooses. If you mark more than one box relating to the Resolution any vote by your proxy on that item may be invalid.

Signing instructions

A Proxy Form must be signed by the Member or the Member's attorney. Instructions for signing are on the Proxy Form. If a proxy is signed by an attorney and you have not previously lodged the power of attorney for notation, please attach an original or a certified copy of the power of attorney to the Proxy Form when you return it.

Appointment of proxy under the power of attorney

If a proxy is signed under a power of attorney on behalf of a Member, an original or a certified copy of the power of attorney must be lodged with the Proxy Form and received by the Responsible Entity no later than 10.00am (AEDT) on Monday, 11 April 2022 at one of the addresses set out below.

Lodgement of proxies and other authorities

Proxy Forms and other authorities should be returned by one of the methods below.

Online: <https://www.votingonline.com.au/gdcgm2022>

By facsimile: (02) 9290 9655

By post: Boardroom Pty Limited GPO Box 3993
Sydney NSW 2001

In person: Boardroom Pty Limited Level 12, 225
George Street Sydney NSW 2000

All Proxy Forms must be received no later than 10.00am (AEDT) on Monday, 11 April 2022.

Documents received after that time will not be valid for the Meeting.

Virtual participation

The Board of the Responsible Entity has determined that Members will have the opportunity to participate in the Meeting through an online platform.

Members who wish to participate in the Meeting may do so:

- from their computer, by entering the URL in their browser <https://web.lumiagm.com/329-662-958>
or
- from their mobile device by either entering the URL in their browser <https://web.lumiagm.com/329-662-958>

If you choose to participate in the Meetings online, you can log in to the meeting by entering:

- the meeting ID for the online Meetings, which is [329-662-958](https://web.lumiagm.com/329-662-958);
- your username is your Voting Access Code (VAC), which is located the first page of your Proxy Form; and
- your password, which is the postcode registered to your holding if you are an Australian Securityholder. Overseas Securityholders will need to enter the three-character country code e.g. New Zealand – NZL of their registered holding address. A full list of country codes can be found at the end of the user guide.

You will be able to view the Meetings live, lodge a direct vote in real time and ask questions online.

Members participating in the Meeting will be able to cast direct votes between the commencement of the Meeting (10.00am (AEDT) on Wednesday, 13 April 2022) and the closure of voting as announced by the Chairman during the Meeting.

More information regarding online participation at the Meeting (including how to vote and ask questions online during) is available in the User Guide. The User Guide is attached to this Notice of Meeting and will be lodged with the ASX and will also be available from our website.

Explanatory Memorandum

Resolution 1

Ratification of the issue of Stapled Units pursuant to a Placement

1.1 Placement of Stapled Units

On 13 September 2021, the Group announced a placement to raise approximately \$19 million ("Placement"). Pursuant to the Placement, on 17 September 2021 the Group issued 9,842,672 new Stapled Units at a price of \$1.93 per Stapled Unit ("Placement Units").

The proceeds from the Placement are primarily being used to provide growth capital to support the Group's pipeline of M&A opportunities and strategic investment initiatives.

Placement Units were issued to new and existing institutional, sophisticated, and professional investors identified by Shaw and Partners Limited and Aitken Murray Capital Partners Limited who acted as joint lead managers and bookrunners on the Placement.

1.2 What is now proposed?

Members are asked to ratify the Placement which is described in section 1.1 to refresh the Group's placement capacity for the purposes of ASX Listing Rule 7.4 and for all other purposes.

1.3 Why is this Resolution 1 being proposed?

Under ASX Listing Rule 7.1, and subject to the exceptions set out in ASX Listing Rule 7.2, an entity may not, without approval, issue by way of placement in any 12-month period, more than 15% of the number of securities it has on issue 12 months before the date of the placement.

The Placement described in section 1.1 above did not fit within any of the exceptions set out in Listing Rule 7.2 and so was made in accordance with the Group's placement capacity under ASX Listing Rule 7.1. Accordingly, the Group has used up all of its 15% placement capacity under Listing Rule 7.1.

This reduces the Group's capacity to issue further Stapled Units without Member approval under ASX Listing Rule 7.1 for the 12-month period following the Placement. ASX Listing Rule 7.4 allows the Members to

approve an issue of Stapled Units after it has been made. If they do so, the issue is taken to have been approved under Listing Rule 7.1 and does not reduce the Groups' capacity to issue further Stapled Units without Member approval under that rule.

Accordingly, if the proposed Resolution 1 is passed, the issue of the Placement Units will be ratified, and the Group's placement capacity will be refreshed which will allow the Group to undertake further placements of up to 15% of the number of Stapled Units on issue within the following 12-month period.

If Resolution 1 is not passed, the Group cannot undertake any further placements for 12 months.

1.4 What does a refresh of the Group's placement capacity mean for Members?

Advantages

The effect of an approval of Resolution 1 would be that the Placement Units issued under the Placement would not reduce the number of Stapled Units that could be issued by the Group without Member approval under Listing Rule 7.1. This will refresh the Group's capacity to issue under Listing Rule 7.1.

Approval of Resolution 1 will also have the effect of increasing the base number of Stapled Units from which a further 15% calculation will be made.

The issue of the Placement Units will primarily provide growth capital and funding flexibility in respect of strategic M&A acquisition opportunities. The Group continues to actively seek acquisition opportunities which complement its investment strategy and existing portfolio. Refreshing its placement capacity gives the Group the flexibility to raise additional funds to meet such opportunities by issuing up to a further 15% Stapled Units.

If an opportunity arises to acquire an attractive asset or assets that are within the Group's investment strategy, then an ASX announcement will be made if required.

Disadvantages/risks

The key potential disadvantage and risk associated with approving Resolution 1 is that if the Group issues further equity by way of another placement of up to 15% then the percentage holdings in the Group of Members who do not participate in that future placement will be diluted. Furthermore, the value of Members' Stapled Units may be impacted by the price at which any new Stapled Units are placed.

The Directors of the Responsible Entity are of the opinion that this potential disadvantage and risk is substantially outweighed by the potential advantages and benefits associated with the Group refreshing its placement capacity to enable it to continue making investments and acquisitions in accordance with its strategy.

Accordingly, the Directors consider that Resolution 1 is in the best interests of all Members. However, Members should consider their individual circumstances and make their own determination as to how to vote on Resolution 1.

1.5 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Units under the Placement:

- a) the Placement Units were issued to new and existing institutional, sophisticated, and professional investors, none of whom were related parties of the Responsible Entity or the Group. Shaw and Partners Limited and Aitken Murray Capital Partners Limited acted as joint lead managers and assisted in identifying investors for the Placement;
- b) a total of 9,842,672 Placement Units were issued on 17 September 2021 all of which were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Member approval;
- c) the Placement Units were issued at \$1.93 per Placement Unit;
- d) the Placement Units issued were fully paid Stapled Units in the Group and rank equally in all respects with the Group's existing Stapled Units on issue;
- e) the proceeds from the issue of the Placement Units will primarily be used to provide growth capital to support the Group's pipeline of M&A opportunities and strategic investment initiatives; and
- f) a voting exclusion statement is included in the Notice of Meeting in relation to Resolution 1.

1.6 What happens if Resolution 1 is not approved?

If Members do not approve Resolution 1, the Group's ability to raise further funds and participate in any suitable investment opportunity in a timely manner, or at all, is likely to be constrained.

1.7 What does the Responsible Entity recommend?

The Responsible Entity has received advice from Lanrik Partners Pty Ltd ACN 632 422 916 (formerly 360 Capital Digital Management Pty Limited) (the "**Manager**") recommending Resolution 1. After consideration of that advice, the Directors consider that ratifying the Placement outlined in section 1.1 and refreshing the Group's capacity to issue new Stapled Units under ASX Listing Rule 7.1 by way of placement will be in the best interests of the Members of the Group as it provides funding flexibility in respect of further potential acquisitions, investment opportunities, and general capital management initiatives that may arise from time to time.

The Responsible Entity recommends that Members vote in **FAVOUR** of Resolution 1.

Resolutions 2 & 3

Replacement of responsible entity in relation to Global Data Centre Investment Fund (ARSN 635 566 531) and Global Data Centre Operations Fund (ARSN 638 320 420)

2.1 Replacing the Responsible Entity

360 Capital FM Limited (the "**Outgoing RE**") and the Manager have considered a range of factors and circumstances relating to the operation of the Group and consider that the replacement of 360 Capital FM Limited with Evolution Trustees Limited ACN 611 839 519, AFSL number 486217 ("**Evolution**") as the responsible entity of the Group would be in the best interests of the Group and its members. In order to formally commence this process, the Outgoing RE must retire as responsible entity in favour of Evolution.

In order for the Outgoing RE to retire as the responsible entity of the Group, section 601FL(1) of the Corporations Act requires the Outgoing RE to call a members' meeting to explain its reasons for wanting to retire and enable the members to vote on a resolution to choose a company to be the new responsible entity.

Resolutions 2 and 3 will each be an ordinary resolution.

The Outgoing RE and the Manager have conducted due diligence on Evolution to obtain comfort that Evolution's operational, compliance and governance framework is of a standard that the Manager considers adequate to operate the Group and that Evolution:

- a) has adequate personnel, compliance systems and investment and research resources and suitable operational, IT and accounting functions in relation to management of the Group;
- b) will meet, and continue to meet, its capital adequacy requirements and other financial requirements under the Corporations Act and ASIC policy;
- c) will meet, and continue to meet, its insurance requirements under the Corporations Act and ASIC policy;
- d) will meet its obligations in relation to the engagement and monitoring of service providers to the Group; and
- e) will meet, and continue to meet, its obligations in relation to compliance with the law subsequent to its appointment as responsible entity.

2.2 Why does 360 Capital FM Limited want to retire as responsible entity of the Group?

On the 18 August 2021, 360 Capital Group (ASX:TGP) announced that it was commencing a sale process in relation to its co-investment and management rights in relation to its digital infrastructure assets, including in relation to the Group having received numerous approaches by parties interested in acquiring its various interests.

On 7 September 2021, 360 Capital Group confirmed that it has sold its 33.2% stake in the Group. On 8 December 2021, 360 Capital Group signed an agreement for the sale of 50% of the Manager to joint venture partner David Yuile and associated investors

360 Capital FM Limited, the responsible entity of the Group, is a member of the 360 Capital Group and so, as 360 Capital Group has sold its stake in the Group and the Manager, the Board of 360 Capital FM Limited wish to make a phased withdrawal from the management and business of the Group in a timely and controlled manner and so proposes to retire in the manner set out in this Notice of Meeting.

In making this decision, management has explored various options for the Group in terms of appointing a new responsible entity and following an evaluation of all potential partners is seeking to replace 360 Capital FM Limited with Evolution Trustees Limited.

The Outgoing RE:

- a) is satisfied that Evolution has the necessary Australian financial service licence authorisations, skills, resources and experience to operate the

Group as responsible entity; and

- b) has carefully considered the proposed appointment of Evolution as responsible entity of the Group, and recommends the appointment of Evolution as responsible entity of the Group.

2.3 Why does Evolution want to be the responsible entity of the Group?

Evolution has consented in writing to become the new responsible entity of the Group if Resolution 2 and 3 are passed.

Evolution is an Australian Financial Services licensee that operates registered and unregistered managed investment schemes. It is a corporate trustee whose focus is on providing market leading client service through expertise, professional passion and modern infrastructure. Evolution provides fiduciary services to major domestic and international institutions including pension funds, insurance companies and global asset management firms.

Evolution works with investment managers by partnering with them to provide strategic advice on fund structures and governance infrastructure. This includes the overarching supervision and collaboration of third-party service providers. As responsible entity, Evolution ensures that each registered scheme is operated in accordance with the Corporations Act, the scheme's constitution, the scheme's compliance plan, ASIC policy and other relevant laws and regulations including the listing rules of the ASX.

Evolution is responsible for over A\$5.8b of funds under supervision in excess of 50 funds or trusts. Evolution has the necessary authorisations under its Australian financial services licence to operate the Group.

Following the change of responsible entity, the Manager will remain as the investment manager of the Group. On appointment, Evolution intends to appoint Sandhurst Trustees Limited as the custodian of the Group's assets.

2.4 Reasons to vote in favour of Resolutions 2 & 3

The reasons you may wish to vote in favour of Resolutions 2 & 3 may include:

- a) that you are satisfied that Evolution has the necessary skills, resources and experience as well as the necessary authorisations under its Australian financial services licence to operate the Group as responsible entity; and
- b) that Evolution has consented to be the responsible entity of the Group on the basis that it believes that

its robust compliance and operational framework further the interests of members of the Group.

2.5 Consequences of Evolution being appointed responsible entity

It is important to understand what the change of responsible entity will mean for you, including the features of the Group that will change and those that will not. Importantly, the Manager will continue to be the investment manager of the Group headed by David Yuile. There will not be any changes to the investment objective or strategy of the Group resulting from the change of responsible entity.

In addition, there will be no material impact to fees resulting from the proposed change in the responsible entity.

If the Resolutions are passed, Evolution will be responsible for performing the role of responsible entity. Some aspects of the proposed change are set out below:

| Topic | Description |
|------------------------|--|
| Correspondence | Members should experience a seamless transition if Resolutions 2 & 3 are passed. From the date of the transition, Evolution will issue all correspondence such as transaction and tax statements. Members will be able to contact Evolution for all enquiries |
| Constitution | On appointment as responsible entity, Evolution will be bound by the Constitution of each of Global Data Centre Investment Fund and Global Data Centre Operations Fund and the Corporations Act. |
| Compliance Plan | Evolution will lodge a new compliance plan with ASIC. The compliance plan will be in Evolution's standard form and will set out the key measures to comply with the Constitution and the Corporations Act. A Compliance Committee with a majority of external members will oversee the compliance plan and lodge an annual audit report with ASIC. |
| Compliance | Evolution will undertake the regulatory and compliance functions of the Group. |

| | |
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| Independent Oversight | Evolution is independent of the Manager and responsible for ensuring the Global Data Centre Investment Fund and Global Data Centre Operations Fund are operated in the best interests of their members. |
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2.5 Reasons to vote against Resolutions 2 & 3

The Outgoing RE does not consider that there are any reasons to vote against Resolution 2 & 3.

2.7 Conditionality of Resolutions 2 & 3

Resolutions 2 and 3 are conditional upon the passing of each other, so that each will not have effect unless and until the other is passed (Interdependent Resolutions). Resolution 1 is independent of the Interdependent Resolutions whose outcome will not affect, or be affected by, the Interdependent Resolutions.

2.8 What happens if Resolutions 2 & 3 are approved?

Pursuant to section 601FL(2) of the Corporations Act, if both Resolution 2 & 3 are passed, the Outgoing RE must, as soon as practicable and in any event within 2 business days after the Resolutions are passed, lodge a notice with ASIC requesting it to amend the record of the Group's registration so as to name Evolution as the responsible entity of the Group.

Pursuant to section 601FJ(1) of the Corporations Act, the Outgoing RE will remain the Group's responsible entity until ASIC amend the registration to record another entity as the Group's responsible entity.

At such time as Evolution is recorded as the new responsible entity of the Group:

- Evolution will be authorised and required to operate the Group as responsible entity pursuant to the Constitution and the Corporations Act; and
- all rights, obligations and liabilities of the Outgoing RE as the former responsible entity of the Group will become rights, obligations and liabilities of Evolution as the new responsible entity of the Group.

2.9 What happens if Resolutions 2 & 3 are not approved?

If Members do not approve both, or approve one but not the other of, Resolutions 2 & 3, the Outgoing RE will remain as the Group's responsible entity.

2.10 What does the Outgoing RE recommend?

The Outgoing RE has carefully considered the proposed appointment of Evolution as replacement responsible entity of the Group, and is of the view that, the appointment of Evolution as responsible entity of the Group would be in the best interests of the Group and its members.

The Outgoing RE recommends that Members vote in **FAVOUR** of Resolutions 2 & 3.

QUERIES

If you have any questions regarding your investment in the Group, the Resolutions set out in this Notice, or what action you should take, please consult your legal, investment, taxation or other professional adviser or contact 360 Capital Investor Services on 1300 082 130 or email investor.relations@360capital.com.au

Glossary

| | |
|--|--|
| AEDT | Australian Eastern Daylight Time. |
| ASIC | Australian Securities & Investments Commission. |
| ASX | ASX Limited (ABN 98 008 624 691) or the financial market operated by it (as the context requires). |
| Corporations Act | Corporations Act 2001 (Cth). |
| Chairperson | The person appointed to chair the Meeting in accordance with section 252S of the Corporations Act. |
| Evolution | Evolution Trustees Limited ACN 611 839 519, AFSL number 486217. |
| Explanatory Memorandum | The explanatory memorandum contained in this document. |
| Group | The Global Data Centre Investment Fund (the stapled group comprised of the Global Data Centre Investment Fund ARSN 635 566 531 and Global Data Centre Investment Fund ARSN 638 320 420). |
| Manager | The investment manager of the Group, Lanrik Partners Pty Ltd ACN 632 422 916 (formerly 360 Capital Digital Management Pty Limited). |
| Meeting | The meeting of Members of the Group. |
| Member | A registered holder of Stapled Units in the Group. |
| Notice of Meeting | This document, including the Notice of Meeting set out on page 1 of this document. |
| Outgoing RE or Responsible Entity | The current responsible entity of the Group, being 360 Capital FM Limited (ABN 15 090 664 396 AFSL 221474). |
| Placement | Means the placement described in section 1.1 of the Explanatory Memorandum. |
| Placement Units | Means the Stapled Units issued as part of the Placement, as further described in section 1.1 of the Explanatory Memorandum. |
| Proxy Form | The form by which Members may vote on the Resolutions without attending the Meeting in person. |
| Resolutions | The Resolutions set out in the Notice of Meeting. |
| Stapled Units | A Stapled Unit in the Group comprising a unit in Global Data Centre Investment Fund ARSN 635 566 531 and a unit in Global Data Centre Investment Fund ARSN 638 320 420, stapled together and trading under ASX code GDC. |



GLOBAL DATA CENTRE GROUP

Responsible Entity

360 Capital FM Limited ABN 15 090 664 396, AFSL 221474

Directors of Responsible Entity

David van Aanholt
Andrew Moffat
John Ballhausen
Tony Pitt
Anthony McGrath

Company Secretary

Glenn Butterworth

Contact Information

Within Australia: 1300 082 130
Outside Australia: +61 2 8016 2884
Online: www.360capital.com.au

Registered Office

Suite 3701, Level 37, 1 Macquarie Place, Sydney NSW 2000

Investor Enquiries

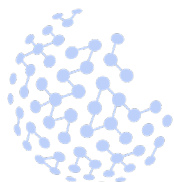
Toll Free: 1300 082 130
Email: enquiries@boardroomlimited.com.au

Postal Address for Lodgement of Proxies

Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001

Disclaimer

This document has been prepared by 360 Capital FM Limited (ABN 15 090 664 396, AFSL 221474), Suite 3701, Level 37, 1 Macquarie Place, Sydney NSW 2000, as responsible entity of the Global Data Centre Group (Responsible Entity). The Responsible Entity, its associates, related entities and their respective directors do not guarantee the performance of the Group or the repayment of monies invested. The information contained in this document does not constitute financial product advice. While every care has been exercised in the preparation of this document and the information is believed to be correct, this document is provided for general information purposes only and does not have regard to the particular circumstances, financial situation or needs of any specific person who may read it and whom should seek their own professional advice. This document contains forward looking statements which are identified by words such as "may", "could", "believes", "estimates", "expects", "intends" and other similar words that imply risks and uncertainties. These forward looking statements are subject to known and unknown risks, uncertainties and other factors that could cause the actual results, performance or achievements of the Group to vary materially from those expressed or implied in such forward looking statements. Past performance is not an indicator of future performance.



GLOBAL DATA CENTRE GROUP

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10.00am (AEDT) on Monday, 11 April 2022.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/gdcgm2022>

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10.00am (AEDT) on Monday, 11 April 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/gdcgm2022>
+ 61 2 9290 9655

📠 **By Fax** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

✉ **By Mail**

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Global Data Centre Group

The stapled fund comprising the:
Global Data Centre Investment Fund ARSN 635 566 531 and
Global Data Centre Operations Fund ARSN 638 320 420

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Global Data Centre Group** (Fund) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held **virtually on Wednesday, 13 April 2022 at 10.00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

| | | For | Against | Abstain* |
|--------------|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Ratification of the issue of Stapled Units pursuant to a Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Replacement of responsible entity in relation to Global Data Centre Investment Fund (ARSN 635 566 531) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Replacement of responsible entity in relation to Global Data Centre Operations Fund (ARSN 638 320 420) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022