

# Form 604

Corporations Law  
Section 671B

## Notice of change of interests of substantial holder

To: Company Name/Scheme **NEXTDC LIMITED**

ACN/ARSN **143 582 521**

### 1. Details of substantial holder

Name **UBS Group AG and its related bodies corporate**

ACN/ARSN (if applicable): \_\_\_\_\_

There was a change in the interests of the substantial holder on **9 March 2016**

The previous notice was given to the company on **10 March 2016**

### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous Notice |                  | Present Notice |                  |
|-------------------------|-----------------|------------------|----------------|------------------|
|                         | Person's Votes  | Voting Power (5) | Person's Votes | Voting Power (5) |
| Ordinary                | 19,209,359      | 7.86%            | 16,670,317     | 6.82%            |

### 3. Changes in relevant interests

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

| Date of change         | Person whose relevant interest changed | Nature of Change (6) | Consideration given in relation to change (7) | Class and Number of securities affected | Person's votes affected |
|------------------------|--|----------------------|---|---|-------------------------|
| Please see Appendix B. |  |                      |   |   |                         |

### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest          | Registered holder of securities | Person entitled to be registered holder (8) | Nature of relevant interest (6)                                | Class and number of securities | Person's votes |
|--------------------------------------|---------------------------------|---|--|--------------------------------|----------------|
| UBS AG                               | Various Custodians              | UBS AG                                      | Fund Manager with power to exercise control over voting shares | 87,383 Ordinary                | 87,383         |
| UBS Asset Management (Australia) Ltd | Various Custodians              | UBS Asset Management (Australia) Ltd        | Fund Manager with power to exercise control over voting shares | 7,791,446 Ordinary             | 7,791,446      |

|                                      |                      |                                      |   |                    |           |
|--------------------------------------|----------------------|--------------------------------------|---|--------------------|-----------|
| UBS Asset Management (UK) Limited    | Various Custodians   | UBS Asset Management (UK) Limited    | Fund Manager with power to exercise control over voting shares  | 25,425 Ordinary    | 25,425    |
| UBS Fund Management (Switzerland) AG | Various Custodians   | UBS Fund Management (Switzerland) AG | Fund Manager with power to exercise control over voting shares  | 16,046 Ordinary    | 16,046    |
| UBS AG Australia Branch              | UBS Nominees Pty Ltd | UBS AG Australia Branch              | Prime Broker that has exercised its borrowing right in respect of shares pursuant to a Prime Broking Agreement (see Appendix A) | 8,750,017 Ordinary | 8,750,017 |

## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ ARSN (if applicable) | Nature of association |
|------------------------------------|-----------------------|
| N/A                                | N/A                   |

## 6. Addresses

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

| Name  | Address |
|---|---------|
| Details of all UBS offices can be found through the following link: <a href="http://apps2.ubs.com/locationfinder/">http://apps2.ubs.com/locationfinder/</a> |         |

## SIGNATURE

Print Name: Uma Tadela

Capacity: Authorised signatory

Sign Here:



Date: 11 March 2016

Print Name: Weixiao Qin

Capacity: Authorised signatory

Sign Here:



Date: 11 March 2016

Contact details for this notice:

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Weixiao Qin  
Compliance Operations  
(T) +65 6495 8217  
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|  |   |
|--|---|
| <b>Holder of relevant interest</b>                       | UBS AG, Australia Branch  |
| <b>Type of agreement</b>                                 | Prime Brokerage Agreement   |
| <b>Parties to agreement</b>                              | (i) UBS AG, Australia Branch ("UBS AG")<br><br>(ii) Client (Please refer to Appendix A-1.)  |
| <b>Transfer date</b>                                     | Please refer to Appendix A-1.   |
| <b>Holder of voting rights</b>                           | UBS AG  |
| <b>Are there any restrictions on voting rights?</b>      | Please refer to the details below.  |
| <b>If yes, detail</b>                                    | Since all right and title in the securities passes to the transferee (i.e. UBS AG), the transferee has the right to vote. However, in certain circumstances, the transferee may seek to arrange for instructions to be exercised in accordance with the instructions of the transferor (i.e. Client). |
| <b>Scheduled return date (if any)</b>                    | None, subject to the terms of the relevant loan.  |
| <b>Does the borrower have the right to return early?</b> | Yes.  |
| <b>If yes, detail</b>                                    | The borrower (i.e. UBS AG) has the right to return at its discretion.   |
| <b>Does the lender have the right to recall early?</b>   | Yes.  |
| <b>If yes, detail</b>                                    | The lender (i.e. Client) can recall at its request subject to compliance with margin requirements and the terms of the relevant loan.   |
| <b>Will the securities be returned on settlement?</b>    | Yes.  |
| <b>If yes, detail any exceptions</b>                     | None.   |

The information in this appendix is based on the relevant standard UBS agreement.

A copy of the agreement is available to the company, or responsible entity to whom the prescribed form must be given, or to ASIC, upon request.

## Prime Brokerage Agreement - UBS AG, Australia Branch

| Parties to agreement  | Transfer date  |
|---|--|
| P.M. Capital Limited as responsible entity of the P.M. Capital Australian Opportunities Fund          | (i) 29 December 2015<br>(ii) 31 December 2015<br>(iii) 10 February 2016<br>(iv) 8 March 2016 |
| Regal Funds Management Pty Ltd as trustee and manager of Atlantic Absolute Return Fund                | (i) 29 December 2015<br>(ii) 31 December 2015<br>(iii) 10 February 2016<br>(iv) 8 March 2016 |
| Regal Funds Management Pty Limited as trustee and manager of Tasman Market Neutral Fund               | (i) 29 December 2015<br>(ii) 31 December 2015<br>(iii) 10 February 2016<br>(iv) 8 March 2016 |
| Regal Funds Management Pty Limited as Trustee of the Regal Australian Small Companies Fund            | (i) 29 December 2015<br>(ii) 31 December 2015<br>(iii) 10 February 2016<br>(iv) 8 March 2016 |
| TIGA Trading Pty Limited  | (i) 29 December 2015<br>(ii) 31 December 2015<br>(iii) 10 February 2016<br>(iv) 8 March 2016 |
| Regal Funds Management Pty Limited as manager and trustee for Regal Australian Long Short Equity Fund | (i) 10 February 2016<br>(ii) 8 March 2016  |
| Regal Funds Management Pty Limited as trustee for Regal Australian Long Short Geared Equity Fund      | (i) 10 February 2016<br>(ii) 8 March 2016  |
| Goldman Sachs Australia Managed Funds Limited as RE of Absolute Return Australia Equity Fund          | (i) 8 March 2016   |

| NXT - Appendix B |  |                  |   |                      |          |
|------------------|--|------------------|---|----------------------|----------|
| Date of change   | Person whose relevant interest changed | Nature of Change | Consideration given in relation to change | Number of securities | Class    |
| 09-Mar-16        | UBS Asset Management                   | Sell             | 905,549                                   | (353,985)            | Ordinary |
| 09-Mar-16        | UBS Securities Australia Ltd           | Sell             | 8,510                                     | (3,327)              | Ordinary |
| 09-Mar-16        | UBS Securities Australia Ltd           | Buy              | 26  | 10                   | Ordinary |
| 09-Mar-16        | UBS Securities Australia Ltd           | Buy              | 38,048                                    | 14,880               | Ordinary |
| 09-Mar-16        | UBS Securities Australia Ltd           | Sell             | 34,603                                    | (13,505)             | Ordinary |
| 09-Mar-16        | UBS Securities Australia Ltd           | Buy              | 3,194                                     | 1,250                | Ordinary |
| 09-Mar-16        | UBS Securities Australia Ltd           | Buy              | 26,815                                    | 10,421               | Ordinary |
| 09-Mar-16        | UBS Securities Australia Ltd           | Buy              | 88,371                                    | 34,466               | Ordinary |
| 09-Mar-16        | UBS Securities Australia Ltd           | Buy              | 6,631                                     | 2,598                | Ordinary |
| 09-Mar-16        | UBS Securities Australia Ltd           | Buy              | 9,769                                     | 3,822                | Ordinary |
| 09-Mar-16        | UBS Securities Australia Ltd           | Buy              | 6,234                                     | 2,444                | Ordinary |
| 09-Mar-16        | UBS Securities Australia Ltd           | Buy              | 29,864                                    | 11,657               | Ordinary |
| 09-Mar-16        | UBS Securities Australia Ltd           | Stock returned   | N/A                                       | (42,412)             | Ordinary |
| 09-Mar-16        | UBS AG Australia Branch                | Stock returned   | N/A                                       | (15,000)             | Ordinary |
| 09-Mar-16        | UBS AG Australia Branch                | Stock returned   | N/A                                       | (30,000)             | Ordinary |
| 09-Mar-16        | UBS AG Australia Branch                | Stock returned   | N/A                                       | (1,500,000)          | Ordinary |
| 09-Mar-16        | UBS AG Australia Branch                | Stock returned   | N/A                                       | (662,361)            | Ordinary |