

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme NEXTDC LTDACN/ARSN 143 582 521

1. Details of substantial holder (1)

Name RYDER INVESTMENT MANAGEMENT PTY LTD AND THE RELATED ENTITY AND PERSONS LISTED IN PARAGRAPH 4 BELOWACN/ARSN (if applicable) 131 333 394There was a change in the interests of the substantial holder on 2/8/2016The previous notice was given to the company on 18/8/2014The previous notice was dated 18/8/2014

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 Fully Paid Shares	14,054,011	7.27%	14,794,158	6.05%

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 refer to Appendix A					

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 as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Ryder Investment Management Pty Ltd ("RIM")	Clients and Directors of RIM	Clients and Directors of RIM	RIM has a relevant interest in these fully paid ordinary shares by virtue of Section 608(1)(b) of the Corporations Act 2001	14,794,158	14,794,158
Ryder Capital Ltd ("Ryder")	JP Morgan Nominees Australia Limited	Ryder Capital Ltd	Ryder beneficially owns fully paid ordinary shares	325,000	325,000
Peter Constable	Clients and Directors of RIM; JP Morgan Nominees Australia Limited	Clients and Directors of RIM; Ryder Capital Ltd	Section 608(3)(a) of the Corporations Act 2001— voting power in RIM is above 20%	14,794,158	14,794,158
David Bottomley	Clients and Directors of RIM; JP Morgan Nominees Australia Limited	Clients and Directors of RIM; Ryder Capital Ltd	Section 608(3)(a) of the Corporations Act 2001— voting power in RIM is above 20%	14,794,158	14,794,158

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
Not applicable	

6. Addresses

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

Name	Address
All parties	Level 25, 88 Phillip Street, SYDNEY NSW 2000

Signature

print name David Bottomley

capacity Director

sign here



date 02/08/2016

DIRECTIONS


- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This is Annexure A referred to in the Form 604: Notice of change of interests of substantial holder issued by Ryder Investment Management Pty Limited (ACN 131 333 394).

Signed by:


David Bottomley
Executive Director

Date: 2 August 2016

Date of change	Holder of relevant interest	Nature of change	Cash Consideration	Class and number of securities affected		Person's votes affected
19-04-16	RIM	Sell	\$ 28,642	FPO shares	10,000	10,000
29-04-16	RIM	Sell	\$ 14,340	FPO shares	5,000	5,000
29-04-16	RIM	Sell	\$ 14,340	FPO shares	5,000	5,000
10-05-16	RIM	Sell	\$ 30,340	FPO shares	10,000	10,000
12-05-16	RIM	Sell	\$ 15,203	FPO shares	5,000	5,000
12-05-16	RIM	Sell	\$ 15,703	FPO shares	5,000	5,000
13-05-16	RIM	Sell	\$ 15,390	FPO shares	5,000	5,000
18-05-16	RIM	Sell	\$ 92,741	FPO shares	30,000	30,000
01-06-16	RIM	Sell	\$ 20,062	FPO shares	10,000	10,000
03-06-16	RIM	Sell	\$ 17,740	FPO shares	5,000	5,000
27-06-16	RIM	Sell	\$ 33,126	FPO shares	10,000	10,000
27-06-16	RIM	Sell	\$ 133,809	FPO shares	40,000	40,000
27-06-16	RIM	Sell	\$ 233,398	FPO shares	70,000	70,000
27-06-16	RIM	Sell	\$ 33,688	FPO shares	10,000	10,000
27-06-16	RIM	Sell	\$ 66,259	FPO shares	20,000	20,000
27-06-16	RIM	Sell	\$ 33,243	FPO shares	10,000	10,000
28-06-16	RIM	Sell	\$ 33,092	FPO shares	10,000	10,000