

ASX Release

12 March 2018

CHANGE OF DIRECTORS INTEREST NOTICE – APPENDIX 3Y

NEXTDC Limited (**ASX: NXT**) (“**NEXTDC**” or “**the Company**”) advises that Mr Craig Scroggie, Chief Executive Officer, has sold 1,768,093 NEXTDC fully paid ordinary shares that were previously issued under the Company’s Legacy Loan Funded Share Plan.

Legacy Loan Funded Share Plan

As part of NEXTDC’s legacy long-term incentives, Mr Scroggie had previously been granted fully paid ordinary shares under the Company’s Loan Funded Share Plan (**Legacy Loan Funded Share Plan**).

This long-term incentive scheme was replaced several years ago by an Executive Incentive Rights Plan (**EIRP**) which involves the issuance of performance rights.

Under the LLFSP, fully paid ordinary shares were issued to participants with the purchase price lent to the employee under a limited recourse, interest free loan for a maximum term of five years. That five-year term has expired, and Mr Scroggie must now repay a \$4.0 million loan to the Company associated with the Legacy Loan Funded Share Plan (the **LLFSP Loan**).

Mr Scroggie will use the proceeds from this share sale to repay the LLFSP Loan, and associated personal tax liabilities, together with a further personal tax obligation triggered when 505,618 NEXTDC performance rights vested, as disclosed to the market on 15 September 2017.

Shareholding update

Mr Scroggie now beneficially holds 2,395,407 fully paid ordinary shares and performance rights:

- 1,547,661 shares;
- 806,243 performance rights; and
- 41,503 deferred share rights granted under NEXTDC’s FY17 short-term incentive program

Voluntary escrow

Mr Craig Scroggie, Chief Executive Officer said:

"I am a long-term holder of NEXTDC shares and remain, as ever, firmly committed to NEXTDC. Save for a change of control event, I do not intend to sell any NEXTDC shares over the next 12 months."

ENDS

For more information:

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

About NEXTDC

NEXTDC is an ASX200-listed technology company enabling business transformation through innovative data centre outsourcing solutions, connectivity services and infrastructure management software.

As Australia's leading independent data centre operator with a nationwide network of Tier III and IV facilities, NEXTDC provides enterprise-class colocation services to local and international organisations. With a focus on sustainability and renewable energy NEXTDC is leading the industry with award-winning engineering solutions for energy efficiency and NABERS 4.5-star certification.

NEXTDC is extending its leadership in data centre services through the innovative DCIM-as-a-Service software platform, ONEDC®, which enables customers to centrally manage their on-premise and colocated infrastructure; and advanced connectivity services that deliver a range of secure, highspeed interconnections between racks, networks and cloud services.

NEXTDC's Cloud Centre is the online marketplace for the country's largest independent network of carriers, cloud and IT service providers, enabling customers to freely source best of breed suppliers within the NEXTDC Partner community.

NEXTDC is *where the cloud lives*®.

To learn more, visit www.nextdc.com

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	NEXTDC Limited
ABN	35 143 582 521

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Craig Ian Scroggie
Date of last notice	8 November 2017

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	12 March 2018
No. of securities held prior to change	<ul style="list-style-type: none"> • 1,547,661 fully paid ordinary shares • 1,768,093 fully paid ordinary shares held by trustee of the NEXTDC Loan Funded Share Plan • 611,256 performance rights • 41,503 deferred share rights granted under NEXTDC's short-term incentive program
Class	Fully paid ordinary shares
Number acquired	194,987 performance rights
Number disposed	1,768,093 fully paid ordinary shares held by trustee of the NEXTDC Loan Funded Share Plan
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	The 1,768,093 fully paid ordinary shares were disposed for consideration of \$12,095,252
No. of securities held after change	<ul style="list-style-type: none"> • 1,547,661 fully paid ordinary shares • 806,243 performance rights • 41,503 deferred share rights granted under NEXTDC's FY17 short-term incentive program

+ See chapter 19 for defined terms.

Appendix 3Y
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<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<ul style="list-style-type: none"> • Disposal of 1,768,093 fully paid ordinary shares previously held by trustee of the NEXTDC Loan Funded Share Plan (on-market trade) • Issue of 194,987 performance rights vesting upon the end of the day of the release of the annual results for FY20
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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	-
Name of registered holder (if issued securities)	-
Date of change	-
<p>No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed</p>	-
Interest acquired	-
Interest disposed	-
<p>Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation</p>	-
Interest after change	-

Part 3 – +Closed period

<p>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</p>	No
<p>If so, was prior written clearance provided to allow the trade to proceed during this period?</p>	-
<p>If prior written clearance was provided, on what date was this provided?</p>	-

+ See chapter 19 for defined terms.