



N E X T D C

2022 NOTICE OF ANNUAL GENERAL MEETING





CHAIRMAN'S LETTER - NEXTRC LIMITED NOTICE OF MEETING 2022

Dear Shareholders

It is my pleasure, on behalf of the Directors of NEXTRC Limited (NXT), to invite you to this year's **Annual General Meeting**. I confirm that it will be held on Friday 18 November 2022, commencing at 11:00 am (AEDT). The Notice of Meeting which gives details of the business that is to be conducted and, importantly, further information on how the meeting will be organised this year is available on <https://www.nextdc.com/investor-centre>.

This year the Board has opted to conduct the AGM as a hybrid meeting enabling shareholders to attend in person at the Warrane Theatre, **Museum of Sydney**, Cnr Phillip & Bridge Street, Sydney or virtually via an online AGM platform, a technology that enables you to fully participate in the meeting (including voting and asking questions in real time). A telephone line will also be available for asking verbal questions.

If you are unable to attend in person you can access the virtual meeting via the following link: <https://meetings.linkgroup.com/NXT22>. We recommend logging into the virtual meeting platform at least 15 minutes prior to the scheduled start time for the AGM by entering this address into a web browser on your computer or online device.

Further information on how to participate virtually is set out in the Virtual Meeting Online Guide available at <https://www.nextdc.com/our-company/corporate-governance>.

Given the current circumstances and the uncertainty posed by the rapidly evolving Coronavirus pandemic, we are mindful that travel restrictions or other unforeseen events might restrict attendances at the Sydney venue. Shareholders should monitor NXT's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternate arrangements for the holding or conduct of the meeting.

Some additional information on what you can expect on the day:

- If travel restrictions are imposed only some of the Directors and management may be able to attend in person in Sydney and may instead join the meeting via video link.
- To obtain a voting card or ask a question in person or to access the online AGM platform, shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN).
- Shareholder participation is also possible by appointment of a proxy. Proxyholders will need their proxy code which Link Market Services will provide via email on the day before the AGM.
- If you intend to use the virtual meeting platform:
 - you will need a laptop/ computer or mobile/ tablet device with internet access;
 - you can log into the virtual meeting platform using your full name, email address and company name (if applicable);
 - once the AGM commences, you will see a split screen which shows a live webcast of the meeting and the presentation slides;
 - shareholders and proxyholders will be able to ask questions or make comments in writing during the AGM via the functionality in the online platform and hear all discussion subject to the connectivity of your device; and
 - a telephone line will also be available for shareholders who wish to ask questions (further details are set out in the Notice of Meeting).
- Shareholders who choose to lodge a proxy should follow the instructions on their personalised proxy form and ensure these are submitted to the registry before 11:00am (AEDT), Wednesday 16 November 2022, online or by post.

We look forward to meeting with you then.

Yours sincerely

Douglas Flynn

Chairman

NEXTRC Limited

This letter is current as at the date of issuance. Given how rapidly the coronavirus (COVID-19) pandemic situation is evolving, we encourage you to monitor the ASX Market Announcement Platform, as well as our website at www.nextdc.com for any further updates.



N E X T D C

NEXTDC LIMITED
ACN 143 582 521

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting:

Friday 18 November 2022

Time of Meeting:

11.00am (AEDT)

Hybrid Meeting:

In Person:
Warrane Theatre
Museum of Sydney
Cnr Phillip & Bridge Street
Sydney, NSW 2000
Australia

Virtual Meeting accessible at <https://meetings.linkgroup.com/NXT22>

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety.
If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant,
solicitor or other professional adviser prior to voting.



NEXTDC LIMITED
ACN 143 582 521

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM** or **Meeting**) of **NEXTDC Limited** ACN 143 582 521 (**NXT**, **NEXTDC** or the **Company**) will be held as a hybrid meeting at 11.00am (AEDT) on Friday 18 November 2022 at Warrane Theatre, Museum of Sydney, Cnr Phillip & Bridge, Sydney NSW 2000 and online at <https://meetings.linkgroup.com/NXT22>. Registration will commence at 10.30 am (AEDT).

NEXTDC is pleased to provide Shareholders with the opportunity to attend the AGM and participate either in person or virtually through the online platform, where Shareholders will equally be able to watch, listen, submit questions and vote online.

If you are unable to attend in person but wish to ask a question or make a comment orally rather than via the online AGM platform, a questions and comments phone line will be available during the AGM. To utilise the questions and comments phone line, please call Link Market Services on 1800 990 363 (inside Australia) or +61 1800 990 363 (outside Australia) by 11:00am (AEDT) on the day of the AGM to register your participation and obtain the required access code.

For those attending virtually we recommend logging into the virtual meeting platform at least 15 minutes prior to the scheduled start time for the AGM by entering <https://meetings.linkgroup.com/NXT22> into a web browser on your computer or online device.

Log in to the virtual meeting platform using your full name, email address and company name (if applicable). To obtain a voting card or ask a question Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN). Proxyholders will need their proxy code which Link Market Services will provide via email on the day before the AGM.

Further information on how to participate virtually both online and via phone is set out in the Virtual Meeting Online Guide available at <https://www.nextdc.com/investor-centre/corporate-governance>.

Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternate arrangements for the holding or conduct of the meeting.

This Notice of Meeting incorporates, and should be read together with, the Explanatory Memorandum and the Proxy Form.



ITEMS OF BUSINESS

Financial Statements and Reports

To receive and consider the Company's Annual Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2022.

Note: A Resolution of Shareholders is not required for this item of business.

1. Resolution 1 – Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution as an ordinary resolution under section 250R(2) of the Corporations Act:

"To adopt the Remuneration Report of the Company (as set out in the Directors' Report) for the financial year ended 30 June 2022"

Notes: This Resolution is subject to voting exclusions as set out in section 6.7 of this Notice of Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

2. Resolution 2 – Re-election of Dr Gregory J Clark AC, as a Director

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

"That Dr Gregory J Clark AC, who retires in accordance with the Listing Rules and Rule 58 of the Company's Constitution and, being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."

3. Resolution 3 – Re-election of Ms Jennifer M Lambert, as a Director

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

"That Ms Jennifer M Lambert, who retires in accordance with the Listing Rules and Rule 58 of the Company's Constitution and, being eligible, offers herself for re-election, is hereby re-elected as a Director of the Company."

4. Resolution 4 – Re-election of Mr Stephen M Smith, as a Director

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

"That Mr Stephen M Smith, who retires in accordance with the Listing Rules and Rule 58 of the Company's Constitution and, being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."

5. Resolution 5 – Approval of grant of Performance Rights to Mr Craig Scroggie

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the grant of 196,768 Performance Rights to the Managing Director and Chief Executive Officer, Mr Craig Scroggie, for FY23 pursuant to the Company's long term incentive plan under the NEXTDC Limited Equity Incentive Plan on the terms set out in the Explanatory Memorandum accompanying the Notice of Meeting."

Note: This Resolution is subject to voting exclusions as set out in section 6.7 of this Notice of Meeting.



6. Other Information

6.1 Proxies

Please note that:

- a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- b) a proxy need not be a Shareholder of the Company;
- c) a Shareholder may appoint a body corporate or an individual as its proxy;
- d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body corporate may exercise as the Shareholder's proxy; and
- e) a Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The Proxy Form provides instructions on appointing proxies and lodging the form. Proxy Forms must be received by no later than **11:00am (AEDT) on Wednesday, 16 November 2022**. Proxy Forms received after this time will not be effective.

The Proxy Form may be:

Sent by post to:

Locked Bag A14, Sydney South NSW 1235

Hand delivered to:

c/- Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000

Sent by fax to:

Link Market Services Limited on +61 2 9287 0309

Lodged online at:

www.linkmarketservices.com.au

(go to "Voting" and follow the prompts)

6.2 Corporate representatives

A body corporate who is a Shareholder or proxy must appoint an individual as its corporate representative, if it wishes to attend and vote at the meeting. If you are a corporate representative, you will need to provide evidence of your appointment as a corporate representative with the Company's share registry prior to the meeting or have previously provided the Company with evidence of your appointment.

An appointment of corporate representative form is available by contacting the Company's share registry, Link Market Services Limited at:

Address: Level 12, 680 George Street, Sydney NSW 2000

Phone: 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia)

Fax: (02) 9287 0309

Or by contacting the registry at www.linkmarketservices.com.au



6.3 Voting entitlements

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons set out in the register of members as at 7.00pm (AEDT) on Wednesday, 16 November 2022 will be entitled to attend and vote at the Meeting.

Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlements to attend and vote at the Meeting.

If you have any questions on how to cast your vote, please call the Company's share registry, Link Market Services Limited on 1300 554 474 (toll free) from within Australia or +61 1300 554 474 from overseas during business hours.

All items of business set out in the Notice of Meeting will be decided by way of a poll.

6.4 Asking questions prior to and during the AGM

If you wish to submit a question in writing to the Company in advance of the meeting, please submit your questions online at www.linkmarketservices.com.au. You may also submit questions to the Company's auditor PricewaterhouseCoopers on the content of the auditor's report, or the conduct of the audit. Questions in advance of the Meeting must be received at least five business days prior to the AGM (that is, by 5:00pm (AEDT) on Friday, 11 November 2022) to allow time to collate questions and prepare answers.

During the Meeting, the Chairman of the Meeting or the CEO will seek to address as many of the more frequently asked questions as possible.

There will also be a reasonable opportunity during the Meeting for shareholders as a whole to ask questions on the items of business. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note individual responses will not be sent.

6.5 Participating online and by phone

Shareholders and proxyholders can ask questions or make comments in writing and vote in real time during the Meeting through the online platform at <https://meetings.linkgroup.com/NXT22>.

As noted earlier, a telephone line will also be available for those who wish to ask questions orally.

Further information on how to participate virtually and by phone is set out in the Virtual Meeting Online Guide available at <https://www.nextdc.com/investor-centre/corporate-governance>.

6.6 Technical difficulties

The Chairman of the Meeting has discretion as to whether and how the meeting should proceed if a technical difficulty arises. In exercising this discretion, the Chairman of the Meeting will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chairman of the Meeting considers it appropriate, the Chairman may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, Shareholders are encouraged to lodge a directed proxy by 11:00am (AEDT) on Wednesday, 16 November 2022 even if they plan to attend the Meeting online.



6.7 Voting exclusions

In accordance with the Corporations Act and the Listing Rules, the Company will disregard any votes cast on:

a) Resolution 1:

- i)** by or on behalf of a member of the Key Management Personnel of the Company named in the Remuneration Report for the year ended 30 June 2022 or their Closely Related Parties (regardless of the capacity in which the vote is cast); or
- ii)** as proxy by a member of the Key Management Personnel of the Company on the date of the Meeting or their Closely Related Parties,

unless the vote is cast by a person as proxy for a person who is entitled to vote on Resolution 1:

- iii)** in accordance with a direction on the Proxy Form; or
- iv)** by the Chairman of the Meeting pursuant to an express authorisation in the Proxy Form to vote as the proxy decides, even though the resolution is connected with the remuneration of the Key Management Personnel.

b) Resolution 5:

- i)** in favour of the resolution by or on behalf of Mr Craig Scroggie or a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the NEXTDC Limited Equity Incentive Plan or any of his or their Associates (regardless of the capacity in which the vote is cast); or
- ii)** as proxy by a member of the Key Management Personnel of the Company on the date of the Meeting or their Closely Related Parties,

unless the vote is cast on Resolution 5:

- iii)** as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- iv)** as a proxy for a person entitled to vote on the resolution by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy as the Chairman of the Meeting decides; or
- v)** by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - A)** 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 the resolution; and
 - B)** the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6.8 Directing your proxy vote

If you wish to direct your proxy to vote on any Resolution, you can mark the “For”, “Against” or “Abstain” box in Step 2 on the Proxy Form accordingly.



6.9 How the Chairman will vote undirected proxies for Resolutions

If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, and you do not specify how your proxy is to vote on any Resolution, by submitting a Proxy Form, the Chairman of the Meeting is expressly authorised to vote your proxy as they see fit.

The Chairman of the Meeting intends to vote IN FAVOUR of all Resolutions on a poll, including in relation to Resolutions 1 and 5 which are connected with the remuneration of the Company's Management Personnel.

Important Note

Please note that, if you appoint a person who is excluded from voting on any Resolution as your proxy and you do not direct him or her on how to vote in respect to any Resolution on which they cannot personally vote on, then a vote cast by them on that Resolution will not be counted. If you appoint any such excluded person as your proxy, we strongly urge you to direct them how to vote on each Resolution. Alternatively, we suggest that you appoint someone else (such as the Chairman of the Meeting) as your proxy.

BY ORDER OF THE BOARD

Michael Helmer

Company Secretary

Dated: 10 October 2022



NEXTDC LIMITED
ACN 143 582 521

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be considered at the AGM of Shareholders to be held on Friday 18 November 2022.

The Explanatory Memorandum forms part of, and should be read in conjunction with, the accompanying Notice of Meeting and Proxy Form. For the assistance of Shareholders, a glossary of defined terms is included at the end of this Explanatory Memorandum.

Full details of the business to be considered at the Meeting are set out below.

Financial Statements and Reports

The Corporations Act requires that the Annual Financial Report, Directors' Report and Auditor's Report be presented to the Meeting. Apart from the matters involving remuneration which are required to be voted upon, the Corporations Act does not require a vote of Shareholders at the Meeting on such reports or statements, however Shareholders as a whole will be given a reasonable opportunity to raise questions with respect to these reports and statements and the management of NEXTDC at the Meeting.

The Annual Financial Report and Directors' Report will be tabled and discussed at the Meeting and the Directors will be available to answer questions from Shareholders. In addition and as required under section 250RA of the Corporations Act, a representative of the Company's auditors, PricewaterhouseCoopers, will be present to answer any questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

The Annual Financial Report, Directors' Report and Auditor's Report are contained in the Company's Annual Report for the period 1 July 2021 to 30 June 2022, which has been sent to Shareholders who requested a copy and is available on the Company's website at www.nextdc.com/investor-centre/financial-reports.

A Shareholder Resolution is not required in respect of this item of business.

1. Resolution 1 - Remuneration Report

The Corporations Act requires that the Company's Remuneration Report be put to Shareholders for consideration and adoption by way of a non-binding ordinary resolution.

The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each member of the Key Management Personnel of the Company; and
- details and explains any performance conditions applicable to the remuneration of Key Management Personnel.

A reasonable opportunity will be provided for Shareholders as a whole to ask questions about, or make comments on, the Remuneration Report at the Meeting. In addition, Shareholders will be asked to vote on the Remuneration Report.

The vote on this Resolution is advisory only and the outcome will not be binding on the Board or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Recommendation

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.



2. Resolution 2 – Re-election of Dr Gregory J Clark AC, as a Director

Dr Gregory J Clark AC has been an independent Non-Executive Director of the Company since 30 April 2014. In accordance with Rule 58 of the Company's Constitution, Dr Clark retires from office and submits himself for re-election.

Dr Clark is a world-renowned technologist, businessman and scientist, with extensive corporate and Board experience in Australia, the USA and Europe. He was previously on the Board of the ANZ Banking Group where he chaired the Board's Technology Committee and was a member of the Risk, Governance and Human Resources Committees.

Dr Clark brings to the Board, international business experience and a distinguished career in micro-electronics, computing and communications. He was previously Principal of Clark Capital Partners, a US based firm that has advised internationally on technology and the technology marketplace.

During his career, Dr Clark also held senior executive roles at IBM, News Corporation and Loral Space and Communications. At IBM he was a senior scientist in their Research Division in NY. At News Corporation he was President of Technology and on the Executive Committee with responsibility for all technical aspects of digital media creation and delivery. Dr Clark was responsible for News Corporation's transformation of its media assets from an analogue platform into a digital platform for both program creation and delivery. In addition, he was responsible for all technology companies within News Corporation.

He was President and Chief Operating Officer at Loral Space and Communications, the world's largest commercial satellite manufacturer and one of the largest operators, with responsibility for all development, manufacturing, marketing and sales.

While at News Corporation and Loral Space and Communications, Dr Clark was Chairman and/or on the Board of a number of wholly owned subsidiaries including NDS, Globalstar, SatMex, Skynet, Loral Space Systems, Kesmai, Etak and others.

Dr Clark serves as a member of the Remuneration and Nomination Committee and the Investment Committee.

Recommendation

The Board (other than Dr Clark) unanimously recommends that Shareholders vote in favour of the re-election of Dr Clark as a Director of the Company.

3. Resolution 3 – Re-election of Ms Jennifer M Lambert, as a Director

Ms Jennifer M Lambert has been an independent Non-Executive Director of the Company since 1 October 2019. In accordance with Rule 58 of the Company's Constitution, Ms Lambert retires from office and submits herself for re-election.

Ms Lambert has extensive business and leadership experience at senior executive and board level with more than 25 years of financial management and accounting experience.

Ms Lambert is currently a Non-Executive Director of BlueScope Steel Limited, REA Group Limited and Investa Commercial Property Fund, and Chairs each of their Audit Committees. Ms Lambert is also a Non-Executive director of two not for profit entities.

Ms Lambert was Group Chief Financial Officer of 151 Property (formerly Valad Property Group) for 13 years where her responsibilities included operational and strategic finance, tax, treasury, legal and compliance. Prior to this, Ms Lambert was a director at PricewaterhouseCoopers specialising in capital raisings, structuring and due diligence for acquisitions and disposals across various industries.



Ms Lambert holds a Bachelor of Business (Accounting and Finance) from University of Technology Sydney and Master of Economics from Macquarie University. Her professional associations include being a member of The Chartered Accountants Australia New Zealand and a Fellow of the Australian Institute of Company Directors.

In addition, Ms Lambert currently serves as Chairman of the Audit and Risk Management Committee.

Recommendation

The Board (other than Ms Lambert) unanimously recommends that Shareholders vote in favour of the re-election of Ms Lambert as a Director of the Company.

4. Resolution 4 – Re-election of Mr Stephen M Smith, as a Director

Mr Stephen M Smith has been a Non-Executive Director of the Company since 1 July 2019. In accordance with Rule 58 of the Company's Constitution, Mr Smith retires from office and submits himself for re-election.

Mr Smith is widely respected amongst the global ICT community. Steve has a deep background and expertise in managing market leading technology businesses, particularly in the data centre industry.

Steve served as CEO and President of Equinix Inc for over a decade (2007-2018), transforming it into the largest enterprise data centre platform in the world. Under Steve's leadership Equinix grew from 17 data centres operating in 10 markets and a US\$2 billion market cap, to approximately 200 data centres with a US\$38 billion market cap and operations in 24 countries on five continents.

Steve is a US citizen and currently serves as the CEO of Zayo Group, a leading provider of fibre infrastructure, with dense, high-quality networks in every major market in North America and many in Western Europe. Prior to his time at Zayo Group and Equinix, Steve held senior leadership positions at Hewlett Packard (2005-2006) which included serving as its Senior Vice President - Worldwide HP Services; Lucent Technologies Inc. (2004-2005), where he was appointed as Vice President, Global Professional and Managed Services and Electronic Data Systems Corporation (EDS) (1987-2004), where he served in a number of capacities including Chief Sales Officer and President, Asia-Pacific.

Steve also had a successful eight-year career in the U.S. Army where, among other roles, he was aide de-camp to the office of the Commander in Chief of the U.S. Armed Forces in the Pacific.

Steve holds a Bachelor of Science in Engineering from the U.S. Military Academy at West Point.

In addition, Steve currently serves as Chairman of the Investment Committee.

Recommendation

The Board (other than Mr Smith) unanimously recommends that Shareholders vote in favour of the re-election of Mr Smith as a Director of the Company.

5. Resolution 5 – Approval of grant of Performance Rights to Mr Craig Scroggie

The Company proposes to grant Mr Craig Scroggie, 196,768 Performance Rights for FY23 pursuant to the Company's LTI Plan under the NEXTDC Limited Equity Incentive Plan (**EIP**).

A key component to effective executive remuneration is the provision of incentive grants under a long-term incentive scheme to support retention, drive shared performance objectives and link remuneration to Company performance and Shareholder wealth outcomes. In his role as CEO and Managing Director, Mr Scroggie is a key executive of NEXTDC Limited and plays an important role in leading the execution of the Company's growth strategies and business objectives.

Listing Rule 10.14 requires the approval of Shareholders to be obtained where the Company intends to provide newly issued securities under an employee incentive scheme to a Director or an associate of a Director. As Mr Scroggie is the CEO and Managing Director of NEXTDC, Shareholder approval is required prior to issuing securities to Mr Scroggie under the LTI Plan.



If Shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Scroggie.

The key features of Mr Scroggie's proposed FY23 LTI award are disclosed in Appendix A (which forms part of this Explanatory Memorandum).

If approved, the Performance Rights will be issued to Mr Scroggie within 12 months of the Meeting.

Recommendation

The Board (other than Mr Scroggie) unanimously recommends that Shareholders vote in favour of the grant of Performance Rights to Mr Craig Scroggie.

6. Glossary of Terms

The following terms and abbreviations used in the Notice of Meeting, this Explanatory Memorandum and the Proxy Form have the following meanings:

AGM means the 2022 Annual General Meeting of NEXTDC.

Associate has the meaning given in the Listing Rules.

ASX means the Australian Securities Exchange or ASX Limited ACN 008 624 691, as the context requires.

Board means the board of Directors of the Company.

Closely Related Parties has the meaning given in the Corporations Act.

Company means NEXTDC Limited ACN 143 582 521.

Corporations Act means Corporations Act 2001 (Cth).

Directors means all of the directors of the Company as at the date of this Notice of Meeting.

Explanatory Memorandum means this explanatory memorandum.

Key Management Personnel means the Directors of the Company (including the Chairman) and other employees having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly.

Listing Rules means the official listing rules of ASX.

Meeting means the AGM to be held 11.00am AEDT, on Friday 18 November 2022.

NEXTDC means NEXTDC Limited ACN 143 582 521.

Notice of Meeting means the notice convening the AGM.

Resolution means a resolution in the Notice of Meeting.

Shareholder means registered holders of Shares.

Shares means fully paid ordinary shares in the capital of the Company.



Appendix A

The features of the proposed FY23 award of Performance Rights to Mr Scroggie pursuant to the Company's LTI Plan under the EIP are summarised below.

Aspect	Details
Form of LTI Award	<p>The CEO's FY23 LTI award is being granted in the form of Performance Rights.</p> <p>The Company grants Performance Rights under the EIP because they create share price alignment between the CEO and Shareholders while providing greater flexibility than Shares.</p> <p>Each Performance Right will vest and become exercisable subject to the satisfaction of performance conditions measured over a performance period. On exercise, each vested Performance Right generally entitles the CEO to receive one Share in the Company. The Company uses Performance Rights for the LTI award because they align the interests of the CEO and shareholders but do not provide the CEO with the full benefits of share ownership (such as dividend and voting rights) unless the Performance Rights vest and are exercised.</p>
Number of Performance Rights	<p>A total of 196,768 Performance Rights will be offered to the CEO in FY23.</p> <p>The number of Performance Rights which comprise the CEO's LTI award has been calculated by dividing his maximum award value of AUD\$1,982,811 (being 150% of his annual base salary) by \$10.09 (being the volume-weighted average price of NEXTDC Shares over the 10 trading days following release of the Company's FY22 audited accounts).</p>
Amount payable for Performance Rights	<p>The LTI award forms part of the CEO's remuneration and, for that reason, no amount will be payable by the CEO on grant, vesting or exercise of the Performance Rights.</p>
Performance period	<p>In response to shareholder feedback, the performance period for the LTI award will now be extended to include tranches which vest after the 3rd and 4th years.</p> <p>For FY23, the LTI award will comprise:</p> <ul style="list-style-type: none"> Tranche 1 (50% of the total LTI award), which will be tested after 3 years and be eligible to vest at that time; and Tranche 2 (50% of the total LTI award), which will be tested after 4 years and be eligible to vest at that time. <p>In all cases performance is measured over a performance period commencing from the end of the day of the release of the Company's full year results (for this award it is the release of the FY22 results) to the end of the day of the release of its results for the relevant year (in this case, it is FY25 and FY26). No component will be subject to re-testing.</p>



Aspect	Details										
Performance conditions	<p>Vesting of each tranche of the LTI award is subject to two performance conditions:</p> <ol style="list-style-type: none"> 1. Gateway Hurdle <p>Vesting of the Performance Rights are subject to an initial gateway hurdle of NEXTDC achieving positive total shareholder return (TSR) over the relevant performance period for that tranche. If the gateway hurdle is not met, the CEO's Performance Rights automatically lapse even if the TSR Hurdle (described below) is achieved.</p> 2. TSR Hurdle <p>In addition to the Gateway Hurdle, vesting of the CEO's Performance Rights is subject to a relative TSR performance condition. Vesting of the CEO's Performance Rights under the TSR Hurdle is determined by ranking NEXTDC's TSR over the performance period for the relevant tranche, relative to the TSR of companies in the ASX 100 Accumulation Index (Index). Vesting of the CEO's Performance Rights will be determined by reference to the following vesting schedule:</p> <table> <tr> <th>NEXTDC's TSR over the Performance Period for the relevant Tranche</th><th>% of Performance Rights to Vest in relevant Tranche</th></tr> <tr> <td>Less than TSR of Index</td><td>0%</td></tr> <tr> <td>At TSR of Index</td><td>25%</td></tr> <tr> <td>Between TSR of Index and TSR of Index + 5% p.a.</td><td>Pro rata vesting from 25% to 100% on a straight line basis</td></tr> <tr> <td>TSR of Index + 5% p.a. or greater</td><td>100%</td></tr> </table> <p>The scale requires that the Company deliver a TSR to Shareholders that is at least as good as the overall market (as indicated by the TSR of the Index over the performance period) before any vesting may occur.</p> <p>Full vesting does not become available until the TSR of the Company reaches the TSR of the Index over the performance period plus 5% p.a. This would, in the view of the Board, represent an outstanding outcome for the Company.</p> 	NEXTDC's TSR over the Performance Period for the relevant Tranche	% of Performance Rights to Vest in relevant Tranche	Less than TSR of Index	0%	At TSR of Index	25%	Between TSR of Index and TSR of Index + 5% p.a.	Pro rata vesting from 25% to 100% on a straight line basis	TSR of Index + 5% p.a. or greater	100%
NEXTDC's TSR over the Performance Period for the relevant Tranche	% of Performance Rights to Vest in relevant Tranche										
Less than TSR of Index	0%										
At TSR of Index	25%										
Between TSR of Index and TSR of Index + 5% p.a.	Pro rata vesting from 25% to 100% on a straight line basis										
TSR of Index + 5% p.a. or greater	100%										
Vesting and exercise of Performance Rights	<p>At the end of the performance period, the Board will determine if and to what extent the performance conditions have been satisfied and the number of Performance Rights that will vest. Any Performance Rights that do not vest will immediately lapse.</p> <p>Upon vesting, the CEO is entitled to exercise the Performance Rights (at no cost). On exercise, the Performance Rights will be settled in Shares or, at the Board's discretion, with an equivalent cash payment. It is intended that vested and exercised Performance Rights would be satisfied mainly in the form of Shares.</p> <p>Any vested Performance Rights that remain on foot and are not exercised within 8 years of the grant date (the expiry date), will be automatically exercised on behalf of the CEO.</p>										



Aspect	Details
Cessation of employment	<p>If the CEO's employment is terminated for cause or the CEO resigns, unvested Performance Rights will lapse, unless the Board determines otherwise.</p> <p>If the CEO ceases employment because of death, total and permanent disability or redundancy, his unvested Performance Rights will continue on-foot and be subject to the original terms as though he had not ceased employment, unless the Board determines otherwise.</p> <p>In any other circumstances, the Board has discretion to determine how the unvested Performance Rights will be treated upon cessation of employment with NEXTDC.</p>
Change of control	<p>In circumstances where there is likely to be a change in the control of NEXTDC, the Board has discretion to determine the level of vesting (if any) having regard to the portion of the performance period elapsed, performance to date against the performance conditions and any other factors it considers appropriate.</p> <p>If an actual change in the control of NEXTDC occurs before the Board can exercise this discretion, unless the Board determines otherwise, the Gateway Hurdle will be waived, and unvested Performance Rights will vest and become exercisable in proportion to the Company's performance against the TSR Hurdle up to the date of the change of control.</p>
No rights before vesting and exercise	<p>The CEO does not have any dividend or voting entitlements prior to vesting and exercise of the Performance Rights.</p> <p>However, on vesting and exercise of the Performance Rights, the CEO is entitled to receive a dividend equivalent payment in the form of additional Shares which are equivalent to the value of dividends that the CEO would have received between the grant date and vesting date if he had owned Shares. The number of Shares that the CEO will receive will be calculated by dividing the value of dividends which would have been received over that period by the share price on the date of allocation. The Board may also direct to pay this entitlement in cash.</p>
Clawback and malus	<p>The Board has broad discretion under the EIP to lapse, forfeit or clawback unvested and vested LTI awards in certain circumstances to ensure that no inappropriate benefit is obtained by the CEO. These circumstances include where the CEO acts fraudulently or dishonestly; is in material breach of his obligations to NEXTDC; there is a material misstatement in a Group company's accounts; vesting has been triggered by another person's misconduct or where NEXTDC is required or entitled under law or NEXTDC policy to reclaim remuneration from the CEO.</p>
EIP	<p>The Board may amend or waive terms under the EIP, subject to the ASX Listing Rules. Subject to the Listing Rules, the Board may make such adjustments to rights awarded under the Plan as the Board considers appropriate in order to minimise or eliminate any material advantage or disadvantage to the CEO resulting from a corporate action such as a capital raising or capital reconstruction. The Remuneration Report in the Company's Annual Report for the financial year ended 30 June 2022 contains further details about the EIP.</p>



Aspect	Details						
Additional information	<p>Under ASX Listing Rule 10.15, NEXTDC provides the following information in relation to the proposed grant of Performance Rights to the CEO pursuant to the LTI Plan:</p> <p>a) Listing Rule 10.15.4 requires this Notice of Meeting to include details (including the amount) of Mr Scroggie’s current total remuneration:</p> <table> <tr> <td>Fixed Annual Remuneration (FAR)</td><td>\$AUD 1,323,598.30.</td></tr> <tr> <td>FY22 Short Term Incentive</td><td>100% of FAR (maximum) if stretch target is achieved</td></tr> <tr> <td>FY22 Long Term Incentive</td><td>150% of FAR (maximum) if stretch target is achieved</td></tr> </table> <p>b) 1,998,304 Performance Rights have been issued to Mr Scroggie for nil consideration under the EIP since the Plan was established in 2016.</p> <p>c) Aside from Mr Scroggie, no Directors (or associates of Directors) are entitled to participate in the Company’s LTI Plan under the EIP.</p> <p>d) No loan will be made by NEXTDC in connection with the acquisition of Performance Rights under the LTI Plan.</p> <p>e) Details of any Performance Rights issued under the EIP pursuant to this approval will be published in NEXTDC’s Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of rights under the EIP after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.</p>	Fixed Annual Remuneration (FAR)	\$AUD 1,323,598.30.	FY22 Short Term Incentive	100% of FAR (maximum) if stretch target is achieved	FY22 Long Term Incentive	150% of FAR (maximum) if stretch target is achieved
Fixed Annual Remuneration (FAR)	\$AUD 1,323,598.30.						
FY22 Short Term Incentive	100% of FAR (maximum) if stretch target is achieved						
FY22 Long Term Incentive	150% of FAR (maximum) if stretch target is achieved						



N E X T D C

where the cloud lives™



NEXTDC LIMITED

ACN 143 582 521

N E X T D C

LODGE YOUR PROXY



ONLINE

www.linkmarketservices.com.au



BY MAIL

NEXTDC Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of NEXTDC Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy,

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (Sydney Time) on Friday, 18 November 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid. You can participate by attending in person at Warrane Theatre, Museum of Sydney, Cnr Phillip & Bridge Street Sydney, NSW 2000, Australia or logging in online at <https://meetings.linkgroup.com/NXT22> (refer to details in the Virtual Annual General Meeting Online Guide). To access the **Notice of Annual General Meeting** this can be viewed and downloaded at the Company's website at <https://www.nextdc.com>.

Important for Resolutions 1 and 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 and 5, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

For Against Abstain*

1 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Approval of grant of Performance Rights to Mr Craig Scroggie

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Re-election of Dr Gregory J Clark AC, as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Re-election of Ms Jennifer M Lambert, as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Re-election of Mr Stephen M Smith, as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

<input type="text"/>

<input type="text"/>

<input type="text"/>

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

NXT PRX2201N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution and will vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted in accordance with the Chairman of the Meeting's voting intention specified in Step 1, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Sydney Time) on Wednesday, 16 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

NEXTDC Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

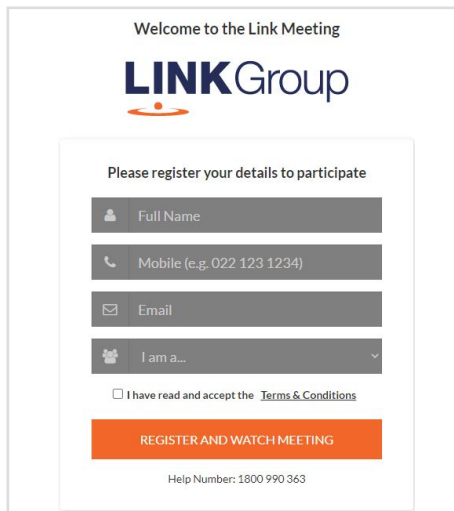
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Microsoft Edge – 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Welcome to the Link Meeting

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

☐ I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH MEETING

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/NXT22>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

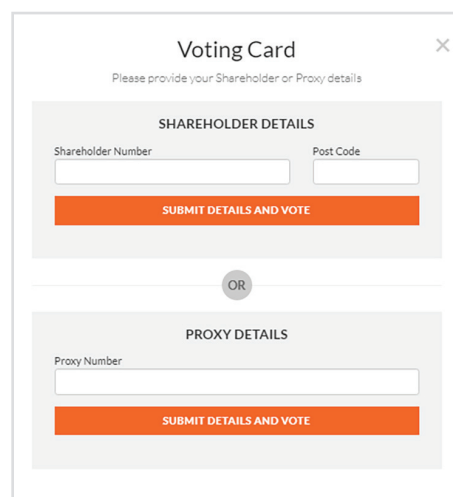
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

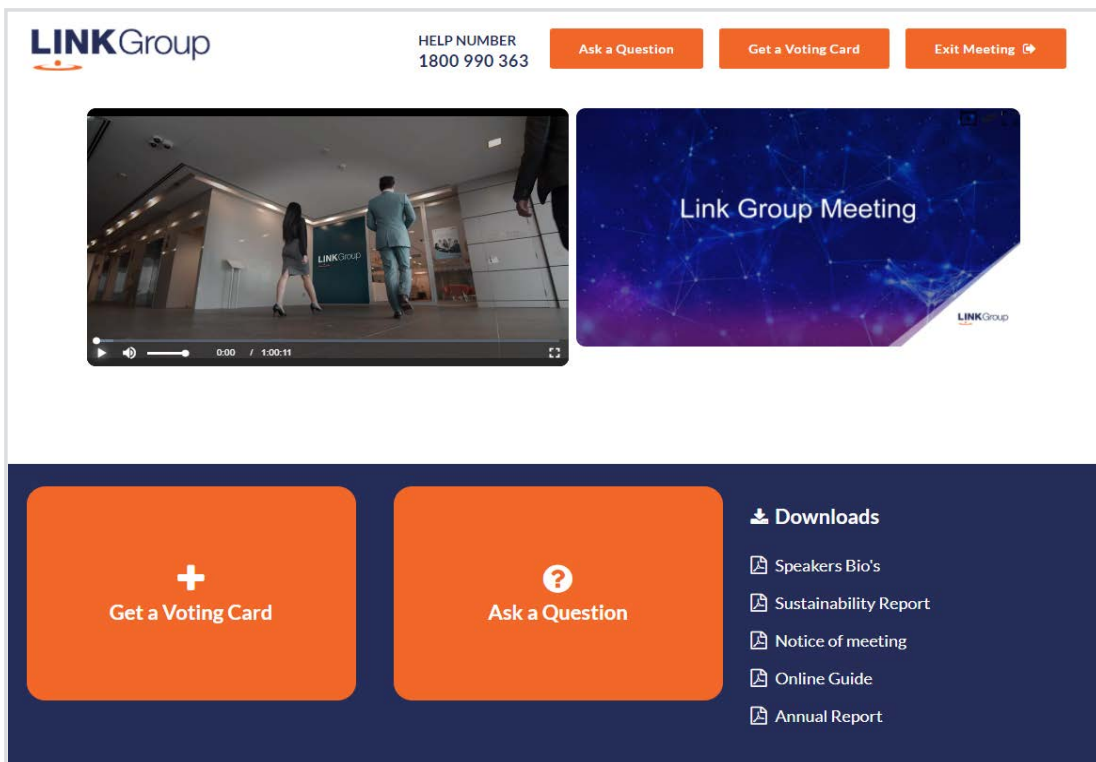
SUBMIT DETAILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

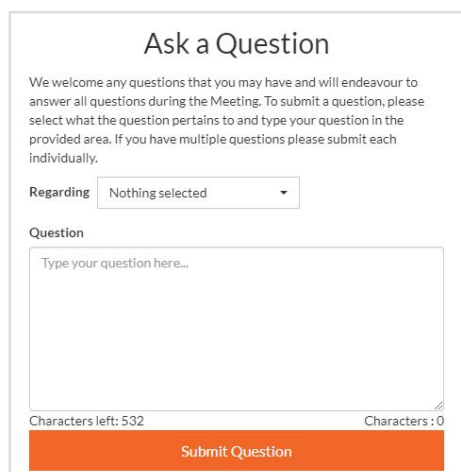
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only verified Securityholders, Proxyholders and Company Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The **'Ask a Question'** box will then pop up with two sections for completion.



The 'Ask a Question' form is titled 'Ask a Question' and includes a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this is a 'Regarding' section with a dropdown menu currently set to 'Nothing selected'. The 'Question' section features a large text area with the placeholder 'Type your question here...'. At the bottom, it shows 'Characters left: 532' and 'Characters : 0' next to a 'Submit Question' button.

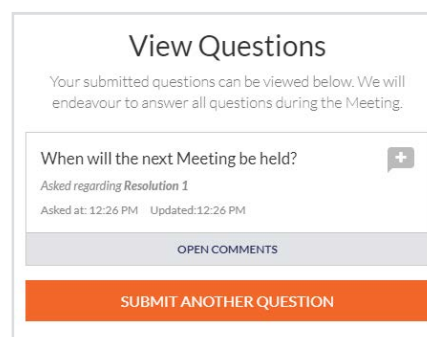
In the **'Regarding'** section click on the drop down arrow and select the category/resolution for your question.

Click in the **'Question'** section and type your question and click on 'Submit'.

A **'View Questions'** box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View Questions' box is titled 'View Questions' and states: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.' It displays a question: 'When will the next Meeting be held?' with a plus icon in a grey box. Below the question, it says 'Asked regarding Resolution 1' and 'Asked at: 12:26 PM Updated: 12:26 PM'. There are two buttons: 'OPEN COMMENTS' and 'SUBMIT ANOTHER QUESTION'.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363

Joining the Meeting via Phone

Step 1

From your land line or mobile device,
Conference Call Number: 1800 416 511 or
International Number: +61 2 7207 9414

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions or comments on each item of business, **press *1** on your keypad for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by **pressing *2** on your keypad.

Step 2

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

Step 3

Your line will be muted once your question or comment has been asked / responded to

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au