



NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

ASX Release

18 September 2024

Share Purchase Plan

NEXTDC Limited (ASX: NXT) ("**NEXTDC**" or "**the Company**") advises that further to its ASX Announcement dated 10 September 2024, the Share Purchase Plan ("**SPP**") is now open for eligible NEXTDC shareholders in Australia and New Zealand to apply for up to a maximum of A\$30,000 of new fully paid ordinary shares ("**SPP Shares**"). The SPP is not underwritten and is capped at A\$200 million¹.

The SPP follows the Company's successful completion of a A\$550 million placement to eligible institutional investors, which was conducted at A\$17.15 per share (the "**Placement Price**").

Eligible shareholders, being holders of NEXTDC shares at 7.00pm AEST on 9 September 2024 and whose registered address is in Australia or New Zealand that are not in the United States and are not acting for the account or benefit of, a person in the United States (or, in the event such shareholders do act for the account or benefit of a person in the United States, they are not participating in the SPP in respect of that person) ("**Eligible Shareholders**"), will have the opportunity to apply for up to a maximum of A\$30,000 of SPP Shares, subject to a minimum application amount of A\$1,000.

The SPP will be conducted at an issue price that is the lower of:

- the Placement Price; and
- the 5-day VWAP² during the five trading days up to, and including, the SPP closing date (Friday, 4 October 2024) less a 2.5% discount, rounded down to the nearest cent.

Participation in the SPP is optional. SPP Shares will rank equally with existing ordinary NEXTDC shares from their date of issue.

The SPP is subject to the terms and conditions set out in the SPP Offer Booklet, which is being sent to Eligible Shareholders today. Eligible Shareholders with any questions in relation to how to participate in the SPP, should contact the NEXTDC Limited SPP Offer Information Line on 1300 131 678 (within Australia) or +61 1300 131 678 (outside Australia) or consult your financial or other professional adviser.

¹ Should NEXTDC receive valid applications exceeding the SPP cap of A\$200 million, it is NEXTDC's intention that the scale back will be applied having regards to the pro-rata shareholding of eligible shareholders (as at 7.00pm on 9 September 2024).

² Volume Weighted Average Price.



N E X T D C

Key Dates

Event	Date
SPP offer opening date (9:00am)	Wednesday, 18 September 2024
SPP offer closing date (5:00pm)	Friday, 4 October 2024
Announcement of results of SPP	Thursday, 10 October 2024
Issue and allotment of new shares under the SPP	Friday, 11 October 2024
SPP holding statements dispatched and trading of new shares issued under the SPP commences	Wednesday, 16 October 2024

All times and dates refer to Sydney Time. The above timetable is indicative only. NEXTDC and the Joint Lead Managers reserve the right to amend any or all of these dates at their absolute discretion, subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and any other applicable laws. The quotation of new shares is subject to confirmation from the ASX.

Authorised for release by the Board of NEXTDC Limited.

ENDS

For more information:

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



N E X T D C

Important Notice

Nothing contained in this release constitutes investment, legal, tax or other advice. You should make your own assessment and take independent professional advice in relation to the information and any action on the basis of the information.

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This release does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or any other jurisdiction in which such an offer would be illegal. The SPP Shares of the Company have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the SPP Shares may not be offered or sold, directly or indirectly, to persons in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States). The SPP Shares will only be offered and sold outside the United States in “offshore transactions” (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S under the Securities Act.

Certain statements made in this release are forward-looking statements. These forward-looking statements are not historical facts but rather are based on the Company’s current expectations, estimates and projections about the industry in which the Company operates, and beliefs and assumptions. Forward looking statements can generally be identified by the use of forward looking words such as ‘anticipate’, ‘believe’, ‘expect’, ‘project’, ‘forecast’, ‘estimate’, ‘likely’, ‘intend’, ‘should’, ‘will’, ‘could’, ‘may’, ‘target’, ‘plan’ and other similar expressions within the meaning of securities laws of applicable jurisdictions, and include statements regarding outcome and effects of the capital raising. Indications of, and guidance or outlook on future earnings, distributions or financial position or performance are also forward looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors, some of which are beyond the control of the Company, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. The Company cautions shareholders and prospective shareholders not to place undue reliance on these forward-looking statements, which reflect the view of the Company only as of the date of this release. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements.

The forward-looking statements made in this release relate only to events as of the date on which the statements are made. The Company will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this release except as required by law or by any appropriate regulatory authority.

About NEXTDC

NEXTDC is an ASX 100-listed technology company and Asia’s most innovative Data Centre-as-a-Service provider. We are building the infrastructure platform for the digital economy, delivering the critical power, security and connectivity for global cloud computing providers, enterprise, and Government.

NEXTDC is recognised globally for the design, construction, and operation of Australia’s only network of Uptime Institute certified Tier IV facilities, and one of the only data centre operators in the Southern Hemisphere to achieve Tier IV Gold certification for Operational Sustainability. NEXTDC has a strong focus on sustainability and operational excellence through renewable energy sources and delivering world-class operational efficiency. Our data centres have been engineered to deliver exceptional levels of efficiency and the industry’s lowest Total Cost of Operation through NABERS 5-star energy efficiency.

NEXTDC’s corporate operations have been certified carbon neutral under the Australian Government’s *Climate Active Carbon Neutral Standard*.

Our Cloud Centre partner ecosystem is Australia’s most dynamic digital marketplace, comprising carriers, cloud providers and IT service providers, enabling local and international customers to source and connect with cloud platforms, service providers and vendors to build complex hybrid cloud networks and scale their critical IT infrastructure services.

NEXTDC is *where the cloud lives*®.

To learn more, visit www.nextdc.com



18 September 2024

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Invitation to Participate in NEXTDC Limited's Share Purchase Plan

Dear Shareholder

NEXTDC's Share Purchase Plan

NEXTDC Limited ("**NEXTDC**") is pleased to invite you to participate in its Share Purchase Plan ("**SPP**") which is now open.

The SPP follows NEXTDC's successful completion of a A\$550 million placement to institutional investors at A\$17.15 per share (the "**Placement Price**").

The SPP provides Eligible Shareholders the opportunity to subscribe for up to A\$30,000 worth of new fully paid ordinary shares in NEXTDC ("**SPP Shares**"). The SPP issue price will be the lower of the Placement Price or the 5-day VWAP during the five trading days up to (and including) the day on which the SPP offer is closed, which is expected to be 5.00pm (Sydney time) on Friday, 4 October 2024 ("**SPP Closing Date**"), less a 2.5% discount, rounded down to the nearest cent.

In respect of the SPP, Eligible Shareholders are shareholders who:

- held NEXTDC shares on the Record Date of 7.00pm (Sydney time) on 9 September 2024;
- are located in Australia or New Zealand; and
- are not in the United States and are not acting for the account or benefit of persons in the United States (or, in the event such shareholders do act for the account or benefit of a person in the United States, they are not participating in the SPP in respect of that person).

How to access the SPP Offer Booklet and participate

You can access a copy of the SPP Offer Booklet and Apply for the SPP in the following ways:

- **ONLINE (BPAY)** – You can access your personalised Application Form and apply for the offer and access your payment details (including the BPAY® payment details) via <https://events.miracle.com/nxt-offer/>. You will need to provide your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and follow the instructions to apply for SPP Shares.
- **ONLINE (EFT)** – EFT payment can only be used by entitled New Zealand holders; in accordance with the instructions on your personalised Application Form which can be accessed via <https://events.miracle.com/nxt-offer/>. When submitting an application via EFT, your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) must be used as reference for the payment. Please return your application form via email to



N E X T D C

capitalmarkets@linkmarketservices.com.au if you are applying via EFT otherwise your application will not be accepted.

Your application form and monies must be received by NEXTDC by no later than 5.00pm (Sydney time) on the SPP Closing Date.

Further Information

If you require further information, please call the NEXTDC Limited SPP Offer Information Line on 1300 131 678 (within Australia) or +61 1300 131 678 (outside Australia) between 8.30am and 5.30pm (Sydney time) Monday to Friday.

I encourage Eligible Shareholders to read the SPP Offer Booklet carefully and in full before deciding whether to participate in the SPP. If you have any further questions, you should seek advice from your stockbroker, solicitor, accountant or other professional adviser.

Regards

Douglas Flynn

Non-Executive Chairman

NEXTDC Limited

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N E X T D C

DISCLAIMER

This letter is to inform you about the SPP. This letter is not a prospectus or offering document under Australian law or under any other law. No action has been or will be taken to register, qualify or otherwise permit a public offering of the SPP Shares in any jurisdiction outside Australia and New Zealand. This letter is for information purposes only and does not constitute or form part of an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any securities in NEXTDC in any jurisdiction.

The provision of this letter is not, and should not be considered as, financial product advice. The information in this letter is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional advisor.

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This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States, or in any other jurisdiction in which, or to any person to whom, such an offer would be illegal. No action has been or will be taken to register, qualify or otherwise permit an offering of the SPP Shares under the SPP in any jurisdiction outside Australia and New Zealand. In particular, the SPP Shares have not been, nor will be, registered under the U.S. Securities Act of 1933 (the "**U.S. Securities Act**"). Accordingly, the SPP Shares may not be offered or sold, directly or indirectly, to persons in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States). The SPP Shares will only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S under the Securities Act.

IMPORTANT NOTICE TO NOMINEES: Because of legal restrictions, you must not send copies of this letter nor any material relating to the SPP to any of your clients (or any other person) in the United States or to any person in any other jurisdiction outside of Australia or New Zealand. Failure to comply with these restrictions may result in violations of applicable securities.

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NEXTDC Limited

ACN 143 582 521

Share Purchase Plan

Offer Booklet

18 September 2024

You should read this Offer Booklet in full.

This Offer Booklet contains important information. You should read this Offer Booklet (including the enclosed Application Form) in full before you decide to participate in the SPP and apply for the SPP Shares. Please seek advice from your stockbroker, accountant or other professional adviser if you have any questions about your investment in NEXTDC or about the impact of the transactions described in this Offer Booklet. This Offer Booklet does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs.

You are encouraged to carefully read the SPP's terms and conditions as set out in this Offer Booklet, because if you apply for the SPP Shares you will be agreeing to be bound by the SPP's terms and conditions. By applying for the SPP Shares, you will confirm that you have read, understood and agreed to the SPP's terms and conditions. Capitalised terms in this section have the meaning given to them in this Offer Booklet. All references to A\$ or dollars in this Offer Booklet are references to Australian dollars unless otherwise indicated.

If you participate in the SPP Offer by completing and returning the Application Form or by making a payment by BPAY®, you acknowledge and agree that you accept the risk that the market price of Shares may change between the Record Date, the date on which you send the Application Form to the Registry or make a payment by BPAY® (as applicable) and the Issue Date. This means that, up to and/or after the Issue Date, you may be able to buy Shares on ASX at a lower price than the Issue Price.

Eligible Shareholders in Australia and New Zealand have the opportunity to participate in the SPP Offer by applying for up to A\$30,000 worth of SPP Shares without incurring brokerage or other transaction costs. Details of the SPP Offer and how to participate in the SPP are set out in this Offer Booklet.

Applications for the SPP Shares must be received by 5.00pm (Sydney time) on Friday, 4 October 2024.

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If you have any questions in relation to how to participate in the SPP after reading this Offer Booklet, please contact the NEXTDC Limited SPP Offer Information Line between 8.30am and 5.30pm (Sydney time), Monday to Friday on 1300 131 678 (within Australia) or +61 1300 131 678 (outside Australia).

Chairman's Letter

18 September 2024

Dear NEXTDC Shareholder

On behalf of the directors of NEXTDC Limited (the **Company** or **NEXTDC**), I am pleased to offer Eligible Shareholders located in Australia and New Zealand the opportunity to apply for up to A\$30,000 new fully paid ordinary shares in NEXTDC (**SPP Shares**) under a non-underwritten Share Purchase Plan (**SPP**) without incurring brokerage or other transaction costs.

The SPP follows NEXTDC's successful completion of an underwritten placement to eligible institutional shareholders raising A\$550 million (the **Placement**), as announced on ASX on 11 September 2024. The Placement shares were issued at A\$17.15 per share (**Placement Price**) which represented a 1.8% discount to the 5-day volume-weighted average price (**VWAP**)¹ and a 3.9% discount to the last close².

NEXTDC has announced that the funds raised from the Placement and the SPP are intended to be applied to the acquisition of new data centre development sites in Asia, as well as general corporate purposes and transaction costs.

Further details about the Placement are included in NEXTDC's ASX announcement released on 10 September 2024, which I encourage you to read. You can view these ASX announcements on NEXTDC's ASX market announcements webpage at: <https://www.asx.com.au/markets/company/NXT>.

The SPP issue price will be the lower of:

- the Placement Price of A\$17.15 per share; and
- the amount which represents the 5-day VWAP of fully paid ordinary shares in NEXTDC (**NEXTDC Shares**) traded on the ASX over the five trading days up to (and including) 4 October 2024 (**SPP Closing Date**) less a 2.5% discount, rounded down to the nearest cent (**Issue Price**).

Participation in the SPP is optional and is open to Eligible Shareholders (as defined in the section '*Am I eligible to participate?*') on the terms and conditions set out in this Offer Booklet. Any person who is not an Eligible Shareholder is not entitled to participate in the SPP or apply for any SPP Shares.

The terms and conditions of the SPP are provided in this Offer Booklet and the Application Form. Please read these materials in their entirety and seek any financial, legal and taxation or other advice you may require in relation to the SPP, before you decide whether to participate in the SPP.

Your right to participate in the SPP Offer (defined below) is not transferable. All SPP Shares issued under the SPP will rank equally with existing NEXTDC Shares.

How to apply for SPP Shares

To apply for SPP Shares, please follow the instructions in the Application Form. Your personalised Application Form can be accessed via <https://events.miraqle.com/nxt-offer/>.

In accordance with the instructions in your personalised Application Form, you must either:

- make a payment directly via BPAY® (noting that Eligible Shareholders in New Zealand cannot apply using BPAY® unless they have an Australian bank account); or
- if you are an Eligible Shareholder with a registered address in New Zealand and are unable to pay by BPAY®, you may pay for SPP Shares via electronic funds transfer (**EFT**), in accordance with the instructions on your personalised Application Form which can be accessed via <https://events.miraqle.com/nxt-offer/>.

Eligible Shareholders wishing to apply for SPP Shares must ensure that their payment is received by no later than 5.00pm (Sydney time) on Friday, 4 October 2024.

Questions and further information

This Offer Booklet and the ASX announcement released by NEXTDC to ASX on Tuesday, 10 September 2024 (**ASX Announcement**) contain important information about the SPP Offer. You should carefully

¹ 5-day Volume Weighted Average Price (VWAP) from 4 September 2024 to 10 September 2024 (inclusive) of A\$17.46.

² Closing price on 10 September 2024 of A\$17.84.

read and consider this Offer Booklet (in full) and the “Key Risks” section of the ASX Announcement before deciding whether to participate in the SPP Offer and apply for any SPP Shares.

NEXTDC will make an announcement as to the outcome of the SPP and the number of SPP Shares issued on or around Thursday, 10 October 2024.

If you have any questions in relation to how to participate in the SPP after reading this Offer Booklet, please contact the NEXTDC Limited SPP Offer Information Line between 8.30am and 5.30pm (Sydney time), Monday to Friday on 1300 131 678 (within Australia) or +61 1300 131 678 (outside Australia) or consult your financial or other professional adviser.

On behalf of the Board, I thank you for your continued support of NEXTDC and invite you to consider participating in the SPP Offer.

Yours sincerely



Douglas Flynn
Chairman

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Important Information

This offer booklet (Offer Booklet) does not provide financial, legal, taxation or other advice and has been prepared without taking account of any person's personal circumstances, investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

The offer of SPP Shares is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (Instrument 2019/547)* which grants relief from the requirement to issue a disclosure document for the SPP. This Offer Booklet is not a prospectus, product disclosure statement or other disclosure document and will not be lodged with ASIC or any other foreign regulator. You should rely on your own independent review, investigation and assessment of NEXTDC and the SPP Shares based on previous disclosure made by NEXTDC to ASX.

The laws of some countries prohibit or make impracticable participation in the SPP by certain overseas Shareholders. Unfortunately, Shareholders whose registered address is outside of Australia or New Zealand will not be able to participate in the SPP. The SPP does not constitute an offer of shares for sale in any other jurisdiction.

International offer restrictions

New Zealand

The SPP Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the *Financial Markets Conduct Act 2013* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*.

This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States

This document may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or any other jurisdiction in which such an offer would be illegal. The SPP Shares have not been, and will not be, registered under the U.S. *Securities Act of 1933*, as amended (**Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the SPP Shares may not be offered or sold, directly or indirectly, to persons in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States). The SPP Shares will only be offered and sold to persons who are outside the United States and who are not acting for the account or benefit of a person in the United States in "offshore transactions" (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S under the Securities Act.

Offer Details and Timetable

Issue Price	The lower of: <ul style="list-style-type: none">the Placement Price of A\$17.15; andthe amount which represents the 5-day VWAP of NEXTDC Shares traded on the ASX over the five trading days up to (and including) the SPP Closing Date less a 2.5% discount, rounded down to the nearest cent.
Minimum Application Amount	A\$1,000
Maximum Application Amount	A\$30,000
Permitted Application Amount	Any amount between the Minimum Application Amount and the Maximum Application Amount, in multiples of A\$1,000

An indicative timetable for the SPP is set out as follows:

Event	Date (and time if relevant)
SPP Record Date	7.00pm, Monday, 9 September 2024
SPP Opening Date	9.00am, Wednesday, 18 September 2024
SPP Closing Date	5.00pm, Friday, 4 October 2024
Results of SPP announced	Thursday, 10 October 2024
Allotment and issue of SPP Shares	Friday, 11 October 2024
Normal trading of SPP Shares	Wednesday, 16 October 2024
Despatch of holding statements	Wednesday, 16 October 2024

Dates and times shown above are indicative only and NEXTDC reserves the right to amend any or all of these dates in its absolute discretion (other than the dates that have passed), subject to the *Corporations Act 2001* (Cth) (**Corporations Act**), the Listing Rules of the ASX and any other applicable laws. The quotation of SPP Shares is subject to confirmation from the ASX. All references to time in this Offer Booklet are to Sydney time.

Terms of the SPP

SPP Offer

NEXTDC offers each Eligible Shareholder (defined below) the opportunity to purchase up to A\$30,000 worth of SPP Shares subject to, and in accordance with, the terms and conditions set out in this Offer Booklet (**SPP Offer**). The SPP Offer is capped at A\$200 million.

The SPP Offer opens at 9.00am on Wednesday, 18 September 2024 and closes at 5.00pm on Friday 4 October 2024 (or such other date as NEXTDC determines, in its absolute discretion).

Participation in the SPP is voluntary. If you choose not to participate in the SPP, your right to participate lapses at 5.00pm on Closing Date, being Friday 4 October 2024 (or such other date as NEXTDC determines, in its absolute discretion).

The SPP Offer is non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase SPP Shares to a third party.

The SPP Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.

All references to time are to Sydney time, unless otherwise indicated.

Am I eligible to participate?

Participation in the SPP Offer is open to the following Shareholders:

- all shareholders registered as holders of ordinary shares of NEXTDC at **7.00pm (Sydney time) on 9 September 2024 (Record Date)** and whose address in NEXTDC's share register is in Australia or New Zealand; and
- Shareholders who are Custodians or nominees that hold Shares on behalf of a beneficiary with a registered address in either Australia or New Zealand (an **Eligible Beneficiary**),

in each case, that are not in the United States and are not acting for the account or benefit of, a person in the United States (or, in the event such shareholders do act for the account or benefit of a person in the United States, they are not participating in the SPP in respect of that person) (together, **Eligible Shareholders**) on the terms and conditions provided in this Offer Booklet.

Custodians³ who are Eligible Shareholders may apply for SPP Shares on behalf of their beneficial holders as at the Record Date, according to the terms set out below. Custodians must certify that each beneficiary for whom it applies for SPP Shares has a registered address in Australia or New Zealand. Any person who is not an Eligible Shareholder is not entitled to participate in the SPP Offer.

The Board of NEXTDC has determined that it is either not lawful or not practical for shareholders in other jurisdictions to participate in the SPP.

Offers made under the SPP are not renounceable. Shareholders cannot transfer their right to acquire SPP Shares to any other person.

Participation in the SPP is entirely voluntary.

Each Eligible Shareholder may only participate in the SPP up to the maximum limit of A\$30,000, even if the shareholder has more than one registered holding:

- **Holdings receiving more than one offer:** If you are an Eligible Shareholder but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only subscribe to a maximum of A\$30,000 in applying for SPP Shares.
- **Joint holders:** If you are recorded with one or more other persons as a joint holder of a holding of shares on the Record Date, that joint holding is considered to be a single registered holding for the purpose of the SPP and the joint holders are entitled to participate in respect of that single holding only. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, the joint holders may only subscribe a maximum of A\$30,000 in applying for SPP Shares.

³ 'Custodian' is defined in section 4 (Definitions) of the Instrument 2019/547.

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- **Custodians, trustees and nominees:** If you are a Custodian and hold shares on behalf of one or more persons (**Participating Beneficiary**), you may subscribe a maximum of A\$30,000 in applying for SPP Shares for each Participating Beneficiary, subject to providing NEXTDC, via its share registry, namely Link Market Services Limited (**Registry**) with a notice in writing that you certify to NEXTDC the matters required by section 8 (Conditions) under the Instrument 2019/547 (**Custodian Certificate**). Custodians must also certify that each Participating Beneficiary has a registered address in Australia or New Zealand.

Please contact the Registry at <https://events.miracle.com/nxt-offer/> for a copy of the Custodian Certificate which is required to be attached to the Application Form and lodged with the Registry.

If you hold shares as a trustee or nominee for another person, but are not a Custodian, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings apply and you may only contribute a maximum of A\$30,000 in applying for SPP Shares. You are not eligible to participate on behalf of a person who resides outside Australia or New Zealand.

NEXTDC reserves the right to reject any application at its discretion, including but not limited to where the maximum application limit or any other term of the SPP has not been complied with.

Any shareholders who hold shares on behalf of persons who are in the United States or who act for the account or benefit of a person in the United States are not entitled to participate in the SPP on behalf of those persons.

How many shares can I apply for?

Subject to the terms and conditions of the SPP as set out in this Offer Booklet, the **Maximum Application Amount is A\$30,000** and the **Minimum Application Amount is A\$1,000**. You may apply for any amount between the Minimum Application Amount and the Maximum Application Amount, in multiples of A\$1,000 (**Permitted Application Amount**).

NEXTDC may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion.

In such circumstances, you may be issued SPP Shares with a value that is less than the value of SPP Shares you applied for, with the difference being refunded to you (without interest).

By applying for SPP Shares, you agree to be bound by the SPP's terms and conditions as set out in this Offer Booklet.

How to apply

Applications to acquire SPP Shares must be made in one of the following two ways:

- **BPAY®:** Submit your payment for SPP Shares via BPAY®⁴ by using the customer reference number shown on your Application Form which is required to identify your holding. If you use BPAY® to pay for SPP Shares, you do not need to return the Application Form. Payment must be received by **5.00pm (Sydney time) on Friday, 4 October 2024**. You can only make payment via BPAY® if you are the holder of an account with an Australian branch of a financial institution that supports BPAY® transactions.

You must take into account the cut-off times your financial institution has in advance of the SPP Closing Date. NEXTDC and the Registry accept no responsibility for any delay in the receipt of BPAY® or EFT payment. If you are an Eligible Shareholder with a registered address in New Zealand, your personalised Application Form will also contain instructions on how to pay via electronic funds transfer. If you are an Eligible Shareholder in Australia and you are unable to submit payment by BPAY®, you can contact the Offer Information Line to obtain alternate payment instructions.

⁴ BPAY is registered to BPAY Pty Limited ABN 69 079 137 518.

Important Note

By submitting your payment for SPP Shares via BPAY® you certify and represent to NEXTDC that the aggregate application money paid by you in any capacity (except as a Custodian) for the following does not exceed A\$30,000:

- the SPP Shares subject of the BPAY® payment;
- any other SPP Shares applied for under the SPP or any NEXTDC Shares issued under a similar arrangement in the 12 months before the date of your BPAY® payment;
- any other NEXTDC Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
- any other NEXTDC Shares issued to a Custodian under an arrangement similar to the SPP in the 12 months before the date of your BPAY® payment as a result of an instruction given by you to the Custodian or another Custodian and which resulted in you holding beneficial interests in NEXTDC Shares.

OR

- electronic funds transfer (available only for Eligible Shareholders with a registered address in New Zealand). If you are submitting payment via EFT, you must return your completed Application Form to the Registry via contacting the Registry at capitalmarkets@linkmarketservices.com.au. You must use your HIN/SRN as the reference/description of your payment otherwise your payment will not be accepted.

The Application Form includes a certification that the aggregate application money paid by you in any capacity (except as a Custodian) for the SPP Shares under your application and any other Shares issued to you, or to a Custodian on your behalf and at your instruction, under the SPP or any similar arrangement operated by NEXTDC in the 12 months before the date of your application, is not more than A\$30,000.

Custodians and nominees

The SPP is being extended to Eligible Shareholders who are Custodians or nominees and who wish to apply for SPP Shares on behalf of certain Eligible Beneficiaries. Custodians and nominees who are Eligible Shareholders may choose whether or not to extend the SPP to their Eligible Beneficiaries. Notwithstanding the foregoing, Custodians and nominees may not participate in the SPP on behalf of and may not distribute this Offer Booklet or any documents relating to this SPP to, any person in the United States. In the event that a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in respect of that Beneficiary.

If you wish to apply as a Custodian or nominee under the SPP to receive SPP Shares for one or more Eligible Beneficiaries, you must complete and submit an additional 'Custodian Certificate' that contains further certifications and details required by the ASIC Instrument before your application will be accepted.

Applications by Custodians or nominees that are not accompanied by a duly completed Custodian Certificate will be rejected. By applying as a Custodian on behalf of Eligible Beneficiaries to purchase SPP Shares, you certify (amongst other things) that each Eligible Beneficiary has not exceeded the A\$30,000 limit.

Custodians, trustees or nominees within the definition of 'custodian' in the Instrument 2019/547 also need to lodge a Custodian Certificate (see the '*Am I eligible to participate?*' section above for details). To request a Custodian Certificate or for further information about the custodian application process, please contact the Offer Information Line from 8.30am to 5.30pm (Sydney time) Monday to Friday (excluding public holidays) on 1300 131 678 (callers within Australia) or +61 1300 131 678 (callers outside Australia).

A Custodian will be ineligible to participate in the SPP if their participation would be in breach of the ASIC Instrument or the Corporations Act.

Please refer to the attached Application Form for further instructions on how to apply.

Participation is optional

Participation in the SPP is entirely optional (subject to the eligibility criteria set out in these terms and conditions). The offer to acquire SPP Shares is not a recommendation. If you are in any doubt about the SPP, whether you should participate in the SPP or how participation will affect you, you should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept this offer.

Pricing

The Issue Price for the SPP Shares will be the lower of:

- the Placement Price of A\$17.15; and
- the amount which represents the 5-day VWAP of NEXTDC Shares traded on the ASX over the five trading days up to (and including) the SPP Closing Date less a 2.5% discount, rounded down to the nearest cent.

Therefore, the maximum price that Eligible Shareholders will pay is the Placement Price.

NEXTDC will announce the Issue Price for the SPP after the SPP Closing Date.

The number of SPP Shares to be issued to each applicant will be calculated by dividing the value of the SPP Shares applied for by the Issue Price. If this calculation produces a fractional number, the number of SPP Shares issued will be rounded down to the nearest whole SPP Share.

There are risks associated with any stock market investment and we recommend that you obtain your own independent financial advice in relation to this SPP. In particular, there is a risk that NEXTDC's market price at the time that SPP Shares are issued will be less than their Issue Price. If this occurs, the value of your investment in SPP Shares will be less than the amount you invested. Accordingly, you should consider price movements of shares in NEXTDC before applying for SPP Shares.

Allocation of SPP Shares

The Board will not issue SPP Shares to an applicant if the issue of those SPP Shares, either alone or in conjunction with the issue of shares under other applications received by NEXTDC, would contravene any law, the Listing Rules of ASX or the Instrument 2019/547.

The Board of NEXTDC reserves the right at its discretion to cancel the SPP at any time up to the time of issue of SPP Shares, or to extend the SPP Closing Date.

If the SPP is cancelled or NEXTDC issues a lesser number of SPP Shares than a shareholder applied for, application money received from shareholders not applied in subscribing for SPP Shares will be returned to the applying shareholders, without interest, by way of direct credit to their nominated account, or cheque sent to their registered address, as shown in NEXTDC's register of members. Any interest received on application money may be retained by NEXTDC whether or not SPP Shares are issued.

Issue of SPP Shares

SPP Shares are expected to be issued by **Friday, 11 October 2024**. NEXTDC will, promptly after the issue of SPP Shares under the SPP, make an application for the SPP Shares to be quoted on ASX. The SPP Shares are expected to commence quotation on ASX on **Wednesday, 16 October 2024**. Holding statements setting out the number of SPP Shares allocated to you are expected to be despatched on **Wednesday, 16 October 2024**.

SPP Shares issued under the SPP will rank equally in all respects with all other NEXTDC Shares on the date of issue of the SPP Shares.

Costs of Participation

No brokerage, commissions or other transaction costs will be payable by participants in respect of the application for, and issue of, SPP Shares under the SPP.

Refunds

Any application monies refunded by NEXTDC will be paid using the bank account details of the relevant Eligible Shareholder as noted in the Registry's records. If no bank account details have been provided by that Eligible Shareholder, any refund will be paid via cheque sent to the address of the relevant Eligible Shareholder as noted in the Registry's records.

Eligible Shareholders can verify or update their bank account details online at <https://investorcentre.linkgroup.com/Login/Login> or by contacting the Registry at 1300 554 474.

Significance of applying for SPP Shares

A payment made through BPAY® or EFT constitutes a binding offer to acquire SPP Shares on the terms and conditions set out in this Offer Booklet and once lodged or paid, cannot be withdrawn. The Company's decision on whether to treat an acceptance as valid is final.

By making payment via EFT or BPAY®, you will also be deemed (to the maximum extent permitted by law) to have acknowledged, represented and warranted on your own behalf and on behalf of each person on whose account you are acting that:

- (a) you agree that once you have sent in your Application Package or made your BPAY® payment, you cannot withdraw or cancel your application except as allowed by law and your application is unconditional;
- (b) you have received a copy of this Offer Booklet and have been informed that you should read, this Offer Booklet and your personalised Application Form in their entirety;
- (c) you accept the SPP Offer and irrevocably and unconditionally agree to the terms and conditions of the SPP set out in this Booklet (including the Application Form) and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (d) if you are a natural person, you are at least 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Application Form;
- (e) all details and statements in your application are true and complete and not misleading;
- (f) you are an Eligible Shareholder and that you are lawfully permitted to:
 - (i) apply for the SPP Shares; and
 - (ii) participate in the SPP in accordance with the terms and conditions of this Offer Booklet and any applicable laws and specifically that you are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that you do act for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person);
- (g) you certify that, even if you have received more than one offer under the SPP or received offers in more than one capacity, the aggregate application money paid by you in any capacity (except as a Custodian) for the following does not exceed A\$30,000:
 - (i) the SPP Shares subject of the Application Form or BPAY® payment;
 - (ii) any other NEXTDC Shares issued to you under the SPP or any NEXTDC Shares issued under a similar arrangement in the 12 months before the date of your Application Form or BPAY® payment;
 - (iii) any other NEXTDC Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
 - (iv) any other NEXTDC Shares issued to a Custodian under an arrangement similar to the SPP in the 12 months before the date of your Application Form or BPAY® payment as a result of an instruction given by you to the Custodian or another Custodian and which resulted in you holding beneficial interests in NEXTDC Shares;
- (h) you are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that you do act for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person);
- (i) you have been informed that the SPP Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the SPP Shares may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States;
- (j) the SPP Shares may only be offered and sold to Eligible Shareholders in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act;

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- (k) you have not, and will not, send this Offer Booklet or any materials relating to the SPP to any person outside of Australia or New Zealand, including in the United States;
 - (l) if in the future you decide to sell or otherwise transfer the SPP Shares, you will only do so in the regular way for transactions on ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person outside of Australia or New Zealand, including in the United States; and
 - (m) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand (and is not in the United States and is not acting for the account or benefit of a person in the United States), and you have not sent this Offer Booklet, or any materials relating to the SPP to any person outside Australia and New Zealand (including, without limitation, to any person in the United States or to any person acting for the account or benefit of a person in the United States);
 - (n) if you are a Custodian or nominee and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares:
 - (i) you are a Custodian (as that term is defined in the ASIC Instrument) or a nominee;
 - (ii) you held NEXTDC Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for NEXTDC Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this Offer Booklet;
 - (iii) you are not applying for NEXTDC Shares on behalf of any Eligible Beneficiary with an application price of more than A\$30,000 under the SPP;
 - (iv) your application will not be accepted unless you duly complete and submit a Custodian Certificate; and
 - (v) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
 - (o) you authorise NEXTDC (and its officers or agents) to correct any error or omission in your Application Form and to complete the Application Form by inserting missing minor details as NEXTDC may elect to do so;
 - (p) NEXTDC may determine that your Application Form is valid and in accordance with the terms and conditions in this Offer Booklet, even if it is incomplete, contains errors or is otherwise defective;
 - (q) you accept the risk associated with any refund that may be sent to you by direct credit to your nominated account, or cheque to your address, as shown on NEXTDC's register of members;
 - (r) you are responsible for any dishonour fees or other costs which NEXTDC may incur if your cheque for payment is dishonoured;
 - (s) if there is a rounding down of a fractional number of SPP Shares, amounts of A\$2.00 or greater will be refunded to you and any remaining balance of your payment after your allotment that is less than A\$2.00 will form part of the assets of NEXTDC and will not be refunded;
 - (t) no interest will be paid on any application money held pending the allotment of SPP Shares or subsequently refunded to you for any reason;
 - (u) none of NEXTDC, its advisers or agents have provided you with investment, financial product advice or taxation advice in relation to the SPP Offer, and that they have no obligation to provide advice to you about your decision to apply for and buy SPP Shares; and
 - (v) NEXTDC and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in the terms and conditions in this Offer Booklet.

Scale back

The SPP Offer is capped at A\$200 million.

- (a) Applications may be scaled back (in whole or in part) at the absolute discretion of NEXTDC. If a scale back is applied, it is NEXTDC's intention that the scale back will be applied having regard to the pro rata shareholding of Eligible Shareholders who apply for SPP Shares.
- (b) If there is a scale back you may receive less than the parcel of SPP Shares for which you apply.

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- (c) If a scale back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be issued will be rounded up or down at NEXTDC's discretion to the nearest whole number of SPP Shares.
 - (d) If there is a scale back, the difference between the application monies received from you, and the number of SPP Shares allocated to you multiplied by the Issue Price will be refunded to you (without interest).

Variation and termination

- (a) NEXTDC reserves the right at any time to:
 - (i) amend or vary these terms and conditions;
 - (ii) waive strict compliance with any provision of these terms and conditions;
 - (iii) withdraw the SPP Offer or suspend or terminate the SPP;
 - (iv) vary the timetable for the SPP, including the SPP Closing Date; and
 - (v) not accept an application, not issue SPP Shares or issue SPP Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian or nominee applying on behalf of its Eligible Beneficiaries).
- (b) In the event that the SPP is withdrawn or terminated, all application monies will be refunded to Eligible Shareholders in full. No interest will be paid on any application monies refunded to you.

Disputes

NEXTDC may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application, and the decision of NEXTDC will be conclusive and binding on all participants and other persons to whom the determination relates.

The powers of NEXTDC under these terms and conditions may be exercised by the directors or any delegate of the directors.

ASIC relief

This offer of SPP Shares is made in accordance with the Instrument 2019/547, which grants relief from the requirement to prepare a disclosure document for the SPP subject to certain terms and conditions.

NEXTDC has, prior to the release of this Offer Booklet, given a notice to ASX that complies with the requirements of the Instrument 2019/547.

Privacy policy

Chapter 2C of the Corporations Act requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a securityholder.

NEXTDC and the Registry may collect personal information to process your application, implement the SPP and administer your shareholding. The personal information contained in the register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to securityholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.

Your personal information may be disclosed to joint investors, the Registry, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of NEXTDC and its agents and contractors, and to the ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

The Registry's privacy policy is available on their website at https://www.linkgroup.com/docs/Link_Group_Privacy_Policy.pdf.

More information

If you have any enquiries concerning the SPP, please contact:

- your financial adviser; or
- the NEXTDC Limited SPP Offer Information Line between 8.30am and 5.30pm (Sydney time), Monday to Friday on 1300 131 678 (within Australia) or +61 1300 131 678 (outside Australia).

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Corporate Directory

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Registry

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