



N E X T D C

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2024

Notice of Annual General Meeting

1 July 2023 to 30 June 2024 | NEXTDC Limited | ABN 35 143 582 521

Chairman's Letter

Dear Shareholders

On behalf of the Directors of NEXTDC Limited (NXT), I am delighted to invite you to this year's Annual General Meeting (AGM or Meeting) which will be held on Friday 22 November 2024, commencing at 11:00am (AEDT). The Notice of Meeting which gives details of the business that is to be conducted and further information on how the Meeting will be held is available on <https://www.nextdc.com/investor-centre>.

As was the case last year, the AGM will be held as a hybrid meeting. Shareholders may attend in person at our S3 Data Centre located at 2 Broadcast Way, Artarmon, NSW 2064, or virtually via an online AGM platform that enables shareholders to fully participate in the Meeting (including voting and asking questions in real time). A telephone line will also be available if shareholders would like to ask questions.

You can access the online AGM platform via the following link:

<https://meetings.linkgroup.com/NXT24>.

We recommend logging into the online AGM platform at least 15 minutes prior to the scheduled start time.

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

Should there be any changes to the timing or arrangements of the AGM, we will update shareholders on both our website and by making announcements on the ASX platform.

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

- To obtain a voting card, 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 the 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 online AGM platform:
 - you will need a desktop computer, laptop or mobile/tablet device with internet access;
 - you can log into the online AGM 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 watch the meeting and ask questions or make written comments during the AGM, via the functionality in the online AGM platform; and
 - a telephone line will also be available for shareholders who wish to ask questions verbally (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. Proxy appointments must be received by the registry by 11:00am (AEDT), **Wednesday 20 November 2024**.

We value your support and hope you can attend the meeting in person or virtually.

Yours sincerely



Douglas Flynn
Chairman
NEXTDC Limited



Notice of Annual General Meeting and Explanatory Memorandum

Date of meeting:

Friday 22 November 2024

Time of meeting:

11.00am (AEDT)

Hybrid meeting:

IN PERSON

2 Broadcast Way
Artarmon, NSW 2064 Australia

VIRTUAL

Accessible at
<https://meetings.linkgroup.com/NXT24>

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.

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 22 November 2024 at the S3 Data Centre, 2 Broadcast Way, Artarmon, NSW 2064 and online at <https://meetings.linkgroup.com/NXT24>. Registration will commence at 10:30am (AEDT).

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

If you 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 line, please call Link Market Services on 1800 990 363 (inside Australia) or +61 1800 990 363 (outside Australia) by 11:00am (AEDT) on Wednesday 20 November 2024, to register your participation and obtain the required access code.

For those attending virtually we recommend logging into the online AGM platform at least 15 minutes prior to the scheduled start time for the AGM by visiting <https://meetings.linkgroup.com/NXT24>.

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>.

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 (including Appendix A).



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 2024.

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:

"To adopt the Remuneration Report of the Company (as set out in the Directors' Report) for the financial year ended 30 June 2024."

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 Mr Douglas Flynn, as a Director

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

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

3. Resolution 3 – Increase in the maximum aggregate annual remuneration of Non-executive Directors

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

"That, for the purposes of ASX Listing Rule 10.17, clause 61 of the Company's Constitution and for all other purposes, the maximum aggregate annual remuneration that may be paid by the Company as remuneration for the services of the Company's Non-executive Directors be increased by \$200,000 from \$2,000,000 to \$2,200,000 with effect on and from 1 July 2024."

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

4. Resolution 4 – Ratification of issue of shares under institutional placement

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 32,069,971 ordinary shares at \$17.15 per share, under an institutional placement on 16 September 2024, is approved."

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

5. Resolution 5 – Approval of grant of Rights to Mr Craig Scroggie under the FY25 Long Term Incentive Plan

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the grant of 97,206 Performance Rights and 97,206 Restricted Rights to the Managing Director and Chief Executive Officer, Mr Scroggie, for FY25 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 20 November 2024**. Proxy Forms received after this time will not be effective for the Meeting.

The Proxy Form may be:

Lodged online at:

www.linkmarketservices.com.au

(once you have logged in go to "Voting" and follow the prompts)

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

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, unless you 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 20 November 2024** 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.

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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 <http://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 submitted 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 15 November 2024**) 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. The Chairman of the Meeting may direct that individuals limit themselves to two (2) questions for each item of business to enable other shareholders to also participate. 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 AGM platform at <https://meetings.linkgroup.com/NXT24>.

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

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>.

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 20 November 2024 even if they plan to attend the Meeting online.

6.7 Voting exclusions

In accordance with the Corporations Act and the ASX 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 2024 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 3:

- i)** in favour of the resolution by or on behalf of a Director or any of their Associates (regardless of the capacity in which the vote is cast); or
- ii)** as a 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 3,
- 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 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 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.

c) Resolution 4:

- i)** in favour of the resolution by or on behalf of any person who participated in the issue or any of their Associates (regardless of the capacity in which the vote is cast),
unless the vote is cast on Resolution 4:
- ii)** 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
- iii)** as 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 decides; or
- iv)** 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.

d) Resolution 5:

- i)** in favour of the resolution by or on behalf of Mr Scroggie, who is eligible to participate in the NEXTDC Limited Equity Incentive Plan, or any of his 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 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 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, 3 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 vote, 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: 21 October 2024



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 22 November 2024.

The Explanatory Memorandum forms part of, and should be read in conjunction with, the Notice of Meeting. 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.

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 2023 to 30 June 2024, which has been sent to Shareholders who requested a copy and is available on the Company's website at www.nextdc.com.

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 Mr Douglas Flynn, as a Director

ASX Listing Rule 14.5 requires that the Company hold an election of Directors at each Annual General Meeting. In accordance with ASX Listing Rule 14.4 and Rule 58 of the Company's Constitution, Mr Flynn retires from office and submits himself for re-election.

Douglas (Doug) was appointed to the Board in September 2013 as an Independent Non-executive Director and subsequently was appointed as Chairman in April 2014. The Board still considers that Doug is an Independent Director.

Doug has over 30 years of international experience in the media and information and communication technology industries, including holding various senior management and board positions. He has had extensive experience in building international networked businesses including currently in East Asia and elsewhere.

Doug is the current Chairman of IMEXHS Limited, a Latin America based medical imaging technology provider.

Previously, Doug was Chief Executive of newspaper publisher, Davies Brothers Limited, which was acquired by News Corporation in 1989. In 1995, he was appointed the Managing Director of News International Plc.

After leaving News International in 1998, Doug joined Aegis Group Plc and was appointed as CEO in 1999, where he was instrumental in doubling the size of the company and established a global market research business, Synovate and internet services business Isobar.

From 2005 to 2008, Doug served as the Chief Executive of facilities management provider Rentokil Initial Plc.

Doug graduated in Chemical Engineering from the University of Newcastle, New South Wales and received a Master of Business Administration with distinction from the University of Melbourne.

The Board believes that Mr Flynn continues to provide a valuable contribution to the Board, with his extensive expertise and experience in the media, IT and communications sectors.

Recommendation

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

3. Resolution 3 – Increase in the maximum aggregate annual remuneration of Non-executive Directors

ASX Listing Rule 10.17 and the Company's Constitution require that any increase to the maximum aggregate amount of directors' fees that may be paid to the Non-executive Directors in any year be determined by Shareholders in a general meeting.

The current maximum aggregate amount of directors fee is \$2,000,000 per annum which was last approved at the Company's 2023 AGM.

The Board considers that it is reasonable and appropriate to seek an increase in the remuneration pool to allow for incremental adjustments to Board and Committee fees in compensation of the workload, time commitment and responsibility of the Board and its Committees and the growth in the operations of the Company and its market position both in Australia and abroad. The Board does not intend to utilise the entire increase in the maximum aggregate fee limit in the short term.

The Board intends to continue to undertake further benchmarking of Non-executive Director remuneration, with reference to companies of a similar size in Australia, as indicated by market capitalisation, to ensure its remuneration of Non-executive Directors remains appropriate.

Accordingly, Shareholder approval is sought to increase the maximum aggregate fee limit by \$200,000, from \$2,000,000 to \$2,200,000 per annum. If approval is not given under Resolution 3, this fee limit will remain at \$2,000,000 per annum. This means that the Board will not have the flexibility to adjust fees as anticipated above, and any adjustments to Board and Committee fees will need to be considered in the context of the current maximum aggregate fee limit.

No Non-executive Director has been issued securities within the past 3 years pursuant to Shareholder approval under ASX Listing Rules 10.11 or 10.14.

Recommendation

Given the interest of the Non-executive Directors in this matter, the Board makes no recommendation in relation to Resolution 3.

4. Resolution 4 – Ratification of issue of shares under institutional placement

On 16 September 2024, the Company completed an institutional placement of 32,069,971 ordinary shares at \$17.15 per share (the Placement Shares) to provide funding and flexibility to enable the Company to acquire sites in Asia earmarked for the development of new data centre facilities as well as general corporate purposes and transaction costs. The Placement Shares were issued to institutional investors and ranked equally in all respects with existing ordinary shares on issue (see Additional Information below). Information regarding the placement was announced to the ASX on 10 September 2024.

Why is the Company seeking shareholder approval?

Subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of securities that a company may issue without Shareholder approval in any 12-month period to 15% of its issued securities (15% placement capacity). The issue of the Placement Shares was made within the Company's 15% placement capacity.

ASX Listing Rule 7.4 provides that an issue of shares by a company made pursuant to ASX Listing Rule 7.1 is treated as having been made with shareholder approval for the purposes of ASX Listing Rule 7.1, if such issue is subsequently approved by the company's shareholders.

Accordingly, the Company seeks Shareholder ratification for the issue of the Placement Shares to 'replenish' the Company's 15% placement capacity and give it the flexibility to issue further equity securities up to that limit during the applicable 12-month period.

Notwithstanding an approval by Shareholders of Resolution 4, any future equity raisings would remain subject to the 15% placement capacity limit set out in ASX Listing Rule 7.1.

If Resolution 4 is not approved, the Company's 15% placement capacity will not be replenished, limiting the Company's ability to raise funds by issuing further equity securities during the 12 month period following the issue of the Placement Shares. The requirement to obtain Shareholder approval for any future issue of equity securities, before the issue, could limit the Company's ability to take advantage of future market opportunities that may arise.

Additional information

In accordance with ASX Listing Rule 7.5, the following additional information is provided in relation to Resolution 4:

Type of security	ordinary shares
Number of securities issued	32,069,971
Date of issue	16 September 2024
Issue price	\$17.15
Terms of the securities	Placement Shares rank equally in all respects from the issue date with the existing ordinary shares on issue.
Person(s) to whom the securities were issued (or basis on which those persons were identified or selected)	Placement Shares were issued to existing institutional investors in the Company at the time of the placement, as well as new institutional investors, as selected by the Company in consultation with its advisors.
Use (or intended use) of the funds raised	To provide funding and flexibility to enable the Company to acquire sites in Asia earmarked for the development of new data centre facilities as well as general corporate purposes and transaction costs.

Recommendation

The Board unanimously recommends that Shareholders vote in favour of ratifying the issue of shares outlined in Resolution 4.

5. Resolution 5 – Approval of grant of Rights to Mr Craig Scroggie under the FY25 Long Term Incentive (LTI) Plan

The Company proposes to grant Mr Scroggie 97,206 Performance Rights and 97,206 Restricted Rights for FY25 pursuant to the Company's LTI Plan under the NEXTDC Limited Equity Incentive Plan (EIP). For this year, and to ensure Mr Scroggie is adequately incentivised for his ongoing service to the Company, the Board has proposed an increase in the percentage of base salary upon which his Performance Rights and Restricted Rights are calculated. The Board proposes an increase from 150% to 200% of base salary, which increase is reflected in the number of rights specified above.

Background

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.

Why approval is being sought

ASX Listing Rule 10.14 requires the Company to obtain the approval of Shareholders to grant equity securities under an employee incentive scheme to a Director (ASX Listing Rule 10.14.1) or an associate of a Director (ASX Listing Rule 10.14.2). As Mr Scroggie is the CEO and Managing Director of NEXTDC, he falls within ASX Listing Rule 10.14.1 and therefore requires Shareholder approval under ASX Listing Rule 10.14 prior to being granted equity securities under the LTI Plan.

If Resolution 5 is not approved, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Scroggie.

If Resolution 5 is approved, the Performance Rights and Restricted Rights will be issued to Mr Scroggie within 12 months of the Meeting.

Key features of the FY25 LTI Plan

The key features of Mr Scroggie's proposed FY25 LTI award are disclosed in Appendix A (which forms part of this Explanatory Memorandum) noting there have been some changes in the entitlements to Mr Scroggie's allocation, which are explained in the Appendix.

Recommendation

The Board (other than Mr Scroggie) unanimously recommends that Shareholders vote in favour of the grant of Performance Rights and Restricted Rights to Mr 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 2024 Annual General Meeting of NEXTDC.

Associate has the meaning given in the ASX Listing Rules.

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

ASX Listing Rules means the official listing rules of ASX.

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; **Director** has a corresponding meaning.

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.

Meeting means the AGM to be held 11:00am (AEDT), on Friday 22 November 2024.

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 FY25 award of Performance Rights and Restricted 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 FY25 LTI award is being granted in the form of Performance Rights and Restricted Rights (together, Rights).</p> <p>The Company grants Rights under the EIP because they create strong economic alignment between the CEO and Shareholders while providing greater flexibility than Shares.</p> <p>Each Right will vest and become exercisable subject to the satisfaction of underlying conditions measured over a performance period. On exercise, each vested Right generally entitles the CEO to receive one Share in the Company. The Company uses 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 Rights vest and are exercised.</p>
Mix of Performance Rights and Restricted Rights	<p>The offer comprises 50% Performance Rights and 50% Restricted Rights, constituting the CEO's total FY25 LTI opportunity.</p>
Number of Rights	<p>A total of 194,412 Rights will be offered to the CEO in FY25:</p> <ul style="list-style-type: none"> ▪ 97,206 Performance Rights; and ▪ 97,206 Restricted Rights. <p>The number of Rights has been calculated by dividing his maximum award value of A\$3,353,618 (being 200% of his annual base salary) by A\$17.25 (being the volume-weighted average price of NEXTDC Shares over the 10 trading days following the release of the Company's FY24 audited accounts).</p>
Amount payable for 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 Rights.</p>
Performance period	<p>Vesting of the FY25 award occurs over a performance period of 3 – 5 years.</p> <p>Performance Rights:</p> <ul style="list-style-type: none"> ▪ Tranche 1 (50% of the Performance Rights), which will be tested after 3 years and be eligible to vest at that time; and ▪ Tranche 2 (50% of the Performance Rights), which will be tested after 4 years and be eligible to vest at that time. <p>Restricted Rights:</p> <ul style="list-style-type: none"> ▪ Tranche 1 (33.3% of the Restricted Rights), which will be tested after 3 years and be eligible to vest at that time; ▪ Tranche 2 (33.3% of the Restricted Rights), which will be tested after 4 years and be eligible to vest at that time; and ▪ Tranche 3 (33.4% of the Restricted Rights), which will be tested after 5 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 FY24 results) to the end of the day of the release of the Company's full year results for the relevant year (in this case, it is FY27, FY28 and FY29). No component will be subject to re-testing.</p>

Aspect	Details										
Performance conditions	<p>Performance Rights:</p> <p>Vesting of each tranche of the Performance Rights is subject to the following conditions:</p> <ol style="list-style-type: none"> Gateway Hurdle <p>Vesting of the Performance Rights is 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> 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 border="1" data-bbox="502 772 1173 1220"> <thead> <tr> <th data-bbox="502 772 869 884">NEXTDC's TSR over the Performance Period for the relevant Tranche</th> <th data-bbox="869 772 1173 884">% of Performance Rights to Vest in relevant Tranche</th> </tr> </thead> <tbody> <tr> <td data-bbox="502 884 869 952">Less than TSR of Index</td> <td data-bbox="869 884 1173 952">0%</td> </tr> <tr> <td data-bbox="502 952 869 1019">At TSR of Index</td> <td data-bbox="869 952 1173 1019">25%</td> </tr> <tr> <td data-bbox="502 1019 869 1131">Between TSR of Index and TSR of Index + 5% p.a.</td> <td data-bbox="869 1019 1173 1131">Pro rata vesting from 25% to 100% on a straight-line basis</td> </tr> <tr> <td data-bbox="502 1131 869 1220">TSR of Index + 5% p.a. or greater</td> <td data-bbox="869 1131 1173 1220">100%</td> </tr> </tbody> </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> <p>Restricted Rights:</p> <p>Vesting of each tranche of the Restricted Rights is subject the following conditions:</p> <ol style="list-style-type: none"> Service <p>Vesting of Restricted Rights is subject to the CEO remaining employed with NEXTDC at the end of the performance period of each relevant tranche. See below for how the Restricted Rights would be treated in the event the CEO leaves NEXTDC.</p> Underpinning conditions <p>Vesting of Restricted Rights is also subject to underpinning conditions:</p> <ul style="list-style-type: none"> Positive TSR for the performance period; and Behavioural assessment based on Board discretion, ensuring the CEO has not acted in breach of the Company's code of conduct. 	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%										

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Aspect	Details
Vesting and exercise of Rights	<p>At the end of the applicable performance period, the Board will determine if and to what extent the performance/vesting conditions have been satisfied and the number of Rights that will vest and become exercisable. Any Rights that do not vest when they are tested will immediately lapse.</p> <p>Upon vesting, the CEO is entitled to exercise the Rights (at no cost). On exercise, the Rights will be settled in Shares or, at the Board's discretion, with an equivalent cash payment. It is intended that vested and exercised Rights would be satisfied mainly in the form of Shares.</p> <p>Any vested 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>
Cessation of employment	<p>If the CEO's employment is terminated for cause or the CEO resigns, unvested 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 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 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 / vesting 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 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 or on a pro-rata basis where a TSR Hurdle does not apply.</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 Rights.</p> <p>However, on vesting and exercise of the 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 alternatively 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 2024 contains further details about the EIP.</p>

Aspect	Details						
Reasons for the change in entitlement	<p>The Board and Remuneration Committee review the appropriateness of the EIP on an annual basis. The Board is of the opinion that the current structure of the LTI, most recently amended in 2023 to create separate classes of Performance Rights and Restricted Rights, (see detail above), remain appropriate. However, the Board is of the view that, in order to appropriately incentivise Mr Scroggie, the total percentage of base salary upon which his entitlements are calculated, should be increased from 150% to 200%.</p> <p>In his role as CEO and Managing Director, Mr Scroggie is a key executive of the Company and plays an important role in leading the execution of the Company's growth strategies and business objectives. The Board notes that, over the past three years, NEXTDC delivered compound annual growth of 18% in total revenue and 15% in underlying EBITDA.</p> <p>The Board believes that the increase in Rights allocation will deliver further value for Shareholders and will properly incentivise the CEO going forward.</p>						
Additional information	<p>In accordance with ASX Listing Rule 10.15, the following information is provided in relation to the proposed grant of Rights to the CEO pursuant to the LTI Plan:</p> <ul style="list-style-type: none"> ▪ Mr Scroggie's current total remuneration: <table border="1" data-bbox="456 831 1426 1106"> <tbody> <tr> <td data-bbox="456 831 890 925">Fixed Annual Remuneration (FAR)</td> <td data-bbox="890 831 1426 925">A\$1,676,809 (inc Super)</td> </tr> <tr> <td data-bbox="456 925 890 1014">FY25 Short Term Incentive</td> <td data-bbox="890 925 1426 1014">150% of FAR (maximum) if stretch target is achieved.</td> </tr> <tr> <td data-bbox="456 1014 890 1106">FY25 Long Term Incentive</td> <td data-bbox="890 1014 1426 1106">200% of FAR (maximum) if stretch target is achieved.</td> </tr> </tbody> </table> ▪ 2,368,712 Rights have been issued to Mr Scroggie for nil consideration under the EIP since the Plan was established in 2016. ▪ Aside from Mr Scroggie, no Directors (or Associates of Directors) are entitled to participate in the Company's LTI Plan under the EIP. ▪ No loan will be made by NEXTDC in connection with the acquisition of Rights under the LTI Plan. ▪ Details of any 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. 	Fixed Annual Remuneration (FAR)	A\$1,676,809 (inc Super)	FY25 Short Term Incentive	150% of FAR (maximum) if stretch target is achieved.	FY25 Long Term Incentive	200% of FAR (maximum) if stretch target is achieved.
Fixed Annual Remuneration (FAR)	A\$1,676,809 (inc Super)						
FY25 Short Term Incentive	150% of FAR (maximum) if stretch target is achieved.						
FY25 Long Term Incentive	200% of FAR (maximum) if stretch target is achieved.						

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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
<https://investorcentre.linkgroup.com>

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
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

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 (AEDT) on Friday, 22 November 2024 (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 **2 Broadcast Way, Artarmon, NSW 2064, Australia** or logging in online at <https://meetings.linkgroup.com/NXT24> (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, 3 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, 3 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

Resolutions	For	Against	Abstain*	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Douglas Flynn, as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Increase in the maximum aggregate annual remuneration of Non-executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of issue of shares under institutional placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of grant of Rights to Mr Craig Scroggie under the FY25 Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<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 PRX2401N



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:

- 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
- 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 (AEDT) on Wednesday, 20 November 2024**, 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

<https://investorcentre.linkgroup.com>

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 <https://investorcentre.linkgroup.com> 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*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services (part of Link Group) will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

Virtual Meeting Online Guide

For personal use only

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
- Edge – 92.0 and up

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

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Step 1

Open your web browser and go to <https://meetings.linkgroup.com/NXT24>

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.

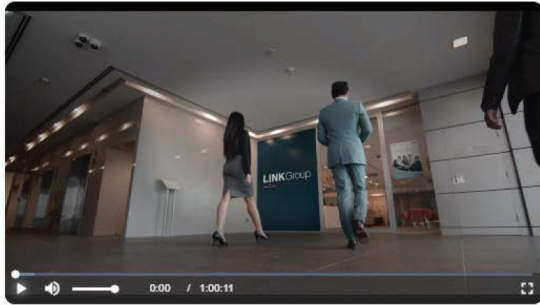
This will bring up a box which looks like this.

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.



Link Market Services Meeting

+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio's
- Sustainability Report
- Notice of meeting
- Online Guide
- Annual Report

JOHN SAMPLE | *****0014

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the shareholder's voting instructions.

Full Vote | **Partial Vote**

Resolution 1 For Against Abstain

GENERAL BUSINESS

SUBMIT 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.

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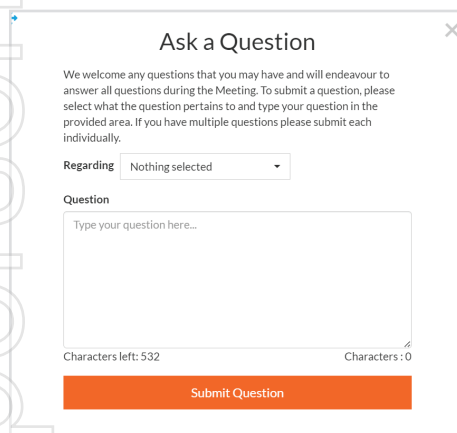
Virtual Meeting Online Guide *continued*

2. How to ask a question

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

If you have yet to obtain a voting card, you will be prompted to enter your security holder 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 pop up and you have the option to type in a written question or ask an audio question over the phone line.



The 'Ask a Question' dialog box contains the following elements:

- Title:** Ask a Question
- Text:** 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.
- Regarding:** A dropdown menu with 'Nothing selected'.
- Question:** A text input field with the placeholder 'Type your question here...'
- Character Count:** 'Characters left: 532' and 'Characters: 0'.
- Button:** 'Submit Question' (orange).

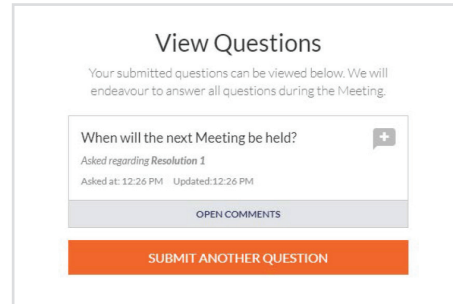
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

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 contains the following elements:

- Title:** View Questions
- Text:** Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.
- Question Card:**
 - Title:** When will the next Meeting be held?
 - Text:** Asked regarding Resolution 1
 - Metadata:** Asked at: 12:26 PM Updated: 12:26 PM
 - Button:** OPEN COMMENTS
- Bottom Button:** SUBMIT ANOTHER QUESTION (orange)

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.

Phone Participation

Registrations must be completed by 11:00am (AEDT) on Wednesday, 20 November 2024, being not later than 48 hours before the commencement of the meeting.

What you will need

- a) Land line or mobile phone
- b) The name 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, call: +61 1800 870 861 (within Australia)
+61 2 9189 8866 (International)

Step 2

You will be greeted with a welcome message and provided 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 enter your **PIN** followed by the hash key. This will verify you as a Member and allow you to ask a question and vote on the resolutions at the Meeting.

Step 3

Once you have entered your **PIN**, you will be greeted by a moderator. Once the moderator has verified your details you will be placed into a waiting room and 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 vote or 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 on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

The moderator will ask you what item of business your question relates to? Let the moderator know if your question relates to General Business or the Resolution number.

Your question will be taken over the phone by the moderator, and will then be put into the online queue.

You will also be asked if you have any additional questions.

Step 3

When it is your time to ask your question, you will hear an auto prompt that your line has been unmuted and you can then start speaking.

Note, if at any time you no longer wish to ask your question, you can lower your hand by **pressing *1** on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Contact us

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