2026 ANNUAL GENERAL MEETING

AGM will commence on Friday, 20 November 2026 at 11:00am AEDT



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BOARD OF DIRECTORS



DOUGLAS FLYNN
NON-EXECUTIVE
CHAIRMAN



STUART DAVIS
NON-EXECUTIVE
DIRECTOR



DR EILEEN DOYLE
NON-EXECUTIVE
DIRECTOR



TAN SRI JAMALUDIN IBRAHIM
NON-EXECUTIVE
DIRECTOR



STEVE SMITH
NON-EXECUTIVE
DIRECTOR



MARIA LEFTAKIS
NON-EXECUTIVE
DIRECTOR



CRAIG SCROGGIE
CHIEF EXECUTIVE OFFICER AND
MANAGING DIRECTOR



DEBORAH PAGE AM
NON-EXECUTIVE
DIRECTOR

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AGENDA

- WELCOME AND INTRODUCTIONS
- CONDUCT OF MEETING
- CHAIRMAN'S ADDRESS
- CEO'S ADDRESS
- STATUTORY REPORTS
- RESOLUTIONS
- Q&A



NEXTDC

where AI thrives™

2026

16th ANNUAL GENERAL MEETING

CHAIRMAN'S ADDRESS



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CHAIRMAN'S AGENDA

As the operating environment evolves rapidly, NEXTDC is taking decisive action to strengthen execution, restore confidence and deliver the long-term opportunity ahead

Our business and the opportunity ahead

- Long-term investment case remains intact
- Demand remains strong around Cloud, AI and digital transformation
- NEXTDC has built a portfolio of strategically valuable critical infrastructure assets
- Strong underlying business fundamentals, forward order book and high-quality customer ecosystem

Maximising shareholder value

- Recent opportunistic acquisition of a 9.9% interest in NEXTDC by Ackland Investments No.1 (Goodman Group and Digital Realty), underscores the strong inherent value of the Company's underlying assets
- NEXTDC responded in ASX releases dated 5 and 9 November 2026
- Share price paid by Ackland does not reflect strategic value of assets, infrastructure and customers
- Board will evaluate credible proposals and seek to maximise shareholder value

Managing execution risk

- Strengthen approach to managing execution risk in a rapidly evolving landscape
- Enhance Board oversight and accountability over M3 issue
- Upgraded FY27 guidance and reaffirmed capital expenditure guidance
- Set measurable commitments, with progress reported at the 1H27 result in February 2027

THE NEXTDC OPPORTUNITY

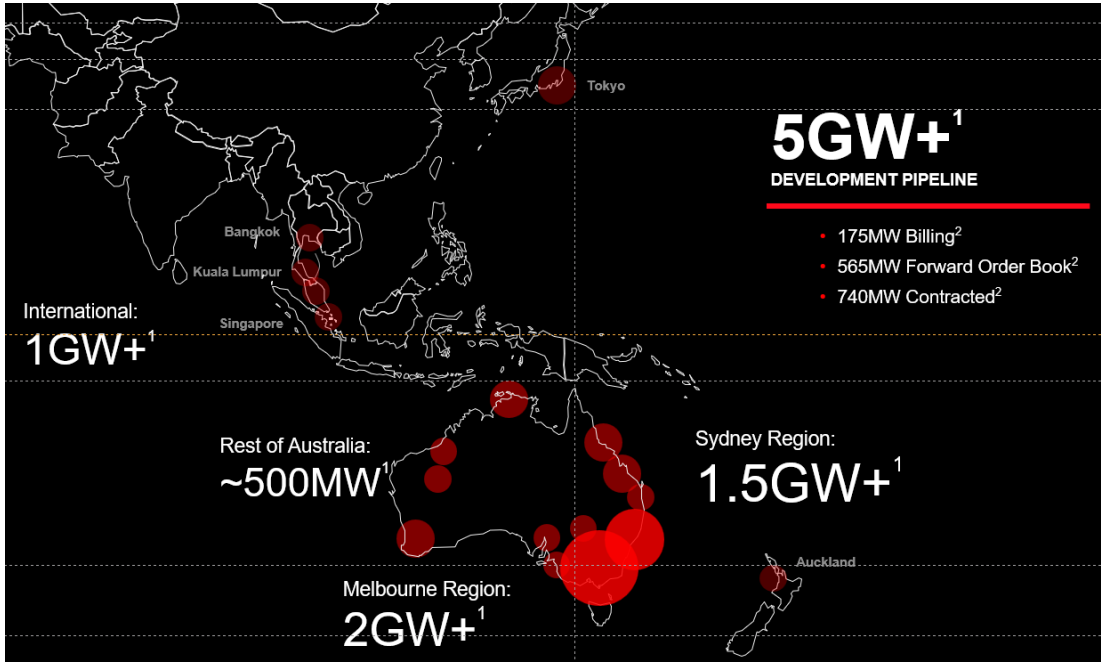
NEXTDC remains well placed to deliver value for shareholders, with strong underlying business fundamentals and a solid financial position

World-class assets
NEXTDC is recognised globally for the design, construction, and operation of Australia's only national network of Uptime Institute certified Tier III and Tier IV facilities

A pipeline of contracted capacity
The largest contracted pipeline in our history with a record Forward Order Book of 565MW[2], which includes the affected M3 contracts

Focused on delivery and customer relationships
Affected M3 capacity remains under contract, subject to customer's rights, and FY27 capital is focused on delivering contracted customer capacity

Well placed to deliver and capture value for shareholders
Strong demand for capacity in every market backed by a robust balance sheet and access to diversified funding sources, providing significant financial flexibility



1. 5GW development pipeline is subject to development approvals, new site acquisitions and partnerships
2. Forward Order Book figure represents the difference between pro forma contracted utilisation of 740MW and billing utilisation of 175MW as disclosed on 21 July 2026

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FY26 HIGHLIGHTS

FY26 represented the largest contracting year in NEXTDC's history. The company delivered record net revenue and Underlying EBITDA, both above guidance, and closed out the year with a strong balance sheet and liquidity position

NET REVENUE[1]



A$405.0m

16%

UNDERLYING EBITDA[2]



A$248.8m

15%

CONTRACTED UTILISATION[3]



740.1MW

202%

BILLING UTILISATION



175.0MW

58%

Note: All percentage increases are relative to FY25 results

1. Comprises total revenue less direct costs
2. Refer page 34 of FY26 Results Presentation for reconciliation to Underlying EBITDA
3. Represents the pro forma increase in contracted utilisation from 244.8MW at 30 June 2025 to pro forma contracted utilisation of 740.1MW as disclosed on 21 July 2026

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OUR PLAN TO DELIVER VALUE: FIVE PILLARS

Five pillars to drive value

EXECUTING THE M3 PROGRAM
Working with the community, Victorian Government, council, our customer and Jemena to bring forward power to M3

DELIVERING PROJECTS AND CASH FLOW
Completing construction for contracted capacity, customer handover and start billing

CAPITAL DISCIPLINE
Prioritising capital for contracted customer capacity and disciplined future capital allocation

BALANCE SHEET STRENGTH
An ongoing commitment to strengthen our funding position, including capital recycling

BOARD RENEWAL AND GOVERNANCE
Accountability for delivery at the top and strengthening governance

Progress against this plan will be reported at the 1H27 result in February 2027

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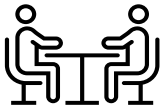
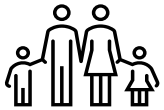
EXECUTING THE M3 PROGRAM

The Board has strengthened oversight of the M3 program and our broader approach to community engagement. We are working closely with Jemena and other development partners to improve the M3 timeline and develop alternative solutions



Enhanced Board Oversight

Deborah Page and Dr. Eileen Doyle appointed as Board sponsors to oversee implementation of M3 community engagement with Board-level accountability



Stronger Governance

Developing an enterprise-wide NEXTDC Sustainability Committee Charter including clear principles and standards on community engagement



M3 Program Transparency

Providing visibility to stakeholders on development progress, including financial and operational updates in line with continuous disclosure obligations



Accountability

The Board voluntarily reduced Non-Executive Director fees and the CEO has agreed to forgo FY27 incentives, withdrawing Resolutions 5 and 7 from the AGM

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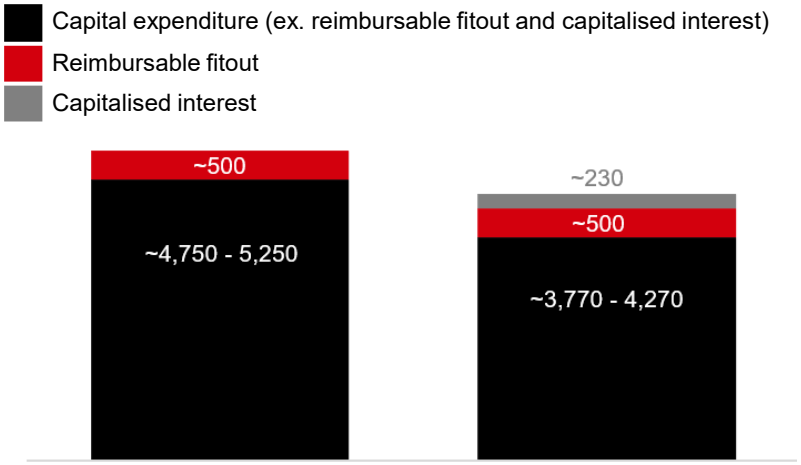
CAPITAL DISCIPLINE, DELIVERING PROJECTS AND CASH FLOW

Disciplined approach to capital allocation with a focus on delivering the forward order book, and in the process converting contracted utilisation into revenue, earnings and cash flow

- **Prioritise expenditure:** Majority of FY27 capital expenditure focused on existing contracts at S4, M2, M3 and KL1 (representing ~600MW of FY26 pro forma contracted utilisation)
- **Tighten allocation**: FY27 capex guidance of A$4,500m to A$5,000m, reaffirmed on 20 November 2026, is A$750m (13% to 14%) below the guidance of 27 August 2026, or approximately A$980m (17% to 19%) like-for-like before capitalised interest[1]
- **No new material capital commitments:** Focus on existing contracts and preserving our development pipeline
- **Pause new commitments:** Uncontracted development projects, including M4, M5, S5, S7, GC1 and AK1, and new land acquisitions
- **Conditions to restart:** Customer contracts at returns above cost of capital, sufficiently advanced power and planning, as well as funding in place

FY27 capital expenditure guidance[1] (A$m)



1. Includes ~A$230m of capitalised interest and ~A$500m of reimbursable customer fitout. The 27 August 2026 guidance did not include capitalised interest. Before capitalised interest, the like for like reduction is approximately A$980m (17% to 19%)

BALANCE SHEET STRENGTH

Strong funding position to deliver contracted customer capacity

A$8.2bn

Available liquidity
as at 31 October 2026

A$793m cash + A$6,700m undrawn senior debt + A$700m Hybrid Securities B[1]

A$10.2bn

Total assets
as at 30 June 2026

Including A$5.8bn of property, plant & equipment and A$3.2bn of investment properties[2]

Covenant ratios at 30 June 2026[3]

5.91x

Covenant Interest Cover Ratio
30 June 2026 (pro forma)

≥1.5x covenant threshold

8.2%

Covenant Gearing Ratio
30 June 2026

≤60% covenant threshold

- **Balance sheet strength**: Ongoing commitment to maintaining a strong balance sheet
- **Liquidity**: A$8.2bn of liquidity at 31 October 2026[1]
- **Financial covenants**: Complied with financial covenants at 30 June 2026 and expects to comply at the next test date, 31 December 2026
- **High-quality asset base**: Over A$10bn in total assets supported by 18 operational data centres
- **Asset recycling**: We continue to explore capital recycling opportunities, including a joint venture structure for our S4 Sydney campus

1. Cash of A$793m, undrawn senior debt facilities of A$6,700m and the A$700m Hybrid Securities B Delayed Draw Series, which is committed, subject to customary conditions, and may be drawn until 15 May 2027, each at 31 October 2026. Liquidity is non-IFRS financial information and has not been subject to audit or review
2. Changes in the expected timing and cost of completing M3 are likely to affect the fair value of investment properties (ASX announcement, 21 October 2026)
3. For further details refer to ASX announcement "Financial Covenants - Compliance and Headroom" dated 28 October 2026

BOARD RENEWAL: PHASED APPROACH

A new Chairman and a new independent Non-Executive Director are expected to be appointed in the first calendar quarter of 2027, subject to identifying suitably qualified candidates. New candidates are being sought with data centre, energy, infrastructure development and capital management experience, to further strengthen Board oversight of capital allocation and project delivery

Changes on the current Board



Douglas Flynn

CHAIRMAN

Reaffirmed his intention to retire from the Board once a new Chairman is in place, after a short handover period



Stuart Davis

NON-EXECUTIVE DIRECTOR

Standing for re-election at the AGM under Resolution 2 but intends to stand down once the search process is completed and the new Directors are in place

Incoming directors

New Chairman

INDEPENDENT

Appointment expected in the first calendar quarter of 2027, followed by a short handover period

New Director

INDEPENDENT

Appointment expected in the first calendar quarter of 2027, subject to identifying suitably qualified candidates

26 October 2026

- Board renewal announced and Spencer Stuart's mandate expanded

20 November 2026

- AGM: Stuart Davis stands for re-election under Resolution 2

First calendar quarter of 2027

- Board expects to appoint the two new Non-Executive Directors, subject to identifying suitably qualified candidates

Following appointments

- Douglas Flynn retires from the Board after a short handover period and Stuart Davis intends to stand down

Source: ASX Announcement 'Board Renewal and AGM Voting Items', 26 October 2026

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GOVERNANCE: LISTENING AND TAKING ACTION

Shareholders sent a clear message at the 2025 AGM with NEXTDC recording a first strike on its remuneration report. We have listened to shareholder feedback, and the Board has responded

1 What we have heard

- **GIP:** the award was significant and shareholders wanted it to be put to a vote
- **Exercise of discretion:** 50% vesting of FY22 LTI was seen as inconsistent with good governance practice
- **Restricted Rights**: not regarded in line with local market practice
- **Pay:** consecutive remuneration increases, requires better pay-for-performance alignment
- **Board:** shareholders called for Board renewal, including directors with data centre, energy, infrastructure development and capital management experience

2 The Board's response

- **GIP:** There were extenuating circumstances. We acknowledge the right of shareholders to vote on material remuneration initiatives and will do so for future material initiatives
- **Exercise of discretion:** The Board has not previously exercised such positive discretion and does not intend to do so in the future.
- **Restricted Rights:** The Board has considered alternatives, but this approach is presently an important reward and retention tool common in the private market. It will be reassessed in the future
- **Pay:** Reflects the market given scarcity of talent and complexity, scale and expansion of business

3 What comes next

- **Framework evaluation**: continued evaluation to ensure remuneration remains fit-for-purpose, rewards and retains critical talent and has strong pay-for-performance alignment
- **Board renewal:** a new Chairman and an additional Non-Executive Director are expected to be appointed in the first calendar quarter of 2027
- **Continued engagement:** continued engagement with shareholders and proxy advisers

Source: ASX Announcement 'Board Renewal and AGM Voting Items', 26 October 2026; 2025 AGM results, 13 November 2025; and Remuneration Report, FY26 Annual Report, pages 32 to 62

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2026

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CEO'S ADDRESS



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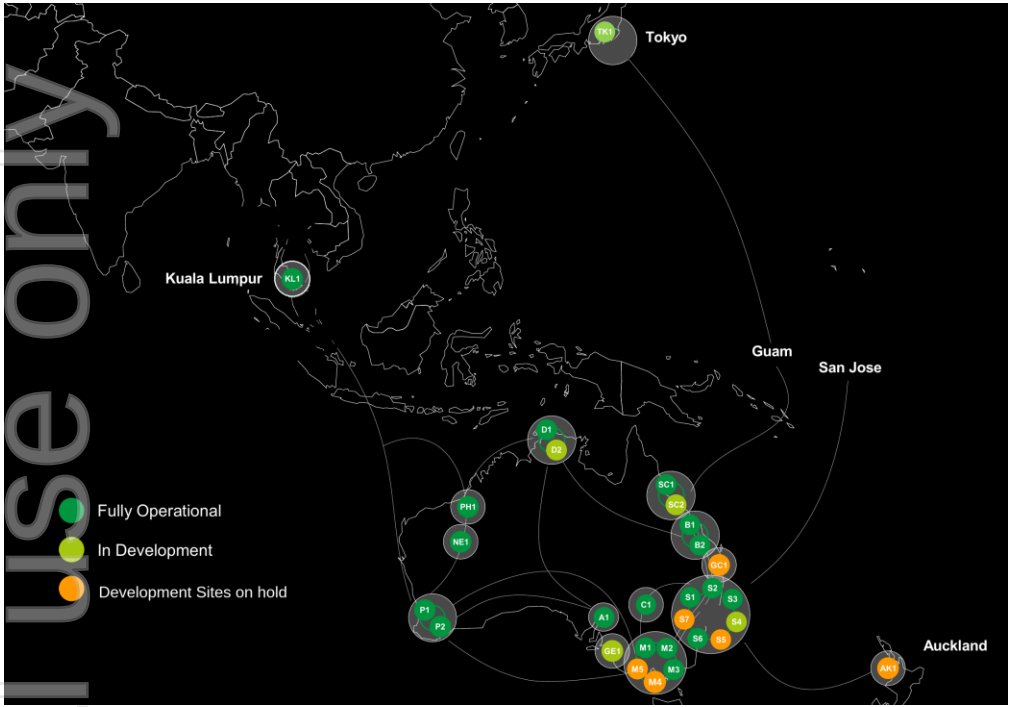
AN OPERATING PLATFORM TO MEET GROWING DEMAND

18 operational NEXTDC data centres, with capacity build out continuing at M3, M2, B2, S3, S6, P1, P2 and KL1, and **5** new sites in development. Demand continues for high-quality, reliable and secure data centre services



Operational data centres

18 **operational data centres**

New South Wales	S1, S2, S3 and S6
Victoria	M1, M2 and M3
Queensland	B1, B2 and SC1
Western Australia	P1, P2, PH1 and NE1
ACT, SA and NT	C1, A1 and D1
Malaysia	KL1

In development

5 **new sites in development:** S4, GE1, SC2, D2 and TK1

Development sites on hold: M4, M5, S5, S7, GC1 and AK1

Source: FY26 Results Presentation, 27 August 2026 (Regional Data Centre Platform)
Notes: Status of sites as at 20 November 2026

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THE M3 EXPANSION: WE ARE TAKING ACTION

M3 has been under development since 2021 in West Footscray's industrial precinct, with Stages 6 and 7 representing the final stages of the campus. Delays to third party grid supply at M3 led NEXTDC to revise FY27 guidance on 21 October 2026

What happened

- **Community concerns:** Residents and community stakeholders raised concerns about the installation of required energy infrastructure (power poles) for the provision of additional power to M3
- **Works suspended:** Jemena suspended parts of its 66kV line augmentation works to M3
- **Consultation:** Jemena recognised its community engagement and consultation around the network upgrades was insufficient and is strengthening its approach to community engagement
- **Impact:** Delayed new grid supply to M3

What it means

- **Progress:** NEXTDC is constructively working with Jemena, government and community stakeholders on a power solution that addresses key community concerns and supports delivery of our customer commitments
- **Timing:** The potential solutions are interconnected, so we will confirm timing when there is sufficient certainty
- **Contract:** Affected M3 capacity remains under contract (subject to the customer's rights) and construction continues
- **FY27 guidance:** FY27 guidance excludes the affected M3 contracts (revised 21 October 2026, upgraded 20 November 2026)

Source: ASX Announcements 'M3 Melbourne Power Delay and Revised FY27 Guidance' (21 October 2026) and "FY27 Guidance Upgrade" (20 November 2026)

M3 ACTION PLAN IN PROGRESS

NEXTDC is working with Jemena, the local council and community, and the customer to bring power forward and minimise the impact of the delays

Power: working with Jemena

- **Options:** Evaluating new 66kV routes, alternative substations and wider grid options to bring power forward
- **Existing feeders:** Assessing upgrades to carry more power to M3
- **Later stages[1]:** Working towards additional power solutions for M3's later stages, part of a wider electricity distribution matter for western Melbourne

Affected customer: limiting the impact

- **Customer engagement:** NEXTDC continues to engage with the affected customer
- **Contracts:** The affected M3 capacity remains under contract, subject to the customer's rights
- **Market update:** NEXTDC will update the market when it can reliably estimate the contribution of the affected contracts

Council and community:

Building trust within our communities

Next milestones

- **February 2027:** Earliest restart advised by Jemena for its suspended works
- **February 2027:** Progress update at the 1H27 result
- **Not expected before calendar Q1 2027:** Stages 6 and 7 planning decision expected post Victorian state election
- **June-August 2027:** Jemena's current expectation for completing its 66kV works

1. Later increases in grid supply at M3 depend on upstream transmission projects to install new transformers at the Brooklyn Terminal Station. NEXTDC now expects the first of these projects to be completed later than previously expected. The Brooklyn Terminal Station upstream projects do not separately affect the revised FY27 net revenue and Underlying EBITDA guidance, but they affect the timing of capacity expected to convert to billing after FY28

Notes: Status as at 20 November 2026. Timing depends on third parties, including Jemena, the local council and the Victorian Government. ASX Announcement 'M3 Melbourne Power Delay and Revised FY27 Guidance', 21 October 2026

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BUILDING TRUST WITHIN OUR COMMUNITIES

Our actions

- **Board oversight:** Deborah Page and Dr. Eileen Doyle appointed as Board sponsors overseeing implementation of M3 community engagement program
- **New Sustainability Committee**: A new Board committee, with an enterprise-wide Sustainability Committee Charter setting principles and standards for community engagement
- **Community engagement review:** reviewed previous M3 community engagement, with the findings shaping a formal M3 Community Engagement Plan
- **Building dedicated engagement capability**: Recruiting a permanent M3 Community Engagement Manager and developing a broader Community Engagement Plan for every site in Australia and Asia
- **Clearer communication**: launched dedicated M3 website and contact channels, with online regular operational updates
- **Set clearer response standards:** Introduced defined response times for complaints and enquiries, with monitoring in place
- **Establishing an M3 Community Consultative Committee**: Creating a formal mechanism for ongoing dialogue with residents and local stakeholders
- **Community-benefit framework:** Board-level evaluation of potential enhancements to NEXTDC's community benefit framework

Our commitments

1 Engage early. Listen openly.
We will engage with local communities, councils and Traditional Owners to understand concerns and opportunities before key decisions are made

2 Work together. Plan responsibly.
We will consider community feedback alongside planning, environmental and technical requirements to design, build and operate responsibly

3 Respect our neighbours.
We will work to minimise noise, traffic, lighting and other impacts on our neighbours, regularly reviewing our operations and making improvements where needed

4 Be transparent. Show our progress.
We will provide clear information about development proposals, operational activities and environmental monitoring, and explain how community feedback has shaped our approach

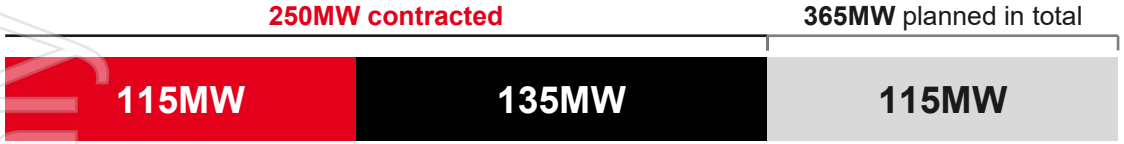
5 Create value that lasts.
We will explore more local partnerships to support local jobs, skills, education and community initiatives that deliver meaningful, lasting benefits

Building Trust

S4 SYDNEY DEVELOPMENT IN PROGRESS

S4 Sydney at Horsley Park in Western Sydney is NEXTDC's largest contracted development, with 250MW of its 365MW planned IT load contracted and 115MW of that under construction

S4 capacity and expected delivery (MW)



Phase 1
Expected billing from 1H FY28

Phase 2
In NSW planning process;
Expected billing in FY29 to FY30

Remaining capacity
In planning, not yet contracted

Progress to date and next milestones



December 2025	February 2026	April 2026	August 2026	November 2026	1H FY28
State significant development approval obtained	Planned capacity raised from 300MW to 350MW	250MW contracted and development accelerated	First slab on ground and planned capacity raised to 365MW	Construction progress on track for handover 1H FY28	Phase 1 (115MW) expected to begin billing



DELIVERING S4

Power
NEXTDC has 500MVA secured for its S4 site, with power arrangements in place for contracted capacity

Water
AquaNet recycled water network

Joint Venture
NEXTDC continues to evaluate capital partnership options for its S4 campus in Western Sydney, alongside construction and delivery of the S4 project milestones

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OUR COMMITMENTS IN ACTION: WATER RECYCLING

AquaNet expansion to supply S4 Sydney with up to 16 million litres of recycled water a day from late 2027

Key highlights

Up to 16 ML/day
of recycled water to S4 from the Fairfield plant

5.8bn litres/yr
reused that would otherwise be released to the ocean

35,000 homes
equivalent of wastewater taken out of a constrained sewerage network

Efficient cooling
Recycled water means lower PUE (Power Usage Effectiveness), less power consumed and minimising the impact on Sydney's potable water network

Delivery path

Approved
IPART approval in place

November 2026
Construction begins

Late 2027
First water flows

WHY IT MATTERS

NSW guidelines in practice
The NSW Data Centre Guidelines applied: maximum energy efficiency, recycled water cooling and fully privately funded infrastructure in one project

First customer of an open network
Other industry and councils can connect, including irrigation of public open space through dry summers and water restrictions

Local jobs
Up to 200 construction jobs, plus ongoing roles in Western Sydney

"Instead of sending billions of litres out to sea each year, we're putting that water to productive use…"
- Rose Jackson, NSW Minister for Water

Source: coNEXA (AquaNet) and NEXTDC project announcement, October 2026

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FY27 GUIDANCE UPGRADE

NEXTDC has upgraded its FY27 net revenue and Underlying EBITDA guidance, with the Underlying EBITDA increase mainly from cost savings. FY27 capital expenditure guidance is reaffirmed following completion of the capital expenditure review

NET REVENUE[1,3]

A$485m to A$500m
FY26: A$405.0m

- Excluding the affected M3 contracts, NEXTDC's sales and revenue growth remain strong, reflecting greater confidence in the timing of customer delivery
- Bottom end raised by A$10m to A$485m; top end unchanged at A$500m
- Mid-point 22% above FY26 net revenue of A$405.0m, even with the M3 contracts excluded

UNDERLYING EBITDA[2,3]

A$260m to A$275m
FY26: A$248.8m

- Cost savings from focusing operating spend on delivering capacity to customers, together with higher expected net revenue
- Guidance range has been increased to A$260m to A$275m (21 October 2026: A$245m to A$265m), with the mid-point 8% above FY26 Underlying EBITDA of A$248.8m

CAPITAL EXPENDITURE

A$4,500m to A$5,000m
FY26: A$3,397m

- Reaffirmed following completion of the capital expenditure review, focused on contracted customer capacity, with new development projects and land acquisitions on hold
- Includes ~A$500m of reimbursable customer fitout and ~A$230m of capitalised interest. The 27 August 2026 guidance did not include capitalised interest
- Before capitalised interest, a like-for-like reduction of ~A$980m, or 17% to 19%, when compared to the 27 August 2026 guidance

Source: ASX announcement "*M3 Melbourne Power Delay and Revised FY27 Guidance*" dated 21 October 2026 and "*FY27 Guidance Upgrade*" dated 20 November 2026

1. Comprises total revenue less direct costs
2. Underlying EBITDA is a non-IFRS measure. It is EBITDA excluding non-recurring items, early-stage international operating expenses (markets other than Malaysia), costs expensed in relation to acquisition opportunities and the Growth Incentive Plan expense. It also excludes one-off costs of: (a) the M3 power delay and (b) responding to unsolicited corporate event activity. Each item will be shown separately in the reconciliation to statutory net profit after tax. FY27 guidance is before any fair value movement on investment property
3. The guidance of 21 October 2026 and of today excludes the revenue and attributable EBITDA of the affected customer contracts at M3 Melbourne, including capacity already billing and any potential service level credits. The guidance of 27 August 2026 included those contracts, which contributed approximately A$140m of each of net revenue and Underlying EBITDA to that guidance. Service level credits payable on those contracts could reduce Underlying EBITDA below the upgraded guidance

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FIRST ITEM OF BUSINESS
Statutory Reports



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RESOLUTION 1

Remuneration Report

"To adopt the Remuneration Report of the Company (as set out in the Directors' Report) for the financial year ended 30 June 2026."

Note: Resolution 8 will be put to the meeting only if at least 25% of the votes cast on Resolution 1 are against

FOR	AGAINST	OPEN
121,283,445 (27.80%)	314,227,856 (72.03%)	739,625 (0.17%)

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RESOLUTION 2

Re-election of Mr Stuart Davis as a Director

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

Update (ASX Announcement, 26 October 2026): While Mr Stuart Davis is standing for re-election at the AGM under Resolution 2, he intends to stand down once the new Directors are in place. The Board (other than Mr Davis) continues to recommend that shareholders vote in favour of his re-election to support a smooth transition.

FOR	AGAINST	OPEN
335,376,425 (65.60%)	173,575,236 (33.95%)	2,263,058 (0.44%)

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RESOLUTION 3

Re-election of Dr Eileen Doyle as a Director

"That Dr Eileen Doyle, who retires in accordance with the Listing Rules and clause 58 of the Company's Constitution and, being eligible, offers herself for re-election, is hereby re-elected as a Director of the Company."

FOR	AGAINST	OPEN
464,724,553 (90.90%)	44,142,480 (8.63%)	2,399,968 (0.47%)

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RESOLUTION 4

Re-election of Mrs Maria Leftakis as a Director

"That Mrs Maria Leftakis, who retires in accordance with the Listing Rules and clause 58 of the Company's Constitution and, being eligible, offers herself for re-election, is hereby re-elected as a Director of the Company."

FOR	AGAINST	OPEN
456,169,258 (89.23%)	52,803,527 (10.33%)	2,283,855 (0.45%)

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RESOLUTION 5: WITHDRAWN

Resolution withdrawn and will not be put to the AGM

The incumbent Non-Executive Directors have also all agreed to an immediate voluntary 10% reduction in their current fees. Any directions given on Resolution 5 will be disregarded.

Proposed Resolution 5: Increase in the maximum aggregate annual remuneration of Non-Executive Directors

"That, for the purpose of Listing Rule 10.17, clause 61.1 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 $300,000 from $2,200,000 to $2,500,000 with effect on and from 1 July 2026."

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RESOLUTION 6

Placement capacity refresh (Ratification of issue of Convertible Notes)

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders refresh the Company's placement capacity by ratifying the prior issue of A$1,100,000,000 in aggregate principal amount of subordinated unsecured convertible notes due 17 September 2031 (Convertible Notes) on the terms and conditions summarised in the Explanatory Memorandum accompanying the Notice of Meeting."

FOR	AGAINST	OPEN
484,743,750 (98.72%)	3,913,960 (0.80%)	2,374,072 (0.48%)

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RESOLUTION 7: WITHDRAWN



Resolution withdrawn and will not be put to the AGM

Mr Craig Scroggie, Chief Executive Officer and Managing Director, has agreed to forgo his FY27 short term incentive and long term incentive opportunities and will not receive any cash or other award in their place. Any directions given on Resolution 7 will be disregarded.

Proposed Resolution 7: Approval of grant of Performance Rights and Restricted Rights to Mr Craig Scroggie under the FY27 Long Term Incentive Plan

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the grant of 145,916 Performance Rights and 145,914 Restricted Rights to the Chief Executive Officer and Managing Director, Mr Craig Scroggie, for FY27 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."

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RESOLUTION 8

Conditional Board Spill Meeting Resolution

"That, subject to and conditional on at least 25% of the votes validly cast on Resolution 1 being cast against the adoption of the Company's Remuneration Report for the financial year ended 30 June 2026:

a) an extraordinary general meeting of the Company (Spill Meeting) be held within 90 days after the passing of this resolution;

b) all of the Non-Executive Directors who were in office when the Board resolution to make the Directors' Report for the financial year ended 30 June 2026 was passed and who remain in office at the time of the Spill Meeting cease to hold office immediately before the end of the Spill Meeting; and

c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of Shareholders at the Spill Meeting."

The Board recommends that shareholders vote <u>AGAINST</u> Resolution 8

FOR	AGAINST	OPEN
19,377,410 (3.79%)	489,218,329 (95.75%)	2,345,735 (0.46%)

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Q&A

16th ANNUAL GENERAL MEETING



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