



N E X T D C

2020 NOTICE OF ANNUAL GENERAL MEETING



CHAIRMAN'S COVER LETTER – NEXTDC LIMITED NOTICE OF MEETING 2020

Dear Shareholders

It is my pleasure, on behalf of the directors of NEXTDC Limited (NXT), to invite you to this years **Annual General Meeting**. I confirm that it will be held on Friday 13th November 2020, commencing at 11 am. Attached please see our Notice of Meeting which gives details of the business that is to be conducted and, importantly, further information on how the meeting will be organised this year.

In planning the AGM this year, NXT has had to consider the health and safety of its shareholders and team members as well as travel and other restrictions that are currently in place and are likely to also affect the conduct of the meeting. As a result, the Board has elected to conduct this year's AGM as a virtual meeting which can be accessed at the following location: <https://agmlive.link/NXT20>. We recommend logging into the virtual meeting platform at least 15 minutes prior to the scheduled start time for the AGM by entering this address into a web browser on your computer or online device.

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

Given the current circumstances and the uncertainty posed by the rapidly evolving Coronavirus (COVID19) pandemic, we regard this approach as the most sensible to protect shareholders and team members whilst maximising the opportunity for shareholder participation. Some additional information on what you can expect on the day:

Given travel restrictions only some of the Directors and management will be physically present in Sydney for the virtual conference, with others joining from other locations in Australia and the US.

You will need a desktop computer or mobile/tablet device with internet access.

You can log into the virtual meeting platform using your full name, email address and company name (if applicable).

To obtain a voting card or ask a question, shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN).

Shareholder participation is also possible by appointment of a proxy. Proxyholders will need their proxy code which Link Market Services will provide via email on the day before the AGM.

Once the AGM commences, you will see a split screen which shows a live webcast of the meeting and the presentation slides. Shareholders and proxyholders will be able to ask questions during the AGM via the functionality in the online platform and hear all discussion subject to the connectivity of your device.

Shareholders who choose to lodge a proxy should follow the instructions on their personalised proxy form and ensure these are submitted to the registry before 11am (Sydney time), Wednesday 11 November 2020, online or by post.

Yours sincerely



Douglas Flynn

Chairman

NEXTDC Limited

This letter is current as at the date of issuance. Given how rapidly the Coronavirus (COVID19) pandemic situation is evolving, we encourage you to monitor the ASX Market Announcement Platform, as well as our website at www.nextdc.com for any further updates.



N E X T D C

NEXTDC LIMITED
ACN 143 582 521

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting:

Friday 13 November 2020

Time of Meeting:

11.00 am (AEDT)

Place of Meeting:

Conducted as a virtual meeting at
<https://agmlive.link/NXT20>

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

NEXTDC LIMITED
ACN 143 582 521

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of **NEXTDC Limited** ACN 143 582 521 (**NEXTDC** or the **Company**) will be held at 11.00am (AEDT), on Friday 13 November 2020 as a Virtual Meeting accessible from <https://agmlive.link/NXT20>. Online Registration will open at 10:30am (AEDT).

The Annual General Meeting will be held entirely online and there will be no physical meeting this year, consistent with temporary amendments to the law in response to COVID-19 and recent regulatory guidance.

NEXTDC is pleased to provide shareholders with the opportunity to attend and participate in the AGM through an online platform, where shareholders will be able to watch, listen, submit written questions and vote online.

We recommend logging into the virtual meeting platform at least 15 minutes prior to the scheduled start time for the AGM by entering <https://agmlive.link/NXT20> into a web browser on your computer or online device.

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

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

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

ITEMS OF BUSINESS

Financial Statements and Reports

To receive and consider the Company's Annual Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2020.

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

1. Resolution 1 - Remuneration Report

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

"To adopt the Remuneration Report of the Company (as set out in the Directors' Report) for the financial year ended 30 June 2020."

Notes: This Resolution is subject to voting exclusions as set out in section 7.4 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 Stuart Davis, as a Director

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

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

3. Resolution 3 – Election of Dr Eileen Doyle, as a Director

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

“That Dr Eileen Doyle, who was appointed by the Board as an additional Director and who retires in accordance with the Listing Rules and Rule 57.2 of the Company’s Constitution and, being eligible, offers herself for election, is hereby elected as a Director of the Company.”

4. Resolution 4 – 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 purpose of ASX Listing Rule 10.17, Rule 61 of the Company’s Constitution and for all other purposes, the maximum aggregate amount of remuneration that may be paid to Non-Executive Directors for their services as Directors in any year be increased by \$350,000 from \$1,250,000 to \$1,600,000.”

Notes: This resolution is subject to voting exclusions as set out in section 7.7 of this Notice of Meeting.

5. Resolution 5 – Ratification of issue of shares under April 2020 placement

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 51,679,722 Ordinary Shares at \$7.80 per share, under an institutional placement on 7 April 2020, is approved to the maximum extent permitted.”

Note: This resolution is subject to voting exclusions as set out in section 7.7 of this Notice of Meeting.

6. Resolution 6 – Approval of grant of Performance Rights to Mr Craig Scroggie

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the issue of 113,989 Performance Rights to the CEO and Managing Director, Mr Craig Scroggie, for FY2021 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 7.7 of this Notice of Meeting.


OTHER

7. Other Information

7.1 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, 11 November 2020**. Proxy Forms received after this time will not be effective.

The Proxy Form may be sent:

By post to:

Locked Bag A14, Sydney South NSW 1235

By hand delivery to:

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

By fax to:

Link Market Services Limited on +61 2 9287 0309

Lodged online at:

www.linkmarketservices.com.au

(go to "Voting" and follow the prompts)

7.2 Corporate representatives

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

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

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

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

Fax: (02) 9287 0309

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

7.3 Voting entitlements

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of members as at 7.00pm (AEDT) on Wednesday, 11 November 2020.

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

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

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

7.4 Lodging a question prior to the AGM

If you wish to submit a question in writing to the Chairman in advance of the meeting, please submit your questions online at www.linkmarketservices.com.au. Questions submitted this way must be received at least five business days prior to the Annual General Meeting (that is, by 5:00pm (AEDT) on Friday, 6 November 2020) to allow time to collate questions and prepare answers. During the meeting, the Chairman or the CEO will seek to address as many of the more frequently asked questions as possible.

7.5 Participating online

Shareholders and proxyholders can ask questions, and vote in real time during the Annual General Meeting through the online platform at [<https://agmlive.link/NXT20>].

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

7.6 Technical difficulties

The Chairman has discretion as to whether and how the meeting should proceed if a technical difficulty arises. In exercising this discretion, the Chairman 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 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.

Shareholders are encouraged to lodge a directed proxy by 11:00am (AEDT) on Wednesday, 11 November 2020 even if they plan to attend the meeting online.

7.7 Voting exclusions

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

a) Resolution 1:

- i)** by or on behalf of a member of the Key Management Personnel of the Company named in the Remuneration Report for the year ended 30 June 2020 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 4:

- i)** in favour of the resolution by or on behalf of any 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 4:


- 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 5:

- i)** in favour of the resolution by or on behalf of any person who participated in the issue or any Associate of those persons (regardless of the capacity in which the vote is cast),

unless the vote is cast on Resolution 5:

- 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 or attorney 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 6:

- i)** in favour of the resolution by or on behalf of Mr Craig Scroggie 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 6:

- 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 in the resolution in that way; or
- iv)** as a proxy for a person entitled to vote on the resolution by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy as the Chairman 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.

7.8 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.

7.9 How the Chairman will vote undirected proxies for Resolutions

If you appoint the Chairman of the Meeting as your proxy or the Chairman is appointed as your proxy by default, and you do not specify how the Chairman is to vote on any Resolution, the Chairman is expressly authorised to vote your proxy as he sees fit and intends to vote IN FAVOUR of all Resolutions on a poll, including in relation to Resolutions 1, 4 and 6 which are connected with the remuneration of the directors of the Company and Key Management Personnel.

Important Note

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

BY ORDER OF THE BOARD



Michael Helmer

Company Secretary

Dated: 9 October 2020

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be considered at the Annual General Meeting of Shareholders to be held on Friday 13 November 2020.

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

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

Financial Statements and Reports

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

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

The Annual Financial Report, Directors' Report and Auditor's Report are contained in the Company's Annual Report for the period 1 July 2019 to 30 June 2020, 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 - Adoption of 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 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 Stuart Davis as a Director

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

Mr Davis was appointed by the Board in September 2013.



Mr Davis was an international banker with over 30 years with the HSBC Group including roles in Hong Kong, New York, Taiwan, India and Australia. Most recently he was CEO India for the Hongkong and Shanghai Banking Corporation Limited (2009-2012), CEO and Executive Director for HSBC Bank Australia Limited (2002-2009) and CEO HSBC Taiwan (1999-2002). He was a member of the Australian Bankers Association from 2002 to 2009 and Deputy Chairman from 2006 to 2009.

Mr Davis is currently a Non-Executive director of PayPal Australia Limited (since July 2016) and Bank South Pacific Limited (since July 2017). Mr Davis holds a LLB from Adelaide University and is a Graduate of the Australian Institute of Company Directors.

Mr Davis has previously held directorships with subsidiaries of HSBC Group, Built Holdings Pty Ltd. and Moboom Limited.

Mr Davis is an independent Director of the Company and currently chairs its Remuneration and Nomination Committee.

The Board has reviewed the performance of Mr Davis and believes that he continues to provide a valuable contribution to the Board, with his extensive expertise and experience in the financial and banking sector in particular having been invaluable and substantially enhancing the Board's ability to oversee the Company's performance and governance including in his role as Chairman of the Remuneration and Nomination Committee.

Recommendation

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

3. Resolution 3 – Election of Dr Eileen Doyle, as a Director

Dr Doyle was appointed by the Board on 26 August 2020 as an additional Director of the Company pursuant to Article 57.1 of the Company's Constitution. A Director so appointed must, under Article 57.2, retire at the next Annual General Meeting but is eligible for election. In accordance with this procedure, Dr Doyle retires from office and submits herself for election. Dr Doyle has had an internationally recognised career with close to four decades of diverse business experience at both executive and board level.

Her experience covers a wide range of industries including logistics, port operations, research, property, financial services, manufacturing, building and construction.

Dr Doyle has previously served as the Chairman of the world's largest export coal loader, PWCS (1998 – 2009) and Deputy Chairman of CSIRO to 2016, after 10 years of service. Dr Doyle currently serves on the Board of Boral (2010) and Oil Search Limited (2016) with previous appointments having included directorships at GPT Group (2010 – 2019), State Super Financial Services (2002 – 2009), Ross Human Directions Limited (2005 – 2010), The Australian Mathematical Sciences Institute (2008 – 2018), Knights Rugby League Ltd (2014 – 2017) and Bradken Limited (2011 – 2015). In many of her roles she has also acted as a member on the Audit, Governance and Sustainability Committees.

Dr Doyle's experience also includes appointments at major government bodies Austrade (1999 – 2005), CSIRO, Newcastle Port Corporation (2001 – 2002), the National Steering Committee on ehealth and the NSW Innovation and Productivity Council.

Dr Doyle holds a Ph.D in Applied Statistics from the University of Newcastle, was a Fulbright Scholar (Business Management: Columbia University), is a fellow of the Academy of Technological Sciences and Engineering (FTSE inducted 2016) and a Fellow of the Australian Institute of Company Directors (FAICD).

Dr Doyle is also a Foundation Fellow of The Australian Association of Angel Investors (FAAAI) and the author of "Call a Business Angel".

Dr Doyle is an independent Director of the Company and also serves as a member of the Company's Audit and Risk Management Committee.

Appropriate background checks were completed before Dr Doyle was appointed to the Board.

Given Dr Doyle's extensive experience as outlined above, the Board believes that she will make a valuable and substantial contribution to the Board and further enhance its ability to oversee the Company's performance and governance.

Recommendation

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

4. Resolution 4 – Increase in the maximum aggregate annual remuneration of Non-Executive Directors

The Listing Rules and the Company's Constitution require the maximum aggregate amount of Non-Executive Directors' fees for their services as Directors in any year be determined by Shareholders in general meeting.

The Board has reviewed the current maximum aggregate fee limit for Non-Executive Directors which has remained unchanged at the current limit of \$1,250,000 p.a. since the Company's 2018 AGM. The Board has since appointed Ms Jennifer Lambert (October 2019 and Chairman of Audit and Risk Management Committee) and Mr Steve Smith (July 2019 and Chairman of Investment Committee) with the Board also recently appointing Dr Doyle (August 2020 and member of Audit and Risk Management Committee) following the retirement of Ms Sharon Warburton in March 2020.

The Board does not intend to fully utilise the entire increase in maximum aggregate fee limit in the short term. Rather the adjustment to the maximum aggregate fee limit is sought to create capacity to allow for the appointment of a further Non-Executive Director as and when that is appropriate in the life cycle of the Company, to allow for future adjustments to Non-Executive Directors fees due also to the increased time commitment and workload, for overlapping tenures as part of the Board's orderly succession planning and to enable the Company to retain and attract appropriate candidates to the Board.

The Board intends to undertake further benchmarking of Non-Executive Director remuneration in FY21, with reference to companies of a similar size in Australia, as indicated by market capitalisation, to ensure its remuneration of Non-Executive Directors remain appropriate.

Accordingly, shareholder approval is now sought to increase the maximum aggregate fee limit for the amounts that may be paid to Non-Executive Directors by \$350,000, being an increase from \$1,250,000 to \$1,600,000.

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

Recommendation

Given the interest of the Non-Executive Directors in this item, the Board makes no recommendation in relation to Resolution 4.

5. Resolution 5 – Ratification of issue of shares under April 2020 placement

On 7 April 2020, the Company completed an institutional placement of 86,114,523 Ordinary Shares at \$7.80 per share (the **Placement Shares**) to provide further funding and flexibility to enable the Company to pursue its growth agenda and momentum, including expanding capacity at existing facilities and to fund the purchase and development of new data centre facilities as well as the development of its new Sydney data centre (S3). The Placement Shares were issued to institutional investors and ranked equally with existing Ordinary Shares on issue (see Additional Information below). Information regarding the placement was announced to the ASX on 2 April 2020.

Why is the Company seeking shareholder approval?

Subject to a number of exceptions, 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 Class Waiver Decision – Temporary Extra Placement Capacity issued by the ASX on 31 March 2020 (the **Temporary Extra Placement Capacity Waiver**), enabled a one-off increase of this limit from 15% to 25% subject to the satisfaction of certain conditions. The issue of the Placement Shares was made within this increased 25% placement capacity and as it was made without shareholder approval (and did not come within any of the exceptions to Listing Rule 7.1) has substantially used up that placement capacity.

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



Accordingly, the Company is now seeking shareholder ratification for the issue of the Placement Shares to 'refresh' the Company's 15% placement capacity (or such higher placement capacity as the ASX may in future permit) so that it would be the same as if 51,679,722 (being 15% of the company's issued securities) of the Placement Shares had been approved before issue. For the avoidance of doubt, and in view of the Temporary Extra Placement Capacity Waiver the ratification of the Placement Shares restores the Company's capacity at 15% (or such higher placement capacity as the ASX may in future permit), not the full 25% which was permitted under the Temporary Extra Placement Capacity Waiver.

This will enable the Company greater flexibility to place shares, or otherwise raise funds, up to the placement limit during the twelve months from the issue date for the Placement Shares, without the cost and delay involved in convening a general meeting of the Company.

Notwithstanding an approval by shareholders of Resolution 5, any future equity raisings would remain subject to the 15% limit set out in Listing Rule 7.1 (or such higher limit as the ASX may in future permit).

If shareholders do not vote to ratify the issue of the Placement Shares, the Company's placement capacity will not be refreshed, limiting the Company's ability to raise funds by issuing shares or other equity securities non-pro rata without shareholder approval during the twelve months from the issue date for the Placement Shares. The requirement to obtain shareholder approval for any future non-pro rata issue of securities, before the issue, could limit the Company's ability to take advantage of future market opportunities that may arise.

Additional information

The following additional information is provided in connection with the approval sought under Resolution 5 for the issue of the Placement Shares:

Type of security	Ordinary Shares
Number of securities issued	86,114,523 Ordinary Shares (of which 51,679,722 are being ratified under this Resolution)
Date of issue	7 April 2020
Issue price	\$7.80 per share
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 pursue its growth agenda, including expanding capacity at existing facilities, purchase and development of new data centre facilities as well as development of its new Sydney data centre (S3).

Recommendation

The Board unanimously recommends that Shareholders vote in favour of ratifying the issue of shares under the April 2020 placement.

6. Resolution 6 - Approval of grant of Performance Rights to Mr Craig Scroggie

Purpose of Resolution

The Company proposes to grant to Mr Craig Scroggie, 113,989 Performance Rights for FY2021 pursuant to the Company's LTI Plan under the NEXTDC Limited Equity Incentive Plan (**EIP**).

A key component to effective Executive remuneration is the provision of incentive grants under a long-term incentive scheme to support retention, drive shared performance objectives and link remuneration to company performance and Shareholder wealth outcomes. In his role as CEO and Managing Director, Mr Scroggie is a key

Executive of NEXTDC Limited and plays an important role in leading the execution of the Company's growth strategies and business objectives.

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

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

The key features of Mr Scroggie's proposed FY2021 LTI award are disclosed in Appendix A (which forms part of this Explanatory Memorandum).

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

Recommendation

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

7. 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:

Associate has the meaning given in the Listing Rules.

ASX means ASX Limited ACN 008 624 691.

Board means the board of Directors of the Company.

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

Company means NEXTDC Limited ACN 143 582 521.

Corporations Act means *Corporations Act 2001* (Cth).

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

Explanatory Memorandum means this explanatory memorandum.

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

Listing Rules means the official listing rules of ASX.

Meeting means the virtual AGM meeting which can be registered for and accessed using <https://agmlive.link/NXT20> to be held 11.00am AEDT, on Friday 13 November 2020.

NEXTDC means NEXTDC Limited ACN 143 582 521.

Notice of Meeting means the notice of the meeting which accompanies the Explanatory Memorandum.

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 FY2021 award of Performance Rights to Mr Scroggie pursuant to the Company's LTI Plan under the EIP are summarised below.

Aspect	Details										
Form of LTI Award	<p>The CEO's FY2021 LTI award is being granted in the form of Performance Rights.</p> <p>The Company grants Performance Rights under the EIP because they create share price alignment between the CEO and shareholders while providing greater flexibility than shares.</p> <p>Each Performance Right will vest and become exercisable subject to the satisfaction of performance conditions measured over a performance period. On exercise, each vested Performance Right generally entitles the CEO to receive one Share in the Company.</p>										
Number of Performance Rights	<p>A total of 113,989 Performance Rights will be offered to the CEO in FY2021.</p> <p>The number of Performance Rights which comprise the CEO's LTI award has been calculated by dividing his maximum award value of AUD\$1,320,000 (being 100% of his annual base salary) by \$11.58 (being the volume-weighted average price of NEXTDC Shares over the 10 trading days following release of the Company's FY2020 audited accounts).</p>										
Amount payable for Performance Rights	<p>The LTI award forms part of the CEO's remuneration and, for that reason, no amount will be payable by the CEO on grant, vesting or exercise of the Performance Rights.</p>										
Performance period	<p>The performance period for the LTI award is three years, from the end of the day of release of NEXTDC's FY2020 results to the end of the day of the release of its results for FY2023.</p>										
Performance conditions	<p>Vesting of the LTI award is subject to two performance conditions:</p> <p>1. Gateway Hurdle</p> <p>Vesting of the Performance Rights are subject to an initial gateway hurdle of NEXTDC achieving positive total shareholder return (TSR) over the performance period. If the gateway hurdle is not met, the CEO's Performance Rights automatically lapse even if the TSR Hurdle (described below) is achieved.</p> <p>2. TSR Hurdle</p> <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, relative to the TSR of companies in the ASX 200 Accumulation Index (Index). Vesting of the CEO's Performance Rights will be determined by reference to the following vesting schedule:</p> <table border="1"> <thead> <tr> <th>NEXTDC's TSR over the Performance Period</th> <th>% of Performance Rights to Vest</th> </tr> </thead> <tbody> <tr> <td>Less than TSR of Index</td> <td>0%</td> </tr> <tr> <td>At TSR of Index</td> <td>25%</td> </tr> <tr> <td>Between TSR of Index and TSR of Index + 5% p.a.</td> <td>Pro rata vesting from 25% to 100% on a straight line basis</td> </tr> <tr> <td>TSR of Index + 5% p.a. or greater</td> <td>100%</td> </tr> </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>	NEXTDC's TSR over the Performance Period	% of Performance Rights to Vest	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	% of Performance Rights to Vest										
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%										

Aspect	Details
Vesting and exercise of Performance Rights	<p>At the end of the performance period, the Board will determine if and to what extent the performance conditions have been satisfied and the number of Performance Rights that will vest. Any Performance Rights that do not vest will immediately lapse.</p> <p>Upon vesting, the CEO is entitled to exercise the Performance Rights (at no cost). On exercise, the Performance Rights will be settled in Shares or, at the Board's discretion, with an equivalent cash payment. It is intended that vested and exercised Performance Rights would be satisfied mainly in the form of Shares.</p> <p>Any vested Performance Rights which 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 Performance Rights will lapse, unless the Board determines otherwise.</p> <p>If the CEO ceases employment because of death, total and permanent disability or redundancy, his unvested Performance Rights will continue on-foot and be subject to the original terms as though he had not ceased employment, unless the Board determines otherwise.</p> <p>In any other circumstances, the Board has discretion to determine how the unvested Performance Rights will be treated upon cessation of employment with NEXTDC.</p>
Change of control	<p>In circumstances where there is likely to be a change in the control of NEXTDC, the Board has discretion to determine the level of vesting (if any) having regard to the portion of the performance period elapsed, performance to date against the performance conditions and any other factors it considers appropriate.</p> <p>If an actual change in the control of NEXTDC occurs before the Board can exercise this discretion, unless the Board determines otherwise, the Gateway Hurdle will be waived and unvested Performance Rights will vest and become exercisable in proportion to the Company's performance against the TSR Hurdle up to the date of the change of control.</p>
No rights before vesting and exercise	<p>The CEO does not have any dividend or voting entitlements prior to vesting and exercise of the Performance Rights.</p> <p>However on vesting and exercise of the Performance Rights, the CEO is entitled to receive a dividend equivalent payment in the form of additional Shares which are equivalent to the value of dividends that the CEO would have received between the grant date and vesting date if he had owned Shares.</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 2020 contains further details about the EIP.</p>



Aspect	Details						
Additional information	<p>Under ASX Listing Rule 10.15, NEXTDC provides the following information in relation to the proposed grant of Performance Rights to the CEO pursuant to the LTI Plan:</p> <p>a) Listing Rule 10.15.4 requires this Notice of Meeting to include details (including the amount) of Mr Scroggie's current total remuneration:</p> <table border="1" data-bbox="357 497 1485 685"><tbody><tr><td data-bbox="373 517 762 546">Fixed Annual Remuneration (FAR)</td><td data-bbox="826 517 1018 546">\$AUD 1,320,000</td></tr><tr><td data-bbox="373 577 679 607">FY21 Short Term Incentive</td><td data-bbox="826 577 1417 607">75% of FAR (maximum) if stretch target is achieved</td></tr><tr><td data-bbox="373 638 673 667">FY21 Long Term Incentive</td><td data-bbox="826 638 1433 667">100% of FAR (maximum) if stretch target is achieved</td></tr></tbody></table> <p>b) 1,736,456 Performance Rights have been issued to Mr Scroggie for nil consideration under the EIP since the Plan was established in 2016.</p> <p>c) Aside from Mr Scroggie, no Directors (or associates of Directors) are entitled to participate in the Company's LTI Plan under the EIP.</p> <p>d) No loan will be made by NEXTDC in connection with the acquisition of Performance Rights under the LTI Plan.</p> <p>e) If approved, Performance Rights will be issued to Mr Scroggie within 12 months of the Meeting.</p> <p>f) Details of any Performance Rights issued under the EIP pursuant to this approval will be published in NEXTDC's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of rights under the EIP after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.</p>	Fixed Annual Remuneration (FAR)	\$AUD 1,320,000	FY21 Short Term Incentive	75% of FAR (maximum) if stretch target is achieved	FY21 Long Term Incentive	100% of FAR (maximum) if stretch target is achieved
Fixed Annual Remuneration (FAR)	\$AUD 1,320,000						
FY21 Short Term Incentive	75% of FAR (maximum) if stretch target is achieved						
FY21 Long Term Incentive	100% of FAR (maximum) if stretch target is achieved						



N E X T D C

where the cloud lives™



NEXTDC LIMITED

ACN 143 582 521

N E X T D C

LODGE YOUR PROXY

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ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a shareholder(s) of NEXTDC Limited (**the Company**) 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. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

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, 13 November 2020 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in at <https://agmlive.link/NXT20> (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 1, 4 and 6: 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, 4 and 6, even though the Resolutions are 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.

STEP 1

VOTING DIRECTIONS

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

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

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Ratification of issue of shares under April 2020 placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Stuart Davis, as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of grant of Performance Rights to Mr Craig Scroggie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Dr Eileen Doyle, as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Increase in the maximum aggregate annual remuneration of Non-executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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

STEP 2

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).

STEP 3

NXT PRX2001N



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 and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted in favour of each item of business, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Sydney time) on Wednesday, 11 November 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

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

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