



facsimile

To: ASX Company Announcements Platform **Fax:** 1300 135 638
From: Anja Frederikson **Fax:** (02) 8225 5114
Citigroup Global Markets Australia Pty Limited
Date: 08 October 2018 **Pages:** 4 (including cover sheet)
Subject: Market Announcement - Unconditional on-market offer by NEXTDC Limited for all stapled securities in Asia Pacific Data Centre at A\$2.00 cash per stapled security.

If you do not receive all pages, please telephone on 61 2 8225 2215
This fax is confidential and may be privileged. If you are not the intended recipient, please notify the sender immediately by telephone.



Company Announcements Platform
ASX Limited
20 Bridge Street
Sydney NSW 2000

By facsimile: 1300 135 636

8 October 2018

ASX ANNOUNCEMENT
FOR IMMEDIATE RELEASE TO MARKET

Unconditional on-market offer by NEXTDC Limited ('NEXTDC') for all stapled securities in Asia Pacific Data Centre ('AJD') at A\$2.00 cash per stapled security.

In accordance with section 5.12 of the ASIC Market Integrity Rules (Securities Markets) 2017, Citigroup Group Markets Australia Pty Limited (ABN 64 003 114 832 / AFSL 240992) ('Citigroup') announces that it will, on behalf of NEXTDC and pursuant to section 635 of the Corporations Act 2001 ('Corporations Act'), offer to acquire on-market all of the fully paid stapled securities in Asia Pacific Data Centre (ASX:AJD) ('AJD') which are listed for quotation on the official list of the Australian Securities Exchange ('ASX') that exist or will exist at any time during the Offer Period (as defined below) ('AJD Securities') and are not already owned by NEXTDC ('Offer').

The Offer will be made at a price of A\$2.00 per AJD Security ('Offer Price').

From 11.00am on the date of this announcement until the close of trading on ASX on 26 November 2018 (unless the Offer is withdrawn or extended in accordance with the Corporations Act), Citigroup (on behalf of NEXTDC) will accept at the Offer Price every AJD Security offered to it on-market, up to a maximum number of 81,411,599 AJD Securities (being all the AJD Securities not already owned by NEXTDC), during the official trading days on the ASX.

As the bid is a market bid, the Offer is unconditional and payment of consideration will be by way of cash.

The key features of the Offer are:

- The bid is unconditional, on-market cash offer of A\$2.00 per AJD Security;
- The Offer Price will not be increased, in the absence of a competing proposal;
- Citigroup will accept AJD Securities offered to it on-market at the Offer Price from 11.00am today until the conclusion of the Offer Period (as defined below);
- Citigroup will stand in the market on behalf of NEXTDC and accept AJD Securities offered to it as the Offer Price from 11.00am on the date of this announcement. However, the Offer will officially be made during the period commencing 10:00am on 23 October 2018 (being the first trading day after the end of the 14 days after the date of this announcement) and ending close of trading on ASX on 26 November 2018 ('Offer Period'), unless extended or withdrawn by NEXTDC in accordance with the Corporations Act; and

- The Offer Period may be extended and the Offer Price may be increased in accordance with the Corporations Act. Notwithstanding this, NEXTDC has stated that it will not increase the Offer Price in the absence of a competing proposal, and will not extend the Offer Period beyond the scheduled closing date of 26 November 2018, unless required under the Corporations Act or in response to a competing proposal.

Broker

NEXTDC has appointed Citigroup as its agent for the purchase of AJD Securities on-market.

Acceptance

As the Offer will be an on-market offer, accepting holders of AJD Securities may only accept the Offer on-market through brokers which are a member of ASX. All AJD Securities to be purchased by NEXTDC under the Offer will be purchased on-market only during ASX trading days.

Variation of Offer

NEXTDC may vary the Offer in the limited circumstances permitted by, and in accordance with Part 6.6 of the Corporations Act, at any time before the end of the Offer Period, including extending the Offer Period.

NEXTDC reserves the right to withdraw unaccepted Offers in the limited circumstances permitted by, and in accordance with Part 6.7 of the Corporations Act, at any time before the end of the period in which the Offers remain open for acceptance.

Payment of consideration for AJD Securities and brokerage

The usual rules for settlement of transactions which occur on-market with ASX will apply in respect of acceptance of the Offer and purchase of AJD Securities by Citigroup on behalf of NEXTDC. This means that if a holder of AJD Securities accepts the Offer, they will receive A\$2.00 cash consideration for each AJD Security on a T + 2 basis (being the second trading day after the date of the transaction) in accordance with ASX practice.

Any brokerage charged by brokers acting for holders of AJD Securities wishing to sell their securities will be the sole responsibility of holders of AJD Securities.

Permitted Distributions

Holders of AJD Securities who are registered holders of those securities on the following record dates will also be entitled to receive two separate permitted distributions payable by AJD:

- A special distribution of A\$0.02 per AJD Security, which was declared on 8 October 2018 and is payable on 25 October 2018, with a record date of 12 October 2018 ('Special Distribution').
 - Securityholders who accept the Offer from NEXTDC after the ex-date of 11 October 2018 will receive the Special Distribution, in addition to the Offer Price of \$2.00 cash per Security. Securityholders who accept the Offer before the ex-date of 11 October 2018 will not receive the Special Distribution in addition to the Offer Price of \$2.00 cash per Security. AJD Securityholders should consider this timing when determining when to accept the Offer.
- A September quarterly distribution of A\$0.02 per AJD Security, which was declared on 20 September 2018 and is payable on 25 October 2018, with a record date of 28 September 2018.

Bidder's Statement

In accordance with section 635 of the Corporations Act, a Bidder's Statement will today be served on AJD. Copies of the Bidder's Statement will also be sent to the ASX and lodged with the Australian Securities and Investment Commission. A copy of the Bidder's Statement will also be sent to the holders of AJD Securities before commencement of the Offer Period.

AJD Securities

The AJD Securities the subject of the Offer are fully paid stapled securities of AJD which are on issue as at the date of the Bidder's Statement.

Immediately prior to making of this announcement:

- As far as NEXTDC is aware, there are 115,000,100 AJD Securities on issue;
- NEXTDC and its associates have a relevant interest in 33,588,501 AJD Securities
- NEXTDC has voting power in AJD Securities of approximately 29.2%.



LUKE RANDELL
MANAGING DIRECTOR
HEAD OF MARKETS & SECURITIES SERVICES
AUSTRALIA & NEW ZEALAND