



NOTICE OF MEETINGS

ASIA PACIFIC DATA CENTRE HOLDINGS LIMITED

ACN 159 621 735

ASIA PACIFIC DATA CENTRE TRUST

ARSN 161 049 556

**Thursday, 23 November 2017
at 11:00am**

**KPMG Sydney
Level 38, Tower 3
300 Barangaroo Avenue
Sydney NSW 2000
Australia**

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ASIA PACIFIC DATA CENTRE GROUP

NOTICE OF MEETINGS

Notice is given of the:

- Annual General Meeting of Members of **Asia Pacific Data Centre Holdings Limited** (ACN 159 621 735) (“APDC Holdings”); and
- General Meeting of Unitholders of **Asia Pacific Data Centre Trust** (ARSN 161 049 556) (“APDC Trust”)

(“Meetings”)

which will be held concurrently at 11:00am (Sydney time) on Thursday, 23 November 2017 at the offices of KPMG, Level 38, Tower 3, 300 Barangaroo Avenue Sydney, NSW 2000, Australia.

This Notice is issued by APDC Holdings and Asia Pacific Data Centre Limited (ACN 159 624 585) as the responsible entity of the APDC Trust (“APDC Limited”).

Clauses 28(d) and 22.3(bb) of the respective Constitutions of APDC Holdings and the APDC Trust provide that meetings of members of APDC Holdings and unitholders of the APDC Trust may be held in conjunction with each other while stapling of the shares in APDC Holdings to the units in the APDC Trust applies. Accordingly, where applicable, the meeting will be a meeting of Securityholders of both APDC Holdings and the APDC Trust (“APDC” or “Group”).

The Explanatory Statement to this Notice of Meetings provides additional information on the matters to be considered at the Meetings. The Explanatory Statement and the Proxy Form are part of this Notice of Meetings.

ORDINARY BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the:

- (a) Annual Financial Statements;
- (b) Directors' Report; and
- (c) Independent Auditor's Report,

for APDC Holdings and its controlled entities for the financial year ended 30 June 2017 ("Annual Report").

A copy of the Group's 2017 Annual Report and Corporate Governance Statement is accessible from the APDC website at www.asiapacificcdc.com.

Unless the Group's security registry has been notified otherwise, Securityholders have not been sent a hard copy of the Annual Report.

A resolution of Securityholders is not required for this item of business.

2. ITEMS FOR SECURITYHOLDER APPROVAL

Each of the following resolutions in this Notice relates only to **APDC Holdings**. While the shares in APDC Holdings and the units in APDC Trust are stapled securities, the Corporations Act 2001 (Cth) does not require any of these resolutions to be approved by the unitholders of APDC Trust.

Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass the following as an advisory resolution of APDC Holdings:

"That, the Remuneration Report (which forms part of the Directors' Report) for Asia Pacific Data Centre Holdings Limited for the year ended 30 June 2017 be adopted."

The Remuneration Report is set out in the 2017 Annual Report. Please note that, in accordance with section 250R(3) of the Corporations Act 2001 (Cth) ("Corporations Act"), the vote on this resolution is advisory only, and does not bind the Directors of APDC Holdings.

Resolution 2 – Re-election of Ian Fraser as Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of APDC Holdings:

"That, Ian Fraser, who retires in accordance with clause 47(b) of the Constitution of Asia Pacific Data Centre Holdings Limited, and having offered himself for re-election and being eligible, is re-elected as a Director of Asia Pacific Data Centre Holdings Limited."

Resolution 3 – Election of Stuart Davis as Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of APDC Holdings:

“That, Stuart Davis, having been nominated for election by NEXTDC Limited and being eligible, is elected as a Director of Asia Pacific Data Centre Holdings Limited.”

Resolution 4 – Election of Craig Scroggie as Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of APDC Holdings:

“That, Craig Scroggie, having been nominated for election by NEXTDC Limited and being eligible, is elected as a Director of Asia Pacific Data Centre Holdings Limited.”

Resolution 5 – Election of Tony Pitt as Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of APDC Holdings:

“That, Tony Pitt, having been nominated for election by 360 Capital FM Limited and being eligible, is elected as a Director of Asia Pacific Data Centre Holdings Limited.”

Resolution 6 – Election of David van Aanholt as Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of APDC Holdings:

“That, David van Aanholt, having been nominated for election by 360 Capital FM Limited and being eligible, is elected as a Director of Asia Pacific Data Centre Holdings Limited.”

Voting Exclusion Statement in relation to Resolution 1

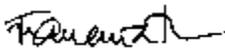
A vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, the following persons:

- (a) a member of the Key Management Personnel (“KMP”) whose remuneration details are included in the 2017 Remuneration Report; or
- (b) a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- (b) the vote is cast by the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

By order of the Directors of Asia Pacific Data Centre Holdings Limited and Asia Pacific Data Centre Limited as responsible entity for Asia Pacific Data Centre Trust.



Francina Turner
Company Secretary
24 October 2017

INFORMATION FOR SECURITYHOLDERS

Entitlement to Attend and to Vote

In accordance with the Corporations Regulations 2001 (Cth), the Directors of APDC have determined that the stapled securities on issue as at **7.00pm (Sydney time) on Tuesday 21 November 2017** will be taken, for the purposes of the Meetings, to be held by the persons who held them at that time. This means that any Securityholder registered at 7.00pm (Sydney time) on Tuesday, 21 November 2017 is entitled to attend and vote at the Meetings.

If more than one joint holder of stapled securities is present at the Meetings (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting by Proxy

If you are a Securityholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the Meetings.

A proxy need not be a Securityholder of APDC Group. If the Chairman of the Meeting is appointed as proxy, the Chairman intends to vote undirected proxies in favour of Resolutions 1 and 2. For Resolutions 3, 4, 5 and 6, the Chairman of the Meeting does not currently intend to vote undirected proxies. However this is the Chairman's intention as at the date of this Notice only and the Chairman reserves the right to change this intention, which (if there is a change) will be disclosed by way of further announcement on ASX by no later than 16 November 2017.

A Securityholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the Securityholder does not specify the proportion or number of votes to be exercised, each proxy may exercise one-half of the Securityholder's votes.

To be effective, the proxy must be received at the security registry of APDC Group no later than 11.00am (Sydney time) on Tuesday, 21 November 2017. Proxies must be received before that time by one of the following methods:

| | |
|---------------|--|
| Online | www.linkmarketservices.com.au |
| By post: | Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 |
| By facsimile: | In Australia (02) 9287 0309 From outside Australia +61 2 9287 0309 |
| By delivery: | Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138 |

Voting by Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by APDC or Link Market Services Limited no later than 11.00am (Sydney time) on Tuesday 21 November 2017, being 48 hours before the Meetings.

Corporate Representatives

A body corporate which is a Securityholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meetings. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the Meetings a properly executed letter or other document confirming its authority to act as the company's representative.

Quorum

The quorum for a meeting of both APDC Holdings and APDC Trust is at least two members present in person or by representative holding ordinary securities.

Chairman

Mr Ian Fraser, Chairman of the Board of Directors of APDC Holdings, will preside as Chairman of the Annual General Meeting of APDC Holdings. The responsible entity of APDC Trust has appointed Mr Fraser as Chairman of the General Meeting of APDC Trust.

Questions and Comments

The Chairman will give Securityholders a reasonable opportunity to ask questions about or comment on the management of the Group.

The Chairman will also give Securityholders a reasonable opportunity to ask the Independent Auditor questions relevant to the:

- (a) conduct of the audit;
- (b) preparation and content of the Independent Auditor's Report;
- (c) accounting policies adopted by the Group in relation to the preparation of the financial statements; and
- (d) independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by Securityholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit.

Submission of Written Questions to APDC Group or Auditor

If you wish a question to be put to the Chairman of the Meetings or the Auditor and you are not able to attend the Meetings please email your question to the Company Secretary at info@asiapacificdc.com.

To allow time to collate questions and prepare answers, questions must be received by the Company Secretary by 5:00pm (Sydney time) on Friday, 17 November 2017.

A list of written questions submitted by Securityholders to the Auditor will be made available at the start of the Meetings and any written answer tabled by the Auditor at the Meetings will be available as soon as practicable after the Meetings.

While the Chairman of the Meetings will endeavour to address as many of the more frequently raised Securityholder topics as possible during the Meetings, there may not be sufficient time available to address all topics raised. Please note that individual responses to questions raised will not be sent to Securityholders.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Securityholders of APDC in connection with the business to be conducted at the 2017 Annual General Meeting of APDC Holdings (“AGM”) and at the General Meeting of APDC Trust to be held concurrently at 11:00am (Sydney time) on Thursday, 23 November 2017 at the offices of KPMG, Level 38, Tower 3, 300 Barangaroo Avenue Sydney, NSW 2000, Australia.

The purpose of this Explanatory Statement is to provide information the Directors believe to be important to Securityholders in deciding whether or not to pass the Resolutions at the Meetings.

Each of the following resolutions in this Notice relates only to **APDC Holdings**. While the shares in APDC Holdings and the units in APDC Trust are stapled securities, the Corporations Act does not require any of these resolutions to be approved by the unitholders of APDC Trust.

Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of KMP (including Directors) (“Remuneration Report”) be put to the vote of Securityholders for adoption by way of a non-binding vote.

If there is a vote of 25% or more against the Remuneration Report at the 2017 AGM, and another vote of 25% or more at the 2018 AGM, then a resolution will be put at the 2018 AGM as to whether another meeting of APDC Securityholders should be held within 90 days (“Spill Meeting”) at which the Board (other than the Managing Director) must stand for re-election (“Spill Resolution”).

If the Spill Resolution passes, then the Company must hold a Spill Meeting within 90 days of the 2018 AGM at which all Directors (other than the Managing Director) who were Directors at the time the Remuneration Report that received the second strike was approved by the Directors will retire and may resubmit themselves for re-election.

The Remuneration Report details the remuneration policy of APDC Holdings and:

- reports the remuneration arrangements for the Executive Director and Non-Executive Directors;
- explains Board policies in relation to the nature and value of remuneration paid to the Executive Director and Non-Executive Directors; and
- discusses the relationship between the policy and APDC's performance.

The Remuneration Report is available in the Group's 2017 Annual Report which is available at www.asiapacificdc.com.

The Chairman will give Securityholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution.

Resolution 2 – Re-election of Ian Fraser as Director

The ASX Listing Rules require that an entity holds an election of Directors at least once per year. In addition, APDC Holdings Constitution requires that a Director must retire from office no later than the third AGM following his or her last election. Mr Ian Fraser was elected at the 2014 AGM. In accordance with clause 47(b) of the APDC Holdings Constitution, Mr Ian Fraser retires and, being eligible, offers himself for re-election as a Director.

Mr Ian Fraser is the Chairman and independent Non-Executive Director of APDC Holdings and APDC Limited, and member of the Audit, Risk and Compliance Committee. He has held these roles since APDC was listed on the Australian Stock Exchange on 9 January 2013.

Mr Fraser is a chartered accountant and non-executive company director with 45 years' experience as a business and accounting professional, including 10 years as a company director of listed and unlisted public companies and 27 years as a partner with KPMG. He retired as a senior audit and corporate advisory partner in 2004.

Mr Fraser is a Councillor of the QIMR Berghofer Medical Research Institute. He retired from the Boards of Wilson HTM Investment Group Ltd in 2013 after 7 years as a director and RP Data Ltd in 2011 after 3 years as chairman and 5 years as a director.

Mr Fraser holds a Bachelor of Commerce from the University of Queensland, is a Fellow of Chartered Accountants Australia and New Zealand and a Fellow of the Australian Institute of Company Directors.

The Directors, with Mr Fraser abstaining, unanimously recommend that Securityholders vote in favour of this Resolution.

Resolutions 3, 4, 5 and 6 – Election of Stuart Davis, Craig Scroggie, Tony Pitt and David van Aanholt as Directors

As announced to the ASX on 6 October 2017, APDC received from NEXTDC Limited ("NEXTDC") and 360 Capital FM Limited ("360 Capital") the following nominations for election as Directors at the AGM:

- Craig Scroggie and Stuart Davis, both nominated by NEXTDC; and
- Tony Pitt and David van Aanholt, both nominated by 360 Capital.

Profiles for each of the above nominees are included in this Explanatory Statement.

By way of background, as APDC Securityholders would be aware, NEXTDC made a takeover offer ("NEXTDC Offer") to acquire all APDC securities at \$1.87 per APDC security, which was recommended by the APDC Directors in the absence of a superior proposal. The NEXTDC Offer lapsed on 15 September 2017 with NEXTDC holding approximately 29% of all APDC securities.

360 Capital has a takeover offer in progress as at the date of this document ("360 Capital Offer"). The 360 Capital Offer is for \$1.95 per APDC security and has been recommended by the APDC Directors in the absence of a superior proposal. At the date of this document, the 360 Capital Offer is the only available offer for all APDC securities. As at 4 October 2017 (being the date of 360 Capital's last notice of change of interests of substantial holder), 360 Capital held approximately 21% of all APDC securities. Unless extended, the 360 Capital Offer will close on 6 November 2017.

Currently the Board comprises independent Directors with the exception of the Chief Executive Officer, Francina Turner, who is a non-independent Director.

The *ASX Corporate Governance Principles and Recommendations* include examples of positions that might cause doubts about the independence of a director. These include where the director is an officer (e.g. a director) of a substantial holder. Both NEXTDC and 360 Capital are substantial holders of APDC and each of their respective nominees for election as a Director at the AGM is an officer of his nominator. Although ultimately a matter for the APDC Board to determine, none of the nominees of NEXTDC and 360 Capital who is offered for election as a Director of APDC may be regarded as an independent Director, if appointed to that Board.

Given:

- the 360 Capital Offer, which the Board has recommended in the absence of a superior proposal, remains open for APDC Securityholders to accept; and
- 360 Capital may acquire a controlling interest in APDC before the AGM¹

the Directors do not propose to make a recommendation in relation to Resolutions 3, 4, 5 and 6 at this stage.

The Directors will continue to monitor developments regarding APDC, including in relation to the 360 Capital Offer and changes to the APDC security register. The Directors will consider whether to make a recommendation in relation to Resolutions 3, 4, 5 and 6 by no later than 16 November 2017, having regard to the circumstances that exist at that time, and will provide an update by way of further announcement on ASX, which will also be available on the APDC website at <http://www.asiapacificdc.com>.

Resolution 3 – Election of Stuart Davis (NEXTDC Nominee) as Director

Mr Stuart Davis has been nominated for election by NEXTDC Limited.

Mr Stuart Davis is an independent non-executive director, chairman of the Audit and Risk Management Committee and member of the Remuneration and Nomination Committee of NEXTDC Limited.

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 a director of PayPal Australia Limited and Bank South Pacific Limited and previously held directorships with subsidiaries of HSBC Group until 2012, Built Holdings Pty Ltd and Moboom Limited.

Mr Davis holds a LLB from Adelaide University and is a Graduate of the Australian Institute of Company Directors.

¹ 360 Capital has stated in its Replacement Bidder's Statement (dated 4 October 2017) that, if 360 Capital has a controlling interest in APDC but 360 Capital is not entitled to proceed to compulsory acquisition at the close of the 360 Capital Offer:

- 360 Capital will consider the board composition of APDC Holdings and APDC Limited and whether any changes are appropriate, having regard to the size of its stake and any other circumstances applicable at the time; and
- 360 Capital considers that the Boards of APDC Holdings and APDC Limited should comprise of at least one independent Director.

Explanatory Statement

In addition to his data centre industry experience, if appointed, Mr Davis would bring to APDC the benefit of his broad-ranging experience as banking executive. He strongly supports APDC maintaining its current prudent approach to debt levels and disciplined approach to assessment of investment opportunities.

Resolution 4 – Election of Craig Scroggie (NEXTDC Nominee) as Director

Mr Craig Scroggie has been nominated for election by NEXTDC Limited.

Mr Craig Scroggie is the Chief Executive Officer and an Executive Director of NEXTDC Limited. Prior to his appointment as Chief Executive Officer, Craig served as a Non-Executive Director of NEXTDC Limited for 18 months and as Chairman of the Audit and Risk Management Committee.

Mr Scroggie has substantial senior leadership experience within the IT and telecommunications industries, having held senior positions with Symantec, Veritas Software, Computer Associates, EMC Corporation and Fujitsu.

Mr Scroggie currently holds the position of Adjunct Professor in the Faculty of Business, Economics & Law at La Trobe University where he currently serves on the Business School Advisory Board. Craig was formerly the Chairman of the La Trobe University Graduate School of Management Board.

Mr Scroggie is a Graduate and Fellow of the Australian Institute of Company Directors, a Fellow of the Australian Institute of Management and a Fellow of the Australian Sales & Marketing Institute. Mr Scroggie is a Graduate of the University of Southern Queensland and holds an Advanced Certificate in Information Technology, a Graduate Certificate in Management, a Postgraduate Diploma in Management, and a Master of Business Administration.

If appointed, Mr Scroggie would bring to bear his extensive experience in management and ownership of data centres. He recognises that many of APDC's investors invested on the basis of its steady and regular distributions. He believes that this is best achieved by continuing APDC's current prudent approach to capital management and debt levels, and by maintaining and strengthening APDC's existing corporate governance systems.

Resolution 5 – Election of Tony Pitt (360 Capital Nominee) as Director

Mr Tony Pitt has been nominated for election by 360 Capital FM Limited.

Mr Tony Pitt is the managing director and an independent non-executive director of 360 Capital FM Limited and 360 Capital Group.

Mr Pitt is a founding director of 360 Capital Group and has worked in the property and property funds management industries for approximately 20 years. Tony would bring a wealth of experience and knowledge to the APDC Board, considering his background within the commercial property sector in establishing, managing and sustainably growing listed and unlisted real estate investment trusts, together with his successful history of executing corporate mergers and acquisitions.

Mr Pitt is responsible for the performance of 360 Capital's various investments and funds, including the investment analysis, management, acquisitions and disposal and overall Group and investment strategy. He has overseen the IPO on the ASX of three AREITs since 2012 as well as the creation of various unlisted funds, undertaken corporate acquisitions and the ASX listing of 360 Capital Group.

Mr Pitt formerly held numerous senior roles and directorships at Mirvac Group, James Fielding Group. He also held positions at Paladin Australia Limited, JLL and CBRE.

Mr Pitt graduated from Curtin University with a Bachelor of Commerce (Property) and has a Graduate Diploma in Applied Finance and Investment from the Financial Services Institute of Australasia.

Resolution 6 – Election of David van Aanholt (360 Capital Nominee) as Director

Mr David van Aanholt has been nominated for election by 360 Capital FM Limited.

Mr van Aanholt is the Chairman and independent non-executive director of 360 Capital FM Limited and 360 Capital Group.

Mr van Aanholt has over 20 years of experience in the property and funds management industry. He would bring his invaluable experience to the APDC Board with his proven management track record at both executive and Board level including the development and implementation of effective business strategy.

He is the Chairman of 360 Capital Group an ASX-listed property investment and funds management group concentrating on strategic investment and active investment management of property assets. He is also Chairman of Kennards Self Storage Group the largest and leading Self Storage Operator in Australia, with more than 80 facilities cross Australia and New Zealand.

In September 2016, Mr van Aanholt was appointed to the Council of the University of New England. He currently sits on the following UNE Council Committees; Remuneration, Audit & Risk, Finance & Infrastructure and Innovation & Development Committees. Prior to establishing his own property group in 2007 Mr van Aanholt was the Chief Executive Officer (Asia Pacific) of the ASX listed Goodman Group. In that role he was responsible for Goodman's operations in Australia, New Zealand, Hong Kong, Singapore and China. Mr van Aanholt worked for Goodman for more than a decade and before joining them he was a Fund Manager at Paladin Australia Limited and an Associate Director of CDH Properties.

Mr van Aanholt holds a Bachelor of Business (Land Economy), a Post Graduate Diploma in Management and a Masters in Business Administration. He is also a Fellow of the Australian Property Institute.

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Asia Pacific Data Centre Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474

PROXY FORM

I/We being a Securityholder(s) of Asia Pacific Data Centre Group 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 of the person or body corporate you are appointing as your proxy

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 Asia Pacific Data Centre Holdings Limited (the Company) and the General Meeting of Asia Pacific Data Centre Trust to be held at **11:00am (Sydney time) on Thursday, 23 November 2017 at the office of KPMG, Level 38, Tower 3, 300 Barangaroo Avenue, Sydney NSW Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: 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 Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

For Resolutions 1 and 2, the Chairman of the Meeting intends to vote undirected proxies in favour.

For Resolutions 3, 4, 5 and 6, the Chairman of the Meeting does not currently intend to vote undirected proxies. However this is the Chairman's intention as at the date of the Notice of Meeting only and the Chairman reserves the right to change this intention, which (if there is a change) will be disclosed by way of further announcement on ASX by no later than 16 November 2017.

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

Resolution

1 Remuneration Report

For Against Abstain*

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

360 Capital Nominees

5 Election as a Director – Mr Tony Pitt

For Against Abstain*

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

2 Re-election as a Director – Mr Ian Fraser

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

6 Election as a Director – Mr David van Aanholt

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

NEXTDC Nominees

3 Election as a Director – Mr Stuart Davis

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

4 Election as a Director – Mr Craig Scroggie

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

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

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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).



HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1.

If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution. A proxy need not be a securityholder of the Company.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on resolutions that 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 securities 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 securities 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 security 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 securities 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 securityholder may sign.

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

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security 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 Tuesday, 21 November 2017**, 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.

Only proxy forms issued by the Company will be deemed valid and accepted by the Company.

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, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Asia Pacific Data Centre Group
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*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

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

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**