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NEXTDC

Capital raising

17 April 2018



NEXTDC

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NEXTDC LIMITED ACN 143 582 521

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This Presentation does not purport to contain all the information that a prospective investor may require in evaluating a possible investment in NEXTDC nor does it contain all the information which would be required in a prospectus prepared in accordance with the requirements of the Corporations Act.

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An investment in NEXTDC is subject to investment risk including possible loss of income and principal invested. Please see the 'Key Risks' Section of this Presentation for further details.

Financial amounts

All dollar values are in Australian dollars (A\$) and financial data is presented as at, or for the period ended, 31 December 2017 unless stated otherwise. NEXTDC's results are reported under Australian International Financial Reporting Standards, or AIFRS. The historical information included in this Presentation is based on information that has previously been released to the market. The pro forma historical financial information does not purport to be in compliance with Article 11 of Regulation S-X of the rules and regulations of the US Securities and Exchange Commission. Investors should also be aware that certain financial data included in this Presentation may be 'non-IFRS financial information' under Regulatory Guide 230 Disclosing non-IFRS financial information published by the Australian Securities and Investments Commission or 'non-GAAP financial measures' under Regulation G of the US Securities Exchange Act of 1934. The non-IFRS financial information and these non-GAAP financial measures do not have a standardised meaning prescribed by AIFRS and, therefore, may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with AIFRS. Investors are cautioned, therefore, not to place undue reliance on any non-IFRS financial measures included in this Presentation.

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Acknowledgment

You acknowledge and agree that:

- determination of eligibility of investors for the purposes of the Capital Raising is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of NEXTDC and the Sole Lead Manager; and
- each of NEXTDC and the Sole Lead Manager and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

Acceptance

By attending an investor presentation or briefing, or accepting, assessing or reviewing this document you acknowledge and agree to the above.

NEXTDC Capital Raising



NEXTDC today announced a capital raising by way of an underwritten Institutional Placement of \$281m (“Placement”) and an uncapped, non-underwritten Share Purchase Plan (“SPP”) (collectively the “Capital Raising”)

Institutional Placement includes a cornerstone investment of \$150 million from UniSuper

New Data Centre Sites



NEXTDC continues to experience very strong demand for its premium data centre services, which has increased the Company's confidence in the size and nature of the long-term demand for its data centre services



NEXTDC is seeking equity funding to support the acquisition of three new contracted or identified commercial properties for future data centre developments: Sydney ("S3"), Melbourne ("M3") and Perth ("P2") ("New Sites")

Includes capital to support the initial development phase of P2 as well as general corporate purposes



The New Sites are incremental to NEXTDC's current funding envelope

Accordingly, NEXTDC has chosen to de-risk its future capital requirements and equity fund the land purchases as well as initial development works at P2



The equity funding adds to NEXTDC's current liquidity (cash and undrawn committed debt facilities) of \$478m at 31 of March 2018¹



NEXTDC reaffirms its FY18E Guidance provided at its 1H18 results in February 2018

Investment Highlights



Proven Business Model

Australia's largest national network of neutral co-location data centres

- Seven (7) data centres operational, one (1) data centre under construction (S2) and three (3) additional data centres under planning and development
- NEXTDC offers customers a single national data centre partner, tiered national pricing and consistent Service Level Agreements across five cities under one Master Services Agreement
- NEXTDC operates a channel preferred sales model focused on partnering with providers of infrastructure, platform and packaged services that accelerates top-line growth



Strong Industry Fundamentals

Strong growth in cloud computing and enterprise data centre colocation services

- NEXTDC continues to experience very strong demand for its premium data centre services
- Strong and growing demand pipeline
- Increased confidence in the growth of co-location and hyperscale data centre capacity requirements in the years ahead



Benchmark Operational Excellence

Setting new standards for the data centre industry

- B2, M2 and S2 developments are Australia's first UTI Tier IV design and construct certifications
- UTI Gold operational sustainability certifications achieved at P1 and S1, with the rollout extending to the entire fleet
- Industry first NABERS 5.0 star energy efficiency design for B2, M2, and S2 delivers a PUE target of 1.2
- P2, M3 and S3 developments are planned for UTI Tier IV design and construct, UTI Gold operational sustainability and NABERS 5.0 star energy efficiency



FY18 Guidance Confirmed

Re-affirmed Company Guidance for FY18

- Revenue in the range of \$152m to \$158m (up 23% to 28% on FY17)
- Underlying EBITDA¹ in the range of \$58m to \$62m (up 18% to 27% on FY17)
- Capital expenditure on existing facilities between \$220m and \$240m

1. Excluding APDC distribution income from NEXTDC's 29.2% investment in Asia Pacific Data Centre Group (APDC) as well as costs related to NEXTDC's wind-up action

Capital Raising Overview



Offer size & structure

- The Placement to institutional investors to raise \$281 million consists of:
 - \$131 million general placement (“**General Placement**”); and
 - \$150 million cornerstone placement to UniSuper (“**Cornerstone Placement**”)
- The Placement is fully underwritten by the Sole Lead Manager and Bookrunner, Citigroup Global Markets Australia Pty Limited (“**Citi**”)
- Citi will conduct a variable price bookbuild with existing institutional shareholders and new eligible institutional investors to determine the issue price for the General Placement (the “**Placement Price**”).
 - The General Placement underwritten floor price is \$6.43 per share, representing a 3.0% discount to 5-day VWAP¹ and 5.6% discount to the last closing price².
- The Cornerstone Placement is priced at a 2.5% premium to the Placement Price
- Share Purchase Plan (“**SPP**”) to allow eligible Australian and New Zealand shareholders to participate
 - Subscribe for shares up to \$15,000 at an issue price of the lower of the Placement Price or the 5-day VWAP³ to SPP Closing Date (rounded down to the nearest cent)
 - The SPP is not underwritten or capped
 - All NEXTDC Directors have indicated an intention to take up their full \$15,000 entitlement under the SPP



Use of Proceeds⁴

Sources of funds (\$m) ⁴		Uses of funds (\$m) ⁴	
Institutional placement	281	S3 acquisition	87
		P2 acquisition	22
		P2 initial development (1MW+ of capacity)	80
		M3 acquisition + general corporate purposes	92
Total sources	281	Total uses	281

1. 5-day Volume Weighted Average Price (**VWAP**) from 10 April 2018 to 16 April 2018 (inclusive)
2. Closing price on 16 April 2018
3. 5-day VWAP up to (and including) the SPP Closing Date
4. Before SPP proceeds (if any) and transaction costs

Capital Raising Indicative Timetable

Event	Date
SPP Record Date	7:00pm, Monday, 16 April 2018
Trading halt and announcement of Capital Raising	Tuesday, 17 April 2018
Institutional Placement bookbuild	Tuesday, 17 April 2018
Announcement of results of Placement and trading halt lifted	Wednesday, 18 April 2018
Settlement of Placement	Friday, 20 April 2018
Allotment and normal trading of New Shares under the Placement	Monday, 23 April 2018
SPP offer opens and Booklet dispatched	Friday, 27 April 2018
SPP Closing Date	5:00pm, Tuesday, 15 May 2018
Allotment of New Shares under the SPP	Tuesday, 22 May 2018
Despatch of holding statements and normal trading of New Shares issued under the SPP	Friday, 25 May 2018

The above timetable is indicative only. NEXTDC and the Sole Lead Manager reserve the right to amend any or all of these dates at their absolute discretion, subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and any other applicable laws. The quotation of New Shares is subject to confirmation from the ASX. All references to time in this Presentation are to Sydney time.

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S3 SYDNEY

Location **5km from CBD in Northern Sydney**

Total planned IT capacity **80MW**

Land purchase cost¹ **\$87 million**

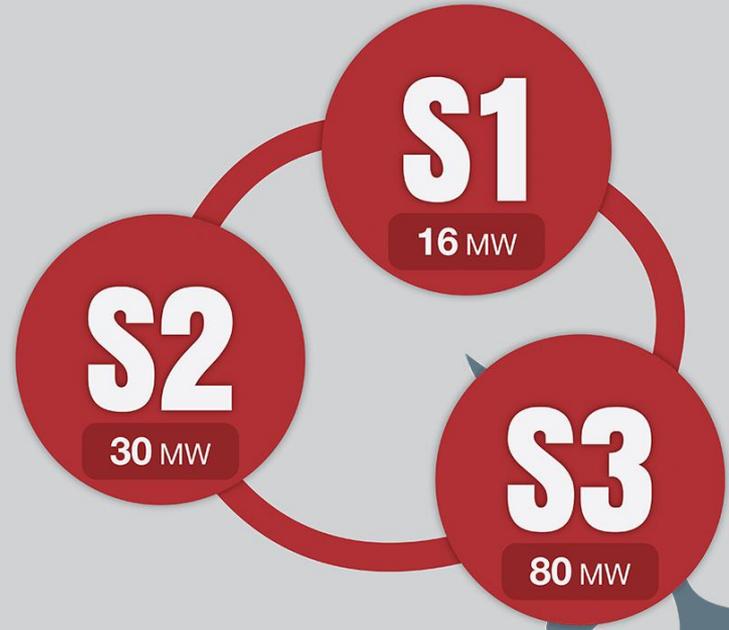
Target PUE **1.15² / 1.29³**

Design/construction standard **UTI Tier IV**

Status **Under contract**

- UTI Tier IV design and construct certification
- Tier IV designed Iso-parallel UPS system
- NABERS 5.0 star energy efficiency design
- Planned for UTI Gold operational sustainability
- Seamless cross connect for S1, S2 and S3 through NEXTDC Fibre Cross Connect
- AXON cloud connect on ramp available day one for Microsoft ExpressRoute, Amazon Web Services, IBM Cloud and other cloud on ramps

1. Including estimated stamp duty and transaction costs, excluding GST
2. Best instantaneous power consumption ratio within a calendar year, dependent on load and optimal environmental conditions
3. Total energy consumption ratio during a full calendar year, dependent on load and supports a NABERS 5 star rating

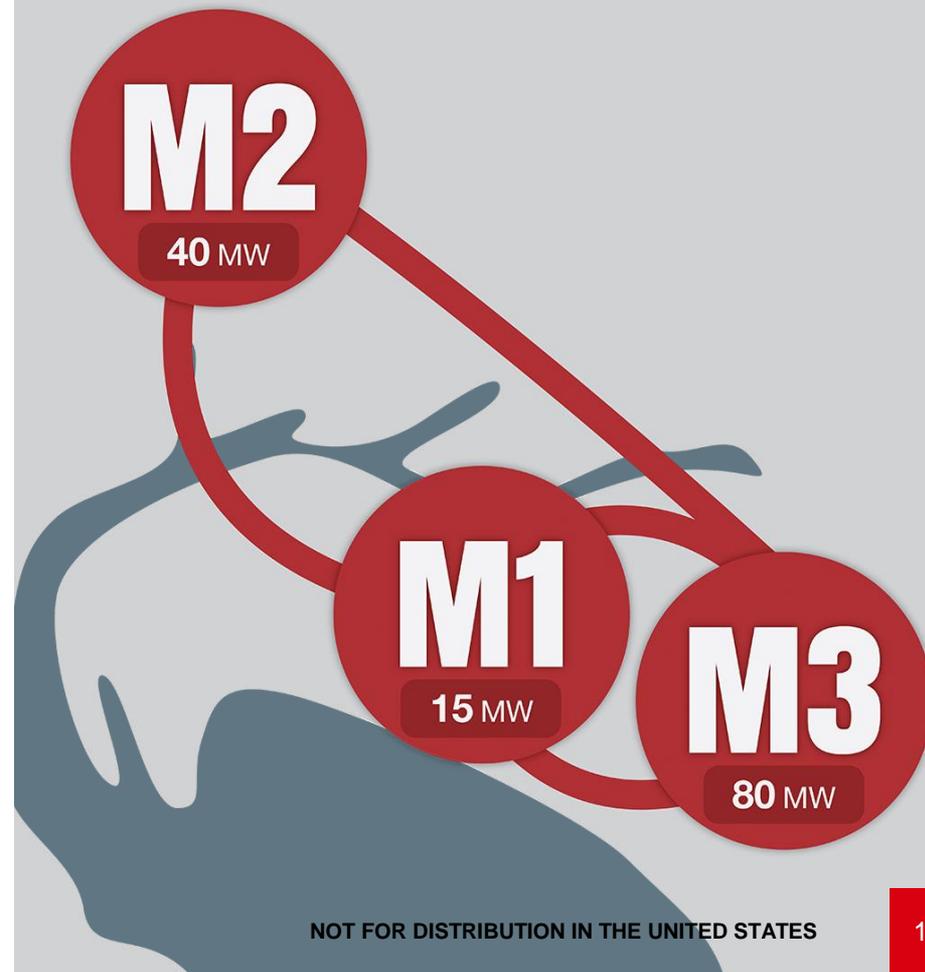


M3 MELBOURNE

Location	Port Melbourne
Total planned IT capacity	80MW
Land purchase cost	To be advised
Target PUE	1.10¹ / 1.28²
Design/construction standard	UTI Tier IV
Status	Due diligence advancing

- UTI Tier IV design and construct certification
- Tier IV designed Iso-parallel UPS system
- NABERS 5.0 star energy efficiency design
- Planned for UTI Gold operational sustainability
- Seamless cross connect for M1, M2 and M3 through NEXTDC Fibre Cross Connect
- AXON cloud connect on ramp available day one for Microsoft ExpressRoute, Amazon Web Services, IBM Cloud and other cloud on ramps

1. Best instantaneous power consumption ratio within a calendar year, dependent on load and optimal environmental conditions
2. Total energy consumption ratio during a full calendar year, dependent on load and supports a NABERS 5 star rating

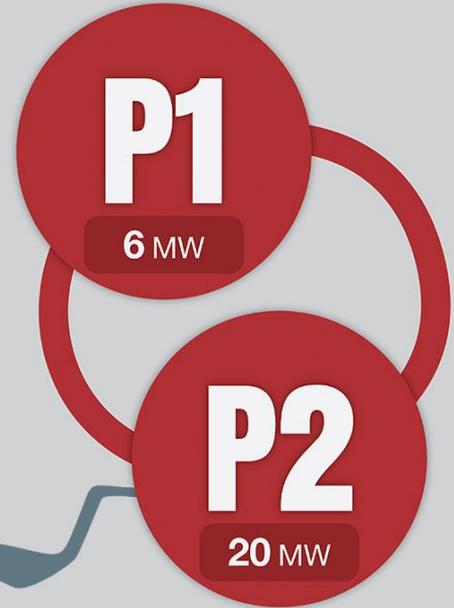


P2 PERTH

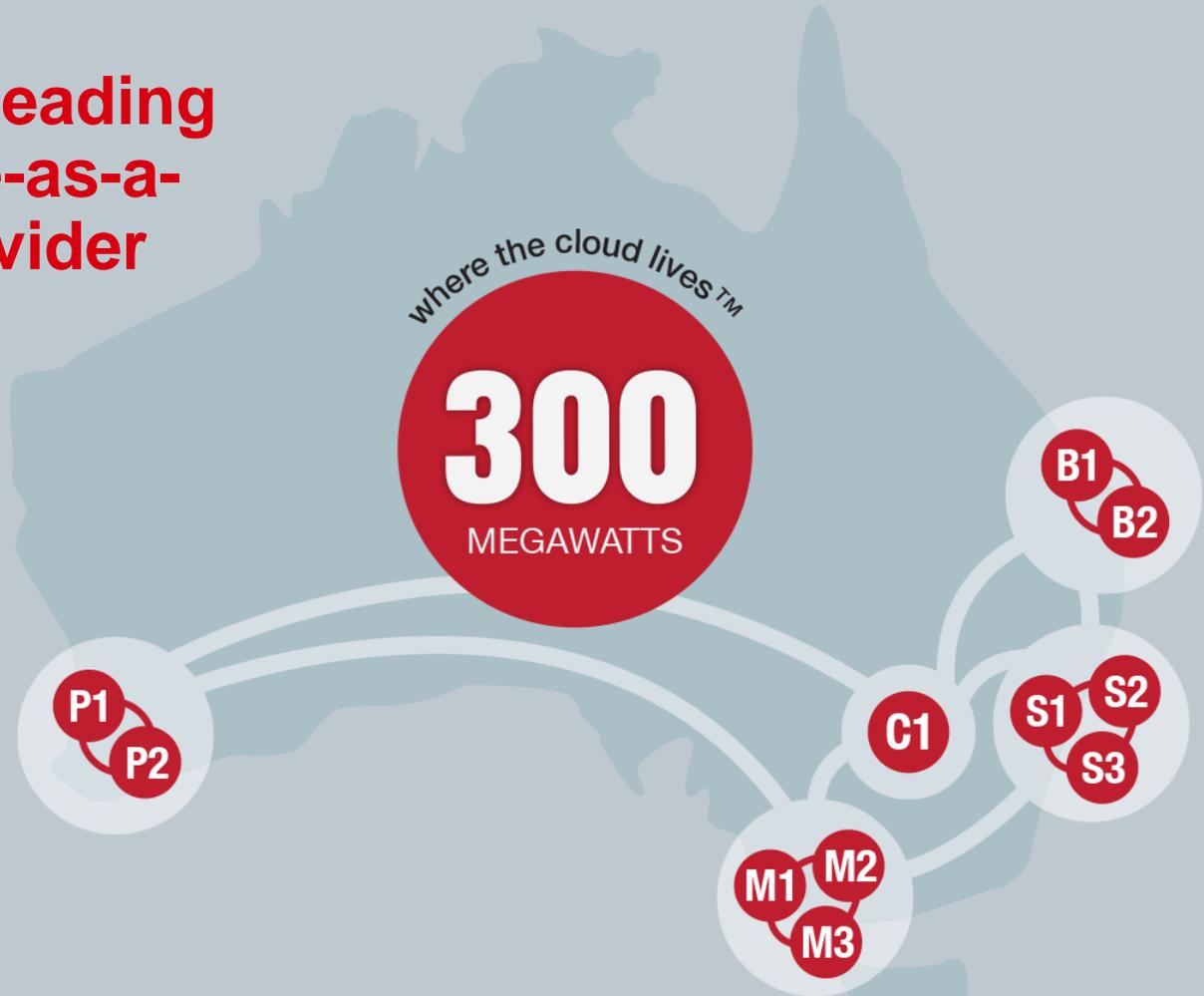
Location	East Perth
Total planned IT capacity	20MW
Initial capacity (Phase 1)	1MW+
Land purchase cost ¹	\$22 million
Phase 1 development cost	\$80m
Target PUE	1.15² / 1.29³
Design/construction standard	UTI Tier IV
Status	Under contract

- UTI Tier IV design and construct certification
- Tier IV designed Iso-parallel UPS system
- NABERS 5.0 star energy efficiency design
- Planned for UTI Gold operational sustainability
- Seamless cross connect for P1 and P2 through NEXTDC Fibre Cross Connect
- AXON cloud connect on ramp available day one for Microsoft ExpressRoute, Amazon Web Services, IBM Cloud and other cloud on ramps
- Phase 1 practical completion expected in 1H FY20

1. Including estimated stamp duty and transaction costs, excludes GST and \$80m to fund initial development
2. Best instantaneous power consumption ratio within a calendar year, dependent on load and optimal environmental conditions
3. Total energy consumption ratio during a full calendar year, dependent on load and supports a NABERS 5 star rating



Australia's leading Data-Centre-as-a- Service provider



Key Risks



Data centre utilisation

The proceeds of the equity raising are expected to primarily be used to fund the acquisition of land and construction of new data centres as well as to meet ongoing customer demand. However, there is no guarantee that such demand will continue or that existing customers will renew their data centre requirements through NEXTDC. This may impact utilisation which is the key component of NEXTDC's operational revenue.



Reduction in demand for data centre services

The market for data centres is characterised by rapidly changing technology, frequent new product and competitor introductions, changing laws (for example – data and privacy) as well as changing customer demands, and any reduction in demand for or increase or changes in supply of data centre services may impact NEXTDC significantly. There may be adverse trends in data centre outsourcing and co-location cloud provision.



Security risk

Security risks, including physical threats, loss of power, flooding, fire, explosion, aircraft impact, terrorism, malicious damage and external hacking and/or the malfunction of response equipment may have sustained and adverse impacts on NEXTDC's business viability through the loss of future revenues or payment of damages (not otherwise insured).



Development risk

NEXTDC is involved in the development of data centres, including S2 and the proposed new sites for P2, S3 and M3. Generally, development projects have a number of risks including (i) the risk that suitable sites or required planning consents and regulatory approvals are not obtained or, if obtained, are received later than expected, or are adverse to NEXTDC's interests, or are not properly adhered to; (ii) the escalation of development costs beyond those originally expected; (iii) unforeseeable project delays beyond the control of NEXTDC; and (iv) non-performance/breach of contract by a contractor or sub-contractor. Increases in supply or falls in demand could influence the acquisition of sites, the timing and value of sales and carrying value of projects.



Reliance on key management personnel

NEXTDC depends on the talent and experience of its staff and employees. It is essential that appropriately skilled staff be available in sufficient numbers to support NEXTDC's business. While NEXTDC has initiatives in place to mitigate the risk of its key staff leaving, the loss of such staff may have a negative impact on NEXTDC.

Key Risks CONTINUED



Infrastructure and technology failure

NEXTDC relies on its infrastructure and technology to provide its customers with a highly reliable service. There may be a failure to deliver this level of service as a result of numerous factors, including human error, power loss, improper maintenance by landlords and security breaches. Service interruptions, regardless of their cause, may cause contractual and other losses to NEXTDC.



Supply and pricing of utilities

NEXTDC and its landlords rely on third party providers for the supply of utilities to its data centres (including electricity and water). There is no guarantee that the third party providers will be able to consistently provide sufficient levels of utilities to NEXTDC at acceptable costs to satisfy demand requirements.



Lease risk

NEXTDC holds long term leases over M1, S1, P1, C1, B1 and S2. Any breach or termination of these leases could have a material adverse impact on NEXTDC.



Funding risk

NEXTDC has entered into an Underwriting Agreement under which the underwriter has agreed to fully underwrite the Capital Raising, subject to the terms and conditions of the Underwriting Agreement. If certain conditions are not satisfied or certain events occur, the underwriter may terminate the Underwriting Agreement. The ability of the underwriter to terminate the Underwriting Agreement in respect of some events will depend on whether the event has or is likely to have a material adverse effect on the success, marketing or settlement of the Capital Raising, the value of the securities, or the willingness of investors to subscribe for securities, or where they may give rise to liability for the underwriter.



General risks

An investment in NEXTDC is also subject to general risks including those related to general economic conditions, availability of funding, refinancing requirements, foreign exchange risk, share price volatility, interest rates, debt covenants, financial distress of customers, attracting and retaining employees, health, safety and environment issues, litigation and disputes, financial forecasts, regulatory issues, changes in law, changes in accounting policy and standards, taxation implications, insurance issues, force majeure, counterparty risk, intellectual property risk and reputational risk.

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This document does not constitute an offer of new fully paid ordinary shares (New Shares) of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

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- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the

Norwegian Securities Trading Act of 2007.

The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation).

International Offer Restrictions

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