



## Announcement Summary

**Entity name**

NEXTDC LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

11/4/2024

**The Proposed issue is:**

An accelerated offer

**Total number of +securities proposed to be issued for an accelerated offer**

ASX +security code	+Security description	Maximum Number of +securities to be issued
NXT	ORDINARY FULLY PAID	85,784,633

**Trading resumes on an ex-entitlement basis (ex date)**

15/4/2024

**+Record date**

15/4/2024

**Offer closing date for retail +security holders**

2/5/2024

**Issue date for retail +security holders**

9/5/2024

Refer to next page for full details of the announcement



## Part 1 - Entity and announcement details

**1.1 Name of +Entity**

NEXTDC LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ACN

**Registration Number**

143582521

**1.3 ASX issuer code**

NXT

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

11/4/2024

**1.6 The Proposed issue is:**

An accelerated offer

**1.6b The proposed accelerated offer is**

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



Part 3 - Details of proposed entitlement offer issue

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Part 3A - Conditions

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**3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?**

No

Part 3B - Offer details

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**+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued**

**ASX +security code and description**

NXT : ORDINARY FULLY PAID

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

**If the entity has quoted company options, do the terms entitle option holders to participate on exercise?**

No

Details of +securities proposed to be issued

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**ASX +security code and description**

NXT : ORDINARY FULLY PAID

**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

**ISIN Code for the entitlement or right to participate in the offer (if Issuer is foreign company and +securities do not have +CDIs issued over them)**

**Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)**

**Has the offer ratio been determined?**

Yes

**The quantity of additional +securities to be issued**

1

**For a given quantity of +securities held**

6

**What will be done with fractional entitlements?**

**Maximum number of +securities proposed to be issued (subject to**

**rounding)**

Fractions rounded up to the next whole number 85,784,633

**Offer price details for retail security holders****Has the offer price for the retail offer been determined?**

Yes

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security for the retail offer?**

AUD 15.40000

**Offer price details for institutional security holders****Has the offer price for the institutional offer been determined?**

Yes

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security for the institutional offer?**

AUD 15.40000

**Oversubscription & Scale back details****Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**

Yes

**Describe the limits on over-subscription**

Eligible retail shareholders taking their full entitlement may also apply for additional new shares up to a maximum of 100% in excess of their entitlement. Allocation of additional new shares will be limited to availability of new shares from eligible retail shareholders who do not take up their full entitlements and that would otherwise have been offered to ineligible retail shareholders if they were eligible to participate in the retail component of the entitlement offer.

**Will a scale back be applied if the offer is over-subscribed?**

Yes

**Describe the scale back arrangements**

If there are excess over-subscription applications NEXTDC reserves the right to scale back applications in its absolute discretion. In the event of a scale back any excess application monies will be refunded following allotment. No interest will be paid on any application monies received and refunded.

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

**Part 3D - Timetable****3D.1a First day of trading halt**

11/4/2024



**3D.1b Announcement date of accelerated offer**

11/4/2024

**3D.2 Trading resumes on an ex-entitlement basis (ex date)**

15/4/2024

**3D.5 Date offer will be made to eligible institutional +security holders**

11/4/2024

**3D.6 Application closing date for institutional +security holders**

12/4/2024

**3D.8 Announcement of results of institutional offer**

**(The announcement should be made before the resumption of trading following the trading halt)**

15/4/2024

**3D.9 +Record date**

15/4/2024

**3D.10a Settlement date of new +securities issued under institutional entitlement offer**

19/4/2024

**3D.10b +Issue date for institutional +security holders**

22/4/2024

**3D.10c Normal trading of new +securities issued under institutional entitlement offer**

22/4/2024

**3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue**

18/4/2024

**3D.12 Offer closing date for retail +security holders**

2/5/2024

**3D.13 Last day to extend retail offer close date**

29/4/2024

**3D.19 +Issue date for retail +security holders and last day for entity to announce results of retail offer**

9/5/2024



Part 3E - Fees and expenses

**3E.1 Will there be a lead manager or broker to the proposed offer?**

Yes

**3E.1a Who is the lead manager/broker?**

Royal Bank of Canada (trading as RBC Capital Markets) ABN 86 076 940 880) and Morgan Stanley Australia Securities Limited ABN 55 078 652 276

**3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

There is a management fee payable of 0.3% of the proceeds of the Entitlement Offer.

**3E.2 Is the proposed offer to be underwritten?**

Yes

**3E.2a Who are the underwriter(s)?**

Royal Bank of Canada (trading as RBC Capital Markets) ABN 86 076 940 880 and Morgan Stanley Australia Securities Limited ABN 55 078 652 276

**3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?**

Fully

**3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?**

There is a underwriting fee payable of 1.25% of the proceeds of the Entitlement Offer. There is also an incentive fee of up to 0.15% of the proceeds of the Entitlement Offer payable at NEXTDC's sole discretion.

**3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated**

Please refer to slides 39-41 of the Investor Presentation released to the ASX on 11 April 2024.

**3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?**

No

**3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

No

**3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

NEXTDC expects transaction costs to be approximately A\$25million. Please refer to slide 17 of the Investor Presentation released to the ASX on 11 April 2024.

Part 3F - Further Information

**3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

Please refer to slide 17 the Investor Presentation released to the ASX on 11 April 2024.

**3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?**

No

**3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?**

No

**3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue**

Please refer to page 42 of the Investor Presentation lodged with the ASX on 11 April 2024 in respect of the Institutional Entitlement Offer. The retail entitlement offer will be extended to Australia and New Zealand.

**3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities**

Yes



**3F.5a Please provide further details of the offer to eligible beneficiaries**

The Retail Entitlement Offer is being made to all eligible retail shareholders. Nominees and registered addressed in Australia and New Zealand, irrespective of whether they participate under the institutional component of the Entitlement Offer, may also be able to participate in the retail component of the Entitlement Offer in respect to some or all of the beneficiaries on whose behalf they hold existing shares in NEXTDC, provided that the applicable beneficiary would satisfy the criteria for an eligible shareholder.

**3F.6 URL on the entity's website where investors can download information about the proposed issue**

<https://www.nextdc.com/investor-centre/asx-announcements>

**3F.7 Any other information the entity wishes to provide about the proposed issue**

N/A

**3F.8 Will the offer of rights under the rights issue be made under a +disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?**

No

**3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)

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