

ASX Release

23 October 2018

APDC Group – Compulsory Acquisition

NEXTDC Limited (ASX: NXT) (“**NEXTDC**” or “**the Company**”) refers to its takeover bid of the Asia Pacific Data Centre Group (ASX: “**AJD**” or “**APDC Group**”) announced to the ASX on 8 October 2018.

NEXTDC now has a relevant interest in 98.02% AJD securities. As a result of having a relevant interest in greater than 90% of AJD securities, NEXTDC now has the right to compulsorily acquire all of the remaining securities that it does not own.

Compulsory acquisition notices and related correspondence will now be dispatched to all AJD securityholders who have not accepted NEXTDC’s offer. A copy of the compulsory acquisition notice is annexed by way of service pursuant to s661B(1)(d) of the Corporations Act 2001 (Cth) (**Corporations Act**).

AJD securityholders who have not yet accepted NEXTDC’s offer may still do so by selling on market before 4.00 pm (Sydney time) on 26 November 2018. AJD securityholders who accept the offer by this time will receive the consideration to which they are entitled for their AJD securities on T+2 (days). Securityholders who do not accept NEXTDC’s offer will have their securities compulsorily acquired and will receive their consideration at the conclusion of the compulsory acquisition process, which subject to any extension required by the Corporations Act, is expected to occur on or around 30 November 2018.

If AJD securityholders have any queries in relation to this ASX announcement or any other matter relating to the takeover bid, please contact the NEXTDC Offer Information Line on 1300 853 816 (within Australia) or +61 1300 853 816 (outside Australia).

ENDS

For more information:

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NEXTDC Investor Centre: www.nextdc.com/our-company/investor-centre

About NEXTDC

NEXTDC is an ASX200-listed technology company enabling business transformation through innovative data centre outsourcing solutions, connectivity services and infrastructure management software.

As Australia's leading independent data centre operator with a nationwide network of Tier III and IV facilities, NEXTDC provides enterprise-class colocation services to local and international organisations. With a focus on sustainability and renewable energy NEXTDC is leading the industry with award-winning engineering solutions for energy efficiency and NABERS 4.5-star certification.

NEXTDC is extending its leadership in data centre services through the innovative DCIM-as-a-Service software platform, ONEDC®, which enables customers to centrally manage their on-premise and colocated infrastructure; and advanced connectivity services that deliver a range of secure, highspeed interconnections between racks, networks and cloud services.

NEXTDC's Cloud Centre is the online marketplace for the country's largest independent network of carriers, cloud and IT service providers, enabling customers to freely source best of breed suppliers within the NEXTDC Partner community.

NEXTDC is *where the cloud lives*®.

To learn more, visit www.nextdc.com



Cover page: Notice of compulsory acquisition following takeover bid

If there is insufficient space in any section of the form, you may attach an annexure and submit as part of this lodgement

Lodgement details

Who should ASIC contact if there is a query about this form?

Name

Herbert Smith Freehills

ASIC registered agent number (if applicable)

1652

Company/entity name

ACN/ABN/ARB/ARSN

Telephone number

+61 2 9225 5000

Postal address

Level 34 ANZ Tower 161 Castlereagh Street

Sydney NSW 2000

Email address (optional)

How to complete this form

1. Complete this COVER page and the notice pages.
2. Send copies of notice pages to holders. **DO NOT INCLUDE THIS COVER PAGE or GUIDE.**
3. Lodge COVER page and notice pages with ASIC.

Lodgement

Send completed and signed form to:
Australian Securities and Investments Commission,
PO Box 9827 in your capital city.

Or lodge the form in person at an ASIC Service Centre
(see www.asic.gov.au/servicecentres)

For more information

Web www.asic.gov.au
Need help? www.asic.gov.au/question
Telephone 1300 300 630

Notice of compulsory acquisition following takeover bid

Notice

To each holder of:

Description of class of securities to which the bid relates

Ordinary stapled securities
(‘Bid Class Securities’)

Name of target company or body

in
Name (‘the Company’)
Asia Pacific Data Centre Group, comprising Asia Pacific Data Centre Holdings Limited ACN 159 621 735 and Asia Pacific Data Centre Limited ACN 159 624 585 as responsible entity of the Asia Pacific Data Centre Trust ARSN 161 049 556

ACN/ARBN/ARSN

As above

Tick applicable box(es)

- and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.
- and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

Name of bidder

1. Under a takeover bid offers were made by

NEXTDC Limited

in respect of the acquisition of Bid Class Securities in the company.

The offers

Tick one box

- closed
- are scheduled to close

Date offers closed or are scheduled to close

on

Date

2 / 6 / 1 / 1 / 1 / 8
[D] [D] [M] [M] [Y] [Y]

Tick applicable box(es).
(see subsection 661A(4) and (4A))

2. You are, as at the date of this notice, the holder of one or more of the following

- securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)
- securities to which the bid related issued after the end of the offer period and before the date of this notice
- securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- securities issued under an employee incentive scheme to which restrictions on transfer apply under the company’s constitution or the terms of issue, being

Description of securities

Description of securities

the following securities in the bid class in which the bidder has a relevant interest

Tick one box

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 (‘the Act’) that the bidder has become entitled pursuant to subsection

- 661A(1)
- 661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

Continued... Notice

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

Date of lodgement

This notice was lodged with ASIC on

Date

2	3	/	1	0	/	1	8
[D	D]		[M	M]		[Y	Y]

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.

6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

- this notice was given.
 the end of the offer period.

7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature

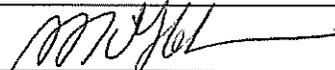
Name of person signing

Michael Helmer

Capacity

Company Secretary

Signature



Date signed

2	3	/	1	0	/	1	8
[D	D]		[M	M]		[Y	Y]