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# ASX Release

28 August 2017

## APDC Unanimously Recommends NEXTDC Offer

NEXTDC Limited (ASX: NXT) (“NEXTDC” or “the Company”) welcomes the Asia Pacific Data Centre Group (ASX:AJD or “APDC”) Board of Directors’ unanimous recommendation in support of NEXTDC’s unconditional all-cash offer of \$1.87 per security (“NEXTDC Offer”), in the absence of a superior proposal.

The NEXTDC Offer represents:

- 19.5% premium to the \$1.57 closing price of APDC securities on 1 May 2017;
- 13.3% premium to the \$1.65 per security Net Tangible Asset backing at 30 June 2017; and
- 11.6% premium to the mid-point of the Independent Expert’s assessed valuation range of \$1.59 to \$1.76 per security.

BDO Corporate Finance (East Coast) was engaged by the Board of Directors of APDC to prepare an independent expert’s report to review the NEXTDC Offer and has concluded that the NEXTDC Offer is both “fair and reasonable” to APDC securityholders.

The Board of Directors of APDC also highlighted in its Target Statement dated 25 August 2017 that since the NEXTDC Offer was announced the APDC securities have traded at prices higher than the NEXTDC Offer price of \$1.87 cash per security. The APDC Directors noted that this might be due to an expectation that there may be a superior proposal or offer to the NEXTDC Offer. However, no superior proposal has been made or announced despite APDC’s process of engaging with third parties since 7 July 2017, and the NEXTDC Offer remains the only offer capable of acceptance by APDC securityholders.

NEXTDC CEO Craig Scroggie said: “We welcome the APDC Board’s unanimous recommendation of the NEXTDC Offer. We believe our offer provides compelling and certain value for APDC securityholders, as has been confirmed by APDC’s independent expert declaring the offer to be both fair and reasonable to APDC securityholders”.

*“We urge APDC securityholders to accept the NEXTDC Offer which remains the only unconditional offer available and capable of immediate acceptance”.*

The NEXTDC Offer consideration of \$1.87 per security will now be paid within five (5) business days of the date that NEXTDC receives acceptances from APDC securityholders.

APDC securityholders should read the Target Statement dated 25 August 2017.

The NEXTDC Offer closes at 7.00pm AEST, 15 September 2017 (unless withdrawn or extended).

### ENDS

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## 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 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 collocated infrastructure; and advanced connectivity services that deliver a range of secure, high-speed 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](http://www.nextdc.com)