

# Results for announcement to the market

For the year ended 30 June 2025  
(Previous corresponding period: to 30 June 2024)

## Summary of Financial Information

	2025 \$'000	2024 \$'000	Change \$'000	Change %
Revenue from ordinary activities	427,209	404,337	22,872	6%
Profit/(loss) from ordinary activities after income tax for the period attributable to members	(60,543)	(44,146)	(16,397)	nmf
Profit/(loss) after income tax attributable to members	(60,543)	(44,146)	(16,397)	nmf

## Explanation of Profit from Ordinary Activities

The \$16.4 million increase in loss after income tax in FY25 is primarily due to the Group entering into a new \$2.9 billion syndicated debt agreement during the half-year under a new common terms platform to refinance its existing debt arrangement. The new facilities provide significant benefits, including additional flexibility for the Company to fund its longer-term growth ambitions through both the bank and bond markets, as well as material pricing reductions resulting in a significant improvement in the overall cost of funds. As a result of the refinance, the remaining unamortised transaction costs on the existing facilities of \$15.9 million was written off during the year, along with the remaining unamortised balance of the modification gain of \$10.6 million.

## Net tangible assets

	2025	2024
Basic net tangible asset backing per ordinary share	\$6.40	\$5.85

## Dividends

No dividend has been proposed or declared in respect of the year ended 30 June 2025.

Refer to the attached audited Financial Report for additional disclosures.

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# FY25 Annual Report

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**N E X T D C**

# Awards and certifications

## Awards

### 2021

Frost & Sullivan

Winner: Australian Data Centre Company of the Year

Winner: APAC Australia's Most Reliable Data Centre Provider

Australian Business Awards

Winner: Sustainable Company of the Year

### 2022

Frost & Sullivan

Winner: Australian Data Centre Company of the Year

Australian Business Awards

Winner: Sustainable Company of the Year

### 2023

Frost & Sullivan

Winner: Australian Data Centre Company of the Year

Winner: APAC Customer Value Leadership Award

Data Centre Dynamics

Edge Data Centre Project of the Year (PH1 Port Hedland)

### 2024

Frost & Sullivan

Winner: Australian Data Centre Company of the Year

ACOMMS

Best Digital Platform (AXON)

### 2025

Frost & Sullivan

Winner: Australian Competitive Strategy Leadership in the Data Center Services Industry

Pacific Telecommunications Conference (PTC) Awards

Winner: Outstanding Data Centre Company

LearnX Awards

Platinum: Best Learning and Talent Development in Compliance Training

## ISO Certifications



ISO 9001:2015



Quality Management System Certification



S1, S2, S3, B1, B2, M1, M2, M3, P1, P2, C1 and Head office



ISO 27001:2013



Information Security System (ISMS) Certification



S1, S2, S3, B1, B2, M1, M2, M3, P1, P2, C1 and Head office



ISO 45001:2018



Occupational Health and Safety Management Systems



S1, S2, S3, B1, B2, M1, M2, M3, P1, P2, C1 and Head office



ISO 14001:2015



Environmental Management System Certification



S1, S2, S3, B1, B2, M1, M2, M3, P1, P2, C1 and Head office

## Uptime Institute Certifications

All NEXTDC facilities are certified to these standards in due course. Exceptions to this include NEXTDC's edge data centres (SC1, NE1 and PH1). Where it applies to services we provide, new metro facilities (S6, A1 and D1) will be audited for these certifications after a minimum of 12 months of operation.

Uptime Institute Tier III and Tier IV Certification of Design Documents



Uptime Institute Tier III and Tier IV Certification of Constructed Facility



Uptime Institute Tier III and IV Gold Certification for Operational Sustainability



Uptime Institute Sustainability Assessment Award

Certified in November 2024



M2



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NVIDIA DGX-Ready Colocation Data Center program

Preferred Partner.



NABERS

NEXTDC's P1 certified to 4.5-Star for energy efficiency. In addition, B2, S1, S2, S3, S6, M1, M2, M3, P1, and P2 have been designed with annualised PUE performance targets aligned to achieve NABERS 5-Star certification.



Climate Active

Australian Government, Climate Active certified for carbon neutrality.



TRUE Certification

TRUE (Total Resource Use and Efficiency) is a zero waste certification program focused on waste reduction and recycling. NEXTDC S1 Sydney achieved Certified level TRUE Certification in August 2023.



Green Building Index (GBI)

KL1 has been awarded a Provisional Platinum rating under the Green Building Index (GBI), recognising its sustainable design and intended operational performance.



KL1



SOC 1 / SOC 2

Suite of assurance reports from the AICPA issued to provide assurance on system-level controls operated as a data centre service organisation.



PCI-DSS

Payment Card Industry Data Security Standard certification issued scope of information security controls operated as a data centre service provider.



Australian Federal Government Digital Transformation Agency (DTA)

DTA Certified Strategic to Secure Sovereign Data.



## Contents

Awards and certifications	2
Letter from the Chairman	4
Letter from the CEO	6
Our operations	9
About NEXTDC	10
Our people are core to our strategy	13
Sustainability is an integral part of our growth	15
Building a future-ready brand in alignment with market dynamics	16
Market growth demonstrated by NEXTDC	17
Directors' Report	18
Remuneration Report	30
Auditor's Independence Declaration	60
Corporate Governance Statement	61
Financial Report	62
Directors' Declaration	122
Independent Auditor's Report	123
Shareholder Information	129
Corporate Directory	131

# Letter from the Chairman

There's a well-known saying, often attributed to ancient Chinese wisdom and later popularised by British diplomats in the 1930s: "May you live in interesting times." In 2025, this feels less like a proverb and more like a precise reflection of the global environment in which NEXTDC is operating.

## Our market and economic environment

Geopolitical tensions have escalated – from instability in the Middle East and a protracted war in Ukraine, to rising assertiveness from China. Meanwhile, the new U.S. administration's aggressive tariff regime and its declared pivot away from prolonged military engagements have reshaped global economic dynamics.

Domestically, Australia re-elected a Labor government and continues to wrestle with energy security by advancing renewables, while currently ruling out nuclear and showing limited enthusiasm for new gas development, especially along the east coast.

## AI's exponential rise – and what it means

Amid these global challenges, a technological revolution is underway.

AI infrastructure has become a new strategic imperative, both commercially and nationally. The financial year ending 30 June 2025 saw an explosion in demand for next generation GPU-accelerated compute platforms. This has been driven by established hyperscalers (such as AWS, Google, and Microsoft), challenger tech giants (including Oracle, Meta and xAI) and new-generation Neocloud providers (such as CoreWeave and ScaleAI).

Capital investment has surged with estimates of over \$250 billion committed globally across the sector to the deployment of new or upgraded infrastructure.

Meanwhile, Chinese technology leaders, including Baidu, ByteDance, and Alibaba, are also investing at scale, rapidly expanding infrastructure in Asian markets and engaging in breakthrough research and development.

In this global landscape, Australia has emerged as a strategically advantageous investment destination, where the deployment of AI infrastructure can be executed at scale and speed, while attracting significant attention from hyperscale and sovereign-aligned customers.

## Strategic investment for the long term

NEXTDC is leaning into this opportunity.

2025 has been an extraordinary year for the Company. In terms of booked but not yet billing, we have in hand firm contracts that more than double the size of the

Company compared with the prior year. The Company is well underway in building out the capability to fulfil those contracts. Success in digital infrastructure requires a long-term strategic lens that is complemented by real-time operational agility. In FY25, we made major strides to expand our land bank and future-proof our platform:

- **NSW:** Our flagship \$15 billion commitment to Sydney (S4, S5, and S7) secures the region's future as a sovereign AI hub.
- **Victoria:** M4, our \$2 billion next-generation AI Factory and Technology Campus, is now in planning.
- **WA and QLD:** We've expanded P1 and P2 in Perth and B2 in Brisbane.
- **Asia:** Our KL1 facility in Malaysia is rising fast, with significant demand momentum and contracted utilisation. Evaluation of future sites is also underway for Tokyo, Singapore, Johor Bahru, and Bangkok.

These are not speculative investments. They are critical enablers of NEXTDC's national and regional competitiveness. Securing major customer deals at the scale and speed required, demands more than ambition.

It requires deep understanding of local planning processes, access to high-capacity global and regional fibre networks, advanced design and engineering capability and firm commitments to the purchase of power. Without these fundamentals in place, delivery is simply not achievable.

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## Douglas Flynn

Chairman

“

Our leadership team continues to scale alongside the business, with local capability growing in Kuala Lumpur, development expertise now embedded in Tokyo, and regional leadership based in Singapore.

”

“  
**Our customers include some of the world’s most sophisticated and selective infrastructure buyers.**

”

### An organisation evolving with its market

As demand evolves, so must we. Our business now operates across three structural pillars:

- **Built-to-Suit:** Hyperscale campuses tailored to one or two major customers.
- **Metro Colocation:** Dense, cloud-connected facilities for enterprise, Government and Neocloud/as-a-Service platform providers.
- **Edge:** Strategic infrastructure for submarine cable landing stations and remote data services.

Our leadership team continues to scale alongside the business – with local capability growing in Kuala Lumpur, development expertise now embedded in Tokyo, and regional leadership based in Singapore. It is a deliberate, disciplined expansion strategy that we are well-capitalised to execute.

### Stakeholder trust and engagement

Broad and strong stakeholder engagement remains a hallmark of NEXTDC. Our leadership team engages in active dialogue with governments, regulators, community partners, customers and investors. We participate in key investor conferences across Australia, Asia and the U.S., and we maintain close ties with local and federal government partners. These are relationships that are now proving pivotal as planning systems are reformed to meet sovereign infrastructure needs.

Special thanks to the Premier of NSW and his team for their leadership in launching the Investment Delivery Authority. This is a move that aligns perfectly with the scale, speed, and certainty required for our sector to seize the opportunity and for our nation to be at the forefront of future opportunities before us.

We also recognise the support of Austrade and Australia’s diplomatic channels as we pursue cross-border opportunities.

At the Board level, I engage annually with our major shareholders, joined by our Investor Relations team and, separately, with the Chair and members of our Remuneration and Nominations Committee, Stuart Davis and Maria Leftakis. These discussions are candid, constructive, and wide-ranging, and the insights shared are fed back into our Board and executive leadership deliberations.

### Capital formation and financial discipline

FY25 was a record-setting year for sector growth in digital infrastructure and NEXTDC was no exception. We secured 72.2MW in new contracted utilisation during the FY25 reporting period, representing a 42% increase on FY24.

Our customers include some of the world’s most sophisticated and selective infrastructure buyers. They do not just demand capacity, but also certainty of delivery, contracted performance, and tightly managed cost. That’s why disciplined capital formation and investment is vital to NEXTDC’s sustainable success.

Subsequent to year end, we increased our senior debt facilities by \$3.5 billion, taking our total available funding to \$6.4 billion. The Company remains focused on optimising our cost of capital and pursuing long-term partnerships that support our strategic investment strategy.

### Governance and alignment

As the digital infrastructure sector increasingly shifts into private hands, aligning public-market incentive structures remains a key challenge. Our Growth Incentive Plan for the Company’s leadership team and a select group of senior management is designed to reward long-term, performance-linked outcomes, ensuring management and shareholder interests remain aligned.

We extend our deepest thanks to Mrs Jennifer Lambert, Chair of the Audit and Risk Committee, and Dr Greg Clark, both of whom will retire at the upcoming AGM. Their contributions to the Company’s growth and success have been invaluable. Succession planning is well advanced, and we are confident in appointing replacements who will continue to introduce trusted new perspectives, rigour, insight, and strategic guidance to the Board.

### Looking ahead

NEXTDC sits at the intersection of two defining trends: the rise of sovereign AI and the digitisation of every facet of our economy. The decisions we make today about land purchases, capital works priorities, service capability, and partnerships, will define our relevance and success for decades.

Thank you to our shareholders for your continued support, and to our executive team, staff, partners, and Board members for their dedication to building one of the most strategically important infrastructure platforms in the Asia-Pacific region.

As we navigate these “interesting times”, our responsibility is to lead with clarity, invest with conviction, and execute with the urgency the future demands.



**Douglas Flynn**  
 Chairman

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# Letter from the CEO

## Powering intelligence – building the infrastructure of the AI economy

At the start of FY26, NEXTDC stands at the forefront of a new industrial age – where intelligence itself is the output and infrastructure the foundation. Sustained progress in AI, accelerated computing, and sovereign-scale infrastructure innovation is reshaping the global economy at a pace faster than any previous industrial revolution. At the centre of this transformation lies compute, energy, fibre and security, the foundation of the Fourth Industrial Revolution. This is precisely the domain where NEXTDC is adding differentiated value to industry, Governments, communities and economies.

As at the close of the FY25 reporting period, our contracted pipeline exceeds all that we have built to date. This is a clear signal of accelerating demand for trusted AI-ready infrastructure and it positions us to more than double revenue and EBITDA in the next few years as we deliver on these commitments. We are scaling up domestically and expanding across

international markets, delivering sovereign-scale facilities that champion our long-standing commitment to operational certainty for customers. This includes partnering with Governments, cloud providers, GPU-as-a-Service Neoclouds and other critical infrastructure providers such as those responsible for energy generation, transmission, water supply and distribution. Together we are creating the resilient infrastructure ecosystems that economies will increasingly rely on.

## The five pillars of AI competitiveness

Our strategy for long-term success is guided by the five essential pillars for national AI competitiveness in Australia and across the broader Asia-Pacific region. These five pillars form the basis of our updated “Brand Promise”:

- **Speed** – building ahead of demand to match the AI innovation cycle
- **Scale** – enabling gigawatt-scale compute and exabyte-scale data flows
- **Sovereignty** – ensuring nations can govern and secure their AI infrastructure
- **Sustainability** – aligning AI compute with clean, reliable energy supply
- **Security** – protecting models, data, and infrastructure against systemic risk

These pillars are defined by the critical decisions we must now make to develop the sovereign-scale digital capability for Australia and our region.

There is a sidebar in this annual report that elaborates further on our “5Ss” strategy (see page 16).

## From on-prem to cloud to AI – a generational shift

In the last two decades, enterprise computing has undergone three seismic shifts: from on-premises infrastructure to cloud; then to hybrid, software-defined environments; and now to AI infrastructure, driven by accelerated computing and massive energy integration. As NVIDIA CEO Jensen Huang described: “Just like we generate electricity, we’re now going to be generating AI. These new systems are AI factories.” Fundamentally, AI is all about leveraging the ever growing global pool of data to extract intelligence.

The infrastructure now required to train, deploy, and govern modern AI models is measured in gigawatts, not kilowatts or megawatts. It demands capital, energy, and geopolitical foresight. The world’s leading companies, from Microsoft, AWS and OpenAI to Oracle, Meta and Google, are building dedicated AI infrastructure at a scale that is unprecedented. Governments are following by necessity. Where digital infrastructure was once an IT function, it is now a lever of national policy and economic advancement.

There is no going back. This is a permanent re-architecture of the digital economy, and Australia can be a global leader. Nations and enterprises that secure and scale this infrastructure will shape future industries ranging from

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## Craig Scroggie

Chief Executive Officer and Managing Director

“

Internationally, at KL1 Kuala Lumpur, we have secured a 10MW foundation customer, with Stage 1 on track to open in 2026. We have reached a key milestone in Japan on our TK1 Tokyo development and continue planning for new market entry in Thailand, and New Zealand. These expansions are aligned to serving the most digitally ambitious markets in the region.

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healthcare and defence to manufacturing, finance, and logistics. Generative AI will augment creativity, drive automation, and enable breakthroughs in robotics and personalised medicine. AI and high-performance computing (HPC) will also give rise to new industrial frontiers, driven by future innovations still beyond our imagination.

### Building at sovereign scale

NEXTDC is delivering sovereign-scale capability through major investments across Australia and Asia. Domestically, we committed over \$2.5 billion in capital over the past two years, including the acquisition of land for S7 Sydney, development of D1 Darwin and A1 Adelaide, as well as expansion of M2 Melbourne, M3 Melbourne and S3 Sydney. We advanced high-density, liquid-cooled infrastructure across all domestic regions while expanding edge and regional platforms to support real-time services, cloud onramps, and AI workloads.

Internationally, at KL1 Kuala Lumpur, we have secured a 10MW foundation customer, with Stage 1 on track to open in 2026. We have reached a key milestone in Japan on our TK1 Tokyo development and continue planning for new market entry in Thailand and New Zealand. These expansions are aligned to serving the most digitally ambitious markets in the region.

Domestically and across the broader Asia-Pacific region, we have strengthened collaborations with Governments, hyperscalers and alliance partners to seize the growth opportunities that future economies will create. Our certification under NVIDIA's Preferred Partner program, and deployment of its AI Factory reference architecture at sites like S6 Sydney, underscore our first-mover leadership in enabling sovereign-scale AI capability. Our data centres are purpose-built to support high-powered, liquid-cooled infrastructure with advanced thermal management and interconnected ecosystems—critical for the AI and GPU-accelerated workloads of the future.

### Engineering the future: our national platform

Our national platform integrates hyperscale, metropolitan, regional, and edge data centres with each designed to meet specific performance, proximity, and compliance needs. Facilities in planning such as S4 and S7 Sydney as well as M4 Melbourne will support cloud hyperscalers, AI model training, and sovereign compute at gigawatt scale. Metropolitan centres deliver low-latency access to vast hybrid digital ecosystems and Government services. Regional and Edge facilities provide disaster recovery, data residency compliance, and ultra-low latency inference for AI and IoT at the

operational coalface of research and industry.

This architecture enables national-scale AI training, edge inference, and trusted sovereign compute – optimising and customising resilience, performance, proximity and energy efficiency to meet bespoke customer requirements.

As we scale at speed, safety remains at the heart of how we design, build, and operate – protecting our people, customers, and communities.

Our operational certainty promise is reflected in the 100% uptime guarantee that applies to every customer in every facility. This brand promise is underpinned by Uptime Institute Tier IV certification across all mainland state capital cities, complemented by our Tier III C1 Canberra facility, which plays a critical role in supporting government and enterprise customers in the nation's capital. This commitment has now been extended into Asia, with KL1 in Kuala Lumpur recently achieving Tier IV Design certification for Stage 1.

Meanwhile, our AXON network is the secure, low-latency fabric that connects and enables this platform. All the work we have put into this technology is now paying dividends as interconnectivity becomes the superpower of AI innovation. Enhanced during FY25 with 100Gbps ports and API integration, AXON enables seamless connectivity between customers, clouds, carriers, and critical workloads. It supports AI inference, redundancy, disaster recovery, and hybrid cloud strategies.

### Energy as infrastructure

In the AI economy, access to energy has become more critical than ever. AI infrastructure demands reliable, affordable, and clean power at scale. Accordingly, Australia's current energy transition presents both challenge and opportunity.

NEXTDC is actively partnering with energy providers, grid operators, and policymakers to explore securing clean energy, long-term offtake agreements, and demand-side optimisation. We are exploring behind-the-meter solutions and emerging technologies to support the AI era's demand for reliable, low-emission power.

Our strategy ensures that digital infrastructure is co-designed with the energy systems that will sustain it for decades to come.

### Planning as a national enabler

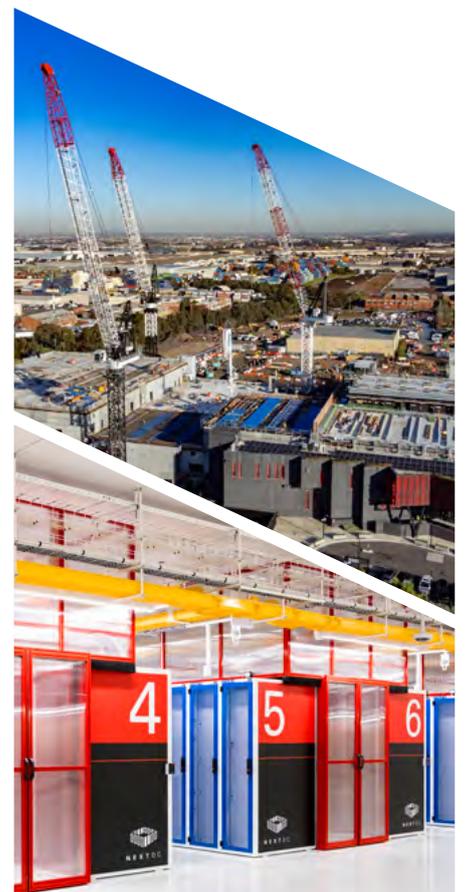
Sovereign-scale digital capability cannot be delivered by engineering and capital alone. It requires modern planning systems that match the speed and security needs of AI-era projects. In FY25, NEXTDC worked with the State Governments of New South Wales and

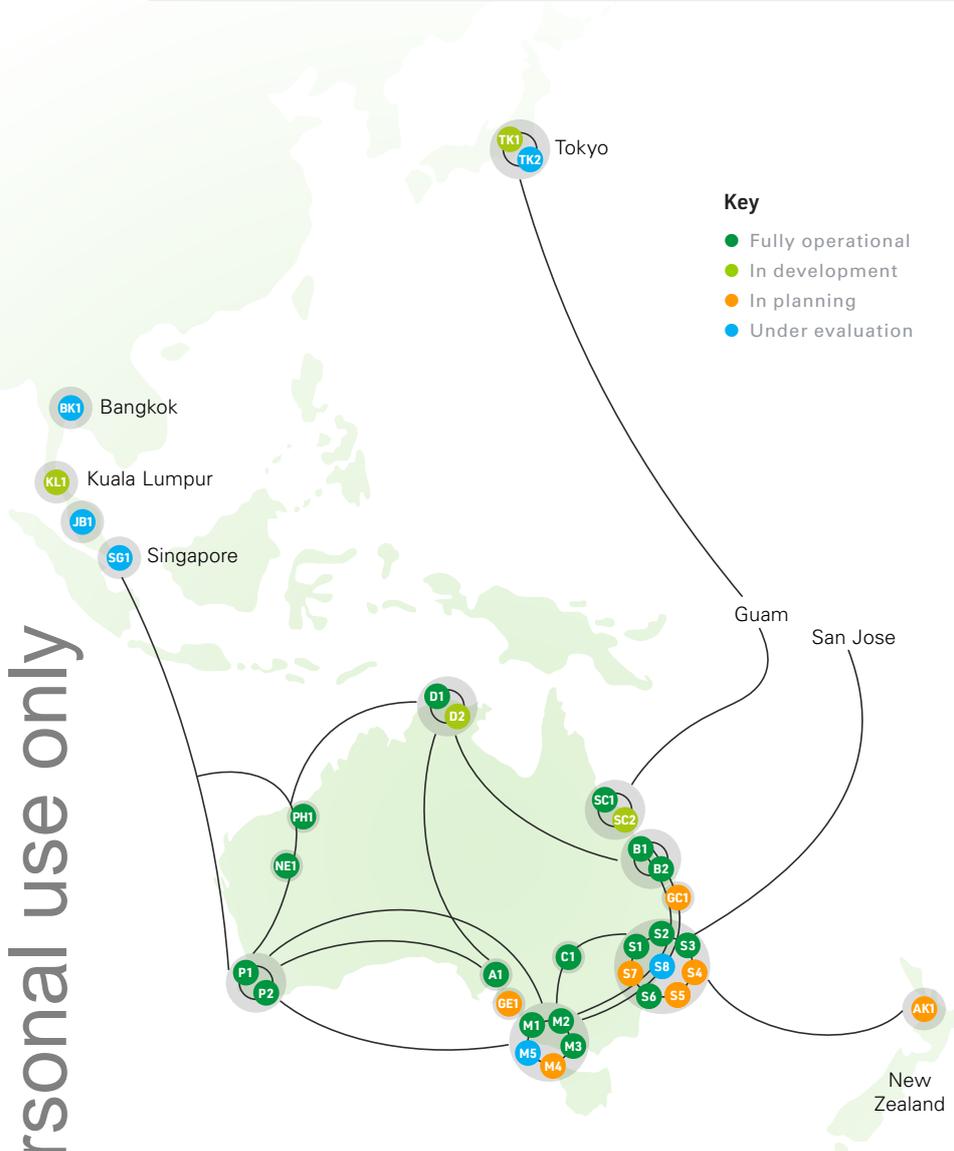
Victoria to help reform and accelerate approvals for critical digital infrastructure.

The NSW Investment Delivery Authority is supporting NEXTDC's ~\$15 billion digital investment program, including our S4 and S7 hyperscale facilities in Sydney's western suburbs. In Victoria, our ~\$2 billion AI Factory at Fishermans Bend is central to the precinct's innovation and advanced manufacturing strategy. Together, these initiatives reflect the strengthening alignment of policy with national security, energy resilience, and digital capability.

“

**The infrastructure now required to train, deploy, and govern modern AI models is measured in gigawatts, not kilowatts or megawatts.**”





“

**We have expanded technical, leadership, and security programs to support hundreds of new roles, while achieving industry-leading retention.**

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Nations that modernise planning frameworks to match the urgency of AI infrastructure deployment will capture both the opportunity and the GDP growth it drives. It is encouraging to see this kind of forward thinking gaining real traction in Australia’s most critical markets.

### People and innovation

Our infrastructure platform is built on the strength of our people. We remain committed to fostering a workplace that celebrates diversity, advances gender equity, promotes inclusion and supports the communities where we live and work. We have expanded technical, leadership, and security programs to support hundreds of new roles, while achieving industry-leading retention. We continue to invest in training for AI-ready engineering, power systems, and security operations, and partner with universities and industry to create the next generation of sovereign digital leaders.

NEXTDC is investing in long-horizon research with Australian universities. At La Trobe University, our sponsored PhD

researchers are advancing applied AI techniques to improve AXON’s resilience and fault detection. At the same time, we are exploring autonomous networking, self-healing systems, and AI-optimised energy management to deliver infrastructure that dynamically adapts to load and environmental conditions. NEXTDC also proudly partners with University of Western Australia and Fujitsu on pioneering research into quantum-enhanced energy optimisation. Together, we are exploring how quantum algorithms can model and improve data centre power usage, cooling systems, and load management to enable smarter, more energy efficient operations.

### The road ahead

NEXTDC enters FY26 with a record forward order book and ~\$5.5 billion of liquidity<sup>1</sup>. We are incredibly well positioned to invest ahead of demand, expand sovereign partnerships with technology leaders and Governments, as well as embed sustainability and energy alignment into every layer of our designs.

The Fourth Industrial Revolution will not be remembered for applications. It will be remembered for the infrastructure that enabled them. Those who build early will define the standard. Those who hesitate will be shaped by the decisions of others.

I want to thank our Board, our executive leadership team, and our ever-growing team across Australia, South-East Asia and Japan for their commitment to our mission and their outstanding contribution to NEXTDC’s growth and success.

I also extend my appreciation to our shareholders for their continued trust and support as we build the critical infrastructure that will help shape Australia’s digital future.

### Craig Scroggie

Chief Executive Officer  
and Managing Director

<sup>1</sup> Comprises 30 June 2025 cash balance of \$244 million along with existing drawn debt of \$1,148 million and \$3,500 million in new debt facilities, consistent with the Company’s senior debt upsizing announcement of 14 August 2025

# Our operations

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## Data centres



**17**  
operational

- A1 Adelaide
- B1 Brisbane
- B2 Brisbane
- C1 Canberra
- D1 Darwin
- M1 Melbourne
- M2 Melbourne
- M3 Melbourne
- NE1 Newman
- P1 Perth
- P2 Perth
- PH1 Port Hedland
- S1 Sydney
- S2 Sydney
- S3 Sydney
- S6 Sydney
- SC1 Sunshine Coast



**4**  
in development

- D2 Darwin
- KL1 Kuala Lumpur
- SC2 Sunshine Coast
- TK1 Tokyo



**7**  
in planning

- AK1 Auckland
- GE1 Geelong
- GC1 Gold Coast
- M4 Melbourne
- S4 Sydney
- S5 Sydney
- S7 Sydney

## Clouds



**16**  
cloud on-ramps



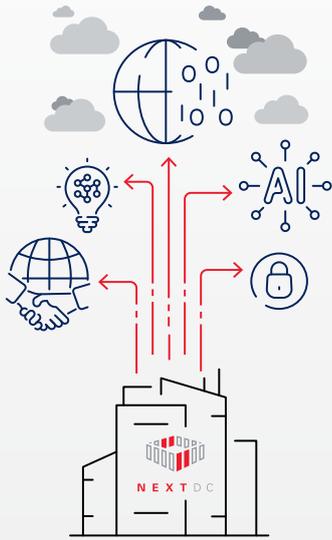
**7**  
public clouds



**100%**  
carbon neutral  
corporate operations

# About NEXTDC

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## OUR VISION

“

**To build the sovereign foundation of the intelligence economy, where critical systems run, nations rely, and the future scales with certainty.**”

”

## OUR PURPOSE

“

**Deliver the most trusted, sovereign, and scalable digital infrastructure globally, enabling continuous intelligence flow, system scalability, and unstoppable progress.**”

At NEXTDC, we're building more than data centres. We're laying the sovereign foundation of the intelligence economy. As digital acceleration reshapes industries and societies, our purpose is clear: to deliver trusted, sovereign and scalable digital infrastructure that powers unstoppable progress.

Our vision is ambitious: to build the sovereign foundation of the intelligence economy, where critical systems run, nations rely, and the future scales with certainty.

## Our role in a rapidly changing world

Data centres no longer just house IT equipment but are enablers of national productivity and resilience. As AI, cloud and hyperscale platforms transform how the world works, NEXTDC provides the infrastructure that empowers our customers to move fast, scale responsibly and operate securely.

From cloud-native startups to federal agencies, our customers are reshaping how the world connects, learns, heals, builds and grows. By putting our customers at the heart of everything we do, we enable our customers to innovate and grow with confidence and aim to be the Asia-Pacific region's most trusted data centre services company.

## Brand promise

NEXTDC's legacy brand promise is: *"Power. Secure. Connect."* This is still at the heart of where we create customer value. It reflects our technical foundation and commitment to operational excellence. Today, we are far more future-facing in our outlook. AI has shifted the goalposts and our promise has evolved.

As our customers' needs have expanded, so too has our ambition.

Our brand promise now centres on delivering enduring value through five foundational pillars:

*"Speed. Scale. Sovereignty. Sustainability. Security."*

These principles underpin how we design, build and operate our global platform, enabling not just performance but strategic advantage.

## Value proposition and business strategy

NEXTDC is an ASX 100-listed technology company delivering enterprise-grade hyperscale, colocation and edge data centre solutions, together with software-defined interconnection services and secure, resilient mission-critical operational space. We build and operate

one of the most cloud-connected and technically advanced data centre platforms in the Southern Hemisphere, supporting thousands of interconnected services and enabling sovereign, always-on access to cloud, AI, telecommunications, data and enterprise systems.

Our platform spans all major capital cities and many key regional precincts across Australia and is now extending into South-East Asia and the broader Asia-Pacific. As of 30 June 2025, NEXTDC operated 17 highly certified, mission-critical data centres – all of which operate with a 100% uptime guarantee.

In addition to opening D1 Darwin and A1 Adelaide during the reporting period, we reached key milestones in Maroochydore (SC2) and Tokyo (TK1) while we advanced the development of our first Malaysian facility (KL1). We are also seeing strong momentum for the development of our M4 Melbourne and S7 Sydney campuses, and have progressed plans for new sites in Auckland, the Gold Coast, and Geelong.

Our platform is built on the principles of speed, scale, sovereignty, sustainability and security. Every NEXTDC facility is engineered to world-class standards and independently certified for security, sustainability, and operational resilience. By continuing to invest ahead of demand and scale our platform at speed, we are strengthening Australia's digital backbone and future-proofing the infrastructure that powers critical services across cloud, government, health, research, finance, defence, media and entertainment and many other transforming industries.

In FY25, our development roadmap became even more ambitious, with the announcement of our intention to invest over \$15 billion in future AI infrastructure projects across New South Wales (S4, S5 and S7), including sovereign AI factories, operations hubs and scalable digital precincts. These sites will serve as the foundation for Australia's AI economy – supporting advanced analytics, GPU-intensive workloads, autonomous systems, and next-generation digital services.

## 100% uptime is a standard, not an aspiration

NEXTDC is proud of its 100% uptime guarantee across all of its facilities. Our commitment is engineered into every facility, reflecting our long-standing dedication to operational excellence and risk mitigation, ensuring that our customers can rely on uninterrupted service for their mission-critical systems and applications.

Our Tier IV facilities, independently certified by the Uptime Institute, are engineered to the highest levels of

resilience and redundancy, delivering fault-tolerant infrastructure that can withstand equipment failure or unplanned maintenance without service disruption. This gold-standard architecture is supported by disciplined operational protocols and an award-winning in-house engineering team with deep expertise in high-availability, energy-efficient infrastructure.

In FY25, we maintained our focus on delivering 100% uptime across our national portfolio. New sites such as A1 Adelaide and D1 Darwin have been designed from the ground up to meet the rigorous demands of government, defence, research, and enterprise environments. Our customers continue to entrust us with core banking platforms, emergency communications, national cloud connectivity services, and other critical workloads because they know NEXTDC is where reliability is engineered, not assumed.

We see uptime performance not as a goal, but as a non-negotiable standard. Our investment in Tier IV fault-tolerant designs, real-time telemetry, remote management tools, and on-site technical support underscores our philosophy that customer confidence begins with infrastructure certainty.

### Interconnectivity made easy

As digital supply chains become more distributed, multi-cloud, and AI-driven, the ability to connect instantly and securely across platforms is paramount. NEXTDC's interconnection ecosystem reaches over 750 partners across cloud platforms, networks, Software-as-a-Service, managed services providers, and GPU-as-a-Service Neoclouds.

We provide access to all major public cloud platforms – including AWS, Microsoft Azure, Google Cloud, IBM, and Oracle – alongside global and local carriers, ISPs and content delivery networks. Through our AXON software-defined, Network-as-a-Service interconnectivity platform, customers can establish private, low-latency virtual circuits between any connected location at speeds up to 100Gbps.

In FY25, NEXTDC rolled out 100Gbps AXON port capabilities across multiple regions, further enabling high-throughput data transfer for AI training, real-time data processing and advanced analytics. Our facilities offer direct access to the shortest fibre paths between east and west coasts and to international subsea cables linking Asia, the US and Pacific Islands.

All new NEXTDC facilities open with full interconnect capability on day one. This includes access to our digital ecosystem, physical and virtual cross-connects, and high-availability links to subsea cable landing stations and national fibre backbones. These capabilities form a critical part of our value proposition because in the AI era, the ability to move

data fast and securely is a strategic differentiator.

### Scalable, agile data centre solutions

Scalability and agility have become defining imperatives for modern data centre architecture, particularly as artificial intelligence and digital transformation drive unpredictable, exponential workloads. NEXTDC's infrastructure is built to adapt to our customers' evolving needs whether scaling from a few kilowatts to 10s of megawatts, or rapidly deploying capacity in new markets to support national priorities or customer growth requirements.

Our data centres are modular and future-ready by design. They often sit on strategic land banks with capability to continue scaling as customer growth requirements manifest. This enables us to respond quickly to customer demand while maintaining the highest levels of operational reliability and energy efficiency.

In FY25, we advanced development processes across our pipeline of sites including the flagship M4 Melbourne and S7 Sydney campuses, both of which are designed to deliver high-density, liquid-cooled, AI-optimised environments.

M4 Melbourne in particular represents a new paradigm in scalable digital infrastructure. Located at Fishermans Bend, Australia's largest urban renewal precinct, the site will integrate a hyperscale data centre, a Tier IV-certified Mission Critical Operations Centre, and a national Technology Centre of Excellence focused on sovereign AI and digital skills.

All new campuses are engineered to ultimately support rack densities in excess of 1,000kW and feature advanced sustainability engineering including on-site solar, battery storage, recycled water cooling, and waste heat reuse. M4 has been designed not just for today's workloads but for the AI and quantum computing demands of the future.

We've commenced development of two new digital infrastructure facilities, SC2 Sunshine Coast and D2 Darwin, both strategically located adjacent to our existing SC1 and D1 sites. These next-generation data centres aren't just an expansion of footprint; they are foundational to our long-term platform and network architecture. Both sites sit at the intersection of local economic growth and international digital flows, serving as critical landing stations for major international subsea cables.

In Maroochydore, SC2 is co-located with the Sunshine Coast International Broadband Network landing station, reinforcing the region's role as a high-capacity gateway between Australia, the Asia-Pacific and North America. In Darwin, D2 builds on our northernmost presence to further cement the city's



### Safety Comes First

Safety is a fundamental value that underpins all of NEXTDC's activities.

Our safety governance is supported by a comprehensive WHS framework, clear risk controls, and regular performance oversight by our Board and WHS Committee. We drive accountability through executive performance metrics and initiatives such as CEO briefings, executive site visits, and Health and Safety Representative (HSR) engagement. NEXTDC maintains ISO 45001 and ISO 14001 certifications, and our "Lessons Learned Register" ensures that safety insights are embedded into future design and construction projects.

In FY25, we achieved zero Lost Time Injuries across our construction sites. A Lost Time Injury Frequency Rate (LTIFR) of 0 and a Total Recordable Injury Frequency Rate (TRIFR) of 1.4 reflects the strong improvements in capital project safety performance and the maturity of our assurance program and strong collaboration with contractors and safety experts. Across our data centre operations, the LTIFR and TRIFR were both 1.4, with all incidents promptly addressed and lessons incorporated into our continuous improvement processes.

We also deepened our mental health and wellbeing support for staff, extending our partnership with health services provider Sonder and growing the number of certified Mental Health First Aiders across Australia and Malaysia to 56. As our footprint expands, we remain committed to embedding safety, health and wellbeing into every part of our operations.

rising significance as a northern Australian connectivity and resilience hub.

In parallel, we've initiated Stage 2 expansion works at key operational sites around the country. At P1 Perth, B2 Brisbane, and across our new Darwin and Sunshine Coast facilities (D2 and SC2), we secured development approvals and commenced capital works to increase capacity in response to escalating customer demand. These projects reflect our approach to scale with precision – grounded in long-term planning, sovereign infrastructure readiness, and a track record of disciplined delivery.

### Leading with our partner ecosystem

NEXTDC's carrier- and vendor-neutral model continues to attract a highly diverse ecosystem of more than 750 partners including hyperscale cloud platforms, telecommunications carriers, IT service providers, managed security vendors, and specialist software firms. Our data centres operate as interconnected marketplaces, enabling customers to source and integrate the services they need directly inside our facilities.

This ecosystem not only supports technical flexibility, it accelerates business outcomes. Customers can reduce network latency, improve application performance, strengthen security posture, and scale with confidence. Our rich partner base includes cloud leaders like AWS, Microsoft, Google, Oracle and IBM, as well as global integrators (DXC, NEC, Infosys, Wipro), telcos (Telstra, Vocus, Optus, TPG), and many local and global specialist cloud and MSP partners.

In FY25, we saw continued growth in regional partner engagement, with new partners establishing themselves at A1 Adelaide, D1 Darwin and SC1 Sunshine Coast. We also expanded collaboration with NVIDIA and research institutions to support GPU-ready AI deployments within our facilities, reinforcing the strategic importance of our partner-first operating model.

### Strategic government partnering

NEXTDC plays a critical role in Australia's digital public infrastructure. Our facilities host Government systems at every level (Federal, State and Local) providing secure, sovereign and high-resilience platforms for digital services that millions of Australians depend on.

As a Certified Strategic Hosting Provider on the Digital Transformation Agency's (DTA) Data Centre Facilities Supply Panel, NEXTDC meets stringent compliance and security requirements for government workloads. We provide direct access to the Intra-Government Communications Network (ICON) in Canberra, as well as private and sovereign cloud platforms, allowing agencies to confidently operate within an interconnected, sovereign digital ecosystem.

In FY25, we expanded our collaboration with Governments across the country. Our D1 Darwin and A1 Adelaide facilities were developed in partnership with the Northern Territory and South Australian governments respectively, supporting the digital transformation ambitions of both states and enabling sovereign infrastructure in regional Australia.

We also welcomed the launch of the NSW Government's Investment Delivery Authority, designed to streamline major infrastructure projects. NEXTDC is one of the first beneficiaries of this initiative, which will help accelerate over \$15 billion of planned sovereign-scale developments including AI-ready data centres, operations hubs and training precincts to support Australia's digital economy at a national scale.

At Fishermans Bend in Victoria, development application processes are underway for our M4 Melbourne campus, which will deliver strategic digital infrastructure for the state's largest innovation and urban renewal precinct. Supported by government, M4 will facilitate customers' access to high-density, sovereign digital infrastructure as they scale their operations and embrace digital acceleration.

### ONEDC data centre management

ONEDC, our data centre infrastructure management platform (DCIM), gives customers centralised control and visibility over their digital infrastructure. Accessible from anywhere, ONEDC integrates critical functions including power usage, access permissions, service workflows and asset tracking into one secure and intuitive portal.

During FY25, we continued to invest in the development of ONEDC, with a strong focus on integrating data from multiple business systems – including Salesforce, HubSpot and other key platforms – into a single, streamlined view. This integration has allowed us to automate processes that were previously manual, improving operational efficiency and reducing friction in customer experience.

By simplifying interactions and reducing the time required to request or manage services, ONEDC is delivering a faster, more consistent experience for our customers and internal teams alike. As the platform evolves, it remains a cornerstone of NEXTDC's commitment to customer-centric infrastructure services, built for scale, performance and ease of use.

### Onsite customer support

NEXTDC's Smart Hands team is available 24/7 to support customer infrastructure needs. Whether performing hardware installations, patching, remote diagnostics or assisting with service integration, our technicians act as trusted extensions of our customers' IT teams.

In FY25, we expanded Smart Hands services to meet increasing demand for AI-optimised environments, including liquid cooling support, rack density reconfiguration, and sovereign zone logistics. As technical skills remain in high demand nationally, our trained and accredited teams provide customers with consistent, high-quality support across all locations—ensuring uptime, compliance and operational continuity.

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# Our people are core to our strategy

Our team is the foundation of our success. At NEXTDC, we nurture a performance-driven, inclusive culture anchored by our six values: Customer First, One Team, Bright Ideas, Pursuit of Excellence, Frugal Not Cheap and Straight Talk.

In FY25, we expanded our graduate program, onboarded new talent across engineering, construction and operations, and recorded over 12,000 hours of structured training. We supported career development through internal mobility, launched leadership pathways and strengthened mental health and wellbeing initiatives across all sites.

Diversity, Equity and Inclusion (DEI) remains central to our approach to supporting and empowering our people. We believe diverse perspectives create better outcomes for our customers, our team and our communities.

As of 30 June 2025, women made up 31% of our workforce, consistent with last year. We will continue to focus on broadening our representation and believe we are moving in the right direction. At the Board level, female representation remains strong at 38%, keeping us well aligned with our diversity goals. Together, these results reflect our ongoing commitment to building an inclusive, supportive, and truly representative workplace.

We are a signatory to the 40:40 Vision and continue to implement programs to support gender equity, leadership development and pay parity. In FY25, we maintained our Work180 Employer of Choice endorsement and launched new DEI awareness initiatives across the business.

## Living our values

Our goal as a company is to have every one of our people living our six core values. We encourage our employees to share their stories and we empower staff to speak out when they see behaviours that are inconsistent with our values.



### Customer First

We are obsessed with delivering the world's best customer experience.



### Pursuit of Excellence

We are relentless in our pursuit of excellence, not perfection.



### One Team

We are an elite team working together with superstars playing in every position.



### Straight Talk

We don't talk bull, we have crucial conversations, we disagree and then we commit.



### Bright Ideas

The best way to predict the future is to create it.



### Frugal Not Cheap

We spend our money where it matters the most.

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**Live to Give**

NEXTDC's Live to Give program connects our team with charitable organisations across Australia. Through our six flagship partnerships – The Smith Family, UN Women, SolarBuddy, Beyond Blue, Cancer Council and the Red Cross – our people contribute time, skills and resources to help build stronger, more inclusive communities.

We expanded our partnerships and introduced local volunteering opportunities aligned to employee values through our first community impact survey. We remain a proud member of the Pledge 1% movement, supporting grassroots engagement with matched giving, paid volunteer leave and regional activation campaigns.

In FY25, employees contributed over 800 hours across initiatives including OzHarvest, The Smith Family, SolarBuddy, RSPCA, Ronald McDonald House in Australia, as well as Kechara Soup Kitchen in Malaysia.

Our teams participated in skills-based volunteering, fundraising events, and community building programs, supported by paid volunteer leave and a matched giving program. We also continued our support of disaster relief efforts, reflecting our belief that long-term business success must also elevate the people and communities where we live and work.



**THE BOARD  
GENDER PROPORTIONS**

**38%** female

**62%** male

**GROUP WORKFORCE  
GENDER PROPORTIONS**

**31%** female

**68.5%** male

**0.5%** non-binary

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# Sustainability is an integral part of our growth

FY25 marked a pivotal step forward in NEXTDC's sustainability journey.

We strengthened the structure and oversight of our ESG Council, embedding environmental, social and governance considerations more deeply into project governance, risk management, and strategic decision-making. This uplift was driven by the need to align with the evolving regulatory landscape, including Australia's mandatory climate disclosure requirements applying to NEXTDC from FY26.

A key highlight this year was the completion of our first independently facilitated Double Materiality Assessment. This helped us identify the ESG issues that matter most, both in terms of our impact on people and planet, and the financial risks and opportunities they pose to the business. The results now guide our reporting strategy, enabling tighter alignment of disclosures to material topics and a more structured contribution to the UN Sustainable Development Goals (SDGs). Our governance enhancements also extended to material improvements across climate and nature disclosures. We continued to deepen our alignment with the recommendations of the Taskforce on Climate-related Financial Disclosures (TCFD) and applied the LEAP (Locate, Evaluate, Assess, Prepare) approach in our FY25 Climate and Nature Report. This included deeper site-specific analysis, water sensitivity planning, and stakeholder engagement, all aimed at preserving ecological value while building resilience into our infrastructure.

Operationally, we had some milestone achievements. Our M2 Melbourne facility became the first in the Asia-Pacific region to receive certification under the Uptime Institute's new Sustainability Assessment (UISA), a globally recognised benchmark for sustainable digital infrastructure. In parallel, our flagship KL1 site in Kuala Lumpur was awarded a Provisional Platinum Rating under Malaysia's Green Building Index, reflecting best-practice sustainable design in a high-growth market.

We also took significant steps to advance our net zero ambition. This included a detailed review of operational control boundaries in collaboration with key customers, a foundational step in defining our Scope 1 and 2 emissions footprints. The findings from this process will shape the development of our net zero strategy, inform our future climate reporting planning and emissions reporting processes.

Across our growing portfolio, we remain conscious of our operational performance. In FY25, we recorded a Power Usage Effectiveness (PUE) score of 1.44<sup>1</sup> and a Water Usage Effectiveness (WUE) of 2.26, results consistent with our current phase of growth. We continued to fine-tune operational performance, improve water metering accuracy, and explore non-potable alternatives to strengthen water resilience.

NEXTDC's PUE at M1 and S1 data centres was crucial in achieving a first-in-industry 5-star rating from the National Australian Built Environment Rating System (NABERS) for data centre efficiency.

On the materials front, we worked closely with delivery partners to embed circular design principles, prioritising low-embodied carbon construction materials with approved certifications such as Environmental Product Declarations (EPDs) wherever feasible. As our sites scale, we continue to evolve our design standards to reduce lifecycle impacts and optimise long-term performance.

Our NEXtneutral program continued to support customers in measuring and offsetting their infrastructure emissions, while behind the scenes, we further refined our emissions calculations, data quality and governance processes in preparation for assurance readiness and future disclosure mandates.

Together, these efforts reflect a year of significant progress not only in how we operate, but in how we govern, disclose, and prepare for the future.

<sup>1</sup> This figure represents NEXTDC's portfolio PUE, calculated under the guidance of the NABERS framework and including all infrastructure across our Data Centre fleet regardless of configuration. This provides a measure of actual energy consumption during the reporting period, however it does not provide a guide to the optimised or future performance of still immature or partial deployments once fully deployed for optimum operational efficiency.

For further details on our sustainability performance, ESG strategy and climate-related scenario planning, refer to our [FY25 ESG Report](#) and [FY25 Climate and Nature Report](#).



# Building a future-ready brand in alignment with market dynamics

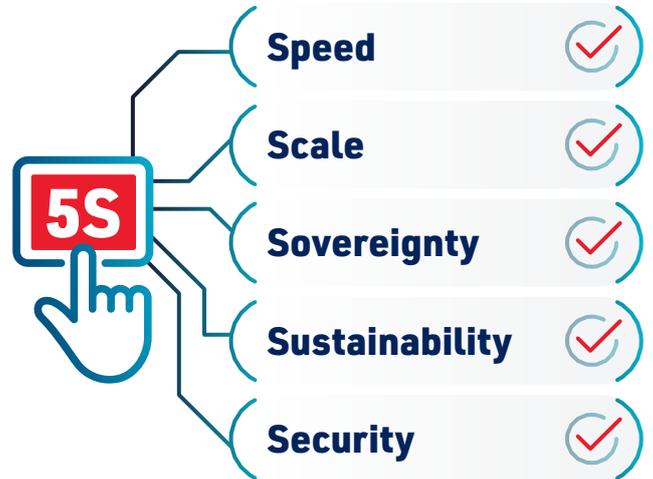
**Our brand promise: *Speed. Scale. Sovereignty. Sustainability. Security.* is based on the five pillars of geopolitical AI power.**

## Why infrastructure will define Australia's place in the AI era

Artificial intelligence is reshaping global power – not just through software, but through the infrastructure that enables it. Compute, energy, data and trust now underpin economic prosperity and national security alike. The countries that lead in building, scaling, and securing these foundations will shape the future. Australia has a once-in-a-generation opportunity to move from technology consumer to sovereign capability builder.

NEXTDC's brand promise is to build critical digital infrastructure aligned to a framework of five foundational pillars:

**Speed, Scale, Sovereignty, Sustainability and Security.**



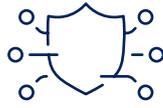
### 1 Speed

Speed is the defining currency of the AI era. The pace of model development, infrastructure deployment, and policy response is accelerating. Nations and companies that move fastest can set standards, capture talent, and lead the market. In AI, delay means irrelevance. Speed allows infrastructure to stay ahead of customer needs and technological change – and those who build fast, win fast. Australia must streamline its planning frameworks to support rapid deployment of AI infrastructure and remain globally competitive.



### 2 Scale

The value of AI is unlocked at scale – through the training of large foundation models, national deployment of inference workloads, and embedding intelligence into critical infrastructure. That scale requires gigawatts of power, millions of GPUs, and sovereign digital platforms. To meet this demand, digital infrastructure must be engineered to be modular, repeatable, and rapidly deployable – yet flexible enough to adapt to evolving technologies, application needs, and individual customer requirements. True scale is not just about size – it's about agility, reliability, and future-readiness at national and global levels.



### 3 Sovereignty

Sovereign capability is about owning your infrastructure, governing your data, and securing your models – especially in an era of rising geopolitical tension and cloud dependency. AI infrastructure has become national security infrastructure. For Australia, the opportunity is twofold: to secure its own AI sovereignty, and to serve as a trusted, stable location for global platforms delivering services into regions where sovereignty frameworks are still maturing. With geographic proximity to Asia's fastest-growing digital economies and a strong regulatory foundation, Australia is uniquely positioned to lead in sovereign AI infrastructure – not just for itself, but for the region.



### 4 Sustainability

As AI drives a higher power demand, access to continuous, affordable, clean and reliable base-load energy becomes essential. Equally important is designing infrastructure with lower embodied carbon, responsibly sourced materials, efficient land use, and water-saving cooling systems that reduce reliance on potable water. We take a long-term view of climate resilience, embedding these considerations across the full asset lifecycle to minimise our environmental impact and protect the ecosystems in which we operate.



### 5 Security

AI infrastructure must be resilient – physically, digitally, and politically. This includes fortified facilities, cyber-secure systems, trusted supply chains, and transparent governance. Without foundational security, every downstream AI capability is compromised. Just as important is demonstrable compliance with international, national, and industry-specific security standards, which provide customers and partners with the trust and assurance they demand. As digital trust erodes globally, the infrastructure we build must serve as a national safeguard – ensuring operational continuity, data protection, and strategic deterrence. In an era of systemic risk, secure and certified AI infrastructure is not optional – it is essential.

# Market growth demonstrated by NEXTDC

	30 June 2025	30 June 2024	30 June 2023	30 June 2022	30 June 2021
Operating facilities <sup>1</sup>	17	16	12	11	9
Built capacity <sup>2</sup>	207.9MW	165.1MW	133.4MW	113.9MW	95.8MW
Contracted utilisation <sup>3</sup>	244.8MW	172.6MW	122.2MW	83.0MW	75.5MW
% of built capacity	118%	105%	92%	73%	79%
Billing utilisation <sup>4</sup>	110.9MW	86.0MW	77.7MW	72.8MW	65.4MW
% of built capacity	53%	52%	58%	64%	68%

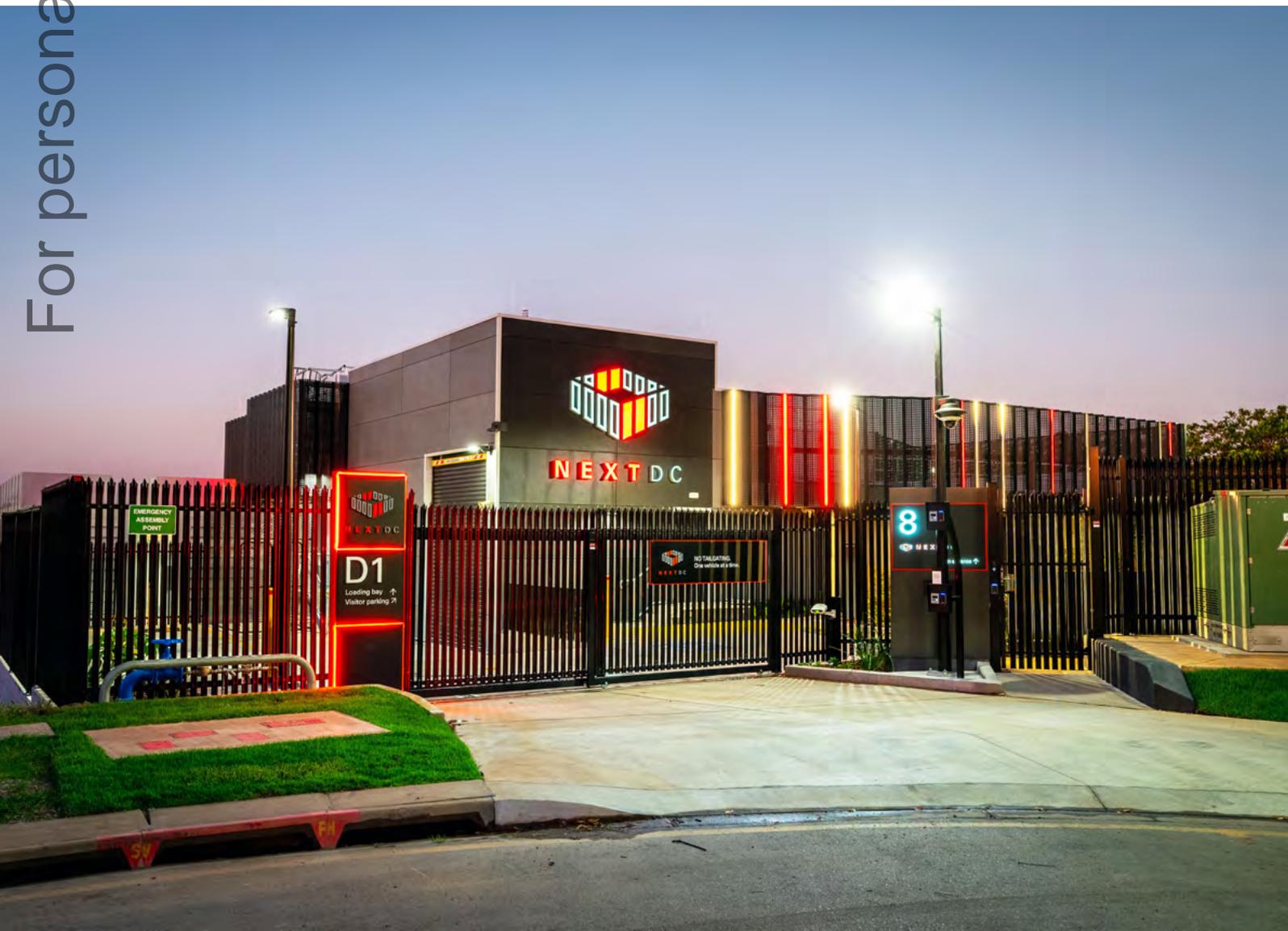
<sup>1</sup> Operating facilities: The number of facilities which were operational at the reporting date.

<sup>2</sup> Built capacity: MW built includes the designed power capacity of the data centre halls fitted out at each facility. Further investment into customer related infrastructure, such as backup power generation, cooling equipment or rack infrastructure may be made in line with customer requirements.

<sup>3</sup> Contracted utilisation: Total of all sold capacity in MW including customers with deferred contract commencement dates. 30 June 2024 contracted utilisation represents the pro-forma number as disclosed in NEXTDC's ASX announcement of 6 August 2024.

<sup>4</sup> Billing utilisation: Total of all sold capacity in MW where the service has commenced.

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# Directors' Report

The Directors present their report on the consolidated entity (referred to hereafter as 'NEXTDC', the 'Company' or the 'Group') consisting of NEXTDC Limited and the entities it controlled at the end of, or during, the year ended 30 June 2025.

## Directors

The following persons were Directors of the Company during the year, and up to the date of this report:

- Douglas Flynn
- Craig Scroggie
- Stuart Davis
- Dr Gregory J Clark AC
- Stephen Smith
- Jennifer Lambert
- Dr Eileen Doyle
- Maria Leftakis

## Principal activities

During the year, the principal continuing activities of the Group consisted of the development and operation of independent data centres in Australia and the Asia-Pacific region.

## Operating and financial review

Key operating highlights during the year included:

- Added additional built capacity of 24MW at S3 Sydney, with a further 20MW in progress and the final 8MW in planning
- S6 Sydney was opened to customers in 1H25 with 2.7MW of built capacity, 2.7MW in progress and a further 2.7MW in plan
- M2 Melbourne added 12.0MW of built capacity, with 18.0MW in progress and a further 40.0MW+ in plan
- M3 Melbourne's site capacity was upgraded from 150MW to 200MW. Building expansion works continue with 4.5MW added and 55.0MW in progress. A further 60MW+ is in plan
- D1 Darwin and A1 Adelaide were opened to customers during FY25. D2 Darwin has 1.5MW in progress
- B2 Brisbane added 2.0MW of built capacity, with early construction works for B2 Brisbane's expansion and P1 Perth's expansion commencing with 5MW+ in plan
- TK1 Tokyo has been launched with a target capacity of 30.0MW. Practical completion of the facility is targeted for FY30.

- Construction works continue at KL1 Kuala Lumpur with 15.0MW in progress and 10.0MW in planning
- Planning works for AK1 Auckland underway and site selection activities for additional Asian sites are progressing
- Planning works for S4 Sydney, S5 Sydney, S7 Sydney, M4 Melbourne and GC1 Gold Coast are in progress, with target capacity for S5 Sydney increasing from 60MW to 80MW and M4 Melbourne increasing from 80MW to 150MW

Key financial highlights include:

- Revenue of \$427.2 million (FY24: \$404.3 million)
- Net revenue of \$350.2 million vs guidance range of \$340 - 350 million (FY24: \$307.9 million)
- Underlying EBITDA<sup>1,2</sup> of \$216.7 million vs guidance range of \$210 - 220 million (FY24: \$204.3 million)
- Capital expenditure of \$1,699.0 million vs guidance range of \$1,400 - 1,600 million (FY24: \$1,002.6 million)
- Statutory net profit/(loss) after tax of \$(60.5) million (FY24: loss of \$44.1 million)
- Operating cash flow of \$222.6 million (FY24: \$128.8 million)
- Cash of \$243.7 million at 30 June 2025
- Contracted 72.2MW of new capacity

## Financial performance

NEXTDC achieved a number of significant milestones and enjoyed a period of steady growth in the 12 months to 30 June 2025.

While the Group generated a statutory loss after tax during FY25, this remains consistent with the Company incurring upfront costs linked to its rapid expansion program such as depreciation and finance expense ahead of generating increased revenues from those investments. In FY25 NEXTDC incurred a total of \$208.4 million in depreciation and amortisation charges (up from \$167.7 million in FY24) and \$83.8 million in finance costs (down from \$92.0 million in FY24).

The Group experienced strong growth in revenue in FY25, as well as further strong growth in contracted and billing utilisation over the same period. As at 30 June 2025, NEXTDC was billing for 110.9MW (2024: 86.0MW) of capacity and had a Forward Order Book of 133.9MW<sup>3</sup>, which is expected to convert into revenue across FY26 to FY29.

<sup>1</sup> EBITDA is a non-statutory financial metric representing earnings before interest, tax, depreciation and amortisation. Non-statutory financial metrics have been extracted from the audited accounts

<sup>2</sup> FY25 Underlying EBITDA excludes costs related to early-stage international operating expenses, costs expensed in relation to acquisition opportunities, investment in associates and the Growth Incentive Plan announced on 24 February 2025

<sup>3</sup> Forward Order Book represents the difference between contracted utilisation (244.8MW) and billing utilisation (110.9MW) at the end of FY25

A summary of consolidated revenues and segment EBITDA for the year is set out below:

	Segment revenues		Segment EBITDA	
	30 June 2025 \$'000	30 June 2024 \$'000	30 June 2025 \$'000	30 June 2024 \$'000
Vic	144,751	129,354	104,819	92,289
NSW/ACT	202,498	203,689	127,573	123,037
Rest of Australia	76,337	67,721	50,130	46,070
International	-	98	(1,438)	(1,904)
Other	3,623	3,475	551	878
Total segment	427,209	404,337	281,635	260,370

Net profit/(loss) after tax was \$(60.5) million (2024: \$(44.1) million).

Non-statutory underlying earnings before interest, tax, depreciation and amortisation (EBITDA) improved from \$204.3 million in FY24 to \$216.7 million in FY25. Reconciliation of statutory profit to EBITDA and Underlying EBITDA is as follows:

	30 June 2025 \$'000	30 June 2024 \$'000	Change %
Net profit/(loss) after tax	(60,543)	(44,146)	
Add: finance costs	83,786	91,967	
Less: interest income	(33,506)	(32,650)	
Add: income tax expense	1,874	7,840	
Add: depreciation and amortisation	208,407	167,699	
<b>EBITDA</b>	200,018	190,710	5%
Add: early-stage international operating expenses	7,110	4,358	
Add: cost expensed in relation to acquisition opportunities	2,780	2,600	
Add: GIP expense	1,752	-	
Add: loss on investment in associates	5,050	6,592	
<b>Underlying EBITDA</b>	216,710	204,260	6%

## Funding and financial position

The Company's \$2.9 billion Senior Debt Facilities are summarised as follows:

- \$1,500 million – Facility A Revolving Loan Facility (multi-currency) (\$752 million undrawn)
- \$400 million – Facility B Term Loan Facility (fully drawn)
- \$1,000 million – Facility C Revolving Loan Facility (undrawn)

Cash and cash equivalents at 30 June 2025 totalled \$244 million (2024: \$1,236 million), which combined with the undrawn senior syndicated debt facility of \$1,752 million, provided the Group access to \$1,996 million in available liquidity at 30 June 2025.

Subsequent to year end, NEXTDC announced it had secured new senior debt facilities totalling \$3,500 million, increasing the Company's Senior Debt Facilities to \$6,400 million, and providing pro forma liquidity as at 30 June 2025 of \$5,496 million.

NEXTDC's balance sheet position is underpinned by approximately \$5,689 million in total assets.

## Sales performance

We have continued to focus our sales strategy on partnering and forming alliances with providers of infrastructure, platforms and packaged services. The flexibility we offer by being carrier and vendor neutral provides customers with a range of carriers and systems integrators to choose from, creating a unique ecosystem of enterprise, Government and ICT service provider customers.

During the year, NEXTDC increased its contracted utilisation by 42% from 172.6MW at the end of FY24 to 244.8MW at the end of FY25.

NSW/ACT's contracted utilisation now accounts for 100% of built capacity (102.7MW).

Our contracted utilisation in Victoria grew by 61.8MW to 119.9MW during the period from 1 July 2024 to 30 June 2025, with contracted utilisation accounting for 148% of built capacity (81MW).

Contracted utilisation for the rest of Australia grew 0.3MW during FY25 to 11.9MW as at 30 June 2025, with contracted utilisation accounting for 49% of built capacity (24.2MW).

NEXTDC's first international customer contract was secured, with 10MW in KL1 Kuala Lumpur.

NEXTDC continues to develop its go-to-market strategy targeting AI, cloud and neocloud as well as advancing its channel and alliance partnerships with major telecommunications and IT service providers, allowing it to increase the breadth and depth of its selling capability without adding to its sales operating cost base.

## Continuous innovation

As a leading player in Australia's rapidly evolving IT infrastructure sector, NEXTDC is committed to ongoing innovation and improvement of its systems, products, and services. Our data centres have achieved and continue to be certified to ISO 27001 Information Security Management System, ISO 9001 Quality Management System, ISO 14001 Environmental Management System and ISO 45001 for WHS Management System. These certifications confirm that NEXTDC has an integrated management system that provides a systematic approach to risk management, protection of company information and continuous improvement. Exceptions to this are NEXTDC's edge data centres in the Sunshine Coast (SC1), Newman (NE1), and Port Hedland (PH1) and those just having joined the metro fleet being Darwin (D1), Adelaide (A1) and Sydney (S6). While not formally certified, these facilities adhere to national standards aligned with relevant management systems. Our intention is to complete the certification process within the next 12 months, where this is applicable to the service we provide.

Driven by sustained customer demand, we have innovated beyond the original data centre designs of many of our facilities to deploy higher power densities and additional data halls to augment capacity. NEXTDC continuously tests and tunes its data centres to optimise energy efficiency and stability and ensure that Power Usage Effectiveness (PUE) targets are achieved. Our data centres remain among the most efficient in the country, with a blended portfolio PUE of 1.44 in FY25<sup>4</sup>.

We also deployed our first 40MW direct-to-chip liquid cooling system, a major step in enabling ultra-high-density compute while significantly improving energy efficiency and reducing the reliance on traditional chiller systems and refrigerants. We continue to invest in advanced technologies and intelligent energy optimisation tools to meet the demands of AI workloads and reduce environmental impact.

NEXTDC's facilities are engineered with a strong focus on energy efficiency and sustainability, achieving performance that significantly lowers the carbon footprints of our customers. NEXTDC's PUE at M1 and S1 data centres was critical in achieving this first-in-industry NABERS (National Australian Built Environment Rating System) 5-star rating for data centre efficiency at the time. Our P1 facility has maintained its NABERS 4.5-star rating throughout FY25. Beyond these flagship sites, several other facilities, including B2, S2, S3, S6, M2, M3, and P2, are engineered with annual PUE targets designed to reach similar levels of efficiency.

## Business strategies and prospects for future financial years

The Group continues to develop a strong and growing pipeline of sales opportunities across its operating markets. Based on the number of positive demand trends such as cloud and mobile computing, growth in internet traffic and data sovereignty as well as the adoption of new technologies such as generative AI, we expect that demand for carrier and vendor neutral outsourced data centre services will continue to grow strongly for the foreseeable future.

The Company has a number of strategies to enable it to benefit from this growth, including but not limited to:

- Continuing to sell capacity in existing facilities
- Growing its presence in existing data centre markets where its current facilities are close to being fully utilised
- Expanding its footprint into new data centre markets in Australia, such as Adelaide, Darwin and Geelong;
- Expanding its presence into new offshore markets such as Japan, Thailand, New Zealand and Malaysia
- Launching new products.

Based on the factors listed above, the Group expects its revenue to continue growing in the foreseeable future.

Alongside this strong growth trajectory, NEXTDC continues to also focus on its broader business strategy, including the active integration of environmental, social, and governance (ESG) considerations into operational planning. In response to the evolving regulatory landscape, particularly the introduction of mandatory climate and sustainability reporting from FY26 onward, the Group is undertaking significant work to enhance data governance, internal controls, and assurance readiness. These efforts are designed to ensure that NEXTDC remains ahead of both investor expectation and future compliance requirements.

<sup>4</sup> This figure represents NEXTDC's portfolio PUE, calculated under the NABERS framework and including all infrastructure across our Data Centre fleet regardless of configuration. This provides a measure of actual energy consumption during the reporting period, however it does not

provide a guide to the optimised or future performance of still immature or partial deployments once fully deployed for optimum operational efficiency

## Business risks

NEXTDC places a high priority on its robust Risk Management Framework as a foundational element of corporate governance. This framework enables us to achieve our operational goals by evaluating enterprise risks against the Board-approved Risk Appetite Statement. We seek to deploy systems and processes designed to identify risks early and implement proactive mitigations where possible. For deeper insight:

- Our Risk Management Policy, aligned with ISO 31000, explains our systematic approach to identifying, assessing, and managing risk across the business.
- Our Corporate Governance Statement offers an overview of our governance architecture and our Risk Management Framework in a broader context.

The following key business risks remain priorities because of their potential impact on the Company's financial performance:

### Business Management and Governance

- **Fraud, Bribery and Corruption:** Fraud, bribery, and any unethical behaviour pose a serious risk to NEXTDC's reputation and stakeholder trust. To address this, NEXTDC has embedded governance controls including a Board-approved Statement of Delegated Authority, into our operations. All employees and Directors are provided with comprehensive Code of Conduct training, and we foster a transparent culture by encouraging staff to report concerns under our Whistleblower Policy.
- **Training and Development:** Operating and maintaining data centres demands a highly skilled workforce. Insufficient training can compromise safety, the environment and the operational efficiency of our facilities and employee morale. To address these issues, NEXTDC provides comprehensive training and development programs for all team members, including on-the-job training and regular refreshers. For further details on our training initiatives, please refer to the Human Capital Development section of our ESG Report located under the Corporate Governance Section on our website ([www.nextdc.com](http://www.nextdc.com)).
- **Technology Advances:** NEXTDC stays ahead in a very competitive industry by fostering strategic partnerships and collaborating on initiatives like the Australia Connect subsea cable project, strengthening national digital infrastructure and resilience. We engage with industry bodies such as the Uptime Institute, achieving Tier IV and Gold certifications to validate our reliability and operational excellence. Meanwhile, our internal Business Transformation Program ensures we continually evolve our systems and services to meet customer needs and maintain our leadership in digital infrastructure.
- **Employee Engagement:** An engaged workforce is key to achieving our strategic objectives. Through our flexible and inclusive 'The Way We Work' program, we nurture a culture that reflects our values and supports employee retention. For a more detailed look at our social sustainability initiatives, please refer to the Social Sustainability section of our ESG Report in the Corporate Governance Section of our website.

### Environment, Workplace Health, and Safety

- **Workplace, Health and Safety:** NEXTDC places its employees' safety and well-being at the heart of its operations, achieving operational excellence and zero-harm ambition through our ISO 45001-certified health and safety management system. NEXTDC maintained a positive safety result for FY25 achieving zero Lost Time Injuries across our construction sites, with a Lost Time Injury Frequency Rate (LTIFR) of 0 and a Total Recordable Injury Frequency Rate (TRIFR) of 1.4, reflecting the strong improvements in capital project safety performance, the maturity of our assurance program and our strong collaboration with contractors and safety experts. Across our data centre operations, the LTIFR and TRIFR rates were both 1.4, with all incidents promptly addressed and lessons incorporated into our continuous improvement processes. NEXTDC prioritises mental health by building awareness, early intervention, and support through a network of 56 trained Mental Health First Aid Officers across Australia and Malaysia, ready to provide initial assistance and help when it counts. Our continued partnership with Sonder provides NEXTDC team members and their families with 24/7 access to medical, mental health, and safety professionals, enhancing our safety efforts.
- **Climate Risk:** Climate change and the broader energy transition present both risks and opportunities for NEXTDC. Achieving net zero is a shared challenge, particularly in a customer-driven environment where customers own and manage their own IT equipment and energy use. Many have their own net zero and renewable energy commitments, making it critical for NEXTDC to understand their strategies, provide infrastructure and solutions that support their goals, and chart our own pathway to net zero in parallel. At the same time, effective integration of climate-related considerations into strategic and operational decision-making offers opportunities to enhance resilience, attract sustainability-focused customers, and maintain regulatory compliance. In FY25, the business made significant progress in embedding climate-related risk into its broader enterprise risk framework, reflecting ongoing alignment with the Task Force on Climate-related Financial Disclosures (TCFD) and preparing for alignment with the incoming Australian Sustainability Reporting Standards (AASB S2). Our FY25 Climate and Nature Report details the climate scenario analysis undertaken to assess our exposure to physical and transition risks. These insights are shaping our long-term operational trajectory, guiding our net zero aspirations, and informing strategies to strengthen climate resilience. Through targeted decarbonisation initiatives and energy efficiency measures, we are positioning the Group to continue realising operational savings while addressing climate-related impacts.

- **Water Dependency and Nature Risk:** NEXTDC's reliance on secure and high-quality water for data centre cooling exposes the business to operational, regulatory, and reputational risks. Climate change, drought, or changes in local water allocations could increase costs, constrain capacity, or disrupt operations. Proactively managing water dependencies presents opportunities to secure operational resilience, strengthen stakeholder trust, and demonstrate leadership in sustainable resource use. Water was reaffirmed as a material topic under our Taskforce on Nature-related Financial Disclosures (TNFD) alignment detailed in our FY25 Climate and Nature Report.

The business progressed site-specific mapping of water dependencies, continues to engage with catchment authorities, and explore non-potable water use where infrastructure and regulation allow. As regulatory and investor attention on water stewardship grows, leadership in this area could enhance brand reputation and support licence to operate.

**Emissions:** Inaccurate emissions reporting or misalignment with recognised frameworks presents regulatory, reputational, and commercial risks. Inadequate delineation of operational control boundaries or evolving assurance expectations could also undermine stakeholder confidence amidst global expansion. Robust emissions measurement and reporting processes provide opportunities to strengthen credibility, maintain compliance, and attract sustainability-conscious customers. In FY25, NEXTDC undertook a detailed review of operational boundaries and shared responsibilities with select hyperscale customers to refine emissions reporting and align to evolving sustainability frameworks in coming years.

**Energy Performance:** Energy performance remains a key operational and cost risk, with rising customer demand increasing total energy consumption. Failure to maintain optimal facility design, engineering, and operational controls could result in higher operating costs, missed efficiency targets, and diminished competitiveness. Our facilities are meticulously designed, engineered, and managed to optimise performance and reduce our and our customers' carbon footprint. Continued investment in energy efficiency presents opportunities to reduce operating costs, lower customer emissions, and differentiate NEXTDC in the market. In FY25, the Group achieved a portfolio PUE of 1.44<sup>4</sup>. Our ongoing pursuit of NABERS certification, advanced engineering solutions, and operational improvements supports customer sustainability outcomes while enhancing NEXTDC's competitive positioning.

#### Maintain 100% Uptime Guarantee

- **Unable to Provide Service:** Data centre failures can disrupt operations and breach service level agreements. That's why NEXTDC builds high redundancy facilities with backup power and cooling systems, rigorous testing, and expert designs supported by external certifications to ensure uninterrupted service.

#### Building New Sites/Data Centres

- **Development:** NEXTDC is expanding its data centre footprint across Australia and internationally through new data centre projects, facility expansions and Edge deployments. Development projects typically involve a range of risks, including:

(i) The risk that suitable sites or necessary planning consents and regulatory approvals, including those from local water authorities and power distribution grid operators may not be obtained, could be delayed beyond expectations, may impose unfavourable conditions, or may not be properly adhered to

(ii) Development costs exceeding initial projections, including construction, fit-out, and related delays

(iii) Unforeseen project delays, supply chain disruptions, or delays in critical infrastructure or component deliveries

(iv) Non-performance/breach of contract by a contractor or subcontractor in relation to any of the above. Increases in the supply or falls in demand for data centre capacity could influence the acquisition of sites, the timing and value of sales, and the carrying value of projects.

To mitigate these risks, NEXTDC employs a robust, standardised process encompassing the planning, design, engineering, procurement, and execution stages of all development projects. This seeks to ensure consistency, compliance, and resilience across our growing data centre portfolio.

- **Customer Demand:** NEXTDC seeks to mitigate the risk of underutilised, capital-intensive infrastructure by aligning its data centre development with evolving market trends and customer demands. By building a scalable, carrier-neutral ecosystem across the Asia-Pacific region, the Company tailors infrastructure investment to actual growth, optimises capital expenditure, and broadens its service offerings to drive revenue and operational efficiency. This approach enables NEXTDC to remain responsive, competitive, and financially robust in the face of demand volatility.

#### Ensuring Financial Health of the Company

- **Funding:** NEXTDC's business is capital-intensive in nature, and our continued growth relies on the acquisition and development of new and existing data centres, along with investment in new technologies. Failure to obtain sufficient capital on favourable terms may hinder NEXTDC's ability to expand and pursue growth opportunities, which may reduce competitiveness and have an adverse effect on financial performance. To address this risk, NEXTDC has sought to obtain funding from various sources to not become over-reliant on any one form of funding, as well as to maintain adequate liquidity to be able to cope with surges in customer demand as well as to take advantage of any attractive investment opportunities.

### Security of Data and Information

- **Physical Security Breach:** Physical security forms part of the foundation of NEXTDC's data centre strategy. It is embedded into our governance, operations, and risk-management framework. A breach could disrupt both NEXTDC's and its customers' operations, harming both NEXTDC and our customers' reputations. That's why NEXTDC implements a robust, multi-layered security approach, from perimeter and biometric access controls to ballistic-rated portals and 24/7 security operations, designed to safeguard all assets, infrastructure, and customer environments.
- **Privacy & Data Security:** NEXTDC collects only minimal Personally Identifiable Information (PII) required for essential operations, such as facility management, account administration, marketing outreach, and physical access control while seeking to avoid any handling of customer-generated data stored within our facilities. Customers remain fully responsible for their own data security. All collected PII is managed in strict adherence to data protection regulations and ISO 27001 standards. Importantly, NEXTDC's "Certified Strategic" status, the highest level under the Australian Federal Government's Hosting Certification Framework, underscores our unwavering commitment to security, sovereignty, and operational resilience.
- **Cyber Risk:** Cyber resilience is essential to safeguarding customer data. Our Security Operations Centre (SOC), operating within an ISO27001 compliant Information Security Management System (ISMS), proactively defends against cyber threats, while regular third-party audits ensure our security posture remains both robust and effective.

### Revenue Generation and Customer Growth

- **Customer Management:** NEXTDC mitigates customer-related risks by embedding a customer-first culture across all stages of the lifecycle, supported by robust feedback loops and performance metrics. By proactively evolving engagement models and leveraging in-house technical expertise, NEXTDC ensures the timely, tailored delivery of services to meet the complex expectations of its customers. Dedicated Customer Success Managers and a strong focus on innovation help reduce the risk of service gaps, reputational harm, and competitive displacement.

### Significant changes in the state of affairs

Other than what has already been mentioned in this report, there have been no further significant changes in the state of affairs of the Group during FY25.

### Matters subsequent to the end of the financial period

No matters or circumstances have arisen since 30 June 2025 that have significantly affected the Group's operations, results or state of affairs, or may do so in future years, except as disclosed below:

- On 17 July 2025, NEXTDC completed an additional drawdown of \$175 million on its existing debt facilities, bringing total drawn debt to \$1,323 million. On 25 August 2025, NEXTDC completed a further drawdown of \$132 million on its existing facilities, bringing total drawn debt to \$1,455 million.
- On 14 August 2025, NEXTDC announced that it had secured new senior debt facilities totalling \$3,500 million, with financial close expected to occur on 3 September 2025. This will bring NEXTDC's total debt facilities to \$6,400 million across both term and revolving facilities, and extend the weighted average loan maturity profile from 5.2 years to 5.6 years.

### Likely developments and expected results of operations

Likely developments in the operations of the Group that were not finalised at the date of this report include the continued fit out of data centre capacity in existing facilities and the pursuit of further growth opportunities.

### Dividends

In considering dividend policy the Board considers the demand for capital to invest in growth, its level of retained earnings and the availability of franked earnings.

Although the Company is expanding operating cashflow, NEXTDC is some way from paying tax and consequently from generating franking credits. The Company continues to experience strong demand for its services and consequently is continuing to make substantial capital investment into the business. It is unlikely that NEXTDC will pay any dividend in the next two years.

Dividends were neither paid nor declared during the year.

## Environmental regulation

NEXTDC continues to monitor and improve the way we minimise our environmental impact.

We maintain compliance with applicable environmental regulations at national and state levels across all our facilities. This is supported by our certification to ISO 14001 Environmental Management System, under which we undertake regular internal audits and external legislative reviews.

We are pleased to report that there were no recorded environmental breaches, or non-compliance matters reported during the reporting period.

The FY25 Environmental, Social and Governance (ESG) Report (located at [www.nextdc.com](http://www.nextdc.com)) provides further detail on how NEXTDC addresses matters of environmental and social sustainability.

### Greenhouse gas and energy data reporting requirements

NEXTDC continues to track and report carbon emissions in accordance with the National Greenhouse and Energy Reporting (NGER) Act for our Australian operations. In FY25, we undertook significant internal work to clarify emissions boundaries, engage with customers on reporting approaches, and strengthen our net zero planning. This process is helping us prepare for alignment with global reporting practices and evolving regulatory requirements, supporting greater comparability and transparency in our disclosures.

NEXTDC's FY24 Climate Active certification submission is currently under assessment by Climate Active (certification occurs for data a year in arrears), to confirm we have maintained our 100% carbon-neutral certification for our corporate operations and that our customers, who have taken part in our NEXTneutral program have done likewise. Certification is assessed on an annual basis, with public disclosures available on the Climate Active website. As part of our evolving emissions strategy, we are also reviewing the future of our participation in this program to ensure continued alignment with our environmental goals. For further information on our emissions, please refer to our FY25 ESG Report.

### NEXTDC's Climate and Nature Journey

NEXTDC takes an integrated approach to climate and nature-related risk management. In FY25, we continued our alignment with the recommendations of the TCFD and deepened our disclosures in aligning to the TNFD framework as detailed in our FY25 Climate and Nature Report.

## Insurance of officers

During the period, NEXTDC Limited paid a premium of \$2,682,722 (FY24: \$2,635,378) to cover its Directors and Officers.

The liabilities insured include legal costs incurred in defending civil or criminal proceedings that may be brought against individuals in their capacity as officers of entities in the Group and any other liabilities or amounts sought against them in connection with such proceedings. This does not include liabilities that arise from conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else or to cause detriment to the Group. The Directors & Officers Liability insurance also covers security claims against the Company. It is not possible to apportion the premium between amounts relating to the insurance against legal costs to defend the officers and those relating to other liabilities.

## Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Group, or to intervene in any proceedings to which the Group is a party, for the purpose of taking responsibility on behalf of the Group for all or part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Group with leave of the Court under section 237 of the Corporations Act 2001.

## Rounding of amounts

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, relating to the 'rounding off' of amounts in the financial statements. Amounts in the financial statements have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, to the nearest dollar.

## Information on Directors

### DOUGLAS FLYNN



**Chairman  
Non-Executive Director (since September 2013)**

#### EXPERIENCE AND EXPERTISE

Mr Douglas (Doug) Flynn was appointed to the Board in September 2013 as an Independent Non-Executive Director and subsequently was appointed as Chairman in April 2014.

Doug has over 30 years of international experience in the media and information and communication technology industries, including holding various senior management and board positions. He has had extensive experience in building international networked businesses including currently in East Asia and elsewhere.

Doug is the current Chairman of IMEXHS Limited, a Latin America based medical imaging technology provider.

Previously, Doug was the Chief Executive of newspaper publisher, Davies Brothers Limited, which was acquired by News Corporation in 1989. In 1995, he was appointed the Managing Director of News International Plc.

After leaving News International in 1998, Doug joined Aegis Group Plc and was appointed as the CEO in 1999, where he was instrumental in doubling the size of the company and established global market research business Synovate and internet services business Isobar.

From 2005 to 2008, Doug served as the Chief Executive of facilities management provider Rentokil Initial Plc.

Doug has a Bachelor of Chemical Engineering, University of Newcastle (NSW) and received a Master of Business Administration (with distinction), University of Melbourne.

#### OTHER CURRENT DIRECTORSHIPS

- IMEXHS Limited (March 2020 – present)

#### FORMER DIRECTORSHIPS

- Seven West Media Limited
- iSentia Group Limited
- APN Outdoor Group Limited
- Konekt Limited

#### SPECIAL RESPONSIBILITIES

- Chairman of the Board
- Member of the Remuneration and Nomination Committee
- Member of the Investment Committee

#### INTERESTS IN SHARES AND OPTIONS

Doug holds 213,821 fully paid ordinary shares in NEXTDC Limited.

### CRAIG SCROGGIE



**Chief Executive Officer  
Managing Director (since June 2012)**

#### EXPERIENCE AND EXPERTISE

Mr Craig Scroggie is the Chief Executive Officer and Managing Director of NEXTDC, Australia's leading Data-Centre-as-a-Service provider. Prior to becoming the CEO in June 2012, Mr Scroggie served on the Board of Directors since IPO (2010) as a Non-Executive Director, including as Chairman of the Audit and Risk Management Committee.

Mr Scroggie has more than 25 years' experience in the ICT industry, having held senior positions with Symantec, Veritas Software, Computer Associates, EMC Corporation and Fujitsu. Prior to joining NEXTDC, Mr Scroggie was Symantec's Vice President & Managing Director for the Pacific Region.

Mr Scroggie currently serves on the Board of Freelancer (ASX:FLN) and also serves on the University of Southern Queensland Business School Advisory Board and is Chairman of the La Trobe University Business School Advisory Board and holds the position of Adjunct Professor.

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, a Master of Business Administration; and is a Graduate and Fellow of the Australian Institute of Company Directors.

In 2013 Mr Scroggie was awarded the University of Southern Queensland Faculty of Business & Law Alumnus of the Year and in 2015 was inducted into the ARN ICT Industry Awards Hall of Fame.

#### OTHER CURRENT DIRECTORSHIPS

- Freelancer Limited (August 2024 – present)

#### FORMER DIRECTORSHIPS

- AUCyber Limited (formerly Sovereign Cloud Holdings Limited) (November 2021 – February 2025)
- Nitro Software Limited (September 2021 – April 2023)

#### SPECIAL RESPONSIBILITIES

- Member of the Investment Committee

#### INTERESTS IN SHARES AND OPTIONS

Craig holds 435,511 fully paid ordinary shares, 502,115 performance rights, 184,026 restricted rights, and 3,633,720 GIP rights.

## STUART DAVIS



**Non-Executive Director (since September 2013)**

### EXPERIENCE AND EXPERTISE

Mr Stuart Davis has over 30 years' experience as an international banker with the HSBC Group including roles in Hong Kong, New York, Taiwan, India and Australia. Most recently he was CEO for HSBC India (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.

Stuart holds a Bachelor of Laws (LLB), University of Adelaide and is a Graduate of the Australian Institute of Company Directors (GAICD).

### OTHER CURRENT DIRECTORSHIPS

- Appen Limited (March 2022 - present)

### FORMER DIRECTORSHIPS

Stuart previously held directorships with subsidiaries of HSBC Group until 2012, Built Holdings Pty Ltd., Moboom Limited, BSP Financial Group and PayPal Australia Limited.

### SPECIAL RESPONSIBILITIES

- Chairman of the Remuneration and Nomination Committee
- Member of the Audit and Risk Management Committee

### INTERESTS IN SHARES AND OPTIONS

Stuart holds 51,848 fully paid ordinary shares in NEXTDC Limited.

## DR GREGORY J CLARK AC



**Non-Executive Director (since April 2014)**

### EXPERIENCE AND EXPERTISE

Dr Gregory J Clark AC is a world-renowned technologist, businessman and scientist with extensive corporate and Board experience in Australia, the USA and Europe.

Dr Clark brings to the Board international business experience and a distinguished career in micro-electronics, computing and communications. He was previously Principal of Clark Capital Partners, a US based firm that has advised internationally on technology and the technology marketplace.

During his career, Dr Clark also held senior executive roles at IBM, News Corporation and Loral Space and Communications. At IBM he was a senior scientist in their Research Division in NY. At News Corporation, he was President of Technology and on the Executive Committee with responsibility for all technical aspects of digital media creation and delivery. Dr Clark was responsible for News Corporation's transformation of its media assets from an analogue platform into a digital platform for both program creation and delivery. In addition, he was responsible for all technology companies within News Corporation.

He was President and Chief Operating Officer at Loral Space and Communications, the world's largest commercial satellite manufacturer and one of the largest operators, with responsibility for all development, manufacturing, marketing and sales.

While at News Corporation and Loral Space and Communications, Dr Clark was Chairman and/or on the Board of a number of wholly owned subsidiaries including NDS, Globalstar, SatMex, Skynet, Loral Space Systems, Kesmai, Etak and others.

Dr Clark is an Honorary Professor at the Australian National University and a Fellow of the Australian Academy of Science, a Fellow of the Academy of Technology and Engineering and a Fellow of the American Physical Society.

### FORMER DIRECTORSHIPS

Dr Clark served on the Board of the ANZ Banking Group (also chairing the Board's Technology Committee) which he stepped down from in November 2013 after nine years of service.

### SPECIAL RESPONSIBILITIES

- Member of the Investment Committee
- Member of the Remuneration and Nomination Committee (until 1 January 2025)

### INTERESTS IN SHARES AND OPTIONS

Gregory holds 61,039 fully paid ordinary shares in NEXTDC Limited.

## STEPHEN SMITH



**Non-Executive Director (since 1 July 2019)**

### EXPERIENCE AND EXPERTISE

Mr Stephen (Steve) Smith is widely respected amongst the global ICT community. Steve has a deep background and expertise in managing market leading technology businesses, particularly in the data centre industry.

Steve served as CEO and President of Equinix Inc for over a decade (2007-2018), transforming it into the largest enterprise data centre platform in the world. Under Steve's leadership Equinix grew from 17 data centres operating in 10 markets and a US\$2 billion market cap, to approximately 200 data centres with a US\$38 billion market cap and operations in 24 countries on five continents.

Steve is currently the CEO of Zayo Group, a leading provider of fibre infrastructure, with dense, high-quality networks in every major market in North America and many in Western Europe. Prior to his time at Zayo Group and Equinix, Steve held senior leadership positions at Hewlett Packard (2005-2006) which included serving as its Senior Vice President - Worldwide HP Services; Lucent Technologies Inc. (2004-2005), where he was appointed as Vice President, Global Professional and Managed Services and Electronic Data Systems Corporation (EDS) (1987-2004), where he served in a number of capacities including Chief Sales Officer and President, Asia-Pacific.

Steve also had a successful eight-year career in the U.S. Army where, among other roles, he was aide de-camp to the office of the Commander in Chief of the U.S. Armed Forces in the Pacific.

Steve holds a Bachelor of Science in Engineering from the U.S. Military Academy at West Point.

### CURRENT EXECUTIVE ROLES

- Zayo Group Holdings, CEO

### OTHER CURRENT DIRECTORSHIPS

- Zayo Group Holdings (October 2020 – present)

### FORMER DIRECTORSHIPS

Steve has served on several boards, including Flexential Inc, Volterra Semiconductor Corporation, 3Par Inc, Actian Corporation, NetApp Inc and F5 Networks Inc.

### SPECIAL RESPONSIBILITIES

- Chairman of the Investment Committee

### INTERESTS IN SHARES AND OPTIONS

Nil

## JENNIFER LAMBERT



**Non-Executive Director (since 1 October 2019)**

### EXPERIENCE AND EXPERTISE

Ms Jennifer Lambert has extensive business and leadership experience at the senior executive and board levels with more than 25 years of financial management and accounting experience.

Currently, Ms Lambert is a Non-Executive Director of BlueScope Steel Limited, REA Group Limited and Investa Property Group, and Chairs each of their Audit Committees. Ms Lambert is also a non-executive director of a not for profit entity.

Ms Lambert was the Group Chief Financial Officer of 151 Property (formerly Valad Property Group) for 13 years where her responsibilities included operational and strategic finance, tax, treasury, legal and compliance. Prior to this, Ms Lambert was a director at PricewaterhouseCoopers specialising in capital raisings, structuring and due diligence for acquisitions and disposals across various industries.

Jennifer holds a Bachelor of Business (Accounting and Finance) from the University of Technology Sydney and Master of Economics from Macquarie University. Her professional associations include membership in The Chartered Accountants Australia New Zealand and a Fellow of the Australian Institute of Company Directors (FAICD).

### OTHER CURRENT DIRECTORSHIPS

- BlueScope Steel Limited (September 2017 – present)
- REA Group Limited (December 2020 – present)
- Investa Property Group (October 2021 - present)

### SPECIAL RESPONSIBILITIES

- Chair of the Audit and Risk Management Committee

### INTERESTS IN SHARES AND OPTIONS

Jennifer holds 34,763 fully paid ordinary shares in NEXTDC Limited.

## DR EILEEN DOYLE



**Non-Executive Director (since August 2020)**

### EXPERIENCE AND EXPERTISE

Dr Eileen Doyle has had an internationally recognised career with close to four decades of diverse business experience at both executive and board level.

Her experience covers a wide range of industries including logistics, technology and research, property, financial services, manufacturing, building and construction and sport.

Dr Doyle has previously served as the Chairman of the world's largest export coal loader, PWCS (1998-2009) and Deputy Chairman of CSIRO to 2016, after 10 years of service.

Dr Doyle currently serves on the Board of DBI Limited and the Kinetic Transport Company. She has significant experience across Audit, Remuneration and Sustainability Committees. Dr Doyle's experience also includes appointments at major government bodies Austrade, CSIRO, Newcastle Port Corporation, the National Steering Committee on eHealth and the NSW Innovation and Productivity Council.

Dr Doyle holds a Ph.D. in Applied Statistics from the University of Newcastle, was a Fulbright Scholar (Business Management: Columbia University), is a Fellow of the Australian Academy of Technological Sciences and Engineering (FTSE) and a Fellow of the Australian Institute of Company Directors (FAICD).

Dr Doyle is also a Foundation Fellow of The Australian Association of Angel Investors (FAAAI) and the author of "Call a Business Angel".

### OTHER CURRENT DIRECTORSHIPS

- DBI Limited (October 2020 – present)
- Kinetic TCo Group (May 2022 – present)

### FORMER DIRECTORSHIPS

- Oil Search Limited (February 2016 – December 2021)
- GPT Group (March 2010 – May 2019)
- Boral Limited (March 2010 – October 2020)
- Santos (December 2021 – April 2024)
- Aircservices Australia (April 2021 – April 2025)

### SPECIAL RESPONSIBILITIES

- Member of the Audit and Risk Management Committee

### INTERESTS IN SHARES AND OPTIONS

Eileen holds 24,763 fully paid ordinary shares in NEXTDC Limited.

## MARIA LEFTAKIS



**Non-Executive Director (since 24 August 2023)**

### EXPERIENCE AND EXPERTISE

Ms Maria Leftakis has an entrepreneurial background with more than 30 years' experience in corporate governance and shareholder engagement in Australia and overseas, specialising in the strategic advice and execution of mergers and acquisitions, cross border deals, contests, proxy fights and other extraordinary transactions. She has also advised many ASX100 boards on a range of sensitive governance matters including activism and investor dissent,

Maria is recognised as pioneering shareholder proxy solicitation and research in Australia and creating and innovating the architecture and technology now adopted across the market.

Previously, as Chair for Morrow Sodali APAC, Maria provided counsel and mentoring to the regional leadership team. Maria also led the Morrow Sodali APAC Advisory Board that provided guidance and support for the company's expansion and growth into Asian markets.

In her previous role as the CEO of Morrow Sodali APAC, Maria advised on many of Australia's largest and most complex transactions. Under her leadership, Morrow Sodali set itself apart in the Australian market with an unrivalled integrated service offering and the deepest track record of success for many of the country's largest organisations.

Maria holds a Bachelor of Economics (Finance and Accounting) from the University of Sydney as well as an Executive Master of Business Administration from the Australian Graduate School of Management, University of New South Wales. Maria is also a member of the Australian Institute of Company Directors (AICD).

### SPECIAL RESPONSIBILITIES

- Member of the Audit and Risk Management Committee
- Member of the Remuneration and Nomination Committee

### INTERESTS IN SHARES AND OPTIONS

Maria holds 64,540 fully paid ordinary shares in NEXTDC Limited.

## MICHAEL HELMER



### Company Secretary and Chief Risk Officer (since February 2015)

Mr Michael Helmer has over 28 years' experience in the legal sector and has previously served as Director of Legal Services (Asia Pacific) for global software maker Symantec. Before that, Michael was based in London at specialist technology firm Field Fisher Waterhouse. Michael has held senior legal roles in Barclays, Coles Myer and was General Counsel at European on-line shopping site shopsmart.com as well as Australian anti-malware maker PC Tools.

Michael is a seasoned strategic advisor with deep knowledge of the legal and compliance environments in which technology and ecommerce businesses operate. His work is particularly focussed on their corporate and operating environments, ecommerce, security and compliance requirements as well as technology and IP law, M&A and capital raising.

Michael has obtained a Bachelor of Laws, Bachelor of Science (Monash) and is admitted as a legal practitioner in Australia as well as in England and Wales. Michael is a member of the Association of Corporate Counsel and has served as their Victorian President (ACLA) as well as a member of its National Board. Michael holds a Certificate in Governance Practice and is a Fellow of the Governance Institute of Australia (FGIA). He is also a member of the Australian Institute of Company Directors and a graduate of their Company Directors course (GAICD).



## Meetings of Directors

The number of meetings of the Company's Board of Directors and of each board committee held during the year and the number of meetings attended by each director is as follows:

### Meetings of Committees

	Full meetings of Directors		Audit and Risk Management Committee		Remuneration and Nomination Committee		Investment Committee	
	A	B	A	B	A	B	A	B
Douglas Flynn	10	10	N/A	N/A	6	6	6	6
Craig Scroggie	10	10	N/A	N/A	N/A	N/A	6	6
Stuart Davis	10	10	5	5	6	6	N/A	N/A
Dr Gregory J Clark AC	9	10	N/A	N/A	2	3	5	6
Stephen Smith	9	10	N/A	N/A	N/A	N/A	5	6
Jennifer Lambert	9	10	5	5	N/A	N/A	N/A	N/A
Dr Eileen Doyle	10	10	4	5	N/A	N/A	N/A	N/A
Maria Leftakis	10	10	5	5	6	6	N/A	N/A

A = Number of meetings attended

B = Number of meetings held during the time the Director held office or was a member of the committee during the period

N/A = Not applicable. Not a member of the relevant Committee

# Remuneration Report – Audited

This report sets out the remuneration arrangements for NEXTDC’s Directors and other Key Management Personnel (KMP) for the year ended 30 June 2025 (FY25). It is prepared in accordance with section 300A of the Corporations Act 2001 (Corporations Act) and has been audited as required by section 308(3C) of the Corporations Act.

This report is divided into the following sections:

	<b>Page</b>
1. Message from the Chair of the Remuneration and Nomination Committee	31
2. The Persons covered by this Report	33
3. Overview of Remuneration Governance Framework	33
3.1. Senior Executive Remuneration (SER) Policy	33
3.2. Senior Executive Remuneration Benchmarks	35
3.3. Senior Executive Remuneration Mix	35
3.4. Senior Executive Remuneration and Performance	36
3.5. Variable Remuneration – Short Term Incentive (STI) Plan	37
3.6. Variable Remuneration – Long Term Incentive (LTI) Plan	39
3.7. Variable Remuneration – Growth Incentive Plan (GIP) Plan	42
3.8. Risk Management and Clawback Provisions	45
4. STI and LTI Performance outcomes for FY25	45
4.1. STI Vesting Outcomes	45
4.2. LTI Vesting Outcomes	47
5. Employment terms for Directors and Senior Executives	47
5.1. Non-Executive Directors	47
5.2. Senior Executives	48
6. Statutory Remuneration	49
6.1. Senior Executive Remuneration	49
6.2. Non-Executive Director Remuneration	51
6.3. Changes in Securities Held Due to Remuneration	52
6.4. Director and Senior Executive Shareholdings	57
6.5. Remuneration Received (Non-statutory)	58

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## 1. MESSAGE FROM THE CHAIR OF THE REMUNERATION AND NOMINATION COMMITTEE

NEXTDC's Remuneration Report details how its executive remuneration outcomes are linked to both its corporate and individuals' performance for the 2025 financial year. The report details our remuneration policy for FY25 and the alignment between executive remuneration and shareholder outcomes.

In FY25, NEXTDC achieved a number of key performance milestones:

<p><b>Net revenue<sup>1</sup></b></p> <p> <b>\$350.2M</b></p> <p>▲ \$42.3M (14%)</p>	<p><b>Underlying EBITDA</b></p> <p> <b>\$216.7M</b></p> <p>▲ \$12.4M (8%)</p>	<p><b>Operating cashflow</b></p> <p> <b>\$222.6M</b></p> <p>▲ \$93.8M (73%)</p>
<p><b>Contracted utilisation</b></p> <p> <b>244.8MW</b></p> <p>▲ 72.2MW (42%)</p>	<p><b>Debt Facility</b></p> <p> <b>\$2.9B</b></p>	<p><b>Capital expenditure</b></p> <p> <b>\$1,699M</b></p>

The Remuneration and Nomination Committee (the 'Committee') continues to direct the Company's remuneration practices and monitors industry market conditions to ensure it continues to be in a position to achieve its strategic objectives.

The Committee is also aware of broader trends in the executive space and is mindful of competitors and comparator groups in Australian and international markets. This includes unlisted competitors as well as related businesses in the technology space. Each year the Committee commissions comparative analysis for KMP and Non-Executive Directors of like sized public enterprises and similar businesses, though given many are either subsidiaries of international companies or privately held (and so with limited disclosure obligations), these comparisons can be challenging.

This year's Senior Executive remuneration programs set performance targets with reference to key project milestones and shareholder expectations. Financial performance, key business deliverables and broader ESG components such as behavioural, health and safety metrics continue to feature as the Committee is focused on driving operational efficiencies and positive environmental outcomes as part of the Company's strategic agenda.

The retention and recruitment of key talent in the rapidly evolving data centre sector and in related sectors continues to be a key focus in protecting shareholder value, even more so in view of the rapid rise of AI. The Company faces significant retention pressures for its Senior Executives and its many talented employees with capital flows accelerating into international and privately-owned technology and data centre peers, listed competitors and hyperscalers aggressively searching for high calibre candidates.

In response to these retention challenges, in February 2025, NEXTDC announced the implementation of a one-off Growth Incentive Plan (GIP) for the Chief Executive Officer (CEO), the executive leadership team and a select group of senior management, to drive and reward sustainable shareholder value creation and support NEXTDC's next phase of global strategic growth.

Critically, the GIP achieves further long-term alignment between NEXTDC's executives and shareholders by rewarding management only for delivering significant outperformance, whilst providing a reward that is competitive with private equity structures and international norms for data centre competitors.

The GIP has been offered to this broad group as a one-off award, fostering a strong 'one-team' mindset in the execution of NEXTDC's growth strategy over the next five years. The fully at-risk design of the award ensures that any value realised by participants is a small portion of shareholder value created, and only if challenging stretch performance targets are met.

Before announcing the GIP, the Committee conducted extensive shareholder engagement to communicate the rationale and gather shareholder feedback about the plan, timing and its terms. Broadly, shareholders understand the fierce competition for talent and the necessity to retain top talent to enable the Company to execute on its strategy and to crystallise significant shareholder value.

The Committee considered the feedback provided and believes that the quantum, metrics and terms of the one-off fully at-risk GIP strikes the right balance of rewarding outperformance, de-risking talent retention whilst delivering strong sales and operational performance designed to deliver attractive returns above the cost of capital. The GIP also enables the Company to retain and motivate the next tier of future leaders to grow and achieve. The Board intends to satisfy the Chief Executive's portion of any GIP outcome through on market purchase of shares and has approved and completed a hedging purchase to that effect included within FY25.

### **FY25 Senior Executive remuneration**

To ensure the remuneration framework remains fit-for-purpose for the next phase of the Company's strategic growth, the Committee undertook a review of the existing Senior Executive remuneration in FY24, with input from external advisors including benchmarking against Domestic Industry Peers and Market Capitalisation Peers. The review considered several factors, including prevailing economic conditions, the trajectory of the Company's growth, current and future strategic priorities, scarcity of key executive talent and the appropriateness of the current framework.

Following the review, the Board approved the following changes:

- A 10% increase in fixed remuneration for Senior Executives (including the CEO) effective 1 July 2024
- An increase to the STI opportunity for Senior Executives (including the CEO) from up to 100% to up to 150% of fixed remuneration
- An increase in the LTI opportunity for the CEO from 150% to 200% of fixed remuneration, as previously endorsed by Shareholders at the 2024 AGM

Key outcomes in relation to the Senior Executive's STI and LTI for FY25 are as follows:

- Based on the performance criteria set for FY25, it was determined that 90% of the FY25 STI opportunity be awarded to participants, noting this outcome strictly reflects the performance against the criteria set out in this year's program (see section 4.1 for detailed STI outcomes)
- The three-year tranche of the FY22 LTI had a measurement period from 27 August 2021 to 28 August 2024 and became eligible to vest during FY25. The tranche was measured against the relative performance of the S&P/ASX 100 Accumulation Index, with actual performance achieved being above the base target, but below stretch, resulting in a total vesting outcome of 73.1%.

### **FY25 Non-Executive Director remuneration**

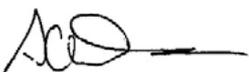
In line with the Non-Executive Director Remuneration Policy, the Committee conducted its annual review of Non-Executive Director fees during FY25. The review was informed by independent benchmarking against ASX-listed companies of similar size and a Domestic Industry Peer Group, alongside consideration of market conditions, Company growth, strategic objectives, and the geographical spread of the Company. As a result of the review, the fee for the Board Chair was increased to \$470,000 (FY24: \$430,000) and the Non-Executive Director's fee was increased to \$185,000 (FY24: \$170,000) with effect from 1 January 2025. No changes applied to committee fees.

### **Looking forward – Senior Executive remuneration in FY26**

As part of the review of Senior Executive remuneration undertaken by the Committee during FY25 to ensure the remuneration framework continues to be fit for purpose, and considering the challenges outlined above, NEXTDC's strategic priorities, and other considerations outlined in section 3.2, an increase to fixed remuneration was considered for FY26. The review evaluated input from external advisors, including benchmarking against Domestic Industry Peers and Market Capitalisation Peers.

As a result, the Board has directed a 7% increase in fixed remuneration for Senior Executives, including the CEO, effective 1 July 2025. The increase is considered modest and appropriate in the context of the growing complexity of the Company's operations and strategic growth ambitions and the competitive landscape for executive talent, ensuring that we continue to attract and retain high calibre individuals. The Committee further determined to hold the maximum opportunity percentages for STI and LTI at levels consistent with FY24, recognising also the introduction of the one-off GIP.

The Committee and I are looking forward to further engaging with our shareholders and will be listening carefully to your comments and observations concerning our remuneration policies and practices.



**Stuart Davis**  
Chairman – Remuneration and Nomination Committee

<sup>1</sup> Net revenue represents total revenue less direct costs

## 2. THE PERSONS COVERED BY THIS REPORT

Key Management Personnel (“KMP”) include Non-Executive Directors and Senior Executives. The term “Senior Executives” refers to the CEO and those executives with authority and responsibility for planning, directing and controlling the activities of the Company and the Group, directly or indirectly.

TABLE 1: KEY MANAGEMENT PERSONNEL

### NON-EXECUTIVE DIRECTORS

Name	Position
Douglas Flynn	Non-Executive Chairman since 30 April 2014 Member of the Remuneration and Nomination Committee Member of the Investment Committee
Stuart Davis	Non-Executive Director Chair of the Remuneration and Nomination Committee Member of the Audit and Risk Management Committee
Dr Gregory J Clark AC	Non-Executive Director Member of the Remuneration and Nomination Committee (resigned 1 January 2025) Member of the Investment Committee
Stephen Smith	Non-Executive Director Chair of the Investment Committee
Jennifer Lambert	Non-Executive Director Chair of the Audit and Risk Management Committee
Dr Eileen Doyle	Non-Executive Director Member of the Audit and Risk Management Committee
Maria Leftakis	Non-Executive Director Member of the Audit and Risk Management Committee Member of the Remuneration and Nomination Committee

### SENIOR EXECUTIVES

Name	Position
Craig Scroggie	Chief Executive Officer, Managing Director
Simon Cooper	Chief Operating Officer
Oskar Tomaszewski	Chief Financial Officer
David Dzienciol	Chief Customer and Commercial Officer

## 3. OVERVIEW OF REMUNERATION GOVERNANCE FRAMEWORK

Our mission is to be the leading customer-centric data centre services company, delivering solutions that power, secure and connect enterprise. NEXTDC’s remuneration policy is designed to attract and retain key talent by incentivising and rewarding Senior Executives for achieving growth outperformance that creates sustainable shareholder value over the long term and by building a culture where employees thrive.

Growth is underpinned by the overarching objectives of building market-leading sales performance, sticky and competitive customer contracts, hosting the country’s largest independent ecosystem of carriers, cloud and IT service providers, expanding its operations to new markets and enabling its customers to source and connect with suppliers and partners in an integrated hybrid cloud environment.

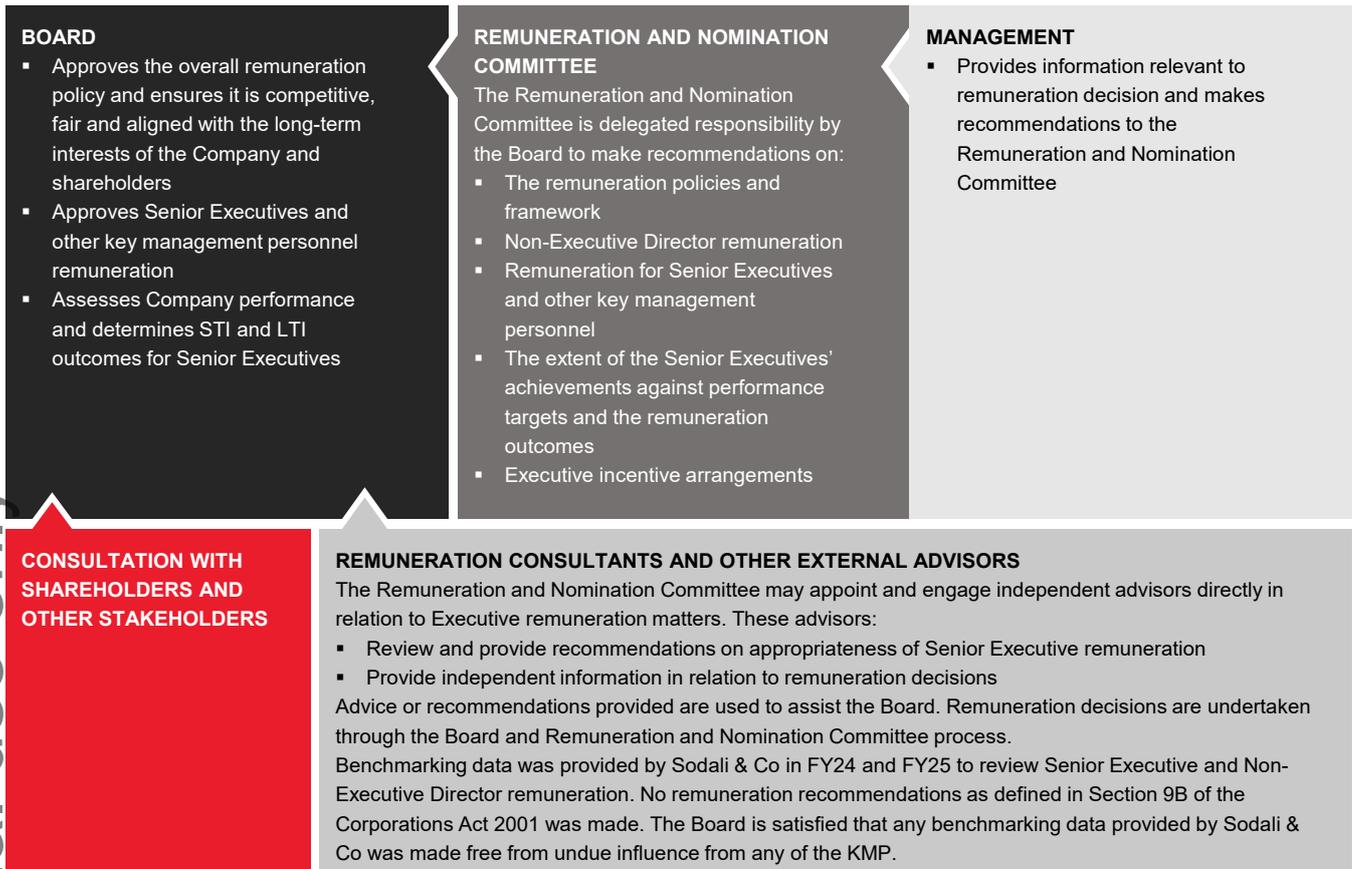
Our remuneration framework, applicable to the 2025 financial year, is outlined and summarised below.

### 3.1 Senior Executive Remuneration (SER) Policy

The Senior Executive Remuneration Policy applies to Senior Executives who are defined as:

- The Chief Executive Officer who is accountable to the Board for the Company’s performance and long-term planning;
- Heads of Business Units, or those with key functional roles, or essential expertise, that report directly to the Chief Executive Officer;
- Other executive roles classified as KMP under the Corporations Act; and
- Other roles or individuals nominated by the Board from time to time.

FIGURE 1: REMUNERATION GOVERNANCE FRAMEWORK



The SER policy details how executive remuneration is structured, benchmarked and adjusted in response to changes in the circumstances of the Company. NEXTDC's Senior Executives Total Remuneration Package (TRP) includes the following components:

FIGURE 2: TOTAL FY25 REMUNERATION (IF MAXIMUM INCENTIVE PAYMENTS ARE RECEIVED)<sup>1</sup>

Base Salary Package (CEO - 22%) (Other Senior Executives - 25%)	Short Term Incentive (STI) Plan (CEO – 33.5% at risk) (Other Senior Executives - 37.5% at risk)	Long Term Incentive (LTI) Plan (CEO – 44.5% at risk) (Other Senior Executives – 37.5% at risk)		
<p><b>Base Salary Package</b> includes superannuation, non-monetary benefits, and any applicable fringe benefits tax.</p> <p>Set with reference to domestic and international industry benchmarks.</p>	<p><b>Purpose:</b> STI provides a reward for performance against annual objectives</p> <p><b>Opportunity:</b> Maximum = 150% of Base Salary</p> <p><b>Performance metrics:</b></p> <ul style="list-style-type: none"> <li>Underlying EBITDA: 40%</li> <li>Net Revenue: 35%</li> <li>Major Project Delivery: 15%</li> <li>ESG Metrics: 10%</li> </ul> <p><b>Gateway:</b> Underlying EBITDA (95% of the midpoint of guidance) and no breaches of Code of Conduct.</p>	<p><b>Purpose:</b> LTI provides a securities-based reward for performance against indicators of long-term shareholder value creation</p> <p><b>Opportunity:</b> Maximum = 200% of Base Salary for the CEO and 150% of Base Salary for Other Senior Executives</p>		
		<p><b>50% Performance Rights</b></p> <p><b>Performance conditions:</b> Rights vest based on relativity to the TSR of the ASX100 Accumulation Index.</p> <p><b>Gateway:</b> Positive TSR</p>	<p><b>50% Restricted Rights</b></p> <p><b>Performance conditions:</b></p> <ul style="list-style-type: none"> <li>Positive TSR</li> <li>Behavioural assessment</li> <li>Service</li> </ul>	
	<p>50% paid in cash</p> <p>50% deferred for one year (cash or shares)</p>	<p>50% Performance Rights vest after 3 years</p> <p>33.3% Restricted rights vest after 3 years</p>	<p>50% Performance Rights vest after 4 years</p> <p>33.3% Restricted Rights vest after 4 years</p>	<p>33.4% Restricted Rights vest after 5 years</p>
Year 1	Year 2	Year 3	Year 4	Year 5

<sup>1</sup> These figures do not take into account the one-off fully at-risk FY25 GIP award as described in section 3.7 of the Remuneration Report

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### 3.2 Senior Executive Remuneration Benchmarks

When considering executive remuneration, the Committee frequently has reference to domestic and international industry benchmarks relevant to its market sector, growth and value as well as unlisted competitors, general market conditions and the individual’s role and performance. Factors specific to the data centre industry are also evaluated to ensure a high degree of alignment with strategic goals and to foster high retention rates in the leadership team and in the business more broadly. The Committee continues to be mindful of strong and ongoing competitive pressures for top talent in the sector both internationally and locally. The Committee considerations include the following fundamentals in setting executive remuneration packages:

- The individual’s skillsets and contribution to long term net revenue and Underlying EBITDA growth;
- Their contribution to the delivery of key strategic goals and milestones;
- Their contribution to key measures of operational excellence including those relating to the running of the business, the Company’s strategic initiatives, and safety and cultural values;
- Their relevant industry knowledge, experience and connections;
- Listed and unlisted domestic and international comparators with whom NEXTDC must compete for talent; and
- Prevailing economic conditions.

As outlined in the Chairman’s comments, during FY24, the Committee undertook a review of the Senior Executive remuneration framework, with input from external advisors including benchmarking against a Domestic Industry Peer Group and Market Capitalisation Peer Group. The Domestic Industry Peer Group comprises 10 companies operating in a similar industry to NEXTDC, whereas the Market Capitalisation Peer Group comprises the 10 companies above and 10 companies below NEXTDC in terms of market capitalisation (when the group was designed) in the S&P/ASX 100 index. The review considered the above factors as well as the appropriateness of the current remuneration framework in meeting industry opportunities and risks. Following this review, the Board approved a 10% increase in fixed remuneration for Senior Executives (including the CEO) for FY25. The increase in fixed remuneration was considered modest in view of the continuing increase in complexity of the business and the competition for talent in the sector and remained at the lower to midpoint of peers based on market capitalisation. Further, and in particular in response to rewards available at direct competitors, the Company increased the STI opportunity for KMP (including the CEO) to up to 150% of fixed remuneration noting that the increase of the LTI opportunity for the CEO from 150% to 200% of fixed remuneration was approved at the 2024 AGM. These changes meaningfully increase the at-risk component of remuneration and deepen alignment with the shareholder experience.

The Committee’s view is that the nature of the business and its local and international customer base, relationships and competitors are such that its TRP levels should continue to be assessed against both domestic and international listed and unlisted remuneration benchmarks.

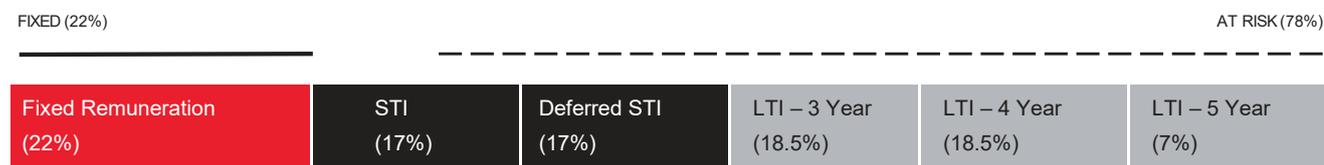
### 3.3 Senior Executive Remuneration Mix

The Senior Executive remuneration mix refers to the proportion of remuneration that can be achieved as fixed versus any variable “at risk” remuneration component. Assuming performance is at a level at which incentives pay out in full, approximately 78% and 75% of the TRP remuneration received is performance related, for the CEO and Senior Executives respectively.

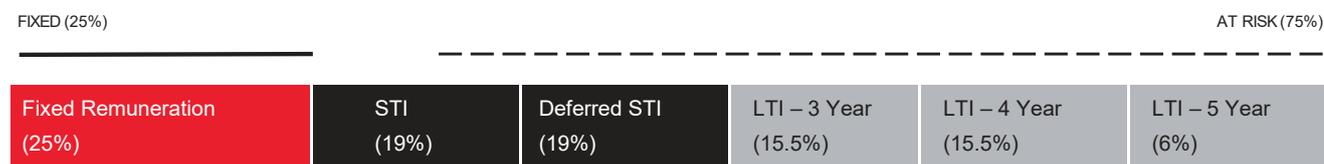
The graph below sets out the remuneration mix if maximum incentive payments are received for the CEO and other Senior Executives for FY24.

FIGURE 3: FY25 POTENTIAL REMUNERATION MIX

#### CEO REMUNERATION MIX



#### SENIOR EXECUTIVE REMUNERATION MIX



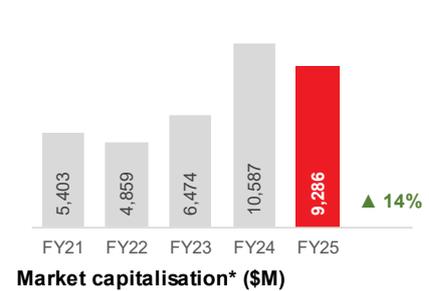
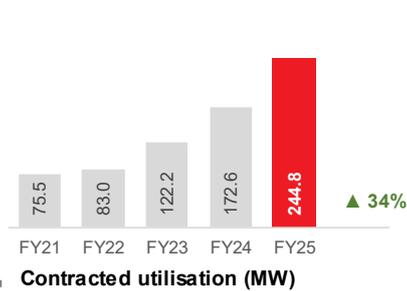
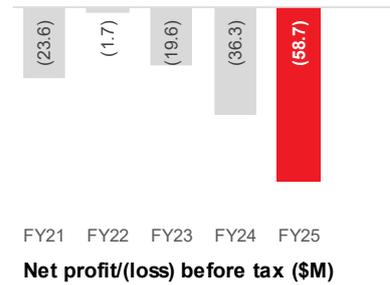
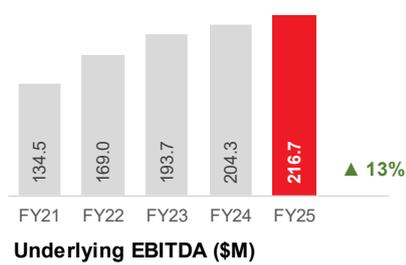
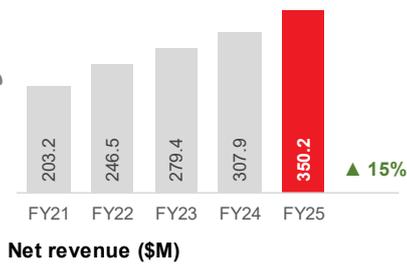
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### 3.4 Senior Executive Remuneration and Performance

The Board has determined that significant remuneration opportunities should continue to be contingent on realising outperformance of the Company's ongoing financial and operational objectives. The Committee is disclosing further detail in relation to how incentive outcomes were determined in FY25 to ensure shareholders gain an appropriate level of insight into the key strategic and project milestones set for Senior Executives remuneration. The Committee is aiming to set these to ensure NEXTDC's executive continue to be focused on developing and growing its first-class data centre business, customer success and expanding its national and international network of data centres. These remain the key drivers for shareholder value creation and continue to be the cornerstones of our incentive program.

See below for Senior Executive remuneration and performance assessed relative to NEXTDC's compound growth performance over the past five years:

TABLE 2: HISTORICAL COMPANY PERFORMANCE



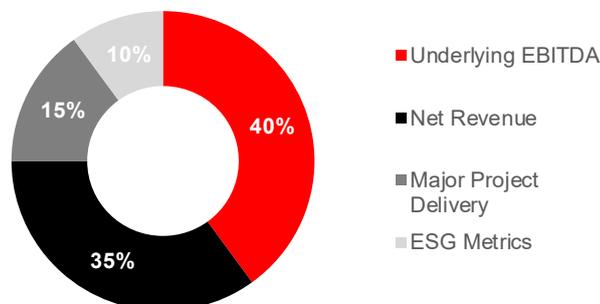
\*Closing share price as at 30 June

### 3.5 Variable remuneration – Short Term Incentive (STI) Plan

The Committee recognises that NEXTDC is a capital-intensive business that requires significant ongoing investment for infrastructure to be built prior to generating income from customer contracts. With NEXTDC operating in a high-growth industry, the Company needs to continue to expand its infrastructure investment to keep pace with customer demand. It is on this basis that the Board and Committee places emphasis on net revenue and Underlying EBITDA generation as well as delivery of projects and maintaining strong operational performance when incentivising Senior Executives.

The composition of performance metrics comprising the FY25 STI program are as follows:

FIGURE 4: FY25 STI PERFORMANCE METRICS



#### FINANCIAL YEAR 2025 STI PLAN

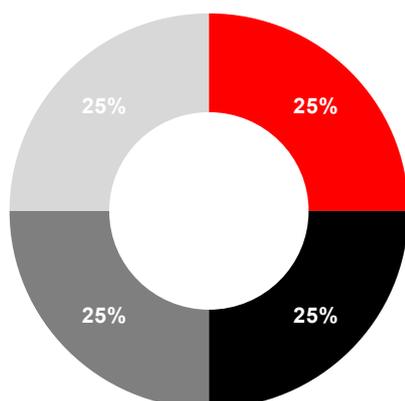
The purpose of the STI Plan is to provide an incentive for Senior Executives to achieve against the Company's strategic objectives by delivering or exceeding on annual business plan requirements to ensure sustainable superior returns for shareholders. Key terms of the FY25 STI Plan are detailed below.

Feature	Description									
<b>Opportunity</b>	Subject to the achievement of the Gateway, participants may achieve up to a stretch (maximum) award of 150% of their Base Salary Package, an increase from 100% of their Base Salary Package in FY24.									
<b>Gateway</b>	In order to qualify for any award under the FY25 STI incentive program, Underlying EBITDA achieved in FY25 must be at least 95% of the midpoint value of the initial guidance range given for Underlying EBITDA performance in that year. In FY25 that gateway was set at \$204.75m. No STI is to be awarded to any individual acting in breach of the Company's Code of Conduct.									
<b>Measurement period</b>	The Company's financial year i.e., from 1 July 2024 to 30 June 2025.									
<b>Performance metrics</b>	In FY25 the below Company Key Performance Indicators (KPIs) were selected as being the most relevant drivers for improving financial performance and growth in shareholder value.									
	<table border="1"> <thead> <tr> <th>Metric</th> <th>Weighting</th> <th>Reason for selection</th> </tr> </thead> <tbody> <tr> <td>Underlying EBITDA</td> <td>Up to 40%</td> <td>Indicates the Company's underlying profitability, a measure best suited to its stage of development: <ul style="list-style-type: none"> <li>50% achieved at bottom end of initial guidance range (\$210m)</li> <li>100% achieved at top end of initial guidance range (\$220m)</li> <li>A linear progression to be applied between the limits.</li> </ul> </td> </tr> <tr> <td>Net Revenue<sup>1</sup></td> <td>Up to 35%</td> <td>Indicates the Company's level of incremental growth in new business for the period, an essential criterion in assessing NEXTDC's financial and operational performance: <ul style="list-style-type: none"> <li>50% achieved at bottom end of initial guidance range (\$340m)</li> <li>100% achieved at top end of initial guidance range (\$350m)</li> <li>A linear progression to be applied between the limits.</li> </ul> </td> </tr> </tbody> </table>	Metric	Weighting	Reason for selection	Underlying EBITDA	Up to 40%	Indicates the Company's underlying profitability, a measure best suited to its stage of development: <ul style="list-style-type: none"> <li>50% achieved at bottom end of initial guidance range (\$210m)</li> <li>100% achieved at top end of initial guidance range (\$220m)</li> <li>A linear progression to be applied between the limits.</li> </ul>	Net Revenue <sup>1</sup>	Up to 35%	Indicates the Company's level of incremental growth in new business for the period, an essential criterion in assessing NEXTDC's financial and operational performance: <ul style="list-style-type: none"> <li>50% achieved at bottom end of initial guidance range (\$340m)</li> <li>100% achieved at top end of initial guidance range (\$350m)</li> <li>A linear progression to be applied between the limits.</li> </ul>
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<sup>1</sup> This metric changed from Revenue to Net Revenue in FY25, as Net Revenue more closely reflects the Company's growth in new business as it adjusts for the distorting impact of power pass-through revenue, which is significantly influenced by movements in the market price of energy, a factor much outside the control of the Company.

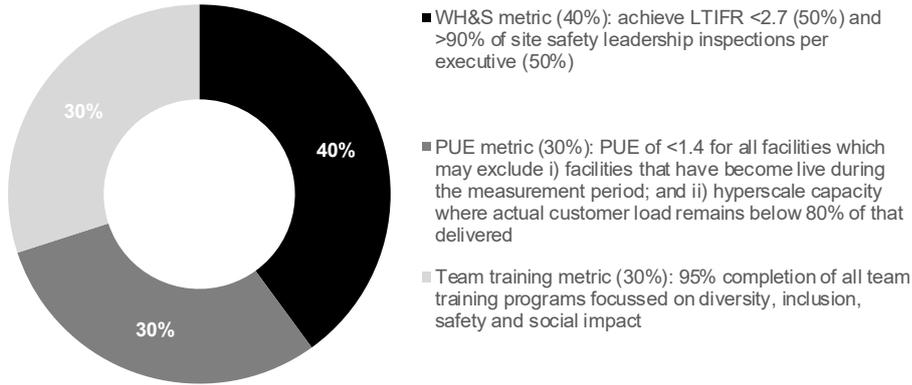
Feature	Description		
	Major Project Delivery	Up to 15%	This component is for agreed major projects and clear, definable outcomes that drive future growth in capabilities, revenue, and earnings. Projects are mostly identified at or prior to the beginning of the financial year but may also be added as the financial year progresses. Projects may complete within the year or flow into the following year. In applying measures against performance, the time and cost will be that approved in the original approved project submission. These may be modified as to scope, time and costs in subsequent approved Board submissions.  In calculating the award, weighting was to be given to each of the major projects as indicated in Figure 5 below.
	ESG Metrics	Up to 10%	This component is for key ESG & operational metrics that affect environmental and service level standards expressed in data centre energy efficiency as well as measures relating to the health and safety of our employees and visitors.  In calculating the award, weighing was given to each performance component as indicated in Figure 6 below.
<b>Delivery of STI</b>	Payments will be in cash unless otherwise determined by the Board and will normally be paid in September following the Measurement Period subject to the deferral of 50% of the final STI payment, which may be delivered in cash or by grant of rights to acquire fully paid ordinary shares at the election of the participant.  Deferring 50% of the awarded STI for a period of 12 months helps deliver sustained performance over the medium term and facilitates the exercise of malus provisions should the Board determine to exercise its discretion.		
<b>Board discretion</b>	If the Company's overall performance during the Measurement Period is substantially lower than expectations and has resulted in a significant loss to shareholders' value, the Board may abandon the STI Plan for the Measurement Period or adjust STI payouts.		
<b>Malus/ Clawback Provisions</b>	The Board retains the ability to reduce or apply malus/clawback to awards where the participant has acted fraudulently or dishonestly or is in material breach of their obligations to the Company; where the Company becomes aware of material misstatements or omissions in the financial statements of the Company; where the Company is required by or entitled under law or Company policy to reclaim remuneration; or where any circumstances occur that the Board determines to have resulted in an unfair benefit to the recipient.		

FIGURE 5: FY25 STI POTENTIAL – MAJOR PROJECT DELIVERY



- Major Project 1 (25%): S3 – Customer order phase 2, RFS acceptance achieved (Q2FY25)
- Major Project 2 (25%): M2 – Capacity expansion on track for Customer Order Phase 3 acceptance achieved (Q4FY25)
- Major Project 3 (25%): S6 – Early Access achieved for hyperscale customers (Q2FY25)
- Major Project 4 (25%): KL1 – Construction program on track for revenue in line with market statements (FY26)

FIGURE 6: FY25 STI POTENTIAL – ESG METRICS



### 3.6 Variable remuneration – Long Term Incentive (LTI) Plan

The aim of the LTI Plan is to provide an incentive for Senior Executives to help achieve the Company’s strategic objectives and to deliver outperformance that is sustainable and aligned with shareholder interests. It also acts as a retention mechanism to maintain a stable team of high performing executives. The current LTI Plan is the NEXTDC Limited Equity Incentive Plan (EIP).

The Committee recognises that continual review is required to ensure the program remains in step with the Company’s rapid growth, and in line with trends, both of ASX market peers, listed and unlisted domestic and international competitors. The below table reflects the LTI Program approved by Shareholders at the 2024 AGM, whereby an increase in the allocation of LTI to the CEO from 150% to 200% of base salary was approved.

The Board considers that relative TSR continues to be the most appropriate measure of alignment between executives’ interests and shareholder value, and therefore half of the award remains subject to the same relative TSR conditions over the three and four year tranches (the Performance Rights). In order to ensure the retention of key executives, the vesting period for the other half of the awards has been determined to be three, four and five years, each with an equal tranche, and subject to the Senior Executive remaining employed by the Company, underpinned by a positive absolute TSR condition and behavioural assessment (the Restricted Rights).

Feature	Description
Opportunity/ Allocation	<p>Maximum LTI value was set at 200% and 150% of Base Salary Packages for the CEO and Senior Executives respectively.</p> <p>The LTI grant of Rights is calculated by applying the following formula:</p> <p><b>Number of Performance Rights = Base Package x Maximum LTI% ÷ Right Value</b></p> <p>NB: The Right Value is the volume weighted average share price of Shares over the 10 trading days following the release of the Company’s FY24 results. The “Maximum LTI %” recognises that the stretch level of Rights will vest when stretch performance is achieved.</p>

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Feature	Description										
<b>Measurement period</b>	<p>The measurement period for the LTI award includes tranches which vest after the 3<sup>rd</sup>, 4<sup>th</sup> and 5<sup>th</sup> years.</p> <p>For FY25, the LTI award comprises 50% Performance Rights and 50% Restricted Rights, allocated as follows:</p> <p><b>Performance Rights</b></p> <ul style="list-style-type: none"> <li>Tranche 1 (50% of the Performance Rights), which will be tested after three years and be eligible to vest at that time; and</li> <li>Tranche 2 (50% of the Performance Rights), which will be tested after four years and be eligible to vest at that time.</li> </ul> <p><b>Restricted Rights</b></p> <ul style="list-style-type: none"> <li>Tranche 1 (33.3% of the Restricted Rights), which will be tested after three years and be eligible to vest at that time;</li> <li>Tranche 2 (33.3% of the Restricted Rights), which will be tested after four years and be eligible to vest at that time; and</li> <li>Tranche 3 (33.4% of the Restricted Rights), which will be tested after five years and be eligible to vest at that time.</li> </ul> <p>In all cases performance is measured over a period commencing from the end of the day of the release of the Company's full year results (for this award it is the release of the FY24 results) to the end of the day of the release of its results for the relevant year (in this case, it is FY27, FY28 and FY29). No component will be subject to re-testing.</p>										
<b>Performance conditions</b>	<p><b>Performance Rights</b></p> <p>Vesting of each tranche of the Performance Rights award is subject to two performance conditions:</p> <p><b>1. Gateway Hurdle</b></p> <p>Vesting of the Performance Rights is subject to an initial gateway hurdle of NEXTDC achieving positive total shareholder return (<b>TSR</b>) over the relevant measurement period for that tranche. If this gateway hurdle is not met, the Performance Rights under the EIP automatically lapse even if the TSR Hurdle (described below) is achieved.</p> <p><b>2. TSR Hurdle</b></p> <p>In addition to the Gateway Hurdle, vesting under the EIP is subject to a relative TSR performance condition. The TSR Hurdle is determined by ranking NEXTDC's TSR over the measurement period for the relevant tranche, relative to the TSR of companies in the ASX 100 Accumulation Index (<b>Index</b>). Vesting of the Performance Rights under the EIP will be determined by reference to the following vesting schedule:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">NEXTDC's TSR over the Measurement Period</th> <th style="text-align: left;">Percentage of Rights that vest</th> </tr> </thead> <tbody> <tr> <td>Less than TSR of Index</td> <td>Nil</td> </tr> <tr> <td>At TSR of Index</td> <td>25%</td> </tr> <tr> <td>Between TSR of Index and TSR of Index + 5%</td> <td>Pro rata vesting from 25% to 100% on a straight-line basis</td> </tr> <tr> <td>TSR of Index + 5% or greater</td> <td>100%</td> </tr> </tbody> </table> <p>The scale requires that the Company deliver a TSR to shareholders that is at least as good as the overall market (as indicated by the TSR of the Index over the measurement period) before any vesting may occur.</p> <p>Full vesting does not become available until the TSR of the Company reaches the TSR of the Index over the measurement period plus 5% p.a. This would, in the view of the Board, represent an outstanding outcome for shareholders.</p> <p><b>Restricted Rights</b></p> <p>Vesting of each tranche of the Restricted Rights award is subject to the following conditions:</p> <p><b>1. Service</b></p> <p>Vesting of Restricted Rights is subject to the Senior Executive remaining employed with NEXTDC at the end of the Measurement Period of each relevant tranche.</p> <p><b>2. Underpinning conditions</b></p> <p>Vesting of the Restricted Rights is also subject to the following underpinning conditions:</p> <ul style="list-style-type: none"> <li>Positive TSR for the Measurement Period; and</li> <li>Behavioural assessment based on Board discretion, ensuring the Senior Executive has not acted in breach of the Company's Code of Conduct.</li> </ul>	NEXTDC's TSR over the Measurement Period	Percentage of Rights that vest	Less than TSR of Index	Nil	At TSR of Index	25%	Between TSR of Index and TSR of Index + 5%	Pro rata vesting from 25% to 100% on a straight-line basis	TSR of Index + 5% or greater	100%
NEXTDC's TSR over the Measurement Period	Percentage of Rights that vest										
Less than TSR of Index	Nil										
At TSR of Index	25%										
Between TSR of Index and TSR of Index + 5%	Pro rata vesting from 25% to 100% on a straight-line basis										
TSR of Index + 5% or greater	100%										

Feature	Description
<b>Reason for selection</b>	<p>TSR was selected as it recognises the total returns (share price movement and dividends assuming they are reinvested into Company shares) that accrue to shareholders over the Measurement Period. This measure creates the most direct alignment between shareholder return and rewards realised by Senior Executives. The measurement period for assessing TSR performance is aligned with the release of results to ensure that the share price upon which TSR is determined at the start and end of the measurement period reflects an informed market.</p> <p>Market adjusted TSR was selected to ensure that participants do not receive windfall gains from broad market movements unrelated to the performance of the Senior Executives.</p> <p>The positive TSR gate ensures that Senior Executives cannot benefit from the LTI Plan when shareholders have lost value over the Measurement Period. Vesting commences upon NEXTDC's TSR matching the Index TSR, with full vesting occurring once NEXTDC's TSR exceeds the Index TSR by 5% compound annual growth over the measurement period. This hurdle has been determined with regard for the historic performance of the ASX 100 Accumulation Index whereby 5% compound annual growth or greater represents upper quartile performance.</p> <p>This would, in the Board's view, represent an outstanding outcome for the Company.</p>
<b>Exercise of vested Rights</b>	<p>Upon vesting the Board will determine the extent to which their value will be delivered in Shares and/or cash. The Board will also determine whether Shares will be issued or acquired for participants via the Employee Share Trust (EST) and if the EST is used, whether new issues or on-market purchases of Shares will be undertaken by the trustee of the EST.</p> <p>No amount is payable by participants to exercise vested Rights.</p>
<b>Forfeiture and termination</b>	<p>In the event of cessation of employment due to dismissal for cause, all unvested Rights are forfeited.</p> <p>In the event of cessation of employment due to resignation, all unvested Rights are forfeited unless otherwise determined by the Board.</p> <p>In the event of cessation of employment due to death, total and permanent disability or redundancy, unvested Rights will continue on-foot and be subject to the original terms as though employment had not ceased, unless the Board determines otherwise.</p> <p>In any other circumstances the Board has discretion to determine how the unvested Rights will be treated upon cessation of employment with the Company.</p>
<b>Board discretion</b>	<p>The Board retains discretion to modify vesting outcomes. Rights that do not vest will lapse. Board discretion to vary vesting will generally only be applied when the vesting that would otherwise apply is considered by the Board to be inappropriate, and when it would not align with shareholder returns.</p>
<b>Change of Control</b>	<p>In circumstances where there is a likely change in the control of NEXTDC, the Board has discretion to determine the level of vesting (if any) having regard to the portion of the measurement period elapsed, performance to date against performance conditions and any other factors it considers appropriate.</p> <p>If an actual change in the control of the Company occurs before the Board can exercise this discretion, unvested Rights will vest and become exercisable in proportion to the Company's performance against the TSR Hurdle up to the date of the change of control.</p>
<b>Malus/Claw back Provisions</b>	<p>The Board retains the ability to reduce or apply malus/clawback to awards where the participant has acted fraudulently or dishonestly or is in material breach of their obligations to the Company; or where the Company becomes aware of material misstatements or omissions in the financial statements of the Company; or any circumstances occur that the Board determines to have resulted in an unfair benefit to the recipient.</p>
<b>Hedging</b>	<p>The Company prohibits the hedging of Rights and Restricted Shares by Participants.</p>

### 3.7 Variable remuneration – Growth Incentive (GIP) Plan

In February 2025, NEXTDC announced the implementation of a one-off fully at-risk Growth Incentive Plan (GIP) for the Chief Executive Officer, executive leadership team, and a select group of senior management, to drive and reward growth outperformance and sustainable shareholder value creation.

The GIP was introduced in the context of significant and ongoing retention risks for its Senior Executives and broader employees, against the backdrop of intensifying global competition for talent in the data centre sector. As the capital flows into the sector accelerate, NEXTDC continues to experience recruiting pressures for its high calibre employees from international and privately-owned technology and data centre peers, listed competitors and hyperscalers.

In response to accelerating pressure, the Board has progressively evolved the executive remuneration framework to ensure it remains fit-for-purpose, aiming to strike a balance between the needs of the business in a rapidly evolving industry as well as stakeholder expectations on remuneration in an ASX-listed company.

The GIP was introduced as a necessary step in the evolution of the Company's remuneration and people strategy and to drive NEXTDC's strong growth trajectory and address immediate talent risks.

Importantly, the GIP achieves further long-term alignment between NEXTDC's executives and shareholders by rewarding management only for delivering significant outperformance in shareholder value creation, whilst providing a reward that is competitive with private equity structures and international norms for data centres.

The GIP has been offered to a broad group of high-performing individuals as a one-off award, fostering a strong 'one-team' mindset in the execution of NEXTDC's growth strategy over the next five years. The fully at-risk design of the award ensures that any value realised by participants is a small portion of shareholder value created, and only if challenging performance targets are met.

Feature	Description
<b>Purpose of GIP Award</b>	To create a reward structure to incentivise management towards delivery of growth outperformance and sustainable shareholder value creation such that the structure is competitive with private equity structures and with international norms for data centres globally.
<b>Form of GIP Award</b>	<p>One-off grant of conditional rights (GIP Rights) to the CEO and a select group of senior management.</p> <p>Each GIP Right will vest and become exercisable subject to the satisfaction of certain conditions measured over the performance period (as below).</p> <p>On exercise, each vested GIP Right generally entitles the participant to receive one fully paid ordinary share in the Company (Share).</p> <p>The Company is using GIP Rights for the GIP because they align the interests of the participant with Shareholders, but do not provide the participant with the full benefits of share ownership (such as dividend and voting rights) unless the GIP Rights vest and are exercised.</p> <p>The CEO's vested and exercised GIP rights will be satisfied with Shares acquired on-market.</p>
<b>Quantum of GIP Award</b>	<p>GIP Rights with an aggregate face value of \$150 million have been offered to the CEO and a select group of senior management, allocated one-third to the CEO, and two-thirds to remaining participants.</p> <p>The number of GIP Rights offered under the GIP to each participant was calculated by dividing their maximum award value by the volume weighted average price (VWAP) of Shares traded on the ASX over the 10 trading days following the release of the Company's 1H2025 results, rounded down to the nearest whole number (Commencement Price).</p>
<b>Amount payable for GIP Rights</b>	The GIP award forms part of the CEO's and Senior Executives' remuneration, and, for that reason, no amount will be payable by the participants on grant, vesting or exercise of the GIP Rights.
<b>GIP performance period</b>	<p>GIP Rights will become eligible to vest after a performance period of approximately five years.</p> <p>Performance is measured from the release of 1H2025 results in February 2025 to shortly after the release of the 1H2030 results in February 2030 (Performance Period). No component will be subject to re-testing.</p>

Feature	Description														
<b>GIP performance conditions</b>	<p>The GIP Rights will vest and become exercisable subject to the following conditions:</p> <p><b>1. Absolute TSR Hurdle</b></p> <p>Vesting of the GIP Rights is subject to NEXTDC achieving a Compound Annual Growth Rate (CAGR) for Total Shareholder Return (TSR) over the Performance Period as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">NEXTDC's TSR CAGR over the Measurement Period</th> <th style="text-align: left;">Percentage of GIP Rights that vest</th> </tr> </thead> <tbody> <tr> <td>CAGR less than 12.5% p.a</td> <td>Nil</td> </tr> <tr> <td>CAGR equal to 12.5% p.a</td> <td>40%</td> </tr> <tr> <td>CAGR between 12.5% p.a and 15.0% p.a</td> <td>Pro rata vesting on a straight-line basis</td> </tr> <tr> <td>CAGR equal to 15.0% p.a</td> <td>80%</td> </tr> <tr> <td>CAGR between 15.0% p.a and 17.5% p.a</td> <td>Pro rata vesting on a straight-line basis</td> </tr> <tr> <td>CAGR of 17.5% p.a or greater</td> <td>100%</td> </tr> </tbody> </table> <p>TSR is defined as share price growth plus dividends paid and reinvested on the ex-dividend date (adjusted for rights, bonus issues and any capital reconstructions or as otherwise considered by the Board or Remuneration Committee to be appropriate).</p> <p>The opening share price used for calculating TSR will be the Commencement Price.</p> <p>The closing share price used for calculating TSR will be the 10-day VWAP following the release of the Company's 1H2030 results.</p> <p><b>2. Behavioural assessment</b></p> <p>Vesting of GIP Rights is subject to a behavioural assessment, including assessment of compliance with the Company's Code of Conduct and regard to how performance was achieved and the financial soundness of the Group.</p> <p><b>3. Continued service</b></p> <p>Vesting of GIP Rights is also subject to the participant remaining in employment with NEXTDC (and not have provided notice of their intention to cease employment) at the time of vesting.</p>	NEXTDC's TSR CAGR over the Measurement Period	Percentage of GIP Rights that vest	CAGR less than 12.5% p.a	Nil	CAGR equal to 12.5% p.a	40%	CAGR between 12.5% p.a and 15.0% p.a	Pro rata vesting on a straight-line basis	CAGR equal to 15.0% p.a	80%	CAGR between 15.0% p.a and 17.5% p.a	Pro rata vesting on a straight-line basis	CAGR of 17.5% p.a or greater	100%
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CAGR between 15.0% p.a and 17.5% p.a	Pro rata vesting on a straight-line basis														
CAGR of 17.5% p.a or greater	100%														
<b>Vesting and exercise of GIP Rights</b>	<p>At the end of the Performance Period, the Board will determine if and to what extent the performance conditions have been satisfied and the number of GIP Rights that will vest and become exercisable.</p> <p>The Board will test the performance conditions as soon as practicable following the end of the Performance Period (i.e. shortly after the release of the 1H2030 results in February 2030), with the closing share price for TSR being based on the 10-day VWAP following the release of the Company's 1H2030 results as outlined above.</p> <p>Any GIP Rights that do not vest when they are tested will immediately lapse.</p> <p>Upon vesting, each participant is entitled to exercise the GIP Rights (at no cost), subject to the timing requirements outlined below. On exercise, the GIP Rights will be settled in Shares or, at the Board's discretion, with an equivalent cash payment. It is intended that vested and exercised GIP Rights would be satisfied mainly in the form of Shares.</p> <p>Any vested GIP Rights that remain on foot and are not exercised within 8 years of the grant date (the expiry date), will be automatically exercised on behalf of the CEO or Other Executives.</p>														
<b>Exercise following vesting of GIP Rights</b>	<p>Members of the scheme are encouraged to hold rather than immediately sell their Shares and participants will be subject to timing requirements for exercise of their vested GIP Rights:</p> <ul style="list-style-type: none"> <li>• participants may only exercise up to 25% of their vested GIP Rights (i.e., 25% based on the number of GIP Rights which vested at the end of Performance Period) each quarter for the 4 quarters immediately following the Performance Period (Smoothing Period); and</li> <li>• participants may exercise vested GIP Rights at their discretion after the end of the Smoothing Period.</li> </ul>														
<b>Cessation of employment</b>	<p>If the participant ceases employment because of death, total and permanent disability or redundancy, their unvested GIP Rights will continue on-foot and be subject to the original terms as though they had not ceased employment, unless the Board determines otherwise.</p> <p>In any other circumstances, unvested GIP Rights will lapse upon cessation of the participant's employment with NEXTDC, unless the Board determines otherwise.</p>														

Feature	Description
<b>Change of control</b>	<p>In circumstances where there is change in the control of NEXTDC (or the Board determines that there is likely to be a change in the control of NEXTDC):</p> <ul style="list-style-type: none"> <li>• if the Company is on track to achieve the 12.5% p.a. TSR gateway (including any uplift associated with the control premium received; and measured to the current date), then: <ul style="list-style-type: none"> <li>○ at a minimum, vesting of GIP Rights will occur based on the portion of the performance period elapsed; and</li> <li>○ in respect of the remaining (unvested) GIP Rights, the Board will have discretion to determine whether they vest or lapse; and</li> </ul> </li> <li>• if the Company is not on track to achieve the 12.5% p.a. TSR gateway (including any uplift associated with the control premium received; and measured to the current date), then the Board will have discretion to determine whether the GIP Rights vest or lapse.</li> </ul>
<b>Dividend and voting entitlements</b>	<p>Participants do not have any dividend or voting entitlements prior to vesting and exercise of the GIP Rights.</p> <p>However, on vesting and exercise of the GIP Rights, the participants are entitled to receive a dividend equivalent payment in the form of additional Shares which are equivalent to the value of dividends that they would have received between the grant date and vesting date if they had owned Shares. The number of Shares that the participant will receive will be calculated by dividing the value of dividends which would have been received over that period by the share price on the date of allocation. The Board may alternatively decide to pay this entitlement in cash.</p>
<b>Clawback and malus</b>	<p>The Board has broad discretion under the EIP to lapse, forfeit or clawback unvested and vested GIP awards in certain circumstances to ensure that no inappropriate benefit is obtained by participants. These circumstances include where a participant acts fraudulently or dishonestly; is in material breach of his or her obligations to NEXTDC; there is a material misstatement in a Group company's accounts; vesting has been triggered by another person's misconduct or where NEXTDC is required or entitled under law or NEXTDC policy to reclaim remuneration from the participant.</p>
<b>Board discretion</b>	<p>Subject to the Listing Rules the Board may amend or waive terms under the EIP or make such adjustments to rights awarded under the Plan as the Board considers appropriate in order to minimise or eliminate any material advantage or disadvantage to participants resulting from a corporate action such as a capital raising or capital reconstruction.</p>

### 3.8 Risk Management and Clawback Provisions

A sound risk management culture is important to NEXTDC. The Company’s STI, LTI and GIP Plans have been designed to protect the Company from the risk of unintended or unjustified pay outcomes by allowing risk factors to be taken into account over long periods and by way of a variety of measures that are considered key to the Company’s success. For example:

- Basing the STI on a number of performance measures, including initial gateway hurdles before any STI is able to be paid (subject also to malus/clawback provisions), as well as including gateway hurdles in the performance rights plans
- Deferring a component (50%) of STI to ensure alignment with shareholder value and compliance with NEXTDC’s Code of Conduct and corporate governance
- Distributing remuneration components across both long and short-term performance-based mechanisms to encourage prudent risk taking in line with the overall objectives of the Company.

While formal shareholding requirements are not imposed for Senior Executives, the CEO has a material holding in NEXTDC, holding shares and vested performance rights valued at approximately 4 times base salary at 30 June 2025.

Board discretion is applied to the vesting of all STIs, LTIs and the GIP to ensure any proposed awards are aligned with shareholder returns. As noted, the Board also retains the ability to reduce or clawback awards in the event of serious misconduct or a material misstatement in the Company’s financial statements.

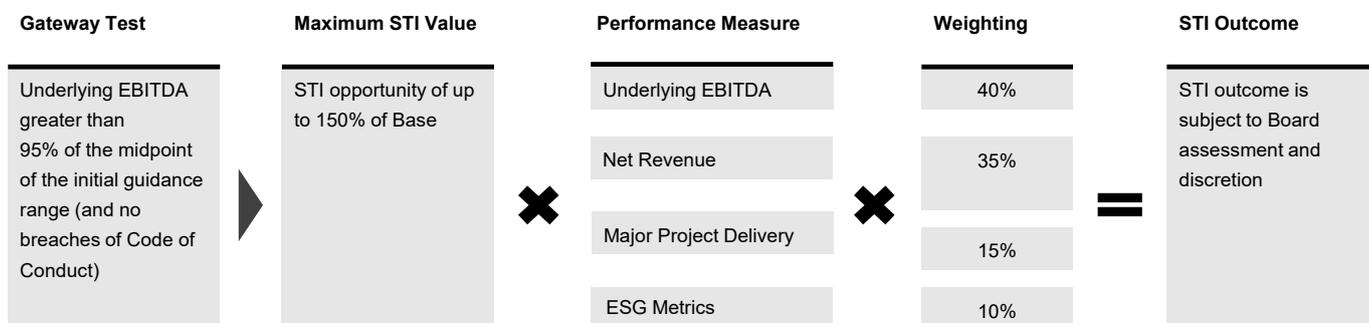
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## 4. STI AND LTI PERFORMANCE OUTCOMES FOR FY25

### 4.1 STI Vesting Outcomes

The Senior Executives performance against the FY25 STI performance measures – as previously described in section 3.5 above are as follows. The Committee continues to be of the view that they were highly relevant to the Company’s financial performance and to growing shareholder value. The individual components contributed to the overall composition of the STI award as follows:

FIGURE 7: CALCULATION OF STI OUTCOMES



Upon review of the above performance criteria set for the FY25 STI Program, the Committee has determined that 90% of the FY25 STI opportunity be awarded to the participants. The FY25 STI outcome was determined by the Committee and approved by the Board. This outcome strictly reflects the performance against the performance criteria set out for this year’s program. There has been no further discretion applied to these outcomes.

The individual components of this assessment were as follows:

**Type of performance measure and weighting at target**

**KMP Performance measure**

**FY25 performance**

**Level of Achievement (% of Stretch)**

Type of performance measure and weighting at target	KMP Performance measure	FY25 performance	Level of Achievement (% of Stretch)
Financial 75%	<b>Underlying EBITDA (40%):</b> This percentage was awarded out of a maximum of 40% and was arrived at on the basis that the Company achieved Underlying EBITDA of \$216.7 million against the initial guidance range of \$210 million (50%) to \$220 million (100%) for this metric set by the Committee. See section 3.5 for more details on its method of calculation including the minimum Underlying EBITDA gateway also set for this metric.	\$216.7 million	83%
	<b>Net Revenue (35%):</b> This percentage was out of a maximum award of 35% and was arrived at on the basis that the Company achieved \$350.2 million out of the initial guidance range of \$340 million (50%) to \$350 million (100%) for this metric set by the Committee. See section 3.5 for details on the method of calculation.	\$350.2 million	100%

Type of performance measure and weighting at target	KMP Performance measure	FY25 performance	Level of Achievement (% of Stretch)	
Non-Financial 25%	<b>Major Project Delivery (15%):</b>	<b>Major Project 1 (25%):</b> S3 – Customer order phase 2, RFS acceptance achieved (Q2FY25)	Achieved	100%
		<b>Major Project 2 (25%):</b> M2 – Capacity expansion on track for Customer Order Phase 3 acceptance achieved (Q4FY25)	Achieved	100%
		<b>Major Project 3 (25%):</b> S6 – Early access achieved for hyperscale customers (Q2FY25)	Achieved	100%
		<b>Major Project 4 (25%):</b> KL1 – Construction program on track for revenue in line with market statements (FY26)	Achieved	100%
	<b>ESG Metrics (10%):</b>	<b>WH&amp;S:</b> achieve LTIFR <2.7, and achieve >90% of site safety leadership inspections per executive (4 per executive)	Achieved	100%
		<b>PUE<sup>1</sup>:</b> PUE of <1.4 for all facilities which may exclude i) facilities that have become live during the measurement period; and ii) hyperscale capacity where actual customer load remains below 80% of that delivered	Achieved	100%
		<b>Team Training:</b> 95% completion of all team training programs focused on diversity, inclusion, safety and social impact	Not achieved <sup>2</sup>	0%

<sup>1</sup> This figure is our internal calculation for the performance of our critical infrastructure under ramped customer load. This metric focusses on the underlying efficiency of NEXTDC's facilities without the overlay of, as yet, underutilised capacity.

<sup>2</sup> The actual percentage of Team Training achieved was 90.6%.

## 4.2 LTI Vesting Outcomes

The measurement period for the first tranche of the FY22 LTI (three-year FY22 LTI) was between 27 August 2021 and 28 August 2024. The vesting condition attached to the three-year FY22 LTI was based on NEXTDC's TSR over the measurement period, against the relative performance of the S&P / ASX 100 Accumulation Index (Index), with vesting percentages to be determined by the following scale, as outlined in the 30 June 2022 Annual Report:

NEXTDC's TSR over the Measurement Period	Percentage of Rights that Vest
Less than TSR of Index	Nil
At TSR of Index	25%
Between TSR of Index and TSR of Index + 5%	Pro rata vesting from 25% to 100% on a straight-line basis
TSR of Index + 5% or greater	100%

NEXTDC's performance over the measurement period was 10.94%, compared to growth of 7.68% in the ASX 100 Accumulation Index. Given performance was above the base target, but did not achieve stretch, pro rata vesting was applied, and it was determined that 73.1% of the LTI rights granted would vest with the remaining LTI rights to lapse in accordance with the terms of the plan.

### LTI vesting events yet to be determined

The measurement period for the second tranche of the FY22 LTI (four-year FY22LTI) is for approximately a four-year period, beginning from the end of trade on the day of release of the FY21 results, and ending upon the end of the day of release of the annual results for FY25. The vesting condition attached to the four-year FY22 LTI is consistent with the above.

The measurement period for the first tranche of the FY23 (three-year FY23 LTI) is for approximately a three-year period, beginning from the end of trade on the day of release of the FY22 results, and ending upon the end of the day of release of the annual results for FY25. The vesting condition attached to the three-year FY23 LTI is consistent with the above.

Given that vesting for the four-year FY22 LTI and the three-year FY23 LTI is not able to be determined until the end of day of release of the FY25 annual results, the Board will determine vesting following the release of the FY25 Annual Report, with vesting outcomes to be disclosed in the FY26 Annual Report.

## 5. EMPLOYMENT TERMS FOR DIRECTORS AND SENIOR EXECUTIVES

### 5.1 Non-Executive Directors

Once appointed, all Non-Executive Directors enter into a service agreement with the Company in the form of a letter of appointment. The letter summarises the Board policies and terms, including compensation relevant to the office of the Director.

All current Non-Executive Directors carry an initial contract duration of three years (subject to election and re-election by shareholders). The letters of appointment for the Non-Executive Directors do not carry notice period provisions, nor do they provide for any termination benefits.

All Directors must retire from office at the third annual general meeting after the Director was last elected and will then be eligible for re-election. Upon cessation of a Director's appointment, the Director will be paid his or her Director's fees on a pro-rata basis, to the extent that they are unpaid.

The Non-Executive Director Remuneration Policy applies to Non-Executive Directors of the Company in their capacity as Directors and as members of Committees, and may be summarised as follows:

- Remuneration comprises:
  - Board fees
  - Committee fees
  - Superannuation
  - Other benefits.
- Remuneration is managed within the aggregate fee pool of \$2,200,000 which was approved by shareholders at the FY24 AGM in November 2024.
- The Non-Executive Director Remuneration Policy contains guidelines on when the Board should seek adjustment to the aggregate fee pool such as in the case of the appointment of additional Non-Executive Directors.
- Remuneration should be reviewed annually.
- Non-Executive Directors are not entitled to termination benefits.
- The level of Board Fees (being the fees paid for membership of the Board, inclusive of superannuation and exclusive of Committee fees) will be set with reference to the median of comparable ASX listed companies.
- Committee fees may be used to recognise additional contributions to the work of the Board by members of Committees, but in a manner that, when combined with Board Fees, will not exceed the 75<sup>th</sup> percentile of comparable ASX listed companies.
- The Company does not currently provide securities as part of Non-Executive Director remuneration.

In accordance with the Non-Executive Director Remuneration Policy, during FY25 the Remuneration and Nomination Committee conducted an annual review of Non-Executive Director remuneration. The review was informed by an independent

benchmarking exercise with reference to ASX-listed companies of a similar size as well as a Domestic Industry Peer Group. The benchmarking exercise compared NEXTDC to companies that are directly comparable in terms of market capitalisation, with ten larger and ten smaller than NEXTDC within the ASX 100 index only, as well as five larger and five smaller than NEXTDC within the Domestic Industry Peer Group. In conjunction with the benchmarking exercise, the review also considered other factors such as surrounding market conditions and sentiment, the trajectory of the Company's growth, strategic objectives, and the geographical spread of the Company.

As a result of the review, it was determined that an increase in remuneration for the Board Chair and Non-Executive Directors was warranted, with effect from 1 January 2025.

The rates of fees including superannuation contributions in respect of the 2025 financial year are as follows:

**TABLE 3: NON-EXECUTIVE DIRECTOR FEE SCHEDULE**

	From July 2024	From January 2025
Board Chair	\$430,000 per annum	\$470,000 per annum
Non-Executive Director	\$170,000 per annum	\$185,000 per annum
Audit and Risk Management Committee Chair	\$40,000 per annum	\$40,000 per annum
Remuneration and Nomination Committee Chair	\$40,000 per annum	\$40,000 per annum
Investment Committee Chair	\$40,000 per annum	\$40,000 per annum
Committee Member	\$17,000 per annum	\$17,000 per annum

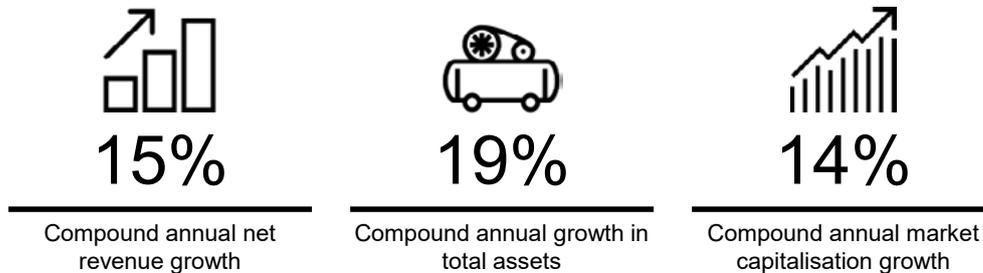
### Recommended Non-Executive Director Shareholding

Non-Executive Directors are encouraged to accumulate shares on their own behalf, over a three-year period, of equivalent value to their average annual Directors' fees.

### 5.2 Senior Executives

Remuneration and other terms of employment for the Chief Executive Officer and other key management personnel are also formalised in service agreements.

The CEO's base salary increased by 10% effective 1 July 2024, from \$1.52 million in FY24 to \$1.68 million in FY25, inclusive of the Company's commitment to contribute a 0.5% increase in Super Guarantee Contribution (SGC). Since his appointment to the role in 2012, the CEO has overseen the Company's expansion. Over the last four years, NEXTDC has achieved:



NEXTDC is unique among ASX-listed companies due to its high capital-intensity and growth prospects requiring further capital to be invested ahead of demonstrable revenues and profits. Most comparable peers are US-based, as is the more comparable executive talent. The Board considered the Company's long-term strategy and potential and determined that the CEO's remuneration remains appropriate in context of the skills and experience necessary to lead NEXTDC.

Other major provisions of the agreements relating to service agreements are set out below.

**TABLE 4: SERVICE AGREEMENTS**

Name	Duration of Contract	Notice Period <sup>1</sup>	Termination Payments <sup>2</sup>
Craig Scroggie	No fixed term	12 months	12 months
Simon Cooper	No fixed term	6 months	6 months
Oskar Tomaszewski	No fixed term	6 months	6 months
David Dzienciol	No fixed term	6 months	6 months

<sup>1</sup> Notice Period to be given by employee upon resignation.

<sup>2</sup> Base salary payable if the Company terminates employees with notice, and without cause (for example, reasons other than unsatisfactory performance).

## 6. STATUTORY REMUNERATION

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### 6.1 Senior Executive Remuneration

The following table outlines the remuneration received or due to be received by Senior Executives of the Company during the 2025 and 2024 financial years and has been prepared in accordance with the Corporations Act and the relevant accounting standards. The figures provided under the LTI are based on accounting values and do not necessarily reflect actual payments received during the year.

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## 6. STATUTORY REMUNERATION (CONTINUED)

TABLE 5: STATUTORY REMUNERATION

Name	Year	Base Salary Package				Subtotal	STI		LTI		Total remuneration package
		Salary	Super contributions	Non-monetary benefits	Leave benefits <sup>1</sup>		STI <sup>2</sup>	% of TRP	LTI (including GIP)		
Craig Scroggie	2025	1,646,877	29,932	4,555	163,504	1,844,868	2,273,754	39%	1,787,111	5,905,733	
Simon Cooper	2025	609,577	29,932	2,071	25,062	666,642	867,174	41%	560,736	2,094,552	
Oskar Tomaszewski	2025	609,577	29,932	943	10,763	651,215	867,174	42%	560,736	2,079,125	
David Dzienciol	2025	609,577	29,932	6,918	14,012	660,439	867,174	42%	560,736	2,088,349	
<b>Total</b>		<b>3,475,608</b>	<b>119,728</b>	<b>14,487</b>	<b>213,341</b>	<b>3,823,164</b>	<b>4,875,276</b>	<b>40%</b>	<b>3,469,319</b>	<b>12,167,759</b>	

Name	Year	Salary	Super contributions	Non-monetary benefits	Leave benefits <sup>1</sup>	Subtotal	STI <sup>2</sup>	% of TRP	LTI	Total remuneration package
Craig Scroggie	2024	1,497,161	27,399	4,340	251,753	1,780,653	1,289,165	32%	960,218	4,030,036
Simon Cooper	2024	554,161	27,399	2,262	22,972	606,794	491,766	34%	365,511	1,464,071
Oskar Tomaszewski	2024	554,161	27,399	-	67,171	648,731	491,766	33%	365,511	1,506,008
David Dzienciol	2024	554,161	27,399	-	58,563	640,123	491,766	33%	365,511	1,497,400
<b>Total</b>		<b>3,159,644</b>	<b>109,596</b>	<b>6,602</b>	<b>400,459</b>	<b>3,676,301</b>	<b>2,764,463</b>	<b>33%</b>	<b>2,056,751</b>	<b>8,497,515</b>

<sup>1</sup> Leave benefits in the basic package includes the net movement of short-term leave benefits such as annual leave and long-term leave benefits such as long service leave.

<sup>2</sup> 50% of the 2024 and 2025 STI are subject to 12-month deferral, with employees being able to elect whether this is delivered in cash or equity.

## 6.2 Non-Executive Director Remuneration

Statutory Remuneration received by Non-Executive Directors in FY25 and FY24 is disclosed below.

TABLE 6: NON-EXECUTIVE DIRECTOR REMUNERATION

Name	Financial year	Board fees	Superannuation	Total
Douglas Flynn	FY25	456,081	29,932	486,013
Dr Gregory J Clark AC	FY25	183,077	21,054	204,131
Stuart Davis	FY25	211,584	24,332	235,916
Stephen Smith	FY25	217,851	911	218,762
Jennifer Lambert	FY25	218,762	-	218,762
Dr Eileen Doyle	FY25	175,385	20,169	195,554
Maria Leftakis	FY25	190,769	21,938	212,707
<b>Total</b>	<b>FY25</b>	<b>1,653,509</b>	<b>118,336</b>	<b>1,771,845</b>
Douglas Flynn	FY24	438,708	27,399	466,107
Dr Gregory J Clark AC	FY24	184,615	20,308	204,923
Stuart Davis	FY24	205,430	22,597	228,027
Stephen Smith	FY24	210,079	871	210,950
Jennifer Lambert	FY24	205,724	5,226	210,950
Dr Eileen Doyle	FY24	169,231	18,615	187,846
Maria Leftakis*	FY24	157,859	11,927	169,786
<b>Total</b>	<b>FY24</b>	<b>1,571,646</b>	<b>106,943</b>	<b>1,678,589</b>

\*Appointed 24 August 2023

### 6.3 Changes in Securities Held Due to Remuneration

TABLE 7: CHANGES IN SECURITIES HELD DUE TO REMUNERATION

Name	Instrument	Balance at start of the year	Granted	Exercised	Lapsed	Balance at end of the year
Craig Scroggie	Performance Rights	1,274,354	97,206	(842,907)	(26,538)	502,115
	Restricted Rights	86,820	97,206	-	-	184,026
	GIP Rights	-	3,633,720	-	-	3,633,720
Simon Cooper	Performance Rights	478,602	27,804	(83,747)	(10,076)	412,583
	Restricted Rights	33,117	27,804	-	-	60,921
	GIP Rights	-	908,430	-	-	908,430
	Deferred Rights	96,397	14,254	(18,347)	-	92,304
Oskar Tomaszewski	Performance Rights	465,196	27,804	(80,025)	(10,076)	402,899
	Restricted Rights	33,117	27,804	-	-	60,921
	GIP Rights	-	908,430	-	-	908,430
David Dzienciol	Performance Rights	380,296	27,804	-	(10,076)	398,024
	Restricted Rights	33,117	27,804	-	-	60,921
	GIP Rights	-	908,430	-	-	908,430
	Deferred Rights	77,122	14,254	(60,345)	-	31,031

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## Performance Rights

The following table details performance rights that have been provided to key management personnel.

TABLE 8: PERFORMANCE RIGHTS PROVIDED TO KEY MANAGEMENT PERSONNEL

Name	Financial Year Granted	Number of Performance Rights	Vested/(lapsed) during the year (net)	Exercised during the year	Vested and exercisable at the end of the year	Unvested at the end of the year
Craig Scroggie	2017	223,325	-	(223,325)	-	-
	2018	194,987	-	(194,987)	-	-
	2019	208,202	-	(208,202)	-	-
	2020	216,393	-	(216,393)	-	-
	2022	147,859	45,497	-	72,035	49,286
	2023	196,768	-	-	-	196,768
	2024	86,820	-	-	-	86,820
	2025	97,206	-	-	-	97,206
		<b>1,371,560</b>	<b>45,497</b>	<b>(842,907)</b>	<b>72,035</b>	<b>430,080</b>
Simon Cooper	2017	83,747	-	(83,747)	-	-
	2018	73,121	-	-	73,121	-
	2019	77,287	-	-	77,287	-
	2020	80,328	-	-	80,328	-
	2022	56,137	17,273	-	27,349	18,712
	2023	74,864	-	-	-	74,864
	2024	33,118	-	-	-	33,118
	2025	27,804	-	-	-	27,804
		<b>506,406</b>	<b>17,273</b>	<b>(83,747)</b>	<b>258,085</b>	<b>154,498</b>
Oskar Tomaszewski	2017	80,025	-	(80,025)	-	-
	2018	69,871	-	-	69,871	-
	2019	74,132	-	-	74,132	-
	2020	77,049	-	-	77,049	-
	2022	56,137	17,273	-	27,349	18,712
	2023	74,864	-	-	-	74,864
	2024	33,118	-	-	-	33,118
	2025	27,804	-	-	-	27,804
		<b>493,000</b>	<b>17,273</b>	<b>(80,025)</b>	<b>248,401</b>	<b>154,498</b>
David Dzienciol	2018	64,996	-	-	64,996	-
	2019	74,132	-	-	74,132	-
	2020	77,049	-	-	77,049	-
	2022	56,137	17,273	-	27,349	18,712
	2023	74,864	-	-	-	74,864
	2024	33,118	-	-	-	33,118
	2025	27,804	-	-	-	27,804
		<b>408,100</b>	<b>17,273</b>	<b>-</b>	<b>243,526</b>	<b>154,498</b>

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The fair values of each performance right at grant date are as follows:

Financial year granted	Fair value at grant date
2017	\$1.63
2018	\$3.32
2019	\$3.07
2020	\$4.61 <sup>#</sup>
2021	\$6.80 <sup>#</sup>
2022	\$6.09
2023	\$4.83
2024	\$7.03 (3-year rights) \$7.19 (4-year rights)
2025	\$5.69 (3-year rights) \$6.18 (4-year rights)

<sup>#</sup> Except for Craig Scroggie whose rights were granted at a fair value of \$6.02 in 2021 (2020: \$3.30)

### Restricted Rights

The following table details restricted rights that have been provided to key management personnel.

TABLE 9: RESTRICTED RIGHTS PROVIDED TO KEY MANAGEMENT PERSONNEL

Name	Financial Year Granted	Number of Restricted Rights	Vested during the year	Exercised during the year	Vested and exercisable at the end of the year	Unvested at the end of the year
Craig Scroggie	2024	86,820	-	-	-	86,820
	2025	97,206	-	-	-	97,206
		<b>184,026</b>	-	-	-	<b>184,026</b>
Simon Cooper	2024	33,117	-	-	-	33,117
	2025	27,804	-	-	-	27,804
		<b>60,921</b>	-	-	-	<b>60,921</b>
Oskar Tomaszewski	2024	33,117	-	-	-	33,117
	2025	27,804	-	-	-	27,804
		<b>60,921</b>	-	-	-	<b>60,921</b>
David Dzienciol	2024	33,117	-	-	-	33,117
	2025	27,804	-	-	-	27,804
		<b>60,921</b>	-	-	-	<b>60,921</b>

The fair values of each restricted right at grant date are as follows:

Financial year granted	Fair value at grant date
2024	\$9.77 (3-year rights)
	\$10.06 (4-year rights)
	\$10.33 (5-year rights)
2025	\$8.99 (3-year rights)
	\$9.70 (4-year rights)
	\$10.26 (5-year rights)

## GIP Rights

The following table details GIP rights that have been provided to key management personnel.

TABLE 10: GIP RIGHTS PROVIDED TO KEY MANAGEMENT PERSONNEL

Name	Financial Year Granted	Number of GIP Rights	Vested during the year	Exercised during the year	Vested and exercisable at the end of the year	Unvested at the end of the year
Craig Scroggie	2025	3,633,720	-	-	-	3,633,720
		<b>3,633,720</b>	-	-	-	<b>3,633,720</b>
Simon Cooper	2025	908,430	-	-	-	908,430
		<b>908,430</b>	-	-	-	<b>908,430</b>
Oskar Tomaszewski	2025	908,430	-	-	-	908,430
		<b>908,430</b>	-	-	-	<b>908,430</b>
David Dzienciol	2025	908,430	-	-	-	908,430
		<b>908,430</b>	-	-	-	<b>908,430</b>

The fair value of each GIP right at grant date is as follows:

Financial year granted	Fair value at grant date
2025	\$2.46

## Deferred Rights

The following table details deferred rights that have been provided to those key management personnel who elected to receive the deferred component of their STI in shares rather than cash.

TABLE 11: DEFERRED RIGHTS PROVIDED TO KEY MANAGEMENT PERSONNEL

Name	Financial Year Granted	Number of Deferred Share Rights	Vested during the year	Exercised during the year	Vested and exercisable at the end of the year	Unvested at the end of the year
Simon Cooper	2019	18,347	-	(18,347)	-	-
	2020	6,899	-	-	6,899	-
	2021	15,867	-	-	15,867	-
	2022	16,354	-	-	16,354	-
	2023	22,153	-	-	22,153	-
	2024	16,777	16,777	-	16,777	-
	2025	14,254	-	-	-	14,254
		<b>110,651</b>	<b>16,777</b>	<b>(18,347)</b>	<b>78,050</b>	<b>14,254</b>
David Dzienciol	2020	6,618	-	(6,618)	-	-
	2021	15,220	-	(15,220)	-	-
	2022	16,354	-	(16,354)	-	-
	2023	22,153	-	(22,153)	-	-
	2024	16,777	16,777	-	16,777	-
	2025	14,254	-	-	-	14,254
		<b>91,376</b>	<b>16,777</b>	<b>(60,345)</b>	<b>16,777</b>	<b>14,254</b>

The fair value of the deferred rights at grant date is as follows:

Financial year granted	Fair value at grant date
2019	\$6.34
2020	\$6.10
2021	\$11.58
2022	\$13.41
2023	\$10.09
2024	\$13.17
2025	\$17.25

Deferred rights under the Senior Executive STI Plan are granted following release of the annual results. The shares vest one year from the grant date. On vesting, each right automatically converts into one ordinary share. Senior Executives do not receive any dividends and are not entitled to vote in relation to the rights during the vesting period. If a Senior Executive ceases employment before the rights vest, they have six months from the cessation of employment or the vesting date, whichever is later, to exercise their deferred rights. Any rights not exercised in this period will automatically lapse.

The fair value of the rights is determined based on the volume weighted average trading price of the Company's shares over the 10 trading days following release of the Company's annual results.

## 6.4 Director and Senior Executive Shareholdings

During FY25, KMP and their related parties held shares in NEXTDC directly, indirectly or beneficially as follows:

TABLE 12: DIRECTOR AND SENIOR EXECUTIVE SHAREHOLDINGS

Holder	Opening balance	Received during the year as compensation	Received during the year on the exercise of an option or right	Other changes	Closing balance	Shares held nominally at 30 June 2025
<b>DIRECTORS</b>						
Douglas Flynn	210,295	-	-	3,526	213,821	213,821
Dr Gregory J Clark AC	75,510	-	-	(14,471)	61,039	61,039
Stuart Davis	50,085	-	-	1,763	51,848	51,848
Stephen Smith	-	-	-	-	-	-
Jennifer Lambert	33,000	-	-	1,763	34,763	34,763
Dr Eileen Doyle	23,000	-	-	1,763	24,763	24,763
Maria Leftakis	43,099	-	-	21,441	64,540	37,923
<b>SENIOR EXECUTIVES</b>						
Craig Scroggie	442,691	-	842,907	(850,087)	435,511	435,511
Simon Cooper	30,341	-	102,094	(35,000)	97,435	14,846
Oskar Tomaszewski	76,582	-	80,025	(56,607)	100,000	-
David Dzienciol	45,121	-	60,345	(47,175)	58,291	-

The Non-Executive Directors of the Company did not receive any shares in NEXTDC on behalf of the Company in respect of the 2024 and 2025 financial reporting periods.

### Loans to Directors and Executives

There were no loans to Directors or other key management personnel at any time during the year.

## 6.5 Remuneration Received (Non-statutory)

### Remuneration received in FY25

The amounts disclosed below as Senior Executive remuneration for FY25 reflect the actual benefits received by each Senior Executive during the reporting period. The remuneration values disclosed have been determined as follows:

#### Fixed remuneration

Fixed remuneration includes base salaries received, paid leave, payments made to superannuation funds, and the taxable value of non-monetary benefits received, and excludes any accruals of annual or long service leave.

#### Short-term incentives

Awarded STI represents bonuses that were awarded to each Senior Executive in relation to FY25 performance, 50% of which will be paid in FY26. 50% of the STI bonuses awarded are deferred for 12 months, with employees being able to elect whether the award will be delivered in cash or equity. Deferred STI represents the remaining 50% of the FY25 STI that is expected to vest in FY26.

#### Long-term incentives

The value of vested rights is determined based on the intrinsic value of the rights at the date of vesting, being the difference between the share price on that date, and the exercise price payable by the Senior Executive. The performance rights that vested in 2025 were granted in 2022.

TABLE 13: REMUNERATION RECEIVED IN FY25

Name	Fixed Remuneration	Awarded STI (cash)	Deferred STI (cash or equity)	Vested LTI	Total Value
Craig Scroggie	1,681,364	1,136,877	1,136,877	1,167,687	5,122,805
Simon Cooper	641,580	433,587	433,587	443,327	1,952,081
Oskar Tomaszewski	640,452	433,587	433,587	443,327	1,950,953
David Dzienciol	646,427	433,587	433,587	443,327	1,956,928
<b>Total</b>	<b>3,609,823</b>	<b>2,437,638</b>	<b>2,437,638</b>	<b>2,497,668</b>	<b>10,982,767</b>

The amounts disclosed above are not the same as the remuneration expensed in relation to each KMP in accordance with accounting standards. The Directors believe that the remuneration received is more relevant to users for the following reasons:

- The statutory remuneration expensed is based on grant-date fair values recognised as expenses over the vesting period, which may differ significantly from the value realised on vesting
- The statutory remuneration shows benefits before they are actually received by the Senior Executives
- Where rights do not vest because a market-based performance condition is not satisfied (e.g. TSR), the Company must still recognise the full amount of expenses even though the Senior Executives will never receive any benefits.
- Share based payment awards are treated differently under the accounting standards depending on whether the performance conditions are market conditions (no reversal of expense) or non-market conditions (reversal of expense when shares fail to vest), even though the benefit received by the Senior Executives is the same (nil where equity instruments fail to vest).

The information in this section has been audited together with the rest of the remuneration report.

## Audit and non-audit services

Details of the amounts paid or payable to the auditor (PricewaterhouseCoopers Australia) for audit and non-audit services during the year are disclosed in Note 24 Remuneration of auditors.

The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Company and/or the group are important.

The board of directors, in accordance with advice provided by the Audit and Risk Management Committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The directors are satisfied that the provision of non-audit services by the auditor did not compromise the auditor independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed by the Audit and Risk Management Committee to ensure they do not impact the impartiality and objectivity of the auditor, and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants.

## Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 60.

## Auditor

PricewaterhouseCoopers continues in office in accordance with section 327 of the Corporations Act 2001. This report is made in accordance with a resolution of the Directors.



**Craig Scroggie**  
Managing Director and Chief Executive Officer

28 August 2025

# Auditor's Independence Declaration



## Auditor's Independence Declaration

As lead auditor for the audit of NEXTDC Limited for the year ended 30 June 2025, I declare that to the best of my knowledge and belief, there have been:

- a. no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b. no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of NEXTDC Limited and the entities it controlled during the period.

A handwritten signature in black ink, appearing to read 'B Entwistle'.

Brett Entwistle  
Partner  
PricewaterhouseCoopers

Sydney  
28 August 2025

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# Corporate Governance Statement

## Governance at NEXTDC

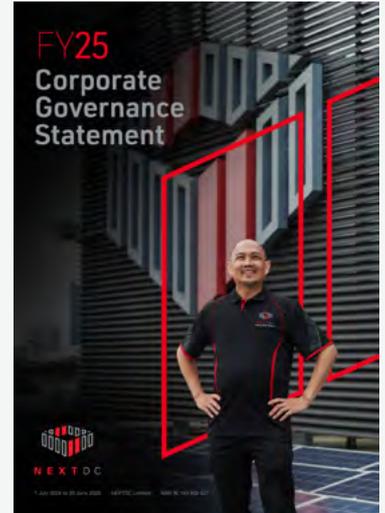
Strong corporate governance is fundamental to how NEXTDC operates. Our comprehensive governance framework sets out clear roles and responsibilities across the Board, management, employees, and suppliers. It is built on the principles of transparency, accountability, effective risk management and ethical conduct, supporting the long-term resilience and success of our business.

This Corporate Governance Statement ("Statement") outlines the key elements of our governance framework and the practices we have in place to achieve effective oversight and responsible decision-making. It reflects our commitment to meeting the expectations of our shareholders, customers, suppliers, employees, and the broader community. NEXTDC is committed to demonstrating leadership in corporate governance and aligning our practices with recognised standards of excellence. In preparing our Statement, we have benchmarked our governance framework against the Australian Securities Exchange ("ASX") Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition).

As an ASX-listed entity, we report against these principles on an "if not, why not" basis and seek to apply them in a way that is both practical and effective for our business. We also rely on internal governance standards and industry-leading practices that support our commitment to transparency, accountability, and long-term value creation. To uphold these standards, the Board has established charters and policies that set out our expected behaviours and operational protocols.

These documents are reviewed at least annually to ensure they remain current with evolving governance standards, business needs, and legal requirements. While there is no single model for effective governance, our approach seeks to go beyond meeting legal and regulatory requirements. We focus on building trust with stakeholders through clear accountability, ethical conduct, and a strong risk management culture. This Statement reflects NEXTDC's governance arrangements as at 30 June 2025 and has been reviewed and approved by the Board.

Copies of NEXTDC's Charters and related governance materials referred to in this Statement and our Appendix 4G can be found in the Corporate Governance section of our website ([www.nextdc.com/investor-centre/corporate-governance](http://www.nextdc.com/investor-centre/corporate-governance)).



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# Financial Report

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**NEXTDC Limited**

ABN 35 143 582 521

**Financial report**

**for the year ended 30 June 2025**

These consolidated financial statements are the consolidated financial statements of the consolidated entity consisting of NEXTDC Limited (ABN 35 143 582 521) and its subsidiaries. A list of material subsidiaries is included in note 25. NEXTDC is a company limited by shares, incorporated and domiciled in Australia.

The consolidated financial statements are presented in Australian dollars which is NEXTDC Limited's functional and presentation currency.

The Company is of a kind referred to in ASIC Legislative Instrument 2016/191, relating to the 'rounding off' of amounts in the consolidated financial statements. Amounts in the consolidated financial statements have been rounded off in accordance with the instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

NEXTDC's registered office is:  
20 Wharf St Brisbane QLD 4000

A description of the nature of the consolidated entity's operations and its principal activities is included in the Directors' Report, which is not part of these consolidated financial statements.

The consolidated financial statements were authorised for issue by the Directors on 28 August 2025.

The Directors have the power to amend and reissue the consolidated financial statements.

All press releases, financial reports and other information are available at our Investor Centre on our website: [www.nextdc.com](http://www.nextdc.com)

Consolidated Statement of Comprehensive Income	64
Consolidated Balance Sheet	65
Consolidated Statement of Changes in Equity	66
Consolidated Statement of Cash Flows	67
Notes to the Consolidated Financial Report	68
Consolidated Entity Disclosure Statement	120
Directors' Declaration	122
Independent Auditor's Report to the Members	123
Shareholder Information	129
Corporate Directory	131

Consolidated Statement of Comprehensive Income  
For the year ended 30 June 2025

	Note	30 June 2025 \$'000	30 June 2024 \$'000
<b>REVENUE FROM CONTINUING OPERATIONS</b>			
Revenue from contracts with customers	4	427,209	404,337
<b>OTHER INCOME</b>			
Other income	4	34,000	33,749
<b>EXPENSES</b>			
Direct costs		(77,007)	(96,438)
Employee benefits expense		(61,382)	(50,766)
Data centre facility costs		(46,631)	(28,577)
Depreciation and amortisation expense		(208,407)	(167,699)
Professional fees		(9,540)	(10,122)
Marketing costs		(2,264)	(1,731)
Office and administrative expenses		(25,811)	(20,500)
Finance costs	5	(83,786)	(91,967)
Share of loss on investment in associate	25	(1,813)	(6,592)
Impairment of investment in associate	25	(3,237)	-
<b>Profit/(loss) before income tax</b>		<b>(58,669)</b>	<b>(36,306)</b>
Income tax benefit/(expense)	21	(1,874)	(7,840)
<b>Profit/(loss) after income tax</b>		<b>(60,543)</b>	<b>(44,146)</b>
<b>PROFIT/(LOSS) IS ATTRIBUTABLE TO:</b>			
Owners of NEXTDC Limited		(60,543)	(44,146)
<b>OTHER COMPREHENSIVE INCOME</b>			
<i>Items that may be reclassified to profit or loss</i>			
Gains/(losses) on cash flow hedges		(15,017)	(2,859)
Exchange differences on translation of foreign operations		13,057	(2,514)
Costs of hedging		128	57
Hedging (gain)/loss reclassified to profit or loss		(8,960)	(20,240)
Income tax relating to these items		1,874	7,823
<b>Total comprehensive income</b>		<b>(69,461)</b>	<b>(61,879)</b>
Attributable to:			
Owners of NEXTDC Limited		(69,461)	(61,879)
		<b>Cents</b>	<b>Cents</b>
<b>EARNINGS/(LOSS) PER SHARE FOR PROFIT/(LOSS) ATTRIBUTABLE TO THE ORDINARY EQUITY HOLDERS OF THE GROUP:</b>			
Basic earnings/(loss) per share	3	(9.59)	(8.33)
Diluted earnings/(loss) per share	3	(9.59)	(8.33)

The notes following the consolidated financial statements form part of the financial report.

Consolidated Balance Sheet  
As at 30 June 2025

		<b>30 June 2025 \$'000</b>	30 June 2024 \$'000
	Note		
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents		<b>243,688</b>	1,236,192
Trade and other receivables	6	<b>59,472</b>	70,354
Derivative financial instruments	14(a)	<b>838</b>	2,242
Other assets	7	<b>15,717</b>	25,926
<b>Total current assets</b>		<b>319,715</b>	<b>1,334,714</b>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	9	<b>5,284,020</b>	3,781,537
Other assets	7	<b>30,252</b>	21,750
Intangible assets	10	<b>54,700</b>	55,829
Investment in associates	25(b)	-	12,137
Derivative financial instruments	14(a)	-	10,730
<b>Total non-current assets</b>		<b>5,368,972</b>	<b>3,881,983</b>
<b>TOTAL ASSETS</b>		<b>5,688,687</b>	<b>5,216,697</b>
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Trade and other payables	8	<b>227,252</b>	131,713
Lease liabilities	11	<b>7,701</b>	7,056
Derivative financial instruments	14(a)	<b>533</b>	-
Revenue received in advance		<b>23,046</b>	11,823
<b>Total current liabilities</b>		<b>258,532</b>	<b>150,592</b>
<b>NON-CURRENT LIABILITIES</b>			
Provisions		<b>2,633</b>	1,840
Revenue received in advance		<b>66,473</b>	49,139
Derivative financial instruments	14(a)	<b>11,735</b>	-
Borrowings	15	<b>1,127,564</b>	1,375,353
Lease liabilities	11	<b>70,937</b>	72,673
<b>Total non-current liabilities</b>		<b>1,279,342</b>	<b>1,499,005</b>
<b>TOTAL LIABILITIES</b>		<b>1,537,874</b>	<b>1,649,597</b>
<b>NET ASSETS</b>		<b>4,150,813</b>	<b>3,567,100</b>
<b>EQUITY</b>			
Share capital	13(a)	<b>4,336,990</b>	3,667,117
Other equity	13(g)	<b>(20,603)</b>	-
Reserves		<b>9,556</b>	14,570
Accumulated losses		<b>(175,130)</b>	(114,587)
<b>TOTAL EQUITY</b>		<b>4,150,813</b>	<b>3,567,100</b>

The notes following the consolidated financial statements form part of the financial report.

Consolidated Statement of Changes in Equity  
For the year ended 30 June 2025

	Note	Share capital \$'000	Reserves \$'000	Accumulated losses \$'000	Total equity \$'000
<b>Balance at 1 July 2023</b>		<b>2,371,154</b>	<b>28,965</b>	<b>(70,441)</b>	<b>2,329,678</b>
Profit/(loss) for the year		-	-	(44,146)	(44,146)
Other comprehensive loss		-	(17,733)	-	(17,733)
Total comprehensive loss		-	<b>(17,733)</b>	<b>(44,146)</b>	<b>(61,879)</b>

**TRANSACTIONS WITH OWNERS IN THEIR  
CAPACITY AS OWNERS:**

Contributions of equity, net of transaction costs and tax	13(b)	1,295,346	-	-	1,295,346
Share based payments - conversion of rights to shares	13(b)	617	(617)	-	-
Share based payments - value of employee services		-	3,955	-	3,955
<b>Balance at 30 June 2024</b>		<b>3,667,117</b>	<b>14,570</b>	<b>(114,587)</b>	<b>3,567,100</b>

	Note	Share capital \$'000	Other equity \$'000	Reserves \$'000	Accumulated losses \$'000	Total equity \$'000
<b>Balance at 1 July 2024</b>		<b>3,667,117</b>	<b>-</b>	<b>14,570</b>	<b>(114,587)</b>	<b>3,567,100</b>
Profit/(loss) for the year		-	-	-	(60,543)	(60,543)
Other comprehensive loss		-	-	(8,918)	-	(8,918)
Total comprehensive loss		-	-	<b>(8,918)</b>	<b>(60,543)</b>	<b>(69,461)</b>

**TRANSACTIONS WITH OWNERS IN  
THEIR CAPACITY AS OWNERS:**

Contributions of equity, net of transaction costs and tax	13(b)	667,685	-	-	-	667,685
Acquisition of treasury shares	13(g)	-	(20,603)	-	-	(20,603)
Share based payments - conversion of rights to shares	13(b)	2,188	-	(2,188)	-	-
Share based payments - value of employee services		-	-	6,092	-	6,092
<b>Balance at 30 June 2025</b>		<b>4,336,990</b>	<b>(20,603)</b>	<b>9,556</b>	<b>(175,130)</b>	<b>4,150,813</b>

The notes following the consolidated financial statements form part of the financial report.

Consolidated Statement of Cash Flows  
For the year ended 30 June 2025

	30 June 2025 \$'000	30 June 2024 \$'000
Note		
<b>OPERATING ACTIVITIES</b>		
Receipts from customers (inclusive of GST)	496,309	440,164
Payments to suppliers and employees (inclusive of GST)	<u>(246,274)</u>	<u>(257,397)</u>
	250,035	182,767
Interest paid	(75,047)	(82,732)
(Payments for)/proceeds from bank guarantees	9,781	(626)
Interest received	37,868	29,381
<b>Net cash inflow from operating activities</b>	<u>222,637</u>	<u>128,790</u>
	23(a)	
<b>INVESTING ACTIVITIES</b>		
Payments for property, plant and equipment	(1,569,068)	(918,687)
Payments for intangible assets	(26,732)	(19,765)
Proceeds from sale of investment in associate	7,082	-
Payments for investment in associate	-	(12,458)
<b>Net cash (outflow) from investing activities</b>	<u>(1,588,718)</u>	<u>(950,910)</u>
<b>FINANCING ACTIVITIES</b>		
Proceeds from borrowings	15 1,148,000	-
Repayment of borrowings	15 (1,400,000)	-
Transaction costs in relation to borrowings	15 (21,307)	-
Proceeds from issues of shares	13(b) 678,155	1,321,302
Transaction costs paid in relation to issue of shares	13(b) (10,470)	(25,956)
Principal elements of lease payments	(1,697)	(1,570)
Payments for acquisition of shares by the NEXTDC Employee Share Trust	13(g) (20,603)	-
<b>Net cash inflow from financing activities</b>	<u>372,078</u>	<u>1,293,776</u>
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>(994,003)</b>	471,656
Cash and cash equivalents at the beginning of the year	1,236,192	765,841
Effects of exchange rate changes on cash and cash equivalents	1,499	(1,305)
<b>Cash and cash equivalents at the end of the year</b>	<u>243,688</u>	<u>1,236,192</u>

The notes following the consolidated financial statements form part of the financial report.

**Contents of the notes to the consolidated financial report**

	Page
1 Basis of preparation	69
<b>BUSINESS PERFORMANCE</b>	71
2 Segment performance	71
3 Earnings/(loss) per share	74
4 Revenue and other income	75
5 Expenses	77
<b>OPERATING ASSETS AND LIABILITIES</b>	78
6 Trade and other receivables	78
7 Other assets	79
8 Trade and other payables	80
9 Property, plant and equipment	81
10 Intangible assets	83
11 Leases	85
<b>CAPITAL AND FINANCIAL RISK MANAGEMENT</b>	87
12 Capital risk management	87
13 Contributed equity	87
14 Financial risk management	90
15 Borrowings	96
<b>ITEMS NOT RECOGNISED</b>	97
16 Commitments	97
17 Contingencies	98
18 Events occurring after the reporting period	98
<b>EMPLOYEE REMUNERATION</b>	99
19 Key management personnel	99
20 Share-based payments	99
<b>OTHER</b>	103
21 Income tax	103
22 Deferred tax	105
23 Cash flow information	107
24 Remuneration of auditors	109
25 Interests in other entities	110
26 Parent entity financial information	112
27 Summary of material accounting policies	113

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 1 Basis of preparation

The 2025 financial statements notes have been grouped into the following sections:

- Section 1 Business performance
- Section 2 Operating assets and liabilities
- Section 3 Capital and financial risk management
- Section 4 Items not recognised
- Section 5 Employee remuneration
- Section 6 Other

Each section sets out the material accounting policies applied along with details of any key judgements and estimates made or information required to understand the note.

NEXTDC Limited (the Company) is domiciled in Australia. The registered office is 20 Wharf St, Brisbane QLD 4000.

The nature of the operations and principal activities of the Company and its controlled entities (referred to as 'the Group') are described in the Segment information.

The consolidated general purpose financial statements of the Group for the year ended 30 June 2025 were authorised for issue in accordance with a resolution of the Directors on 28 August 2025.

The financial statements:

- Have been prepared in accordance with the requirements of the Corporations Act 2001 (Cth), Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board (AASB) and International Financial Reporting Standards as issued by the International Accounting Standards Board
- Have been prepared on an historical cost basis, except for derivatives measured at fair value
- Are presented in Australian dollars and, unless otherwise stated, all values have been rounded to the nearest thousand dollars (\$'000) under the option available under the Australian Securities and Investments Commission (ASIC) Corporations (Rounding in Financial/Directors' Report) Instrument 2016/191
- Present reclassified comparative information where required for consistency with the current year's presentation
- Adopt all new and amended Accounting Standards and Interpretations issued by the AASB that are relevant to the operations of the Group and effective for reporting periods beginning on or after 1 July 2024
- Do not early adopt any other Accounting Standards and Interpretations that have been issued or amended but are not yet effective.

### (a) Principles of consolidation and equity accounting

#### (i) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see (ii) below), after initially being recognised at cost.

#### (ii) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

Where the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

**(a) Principles of consolidation and equity accounting (continued)**

*(ii) Equity method (continued)*

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in note 27(g).

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## Business performance

### 2 Segment performance

#### (a) Description of segments

Management considers the business from a geographic perspective and has identified five reportable segments, being each geography where the Group operates data centre facilities and the last capturing financial information from operations that do not naturally fit into any particular geography. As these segments do not exist as a separate legal entity, information such as income tax expense and segment liabilities are not prepared and provided to management for review and therefore not presented.

#### (b) Segment information provided to management

The segment information provided to management for the reportable segments is as follows:

30 June 2025	Vic \$'000	NSW/ACT \$'000	Rest of Australia \$'000	Inter- national \$'000	Other \$'000	Total
<b>Revenue from external customers</b>						
Colocation revenue	120,559	148,639	61,871	-	-	<b>331,069</b>
Interconnection revenue	9,371	6,207	11,019	-	3,623	<b>30,220</b>
Other revenue including power passthrough	14,780	46,999	3,041	-	-	<b>64,820</b>
Rental revenue from landbank properties	41	653	406	-	-	<b>1,100</b>
<b>Total revenue</b>	<b>144,751</b>	<b>202,498</b>	<b>76,337</b>	<b>-</b>	<b>3,623</b>	<b>427,209</b>
<b>Direct costs</b>						
-Power	(19,784)	(45,937)	(10,041)	(46)	-	<b>(75,808)</b>
-Other	(162)	(927)	(110)	-	-	<b>(1,199)</b>
Facility costs	(15,247)	(20,762)	(9,956)	(385)	(281)	<b>(46,631)</b>
Employee benefits expense	(4,604)	(6,491)	(5,521)	(389)	(91)	<b>(17,096)</b>
Other expenses	(135)	(808)	(579)	(618)	(2,700)	<b>(4,840)</b>
<b>Segment EBITDA</b>	<b>104,819</b>	<b>127,573</b>	<b>50,130</b>	<b>(1,438)</b>	<b>551</b>	<b>281,635</b>
Segment assets	1,696,974	2,600,943	752,592	186,950	-	5,237,459
Unallocated assets	-	-	-	-	451,228	451,228
<b>Total segment assets</b>	<b>1,696,974</b>	<b>2,600,943</b>	<b>752,592</b>	<b>186,950</b>	<b>451,228</b>	<b>5,688,687</b>

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Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 2 Segment performance (continued)

### (b) Segment information provided to management (continued)

30 June 2024	Vic \$'000	NSW/ACT \$'000	Rest of Australia \$'000	Inter- national \$'000	Other \$'000	Total
<b>Revenue from external customers</b>						
Colocation revenue	100,206	130,665	54,955	-	-	<b>285,826</b>
Interconnection revenue	9,086	5,578	10,137	-	3,475	<b>28,276</b>
Other revenue including power passthrough	17,564	66,814	2,209	-	-	<b>86,587</b>
Rental revenue from landbank properties	2,498	632	420	98	-	<b>3,648</b>
<b>Total revenue</b>	<b>129,354</b>	<b>203,689</b>	<b>67,721</b>	<b>98</b>	<b>3,475</b>	<b>404,337</b>
<b>Direct costs</b>						
-Power	(22,713)	(62,258)	(10,321)	(6)	-	<b>(95,298)</b>
-Other	(236)	(775)	(129)	-	-	<b>(1,140)</b>
Facility costs	(8,971)	(11,593)	(6,809)	(191)	(1,013)	<b>(28,577)</b>
Employee benefits expense	(5,083)	(5,733)	(4,312)	(811)	(170)	<b>(16,109)</b>
Other expenses	(62)	(293)	(80)	(994)	(1,414)	<b>(2,843)</b>
<b>Segment EBITDA</b>	<b>92,289</b>	<b>123,037</b>	<b>46,070</b>	<b>(1,904)</b>	<b>878</b>	<b>260,370</b>
<b>30 June 2024</b>						
Segment assets	1,227,250	1,776,771	668,028	89,679	-	3,761,728
Unallocated assets	-	-	-	-	1,454,969	1,454,969
<b>Total segment assets</b>	<b>1,227,250</b>	<b>1,776,771</b>	<b>668,028</b>	<b>89,679</b>	<b>1,454,969</b>	<b>5,216,697</b>

There was no impairment charge or other significant non-cash item recognised in relation to the above segments in 2025 (2024: nil).

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 2 Segment performance (continued)

### (c) Other segment information

#### (i) Profit/(loss) before tax

Management assesses the performance of the operating segments based on a measure of EBITDA. Interest income and expenditure are not allocated to segments, as this type of activity is driven by the central treasury function, which manages the cash position of the Group.

A reconciliation of operating segment results to profit/(loss) before income tax is as follows:

	<b>30 June 2025 \$'000</b>	30 June 2024 \$'000
Total segment EBITDA	<b>281,635</b>	260,370
Employee benefits expense (non-facility staff)	<b>(44,286)</b>	(34,657)
Investment in associate	<b>(5,050)</b>	(6,592)
Other income	<b>34,000</b>	33,749
Finance costs	<b>(83,786)</b>	(91,967)
Depreciation and amortisation expense	<b>(208,407)</b>	(167,699)
Overheads and other expenses	<b>(32,775)</b>	(29,510)
<b>Profit/(loss) before tax</b>	<b>(58,669)</b>	<b>(36,306)</b>

A reconciliation of depreciation and amortisation is provided as follows:

	<b>30 June 2025 \$'000</b>	30 June 2024 \$'000
Segment depreciation and amortisation expense	<b>186,897</b>	149,842
Head office depreciation and amortisation expense	<b>21,510</b>	17,857
<b>Total depreciation and amortisation expense</b>	<b>208,407</b>	<b>167,699</b>

#### (ii) Segment liabilities

As noted above, the segment liabilities for each operating segment are not required by executive management for purposes of their decision making. As such, these are not provided to management and not categorised.

### (d) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the executive management team. The executive management team is responsible for allocating resources and assessing performance of the operating segments. The executive management team is the chief operating decision making body and consists of the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, and Chief Customer and Commercial Officer.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

### 3 Earnings/(loss) per share

#### (a) Earnings/(loss) per share

	30 June 2025 Cents	30 June 2024 Cents
Total basic EPS attributable to the ordinary equity holders of the Group	<u>(9.59)</u>	(8.33)

#### (b) Diluted earnings/(loss) per share

Total diluted EPS attributable to the ordinary equity holders of the Group	<u>(9.59)</u>	(8.33)
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#### (c) Reconciliation of earnings/(loss) used in calculating earnings per share

	30 June 2025 \$'000	30 June 2024 \$'000
<b>BASIC EARNINGS/(LOSS) PER SHARE</b>		
Profit/(loss) attributable to equity holders of the Group used in calculating basic EPS:		
<b>Profit/(loss) used in calculating basic earnings/(loss) per share</b>	<u>(60,543)</u>	<u>(44,146)</u>
<b>DILUTED EARNINGS/(LOSS) PER SHARE</b>		
Profit/(loss) from continuing operations attributable to the equity holders of the Group:		
Used in calculating diluted earnings/(loss) per share	<u>(60,543)</u>	<u>(44,146)</u>
<b>Profit/(loss) attributable to the equity holders of the Group used in calculating diluted EPS</b>	<u>(60,543)</u>	<u>(44,146)</u>

#### (d) Weighted average number of shares used as the denominator

	2025 Number of shares	2024 Number of shares
Weighted average number of ordinary shares used as the denominator in calculating basic earnings/(loss) per share	631,448,977	529,944,918
Plus potential ordinary shares	-	-
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings/(loss) per share	<u>631,448,977</u>	<u>529,944,918</u>

#### (e) Information concerning the classification of securities

##### (i) Performance rights and deferred rights

The number of performance rights and deferred rights included in the diluted earnings per share calculation is based on the number of shares that would be issuable if the end of the period were the end of the vesting period. However, they are not included in the calculation where the inclusion would result in a decreased loss per share or increased earnings per share.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

### 3 Earnings/(loss) per share (continued)

#### (f) Earnings/(loss) per share

##### (i) Basic earnings/(loss) per share

- the profit/(loss) attributable to owners of the Group, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year.

##### (ii) Diluted earnings/(loss) per share

Diluted earnings/(loss) per share adjusts the figures used in the determination of basic earnings per share to take into account the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

### 4 Revenue and other income

	30 June 2025 \$'000	30 June 2024 \$'000
<b>FROM CONTINUING OPERATIONS</b>		
Data centre services revenue	426,109	400,689
Rental revenue from landbank properties	1,100	3,648
<b>Total revenue from contracts with customers</b>	<b>427,209</b>	<b>404,337</b>
Interest income	33,506	32,650
Other items included in gains	494	1,099
<b>Total other income</b>	<b>34,000</b>	<b>33,749</b>

#### (a) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward revenue received in advance.

	30 June 2025 \$'000	30 June 2024 \$'000
<i>Revenue recognised that was included in the contract liability balance at the beginning of the year</i>		
Data centre services revenue	11,467	10,934

## 4 Revenue and other income (continued)

### (b) Revenue recognition

AASB 15 establishes principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers and requires application of a five-step process to identify the contract with the customer, identify performance obligations in the contract, determine transaction price, allocate the transaction price to the performance obligations and recognise revenue when performance obligations are satisfied.

Revenue is recognised for the major business activities as follows:

#### (i) *Data centre revenue*

Data centre revenue primarily consists of recurring monthly fees including:

- 1) colocation which includes the provision of racks
- 2) interconnection services such as cross connects
- 3) other revenue including management of power and power passthrough; and
- 4) upfront project fees related to colocation and interconnection services.

Revenue from the provision of recurring monthly service fees is recognised in the accounting period in which the services are rendered. Project fees primarily comprise installation services relating to a customer's initial deployment. As this is not considered to be a distinct service, revenue is deferred and recognised over the term of the contract with the customer, taking into account renewal options that are held by the customer.

The Group applies the practical expedient in the revenue standard and does not disclose information about the transaction price allocated to remaining performance obligations on contracts that are unsatisfied, as the Group has the right to consideration from its customers in an amount that corresponds directly with the value to the customer of the Group's services to date. This is applied to all its data centre revenue, on the basis that the upfront project fees are not a significant portion of each contract.

The Group enters into contracts with customers that guarantee certain performance measures such as uptime and on time delivery of services. If these guarantees of service performance are not achieved, the Group reduces revenue for any credits or cash payments that may be due to customers under contract. Key areas of estimation include the amount of the service credits, the likelihood that the service credits will be claimed, and the time period over which they impact revenue.

Customer incentives provided by way of upfront discounts are contract assets that are amortised via a reduction in revenue over the expected contract life - refer to note 7(c).

#### (ii) *Rental revenue from landbank properties*

Rental revenue from landbank properties relates to rental revenue received from short term tenants occupying properties purchased for future expansion activities.

#### (iii) *Interest income*

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that subsequently become credit-impaired. For any credit-impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 5 Expenses

### (a) Finance costs

The Group has identified a number of significant expense items below that impacted the finance costs for the year:

	<b>30 June 2025 \$'000</b>	30 June 2024 \$'000
Reversal of modification gain on extinguishment of borrowings (i)	<b>(10,587)</b>	-
Costs on extinguishment of borrowings (i)	<b>(15,905)</b>	-
Interest expense and finance charges	<b>(81,369)</b>	(94,119)
Interest expense on lease liabilities	<b>(5,816)</b>	(5,593)
	<b>(113,677)</b>	<b>(99,712)</b>
Amount capitalised (ii)	<b>29,891</b>	7,745
<b>Total finance costs expensed</b>	<b>(83,786)</b>	<b>(91,967)</b>

#### (i) Costs on extinguishment of borrowings

In December 2024, NEXTDC entered into a new \$2,900 million syndicated debt agreement under a new common terms platform to refinance its existing debt arrangement. The refinancing provided increased funding flexibility through access to both bank and bond markets, as well as reductions in facility pricing, lowering the Group's overall cost of funds.

The refinance has been accounted for as an extinguishment of the previous facilities, and as a result the remaining unamortised cost of these facilities of \$15.9 million was written off in December 2024, along with the unamortised balance of the previously recognised modification gain of \$10.6 million.

Refer to note 15 for details on borrowings and note 11 for details on interest expense on lease liabilities for the year.

#### (ii) Capitalised borrowing costs

The capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the entity's general borrowing costs during the year, in this case 6.62% (2024: 6.07%)

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## Operating assets and liabilities

### 6 Trade and other receivables

		<b>30 June 2025 \$'000</b>	30 June 2024 \$'000
	Note		
Trade receivables	6(a)	<b>39,026</b>	50,024
Loss allowance	14(c)	<b>(844)</b>	(967)
		<b>38,182</b>	<b>49,057</b>
Interest receivable	6(b)	<b>55</b>	4,421
GST receivable		<b>13,104</b>	11,076
Other receivables		<b>8,131</b>	5,800
<b>Total</b>		<b>59,472</b>	<b>70,354</b>

#### (a) Trade receivables

##### (i) Classification as trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 - 60 days and therefore are all classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

##### (ii) Fair values of trade and other receivables

Due to the short-term nature of the trade and other receivables, their carrying amount is considered to be the same as their fair value.

##### (iii) Impairment and risk exposure

Information about the Group's impairment policies, calculation of loss allowance and exposure to credit risk, foreign currency risk and interest rate risk can be found in note 14.

#### (b) Interest receivable

Interest receivable relates to interest accrued on term deposits. Credit risk of this is assessed in the same manner as cash and cash equivalents which is detailed in note 14.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 7 Other assets

		<b>30 June 2025 \$'000</b>	30 June 2024 \$'000
<b>CURRENT</b>			
Prepayments		<b>7,616</b>	6,359
Capitalised transaction costs	7(a)	-	2,430
Security deposits	7(b)	<b>179</b>	10,235
Customer incentives	7(c)	<b>5,733</b>	4,844
Other current assets		<b>1,264</b>	1,181
Contract costs	7(d)	<b>925</b>	877
<b>Total other assets - current</b>		<b>15,717</b>	<b>25,926</b>
<b>NON-CURRENT</b>			
Capitalised transaction costs	7(a)	<b>499</b>	5,771
Customer incentives	7(c)	<b>24,267</b>	13,690
Contract costs	7(d)	<b>5,486</b>	2,289
<b>Total other assets - non-current</b>		<b>30,252</b>	<b>21,750</b>

### (a) Capitalised transaction costs

Fees paid on establishment of loan facilities are recognised as transaction costs of the loan. To the extent that it is probable that some or all of the facility will be drawn down, the fee is deferred until draw down occurs, at which point it will be amortised over the remaining term of the facility. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates. Refer to note 15 for further details on the Group's loan facilities.

### (b) Security deposits

No amounts were held in security deposits at 30 June 2025 in relation to deposits held as security for bank guarantees (2024: \$9.8 million). In the current period, these obligations are held under a bank guarantee facility as detailed in note 17.

### (c) Customer incentives

The customer incentive balance includes amounts where customers are offered incentives in the form of free or discounted periods. It also includes amounts paid to customers where guarantees of service performance are not achieved as set out in Note 4(b)(i). In these cases, the dollar value of the incentive or cash payment is recorded as an asset and amortised on a straight-line basis over the life of the contract as described in Note 4(b)(i).

### (d) Contract costs

Eligible costs that are expected to be recovered are capitalised as a contract cost and amortised over the expected contract life.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 8 Trade and other payables

	<b>30 June 2025 \$'000</b>	30 June 2024 \$'000
Trade payables	<b>56,187</b>	51,337
Accrued capital expenditure	<b>137,750</b>	57,503
Accrued expenses	<b>18,488</b>	12,033
Other creditors	<b>14,827</b>	10,840
<b>Total trade and other payables</b>	<b>227,252</b>	<b>131,713</b>

### *(i) Recognition and measurement*

Trade and other payables, including accruals, are recorded when the Group is required to make future payments as a result of purchases of assets or services provided to the Group prior to the end of financial period. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

### *(ii) Fair values of trade and other payables*

Due to the short-term nature of trade and other payables, their carrying amount is considered to be the same as their fair value.

### *(iii) Risk Exposure*

As the majority of payables are in Australian dollars, management does not believe there are any significant risks in relation to these financial liabilities. Refer to note 14 for details of the Group's financial risk management policies.



Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 9 Property, plant and equipment (continued)

### (a) Property, plant and equipment

Land and buildings are shown at historical cost less any accumulated depreciation and any accumulated impairment losses.

Property, plant and equipment is stated at historical cost less depreciation. Costs capitalised include external direct costs of materials and services, including deposits on long lead time equipment, employee costs and borrowing costs incurred during development. After development is completed, subsequent borrowing costs and other holding charges are expensed as incurred.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Consolidated Statement of Comprehensive Income during the year in which they are incurred.

Depreciation on other assets is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as follows:

Category	Useful life
Buildings	40 years
Plant and machinery	2-25 years
Computer equipment	1-15 years
Office furniture and equipment	5-10 years
Right-of-use assets	1-99 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting year, considering key assumptions including changes in technology, physical conditions and potential climate change implications.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Consolidated Statement of Comprehensive Income.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 10 Intangible assets

	30 June 2025 \$'000	30 June 2024 \$'000
Rights and licences	164	174
Internally generated software	35,104	40,115
Software under development	19,432	15,540
<b>Total intangible assets</b>	<b>54,700</b>	<b>55,829</b>

Movements	Rights and licences \$'000	Internally generated software \$'000	Software under development \$'000	Total \$'000
<b>30 June 2025</b>				
Opening net book amount	174	40,115	15,540	55,829
Additions	-	18	16,240	16,258
Amortisation	(10)	(17,387)	-	(17,397)
Transfers	-	12,358	(12,358)	-
Transfers from property, plant and equipment	-	-	10	10
<b>Closing net book amount</b>	<b>164</b>	<b>35,104</b>	<b>19,432</b>	<b>54,700</b>
<b>At 30 June 2025</b>				
Cost	564	91,426	19,432	111,422
Accumulated amortisation	(400)	(56,322)	-	(56,722)
<b>Net book amount</b>	<b>164</b>	<b>35,104</b>	<b>19,432</b>	<b>54,700</b>
	Rights and licences \$'000	Internally generated software \$'000	Software under development \$'000	Total \$'000
<b>At 30 June 2024</b>				
Opening net book amount	17	37,156	14,806	51,979
Additions	-	-	19,753	19,753
Amortisation	(153)	(15,934)	-	(16,087)
Transfers	310	18,786	(19,096)	-
Transfers from property, plant and equipment	-	107	77	184
<b>Closing net book amount</b>	<b>174</b>	<b>40,115</b>	<b>15,540</b>	<b>55,829</b>
<b>At 30 June 2024</b>				
Cost	564	79,050	15,540	95,154
Accumulated amortisation	(390)	(38,935)	-	(39,325)
<b>Net book amount</b>	<b>174</b>	<b>40,115</b>	<b>15,540</b>	<b>55,829</b>

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Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 10 Intangible assets (continued)

### (a) Rights and licenses

Certain licences that NEXTDC possesses have an indefinite useful life and are carried at cost less impairment losses and are subject to impairment review at least annually and whenever there is an indication that it may be impaired.

Other licences that NEXTDC acquires are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over the estimated useful life which is generally 25 years. The estimated useful life and amortisation method are reviewed at the end of each annual reporting period.

### (b) Internally generated software

Internally developed software is capitalised at cost less accumulated amortisation. Amortisation is calculated using the straight-line basis over the asset's useful economic life which is generally four to seven years. Their useful lives and potential impairment are reviewed at the end of each financial year.

Costs incurred in configuring or customising SaaS arrangements can only be recognised as intangible assets if the implementation activities create an intangible asset that the entity controls and the intangible asset meets the recognition criteria. Those costs that do not result in intangible assets are expensed as incurred, unless they are paid to the suppliers of the SaaS arrangements to significantly customise the cloud-based software for the Group, in which case the costs are recorded as a prepayment for services and amortised over the expected renewable term of the arrangement.

### (c) Software under development

Costs incurred in developing products or systems and costs incurred in acquiring software and licenses that will contribute to future period financial benefits through revenue generation and/or cost reduction are capitalised to software and systems. Costs capitalised include external direct costs of services and employee costs.

Assets in the course of construction include only those costs directly attributable to the development phase and are only recognised following completion of technical feasibility and where the Group has an intention and ability to use the asset.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 11 Leases

### (a) Leases

#### (i) Amounts recognised in the Consolidated Balance Sheet

The Consolidated Balance Sheet includes the following amounts relating to leases:

	30 June 2025 \$'000	30 June 2024 \$'000
<b>Right-of-use assets *</b>		
Properties	55,010	58,961
Connectivity links	31,407	32,969
Land	54,999	48,918
	<b>141,416</b>	<b>140,848</b>

\* included in the line item 'Property, plant and equipment' in the Consolidated Balance Sheet.

#### Lease liabilities

Current	7,701	7,056
Non-current	70,937	72,673
	<b>78,638</b>	<b>79,729</b>

Additions to the right-of-use assets during the 2025 financial year were in the form of modifications to leases, and totalled \$0.8 million (2024: \$4.3 million)

#### (ii) Amounts recognised in the Consolidated Statement of Comprehensive Income

The Consolidated Statement of Comprehensive Income shows the following amounts relating to leases:

	30 June 2025 \$'000	30 June 2024 \$'000
Depreciation charge on properties	4,726	3,945
Depreciation charge on connectivity links	1,561	1,562
Depreciation charge on land	579	535
Interest expense (included in finance costs)	5,816	5,593
	<b>12,682</b>	<b>11,635</b>

The total cash outflow for leases in 2025 was \$7.1million (2024 : \$6.5 million).

#### (iii) The Group's leasing activities and how these are accounted for

The Group has a number of leases over property, connectivity links and land that have varying terms, escalation clauses and renewal rights.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the Consolidated Statement of Comprehensive Income over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability for each year. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 11 Leases (continued)

### (a) Leases (continued)

*(iii) The Group's leasing activities and how these are accounted for (continued)*

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payments that are based on an index or a rate
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- makes adjustments specific to the lease, eg. term, country, currency and security

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in the Consolidated Statement of Comprehensive Income. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

*(iv) Extension and termination options*

Extension and termination options are included in a number of property and equipment leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## Capital and financial risk management

### 12 Capital risk management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can continue to provide returns to its shareholders and benefits to its stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In the future, the Directors may pursue funding options such as debt, sale and leaseback of assets, additional equity and various other funding mechanisms as appropriate in order to undertake its projects and deliver optimum shareholder returns.

The Group intends to maintain a gearing ratio appropriate for a company of its size and growth.

	<b>30 June 2025 \$'000</b>	30 June 2024 \$'000
Total borrowings and lease liabilities	<b>1,206,202</b>	1,455,082
Add/(Less): derivative financial instruments	<b>11,430</b>	(12,972)
(Less): cash and cash equivalents	<b>(243,688)</b>	(1,236,192)
<b>Net debt</b>	<b>973,944</b>	<b>205,918</b>
Total equity	<b>4,150,813</b>	3,567,100
<b>Total capital</b>	<b>5,124,757</b>	<b>3,773,018</b>
<b>Gearing ratio</b>	<b>19.0%</b>	5.5%

The change in the gearing ratio was primarily driven by the level of equity fundraising activities during the prior period, and strong levels of capital expenditure during the current period. Refer to note 13 for movements in ordinary share capital, and note 9 for movements in property, plant and equipment.

The Group manages its capital structure by regularly reviewing its gearing ratio to ensure it maintains an appropriate level of gearing within facility covenants. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total interest bearing financial liabilities, less cash and cash equivalents. Total capital is calculated as equity, as shown in the Consolidated Balance Sheet, plus net debt.

### 13 Contributed equity

#### (a) Share capital

		<b>30 June 2025 Number of Shares</b>	<b>30 June 2025 \$</b>	30 June 2024 Number of Shares	30 June 2024 \$
Fully paid ordinary shares	13(c)	<b>640,416,090</b>	<b>4,336,989,999</b>	600,506,539	3,667,117,777
Treasury shares - LFSP	13(e)	<b>861,813</b>	<b>1,851,502</b>	861,813	1,851,502
<b>Total share capital</b>		<b>641,277,903</b>	<b>4,338,841,501</b>	<b>601,368,352</b>	<b>3,668,969,279</b>

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

### 13 Contributed equity (continued)

#### (b) Movements in ordinary share capital

Date	Details	Notes	Number of shares	\$'000
1 July 2023	Opening balance		515,508,449	2,373,006
18 September 2023	Conversion of rights to shares - deferred STI	(d)	61,162	617
22 April 2024	Issue of capital - institutional investors	(c)	60,829,464	936,774
9 May 2024	Issue of capital - retail investors	(c)	24,969,277	384,528
	Transaction costs		-	(25,956)
	<b>Sub-total</b>		<b>601,368,352</b>	<b>3,668,969</b>
	Less shares held by NEXTDC Share Plan Pty Ltd	(e)	(861,813)	(1,852)
	<b>Balance</b>		<b>600,506,539</b>	<b>3,667,117</b>

Date	Details	Notes	Number of shares	\$'000
1 July 2024	Opening balance		601,368,352	3,668,969
16 September 2024	Issue of capital - institutional investors	(c)	32,069,971	550,000
11 October 2024	Issue of capital - retail investors	(c)	7,534,101	128,155
24 October 2024	Conversion of rights to shares - deferred STI	(d)	46,333	611
24 October 2024	Conversion of rights to shares - LTI	(d)	259,146	1,577
	Transaction costs		-	(10,470)
	<b>Sub-total</b>		<b>641,277,903</b>	<b>4,338,842</b>
	Less shares held by NEXTDC Share Plan Pty Ltd	(e)	(861,813)	(1,852)
	<b>Balance</b>		<b>640,416,090</b>	<b>4,336,990</b>

#### (c) Ordinary shares

During the period, the Company completed a capital raising through an institutional placement and a share purchase plan (SPP), generating total proceeds of approximately \$678.2 million. Under the placement, 32,069,971 ordinary shares were issued to institutional investors at an issue price of \$17.15 per share, raising approximately \$550.0 million. A further 7,534,101 ordinary shares were subsequently issued to eligible retail shareholders under the SPP at an issue price of \$17.01 per share, raising approximately \$128.2 million. Transaction costs of \$10.5 million were incurred in connection with the share issuances.

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Group in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

Ordinary shares have no par value and the Group does not have a limited amount of authorised capital.

#### (d) Performance rights and deferred share rights

Performance rights and deferred share rights, which subject to satisfaction of a performance hurdle, give rise to an entitlement to the value of an ordinary share in NEXTDC Limited. The Board has discretion to determine if the value will be provided in shares, cash or a combination of shares and cash. As part of NEXTDC's Equity Incentive Plan, which is offered to employees to create alignment with the Group's strategic objectives, 305,479 ordinary shares were issued on 24 October 2024. These shares were issued following the vesting of performance rights and deferred STI share rights.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

### 13 Contributed equity (continued)

#### (e) Loan funded share plan

The Group operated a legacy Loan Funded Share Plan remuneration scheme which was designed to attract and retain key employees. The arrangement involved the issue of shares to NEXTDC Share Plan Pty Ltd, whose sole purpose was to hold shares as trustee for its beneficiaries (its participants). The participants were required to meet service requirements before being entitled to access these shares.

The fair value at grant date of the shares was determined using either a Black-Scholes or binomial option pricing model that took into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the loan. The assessed fair value was recognised as share-based payments.

	<b>30 June 2025</b>	30 June 2024
Shares held by the Trust but not allocated	<b>861,813</b>	861,813

#### (f) Dividend reinvestment plan

The Group does not have a dividend reinvestment plan in place.

#### (g) Other equity

##### (i) Treasury shares

Treasury shares are shares in NEXTDC Limited that are held by the NEXTDC Employee Share Plan Trust for the purpose of issuing shares under the NEXTDC employee share scheme (see note 20 for further information). Shares issued to employees are recognised on a first-in-first-out basis.

<b>Details</b>	<b>Number of shares</b>	<b>\$'000</b>
Balance 30 June 2024	-	-
Acquisition of shares by the Trust (average price: \$14.07 per share)	<b>(823,178)</b>	<b>(11,578)</b>
Acquisition of shares by the Trust (average price: \$14.02 per share)	<b>(286,562)</b>	<b>(4,018)</b>
Acquisition of shares by the Trust (average price: \$14.45 per share)	<b>(343,748)</b>	<b>(4,966)</b>
Transaction Costs	-	<b>(41)</b>
<b>Balance 30 June 2025</b>	<b>(1,453,488)</b>	<b>(20,603)</b>

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 14 Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

In December 2024, NEXTDC entered into a new \$2,900 million syndicated debt agreement under a new common terms platform to refinance its existing debt facilities. The new Facilities are summarised as follows:

- \$1,500 million - Facility A Revolving Loan Facility (\$752 million undrawn)
- \$400 million - Facility B Term (fully drawn)
- \$1,000 million - Facility C Revolving Loan Facility (undrawn)

Facility A has a maturity date of 3 December 2029, while Facilities B and C have a maturity date of 3 December 2031.

Subsequent to 30 June 2025, NEXTDC secured an additional \$3,500 million of senior debt facilities. Refer to note 18 for further details.

NEXTDC is exposed to interest rate volatility due to the variable rate on its Syndicated Debt Facilities. To mitigate the interest rate risk associated with this floating element, NEXTDC has entered into a series of interest rate swaps under which \$800 million of drawn debt has its base rate fixed until 3 December 2025. A further series of swaps under the same \$800 million of drawn debt commence 3 December 2025 and results in the base rate being fixed until 3 December 2027.

A derivative asset, derivative liability and associated cash flow hedge reserve has been taken up at 30 June 2025 to account for these transactions.

The Group's transactions are predominantly conducted in Australian dollars. Overall, management assesses the Group's exposure to financial risk as low. However, the Group does have a financial risk management program in place. The Group does not enter into or trade financial instruments for speculative purposes.

The Group holds the following financial instruments:

	30 June 2025 \$'000	30 June 2024 \$'000
<b>FINANCIAL ASSETS</b>		
Cash and cash equivalents	243,688	1,236,192
Trade and other receivables	59,472	70,354
Derivative financial instruments	838	12,972
Security deposits	179	10,235
<b>Total financial assets</b>	<b>304,177</b>	<b>1,329,753</b>
<b>FINANCIAL LIABILITIES</b>		
Trade and other payables	227,252	131,713
Derivative financial instruments	12,268	-
Borrowings	1,127,564	1,375,353
Lease liabilities	78,638	79,729
<b>Total financial liabilities</b>	<b>1,445,722</b>	<b>1,586,795</b>

### (a) Derivatives

#### (i) Fair value measurement

For information about the methods and assumptions used in determining the fair value of derivatives refer to note 27 (j)(ii).

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 14 Financial risk management (continued)

### (a) Derivatives (continued)

#### (ii) Hedging reserves

The Group's hedging reserves relate to the following hedging instruments:

	<b>Cash flow hedge reserve</b>		
	<b>Cost of hedging reserve \$'000</b>	<b>Cashflow Hedge Reserve \$'000</b>	<b>Total hedge reserves \$'000</b>
<b>Opening balance 1 July 2023</b>	<b>(472)</b>	<b>23,893</b>	<b>23,421</b>
Add: change in fair value of hedging instrument recognised in OCI	-	(2,859)	(2,859)
Add: costs of hedging deferred and recognised in OCI	57	-	57
Less: reclassified from OCI to profit or loss - included in finance costs	336	(20,576)	(20,240)
Less: deferred tax	-	7,823	7,823
<b>Closing balance 30 June 2024</b>	<b>(79)</b>	<b>8,281</b>	<b>8,202</b>
<b>Opening balance 1 July 2024</b>	<b>(79)</b>	<b>8,281</b>	<b>8,202</b>
Add: change in fair value of hedging instrument recognised in OCI	-	(15,017)	(15,017)
Add: costs of hedging deferred and recognised in OCI	128	-	128
Less: reclassified from OCI to profit or loss - included in finance costs	77	(9,037)	(8,960)
Less: deferred tax	-	1,874	1,874
<b>Closing balance 30 June 2025</b>	<b>126</b>	<b>(13,899)</b>	<b>(13,773)</b>

The balance in the cashflow hedge reserve from hedging relationships where hedge accounting no longer applies was nil in FY25 (FY24: \$4.7 million).

#### *Hedge effectiveness*

Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments, to ensure that an economic relationship exists between the hedged item and hedging instrument.

The Group enters into interest rate swaps that have similar critical terms as the hedged item, such as reference rate, reset dates, payment dates, maturities and notional amount. As all critical terms matched during the year, there is an economic relationship.

### (b) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk for the Group is comprised of foreign exchange risk and interest rate risk.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 14 Financial risk management (continued)

### (b) Market risk (continued)

#### (i) Foreign exchange risk

As a result of the Group expanding its presence into new offshore markets, including Malaysia, Japan, Thailand and New Zealand, foreign exchange risk exposures exist on purchases and assets that are denominated in foreign currencies (i.e. currencies other than the Group's functional currency). The currencies in which these transactions are primarily denominated are MYR, SGD, NZD and Yen.

The Group takes advantage of natural hedging strategies to the extent possible. The Group does not currently use forward exchange contracts to hedge residual foreign exchange risk arising from payments denominated in foreign currencies. However, when considered appropriate the Group may enter into forward exchange contracts to hedge foreign exchange risk arising from specific transactions.

The Group's primary exposure to foreign exchange risk is on the translation of net assets of Group entities which are denominated in currencies other than AUD, which is the Group's presentation currency. The impact of movements in exchange rates is recognised primarily in the other comprehensive income component of the Group's Statement of Comprehensive Income.

#### (ii) Cash flow and fair value interest rate risk

The Group's main interest rate risk arises from its various fixed-rate term deposits and its syndicated debt facility (refer to note 15(a)). The floating rate loan tranches expose the Group's borrowings to changes in interest rates. The embedded interest rates for the lease liabilities are fixed, consequently the interest rate risk in relation to these instruments is limited.

#### Instruments used by the group

The Group has incorporated derivative financial instruments to manage its exposure to interest rates. Under its interest rate swaps, the Group agrees to exchange the difference between the contracted fixed and floating rate interest amounts determined on a notional principal amount. Within these interest rate swaps, there is embedded floor protection at 0%, which is consistent with the terms of the underlying senior debt facility.

The following table details the notional principal amounts and remaining terms of interest rate swap contracts outstanding at the end of the reporting period:

	Average contracted fixed interest rate		Notional principal amount (AUD)		Fair value (AUD)	
	2025 %	2024 %	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
<b>Receive floating pay fixed</b>						
Less than 1 year	3.4689%	3.5942%	800,000	600,000	305	2,242
1 to 2 years	0.0%	3.4689%	-	800,000	-	10,730
2 to 5 years	3.9325%	0.0%	800,000	-	(11,735)	-

#### Effects of hedge accounting on the consolidated financial position and performance

	30 June 2025 \$'000	30 June 2024 \$'000
<b>Interest rate swaps</b>		
Hedge ratio	1:1	1:1
Change in fair value of outstanding hedging instruments since 1 July	(16,245)	(845)
Change in value of hedged item used to determine hedge effectiveness	(16,767)	(129)

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 14 Financial risk management (continued)

### (b) Market risk (continued)

(ii) Cash flow and fair value interest rate risk (continued)

#### SENSITIVITY

The table below shows the impact of 100 basis points movement (net of hedging) in the interest rate curve on the consolidated entity's profit and equity after tax for both derivatives and non-derivative financial instruments at 30 June 2025, with all other variables held constant.

	Impact on post-tax profit		Impact on other components of equity	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Interest rate - increase by 100 basis points *	-	-	12,031	7,672
Interest rate - decrease by 100 basis points *	-	-	(11,747)	(7,624)
* Holding all other variables constant				

### (c) Credit risk

Credit risk arises from counterparties holding cash and cash equivalents, security deposits, trade and other receivables, and derivatives.

(i) Cash and cash equivalents and security deposits

Deposits are placed with Australian banks or independently rated parties with a minimum rating of 'A' class in both short term and long term. To reduce exposure deposits are placed with a variety of financial institutions.

The credit quality of financial assets can be assessed by reference to external credit ratings (if available) or to historical information about counterparty default rates:

	30 June 2025 \$'000	30 June 2024 \$'000
<b>CASH AT BANK</b>		
A rated	99,072	296,594
AA rated	144,616	939,598
<b>TOTAL</b>	<b>243,688</b>	<b>1,236,192</b>
<b>SECURITY DEPOSITS</b>		
AA Rated	-	9,781
Unrated	179	454
<b>TOTAL</b>	<b>179</b>	<b>10,235</b>

(ii) Trade and other receivables

Customer credit risk is managed subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit evaluations are performed on all customers. Outstanding customer receivables are monitored regularly.

The Group aims to minimise concentration of credit risk by undertaking transactions with a large number of customers. Revenues from data centre services of \$197.9 million were derived from two customers, contributing \$123.1 million (29%) and \$74.8 million (18%) of the Group's total revenue respectively (2024: \$99.1 million (25%) and \$83.3 million (21%) respectively). Revenues from these two customers were derived across numerous orders at multiple data centre facilities with the underlying orders having a range of different expiry dates. In addition, receivable balances are monitored on an ongoing basis with the intention that the Group's exposure to bad debts is minimised.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 14 Financial risk management (continued)

### (c) Credit risk (continued)

#### (ii) Trade and other receivables (continued)

The maximum exposure to credit risk at the end of the reporting period is the carrying value of each class of the financial assets mentioned above and each class of receivable disclosed in Note 6. The Group does not require collateral in respect of financial assets.

The Group applies the simplified approach to providing for expected credit losses prescribed by AASB 9, which permits the use of the lifetime expected loss provision for all trade receivables.

To measure the expected credit loss, receivables have been grouped based on days overdue. The expected credit loss model reflects the previously higher interest rate environment, and reflects historical experience as well as other factors that are considered to be relevant, including relevant macroeconomic factors such as changes in interest rates, government policy, and broader business and consumer conditions domestically and globally. Accordingly, the Group's expected credit loss estimates are inherently uncertain, and as a result, actual results may differ from these estimates.

The loss allowance provision as at 30 June 2025 is determined as follows:

30 June 2025	Current \$'000	1 to 30 days past due \$'000	31 to 60 days past due \$'000	More than 60 days past due \$'000	Total \$'000
Expected loss rate	1%	5%	7.5%	25%	-
Gross carrying amount	35,303	1,692	583	1,448	39,026
Loss allowance provision	(353)	(85)	(44)	(362)	(844)
Net receivables	34,950	1,607	539	1,086	38,182

30 June 2024	Current \$'000	1 to 30 days past due \$'000	31 to 60 days past due \$'000	More than 60 days past due \$'000	Total \$'000
Expected loss rate	1%	5%	7.5%	25%	-
Gross carrying amount	43,330	2,138	4,069	487	50,024
Loss allowance provision	(433)	(107)	(305)	(122)	(967)
Net receivables	42,897	2,031	3,764	365	49,057

#### (iii) Derivatives

Credit risk for derivative financial instruments arises from the potential failure by counterparties to the derivative transaction contract to meet their obligations. The credit risk exposure to interest rate swaps is the fair value of these contracts. All derivative financial instruments are with our major international banking partners, all of which have an independently rated minimum credit rating of 'A' as of July 2025.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 14 Financial risk management (continued)

### (d) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due.

Management also actively monitors rolling forecasts of the Group's cash and cash equivalents.

#### (i) Maturities of financial liabilities

The table below analyses the Group's non-derivative financial liabilities into relevant maturity groupings based on their contractual maturities for all financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows.

Contractual Maturities of Financial Liabilities	Within 12 months \$'000	Between 1 and 5 years \$'000	Over 5 years \$'000	Total	Carrying amount \$'000
				contractual cash flows \$'000	
<b>2025</b>					
Trade payables	56,187	-	-	56,187	56,187
Accrued capital expenditure	137,750	-	-	137,750	137,750
Accrued expenses	18,488	-	-	18,488	18,488
Lease liabilities	7,701	27,581	138,139	173,421	78,638
Borrowings	50,546	947,373	432,220	1,430,139	1,127,564
<b>Total non-derivatives</b>	<b>270,672</b>	<b>974,954</b>	<b>570,359</b>	<b>1,815,985</b>	<b>1,418,627</b>
<b>2024</b>					
Trade payables	51,337	-	-	51,337	51,337
Accrued capital expenditure	57,503	-	-	57,503	57,503
Accrued expenses	12,033	-	-	12,033	12,033
Lease liabilities	7,056	28,359	144,827	180,242	79,729
Borrowings	93,195	1,570,745	-	1,663,940	1,375,353
<b>Total non-derivatives</b>	<b>221,124</b>	<b>1,599,104</b>	<b>144,827</b>	<b>1,965,055</b>	<b>1,575,955</b>

### (e) Fair value measurements

#### (i) Trade and other payables

The fair value of trade and other payables is disclosed in note 8.

#### (ii) Borrowings

The fair value of borrowings is disclosed in note 15(c).

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 15 Borrowings

	<b>30 June 2025 \$'000</b>	30 June 2024 \$'000
<b>NON-CURRENT</b>		
Borrowings	<u>1,127,564</u>	<u>1,375,353</u>

### (a) Bank loan

In December 2024, NEXTDC entered into a new \$2,900 million syndicated debt agreement under a new common terms platform to refinance its existing debt facilities. The new facilities are summarised as follows:

- \$1,500 million - Facility A Revolving Loan Facility (\$752 million undrawn)
- \$400 million - Facility B Term (fully drawn)
- \$1,000 million - Facility C Revolving Loan Facility (undrawn)

Facility A has a maturity date of 3 December 2029, while Facilities B and C have a maturity date of 3 December 2031.

The Company incurred transaction costs of \$22.6 million in establishing the new facilities. These costs will be offset against the carrying amount of the borrowings and be amortised over the terms of the facilities.

Subsequent to 30 June 2025, NEXTDC has secured an additional \$3,500 million of senior debt facilities. Refer to note 18 for further details.

NEXTDC is exposed to interest rate volatility due to the variable rate on its Syndicated Debt Facilities. To mitigate the interest rate risk associated with this floating element, NEXTDC has entered into a series of interest rate swaps under which \$800 million of drawn debt has its base rate fixed until 3 December 2025. A further series of swaps under the same \$800 million of drawn debt commence 3 December 2025 and results in the base rate being fixed until 3 December 2027.

A derivative asset, derivative liability and associated cash flow hedge reserve have been recognised at 30 June 2025 to account for these transactions.

The Syndicated Debt Facilities are secured by the Group's assets.

### (b) Compliance with loan covenants

The Group has complied with the financial covenants of its borrowing facilities including gearing and interest coverage during the 2025 financial year (2024: complied).

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 15 Borrowings (continued)

### (c) Fair value

Material differences are identified for the following borrowings:

	2025		2024	
	Carrying amount \$'000	Fair value \$'000	Carrying amount \$'000	Fair value \$'000
Term loan facility	1,127,564	1,154,490	1,375,353	1,435,627

### (d) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Consolidated Statement of Comprehensive Income over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan. To the extent that it is probable that some or all of the facility will be drawn down, the fee is deferred until the draw down occurs, at which point it will be amortised over the remaining term of the facility. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Covenants that the group is required to comply with, on or before the end of the reporting period, are considered in classifying loan arrangements with covenants as current or non-current. Covenants that the group is required to comply with after the reporting period do not affect the classification at the reporting date

## Items not recognised

## 16 Commitments

### (a) Capital commitments

Capital expenditure contracted for at the end of each reporting year but not recognised as liabilities is as follows:

	30 June 2025 \$'000	30 June 2024 \$'000
Property, plant and equipment	980,917	666,322
<b>Total capital commitments</b>	<b>980,917</b>	<b>666,322</b>

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 17 Contingencies

### (a) Contingent assets

The Group did not have any contingent assets during the year or as at the date of this report.

### (b) Contingent liabilities

The Group did not have any contingent liabilities during the year or as at the date of this report.

## GUARANTEES

As at 30 June 2025, the Group provided a total of \$9.8 million of guarantees in relation to various performance and financial obligations entered into under a bank guarantee facility. In prior periods, these were held as deposits as security for bank guarantees, please refer to Note 7(b).

## 18 Events occurring after the reporting period

Since the end of the reporting period, no matters have arisen which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years, except as disclosed below:

- On 17 July 2025, NEXTDC completed an additional drawdown of \$175 million on its existing debt facilities, bringing total drawn debt to \$1,323 million. On 25 August 2025, NEXTDC completed a further drawdown of \$132 million on its existing facilities, bringing total drawn debt to \$1,455 million.
- On 14 August 2025, NEXTDC announced that it had secured new senior debt facilities totalling \$3,500 million, with financial close expected to occur on 3 September 2025. This will bring NEXTDC's total debt facilities to \$6,400 million across both term and revolving facilities, and extend the weighted average loan maturity profile from 5.2 years to 5.6 years.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## Employee remuneration

### 19 Key management personnel

#### (a) Key management personnel compensation

	30 June 2025 \$	30 June 2024 \$
Short-term employee benefits	10,018,880	7,502,355
Post-employment benefits	238,064	216,539
Long-term benefits	213,341	400,459
Share-based payments	3,469,319	2,056,751
<b>Total key management personnel compensation</b>	<b>13,939,604</b>	<b>10,176,104</b>
<b>Comprising</b>		
Senior Executives	12,167,759	8,497,515
Non-Executive Directors	1,771,845	1,678,589
<b>Total</b>	<b>13,939,604</b>	<b>10,176,104</b>

Detailed remuneration disclosures are provided in the Remuneration Report.

#### (b) Loans to key management personnel

There were no loans made to key management personnel during the year (2024: nil).

#### (c) Other transactions with key management personnel

There were no other transactions with key management personnel during the year (2024: nil).

### 20 Share-based payments

#### (a) Performance rights

The performance rights plan was established by the Board of Directors to provide long-term incentives to the Group's Senior Executives based on total shareholder returns (TSR). Under the Plan, eligible participants may be granted performance rights on terms and conditions determined by the Board from time to time. Outstanding performance rights were granted during the course of FY22, FY23, FY24 and FY25, with vesting conditions for these grants relating to TSR exceeding the ASX 100 Accumulation Index over the measurement period. Vesting of the FY22 four-year rights and FY23 three-year rights will be tested on or around the day following the release of the annual results for the year ended 30 June 2025. The FY23, FY24 and FY25 rights include tranches which vest after the third and fourth years, and will be tested on or around the day following the release of each of the annual results for 2026, 2027, 2028 and 2029 respectively.

Performance rights are granted by the Company for nil consideration. The Board has discretion to determine if the value will be provided in shares, cash or a combination of shares and cash. Rights granted under the plan carry no dividend or voting rights.

The fair value of the FY25 performance rights at the date of valuation was determined using a Monte Carlo simulation model that takes into account the exercise price, the term of the rights, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield, the risk-free interest rate for the term of the rights and the correlations and volatilities of peers in the ASX 100 Accumulation Index.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 20 Share-based payments (continued)

### (a) Performance rights (continued)

The model inputs for performance rights granted during the year ended 30 June 2025 included:

- a) grant date: 18 December 2024
- b) expiry date: 18 December 2032
- c) share price at grant date: \$15.65
- d) expected price volatility of the company's shares: 30%
- e) expected dividend yield: 0%, and
- f) risk-free interest rate: 3.82% (three-year rights) and 3.84% (four-year rights)

The expected price volatility is based on the historic share price volatility of NEXTDC Limited.

	30 June 2025	30 June 2025	30 June 2024	30 June 2024
	Number of Rights	Average Fair Value	Number of Rights	Average fair value
Opening balance	1,491,074	\$5.69	1,590,219	\$5.65
Granted during the year	289,676	\$5.88	319,486	\$7.09
Vested during the year	(259,146)	\$6.09	-	\$0.00
Forfeited during the year	(137,584)	\$5.88	(418,631)	\$6.60
<b>Closing balance</b>	<b>1,384,020</b>	<b>\$5.64</b>	<b>1,491,074</b>	<b>\$5.69</b>

### (b) Restricted Rights

The restricted rights plan was established by the Board of Directors to provide long term incentives to promote the retention of the Group's Senior Executives. The restricted rights are subject to the Senior Executive remaining employed by the Company, underpinned by a positive absolute TSR condition and behavioural assessment. Vesting of the restricted rights issued in FY25 will occur in equal tranches over three, four and five years, and will be tested on or around the day following the release of each of the annual results for 2027, 2028 and 2029 respectively.

Restricted rights are granted by the Company for nil consideration. The Board has discretion to determine if the value will be provided in shares, cash or a combination of shares and cash. Rights granted under the plan carry no dividend or voting rights.

The fair value of the FY25 restricted rights at the date of valuation was determined using a Monte Carlo simulation model that takes into account the exercise price, the term of the rights, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield, and the risk-free interest rate for the term of the rights.

The model inputs for restricted rights granted during the year ended 30 June 2025 included:

- a) grant date: 18 December 2024
- b) expiry date: 18 December 2032
- c) share price at grant date: \$15.65
- d) expected price volatility of the company's shares: 30%
- e) expected dividend yield: 0%, and
- f) risk-free interest rate: 3.82% (three-year rights), 3.84% (four-year rights), and 3.88% (five-year rights)

The expected price volatility is based on the historic share price volatility of NEXTDC Limited.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 20 Share-based payments (continued)

### (b) Restricted Rights (continued)

	30 June 2025	30 June 2025	30 June 2024	30 June 2024
	Number of Shares	Average Exercise Price	Number of Shares	Average Exercise Price
Opening balance	281,771	\$9.99	-	\$0.00
Granted during the year	261,771	\$9.52	285,284	\$9.99
Forfeited during the year	(4,155)	\$9.77	(3,513)	\$9.77
<b>Closing Balance</b>	<b>539,387</b>	<b>\$9.76</b>	<b>281,771</b>	<b>\$9.99</b>

### (c) Deferred shares - executives short-term incentive scheme

Under the Group's short-term incentive (STI) scheme for FY24, executives received 50% of the annual STI achieved in cash, with 50% deferred for 12 months. Executives were able to elect whether the deferred component would be delivered in cash or equity. The FY24 tranche of deferred rights were granted in September 2024 and will vest on or around September 2025, being 12 months after the date on which they were granted. They automatically convert into one ordinary share each on vesting at an exercise price of nil. The executives do not receive any dividends and are not entitled to vote in relation to the deferred shares during the vesting period. If an executive ceases to be employed by the Group within this period, they will have 6 months from cessation of employment or the vesting date (whichever is later) to exercise the deferred share right. Any rights not exercised within this period will automatically lapse.

The number of rights to be granted was determined based on the currency value of the achieved STI divided by the volume weighted-average price at which the Company's shares were traded on the Australian Securities Exchange over the 10 days following the release of the Group's FY24 results, being \$17.25.

	2025	2024
Number of rights to deferred shares granted	39,379	46,333

### (d) GIP rights

The GIP rights plan was established by the Board of Directors as a one-off grant to create a reward structure to incentivise management towards delivery of growth outperformance and sustainable shareholder value creation. The GIP rights are subject to the achievement of absolute total shareholder return hurdles, as well as meeting the continued service conditions and passing the behavioural assessment. Vesting of the GIP rights issued in FY25 will occur after approximately five years, and will be tested on or around the day following the release of the 31 December 2029 results in February 2030.

GIP rights are granted by the Company for nil consideration. The Board has discretion to determine if the value will be provided in shares, cash or a combination of shares and cash. Rights granted under the plan carry no dividend or voting rights.

The fair value of the FY25 GIP rights at the date of valuation was determined using a Monte Carlo simulation model that takes into account the exercise price, the term of the rights, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield, and the risk-free interest rate for the term of the rights.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 20 Share-based payments (continued)

### (d) GIP rights (continued)

The model inputs for GIP rights granted during the year ended 30 June 2025 included:

- a) grant date: 11 April 2025 and 18 June 2025
- b) expiry date: 11 April 2033 and 18 June 2033
- c) share price at grant date: \$10.77 and \$14.01
- d) expected price volatility of the company's shares: 30%
- e) expected dividend yield: 0%, and
- f) risk-free interest rate: 3.57% and 3.54%

The expected price volatility is based on the historic share price volatility of NEXTDC Limited.

	<b>30 June 2025</b>	30 June 2025
	<b>Number of Rights</b>	Average Fair Value
Granted during the year	<b>10,595,906</b>	\$2.55

### (e) Expenses arising from share-based payment transactions

	<b>30 June 2025</b>	30 June 2024
	<b>\$'000</b>	\$'000
Performance rights	<b>5,374</b>	3,316
Shares issued under employee share scheme	<b>318</b>	284
<b>Total expenses arising from share-based payment transactions</b>	<b>5,692</b>	<b>3,600</b>

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## Other

### 21 Income tax

#### (a) Income tax expense

	30 June 2025 \$'000	30 June 2024 \$'000
<i>Deferred income tax</i>		
Decrease/(increase) in deferred tax assets less deferred tax credited to equity	5,214	6,270
Increase/(decrease) in deferred tax liabilities less deferred tax credited to equity	<b>(3,340)</b>	1,570
<b>Sub-total</b>	<b>1,874</b>	<b>7,840</b>
Income tax (benefit)/expense is attributable to:		
Profit/(loss) from continuing operations	<b>1,874</b>	7,840
	<b>1,874</b>	<b>7,840</b>

#### (b) Numerical reconciliation of income tax expense to prima facie tax payable

	30 June 2025 \$'000	30 June 2024 \$'000
Profit/(loss) from continuing operations before income tax expense	<b>(58,669)</b>	(36,306)
Tax at the Australian tax rate of 30%	<b>(17,601)</b>	(10,892)
<i>Tax effect of amounts which are not deductible (taxable) in calculating taxable income:</i>		
Share based payments	<b>(6,142)</b>	771
Prior period adjustments	<b>(112)</b>	(64)
Derecognition of temporary differences on current year tax losses	<b>6,468</b>	9,138
Current year capital loss not recognised	<b>8,243</b>	-
Derecognition/(re-recognition) of temporary differences	<b>10,660</b>	8,899
Permanent differences (excluding prior period adjustments and share based payments)	<b>358</b>	(12)
<b>Income tax expense</b>	<b>1,874</b>	<b>7,840</b>

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 21 Income tax (continued)

### (c) Amounts recognised directly in equity

	<b>30 June 2025 \$'000</b>	30 June 2024 \$'000
Aggregate current and deferred tax arising in the reporting period and not recognised in net profit or loss or other comprehensive income but directly debited or credited to equity:		
Deferred tax credited/(debited) directly to equity	<u>(1,874)</u>	<u>(7,840)</u>

### (d) Tax losses

	<b>30 June 2025 \$'000</b>	30 June 2024 \$'000
Unused tax losses for which no deferred tax asset has been recognised	<b>127,212</b>	106,860
Potential tax benefit @ 30.0%	<b>38,164</b>	32,058

### Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in Australia. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Group has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Consolidated Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 22 Deferred tax

### (a) Deferred tax assets

	30 June 2025 \$'000	30 June 2024 \$'000
<b>The balance comprises temporary differences attributable to:</b>		
Tax losses	38,164	32,058
Black-hole expenditure deductible in future years	1,341	1,762
Property, plant and equipment	3,728	3,176
Lease liabilities	23,524	23,919
Employee benefits	4,978	3,651
Investment in associate	-	6,728
Loss allowances	253	290
Expenses deductible in future years	3,800	1,331
Revenue received in advance	26,854	18,288
R&D offsets	2,046	2,046
Capital losses	8,243	-
<b>Total deferred tax assets</b>	<b>112,931</b>	<b>93,249</b>
Set-off of deferred tax liabilities pursuant to set-off provisions (Note 22(b))	(44,199)	(49,414)
Deferred tax assets not recognised	(68,732)	(43,835)
<b>Net deferred tax assets</b>	<b>-</b>	<b>-</b>

Deferred tax assets may be a combination of unused tax losses, offsets and timing differences based on management's foreseeable forecasts, to the extent that it is probable that taxable profit will be available against which the losses, offsets and timing differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

In FY20 the Group derecognised deferred tax assets in relation to carry-forward tax losses and temporary differences as it believed they no longer met the requirement to be recognised, stemming from the impact that the recent growth and expansion activity has had on taxable profits. Despite the derecognition, these carry-forward tax losses and offsets can be carried forward indefinitely and have no expiry date.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 22 Deferred tax (continued)

### (b) Deferred tax liabilities

	30 June 2025 \$'000	30 June 2024 \$'000
<b>The balance comprises temporary differences attributable to:</b>		
Borrowings	-	3,851
Lease assets	26,482	24,156
Property, plant and equipment	17,466	17,516
Derivative - Ineffective (P&L)	-	1,768
Derivative - FV (Equity)	251	2,123
<b>Total deferred tax liabilities</b>	<b>44,199</b>	<b>49,414</b>
Set-off of deferred tax liabilities pursuant to set-off provisions (Note 22(a))	<b>(44,199)</b>	<b>(49,414)</b>
<b>Net deferred tax liabilities</b>	<b>-</b>	<b>-</b>

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 23 Cash flow information

### (a) Reconciliation of profit after income tax to net cash inflow from operating activities

	30 June 2025 \$'000	30 June 2024 \$'000
<b>Profit/(loss) for the year after income tax</b>	<b>(60,543)</b>	<b>(44,146)</b>
Depreciation and amortisation	208,407	167,699
Non-cash finance costs	8,471	9,251
Non-cash employee benefits expense share-based payments	6,092	3,955
Unrealised (gain)/loss	906	(853)
Income tax expense/(benefit)	1,874	7,840
Impairment of investment in associate	3,237	-
Share of loss on investment in associate	1,813	6,592
Effect of changes in exchange rate	(48)	22
<b>CHANGE IN OPERATING ASSETS AND LIABILITIES</b>		
(Increase)/decrease in trade and other receivables	6,724	(4,371)
(Increase)/decrease in prepayments and other current assets	(2,372)	(229)
(Increase)/decrease in interest receivable	4,370	(3,249)
(Increase)/decrease in cash used in bank guarantee	9,781	(626)
(Increase)/decrease in other assets	(596)	(1,292)
(Increase)/decrease in GST	(189)	(8,081)
(Increase)/decrease in customer incentives	(11,466)	(3,851)
Increase/(decrease) in trade and other payables	1,281	(1,829)
Increase/(decrease) in other operating liabilities	11,637	(3,386)
Increase/(decrease) in employee entitlements	4,318	948
Increase/(decrease) in interest payable	383	390
Increase/(decrease) in revenue in advance	28,557	4,006
<b>Net cash inflow from operating activities</b>	<b>222,637</b>	<b>128,790</b>

### (b) Net debt reconciliation

	30 June 2025 \$'000	30 June 2024 \$'000
<b>Net debt</b>		
Cash and cash equivalents	243,688	1,236,192
Borrowings - repayable within one year	(7,396)	(4,814)
Borrowings - repayable after one year	(1,210,236)	(1,437,296)
<b>Net debt</b>	<b>(973,944)</b>	<b>(205,918)</b>
Cash and liquid investments	243,688	1,236,192
Gross debt - fixed interest rates	(90,067)	(66,757)
Gross debt - variable interest rates	(1,127,565)	(1,375,353)
<b>Net debt</b>	<b>(973,944)</b>	<b>(205,918)</b>

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Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 23 Cash flow information (continued)

### (b) Net debt reconciliation (continued)

	Other	Liabilities from financing activities				Total \$'000
	assets	Leases due within 1 year \$'000	Leases due after 1 year \$'000	Borrow. due within 1 year \$'000	Borrow. due after 1 year \$'000	
<b>Net debt as at 1 July 2023</b>	765,841	(6,681)	(69,963)	8,727	(1,340,399)	(642,475)
Financing cash flows	470,351	-	-	-	-	470,351
Other non-cash movements	-	(375)	(2,710)	(6,485)	(24,224)	(33,794)
<b>Net debt as at 30 June 2024</b>	<u>1,236,192</u>	<u>(7,056)</u>	<u>(72,673)</u>	<u>2,242</u>	<u>(1,364,623)</u>	<u>(205,918)</u>
Financing cash flows	(992,504)	-	-	-	252,000	(740,504)
Other non-cash movements	-	(645)	1,736	(1,936)	(26,677)	(27,522)
<b>Net debt as at 30 June 2025</b>	<u>243,688</u>	<u>(7,701)</u>	<u>(70,937)</u>	<u>306</u>	<u>(1,139,300)</u>	<u>(973,944)</u>

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 24 Remuneration of auditors

During the year the following fees were paid or payable for services provided by PricewaterhouseCoopers Australia as the auditor of the parent entity, NEXTDC Limited, by PricewaterhouseCoopers related network firms and by non-related audit firms:

### (a) PwC Australia

	2025 \$	2024 \$
Audit and other assurance services		
Audit and review of financial statements	855,478	725,782
Other assurance services	59,160	51,000
<b>Total remuneration for audit and other assurance services</b>	<b>914,638</b>	<b>776,782</b>
Other services		
Transaction and advisory services	100,000	35,300
<b>Total services provided by PwC Australia</b>	<b>1,014,638</b>	<b>812,082</b>

### (b) Network firms of PwC Australia

Audit and other assurance services		
Audit and review of financial statements	52,475	32,662
Other assurance services	3,631	2,557
<b>Total remuneration of network firms of PwC Australia</b>	<b>56,106</b>	<b>35,219</b>

### (c) Non-PwC audit firms

NEXTDC Limited did not engage with any non-PwC audit firms.

<b>Total services provided by PwC</b>	<b>1,070,744</b>	<b>847,301</b>
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Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 25 Interests in other entities

### (a) Material subsidiaries

The Group's principal subsidiaries at 30 June 2025 are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group.

Name of entity	Place of business/ country of incorporation	Ownership interest held by the group		Principal activities
		2025 %	2024 %	
NEXTDC Holdings Trust No. 1	Australia	100	100	Property Holding Company
NEXTDC Holdings No. 1 Pty Ltd	Australia	100	100	Property Holding Company
NEXTDC Holdings Trust No. 3	Australia	100	100	Property Holding Company
NEXTDC Holdings No. 3 Pty Ltd	Australia	100	100	Property Holding Company
NEXTDC Ventures Pty Ltd	Australia	100	100	Investment Holding Company
NEXTDC Ventures Holdings No. 1 Pty Ltd	Australia	100	100	Property Holding Company
NEXTDC New Zealand Limited	New Zealand	100	100	Property Holding Company
NEXTDC New Zealand Holdings Limited	New Zealand	100	100	Property Holding Company
NEXTDC Holdings Trust No. 4	Australia	100	100	Property Holding Company
NSC Sub Trust	Australia	100	100	Property Holding Company
NEXTDC SDN. BHD.	Malaysia	100	100	Property Holding Company
Horsley Park Property Pty Ltd	Australia	100	100	Property Holding Company
NEXTDC PTE. LTD.	Singapore	100	100	Property Holding Company

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 25 Interests in other entities (continued)

### (b) Interests in associates and joint ventures

#### (i) Significant judgement: existence of significant influence

On 22 November 2021, NEXTDC Limited acquired a 19.99% interest in an ASX listed entity, Sovereign Cloud Holdings (ASX: SOV), via an upfront placement of \$12.4 million. Following the placement, NEXTDC acquired a further \$4.5 million in shares via a follow-on pro rata entitlement offer to maintain its 19.99% shareholding. Transaction costs of \$1.1 million incurred as part of the acquisition were capitalised against the investment.

Following acquisition, NEXTDC Limited was entitled to one seat on the board of Sovereign Cloud Holdings and participated in all significant financial and operating decisions.

On 29 June 2023, NEXTDC Limited acquired a further \$4.0m in shares via a pro-rata non-renounceable entitlement offer, increasing its shareholding to 33.61%. With the increased ownership and continued board seat, the Group maintained that it had significant influence over this entity.

During the year to 30 June 2024, NEXTDC made a further \$12.5 million investment into Sovereign Cloud Holdings via participation in an accelerated renounceable entitlement offer, bringing its shareholding to 31.96% at 30 June 2024.

On 31 January 2025, NEXTDC disposed of its 31.96% holding in AUCyber Limited (ASX: CYB) (formerly Sovereign Cloud Holdings (ASX: SOV)) for proceeds of \$7.1 million.

#### (ii) Summarised financial information for associates and joint ventures

The table below provides summarised financial information for those associates that are material to the Group. The information disclosed reflects the amounts presented in the financial statements of the relevant associates and not NEXTDC Limited's share of those amounts. They have been amended to reflect adjustments made when using the equity method, including fair value adjustments and modifications for differences in accounting policy.

	30 June 2025 \$'000	30 June 2024 \$'000
<b>Reconciliation of carrying value of investment</b>		
Opening balance	12,137	6,271
Additions/(disposals)	(7,087)	12,458
Share of loss	(1,813)	(6,592)
Impairment charge (iii)	(3,237)	-
<b>Carrying amount</b>	<u>-</u>	<u>12,137</u>

#### (iii) Impairment

NEXTDC's 31.96% stake in AUCyber Limited (ASX: CYB) was assessed for impairment during the half-year to 31 December 2024, and an impairment charge of \$3.2 million was recorded. No further impairment charge was recorded prior to NEXTDC's disposal of the investment on 31 January 2025.

### (c) Transactions with related parties

During the period, prior to disposal of investment in AUCyber Limited on 31 January 2025, NEXTDC provided services to associates of \$412,041. The current receivables balance in relation to these transactions was nil at 30 June 2025. All transactions occurred under standard commercial trade and conditions.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 26 Parent entity financial information

The individual consolidated financial statements for the parent entity, NEXTDC Limited, show the following aggregate amounts:

	30 June 2025 \$'000	30 June 2024 \$'000
Current assets	200,707	1,316,043
Non-current assets	5,299,608	3,699,889
<b>TOTAL ASSETS</b>	<b>5,500,315</b>	<b>5,015,932</b>
Current liabilities	239,625	146,074
Non-current liabilities	1,279,015	1,499,005
<b>TOTAL LIABILITIES</b>	<b>1,518,640</b>	<b>1,645,079</b>
<b>NET ASSETS</b>	<b>3,981,675</b>	<b>3,370,853</b>
Shareholders' equity		
Contributed equity	4,336,990	3,667,117
Reserves	2,159	20,260
Retained earnings	(357,474)	(316,524)
<b>TOTAL EQUITY</b>	<b>3,981,675</b>	<b>3,370,853</b>
Profit/(loss) for the year after tax	(40,950)	(28,154)
Total comprehensive income/(loss) for the year	(40,950)	(28,154)

### (a) Reserves

Due to the requirements of accounting standards, the loan provided by NEXTDC Limited (parent entity) to NEXTDC Share Plan Pty Ltd requires the loan in respect of the loan funded share plan to be recorded as an issue of treasury shares and a corresponding debit to equity (treasury share reserve).

### (b) Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

As at 30 June 2025, NEXTDC Limited did not have any guarantees in relation to the debts of subsidiaries.

### (c) Contingent liabilities of NEXTDC Limited (parent entity)

The parent entity did not have any contingent liabilities as at 30 June 2025 or 30 June 2024.

### (d) Contractual commitments by NEXTDC for the acquisition of property, plant and equipment

As at 30 June 2025, of the contractual commitments detailed in Note 16, \$745.4 million (2024: \$656.9 million) relate to NEXTDC Limited as parent entity.

### (e) Determining the parent entity financial information

The financial information for the parent entity has been prepared on the same basis as the consolidated financial statements, except as set out below.

#### (i) Tax consolidation legislation

NEXTDC Limited and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation.

The head entity, NEXTDC Limited, and the controlled entities in the tax consolidated Group account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated Group continues to be a stand-alone taxpayer in its own right.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 26 Parent entity financial information (continued)

### (e) Determining the parent entity financial information (continued)

#### (i) Tax consolidation legislation (continued)

In addition to its own current and deferred tax amounts, NEXTDC Limited also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated Group.

The entities have also entered into a tax funding agreement under which the wholly-owned entities fully compensate NEXTDC Limited for any current tax payable assumed and are compensated by NEXTDC Limited for any current tax receivable and deferred tax assets relating to unused tax losses or unused tax credits that are transferred to NEXTDC Limited under the tax consolidation legislation. The funding amounts are determined by reference to the amounts recognised in the wholly-owned entities' consolidated financial statements.

The amounts receivable/payable under the tax funding agreement are due upon receipt of the funding advice from the head entity, which is issued as soon as practicable after the end of each financial year. The head entity may also require payment of interim funding amounts to assist with its obligations to pay tax instalments.

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as current amounts receivable from or payable to other entities in the Group.

Any difference between the amounts assumed and amounts receivable or payable under the tax funding agreement are recognised as a contribution to (or distribution from) wholly-owned tax consolidated entities.

#### (ii) Investments in subsidiaries, associates and joint venture entities

Investments in subsidiaries are accounted for at cost in the consolidated financial statements of NEXTDC Limited.

## 27 Summary of material accounting policies

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The consolidated financial statements are for the consolidated entity consisting of NEXTDC Limited and its subsidiaries. NEXTDC is a public company limited by shares, incorporated and domiciled in Australia.

### (a) Reporting Period and Comparative information

These consolidated financial statements cover the period 1 July 2024 to 30 June 2025. The comparative reporting period is 1 July 2023 to 30 June 2024.

### (b) Basis of preparation

This general purpose financial report has been prepared in accordance with Australian Accounting Standards and interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*. NEXTDC Limited is a for-profit entity for the purpose of preparing the consolidated financial statements.

#### (i) Compliance with IFRS

The consolidated financial statements of the NEXTDC Group also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

The consolidated financial statements were authorised for issue by the Board of Directors on the date the Directors' Report is signed. The Directors have the power to amend and reissue the consolidated financial statements.

#### (ii) New and amended standards adopted by the Group

None of the new standards and amendments to standards that are mandatory for the first time for the financial year beginning 1 July 2024 affected any of the amounts recognised in the current period or any prior period and are not likely to affect future periods.

#### (iii) Historical cost convention

These consolidated financial statements have been prepared under the historical cost convention, except for derivatives measured at fair value.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 27 Summary of material accounting policies (continued)

### (b) Basis of preparation (continued)

(iii) *Historical cost convention (continued)*

(iv) *New standards and interpretations not yet adopted*

There are no standards that are not yet effective that would be expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

### (c) Critical accounting estimates

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be wrong.

(i) *Deferred taxation*

Deferred tax assets may be a combination of unused tax losses, offsets and timing differences based on management's foreseeable forecasts, to the extent that it is probable that taxable profit will be available against which the losses, offsets and timing differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

The Group previously derecognised deferred tax assets in relation to carry-forward tax losses and temporary differences as it believed they no longer met the requirement to be recognised, stemming from the impact that the recent growth and expansion activity has had on taxable profits. Despite the derecognition, these carry-forward tax losses and offsets can be carried forward indefinitely and have no expiry date.

(ii) *Income taxes*

The Group is subject to income taxes in the jurisdictions in which it operates. Judgement is required in determining the provision for income taxes. There are certain transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Group estimates its tax liabilities based on the Group's understanding of the tax law. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

(iii) *Leases*

The Group is required to determine the measurement of lease liabilities based on the present value of remaining lease payments, discounted using the Group's incremental borrowing rate at commencement date. Judgement is required in determining an appropriate incremental borrowing rate, and the Group has determined the rate based on the effective interest rate of its most recent borrowings, adjusted to the specific term of each lease. In determining the lease term, management considered all relevant facts and circumstances that create an economic incentive to either exercise an extension option, or not exercise a termination option. Extension options are only included in the lease term if it is reasonably certain to be extended. The assessment is reviewed if a significant event or significant change in circumstances occurs which affects this assessment, and that is within the control of the lessee.

(iv) *Revenue from contracts with customers*

Key judgements in the recognition of revenue from contracts with customers include the identification of performance obligations within the contracts, allocation of the transaction price within the contract to the identified performance obligations, treatment of the upfront project fees and treatment of any variable consideration subsequent to initial commencement. Refer to Note 4 for further details.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 27 Summary of material accounting policies (continued)

### (c) Critical accounting estimates (continued)

#### (v) Impairment

Assessment of indicators of impairment and the determination of CGUs for impairment purposes require significant management judgment. Indicators of impairment may include changes in the Group's operating and economic assumptions or possible impacts from emerging risks such as climate change and the transition to a low carbon economy. Considering the location and nature of the Group's assets as well as the continued focus on operational resilience and business continuity programs, at this stage, NEXTDC does not consider the potential impacts of climate change and the transition to a low carbon economy to be an impairment indicator.

#### (vi) Capitalised borrowing costs

The Group is required to capitalise borrowing costs on qualifying assets that take a substantial period of time to complete. Key judgements in this process include determining what constitutes a qualifying asset and the timing of commencement and cessation of capitalisation. The Group defines a substantial period of time as greater than 12 months. The capitalisation of borrowing costs commences when expenditures for the asset are being incurred, borrowing costs are being incurred, and activities necessary to prepare the asset for its intended use or sale are in progress. Capitalisation ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

### (d) Employee Share Trust

The Group has formed two entities to administer the Group's employee share schemes. The trusts are consolidated, as the substance of the relationships are that the trusts are controlled by the Group. Shares held by NEXTDC Share Plan Pty Ltd and NEXTDC Employee Share Plan Trust are disclosed as treasury shares and deducted from contributed equity.

### (e) Share-based payments reserve

The share-based payments reserve is used to recognise:

- the grant date fair value of long-term incentives issued to participants
- the grant date fair value of shares issued to participants
- the issue of shares held by NEXTDC Share Plan Pty Ltd and NEXTDC Employee Share Plan Trust

### (f) Functional and presentation currency

These consolidated financial statements are presented in Australian dollars, which is the Group's functional currency.

### (g) Impairment of assets

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Consideration has been given to the potential financial impacts of climate change related risks on the carrying value of the Group's assets through a qualitative review of the Group's climate change risks and mitigating actions. This review did not identify any material financial reporting impacts.

## 27 Summary of material accounting policies (continued)

### (h) Cash and cash equivalents

For the purpose of presentation in the Consolidated Statement of Cash Flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### (i) Investments and other financial assets

#### (i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or in OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to present subsequent changes in fair value in other comprehensive income.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

#### (ii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

#### Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented a separate line item in the consolidated income statement.
- **FVOCI:** assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented a separate line item in the consolidated income statement.
- **FVTPL:** assets that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. A gain or loss on a debt instrument that is subsequently measured at FVTPL is recognised in profit or loss and presented net within other gains/(losses) in the year in which it arises.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 27 Summary of material accounting policies (continued)

### (i) Investments and other financial assets (continued)

#### (ii) Measurement (continued)

##### Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the consolidated income statement as applicable.

#### (iii) Impairment

The group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the group applies the simplified approach permitted by AASB 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see note 14 for further details.

### (j) Derivatives and hedging activities

#### (i) Classification of derivatives

Derivatives are only used for economic hedging purposes and not as speculative investments. However, where derivatives do not meet the hedge accounting criteria, they are classified as 'held for trading' for accounting purposes and are accounted for at fair value through profit or loss. They are presented as current assets or liabilities to the extent they are expected to be settled within 12 months after the end of the reporting period.

The Group designates derivatives as hedges of a particular risk associated with the cash flows of recognised assets and liabilities and highly probably forecast transactions (cash flow hedge). At inception of the hedge relationship, the Group documents the economic relationship between hedging instruments and hedged items including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items. The Group documents its risk management objective and strategy for undertaking its hedge transactions.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the cash flow hedge reserve within equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, within other gains/(losses).

The Group designates interest rate swaps as cash flow hedges of highly probable forecast interest. The interest rate swaps have floor options embedded within; in this case the Group designates only the intrinsic value of the options as the hedging instrument.

Gains or losses relating to the effective portion of the change in intrinsic value of the options are recognised in the cash flow hedge reserve within equity. The changes in the fair value of the aligned time value of the option are recognised in other comprehensive income and accumulated in the cost of hedging reserve. If the hedged item is transaction-related, the time value is reclassified to profit or loss when the hedged item affects profit or loss.

If the hedged item is time period related, then the amount accumulated in the cost of hedging reserve is reclassified to profit or loss on a rational basis. Those reclassified amounts are recognised in profit or loss in the same line as the hedged item. If the hedged item is a non-financial item, then the amount accumulated in the cost of hedging reserve is removed directly from equity and included in the initial carrying amount of the recognised non-financial item. Furthermore, if the Group expects that some or all of the loss accumulated in cost of hedging reserve will not be recovered in the future, that amount is immediately reclassified to profit or loss.

## 27 Summary of material accounting policies (continued)

### (j) Derivatives and hedging activities (continued)

#### (ii) Fair value measurement

The fair value of the interest rate swaps which the Group has entered into are not traded in an active market (for example, over-the-counter derivatives), and are determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. Given all significant inputs required to fair value these interest rate swaps are observable, the instrument is classified as level 2.

### (k) Provisions

Provisions for asset replacement and make good obligations are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations might be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting year. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

### (l) Employee benefits

#### (i) Short-term Obligations

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within 12 months after the end of each reporting period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liability for annual leave is recognised in payables.

#### (ii) Other long-term employee benefit Obligations

The liability for long service leave and annual leave which is not expected to be settled within 12 months after the end of the reporting period in which the employees render the related service is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the end of the reporting period on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

#### (iii) Share-based Payments

Share-based compensation benefits are provided to participants via the Long Term Incentive Plan.

The fair value of performance rights is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value granted, which includes any market performance conditions and the impact of any non-vesting conditions but excludes the impact of any service and non-market performance vesting conditions.

Non-market vesting conditions are included in the assumptions. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Group revises its estimates of the number of rights that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in the Consolidated Statement of Comprehensive Income, with a corresponding adjustment to equity.

Notes to the Consolidated Financial Report  
30 June 2025  
(continued)

## 27 Summary of material accounting policies (continued)

### (m) Rounding of amounts

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, relating to the 'rounding off' of amounts in the consolidated financial statements. Amounts in the consolidated financial statements have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, to the nearest dollar.

### (n) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the Consolidated Balance Sheet.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

### (o) Parent entity financial information

The financial information for the parent entity, NEXTDC Limited, disclosed in note 26 has been prepared on the same basis as the consolidated financial statements.

### (p) Assets in the course of construction

Assets in the course of construction are shown at historical cost. Historical cost includes directly attributable expenditure, including deposits paid on long lead time items, and the capitalisation of interest costs, on data centre facilities which at reporting date, have not yet been finalised and/or ready for use. Assets in the course of construction are not depreciated.

Assets in the course of construction are transferred to property, plant and equipment upon successful testing and commissioning.

### (q) Revenue received in advance

Revenue received in advance primarily relates to the advance consideration received from customers in relation to project fees and service credits, for which revenue is recognised over time. Refer to Note 4 (b) for details in relation to the revenue recognition policy for project fees and service credits.

### (r) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

**Consolidated entity disclosure statement  
30 June 2025**

As at 30 June 2025						
Name of entity	Type of entity	Trustee, partner or participant in JV	% of share capital	Place of incorporation	Australian resident	Foreign jurisdictions
NEXTDC Limited	Body corporate	-	100	Australia	Yes	n/a
NEXTDC Holdings No. 1 Pty Limited	Body corporate	-	100	Australia	Yes	n/a
NEXTDC Holdings No. 2 Pty Limited	Body corporate	-	100	Australia	Yes	n/a
NEXTDC Holdings No. 3 Pty Limited	Body corporate	-	100	Australia	Yes	n/a
AXON Systems Pty Ltd	Body corporate	-	100	Australia	Yes	n/a
NEXTDC Share Plan Pty Ltd	Body corporate	-	100	Australia	Yes	n/a
ONEDC Software Pty Ltd	Body corporate	-	100	Australia	Yes	n/a
NEXTDC PTE. LTD.	Body corporate	-	100	Singapore	No	Singapore
NEXTDC 株式会社	Body corporate	-	100	Japan	No	Japan
NEXTDC Holdings Trust No. 1	Trust	Trustee	100	Australia	Yes	n/a
NEXTDC Holdings Trust No. 2	Trust	Trustee	100	Australia	Yes	n/a
NEXTDC Holdings Trust No. 3	Trust	Trustee	100	Australia	Yes	n/a
NEXTDC Holdings Trust No. 4	Trust	Trustee	100	Australia	Yes	n/a
Horsley Park Developments Pty Ltd	Body corporate	-	100	Australia	Yes	n/a
NEXTDC Sdn. Bhd.	Body corporate	-	100	Malaysia	No	Malaysia
NEXTDC VENTURES PTY LTD	Body corporate	-	100	Australia	Yes	n/a
NEXTDC VENTURES HOLDINGS NO.1 PTY LTD	Body corporate	-	100	Australia	Yes	n/a
CRYPTDC PTY LTD	Body corporate	-	100	Australia	Yes	n/a

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**Consolidated entity disclosure statement**  
**30 June 2025**  
**(continued)**

NEXTDC New Zealand Holdings Limited	Body corporate	-	100	New Zealand	No	New Zealand
NEXTDC New Zealand Limited	Body corporate	-	100	New Zealand	No	New Zealand
NEXTDC Property SPV Pty Ltd	Body corporate	-	100	Australia	Yes	n/a
NSC Sub Trust	Trust	Trustee	100	Australia	Yes	n/a
Horsley Park Property Pty Ltd	Body corporate	-	100	Australia	Yes	n/a
PT NEXTDC Indonesia	Body corporate	-	100	Indonesia	No	Indonesia
NEXTDC Holdings (Thailand) Co., Ltd	Body corporate	-	100	Thailand	No	Thailand

*(i) Basis of preparation*

This consolidated entity disclosure statement (CEDS) has been prepared in accordance with the Corporations Act 2001 and includes information for each entity that was part of the consolidated entity as at the end of the financial year in accordance with AASB 10 Consolidated Financial Statements.

*(ii) Determination of tax residency*

Section 295 (3A)(vi) of the Corporation Act 2001 defines tax residency as having the meaning in the Income Tax Assessment Act 1997. The determination of tax residency involves judgement as there are different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the consolidated entity has applied the following interpretations:

• Australian tax residency

The consolidated entity has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5

• Foreign tax residency

Where necessary, the consolidated entity has used independent tax advisers in foreign jurisdictions to assist in its determination of tax residency to ensure applicable foreign tax legislation has been complied with (see section 295(3A)(vii) of the Corporations Act 2001).

*(iii) Partnerships and trusts*

For the purpose of this CEDS, Trust type entities listed in disclosure statement are determined to be Australia residents as they are resident trust estates within the meaning of Division 6 of Part III of the Income Tax Assessment Act 1936.

# Directors' Declaration

Directors' Declaration  
30 June 2025

**In the Directors' opinion:**

- (a) the consolidated financial statements and notes set out on pages 64 to 119 are in accordance with the *Corporations Act 2001*, including:
  - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements, and
  - (ii) giving a true and fair view of the consolidated entity's financial position as at 30 June 2025 and of its performance for the financial year ended on that date, and
- (b) the consolidated entity disclosure statement on pages 120 to 121 is true and correct, and
- (c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Note 27 confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given the declarations by the chief executive officer and chief financial officer required by section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of Directors.



Craig Scroggie  
Managing Director and Chief Executive Officer

28 August 2025

# Independent Auditor's Report



## Independent auditor's report

To the members of NEXTDC Limited

Report on the audit of the financial report

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### Our opinion

In our opinion:

The accompanying financial report of NEXTDC Limited (the Company) and its controlled entities (together the Group) is in accordance with the *Corporations Act 2001*, including:

- a. giving a true and fair view of the Group's financial position as at 30 June 2025 and of its financial performance for the year then ended
- b. complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

### What we have audited

The financial report comprises:

- the consolidated balance sheet as at 30 June 2025
- the consolidated statement of comprehensive income for the year then ended
- the consolidated statement of changes in equity for the year then ended
- the consolidated statement of cash flows for the year then ended
- the notes to the consolidated financial statements, including material accounting policy information and other explanatory information
- the consolidated entity disclosure statement as at 30 June 2025
- the directors' declaration.

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GPO BOX 2650, SYDNEY NSW 2001  
T: +61 2 8266 0000, F: +61 2 8266 9999, [www.pwc.com.au](http://www.pwc.com.au)  
Level 11, 1PSQ, 169 Macquarie Street, PARRAMATTA NSW 2150,  
PO Box 1155 PARRAMATTA NSW 2124  
T: +61 2 9659 2476, F: +61 2 8266 9999, [www.pwc.com.au](http://www.pwc.com.au)



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## Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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## Our audit approach

An audit is designed to provide reasonable assurance about whether the financial report is free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial report as a whole, taking into account the geographic and management structure of the Group, its accounting processes and controls and the industry in which it operates.

### Audit Scope

Our audit focused on where the Group made subjective judgements; for example, significant accounting estimates involving assumptions and inherently uncertain future events. In establishing the overall approach to the Group audit, we determined the type of work that needed to be performed by us, as the Group auditor.

NEXTDC Limited has data centres operating in capital cities as well as regional locations across Australia and is expanding internationally.



## Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. The key audit matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Further, any commentary on the outcomes of a particular audit procedure is made in that context. We communicated the key audit matters to the Audit and Risk Management Committee.

Key audit matter	How our audit addressed the key audit matter
<p><b>Data centre services revenue recognition</b> (Refer to note 4)</p> <p>The Group applies AASB 15 <i>Revenue from Contracts with Customers</i> (AASB 15) to account for the services it provides to its customers. Accounting for revenue recognition was a key audit matter due to the:</p> <ul style="list-style-type: none"> <li>• Significance of revenue and complexity involved in applying the requirements of AASB 15 given the number of revenue components and contracts with customers with bespoke terms and conditions, including recurring service fees, upfront project fees and service credits.</li> <li>• Judgements required by the Group in applying the requirements of AASB 15 such as: <ul style="list-style-type: none"> <li>– Identifying the performance obligation under its contracts with customers</li> <li>– Determining the transaction price, considering the terms in the contracts relating to recurring service fees, upfront project fees and service credits and</li> <li>– The method of allocating the transaction price in the contract to the performance obligations.</li> </ul> </li> </ul>	<p>Our audit procedures included evaluating the design and implementation of relevant controls relating to the revenue recognition process. It also included performance of the following procedures, amongst others:</p> <ul style="list-style-type: none"> <li>• Assessed whether the Group's accounting policies were in accordance with the requirements of AASB 15.</li> <li>• Evaluated the judgements made by the Group in applying the accounting policy by obtaining an understanding of the revenue components and considering the terms and conditions of a sample of contracts.</li> <li>• For a sample of contracts for each revenue component tested, we: <ul style="list-style-type: none"> <li>– developed an understanding of the key terms of the contract including parties, term dates, performance obligations, fees and payment terms</li> <li>– considered the Group's identification of performance obligations and allocation of the transaction price to the performance obligations</li> <li>– recalculated the amount of revenue which the Group has recognised, taking into account the terms of the contracts for recurring service fees, upfront project fees, and service credits and evaluated whether revenue had been recorded at the correct amount and in the correct financial period.</li> </ul> </li> <li>• Evaluated the reasonableness of the disclosures made in light of the requirements of Australian Accounting Standards.</li> </ul>



### Key audit matter

#### Accounting for property, plant and equipment

(Refer to note 9)

NEXTDC has continued to invest in new data centres during the period, and to expand its existing data centre infrastructure. These growth projects require significant capital outlay which results in the capitalisation of external and internal costs into property, plant and equipment.

As included in note 9, there has been a large amount of additions to and transfers from assets in the course of construction during the financial year.

Costs should be capitalised and depreciated in line with Australian Accounting Standards which outline the criteria required to be met for costs to be capitalised, and the treatment to be applied in the depreciation of the costs capitalised.

This was a key audit matter because of the:

- significance of the amount of additions during the financial year
- judgement involved in assessing whether internal costs meet the criteria for capitalisation
- judgement involved in assessing which assets meet the definition of a qualifying asset and the borrowing costs that are eligible for capitalisation and
- judgements applied in determining the appropriate timing of transfers from assets in the course of construction to the appropriate class of property plant and equipment, and the calculation of the depreciation expense.

### How our audit addressed the key audit matter

Our audit procedures included evaluating the design and implementation of relevant controls relating to the property, plant and equipment process. It also included testing a sample of individually large value additions and transfers, while the remaining balance was tested on a sample basis. We performed the following procedures, amongst others:

- Developed an understanding of and evaluated the Group's cost capitalisation policy.
- Assessed the processes implemented by the Group for the measurement of capitalised costs.
- Sample tested capitalised costs to related documentation, including assessing whether they meet the criteria for capitalisation with reference to Australian Accounting Standards.
- Assessed the accuracy and appropriateness of capitalisation of internal costs, in particular salaries and wages.
- Evaluated the appropriateness of which assets met the definition of a qualifying asset per AASB 123 *Borrowing Costs*.
- Assessed the appropriateness of the borrowing costs eligible for capitalisation and the accuracy of the resulting amount that was capitalised to the cost of a sample of qualifying assets.
- For a sample of assets, assessed the appropriateness of the timing and method of transfers from assets in the course of construction to the appropriate property, plant and equipment asset class, and recalculated the amount of depreciation that the Group had recognised.
- Evaluated the reasonableness of the disclosures made in light of the requirements of Australian Accounting Standards.

### Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report for the year ended 30 June 2025, but does not include the financial report and our auditor's report thereon.



Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon through our opinion on the financial report. We have issued a separate opinion on the remuneration report.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

---

### **Responsibilities of the directors for the financial report**

The directors of the Company are responsible for the preparation of the financial report in accordance with Australian Accounting Standards and the *Corporations Act 2001*, including giving a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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### **Auditor's responsibilities for the audit of the financial report**

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: [https://auasb.gov.au/media/bwvjcgre/ar1\\_2024.pdf](https://auasb.gov.au/media/bwvjcgre/ar1_2024.pdf). This description forms part of our auditor's report.



## Report on the remuneration report

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### Our opinion on the remuneration report

We have audited the remuneration report included in the directors' report for the year ended 30 June 2025.

In our opinion, the remuneration report of NEXTDC Limited for the year ended 30 June 2025 complies with section 300A of the *Corporations Act 2001*.

### Responsibilities

The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

A handwritten signature in black ink that reads 'PricewaterhouseCoopers'.

PricewaterhouseCoopers

A handwritten signature in black ink that reads 'Brett Entwistle'.

Brett Entwistle  
Partner

Sydney  
28 August 2025

# Shareholder Information

Shareholder Information  
30 June 2025

The following shareholder information was applicable as at 8 August 2025.

## Distribution of equity securities

Holding	Number of investors	Number of securities
100,001 and over	69	525,307,383
10,001 - 100,000	2,149	45,964,795
5,001 - 10,000	3,228	22,772,279
1,001 - 5,000	15,672	36,992,119
1 - 1000	27,300	9,379,514
<b>Total</b>	<b>48,418</b>	<b>640,416,090</b>
Unmarketable parcels	1,212	23,578

## Equity security holders

The names of the twenty largest holders of quoted equity securities are listed below:

Name	Number held	Percentage of issued shares
1. HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	203,410,820	31.76
2. J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	142,711,626	22.28
3. CITICORP NOMINEES PTY LIMITED	80,798,025	12.62
4. BNP PARIBAS NOMINEES PTY LTD <AGENCY LENDING A/C>	29,801,438	4.65
5. BNP PARIBAS NOMS PTY LTD	9,935,377	1.55
6. BNP PARIBAS NOMINEES PTY LTD <HUB24 CUSTODIAL SERV LTD>	8,241,119	1.29
7. NATIONAL NOMINEES LIMITED	6,907,205	1.08
8. HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED <NT-COMNWLTH SUPER CORP A/C>	5,408,946	0.84
9. UBS NOMINEES PTY LTD	3,731,462	0.58
10. NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	2,952,120	0.46
11. PACIFIC CUSTODIANS PTY LIMITED NXT EMP SHARE PLAN TST	2,860,445	0.45
12. AUSTRALIAN FOUNDATION INVESTMENT COMPANY LIMITED	2,565,625	0.40
13. CUSTODIAL SERVICES LIMITED <BENEFICIARIES HOLDING ACCOUNT>	2,518,473	0.39
14. BNP PARIBAS NOMS (NZ) LTD	2,447,364	0.38
15. MUTUAL TRUST PTY LTD	2,034,725	0.32
16. AUSTRALIAN FOUNDATION INVESTMENT COMPANY LIMITED	1,840,625	0.29
17. BNP PARIBAS NOMINEES PTY LTD <PITCHER PARTNERS>	1,740,365	0.27
18. HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	1,713,301	0.27
19. BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAIL CLIENT>	984,235	0.15
20. NETWEALTH INVESTMENTS LIMITED <SUPER SERVICES A/C>	979,412	0.15
	<b>513,582,708</b>	<b>80.18</b>

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Shareholder Information  
30 June 2025  
(continued)

<b>Unquoted equity securities</b>	<b>Number on issue</b>	<b>Number of holders</b>
Performance rights - issued in FY22	119,660	5
Performance rights - issued in FY23	666,083	31
Performance rights - issued in FY24	308,601	38
Performance rights - issued in FY25	289,676	41
Restricted rights - issued in FY24	277,616	38
Restricted rights - issued in FY25	261,771	41
GIP rights - issued in FY25	10,595,906	40
Deferred share rights - issued in FY25	39,379	3

#### **Substantial holders**

Substantial holders in the Company based on ASX lodgements up until 8 August 2025 are set out below:

<b>Substantial holders</b>	<b>Number held</b>	<b>Percentage of issued shares</b>
State Street Corporation	60,695,640	9.46%
AustralianSuper Pty Ltd	47,957,117	7.48%
BlackRock Group	33,310,861	5.25%
United Super Pty Ltd	32,035,296	5.00%

#### **Voting rights**

The voting rights attaching to each class of equity securities are set out below:

*(i) Ordinary shares*

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

*(ii) Performance rights, GIP rights and deferred share rights*

No voting rights.

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# Corporate Directory

NEXTDC Limited  
Corporate Directory

## Directors

Douglas Flynn  
*Chairman*  
Craig Scroggie  
*Managing Director and Chief Executive Officer*  
Stuart Davis  
*Non-Executive Director*  
Dr Gregory J Clark AC  
*Non-Executive Director*  
Stephen Smith  
*Non-Executive Director*  
Jennifer Lambert  
*Non-Executive Director*  
Dr Eileen Doyle  
*Non-Executive Director*  
Maria Leftakis  
*Non-Executive Director*

## Company secretary

Michael Helmer

## Registered office

20 Wharf St  
Brisbane Qld 4000  
Tel: +61 7 3177 4777

## Website address

[www.nextdc.com](http://www.nextdc.com)

## Auditor

PricewaterhouseCoopers  
One International Towers  
Watermans Quay  
Barangaroo  
Sydney NSW 2000  
(02) 8266 0000

## Solicitors

Herbert Smith Freehills  
ANZ Tower  
161 Castlereagh Street  
Sydney NSW 2000

King and Wood Mallesons  
Level 61, Governor Phillip Tower  
1 Farrer Place  
Sydney NSW 2000

## Share register

MUFG Corporate Markets  
Level 21, 10 Eagle Street  
Brisbane Qld 4000  
Tel: 1300 554 474 (in Australia)  
Tel: +61 (2) 8280 7111 (overseas)

## Stock exchange listing

NEXTDC Limited shares are listed on the Australian Securities Exchange (ASX) under ticker code NXT.

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**N E X T D C**

For any queries about NEXTDC's Annual Report please contact us at [investorrelations@nextdc.com](mailto:investorrelations@nextdc.com)