



GLOBAL DATA
CENTRE GROUP

Security Purchase Plan Offer Booklet

Global Data Centre Group:

360 Capital FM Limited (ABN 15 090 664 396) as the Responsible Entity for:

Global Data Centre Investment Fund (ARSN 635 566 531)

Global Data Centre Operations Fund (ARSN 638 320 420)

You should read this SPP Offer Booklet in full.

This is an important document offering Eligible Securityholders the opportunity to apply to purchase up to \$30,000 worth of New Securities without paying brokerage or transaction costs. Details of the SPP Offer and how to participate are set out in this SPP Offer Booklet. Applications for New Securities under the SPP must be received by 5.00pm (AEDT time), Friday, 8 October 2021. If you are unsure what to do, please contact your professional adviser.

This SPP Offer Booklet is not for release or distribution in the United States or, except with the consent of 360 Capital FM Limited (**Responsible Entity**) as the responsible entity of the Global Data Centre Group (the **Group**), elsewhere outside of Australia and New Zealand.

Key Events and Dates*

Event	Date
Record Date (for determining eligibility to participate in SPP Offer)	7:00pm (AEST) Friday, 10 September 2021
Announcement of SPP Offer	Monday, 13 September 2021
SPP Booklet lodged with ASX and sent to Eligible Securityholders	Monday, 20 September 2021
SPP Offer Opening Date	Monday, 20 September 2021
SPP Offer Closing Date	5.00pm (AEDT) Friday, 8 October 2021
Announcement of the number of New Securities to be issued under the SPP Offer and, if applicable, the outcome of any scaleback	Wednesday, 13 October 2021
Allotment and normal trading of New Securities under SPP Offer	Friday, 15 October 2021
Despatch of transaction confirmations and, if applicable, a direct credit deposit or refund cheque	Friday, 15 October 2021

*The Group reserves the right, in its discretion and with the prior consent of the JLMs, to vary these dates by making an announcement to the ASX. All references to a time above are references to AEST unless otherwise stated. Any changes to the timetable will be posted on 360 Capital's website at www.360capital.com.au.

Disclaimers

This SPP Offer Booklet and the accompanying Application Form has been prepared by 360 Capital FM Limited (ABN 15 090 664 396) as responsible entity of the Global Data Centre Group, the stapled entity comprising Global Data Centre Investment Fund (ARSN 635 566 531) and Global Data Centre Operations Fund (ARSN 638 320 420) (together the **Group**). 360 Capital Digital Management Pty Limited (ABN 58 632 422 916) is the investment manager of the Group. This SPP Offer Booklet and the accompanying Application Form has been prepared for publication in Australia and New Zealand only and may not be released or distributed in the United States or any jurisdiction outside Australia or New Zealand. This SPP Offer Booklet and the accompanying Application Form is not an offer to sell or a solicitation of an offer to subscribe or purchase New Securities. No action has been or will be taken that would permit a public offering of the New Securities in any jurisdiction. Recipients of this SPP Offer Booklet should inform themselves of the restrictions that apply in their own jurisdiction.

The SPP Offer Booklet and the accompanying Application Form do not constitute an offer to sell, or the solicitation of an offer to buy, securities in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation. In particular, this SPP Offer Booklet does not constitute (i) an offer to sell, or a solicitation of an offer to buy, any securities in the United States, or (ii) an offer of transferable securities to the public in New Zealand or elsewhere, and no action has been taken to permit such an offer.

The New Securities to be offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the **U.S. Securities Act**), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Securities may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States).

The New Securities are not being offered to the public within New Zealand other than to existing Securityholder of the Group with registered addresses in New Zealand to whom the SPP Offer may be lawfully made in reliance on the Financial Markets Conduct Act 2013. This SPP Offer Booklet has not been registered, filed with or approved by any regulatory authority of New Zealand. This SPP Offer Booklet and Application Form are not a product disclosure statement under New Zealand law and are not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

This SPP Offer Booklet has been prepared in compliance with Australian law. It does not constitute a prospectus, and it has not been submitted to, reviewed or approved by any regulatory authority of New Zealand or other jurisdiction.

Advice warning

The information in this SPP Offer Booklet is given in good faith and derived from sources believed to be accurate at the date of this SPP Booklet but no warranty of accuracy or reliability is given and no responsibility arising in any other way, including by reason of negligence for errors or omission herein is accepted by the Responsible Entity, the Group or their officers or employees.

This SPP Offer Booklet does not provide financial advice and is not a securities recommendation and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP Offer having regard to your investment objectives, financial situation or particular needs. Securityholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

In this SPP Offer Booklet, \$ refers to Australian dollars.

Letter from the Group Managing Director

20 September 2021

Dear Securityholder

On behalf of Global Data Centre Group (ASX: **GDC**), the stapled entity comprising Global Data Centre Investment Fund (ARSN 635 566 531) and Global Data Centre Operations Fund (ARSN 638 320 420), I am pleased to offer you the opportunity to participate in a security purchase plan (**SPP or SPP Offer**) which allows each Eligible Securityholder to subscribe for up to \$30,000 of new fully paid stapled units in the Group (**New Securities**).

The SPP aims to raise up to a maximum of \$5 million and is not underwritten. The Group reserves the right to increase the size of the SPP or scaleback applications under the SPP at its absolute sole discretion. The SPP follows the Group's announcement on Monday, 13 September 2021 that it had successfully raised approximately \$19 million via a placement of approximately 9.8 million New Securities to new and existing investors at an issue price of \$1.93 per New Security, representing a discount of 4.9% to the closing price of the Group's Securities of \$2.03 on Thursday, 9 September 2021 (**Institutional Placement**).

The SPP offers Eligible Securityholders the opportunity to participate in the capital raise at the price paid for New Securities under the Institutional Placement.

The funds raised from the Institutional Placement and SPP will primarily be used to provide growth capital to support the Group's pipeline of M&A opportunities and strategic investment initiatives.

The SPP Offer provides Eligible Securityholders with the ability to acquire New Securities for a total subscription value of up to \$30,000, the maximum amount permitted for this type of offer, at an issue price of \$1.93 per New Security (being the same price paid by investors in the Institutional Placement), without incurring any brokerage, commissions or other transaction costs.

The SPP Offer

The SPP Offer aims to raise up to a maximum of approximately \$5 million. The Responsible Entity may decide to accept applications (in whole or in part) that result in the SPP Offer raising more or less than \$5 million in its absolute sole discretion. If the total value of applications received is greater than \$5 million, the Responsible Entity may scaleback the number of New Securities that will be issued under this SPP Offer. In the event that a scaleback is applied, the Responsible Entity intends that the scaleback policy would take into account the size of your application and the number of New Securities you held as at 7.00pm (AEST time) on Friday, 10 September 2021 (**Record Date**).

You may be allocated fewer New Securities than the number for which you apply, in which case you will receive a corresponding refund of your application money without interest.

The SPP Offer provides Eligible Securityholders with an opportunity to apply to buy a parcel of New Securities in the Group valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000 at the issue price described above. The SPP Offer is not underwritten.

The SPP Offer is offered to all Eligible Securityholders, being registered holders on the Record Date with a registered address in Australia or New Zealand, and who are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that any such holder is acting for the account or benefit of a person in the United States, it is not participating in the SPP in respect of that person) and who meet certain other conditions as set out in the Terms and Conditions in this document. The SPP Offer is also open to Custodians who may participate on behalf of certain Eligible Beneficiaries on the Terms and Conditions set out in this document.

The SPP Offer opens at 9.00am (AEST time) on Monday, 20 September 2021, and is expected to close at 5.00pm (AEDT time) on Friday, 8 October 2021.

Participation in the SPP Offer is voluntary. All New Securities issued under the SPP Offer will rank equally with existing Securities and will carry the same voting rights and entitlement to receive future distributions. No brokerage or other transaction costs apply to purchases under the SPP Offer. The issue of New Securities under the SPP is expected to occur on or around Friday, 15 October 2021.

How to accept this offer

To apply for New Securities under the SPP Offer, please follow the instructions in the enclosed personalised Application Form.

To participate, you can either:

- 1 **Apply by BPAY®:** Apply by making a payment by BPAY®, which is recommended by the Registry in light of delays to postal services caused by the COVID-19 pandemic, as you do not need to return the enclosed Application Form if you pay with BPAY®. To do this, you must use the Reference Number shown on the Application Form, which is required to identify your holding. Contact your financial institution to make your payment from your cheque or savings account.

OR

- 2 **Apply using the enclosed Application Form:** Complete the Application Form, attach a cheque, bank draft or money order and submit your application in accordance with the instructions on the Application Form:
 - cheques, bank drafts and money orders should be made payable to “**Global Data Centre Investment Fund**” and crossed “**Not Negotiable**”; and
 - application forms together with application monies should be submitted in the reply paid envelope enclosed and mailed to:

Global Data Centre Group
C/- Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

If you are an Eligible Securityholder with a registered address in New Zealand, please follow the payment instructions provided separately by the Group's Registry (details below).

This letter and its attachments set out the details and Terms and Conditions of the SPP Offer. We encourage you to read the enclosed material and seek your own financial advice in relation to the SPP Offer before you decide whether to participate.

If you have any questions about the SPP Offer please contact the Group's Registry on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.15am and 5.30pm (AEST time, or AEDT time after 3 October 2021) Monday to Friday throughout the Offer Period.

On behalf of the Responsible Entity, we invite you to participate in the SPP Offer and thank you for your continued support of the Group.

Yours sincerely



David Yuile
Managing Director
Global Data Centre Group

Security Purchase Plan Terms and Conditions

Set out below are the terms and conditions of the SPP Offer which are binding on any Securityholder completing an Application Form or applying by BPAY®. The Application Form forms part of this document.

Capitalised terms used in these Terms and Conditions are both defined in the body of these Terms and Conditions as well as in Section 21.

Important Notices:

If you apply to participate in the SPP Offer by making a BPAY® payment or completing and returning the Application Form with a cheque or money order, you are accepting the risk that the market price of Securities may change between the Record Date, the date on which you send in an Application Form or make a BPAY® payment and the Issue Date. This means it is possible that, up to or after the Issue Date, you may be able to buy Securities on market at a lower price than the Issue Price.

By submitting your payment for New Securities via BPAY® you certify and represent to the Responsible Entity and the Group that the aggregate application money paid by you in any capacity (except as a Custodian) for the New Securities under your application and any other New Securities issued to you, or to a Custodian on your behalf and at your instruction, under the SPP or any similar arrangement operated by the Group in the 12 months before the date your application is received by the Group, is not more than \$30,000.

If you are an Eligible Securityholder with a registered address in New Zealand please follow the payment instructions provided separately by the Registry.

1. The SPP Offer

- (a) The SPP Offer is an invitation by the Responsible Entity to subscribe for New Securities in the Group at the Issue Price (see clause 5 below) per New Security.
- (b) All applications must be for \$1,000 or \$2,500 and then in increments of \$2,500 up to \$15,000 and increments of \$5,000 up to \$30,000. All applications are subject to scaleback in accordance with clause 15.
- (c) The maximum amount an Eligible Securityholder can apply for will be restricted to a cumulative total of \$30,000.
- (d) The SPP Offer is conducted in accordance with the requirements of ASIC Corporations (Share and Interest Purchase plans) Instrument 2019/547 (**ASIC SIPP Instrument**) which grants relief from the requirement to prepare a disclosure document for the SPP subject to certain terms and conditions.
- (e) **Participation in the SPP Offer is optional.**
- (f) The SPP Offer is made to each Eligible Securityholder on the same terms and conditions.
- (g) The offer under the SPP Offer is non-renounceable, which means you may not transfer your right to apply for New Securities under the SPP Offer to anyone else.

2. Opening and Closing Date of the SPP Offer

The SPP Offer opens at 9.00 am (AEST time) on Monday, 20 September 2021 and is scheduled to close at 5.00pm (AEDT time) on Friday, 8 October 2021. The Responsible Entity and Group reserves the right to change the Closing Date of the SPP Offer.

3. Eligible Securityholders

- (a) **(General)** You are eligible to participate in the SPP Offer (**Eligible Securityholder**) if you were a registered holder of Securities in the Group at the Record Date whose address in the Register of the Group is in Australia or New Zealand unless:
 - (i) you hold Securities on behalf of another person who resides outside Australia or New Zealand (in which case you are not able to participate on behalf of that person);
 - (ii) you are in the United States, or you are acting for the account or benefit of a person in the United States (in which case you are not able to participate on behalf of that person); or
 - (iii) you are ineligible to participate in the SPP Offer because of the aggregate limit explained in clause 4 below.

The Responsible Entity has determined that, because of foreign securities laws, it is not practical for holders of Securities with registered addresses outside Australia or New Zealand to participate in the SPP Offer although reserves the right to do so in specific circumstances.

- (b) **(Single Holders)** If you are the only registered holder of Securities, but you receive more than one offer under the SPP Offer (for example, due to multiple registered holdings), you may only apply for one maximum parcel of New Securities up to the value of \$30,000.
- (c) **(Joint Holders)** If you are recorded with one or more other persons as the joint holder of Securities, that joint holding is considered to be a single registered holding for the purposes of the SPP Offer and, subject to the conditions of eligibility set out in this clause 3, the joint holders are entitled to participate in the SPP Offer in respect of that single holding only. Any agreement, certification or acknowledgement (including under clause 12(e)) by one joint holder will be deemed to be given by each of the other joint holder(s). If the same joint holders receive more than one offer under the SPP Offer due to multiple registered holdings, the joint holders may only apply for New Securities up to a maximum of \$30,000.
- (d) **(Custodians, Trustees and Nominees)** Subject to these Terms and Conditions, Eligible Securityholders who are Custodians (as defined in clause 4 of the ASIC SIPP Instrument) may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian is holding Securities. If you are a Custodian within the definition of 'custodian' in the ASIC SIPP Instrument and you apply to acquire New Securities on behalf of one or more Beneficiaries, you must certify in writing to GDC a number of matters relating to such Beneficiaries in the form of a Custodian Certificate.

If you are a Custodian, please contact the Registry to obtain the form of Custodian Certificate that you are required to submit.

If you hold Securities as a trustee or nominee for another person, but are not a 'Custodian', you cannot participate for Beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Nominees and other trustees may not distribute any part of this document and may not permit any beneficial Securityholder to participate in the SPP, in any country outside Australia and New Zealand, except, with the consent of the Responsible Entity, to beneficial Securityholders resident in certain other countries where the Responsible Entity may determine it is lawful and practical to make the SPP available.

Nominees and other registered holders of Securities must not take up any New Securities on behalf of, or send any documents related to the SPP Offer (including this SPP Offer Booklet) to, any person in the United States or any person that is acting for the account or benefit of a person in the United States, nor any other country outside Australia and New Zealand. In the event that a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in the SPP in respect of that person. Failure to comply with these restrictions may result in violations of applicable securities laws.

- (e) **(Directors and employees of the Responsible Entity or the Group)** Directors and employees of the Responsible Entity or the Group who are Eligible Securityholders may participate in the SPP Offer.
- (f) **(Compliance with class order)** A registered holder of Securities will be ineligible to participate in the SPP Offer if their participation would be in breach of the ASIC SIPP Instrument.

4. How much can you invest?

- (a) Applications under the SPP Offer may only be made for the following amounts:

- (i) \$1,000
- (ii) \$2,500;
- (iii) \$5,000;
- (iv) \$7,500;
- (v) \$10,000;
- (vi) \$12,500;
- (vii) \$15,000;
- (viii) \$20,000;
- (ix) \$25,000; and
- (x) \$30,000.

- (b) The SPP Offer must comply with the limit in the ASIC SIPP Instrument. Under that legislative instrument, Eligible Securityholders may only acquire a maximum of \$30,000 worth of Securities under a Security Purchase Plan in any 12 month period. This means that you are not permitted to acquire more

than \$30,000 worth of Securities in aggregate, even if you receive more than one Application Form or hold Securities in more than one capacity (eg if you are both a sole and joint holder of Securities).

5. Issue Price of New Securities under the SPP Offer

- (a) The Issue Price per New Security under the SPP Offer will be \$1.93 (**Issue Price**), being the issue price paid by institutional investors under the Institutional Placement.
- (b) The market price or value of Securities is subject to market volatility. It may be higher or lower, at any time, than the Issue Price of the Securities you receive.
- (c) The market price may change between the date of this offer and the date when Securities are issued or allotted to you under the SPP Offer. If you apply to participate in the SPP Offer by completing and returning the Application Form (or otherwise making a valid application in accordance with these Terms and Conditions), you are accepting the risk that the market price of Securities may change between the time you make your application and the date that the Securities are allotted. This means it is possible that, up to or after the date when Securities are issued or allotted to you under the SPP Offer, you may be able to buy Securities on market at a lower price than the Issue Price. The Responsible Entity encourages you to seek your own financial advice regarding your participation in the SPP Offer.
- (d) The current market price of a Security can be obtained from the ASX website at www.asx.com.au (ASX code: GDC).
- (e) You agree to pay the Issue Price for each New Security determined under clause 6(c) or, if there is a scaleback, the number of Securities calculated under clause 15.
- (f) You acknowledge that the market price of New Securities may rise or fall between the date of this SPP Offer and the Issue Date, and that the effect of this is that the Issue Price you pay for the New Securities may exceed the market price of Securities on the Issue Date.

6. Applying for New Securities

- (a) Eligible Securityholders may apply to purchase a parcel of New Securities above a minimum of \$1,000 and only for an amount of \$1,000, \$2500 and then in increments of \$2,500 up to a maximum of \$15,000 and increments of \$5,000 up to \$30,000. If you are an Eligible Securityholder and wish to participate in the SPP Offer, you must follow the instructions on the Application Form and:
 - (i) make a payment by BPAY® equivalent to the value of the parcel of New Securities you wish to apply for, by using your customer reference number (which is required to identify your holding) and the biller code, which are both on your personalised Application Form; or
 - (ii) complete and submit your Application Form (and make each representation in clause 12 incorporated by reference in such Application Form) and provide a cheque or money order made payable to "Global Data Centre Investment Fund" and submit it by mail in accordance with the instructions on the Application Form,

so that it is received by the Registry by 5.00pm (AEDT time) on the Closing Date.

If you are an Eligible Securityholder with a registered address in New Zealand please follow the payment instructions provided separately by the Responsible Entity.

Payments must be denominated in Australian dollars only.

If you pay by BPAY®, which is recommended by the Registry in light of delays to postal services caused by the COVID-19 pandemic, as you do not need to return the Application Form enclosed with this SPP Offer Booklet if you choose this option. Receipt of your BPAY® payment will be taken by the Responsible Entity as your application.

Your own financial institution may implement earlier cut off times for electronic payments and you should take this into consideration when paying by BPAY®. Your financial institution may have set a limit on the amount that you can pay by BPAY®.

- (b) Receipts for payment will not be issued.
- (c) If you apply for New Securities under the SPP Offer, you will apply for a certain value, rather than a certain number, of New Securities. Subject to clause 6(e), the Responsible Entity will divide the parcel value you select by the Issue Price to determine the number of New Securities for which you have applied (rounded down to the nearest whole number of New Securities). Any balance of money sent by you that is remaining as a result of rounding will be refunded to you except where the amount is less than \$2.00 (or an amount advised by the Responsible Entity) in which instance it will be donated to charity (at the Responsible Entity's discretion).

- (d) You will not be charged brokerage, commission or other transaction costs on the acquisition of any New Securities.
- (e) Eligible Securityholders who receive more than one offer under the SPP Offer (e.g. because they hold Securities in more than one capacity) may apply on different Application Forms for New Securities but may not apply for New Securities with an aggregate value of more than \$30,000.
- (f) If you are a Custodian, you may apply for up to \$30,000 worth of New Securities for each underlying Eligible Beneficiary subject to you annexing to your Application Form a Custodian Certificate for the total of your application addressed to the Responsible Entity and the Group with the following information:
 - (i) confirmation of either or both of the following:
 - (A) that you hold Securities on behalf of one or more other persons (each a **Participating Beneficiary**) that are not Custodians provided that each Participating Beneficiary is not in the United States and is not acting for the account or benefit of a person in the United States; or
 - (B) that another Custodian (**Downstream Custodian**) holds beneficial interests in Securities on behalf of a Participating Beneficiary, and you hold the Securities to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian;
 - (ii) confirmation that each Participating Beneficiary has subsequently instructed:
 - (A) if clause 6(f)(i)(A) applies - you, or
 - (B) if clause 6(f)(i)(B) applies - the Downstream Custodian,
 to apply for New Securities on their behalf;
 - (iii) the number of Participating Beneficiaries and their names and addresses;
 - (iv) in respect of each Participating Beneficiary:
 - (A) if clause 6(f)(i)(A) applies – the number of Securities that you hold on their behalf; or
 - (B) if clause 6(f)(i)(B) applies – the number of Securities to which the beneficial interests relate;
 - (v) in respect of each Participating Beneficiary:
 - (A) if clause 6(f)(i)(A) applies – the number or the dollar amount of the New Securities they have instructed you to apply for on their behalf; or
 - (B) if clause 6(f)(i)(B) applies – the number or the dollar amount of New Securities they have instructed the Downstream Custodian to apply for on their behalf;
 - (vi) confirming that there are no Participating Beneficiaries in respect of which the total of the application value for the following exceeds \$30,000:
 - (A) the New Securities applied for by you in accordance with the instructions referred to in clause 6(f)(v)(A) above; and
 - (B) any other Securities issued to you in the 12 months before the application as a result of an instruction given by them to you or the Downstream Custodian to apply for New Securities on their behalf under an arrangement similar to the SPP;
 - (vii) confirmation that a copy of these Terms and Conditions was given to each Participating Beneficiary; and
 - (A) where clause 6(f)(i)(A) applies – a Custodian Certificate including the name and address of each Custodian who holds beneficial interests in Securities held by you in relation to each Participating Beneficiary.
 - (B) If you hold Securities as a trustee or nominee for another person, but are not a Custodian, you cannot participate for Beneficiaries in the manner described above. In this case, the rules in clause 6(e) apply.
 - (viii) Custodians wishing to participate on behalf of a Beneficiary or Beneficiaries must provide the certifications required by the ASIC SIPP Instrument and contact the Registry by emailing corporateactions@boardroomlimited.com.au to request a Custodian Certificate that contains these certifications and other details required to be provided by the Custodian.
- (g) The Responsible Entity may accept or reject your application for New Securities, either in whole or in part, in its absolute discretion. For example, the Responsible Entity may reject your application in any of the following circumstances (among others):
 - (i) your application does not comply with the Terms and Conditions;

- (ii) it appears that you are applying to purchase a number of New Securities that will mean that your Aggregate SPP Participation will exceed \$30,000;
- (iii) if the aggregate amount applied for by all Eligible Securityholders exceeds the Group's requirements;
- (iv) your Application Form is incorrectly completed, incomplete or otherwise determined by the Responsible Entity to be invalid;
- (v) your cheque is dishonoured or the cheque or money order that you enclose with your Application Form is not made out for the amount corresponding to the value of the parcel of New Securities for which you have applied;
- (vi) payment of the application monies is not submitted in Australian currency or, if payment is made by cheque, bank draft or money order, the cheque, bank draft or money order is not drawn on an Australian financial institution; or
- (vii) if required to do so under ASIC SIPP Instrument;
- (h) your Application Form or BPAY® payment is received after the Closing Date. Late or otherwise incomplete or invalid payments will be returned or refunded to you; or
- (i) the Responsible Entity believes you are not an Eligible Securityholder (subject to compliance with any applicable ASIC or ASX requirements).

7. Investment Risks

Subscription for New Securities under the SPP Offer is a speculative investment and the market price may change between the date you apply for New Securities and the issue of New Securities to you. Accordingly, the value of New Securities applied for is likely to rise or fall. Importantly, there is a risk that during the period between when you apply for New Securities and when the New Securities are issued to you, the price at which Securities are traded on the ASX may be less than the Issue Price payable under this SPP Offer.

This document is not a prospectus or product disclosure statement, and has not been lodged with ASIC. The issue of a prospectus or product disclosure statement is not required for the purposes of the SPP Offer. This document does not contain the types of disclosure required to be contained in a prospectus or product disclosure statement. You must rely on your own knowledge of the Group, previous disclosures made by the Group to the ASX (including disclosure regarding the risks of making an investment in the Group) and, if necessary, consult your professional adviser when deciding whether or not to participate in the SPP Offer.

The Annual Report released by the Group to ASX on 25 August 2021 contains a summary of the potential risks associated with the Group's business and an investment in the Group. If any of the risks eventuate, they could have a material adverse effect on the Group's business, financial condition, operating and financial performance and return to Securityholders. The risk factors set out in that presentation are not exhaustive. Additional risks that the Group is unaware of, or that the Group currently considers to be immaterial, also have the potential to have a material adverse effect on the Group's business, financial condition and operating and financial performance. Potential investors should carefully consider all publicly available information (including this announcement and the risk factors set out within) concerning the Group and whether the Group's Securities are suitable to acquire having regard to their own investment objectives and financial circumstances.

It is also important to note that the unprecedented uncertainties and risks created by the COVID-19 pandemic could materially change the Group's risk profile at any point after the date of this SPP Offer Booklet and adversely impact the financial position and prospects of the Group in the future.

8. Number of New Securities to be issued

If you apply for New Securities, you will apply for a certain value, rather than a certain number, of New Securities.

If your application is accepted, the Responsible Entity will divide the value of your application monies by the Issue Price (as outlined in clause 5) in order to determine the number of New Securities which, subject to scaleback, will be issued to you.

If this calculation produces a fractional number, the number of New Securities you are issued will be rounded down to the nearest whole number of New Securities (refer to clause 15(d) for information on rounding in the event of a scaleback).

9. Issue

New Securities will be issued on the Issue Date and will rank equally with existing securities as at the Issue Date.

The Responsible Entity will apply to ASX for the quotation of New Securities. It is anticipated that the New Securities will be quoted on ASX, and that trading of the New Securities will commence, on Friday, 15 October 2021.

The Registry will send you a holding statement, confirming the issue of the New Securities, on or around Friday, 15 October 2021.

10. Timetable

- (a) Subject to clause 10(b):
- (i) **(Record Date)** the record date is 7.00pm (AEST time) on Friday, 10 September 2021;
 - (ii) **(Opening Date)** the SPP Offer opens at 9.00 am (AEST time) on Monday, 20 September 2021;
 - (iii) **(Closing Date)** the SPP Offer closes at 5.00pm (AEDT time) on Friday, 8 October 2021;
 - (iv) **(SPP Results Announcement)** the number of New Securities to be issued, the Issue Price and, if applicable, any scaleback will be announced to the ASX on Wednesday, 13 October 2021;
 - (v) **(Issue Date)** the Company proposes to issue the New Securities on Friday, 15 October 2021;
 - (vi) **(Trading Date)** the New Securities are expected to commence trading on Friday, 15 October 2021; and
 - (vii) **(Despatch Date)** the date on which transaction confirmations are sent to relevant securityholders and, if applicable, a direct credit deposit to your nominated account is made or refund cheque is dispatched, is expected to be Friday, 15 October 2021.
- (b) The Group may vary any of the dates in clause 10(a) in its discretion (even if the offer has opened, or BPAY® or Application Forms have been received) by posting a revised timetable on 360 Capital's website at www.360capital.com.au.

11. Refunds

In the event of: (a) scaleback in accordance with clause 15; or (b) where the unallocated money of an individual application is greater than \$2.00 in accordance with clause 6(c), the difference between the value of the New Securities you are issued (calculated using the Issue Price) and the application money you paid will be refunded to you by the Responsible Entity, without interest, following issuance of the New Securities.

12. Effect of Making an Application

If you submit a BPAY® payment or complete and return an Application Form together with a cheque or money order or if you are an Eligible Securityholder in New Zealand, follow the payment instructions provided separately by the Responsible Entity:

- (a) you represent, warrant, and acknowledge that you have read and understood the terms and provisions of this SPP Offer Booklet;
- (b) you warrant that you are an Eligible Securityholder and are eligible to participate in the SPP for the amount of your application;
- (c) you represent, acknowledge and agree that:
 - (i) you are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP Offer in respect of that person);
 - (ii) the New Securities have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the New Securities may not be offered or sold, directly or indirectly, in the United States and may only be offered and sold in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act;
 - (iii) if in the future you decide to sell or otherwise transfer the New Securities, you will only do so in regular way transactions on the ASX where neither you nor any person acting on your behalf know, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States;
 - (iv) you have not, and will not, send any materials related to the SPP Offer to any person in the United States or to any person acting for the account or benefit of a person in the United States; and

- (v) if you are acting as a trustee, nominee or Custodian, each Beneficiary on whose behalf you are participating is resident in Australia or New Zealand, and is not in the United States and not nor acting for the account or benefit of a person in the United States and you have not sent this SPP Offer Booklet, the Application Form or any other materials or information relating to the SPP Offer to any such person;
- (d) you will not deposit the New Securities into any unrestricted depositary receipt facility established or maintained by a depositary bank;
- (e) you irrevocably and unconditionally agree to these Terms and Conditions and the terms of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP Offer or these Terms and Conditions;
- (f) you acknowledge your application is irrevocable and unconditional (that is, cannot be withdrawn);
- (g) you certify that the total of the application price for the following does not exceed \$30,000:
 - (i) New Securities under the SPP Offer the subject of this application;
 - (ii) any other New Securities under the SPP Offer or any Securities that you acquired under any similar arrangement in the 12 months before the date of your application;
 - (iii) any other New Securities which you have instructed a Custodian to acquire on your behalf under the SPP Offer; and
 - (iv) any other Securities issued to a Custodian in the 12 months before the date of your application as a result of an instruction to apply for Securities on your behalf under an arrangement similar to the SPP Offer given by you to the Custodian or a Downstream Custodian,
 even though you may have received more than one Application Form or received Application Forms in more than one capacity;
- (h) if you are a Custodian, you warrant that you have provided a Custodian Certificate to GDC (in a form that is true, correct and not misleading) and make additional representations that you:
 - (i) are a Custodian (as that term is defined in the ASIC SIPP Instrument);
 - (ii) you held Securities on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for New Securities on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this document;
 - (iii) you are not applying for New Securities on behalf of any Eligible Beneficiary with an aggregate application amount of more than \$30,000 under the SPP; and
 - (iv) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (i) you warrant that all details and statements in your Application Form are true and complete and not misleading;
- (j) you authorise the Responsible Entity to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by inserting any missing minor detail;
- (k) you acknowledge that the Responsible Entity may determine that your Application Form is valid, in accordance with these Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (l) you accept the risk associated with any refund that may be sent to your address or to your nominated bank account as shown on the Register;
- (m) you are responsible for any dishonour fees or other costs the Group may incur in presenting a cheque for payment that is dishonoured;
- (n) you agree that if there is a rounding down of a fractional number of New Securities, any remaining balance of your payment after your allotment less than \$2.00 will form part of the assets of the Group and will not be refunded;
- (o) you acknowledge that no interest will be paid on any application money paid in connection with this SPP Offer and that are held pending the issue of the New Securities or subsequently refunded to you for any reason;
- (p) you acknowledge that you have not been provided with investment advice or financial product advice or tax advice by the Group, the Responsible Entity or the Registry and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to participate in, or the extent of such participation in, the SPP Offer;
- (q) you acknowledge that the Group, the Responsible Entity and their officers and agents are not liable for any exercise of its discretions referred to in these Terms and Conditions;

- (r) you agree to be bound by the constitution of the Group (as amended from time to time);
- (s) you authorise the Group, the Responsible Entity, and their officers and agents, to do anything on your behalf necessary for New Securities to be issued to you in accordance with the Terms and Conditions;
- (t) declare that you are at least 18 years of age and have full legal capacity and power to perform all your rights and obligations in respect of the SPP Offer; and
- (u) you agree that when you have previously provided the Group, the Responsible Entity or the Registry with bank account details for the purpose of direct credit of the Group's distributions or dividends, any refund to be paid to you under these Terms and Conditions may be direct credited into that nominated account.

13. Waiver, Amendment, Suspension and Withdrawal

The Responsible Entity may, at its discretion, waive compliance with any provision of these Terms and Conditions amend or vary these Terms and Conditions (including the timetable for the SPP) or suspend, withdraw or terminate the offer made under this SPP Offer at any time and in its absolute discretion. Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Securityholders even where the Responsible Entity does not give notice of the event. However, the rights of any Eligible Securityholders in connection with any New Securities that have been duly issued to that person before the occurrence of any such waiver, amendment, variation, suspension or withdrawal will not be affected as a result of any such occurrence. In the event that the SPP is withdrawn or terminated all of your application monies will be refunded to you. No interest will be paid on any money returned to you.

If you have any questions about the SPP Offer please contact the Registry on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.15am and 5.30pm (AEST time, or AEDT after 3 October 2021) Monday to Friday (excluding bank holidays) throughout the Offer Period.

14. Rights Attaching

The rights and obligations of the New Securities are contained in the constitution of the Group and are regulated by the ASX Listing Rules and general law. The New Securities will be issued on the same terms as all other Securities and the Responsible Entity will apply for the New Securities proposed to be issued under the SPP Offer to be quoted on the ASX.

15. Scaleback

- (a) The Responsible Entity may, in its absolute discretion, reduce the number of New Securities issued to each applicant to the extent and in the manner that it sees fit, including if the aggregate amount applied for by all Eligible Securityholders exceeds the Group's requirements (**scaleback**). If a scaleback is undertaken, the Responsible Entity will take into account the application size of each applicant and the number of Securities held on the Record Date.
- (b) If there is a scaleback, you may receive less than the parcel of New Securities for which you have applied.
- (c) If there is a scaleback, the difference between the application money received from you, and the number of New Securities allocated to you multiplied by the Issue Price, will be refunded by the Responsible Entity, without interest, following issue.
- (d) If a scaleback produces a fractional number of New Securities when applied to your parcel, the number of New Securities you will be issued will be rounded down to the nearest whole number of New Securities.

16. Costs of Participation

No brokerage costs will be payable by Eligible Securityholders in respect of the application for, and issue of, New Securities under the SPP Offer.

17. Privacy

By receiving completed Application Forms, the Group and the Responsible Entity collects personal information about Securityholders. The Responsible Entity and the Group will use this information to process the Application Form and update its records. To the extent restricted by law, the Responsible Entity and the Group will not disclose personal information about a Securityholder to a third party.

To the extent permitted by law, Securityholders are able to access, upon request, personal information about them held by the Group. A copy of the Group's privacy policy can be obtained from the Group's website at <https://www.360capital.com.au/privacypolicy>. The Registry's privacy policy is available on its website: <https://boardroomlimited.com.au/corp/privacy-policy/>. Each privacy policy contains information about how you may seek access to, and correction of, your personal information and also contains information about how you can complain about a breach of the Privacy Act and how such a complaint will be dealt with.

Your personal information may be disclosed to joint investors, Boardroom Pty Limited, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of the Group, the Responsible Entity and their agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

18. Dispute Resolution

The Responsible Entity may settle in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP Offer. The decision of the Responsible Entity will be conclusive and binding on all participants and other persons to whom the determination relates. The Group's rights may be exercised by the Responsible Entity or any delegate of the Responsible Entity.

The Responsible Entity and the Group reserves the right to waive strict compliance with any provision of these terms and conditions, either generally or in any particular case, with or without notice, or to amend or vary these terms and conditions and to suspend, withdraw or terminate the SPP at any time. Any such waiver, amendment, variation, suspension, withdrawal or termination will be binding on all Securityholders even where the Responsible Entity does not notify you of that event.

The powers of the Responsible Entity and the Group under these Terms and Conditions may be exercised by the Responsible Entity or any delegate or representative of the Responsible Entity or senior officers of the Responsible Entity.

19. Governing Law

These Terms and Conditions are governed by the laws in force in New South Wales. Any dispute arising out of or in connection with these Terms and Conditions, or the offer of New Securities, will be determined by the courts of New South Wales. By accepting this offer, you agree to submit to the exclusive jurisdiction of the courts in New South Wales. Other terms and conditions, rights and obligations of New Securities are contained in the constitution of the Group. The Terms and Conditions prevail to the extent of any inconsistency with the Application Form.

20. No Underwriting

The SPP Offer will not be underwritten.

21. Definitions

\$ means Australian dollars.

Aggregate SPP Participation means the aggregate value of Securities applied for under the SPP Offer.

Application Form means the personalised application form under which Eligible Securityholders may apply to participate in the SPP Offer.

ASIC means the Australian Securities and Investments Commission.

ASIC SIPP Instrument means ASIC Corporations (Share and Interest Purchase plans) Instrument 2019/547.

ASX means ASX Limited (ABN 98 008 624 691) or the financial market that it operates, as the context requires.

Beneficiary means a person on whose behalf a Custodian holds registered Securities.

Closing Date means 5.00pm (AEDT time) on Friday, 8 October 2021, or such other date determined by the Responsible Entity.

Corporations Act means Corporations Act 2001 (Cth).

Custodian means a custodian as defined in clause 4 of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

Custodian Certificate means the certificate to be provided by Custodians that complies with clause 8(3) of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

Eligible Beneficiary means a Beneficiary of a Custodian with a registered address in Australia or New Zealand as at the Record Date, provided that such Beneficiary is not in the United States and is not acting for the account or benefit of a person in the United States.

Eligible Securityholder means a Securityholder eligible to participate in the SPP Offer in accordance with clause 3. For the avoidance of doubt, such Securityholder may not be in the United States and may not act for the account or benefit of a person in the United States; provided that, to the extent that such Securityholder does act for the account or benefit of a person in the United States, it may not participate in the SPP in respect of that person.

Group means Global Data Centre Group (ASX: GDC), the stapled entity comprising Global Data Centre Investment Fund (ARSN 635 566 531) and Global Data Centre Operations Fund (ARSN 638 320 420).

Institutional Placement means the Securities to be issued to certain institutional investors under the placement as announced to the ASX on Monday, 13 September 2021.

Issue Date means the date upon which New Securities will be issued under the SPP Offer, expected to be Friday, 15 October 2021.

Issue Price means the price per New Security calculated in accordance with Section 5.

JLMs mean Shaw and Partners Limited (ACN 003 221 583) and Aitken Murray Capital Partners Pty Limited (ACN 169 972 436) as joint lead managers and bookrunners to the Institutional Placement.

New Securities means a new Security issued in accordance with this SPP Offer.

Offer Period means the period from the Opening Date until the Closing Date.

Opening Date means 9.00am (AEST time) on Monday, 20 September 2021.

Privacy Act means Privacy Act 1988 (Cth).

Record Date means 7.00pm (AEST time) on Friday, 10 September 2021.

Register means the register of Securityholders maintained by the Registry.

Registry means Boardroom Pty Limited.

Responsible Entity means 360 Capital FM Limited in its capacity as responsible entity of the Group.

scaleback means the right of the Responsible Entity, in its absolute discretion, to reduce the number of New Securities issued to each applicant under clause 15.

Security means a stapled security of the Group comprising 1 fully paid ordinary unit in Global Data Centre Investment Fund (ARSN 635 566 531) stapled to 1 fully paid ordinary unit in the Global Data Centre Operations Fund (ARSN 638 320 420) and quoted on ASX.

Securityholder means the registered holder of a Security.

SPP means this security purchase plan offered to Eligible Securityholders by the Group.

SPP Offer means the offer of New Securities in accordance with these Terms and Conditions.

SPP Offer Booklet means this offer booklet dated Monday, 20 September 2021.

Terms and Conditions means the terms and conditions of the SPP Offer set out in this document, including the Application Form.

United States has the meaning given to this term in Rule 902(l) under the U.S. Securities Act.

U.S. Securities Act means the U.S. Securities Act of 1933, as amended.