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GLOBAL DATA  
CENTRE GROUP

## ASX Release

5 June 2023

# Global Data Centre Group (ASX: GDC)

## Notice of Meeting

Dear GDC Investor,

On behalf of the Board of the Responsible Entity, I notify you of a Meeting of the Members of 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) (**ASX:GDC**). The Meeting of Members of Global Data Centre Group will be conducted as a hybrid meeting. The meeting is to be held at **10.00am (AEST)** on Thursday, **6 July 2023 at Level 28, 126 Phillip St Sydney NSW 2000** and also online at <https://web.lumiagm.com/388-381-172>. Formal notice of meeting is enclosed.

To record your vote, please return the proxy form to our Registry provider before 10.00am (AEST) on Tuesday, 4 July 2023.

Authorised for release by Board of Directors of Responsible Entity.

Yours Sincerely,

**Rupert Smoker**  
Director

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### About Global Data Centre Group (ASX: GDC)

Global Data Centre Group aims to take advantage of the unique once in lifetime investment cycle by investing in digital infrastructure assets and businesses, targeting an internal rate of return of 10% per annum. The Group is managed by Lanrik Partners Pty Ltd.

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### About Lanrik Partners Pty Ltd

Lanrik Partners Pty Ltd are a specialist digital infrastructure investment manager with deep industry knowledge and networks which provides unique access to investments in the data centre and optical fibre sectors.

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# Notice of Extraordinary Meeting

The stapled group comprised of the

GLOBAL DATA CENTRE INVESTMENT FUND ARSN 635 566 531

GLOBAL DATA CENTRE OPERATIONS FUND ARSN 638 320 420

Collectively known as the Global Data Centre Group

Notice is hereby given by Evolution Trustees Limited ABN 29 611 839 519 as responsible entity of the Group, pursuant to section 252A of the Corporations Act, that a meeting of Members of the Group will be held at the time, date and place detailed below, or such later time and date as notified to Members, to consider and vote on the Resolutions in this Notice of Meeting.

Date: Thursday, 6 July 2023 2023

Time: 10.00am (AEST)

Place: The Meeting will be held at Level 28, 126 Phillip St Sydney NSW 2000 and virtually at <https://web.lumiagm.com/388-381-172>

All Proxy Forms must be received no later than 10.00am (AEST) on Tuesday, 4 July 2023.

## Business of the Meeting

### Resolution 1: Approve amendment to Investment Management Agreement

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That for all purposes, the proposed amendments to the Investment Management Agreement between the Group and the Manager as further described in the Explanatory Memorandum be approved including that the manager fee will be reduced to 0.5% per annum of the Gross Asset Value of the Group (plus GST) and the performance fee be replaced with a contingent cash incentive scheme; and that Evolution Trustees Limited ABN 29 611 839 519 as responsible entity of the Group be authorised to do all things which it considers necessary, desirable or reasonably incidental to give effect to the proposed amendments."*

### Resolution 2: Approve Responsible Entity's fees

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That for all purposes, the proposed payment of a management fee of 0.1% per annum of the Gross Asset Value of the Group (plus GST) to the Responsible Entity as permitted by the Constitution of each of the Funds comprising the Group, be approved."*

### Voting exclusion statement

- Votes cast in favour of Resolution 1 by or on behalf of Lanrik Partners Pty Ltd or an associate of that person; and
- Votes cast in favour of Resolution 2 by or on behalf of Evolution Trustees Limited or an associate of that person,

will be disregarded. However, this does not apply to a vote cast in favour of Resolution 1 or Resolution 2 by:

- A. a person as a proxy or attorney for a person who is entitled to vote on Resolution 1 or Resolution 2, in accordance with the directions given to the proxy or attorney to vote on Resolution 1 or Resolution 2 in that way; or
- B. the Chair as proxy or attorney for a person who is entitled to vote on Resolution 1 or Resolution 2, in accordance with a direction given to the Chair to vote on Resolution 1 or Resolution 2 as the Chair decides; or

- C. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 1 or Resolution 2; and (ii) the holder votes on Resolution 1 and Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

**PLEASE NOTE** Resolutions 1 and 2 are conditional upon the passing of each other, so that each will not have effect unless and until the other is passed (Interdependent Resolutions).

By order of the Board  
Evolution Trustees Limited in its capacity as responsible entity of the Group  
Dated 5 June 2023

# Notes about the Meeting and how to vote

## THESE NOTES FORM PART OF THE NOTICE

This is an important document and requires your immediate attention. You should read this document in its entirety before deciding how to vote. If you are in any doubt about what to do, you should consult your financial, legal, tax or other professional adviser without delay.

The purpose of this Notice of Meeting and Explanatory Memorandum is to provide information considered material to the decision of Members in determining how to vote on the Resolutions. All information in this document forms part of the Notice of Meeting. Capitalised terms used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary on page 8.

If you have any questions about your holding of Stapled Units or the Resolutions, please contact the Group through their share registry, Boardroom, on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia). If you are in any doubt on how to vote on the Resolutions or the action to be taken, you should contact your financial, legal, tax or other professional adviser without delay.

## No investment advice

The information contained in this Notice of Meeting and Explanatory Memorandum does not constitute financial product advice and has been prepared without reference to your particular investment objectives, financial situation, taxation position and needs. It is important that you read the Notice of Meeting and Explanatory Memorandum in its entirety before making any investment decision and any decision on how to vote on the Resolutions.

## Changing the time and date of the Meeting and updated information

The Responsible Entity reserves the right to postpone or adjourn the Meeting to a later time or date. If the Responsible Entity makes such a determination, it will notify all Members by lodging an announcement on the ASX and by placing an announcement on the Group's website at <https://www.globaldatacentres.com.au/>.

The Responsible Entity will endeavour to notify Members of any such postponement prior to the original date and time of the Meeting, however, the postponement of the Meeting will not be invalidated by the failure to do so.

## Quorum and Voting

The quorum necessary for the Meeting is at least two Members present in person or represented by proxy or represented by body corporate representative holding, between them, not less than 5% of the Stapled Units on issue, and the quorum must be present at all times during the Meeting.

The Resolutions to be put to the Meeting are an ordinary resolution, and will be passed if more than 50% of the votes cast by or on behalf of Members entitled to vote on a resolution (in person, by proxy, attorney or corporate representative) are in favour.

Voting on the Resolutions will be decided by poll. On a poll, every person present who is a Member or a proxy, or body corporate representative has one vote for each dollar of the value of the Member's total Stapled Units in the Group held by the person, or in respect of which the person is appointed as proxy, or body corporate representative. A Member entitled to two or more votes does not have to exercise its votes in the same way and does not have to cast all its votes.

## Chairperson and voting intentions

Pursuant to section 252S of the Corporations Act, the Responsible Entity will appoint a person to chair the Meeting. The Chairperson intends to vote all undirected proxies appointing the Chairperson as proxy in favour of the Resolution.

## Bodies Corporate and Joint Holdings

A body corporate may appoint an individual as its representative to exercise any of the powers the body corporate may exercise at meetings of Members of the Group. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body corporate could exercise at a meeting or in voting on the Resolutions. An original or certified copy of the representative's appointment should be delivered or presented to the Responsible Entity before the Meeting commences.

If a Stapled Unit in the Group is held jointly, and more than one

Member votes in respect of that Stapled Unit, only the vote of the Member whose name appears first in the register of Members counts.

## Appointment of proxy

If you are entitled to vote at the Meeting you have a right to appoint a proxy to attend and vote at the Meeting on your behalf and may use the Proxy Form enclosed with the Notice of Meeting. The notes on the Proxy Form explain how the form should be completed. The proxy does not need to be a Member of the Group.

If you wish to appoint someone other than the Chairperson of the Meeting as your proxy, please write the name of that person in the appropriate box. Members cannot appoint themselves. If you do not name a proxy, or your named proxy does not attend the Meeting, the Chairperson of the Meeting will be your proxy and vote on your behalf. Your proxy has the same rights as you to speak at the Meeting and to vote to the extent you allow on the Proxy Form.

If you are entitled to cast two or more votes you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes (ignoring fractions).

## Voting directions to your proxy

You may direct your proxy on how to vote on the Resolution. If you do, your proxy does not have to vote, but if your proxy does vote, your proxy must vote as directed. If your proxy is the Chairperson, the Chairperson must vote on a poll and must vote as directed. If you do not direct your proxy how to vote, your proxy will vote as it chooses. If you mark more than one box relating to the Resolution any vote by your proxy on that item may be invalid.

## Signing instructions

A Proxy Form must be signed by the Member or the Member's attorney. Instructions for signing are on the Proxy Form. If a proxy is signed by an attorney and you have not previously lodged the power of attorney for notation, please attach an original or a certified copy of the power of attorney to the Proxy Form when you return it.

## Appointment of proxy under the power of attorney

If a proxy is signed under a power of attorney on behalf of a Member, an original or a certified copy of the power of attorney must be lodged with the Proxy Form and received by the Responsible Entity no later than 10.00am (AEST) on Tuesday, 4 July 2023 at one of the addresses set out below.

## Lodgement of proxies and other authorities

Proxy Forms and other authorities should be returned by one of the methods below.

**Online:** [proxy@boardroomlimited.com.au](mailto:proxy@boardroomlimited.com.au)

**By facsimile:** (02) 9290 9655

**By post:** Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001

**In person:** Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000

**All Proxy Forms must be received no later than 10.00am (AEST) on Tuesday, 4 July 2023.** Documents received after that time will not be valid for the Meeting.

## Virtual Participation

The Board of the Responsible Entity has determined that the Meeting will be held through an online platform accessed by Members by:

- from their computer, entering the URL in their browser <https://web.lumiagm.com/388-381-172>; or
- from their mobile device, entering the URL in their browser <https://web.lumiagm.com/388-381-172>

Members can log in to the meeting by entering::

- the meeting ID for the online Meetings, which is 388-381-172; your username is your Voting Access Code (VAC), which is located the first page of your Proxy Form; and
- your password, which is the postcode registered to your holding if you are an Australian Securityholder. Overseas Securityholders will need to enter the three-character country code.

You will be able to view the Meetings live, lodge a direct vote in real time (by logging on to <https://www.votingonline.com.au/gdcegm2023> and following the instructions) and ask questions online

Members participating in the Meeting will be able to cast direct votes between the commencement of the Meeting (10.00am (AEST) on Thursday, 6 July 2023) and the closure of voting as announced by the Chairman during the Meeting.

More information regarding online participation at the Meeting (including how to vote and ask questions online during) is available in the User Guide attached to this Notice of Meeting.

# Explanatory Memorandum

## Resolution 1: Approve amendments to Investment Management Agreement

### 1.1 What is proposed?

Members are asked to approve amendments to the Investment Management Agreement between the Group and the Manager. The key terms of the proposed amendments are as follows:

#### Proposed reduction in the management Fee:

The annual base management fee was proposed to be reduced from 1% (plus GST) of the gross asset value of GDC ("GAV") to 0.5% (plus GST) of GAV.

The Gross Asset Value, as set out in the Constitution of each Fund, is the gross asset value of the Scheme Assets (broadly, comprising all assets, cash, property, rights and income of the Scheme from time to time) calculated on a consolidated basis.

**Proposed removal of the Manager removal fees:** the Manager has undertaken to delete its right to both forms of removal fee currently payable under the Investment Management Fee Agreement which broadly provide for:

- in the case of removal without cause, 18 months' worth of the management fee; or
- in the case of removal with cause, 6 months' worth of the management fee.

All outstanding fees, charges and expenses incurred in enacting the handover will continue to be payable to the Manager.

**Proposed replacement of the performance fee with a Contingent Cash Incentive Scheme:** The current performance fee structure payable under the Investment Management Agreement will be replaced with a contingent cash incentive scheme ("the Scheme"). The Manager will become entitled to payments under the Scheme contingent upon the satisfaction of all vesting criteria for a 'tranche', being:

1. **Initial Relevant Hurdle:** the price hurdle for the GDC Stapled Unit price being met for that tranche ("Initial Relevant Hurdle") as set out in the table below in the column titled "Initial Relevant Hurdle";
2. **Liquidity event:** a liquidity event occurring (being the completion of the sale, disposal or transfer of one of GDC's significant assets, being GDC's interest in Airtrunk, its interest in ETIX Everywhere or its interest in the Fujitsu

Data Centre); and

3. **Responsible Entity determination:** the Responsible Entity of GDC determining to return substantially all of the consideration received pursuant to the relevant liquidity event to securityholders in a method determined by the Responsible Entity (e.g. distribution, buy-back, capital return etc.).

When all three vesting criteria are met for a tranche, the Manager will become entitled to receive a "Contingent Base Cash Payment" which will be calculated as follows:

Tranche	Initial Relevant Hurdle	Contingent Base Cash Payment
Tranche A	\$1.75	1,250,000 x Initial Relevant Hurdle (Unadjusted) for Tranche A
Tranche B	\$2.00	1,250,000 x Initial Relevant Hurdle (Unadjusted) for Tranche B
Tranche C	\$2.25	1,750,000 x Initial Relevant Hurdle (Unadjusted) for Tranche C
Tranche D	\$2.50	1,750,000 x Initial Relevant Hurdle (Unadjusted) for Tranche D
Tranche E	\$2.75	2,000,000 x Initial Relevant Hurdle (Unadjusted) for Tranche E
Tranche F	\$3.00	2,500,000 x Initial Relevant Hurdle (Unadjusted) for Tranche F

The Scheme and payments made thereunder are subject to certain adjustment, top-up and make-whole provisions. The key terms of which are as follows:

**Adjustment to Initial Relevant Hurdle:** The Initial Relevant Hurdle to be satisfied prior to vesting of a tranche will be adjusted to reflect any return of consideration (e.g. capital returns or distributions) following a liquidity event which is made to securityholders including a gross-up for franking credits. If all three liquidity events have not occurred within 3 years of receiving securityholder approval, the Initial Relevant Hurdle will increase at 10% p.a (including a catch-up clause from inception).

**Additional vesting of tranches:** If, following a liquidity event, the Adjusted GDC Trading Price (described below) satisfies the Initial Relevant Hurdle criteria for a tranche, the Manager will be entitled to receive a "Contingent Bonus Cash Payment" on or around a GDC distribution payment date for the relevant liquidity event, equal to the lower of:

- the cash available (as determined by the Responsible Entity, less any reserve which the Responsible Entity wishes to maintain); and
- the additional Contingent Base Cash Payment for the additional tranche that has vested.

For these purposes, the **Adjusted GDC Trading Price** is the VWAP of GDC Stapled Units will be determined by the Responsible Entity based on the prices of the first 5% of GDC Stapled Units on issue that have traded

since the day on which the relevant liquidity event that vested the relevant tranche is announced to the ASX. The Initial Relevant Hurdles will be adjusted for each subsequent tranche that remains unvested to reflect any return of capital or distribution made to Members, including a gross-up for franking credits.

**Make whole payments:** Where there is insufficient cash to make the Contingent Base Cash Payment in full as part of the Contingent Bonus Cash Payment for a relevant tranche, the Manager will become entitled upon the next liquidity event (if any) or on wind up of GDC, to receive a cash payment equal to the difference between the Contingent Bonus Cash Payment and the Contingent Base Cash Payment for any additional tranche that vests following the Responsible Entity's review of the Adjusted GDC Trading Price. This payment will be made in priority to any distributions to GDC securityholders for the next liquidity event or on wind up of GDC, provided there is cash available to make such payment.

**True-up:** Upon the final liquidity event, (or, if there is insufficient cash, upon wind-up of GDC) the Manager may become entitled to receive a cash payment equal to the difference between the Final Adjusted GDC Trading Price (as described below) and the Contingent Base Cash Payment for a particular tranche, provided there is cash available to make such payment (i.e. the Responsible Entity may determine that all tranches previously vested will be grossed up to an entitlement based on the Final Adjusted GDC Trading Price for the final tranche):

Tranche	True Up Payment
Tranche A	1,250,000 x (Final Adjusted GDC Trading Price – Initial Relevant Hurdle for Tranche A)
Tranche B	1,250,000 x (Final Adjusted GDC Trading Price – Initial Relevant Hurdle for Tranche B)
Tranche C	1,750,000 x (Final Adjusted GDC Trading Price – Initial Relevant Hurdle for Tranche C)
Tranche D	1,750,000 x (Final Adjusted GDC Trading Price – Initial Relevant Hurdle for Tranche D)
Tranche E	2,000,000 x (Final Adjusted GDC Trading Price – Initial Relevant Hurdle for Tranche E)
Tranche F	2,500,000 x (Final Adjusted GDC Trading Price – Initial Relevant Hurdle for Tranche F)

For these purposes, the Final Adjusted GDC Trading Price is the GDC trading price on the day of announcement of the final liquidity event, plus the cash value of all distributions or return of capital made to GDC securityholders since the date of approval of the Scheme (on a cumulative basis) and including any amount proposed to be distributed to securityholders as part of the final liquidity event.

**Gross-up on final liquidity event:** If the three liquidity events have occurred before the end of 3 years but there are retained assets, the Initial Relevant Hurdles will fall away and the Manager will become entitled to

payments under the Scheme once the Responsible Entity determines to return substantially all of the consideration received pursuant to each of the liquidity events to securityholders.

On the final liquidity event occurring, there will be a true-up for all vested tranches to the final value of GDC Stapled Units, payable to the Manager at the time of the final distribution to securityholders. For the avoidance of doubt, this may include any value above \$3.00 per GDC Stapled Unit.

**Termination:** If the Investment Management Agreement is terminated, the Manager will remain entitled to all payments outlined in this notice of meeting until such time as GDC is wound up. These entitlements would continue alongside any fees payable to the incoming Investment Manager.

**Change of Control:** On a change of control (defined as the acquisition of more than 50% of the issued Stapled Units in GDC), the implied offer price of the control transaction plus all distributions made to Members since the date of approval of these resolutions, will be compared to the initial relevant hurdle and paid out to the Manager, disregarding any other vesting conditions for the relevant tranche.

## 1.2 Why is this Resolution 1 being proposed?

As a consequence of the recommendations provided by the Manager after its internal strategic review, the directors of the Responsible Entity consider the proposed amendments to the investment management agreement are appropriate as a means to further align the Manager's interests with those of Members in executing the Group's value realisation strategy.

The Scheme is proposed in tandem with a reduction of the annual base management fee the Group pays to the Manager as well as removal of various fees payable on termination.

A voting exclusion statement is included in the Notice in relation to Resolution 1.

The Directors of the Responsible Entity has received an indication of support for this resolution from GDC's largest securityholder, Samuel Terry Asset Management Pty Ltd, who holds approximately 12.5% of the Stapled Units on issue.

## 1.3 What does approval mean for Members?

If Resolution 1 is passed, the Group will be able to proceed with the amendments to the investment management agreement.

Consistent with advice provided by the Manager, the Directors of the Responsible Entity consider that there are advantages of this approach including:

- a greater proportion of the fees payable to the



Manager are tied to the return of funds to Members following a liquidity event which aligns the additional amount of effort and workload involved in considering and implementing the asset realisation of the GDC assets with the fees payable to the Manager; and

- provide a more equitable treatment of fees payable to the Manager acknowledging the likelihood of a diminishing pool of assets of GDC in relation to which the Manager needs to provide advice to the Responsible Entity; and

The Directors of the Responsible Entity acknowledge that there is less certainty in the fees payable to the Manager in these circumstances as the quantum of the fee varies depending upon the Stapled Unit trading price. However, they consider that this uncertainty is offset by the greater alignment between Members and the Manager in this overall structure.

#### 1.4 Recommendation of the Responsible Entity

Having received and reviewed the advice from the Manager, the Directors of the Responsible Entity are of the opinion that the potential advantages and benefits associated with the Group paying a lower annual base management fee with an increased cash payment under the Scheme which is contingent, among other factors, on proceeds of a liquidity event being returned to Members, outweigh any disadvantages in moving to this more flexible remuneration structure.

Accordingly, the Directors of the Responsible Entity consider that Resolution 1 is in the best interests of all Members. However, Members should consider their individual circumstances and make their own determination as to how to vote on Resolution 1.

#### 1.5 Conditionality of Resolutions 1 & 2

Resolutions 1 and 2 are conditional upon the passing of each other, so that each will not have effect unless and until the other is passed (**Interdependent Resolutions**). If Members do not approve both Interdependent Resolutions or approve one but not the other of Resolution 1 and 2, no changes will be made to the fees of the Investment Manager or of the Responsible Entity.

## Resolution 2: Approve Responsible Entity's fees

### 2.1 What is proposed?

The Responsible Entity proposes to charge a management fee of 0.1% per annum of the GAV of the Group (plus GST).

### 2.2 Why is Resolution 2 being proposed?

The Constitution of each Fund relevantly provide that the management fee for the responsible entity is 0.10% of Gross Asset Value.

Historically, both the Responsible Entity and the former responsible entity, have exercised their right under cl 15.4(a) of the Constitution of each Fund to accept lower fees for their services and charged at a rate of 0.05%;

In connection with the matters raised in the NOM and following the internal strategic review of GDC, the Responsible Entity proposes that the management fee be updated such that the full fee permitted under the Constitution of each Fund be payable, representing 0.10% of GAV.

In light of the new arrangements recommended by the Investment Manager's internal strategic review, and the changed investment strategy of GDC, the Responsible Entity considers that it is appropriate to charge the 0.10% Fee having regard to the following factors:

- the additional amount of effort and workload involved in considering and implementing the asset realisation of the GDC assets;
- fairly dealing with the likelihood of a diminishing pool of assets of GDC from which the Responsible Entity's fees are referenced, notwithstanding a consistent level of flat ongoing costs required to maintain a listed, stapled registered scheme structure; and
- the proposal by the Responsible Entity is consistent with each Fund's constitutions, and each already allows for this level of fee for the Responsible Entity.

The Directors of the Responsible Entity have received an indication of support for this resolution from GDC's largest securityholder, Samuel Terry Asset Management Pty Ltd, who holds approximately 12.5% of the Stapled Units on issue.

### 2.3 What does approval mean for Members?

The Directors of the Responsible Entity believe that the impact on Members is likely to be small relative to other costs and fees payable by the Group and the 0.10% management fee represents approximately 1.4% of the expenses of the Group (based on March 2023 gross asset value and the FY22 audited financial accounts expenses).

The Directors of the Responsible Entity are of the opinion that the potential benefits associated with the Group paying a higher annual base management fee outweigh the potential risks and align the Responsible Entity to the proposed strategy of GDC.

A voting exclusion statement is included in the Notice in relation to Resolution 2.

### 2.4 Recommendation of the Manager

As the Responsible Entity has an interest in Resolution 2, it has abstained from making a recommendation in relation to this Resolution.

The Investment Manager considers that the proposal is fair and reasonable. Members should consider their individual circumstances and make their own determination as to how to vote on Resolution 2.

## Glossary and Interpretation

All times expressed in this Notice of Meeting and Explanatory Memorandum refer to Australian Eastern Daylight Time (AEST) and references to dollars, \$, cents or ¢ are to Australian currency.

<b>AEST</b>	Australian Eastern Standard Time.
<b>ASX</b>	ASX Limited (ABN 98 008 624 691) or the financial market operated by it (as the context requires).
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Chairperson</b>	The person appointed to chair the Meeting in accordance with section 252S of the Corporations Act.
<b>Fund</b>	each of Global Data Centre Investment Fund ARSN 635 566 531 and Global Data Centre Investment Fund ARSN 638 320 420
<b>Group</b>	The Global Data Centre Investment Fund (the stapled group comprised of the Global Data Centre Investment Fund ARSN 635 566 531 and Global Data Centre Investment Fund ARSN 638 320 420).
<b>Manager</b>	The investment manager of the Group, Lanrik Partners Pty Ltd ACN 632 422 916.
<b>Meeting</b>	The meeting of Members of the Group.
<b>Member</b>	A registered holder of Stapled Units in the Group.
<b>Notice or Notice of Meeting</b>	This document, including the Notice of Meeting set out on page 1 of this document.
<b>Responsible Entity</b>	The responsible entity of the Group, being Evolution Trustees Limited ABN 29 611 839 519.
<b>Proxy Form</b>	The form by which Members may vote on the Resolutions without attending the Meeting in person.
<b>Resolutions</b>	The Resolutions set out in the Notice of Meeting.
<b>Stapled Unit</b>	A Stapled Unit in the Group comprising a unit in Global Data Centre Investment Fund ARSN 635 566 531 and a unit in Global Data Centre Investment Fund ARSN 638 320 420, stapled together and trading under ASX ticker GDC.





5 June 2023

## Global Data Centre Group (ASX: GDC) Extraordinary General Meeting

Evolution Trustees Limited ABN 29 611 839 519 as responsible entity of each of Global Data Centre Investment Fund ARSN 635 566 531 and Global Data Centre Operations Fund ARSN 638 320 420 (which are stapled together and trade on the ASX collectively as the Global Data Centre Group) confirms that the Global Data Centre Group will hold a meeting of Members of the Group at the time, date and place detailed below.

Date: Thursday, 6 July 2023 2023  
Time: 10.00am (AEDT)  
Place: The Meeting will be held at Level 28, 126 Phillip St Sydney NSW 2000 and virtually at <https://web.lumiagm.com/388-381-172>

All Proxy Forms must be received no later than 10.00am (AEDT) on Tuesday, 4 July 2023. The Notice of Meeting and other meeting documentation is available at: <https://www.globaldatacentres.com.au/>.

### Attending the webcast meeting

To join the webcast, ask questions and vote on the day of the meeting, please visit <https://web.lumiagm.com/388-381-172>. For instructions refer to the online user guide at <https://www.globaldatacentres.com.au/>. We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the EGM.

Please monitor the Company's website and ASX announcements by the Company for any updates to the meeting. Shareholders are encouraged to attend the meeting virtually where possible.

### Making your vote count

To lodge a proxy up to 48 hours prior to the meeting, visit <https://www.votingonline.com.au/gdcegm2023> with your postcode or country of residence (if outside Australia) and enter your Voting Access Code (VAC) located on the proxy form for those eligible to vote.

To be effective, your proxy appointment must be received by 10.00am (AEDT) on Tuesday, 4 July 2023.

Yours Sincerely,

**Rupert Smoker**

Director

Evolution Trustees Limited  
as responsible entity of each of Global Data Centre Investment Fund and  
Global Data Centre Operations Fund



**GLOBAL DATA  
CENTRE GROUP**

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### **About Global Data Centre Group (ASX: GDC)**

Global Data Centre Group aims to take advantage of the unique once in lifetime investment cycle by investing in digital infrastructure assets and businesses, targeting an internal rate of return of 10% per annum. The Group is managed by Lanrik Partners Pty Ltd.

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## GLOBAL DATA CENTRE GROUP

### All Correspondence to:

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEST) on Tuesday, 4 July 2023.**

### 🖨 TO VOTE ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/gdcegm2023>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

# SAMPLE

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the Global Data Centre Group (the **Group**). Do not write the name of the issuer entities or the Group or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the Group's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the Group's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEST) on Tuesday, 4 July 2023.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖨 **Online** [proxy@boardroomlimited.com.au](mailto:proxy@boardroomlimited.com.au)

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

**Your Address**  
This is your address as it appears on the Group's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.  
**Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Global Data Centre Group** (Group) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Group to be held at **Allens, Level 28, 126 Phillip Street, Sydney, NSW 2000 and virtually at <https://web.lumiagm.com/388-381-172> on Thursday, 6 July 2023 at 10:00am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 and 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Item even though Resolutions 1 and 2 is connected with the remuneration of the Manager and the Responsible Entity (respectively) of the Group.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 and 2). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item you must make a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

Resolution 1	Approve amendment to Investment Management Agreement: That for all purposes, the proposed amendments to the Investment Management Agreement between the Group and the Manager as further described in the Explanatory Memorandum be approved including that the manager fee will be reduced to 0.5% per annum of the Gross Asset Value of the Group (plus GST) and the performance fee be replaced with a contingent cash incentive scheme; and that Evolution Trustees Limited ABN 29 611 839 519 as responsible entity of the Group be authorised to do all things which it considers necessary, desirable or reasonably incidental to give effect to the proposed amendments.	For	Against	Abstain*
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approve Responsible Entity's fees That for all purposes, the proposed payment of a management fee of 0.1% per annum of the Gross Asset Value of the Group (plus GST) to the Responsible Entity as permitted by the Constitution of each of the Funds comprising the Group, be approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div></div>	<div></div>	<div></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2023