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360 Capital Digital Infrastructure Fund (ASX:TDI)

11 January 2021

Notice of Extraordinary General Meeting

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360 Capital Digital Infrastructure Fund (**TDI**) gives notice of an Extraordinary General Meeting which will be held at the date, time and place detailed below, or at such later time and date as notified to Securityholders, to consider and vote on the resolution contained in this Notice of Meeting.

Date **Monday 15 February 2021**

Time **10.00am (AEDT)**

Venue **Online via the Lumi App or <http://web.lumiagm.com/320545618>**

The Explanatory Statement and Proxy Form which accompany and form part of the attached Notice of Meeting describe in more detail the matters to be considered. Please consider this Notice of Meeting, the Explanatory Statement and the proxy form in their entirety .

Authorised for release by Kimberley Child, Company Secretary, 360 Capital FM Limited.

More information on TDI can be found on the ASX's website at www.asx.com.au using the Group's ASX code "TDI", on 360 Capital's website www.360capital.com.au, by calling the 360 Capital investor enquiry line on 1300 082 130 or by emailing investor.relations@360capital.com.au

Alternatively, please contact:

David Yuile

Managing Director

360 Capital Digital Infrastructure

+61 2 8405 8860

About 360 Capital Digital Infrastructure Fund (ASX: TDI)

360 Capital Digital Infrastructure Fund aims to take advantage of the unique once in lifetime investment cycle by investing in technology infrastructure assets projects, targeting an internal rate of return of 10% per annum. TDI is managed by 360 Capital Digital Management Pty Limited which is a joint venture between 360 Capital Group (ASX: TGP) and Mr David Yuile, Managing Director of the Investment Manager.

A. Level 8, 56 Pitt Street
Sydney NSW 2000
W. 360capital.com.au

P. +61 2 8405 8860
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360 Capital



ASX Release

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About 360 Capital Group (ASX: TGP)

360 Capital Group is an ASX-listed, investment and funds management group, focused on strategic and active investment management of alternative assets. Led by a highly experienced team, the Group operates in Australian and global markets investing across real estate, public and private equity and credit strategies. We partner with our stakeholders to identify, invest and realise on opportunities.



Notice of Meeting and Explanatory Memorandum

360 CAPITAL DIGITAL INFRASTRUCTURE FUND

The stapled fund comprised of the:

360 Capital Digital Infrastructure Fund ARSN 635 566 531 and
360 Capital Digital Infrastructure Fund 2 ARSN 638 320 420
Collectively known as 360 Capital Digital Infrastructure Fund

Important Notices

What is this document?

This Notice of Meeting and Explanatory Memorandum is dated 11 January 2021 and is issued by 360 Capital FM Limited ABN 15 090 664 396 AFSL 221 474 in its capacity as responsible entity of the 360 Capital Digital Infrastructure Fund (the stapled entity comprising 360 Capital Digital Infrastructure Fund (ARSN 635 566 531) and 360 Capital Digital Infrastructure Fund 2 ARSN 638 320 420) (**Fund**).

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 Resolution. All information in this document forms part of the Notice of Meeting.

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 Resolution.

Defined terms

Capitalised terms used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary on page 9. All times expressed in this Notice of Meeting and Explanatory Memorandum refer to Australian Eastern Daylight Time (AEDT) and references to dollars, \$, cents or ¢ are to Australian currency.

Any questions?

If you have any questions about your holding of Stapled Units or the Resolution, please contact 360 Capital Investor Services on 1300 082 130. If you are in any doubt on how to vote on the Resolution or the action to be taken, you should contact your financial, legal, tax or other professional adviser without delay.

Meeting details and important dates

Last date and time for receipt of Proxy Forms:

10am, Saturday 13 February 2021

.....

Date and time of Meeting:

10am, Monday 15 February 2021

.....

Place:

The Meeting will be held virtually via
<http://web.lumiagm.com/320545618>

.....

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Notice of Extraordinary Meeting

Notice is hereby given by 360 Capital FM Limited ABN 15 090 664 396 AFSL 221 474 as responsible entity of the Fund, pursuant to section 252A of the Corporations Act that a meeting of Members of the Fund 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 Resolution in this Notice of Meeting.

.....
Time:

10.00am (AEDT)

.....
Date:

Monday 15 February 2021

.....
Place:

The meeting will be held virtually via
<http://web.lumiagm.com/320545618>

Business of the Meeting

Resolution:

Ratification of the issue of Stapled Units pursuant to a Placement

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

“That the issue of 8,558,845 stapled units in the 360 Capital Digital Infrastructure Fund on 3 December 2020 at \$1.77 per stapled unit, as described in the Explanatory Memorandum accompanying this Notice of Meeting convening the Meeting, is ratified and approved for the purposes of ASX Listing Rule 7.4 and for all other purposes.”

Voting exclusion

Votes cast in favour of the Resolution by or on behalf of:

- any person who participated in the issue that is the subject of the Resolution; and
- an associate of that person (or those persons),

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

- a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution 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 the Resolution; and (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

NOTICE OF EXTRAORDINARY MEETING

By order of the Board



Kimberley Child
Company Secretary

360 Capital FM Limited as responsible entity of the 360 Capital Digital Infrastructure Fund (the stapled entity comprising 360 Capital Digital Infrastructure Fund (ARSN 635 566 531) and 360 Capital Digital Infrastructure Fund 2 ARSN 638 320 420)

Dated: 11 January 2021



These notes form part of the Notice of Extraordinary Meeting

Changing the time and date of the Meeting

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 Fund's website at www.360capital.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. If the Meeting is adjourned for one month or more, the Responsible Entity will give new notice of the adjourned Meeting.

Any updated information in relation to the Meeting or the Resolution will be made available by the Group on the Group's website at www.360capital.com.au.

Quorum

The quorum necessary for the Meeting is at least two Members present in person or by proxy together holding at least 5% of the Stapled Units on issue, and the quorum must be present at all times during the Meeting.

Chairperson

Pursuant to section 252S of the Corporations Act, the Responsible Entity will appoint a person to chair the Meeting.

Voting intentions of the Chairperson

The Chairperson intends to vote all undirected proxies appointing the Chairperson as proxy in favour of the Resolution.

Resolution

The Resolution are 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 are in favour of the Resolution.

Voting

Voting on the Resolution 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 Fund 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.

Bodies corporate

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 Fund. 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 Resolution.

Jointly held Stapled Units

If a Stapled Unit in the Fund 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 Fund.

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.

Appointing a second proxy

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 on Saturday 13 February 2021 at one of the addresses set out below.

NOTICE OF EXTRAORDINARY MEETING

Lodgement of proxies and other authorities

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

Online:

<https://www.votingonline.com.au/tdigmfeb2021>

By facsimile:

(02) 9290 9655

By Post:

Boardroom Pty Limited
GPO Box 3993 Sydney NSW 2001

In Person:

Boardroom Pty Limited
Level 12, 225 George Street Sydney NSW 2000

All Proxy Forms must be received by the Responsible Entity no later than 10.00am on Saturday 13 February 2021

Documents received after that time will not be valid for the Meeting.

Virtual participation

In accordance with Corporations (Coronavirus Economic Response) Determination (No. 3) 2020, and to facilitate Member participation, the Chairman has determined that Members will have the opportunity to participate in the Meeting through an online platform.

Members who wish to participate in the Meeting may do so:

- from their computer, by entering the URL in their browser <http://web.lumiagm.com/320545618>; or
- from their mobile device by either entering the URL in their browser <http://web.lumiagm.com/320545618> or by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

If you choose to participate in the Meeting online, you can log in to the meeting by entering:

- the meeting ID for the online Meeting, which is 320-545-618;
- 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 Member. Overseas Members will need to enter the three-character country code e.g. New Zealand – NZL of their registered holding address. A full list of country codes can be found at the end of the user guide.

You will be able to listen to the Meeting live, lodge a direct vote in real time and ask questions online.

Members participating in the Meeting will be able to cast direct votes between the commencement of the Meeting (10.00am AEDT on Monday 15th February 2021) 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. The User Guide is attached to this Notice of Meeting and will be lodged with the ASX and will also be available from our website.

Explanatory Memorandum

Resolution: Ratification of the issue of Stapled Units pursuant to a Placement

1.1 Placement of Stapled Units

On 27 November 2020, the Fund announced a placement to raise approximately \$15.1 million (**Placement**). Pursuant to the Placement, on 3 December 2020 the Fund issued 8,558,845 new Stapled Units at a price of \$1.77 per Stapled Unit (**Placement Units**).

The proceeds from the Placement are being used to fund follow-on capital across current investments and other strategic M&A opportunities.

Placement Units were issued to 'Wholesale Clients' and sophisticated investors identified by Moelis Australia Advisory Pty Ltd, Shaw and Partners Limited and Aitken Murray Capital Partners Limited (the **JLMs**). The Placement was also fully underwritten by the JLMs.

1.2 What is now proposed?

Members are asked to ratify the Placement which is described in section 1.1 to refresh the Fund's placement capacity for the purposes of ASX Listing Rule 7.4 and for all other purposes.

1.3 Why is this Resolution being proposed?

Under ASX Listing Rule 7.1, and subject to the exceptions set out in ASX Listing Rule 7.2, an entity may not, without approval, issue by way of placement in any 12-month period, more than 15% of the number of securities it has on issue 12 months before the date of the placement.

The Placement described in section 1.1 above did not fit within any of the exceptions set out in Listing Rule 7.2 and so was made in accordance with the Fund's placement capacity under ASX Listing Rule 7.1. Accordingly, the Fund has used up all of its 15% placement capacity under Listing Rule 7.1.

This reduces the Fund's capacity to issue further Stapled Units without Member approval under ASX Listing Rule 7.1 for the 12-month period following the Placement. ASX Listing Rule 7.4 allows the Member to approve an issue of Stapled Units after it has been made. If they do so, the issue is taken to have been approved under Listing Rule 7.1 and does not reduce the Responsible Entities' capacity to issue further Stapled Units without Member approval under that rule.

Accordingly, if the proposed Resolution is passed, the issue of the Placement Units will be ratified, and the Fund's placement capacity will be refreshed which will allow the Responsible Entity to undertake further placements of up to 15% of the number of Stapled Units on issue within the following 12-month period.

If the Resolution is not passed, the Responsible Entity cannot undertake any further placements for 12 months.

1.4 What does a refresh of the Fund's placement capacity mean for Members?

Advantages

The effect of an approval of the Resolution would be that the Placement Units issued under the Placement would not reduce the number of Stapled Units that could be issued by the Fund without Member approval under Listing Rule 7.1. This will refresh the Fund's capacity to issue under Listing Rule 7.1.

Approval of the Resolution will also have the effect of increasing the base number of Stapled Units from which a further 15% calculation will be made.

The issue of the Placement Units provided funding flexibility in respect of follow-on investment opportunities and strategic M&A acquisition opportunities. The Fund continues to actively seek acquisition opportunities which complement its investment strategy and existing portfolio. Refreshing its placement capacity gives the Responsible Entity the flexibility to raise additional funds to meet such opportunities by issuing up to a further 15% Stapled Units.

If an opportunity arises to acquire an attractive asset or assets that are within the Fund's investment strategy, then an ASX announcement will be made if required.

Disadvantages/risks

The key potential disadvantage and risk associated with approving the Resolution is that if the Fund issues further equity by way of another placement of up to 15% then the percentage holdings in the Fund of Members who do not participate in that future placement will be diluted. Furthermore, the value of Members' Stapled Units may be impacted by the price at which any new Stapled Units are placed.

The Directors are of the opinion that this potential disadvantage and risk is substantially outweighed by the potential advantages and benefits associated with the Fund refreshing its placement capacity to enable it to continue making investments and acquisitions in accordance with its strategy.

Accordingly, the Directors consider that the Resolution 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 the Resolution.

1.5 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Units under the Placement:

a) the Placement Units were issued to certain new Wholesale Clients and sophisticated investors, none of whom were related parties of the Responsible Entity or the Fund. The Placement was fully underwritten by Moelis Australia Advisory Pty Ltd, Shaw and Partners Limited and Aitken Murray Capital Partners Limited who also acted as joint lead managers and assisted in identifying investors for the Placement;

NOTICE OF EXTRAORDINARY MEETING

b) a total of 8,558,845 Placement Units were issued on 3 December 2020 all of which were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Member approval;

c) the Placement Units were issued at \$1.77 per Placement Unit;

d) the Placement Units issued were fully paid Stapled Units in the Fund and rank equally in all respects with the Fund's existing Stapled Units on issue;

e) the proceeds from the issue of the Placement Units will be used towards funding follow-on capital across current investments and exploring other strategic M&A opportunities; and

f) a voting exclusion statement is included in the Notice.

1.6 What happens if the Resolution is not approved?

If Members do not approve the Resolution, the Fund's ability to raise further funds and participate in any suitable investment opportunity in a timely manner, or at all, is likely to be constrained.

1.7 What does the Responsible Entity recommend?

The Directors consider that ratifying the Placement outlined in section 1.1 and refreshing the Fund's capacity to issue new Stapled Units under ASX Listing Rule 7.1 by way of placement will be in the best interests of the Members of the Fund as it provides funding flexibility in respect of further potential acquisitions, investment opportunities, and general capital management initiatives that may arise from time to time.

The Responsible Entity recommends that Members vote in **FAVOUR** of the Resolution.

QUERIES

If you have any questions regarding your investment in the Fund, the Resolution, or what action you should take, please consult your legal, investment, taxation or other professional adviser or contact 360 Capital Investor Services on 1300 082 130 or email investor.relations@360capital.com.au

AEDT	Australian Eastern Daylight Time.
ASX	ASX Limited (ABN 98 008 624 691) or the financial market operated by it (as the context requires).
Corporations Act	Corporations Act 2001 (Cth).
Chairperson	The person appointed to chair the Meeting in accordance with section 252S of the Corporations Act.
Explanatory Memorandum	The explanatory memorandum contained in this document.
Fund	The 360 Capital Digital Infrastructure Fund (the stapled fund comprised of the 360 Capital Digital Infrastructure Fund ARSN 635 566 531 and 360 Capital Digital Infrastructure Fund 2 ARSN 638 320 420).
JLMs	Moelis Australia Advisory Pty Ltd, Shaw and Partners Limited and Aitken Murray Capital Partners Limited as joint lead managers in relation to the Placement.
Meeting	The meeting of Members of the Fund.
Member	A registered holder of Stapled Units in the Fund.
Notice of Meeting	This document, including the Notice of Meeting set out on page 2 of this document.
Placement	Means the placement described in section 1.1 of the Explanatory Memorandum.
Placement Units	Means the Stapled Units issued as part of the Placement, as further described in section 1.1 of the Explanatory Memorandum.
Proxy Form	The form by which Members may vote on the Resolution without attending the Meeting in person.
Resolution	The Resolution set out in the Notice of Meeting.
Stapled Units	A Stapled Unit in the Fund comprising a unit in 360 Capital Digital Infrastructure Fund ARSN 635 566 531 and a unit in 360 Capital Digital Infrastructure Fund 2 ARSN 638 320 420, stapled together and trading under ASX code TDI.
Responsible Entity	The responsible entity of the Fund, 360 Capital FM Limited (ABN 15 090 664 396 AFSL 221474).
Wholesale Client	A wholesale client for the purposes of Section 761G of the Corporations Act.

Responsible Entity

360 Capital FM Limited ABN 15 090 664 396, AFSL 221474

Directors of Responsible Entity

David van Aanholt
Andrew Moffat
John Ballhausen
Graham Lenzner
Tony Pitt

Company Secretary

Kimberley Child

Contact Information

Within Australia: 1300 082 130
Outside Australia: +61 2 8016 2884
Online: www.360capital.com.au

Registered Office

Level 8, 56 Pitt Street Sydney NSW 2000

Investor Enquiries

360 Capital Investor Services
Toll Free: 1300 082 130
Email: investor.relations@360capital.com.au

Postal Address for Lodgement of Proxies

Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001

Disclaimer

This document has been prepared by 360 Capital FM Limited (ABN 15 090 664 396, AFSL 221474), Level 8, 56 Pitt Street, Sydney NSW 2000, as responsible entity of the 360 Capital Digital Infrastructure Fund (ARSN 635 566 531) and 360 Capital Digital Infrastructure Fund 2 (ARSN 638 320 420) (**Responsible Entity**). The Responsible Entity, its associates, related entities and their respective directors do not guarantee the performance of the Fund or the repayment of monies invested. The information contained in this document does not constitute financial product advice. While every care has been exercised in the preparation of this document and the information is believed to be correct, this document is provided for general information purposes only and does not have regard to the particular circumstances, financial situation or needs of any specific person who may read it and whom should seek their own professional advice. This document contains forward looking statements which are identified by words such as "may", "could", "believes", "estimates", "expects", "intends" and other similar words that imply risks and uncertainties. These forward looking statements are subject to known and unknown risks, uncertainties and other factors that could cause the actual results, performance or achievements of the Fund to vary materially from those expressed or implied in such forward looking statements. Past performance is not an indicator of future performance.

360 Capital ●●●●●

360capital.com.au

360 Capital



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

To attend the AGM online, please visit:	https://web.lumiagm.com/320545618
Voting Access Code (VAC):	

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEDT) on Saturday, 13 February 2021.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/tdigmfeb2021>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

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 company. Do not write the name of the issuer company 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 company'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 company'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 (AEDT) on Saturday, 13 February 2021**. 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** <https://www.votingonline.com.au/tdigmfeb2021>

📠 **By Fax** + 61 2 9290 9655

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

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

360 Capital Digital Infrastructure Fund

The stapled fund comprising the:
360 Capital Digital Infrastructure Fund ARSN 635 566 531 and
360 Capital Digital Infrastructure Fund 2 ARSN 638 320 420

Your Address

This is your address as it appears on the company'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 **360 Capital Digital Infrastructure Fund** (Fund) 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 General Meeting of the Company to be held via **Virtual Meeting on Monday, 15 February 2021 at 10:00am (AEDT)** 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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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 Ratification of the issue of Stapled Units pursuant to a Placement

For	Against	Abstain*
<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

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021

Virtual Meeting User Guide

Getting Started

In order to participate in the meeting, you will need to download the App onto your smartphone device. This can be downloaded from the Google Play Store™ or the Apple® App Store by searching by app name “Lumi AGM”.

Alternatively, **Lumi AGM** can be accessed using any web browser on a PC, tablet or smartphone device. To use this method, please go to <https://web.lumiagm.com>.

To log in to the portal, you will need the following information:

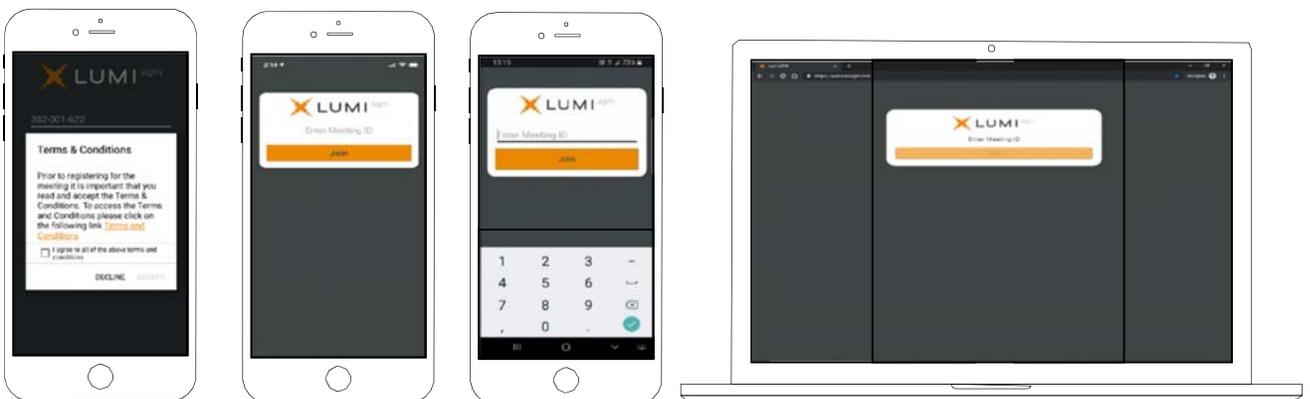
Meeting ID: 320-545-618

Australian Residents Username - **Voting Access Code (VAC*)** and **Password** (postcode of your registered address) *Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email.

Overseas Residents Username - **Voting Access Code (VAC*)** and **Password** (three character country code e.g. New Zealand – NZL. A full list of country codes can be found at the end of this guide.) *Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email. A full list of country codes can be found at the end of this guide.

Appointed Proxy To receive your Username and Password, please contact our share registry, Boardroom Pty Ltd on **1300 737 760** or **+61 2 9290 9600** between 8:30am to 5:30pm (Sydney time) Monday to Friday the day before the meeting.

To join the meeting, you will be required to enter the above unique 9 digit meeting ID and select ‘Join’. To proceed to registration, you will be asked to read and accept the terms and conditions.



If you are a Shareholder, select 'I have a login' and enter your Username VAC (Voting Access Code) and Password (postcode or country code). If you are a Proxyholder you will need to enter the unique Username and Password provided by Boardroom and select 'Login'.

If you are not a Shareholder, select 'I am a guest'. You will be asked to enter your name and email details, then select 'Enter'. Please note, guests are not able to ask questions at the meeting.



Navigating

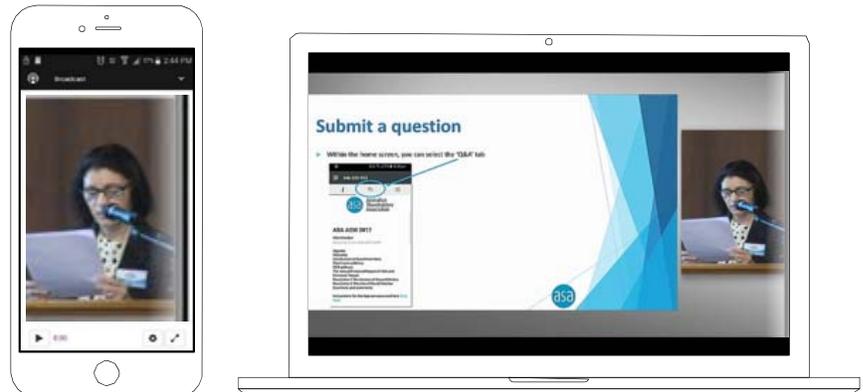
Once you have registered, you will be taken to the homepage which displays your name and meeting information.



To activate the webcast, please click on the **Broadcast bar** at the bottom of the screen. If prompted you may have to click the play button in the window to initiate the broadcast.

Once you select to view the webcast from a smartphone it can take up to approximately 30 seconds for the live feed to appear on some devices. If you attempt to log into the app before the Meeting commences, a dialog box will appear.

NOTE: We recommend once you have logged in, you keep your browser open for the duration of the meeting. If you close your browser you will be asked to repeat the log in process.

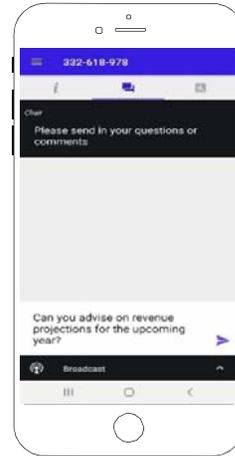


To ask a Question

If you would like to ask a question:

1. Select the question icon 
2. Compose your question.
3. Select the send icon 
4. You will receive confirmation that your question has been received.

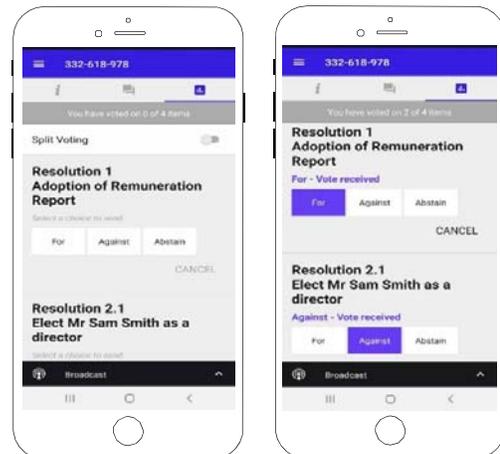
The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavor to answer all questions at the Meeting.



To Vote

If you would like to cast a vote:

1. When the Chair declares the polls open, the resolutions and voting choices will appear.
2. Press the option corresponding with the way in which you wish to vote.
3. Once the option has been selected, the vote will appear in blue.
4. If you change your mind and wish to change your vote, you can simply press the new vote or cancel your vote at any time before the Chair closes the polls.
5. Upon conclusion of the meeting the home screen will be updated to state that the meeting is now closed.



Need help? If you require any help using this system prior to or during the Meeting, please call **1300 737 760** or **+61 2 9290 9600** so we can assist you

Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW	Aruba
AFG	Afghanistan
AGO	Angola
AIA	Anguilla
ALA	Aland Islands
ALB	Albania
AND	Andorra
ANT	Netherlands Antilles
ARE	United Arab Emirates
ARG	Argentina
ARM	Armenia
ASM	American Samoa
ATA	Antarctica
ATF	French Southern
ATG	Antigua & Barbuda
AUS	Australia
AUT	Austria
AZE	Azerbaijan
BDI	Burundi
BEL	Belgium
BEN	Benin
BFA	Burkina Faso
BGD	Bangladesh
BGR	Bulgaria
BHR	Bahrain
BHS	Bahamas
BIH	Bosnia & Herzegovina
BLM	St Barthelemy
BLR	Belarus
BLZ	Belize
BMU	Bermuda
BOL	Bolivia
BRA	Brazil
BRB	Barbados
BRN	Brunei Darussalam
BTN	Bhutan
BUR	Burma
BVT	Bouvet Island
BWA	Botswana
CAF	Central African Republic
CAN	Canada
CCK	Cocos (Keeling) Islands
CHE	Switzerland
CHL	Chile
CHN	China
CIV	Cote D'ivoire
CMR	Cameroon
COD	Democratic Republic of Congo
COK	Cook Islands
COL	Colombia
COM	Comoros
CPV	Cape Verde
CRI	Costa Rica
CUB	Cuba
CYM	Cayman Islands
CYP	Cyprus
CXR	Christmas Island
CZE	Czech Republic
DEU	Germany
DJI	Djibouti
DMA	Dominica
DNK	Denmark
DOM	Dominican Republic

DZA	Algeria
ECU	Ecuador
EGY	Egypt
ERI	Eritrea
ESH	Western Sahara
ESP	Spain
EST	Estonia
ETH	Ethiopia
FIN	Finland
FJI	Fiji
FLK	Falkland Islands (Malvinas)
FRA	France
FRO	Faroe Islands
FSM	Micronesia
GAB	Gabon
GBR	United Kingdom
GEO	Georgia
GGY	Guernsey
GHA	Ghana
GIB	Gibraltar
GIN	Guinea
GLP	Guadeloupe
GMB	Gambia
GNB	Guinea-Bissau
GNQ	Equatorial Guinea
GRC	Greece
GRD	Grenada
GRL	Greenland
GTM	Guatemala
GUF	French Guiana
GUM	Guam
GUY	Guyana
HKG	Hong Kong
HMD	Heard & Mcdonald Islands
HND	Honduras
HRV	Croatia
HTI	Haiti
HUN	Hungary
IDN	Indonesia
IMN	Isle Of Man
IND	India
IOT	British Indian Ocean Territory
IRL	Ireland
IRN	Iran Islamic Republic of
IRQ	Iraq
ISM	Isle of Man
ISL	Iceland
ISR	Israel
ITA	Italy
JAM	Jamaica
JEY	Jersey
JOR	Jordan
JPN	Japan
KAZ	Kazakhstan
KEN	Kenya
KGZ	Kyrgyzstan
KHM	Cambodia
KIR	Kiribati
KNA	St Kitts And Nevis
KOR	Korea Republic of
KWT	Kuwait
LAO	Laos
LBN	Lebanon

LBR	Liberia
LBY	Libyan Arab Jamahiriya
LCA	St Lucia
LIE	Liechtenstein
LKA	Sri Lanka
LSO	Lesotho
LTU	Lithuania
LUX	Luxembourg
LVA	Latvia
MAC	Macao
MAF	St Martin
MAR	Morocco
MCO	Monaco
MDA	Republic Of Moldova
MDG	Madagascar
MDV	Maldives
MEX	Mexico
MHL	Marshall Islands
MKD	Macedonia Former Yugoslav Rep
MLI	Mali
MLT	Mauritania
MMR	Myanmar
MNE	Montenegro
MNG	Mongolia
MNP	Northern Mariana Islands
MOZ	Mozambique
MRT	Mauritania
MSR	Montserrat
MTQ	Martinique
MUS	Mauritius
MWI	Malawi
MYS	Malaysia
MYT	Mayotte
NAM	Namibia
NCL	New Caledonia
NER	Niger
NFK	Norfolk Island
NGA	Nigeria
NIC	Nicaragua
NIU	Niue
NLD	Netherlands
NOR	Norway Montenegro
NPL	Nepal
NRU	Nauru
NZL	New Zealand
OMN	Oman
PAK	Pakistan
PAN	Panama
PCN	Pitcairn Islands
PER	Peru
PHL	Philippines
PLW	Palau
PNG	Papua New Guinea
POL	Poland
PRI	Puerto Rico
PRK	Korea Dem Peoples Republic of
PRT	Portugal
PRY	Paraguay
PSE	Palestinian Territory Occupied
PYF	French Polynesia
QAT	Qatar
REU	Reunion

ROU	Romania
RUS	Russian Federation
RWA	Rwanda
SAU	Saudi Arabia Kingdom Of
SDN	Sudan
SEN	Senegal
SGP	Singapore
SGS	Sth Georgia & Sth Sandwich Isl
SHN	St Helena
SJM	Svalbard & Jan Mayen
SLB	Solomon Islands
SCG	Serbia & Outlying
SLE	Sierra Leone
SLV	El Salvador
SMR	San Marino
SOM	Somalia
SPM	St Pierre And Miquelon
SRB	Serbia
STP	Sao Tome And Principe
SUR	Suriname
SVK	Slovakia
SVN	Slovenia
SWE	Sweden
SWZ	Swaziland
SYC	Seychelles
SYR	Syrian Arab Republic
TCA	Turks & Caicos Islands
TCD	Chad
TGO	Togo
THA	Thailand
TJK	Tajikistan
TKL	Tokelau
TKM	Turkmenistan
TLS	Timor-Leste
TMP	East Timor
TON	Tonga
TTO	Trinidad & Tobago
TUN	Tunisia
TUR	Turkey
TUV	Tuvalu
TWN	Taiwan
TZA	Tanzania United Republic of
UGA	Uganda
UKR	Ukraine
UMI	United States Minor
URY	Uruguay
USA	United States of America
UZB	Uzbekistan
VNM	Vietnam
VUT	Vanuatu
WLF	Wallis & Futuna
WSM	Samoa
YEM	Yemen
YMD	Yemen Democratic
YUG	Yugoslavia Socialist Fed Rep
ZAF	South Africa
ZAR	Zaire
ZMB	Zambia
ZWE	Zimbabwe