

Asia Pacific Data Centre Group

WHISTLEBLOWER POLICY

1. Policy Statement

- 1.1 The Asia Pacific Data Centre Group (**APDC Group**) comprises Asia Pacific Data Centre Holdings Limited (**APDC Holdings**) and Asia Pacific Data Centre Limited (**APDC Limited**) as responsible entity for Asia Pacific Data Centre Trust (**APDC Trust**). APDC Limited holds Australian Financial Services Licence (**AFSL**) No 426 503.
- 1.2 The shares of APDC Holdings and the units of APDC Trust are stapled and listed on the Australian Stock Exchange (**ASX**).
- 1.3 The APDC Group is committed to promoting a culture of corporate compliance and ethical behaviour. The best way to fulfil this commitment is to create an environment in which employees who have genuine suspicions about improper conduct feel safe to report it without fear of reprisal.

2. Purpose

- 2.1 The Whistleblower Policy (**Policy**) outlines what to do if you have a genuine suspicion of improper conduct. Any report made in good faith will be listened to, investigated and treated in confidence. The APDC Group will take all reasonable steps to protect people who report concerns from any detrimental action in reprisal or making the disclosure. The APDC Group will also afford natural justice to the person who is the subject of the disclosure.
- 2.2 The Policy is very important to the APDC Group. The Policy helps the APDC Group identify and rectify problems and reflects the APDC Group's commitment to ensure its compliance with legal and ethical obligations.
- 2.3 Additional procedures and protections apply under the Corporations Legislation in relation to the reporting of possible breaches of the Corporations Legislation – this is explained below (see section 6 "Corporations Legislation matters").
- 2.4 Please remember that the terms of your employment include an obligation to ensure that you act in accordance with the law and APDC Group policy at all times. Failure to raise issues could result in disciplinary action

3. Scope

- 3.1 The Policy applies to all Employees of the APDC Group who wish to report Reportable Conduct (as in clause 5.1(b)) regarding the APDC Group's activities.
- 3.2 This Policy does not deal with staff grievances which do not constitute Reportable Conduct (it is noted that separate procedures exist to deal with staff grievances).

4. Definitions

- 4.1 **Employees** includes a Director, Secretary, officer, or employee (**Employees**) of the APDC Group.
- 4.2 **Whistleblower Protection Officer** means the senior corporate solicitor named as the Whistleblower Protection Officer in 5.5(b) of the Policy whose key responsibility is to protect Employees who report concerns under this Policy.

5. Policy

- 5.1 What types of concerns are covered?
- (a) If you reasonably believe that you know of actual or planned Reportable Conduct you are required to report it. You do not have to be entirely sure but you are required to have a genuine belief Reportable Conduct has occurred or is about to occur.
 - (b) Reportable Conduct includes conduct which:
 - (i) is against the law or is a failure by the APDC Group to comply with any legal obligation;
 - (ii) is unethical or breaches the APDC Group's policies (including any particular threat to health and safety or damage to the environment);
 - (iii) is dishonest, fraudulent or corrupt (including the offering or accepting of bribes or otherwise gaining advantage from a relationship with the APDC Group to which the APDC Group has not agreed);
 - (iv) is coercion, harassment or discrimination by, or affecting, any Employee of the APDC Group;
 - (v) is misleading or deceptive conduct of any kind (including conduct or representations which amount to improper or misleading accounting or financial reporting practices either by, or affecting, the APDC Group);
 - (vi) is potentially damaging to the APDC Group, an Employee or a third party, including unsafe work practices, environmental damage, health risks or substantial wasting of APDC Group resources;
 - (vii) may cause financial loss to the APDC Group or damage its reputation or be otherwise detrimental to the APDC Group; or
 - (viii) involves any other serious impropriety; or
 - (ix) is a deliberate cover up of any of the above.
 - (c) This Policy is not set up to deal with staff grievances, for which separate procedures exist.

6. How Do I Report Concerns?

- 6.1 If possible, first report your concern to your department manager (especially if you consider the breach to be relatively minor).
- 6.2 If you are not comfortable doing this (for example, you believe your department manager may have a conflict), or your concern remains unresolved after you have raised it with your department manager, contact the Chief Executive Officer or Company Secretary.
- 6.3 What happens after I report a concern?
- (a) All concerns reported under this Policy will be taken seriously.
 - (b) Any concerns reported to department managers are to be forwarded to the Chief Executive Officer.
 - (c) If the Chief Executive Officer believes that a reported concern requires formal investigation, the information will be given to a senior person with appropriate expertise (or an external investigator) for investigation.
 - (d) The investigator will take all reasonable steps to ensure that the investigation is fair and unbiased. This means that:
 - (i) any person who may be affected by the investigation should have the opportunity to be made aware of the allegations and evidence against them and to respond to them;
 - (ii) the investigator will obtain specialist, independent advice on matters outside the knowledge or expertise of the investigator;
 - (iii) all Employees are required to reasonably assist the investigator in carrying out the investigation;
 - (iv) investigations will be carried out as fast as reasonably practicable and with a degree of confidentiality consistent with the seriousness of the allegations raised; and
 - (v) the investigator will keep detailed records of all interviews conducted and all records reviewed which affect the outcome of the investigation.
 - (e) At the end of the investigation, the investigator must submit a report to the Chief Executive Officer. The report should summarise the conduct of the investigation and the evidence collected, draw conclusions about the extent of any improper conduct, and recommend action to remedy any improper conduct and ensure that it does not recur. The Chief Executive Officer may implement the recommendations, or where appropriate, request another person within the APDC Group to implement them.
- 6.4 Can reports be made anonymously?
- (a) Yes and the APDC Group will treat anonymous reports seriously. However, as it is much more difficult and sometimes not possible to investigate concerns that are reported anonymously, you are

encouraged to give your identity when reporting a concern.

- (b) If you identify yourself when making the report, the APDC Group will take all reasonable steps to protect your identity - the principle will always be to involve as few people as possible. Although you may be asked if you can provide further information, you will not be directly involved in the investigation.
- (c) However, no guarantee can be given of complete anonymity. For example, it may be necessary to give evidence in court proceedings. If it is not possible to keep your identity confidential during the investigation, you will not be disadvantaged by the APDC Group. As stated above, any form of retaliation will be treated as a breach of this Policy (see section 2).
- (d) If a concern reported under this Policy is investigated, it may be necessary to reveal certain details (on a confidential basis) to various people, such as other Employees, or in appropriate circumstances, law enforcement agencies.
- (e) If the concern relates to an allegation against a person, it will be necessary to disclose details about the matters raised to the person against whom an allegation is made to enable them to respond.
- (f) In the case of a report about a Corporations Legislation matter, additional confidentiality protections apply (see section 7 "Corporations Legislation matters").

6.5 Will I be disadvantaged?

- (a) No - any person that reports a concern in good faith under this Policy must not be personally disadvantaged by:
 - (i) dismissal;
 - (ii) demotion;
 - (iii) any form of harassment;
 - (iv) discrimination; or
 - (v) current or future bias.
- (b) We have appointed the Chief Executive Officer as the Whistleblower Protection Officer. The key responsibility of the Whistleblower Protection Officer is to ensure that a person that reports a concern in good faith under this Policy is not personally disadvantaged as a consequence of making the report. If you feel that as a consequence of reporting a concern under this Policy you have been personally disadvantaged, please contact the Whistleblower Protection Officer for assistance.
- (c) Where it is shown that an Employee has not acted in good faith in making a report under this Policy, the Employee may be subject to disciplinary action (for example, in the case of an unfounded malicious allegation).

- (d) The APDC Group forbids any Employee from acting in any way which penalises any person who reports a concern under this Policy or the persons' colleagues or relatives other than as provided in paragraph (c) above. This includes any reprimand, reprisal, change in work duties, change in employment amenities, change in reporting requirements, damage to career prospects or reputation, threats to do any of these or deliberate omissions which have the effect of damaging the person. If you believe you have been, or are likely to be, disadvantaged in any way by another Employee (including your department manager) because you have made a report, please contact the Whistleblower Protection Officer for assistance.
- (e) Anyone who reports a concern but is later found to have been actively involved in the improper conduct will not have automatic immunity from disciplinary or criminal proceedings.
- (f) A person who makes a report under this Policy may request that the APDC Group, through the Chief Executive Officer:
 - (i) grant the person leave of absence during the investigation;
 - (ii) relocate the person to a position of equivalent pay and seniority at a different location or in a different department; and
 - (iii) provide independent professional counselling to the person for the distress caused by the matters which led to the report.
- (g) The APDC Group will give due consideration to the granting of such requests wherever it is reasonably practicable to do so.

6.6 Will I get any feedback?

- (a) As a general rule, you will be informed of the results of an investigation as soon as possible after the concern is resolved or acted upon.
- (b) However, in some circumstances, privacy, confidentiality or other legal constraints may limit the feedback that can be provided.

7. Corporations Legislation matters

7.1 The Corporations Act provides additional protections in relation to the reporting of a possible contravention of the Corporations Act and the Australian Securities & Investments Commission Act (**Corporations Legislation**) by the APDC Group or its Employees.

7.2 Who is protected?

The following persons are protected:

- (a) Employees; and
- (b) a contractor, or employee of the contractor, supplying goods or services to the APDC Group.

7.3 Under what conditions am I protected?

You are protected if all the following apply:

- (a) You identify yourself. Anonymous reports are not protected under the Corporations Act.
- (b) You report that an Employee or the APDC Group has or may have breached the Corporations Act or the Australian Securities and Investments Commission Act (the "**ASIC Act**").
- (c) You make the report to one of the following:
 - (i) Australian Securities and Investments Commission (**ASIC**);
 - (ii) the APDC Group's auditor or a member of the audit team;
 - (iii) a director, secretary or senior manager of the APDC Group;
 - (iv) a person authorised by the APDC Group to receive disclosures of that kind (see section 6 "How do I report concerns?").
- (d) You have reasonable grounds to suspect that the information indicates there has or may be a breach of the Corporations Legislation.
- (e) You act in good faith.

7.4 How am I protected?

- (a) *Confidentiality*. The person to whom the report is made must keep the information (and information that is likely to lead to your identity) and your identity confidential. The person may only provide the information to ASIC or a member of the Australian Federal Police, unless you consent to the information being provided to someone else. For further information on confidentiality, review ASIC Regulatory Guide 103 Confidentiality and release of information at www.asic.gov.au.
- (b) *No victimisation*: You are protected from actual or threatened detriment because of the report. Examples include termination of employment, a reduction in your terms and conditions of employment, demotion, or unfair or unequal treatment in the workplace.
- (c) *No liability for making a report*: You are not subject to any civil or criminal liability for making the report, but you are not protected from civil or criminal liability for your conduct which may be revealed by the report.
- (d) *Protection in relation to contracts*: No other contractual or other right may be enforced or exercised against you on the basis of the report, and a contract may not be terminated on the basis that the report constitutes a breach of the contract. If you are an Employee and the APDC Group purports to terminate your employment on the basis of the report, a court may reinstate you to the same position or a position at a comparable level.
- (e) *Protection in relation to defamation*: Provided you acted without malice

(ill will or improper motive), you are not liable for defamation.

8. Rights of person who is alleged to have acted improperly

- 8.1 A person who is the subject of an investigation is entitled to be:
- (a) informed as to the substance of any adverse comment that may be included in a report or other document arising out of any such investigation; and
 - (b) given a reasonable opportunity to put their case to the Whistleblower Protection Officer who is investigating the report.

9. Review of this Policy

- 9.1 This Policy will be reviewed regularly by the Chief Executive Officer.
- 9.2 A report will be made to the Board of Directors of the outcome of any such review and recommended changes to the Policy. The review must address generally the efficacy of the Policy. In particular, it must consider the fairness of investigations undertaken, the actual consequences for persons who report concerns and compliance with the Policy generally.

10. Further Information

- 10.1 If you have any questions regarding this Policy you should contact:

Address: Company Secretary
Asia Pacific Data Centre Holdings Limited
Level 13
135 King Street
Sydney NSW 2000

Telephone: 02 8405 8872

Email: info@asiapacificdc.com

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