

**Asia Pacific Data Centre Group**  
**CODE OF CONDUCT – ALL EMPLOYEES**

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**1. Purpose**

- 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 acting as a good corporate citizen while it pursues its business objectives. In order to achieve this, it is important that every employee conduct themselves with the highest ethical standards. This Code of Conduct sets out the ethical standards expected of all employees of the APDC Group.
- 1.4 Breaches of this Code may result in disciplinary action against the employee including dismissal in serious cases.
- 1.5 If you have any queries regarding this Code, you should contact your supervisor or the Company Secretary.

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**2. Honesty and Integrity**

Our reputation as a good corporate citizen can only be achieved and maintained if we act with honesty and integrity in all our dealings with the APDC Group's customers, suppliers and competitors, as well as our work colleagues.

- (a) We give honest and accurate information in all communications.
- (b) We do not knowingly make false statements, or mislead directly or by omission, in all communications.
- (c) We perform our responsibilities with care, diligence and good faith.
- (d) We respect all people we have dealings with.
- (e) We report any possible dishonest or fraudulent behaviour by our colleagues or customers to our supervisor or the Company Secretary.
- (f) We do not engage in conduct which may bring discredit upon the APDC Group.

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### 3. **Conflicts of Interests**

A conflict of interest occurs in situations where an employee's personal or professional interest runs contrary to, or may appear to run contrary to, his or her duties and responsibilities to the APDC Group.

- (a) We seek to avoid situations involving actual or potential conflicts of interests.
- (b) We do not participate in employment or other activities outside of our employment with the APDC Group which may cause a conflict of interest.
- (c) We disclose to our supervisor any matter or interests we have which may lead to an actual or potential conflict of interest.
- (d) We do not manage an account where an actual or potential conflict of interest exists. For example, we do not manage our own account with the APDC Group, or that of our families.

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### 4. **Personal Gains and Gifts**

We accept gifts and other benefits, and make use of Group property, with caution, and only within the following guidelines:

- (a) We do not accept gifts, benefits or favours which may be seen as excessive and beyond socially acceptable boundaries;
- (b) We do not accept commissions or payments which may be seen as bribery or fraud;
- (c) We use the services and facilities provided to us by the APDC Group only for the purpose and in accordance with the terms on which they have been provided.

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### 5. **Financial and other inducements**

Offering a bribe to a government official and the receipt of a bribe by a government official is prohibited under Australian law and the laws of most countries. Australia is a signatory to the OECD Convention Combating Bribery of Foreign Public Officials in International Business Transactions and has enacted legislation prohibiting the offering of anything of value to foreign public officials which enables

it to prosecute its citizens and corporations for the bribery of public officials in other countries.

A contravention of anti-bribery legislation has serious consequences, such as imprisonment or fines.

Accordingly, we do not make any payments or payments in kind (gifts, favours, etc.) to influence individuals to award business opportunities to the APDC Group or make business decisions in the APDC Group's favour.

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## 6. **Ethical conduct**

We act ethically in our approach to business decisions.

In negotiating and administering contracts and other business relationships, we are expected to be fair and reasonable. We must not behave in any way that is, or might be construed as being harsh, oppressive, unconscionable, unethical, coercive or dishonest.

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## 7. **Confidentiality**

We respect the confidentiality of information obtained in the course of our employment with the APDC Group, even after our employment with the APDC Group ceases.

- (a) We do not disclose information obtained during our employment about the APDC Group, or its customers and suppliers, to third parties, unless authorised by our supervisor or required by the law to do so.
- (b) We do not use confidential information for personal gain, including for the gain of our families and friends.
- (c) We only access confidential information for authorised and necessary work purposes.
- (d) We respect the privacy of all people, and will do everything reasonably within our power to protect the confidentiality of information obtained by us in the course of our employment, including proper storage of information and protection of computer passwords.
- (e) We refer all media enquiries to authorised Group employees, and do not respond directly.

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## 8. **Compliance with the Law and Group Policies**

We respect the law and are committed to the adherence to the spirit, as well as the letter, of all applicable laws and regulations.

- (a) We do not breach any law or regulation, including insider trading laws, directly or indirectly, whether by action or omission.
- (b) We understand and comply with this Code as well as all other policies of the APDC Group.

- (c) We report to our supervisors, or another appropriate authority within the APDC Group any matters which we believe, in good faith, to constitute fraud, corruption, misconduct or other contraventions of the law.
- (d) We co-operate fully with any internal investigations or external law enforcement agencies if required.

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**9. Privacy and Intellectual property**

- (a) We may have access to records which contain information that may be of a personal nature, or that the APDC Group has obtained to assist in the management of the business. This information is private and confidential and may not be disclosed to any unauthorised third party.
- (b) All intellectual property generated in relation to the APDC Group and its activities is the property of the APDC Group. We are responsible for protecting the Company's intellectual property rights.

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**10. Professionalism and Work Environment**

In addition to acting ethically, we continually seek to improve the quality of our work and our work environment.

- (a) We actively engage in continuing education to improve the skills and knowledge relevant to our work, and to strive to deliver exceptional work and customer service.
- (b) We treat our work colleagues with respect, and do not discriminate on the grounds of a person's race, gender, religion, marital status, sexual preferences or disability.
- (c) We do not tolerate harassment, including sexual harassment or offensive language, or any form of bullying.
- (d) We cooperate with other colleagues to create a safe and healthy workplace.
- (e) We do not perform any work task if we are under the influence of alcohol or drugs.
- (f) We must not, without written approval of a member of the leadership team, pursue or take personal advantage of any business opportunities which arise as a result of our position within the APDC Group or the use of the APDC Group's property or information

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**11. Financial integrity**

The APDC Group has stringent financial accounting procedures that are overseen by management, the Audit Committee and the external auditor. Therefore:

- (a) the use of funds or assets for any unauthorised or unethical purpose, including for the advantage of others, or to cause loss to the APDC

Group is prohibited. No undisclosed funds or assets of the APDC Group have, or will be, maintained or established for any purpose;

- (b) no false or misleading entries may be made in the books or records of the APDC Group for any reason; and
- (c) no payment on behalf of the APDC Group may be made or approved on the understanding that it will or might be used for something other than the stated purpose.

We must ensure that:

- (d) the APDC Group's financial books, records, reports and statements properly document all assets, liabilities, and revenue; and
- (e) expenses accurately reflect all transactions of the APDC Group are retained in accordance with the APDC Group's policies and all applicable laws and regulations.

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## 12. **Review of this Code**

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

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## 13. **Further Information**

- 13.1 If you have any questions regarding this Code of Conduct 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](mailto:info@asiapacificdc.com)

Last updated: 12 June 2018 (by resolution of the Board)