

Asia Pacific Data Centre Group

CODE OF CONDUCT - DIRECTORS AND SENIOR EXECUTIVES

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 purpose of this Code of Conduct is to set out the ethical standards expected of directors and senior executives of APDC Holdings. Directors and senior executives of APDC Holdings must adhere to the highest levels of ethical conduct at all times.
- 1.4 Each director and senior executive of APDC Holdings is also required to comply with the Code of Conduct – All Employees.

2. Honesty and integrity

Each director and senior executive of APDC Holdings:

- (a) shall act honestly, in good faith and in the best interests of the APDC Group as a whole;
- (b) has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office;
- (c) shall act with integrity in all his or her dealings for the APDC Group;
- (d) shall not make false statements, mislead directly or indirectly, whether by action or omission; and
- (e) shall not discriminate on the grounds of a person's race, gender, religion, marital status, sexual preferences or disability.

3. Conflicts of interests

Each director and senior executive of APDC Holdings must at all times comply with their duties and obligations as directors of the APDC Holdings under statute,

common law and the APDC Holdings constitution to disclose certain interests to the Board and avoid conflicts of interest and furthermore:

- (a) shall not allow his or her personal or professional interests, or that of an associated person, to conflict with his or her obligations towards the APDC Group;
- (b) shall use the powers of office for a proper purpose, and not take improper advantage of his or her position to seek personal gain;
- (c) shall not make improper use of information acquired in the course of his or her duties with the APDC Group;
- (d) shall not accept any personal gain, improper payments or other gifts of significance; and
- (e) shall use services and facilities provided to him or her by the APDC Group only for the purpose and in accordance with the terms on which those services and facilities have been provided.

4. Disclosure of interests

Each director and senior executive of APDC Holdings:

- (a) shall disclose fully any potential or actual conflicts of interests between his or her personal interest and his or her obligations to the APDC Group; and
- (b) shall disclose fully all relationships he or she has with the APDC Group in accordance with the concept of "independence" set out under Recommendation 2.3 of the ASX Corporate Governance Principles and Recommendations (3rd edition).

5. Confidentiality of information

Each director and senior executive of APDC Holdings:

- (a) shall not disclose, or permit to be disclosed, any confidential information relating to the APDC Group, its employees, customers and operations received in the course of his or her office, unless consent is obtained from the APDC Group, or disclosure has already been made by the APDC Group or is required by law;
- (b) shall not use confidential information received in the course of his or her office for personal gain; and
- (c) shall respect the privacy of others and comply with the Privacy Act 1988 (Cth) at all times.

6. Compliance with the Law and this Code

Each director and senior executive of APDC Holdings:

- (a) shall comply with the spirit, as well as the letter, of the law and with this Code; and

- (b) shall report to the appropriate authority within the APDC Group any matters which he or she believes, in good faith, to constitute fraud, corruption, misconduct or other unethical conduct.

7. Training

This Code shall be supported by such training deemed appropriate by the Board of APDC Holdings.

8. Review of this Code

- 8.1 This Policy will be reviewed regularly by the Chief Executive Officer.
- 8.2 A report will be made to the Board of Directors of APDC Holdings 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.

9. Further Information

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

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