

CODE OF CONDUCT – ALL EMPLOYEES

NEXTDC Limited and its subsidiaries (ACN 143 582 521)



N E X T D C

Purpose

1. The Company 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 Company.
2. This Code sets out the ethical standards expected of all Company employees. These ethical standards complement our Values of Excellence, One Team, Innovation, Communication, Efficiency and Customer focus.
3. Breaches of this Code may result in disciplinary action against the employee including dismissal in serious cases. If you have any queries regarding this Code, you should contact the Head of People & Culture team or the Chief Legal Officer/ Company Secretary.

This code of conduct must be read in conjunction with the Whistleblower Policy, Diversity Policy, Privacy Policy, Securities Trading Policy, Anti-Bribery and Corruption Policy, and other supporting document/ guidelines in place.

Ethical Behaviour

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 Company's customers, suppliers and competitors and 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 comply with applicable laws and regulations to the Company's and its operations.
- e) We do not knowingly participate in any illegal or unethical activity or in bribery, fraud or corruption. Please see the section below on Fraud, Bribery and Corruption.
- f) We seek to create a safe and non-discriminatory workplace.
- g) We deal fairly and respectfully with customers, colleagues and suppliers.
- h) We act responsibly towards the environment.
- i) We only deal with business partners who demonstrate similar ethics and responsible business practice.
- j) We report any possible dishonest or fraudulent behaviour by our colleagues, suppliers or customers to Head of People & Culture or the Chief Legal Officer/ Company Secretary.

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 Company.

- 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 Company 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 Company, or that of our families.

Personal Gains and Gifts

We accept gifts and other benefits, and make use the Company's properties, 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 Company only for the purpose and in accordance with the terms on which they have been provided.
- d) notwithstanding the above, all gifts or benefits received must be managed in-line with internal processes and guideline in place.

Confidentiality

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

- a) We do not disclose information obtained during our employment about the Company, 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.
- e) We 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.
- f) We refer all media enquiries to authorised the Company employees, and do not respond directly.

Compliance with the Law and other Company 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 (Please refer to the Securities Trading Policy).
- b) We understand and comply with this Code as well as all other Company Policies.
- c) We report to our supervisors, or another appropriate authority within the Company 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.

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.

Fraud, Bribery and Corruption

This section should be read in conjunction to NEXTDC's Anti-bribery and Corruption Policy.

Bribery is the offer, promise, giving, demanding or acceptance of an advantage as an inducement for an action which is illegal, unethical or a breach of trust. Bribes can take on many different shapes and forms, but typically there will be a "quid pro quo" – meaning that both parties, or a party's designate, will benefit.

- a) Examples of bribes and corruption include, but are not limited to:
 - a. the direct or indirect promise, offering, or authorization, of anything of value (whether the value is material or not);
 - b. the offer or receipt of any kickback, loan, fee, reward or other advantage;
 - c. release of confidential information, for other than a proper business purpose, sometimes in exchange for either a financial or non-financial advantage;
 - d. payment of "secret" commissions (bribes, facilitation payments or gratuities) in money, or some other value, to other businesses, individuals or public officials

- e. manipulation of a tendering process;
 - f. acting improperly in a conflict of interest situation; or
 - g. the giving of aid, donations or voting, designed to exert improper influence.
- b) Acts of bribery are designed to influence individuals to act dishonestly in the performance or discharge of their duty and in the interests of the individual and not the Company.
- c) Corruption includes the misuse of office or power or influence for private gain or a dishonest activity in which a director, other officer, executive, manager, employee or contractor of an entity acts contrary to the interests of the Company and abuses his/her position of trust in order to achieve some personal gain or advantage for him or herself or for another person or entity.
- d) Fraud is defined as an intentional act by one or more persons, involving the use of deception to obtain an unjust or illegal advantage. A fraud can typically result in actual or potential financial loss to any person or entity however this is not always the case. Examples of fraud could include, but are not limited to:
- a. misappropriation of funds, securities, stock, supplies or other assets including use of assets for private purposes;
 - b. causing a loss to the Company or creating a liability for the Company by deception;
 - c. impropriety in the handling or reporting of money or financial records;
 - d. profiting from insider knowledge of the Company's activities;
 - e. accepting or seeking anything of value from contractors, vendors or persons providing services or goods to the Company (bribery);
 - f. false invoicing for goods or services never rendered or backdating agreements;
 - g. submission of exaggerated or fictitious accident, harassment or injury claims; and
 - h. misuse of sick or family leave.
- e) Any alleged fraud or corruption will be thoroughly investigated and if warranted, appropriate disciplinary action will be taken against the relevant staff member(s). This may include referral to the appropriate law enforcement or regulatory agencies for independent investigation.

Reporting Concerns

The Company is committed to creating a workplace where employees are comfortable raising genuine concerns about improper conduct without fear of reprisal. Information received from employees regarding allegations of improper conduct will be handled and investigated in accordance with this Code, the Anti-bribery and Corruption Policy and the Whistleblower Policy.