



NEXTDC Limited ACN 143 582 521 and its subsidiaries (the “Company”)

WHISTLEBLOWERS POLICY

1. Purpose

The Company is committed to promoting a culture of corporate compliance and ethical behaviour, and aims to create an environment in which employees or contractors who have genuine suspicions about improper conduct feel safe to report them without fear of reprisal.

The Whistleblowers 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 Company will take all reasonable steps to protect people who report concerns from any detrimental action in reprisal for making the disclosure. The Company will also afford natural justice to the person who is the subject of the disclosure.

Please refer to section 6 below for additional procedures and protections that apply under the Corporations Legislation.

Please remember that the terms of your employment or engagement (in the case of contractors supplying goods or services) include an obligation to ensure that you act in accordance with the law and Company policies at all times.

2. Scope

This Policy applies to all Company Employees and contractors who wish to report concerns of improper conduct.

3. Definitions

“**Employees**” includes a Director, Secretary, officer, or employee of the Company.

“**Group Representative**” means a contractor’s contact person within the Company.

“**Whistleblower**” has the meaning given to it in section 7 of this Policy.

“**Whistleblower Protection Officer**” means the Employee named as the Whistleblower Protection Office in 5 (4)(b) of the Policy whose key responsibility is to protect Employees who report concerns under this Policy.

4. Policy

What types of concerns are covered?

- (a) If you reasonably believe that you know of actual or planned improper conduct you are required to report it. You don't have to be entirely sure but you are required to have a genuine belief improper conduct has occurred or is about to occur. Improper conduct includes conduct which:
- (i) is against the law or is a failure by the Group to comply with any legal obligation;
 - (ii) breaches the Group's policies (including any particular threat to health and safety, or damage to the environment) or information security), or any type of ethical breach not already covered by the Company's policies;
 - (iii) is fraudulent or corrupt (including the offering or accepting of bribes or otherwise gaining advantage from a relationship with the Group to which the Group has not agreed);
 - (iv) is coercion, harassment or discrimination by, or affecting, any Employee of the 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 Group); or
 - (vi) is a deliberate cover up of any of the above.
- (b) This Policy is not set up to deal with staff grievances, for which separate procedures exist.

5. Procedure

How do I report concerns?

- (a) If possible, promptly raise your concern to your department manager (especially if you consider the breach to be relatively minor).
- (c) If you are not comfortable doing this (for example, you believe your department manager or Group Representative may have a conflict), or your concern is not promptly investigated after you have raised it with your department manager or Group Representative, contact the Chief Executive Officer, General Counsel or Whistleblower Protection Officer.

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, Group Representative or the Whistleblower Protection Officer will be promptly forwarded to the Chief Executive Officer and General Counsel.
- (c) If the Chief Executive Officer, General Counsel and/ or Whistleblower Protection Officer believe 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. The Chief Executive Officer, General Counsel and / or Whistleblower Protection Officer:
- (i) can provide details of your identity to ASIC, APRA or the Australian Federal Police without notice.
 - (ii) cannot identify you to a third party (other than those set out in (i) above) unless you have provided written consent. For example, your identity will not be provided to Board members,

executive Employees or internal / external investigators unless you have provided consent or contacted them directly.

- (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 and / or General Counsel may implement the recommendations, or where appropriate, request another person within the Group to implement them.

Can reports be made anonymously?

- (a) Yes and the 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 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 Group. As stated above, any form of retaliation will be treated as a breach of this Policy (see "Purpose" section above).
- (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 15 "Corporations Legislation matters").

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) The Head of People & Culture has been appointed 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.
- (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 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.
- (e) Anyone who reports a concern but is later found to have been actively involved in the improper conduct may be subject to disciplinary or criminal proceedings.
- (f) A person who makes a report under this Policy may request that the 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 Group will give due consideration to the granting of such requests wherever it is reasonably practicable to do so.
- (h) If you feel that as a consequence of reporting a concern under this Policy you have been, or are likely to be personally disadvantaged in any way by another Employee (including your department manager or Group Representative), please contact the Whistleblower Protection Officer for assistance as you may have a right to compensation.

Will I get any feedback?

- (a) As far as practicable 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.

6. Corporations Legislation matters

This section is based on ASIC Guide - Protection for Whistleblowers and Part 9.4 AAA of the Act (the "Act"). The Act provides additional protections in relation to the reporting of a possible contravention of the Act and the Australian Securities & Investments Commission Act ("Corporations Legislation") by the Company or its Employees.

Protection under the Act

The following persons are protected:

- (a) Employees; and
- (b) a contractor, or employee of the contractor, supplying goods or services to the Company. (together "Whistleblowers")

Requirements for protection under the Act

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 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 Group's auditor, or a member of the audit team;
 - (iii) an Employee;
 - (iv) a person authorised by the Group to receive disclosures of that kind (see above 10 "How do I report concerns?").
- (d) You have reasonable grounds to suspect that the information indicates there has or may be a breach.
- (e) You act in good faith.

How am I protected?

- (a) Confidentiality: The person to whom the report is made ("Recipient") must keep the information and your identity (including information that is likely to lead to your identification) confidential. For further information on confidentiality, please refer to section 2(c) and review ASIC Policy Statement 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. If the Whistleblower suffers any damage because of such victimisation, the offender may be liable to compensate the Whistleblower for that damage. ASIC may carry out investigations of allegations of victimisation, however we believe that ASIC's focus will more likely be on the investigation of the reported misconduct.
- (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 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.

7. Review of this Policy

- (a) This Policy will be reviewed regularly by the Chief Executive Officer.
- (b) 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.

Revised and adopted by the Board of Directors on 25 of August 2015