

# Whistleblower Policy

NEXTDC Limited and its subsidiaries (ACN 143 582 521)



N E X T D C

## Purpose

NEXTDC 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.

This Whistleblower Policy (**Policy**) outlines what to do if you have a genuine suspicion of a Reportable Conduct.

Under this Policy:

- you are encouraged to report any concerns, whether openly or, if prefer, anonymously;
- if you report Reportable Conduct, you will be afforded confidentiality, unless you provide your consent, or the law otherwise requires / allows;
- your concerns will be properly investigated with a view to establishing the truth and correcting any wrongdoing where possible; and
- NEXTDC will take all reasonable steps to protect you from victimisation / any detrimental action in reprisal for making the report.

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 NEXTDC's policies at all times.

## Scope

This Policy applies to all current and former NEXTDC Employees, Employees relatives and dependants and contractors / suppliers who wish to report concerns of improper conduct.

## Definitions

1. "Employees" includes a Director, Secretary, officer, or employee of the Company.
2. "NEXTDC Representative" means a contractor's contact person within the Company.
3. "Whistleblower" has the meaning given to it in section 6 of this Policy.
4. "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.

## Matters that should be reported

Any Reportable Conduct should be reported under this Policy.

### What is Reportable Conduct?

Reportable Conduct is conduct that you have reasonable grounds to suspect:

- (i) is against the law or is a failure by NEXTDC to comply with any legal or regulatory obligation;
- (ii) breaches NEXTDC's policies (including any particular threat to health and safety, or damage to the environment or information security);
- (iii) is unfair, unethical, or is other improper conduct;
- (iv) is misconduct or an improper state of affairs;
- (v) is fraudulent or corrupt (including the offering or accepting of bribes or otherwise gaining advantage from a relationship with NEXTDC to which NEXTDC has not agreed);
- (vi) is coercion, harassment or discrimination by, or affecting, any Employee of NEXTDC;
- (vii) 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, NEXTDC); or
- (viii) is a deliberate cover up of any of the above.

Reportable Conduct does not include personal work-related grievances, for which separate procedures exist.

## Procedure

### How to disclose Reportable Conduct?

NEXTDC has the following ways available for you to make a report if you become aware of any issue or behaviour which you have reasonable grounds to suspect to be a Reportable Conduct:

- a) If possible, promptly raise your concern to your **department manager** or **NEXTDC Representative** you are working with.
- b) If you are not comfortable doing this (for example, you believe your department manager or NEXTDC Representative may have a conflict), or your concern is not promptly investigated after you have raised it with your department manager or NEXTDC Representative, you should report the matter to the Whistleblower Protection Officer (WPO) who is the Chief People and Culture Officer.
- c) Where it is not possible or appropriate for you to report to any of the above-mentioned parties, you can raise your report directly with the Audit and Risk Management Committee (ARMC) Chair by sending an email to **whistleblower@nextdc.com**.

While reports can be made anonymously if preferred, this may affect the ability to investigate the matter properly and to communicate with you about your report.

Nothing in this Policy should be taken as restricting you from reporting any matter or providing any information to a regulator (such as ASIC), NEXTDC's auditor or any other person in accordance with any relevant law or regulation.

## How NEXTDC investigates disclosures

Any disclosures reported to department managers, or the WPO will be promptly forwarded to the Chief Executive Officer (CEO) and the Chief Legal Officer (CLO) for investigation in accordance with this Policy.

If a disclosure is made to the ARMC Chair, the ARMC Chair will not usually be involved in the investigation unless there are exceptional circumstances. Instead, the ARMC Chair's will ordinarily:

- a) delegate the management of the disclosure to the CLO, if appropriate given the nature of the disclosure and subject to the restrictions below; or
- b) appoint an independent investigator to conduct an investigation and provide a report to the Chair and otherwise deal with the disclosure.

Investigation processes will vary depending on the precise nature of the conduct being investigated. The purpose of the investigation will be to determine the facts of the matter and whether or not your concerns are substantiated, with a view to NEXTDC then rectifying any wrongdoing uncovered to the extent that this is practicable in all the circumstances.

The investigation will be thorough, objective, fair and independent of you, anyone who is the subject of the Reportable Conduct, and any business unit concerned. The investigation will also have proper regard for the principles of natural justice, ensuring that any persons to whom the report relates are also treated fairly

## Communicating with you about your disclosure

Where you have not made a disclosure anonymously, the person appointed to investigate the disclosure will keep you informed if the outcome of the investigation, subject to considerations of the privacy of anyone who is the subject of the Reportable Conduct and normal confidentiality requirements.

## Protections available to Whistleblower(s)

An employee who reports Reportable Conduct in accordance with this Policy (a "**Whistleblower**") will be protected as follows.

## Confidentiality

The person who received the report from the Whistleblower will not disclose the Whistleblower's identity (or any information that is likely to lead to the identification of the Whistleblower), without the Whistleblower's consent except to:

- (i) ASIC, APRA or the Australian Federal Police;
- (ii) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the Whistleblower provisions of the Corporations Act / this Policy; or
- (iii) in the case of information that is likely to lead to the identification of the Whistleblower only (ie not the identity of the Whistleblower), to a person in circumstances where the disclosure is reasonably necessary for the purposes of investigating the Reportable Conduct – and then the person who is disclosing the information must take all reasonable steps to reduce the risk that the Whistleblower will be identified.

## No detriment

NEXTDC will take whatever action is possible consistent with this Policy to ensure that Whistleblowers will not be subject to any sort of detriment as a result of them reporting (or proposing to report) Reportable Conduct. Detriment to an employee could include (but is not limited to):

- a. dismissal;
- b. demotion;
- c. reprisal;
- d. any form of harassment;
- e. discrimination; or
- f. current or future bias.

Whistleblowers are also not subject to any civil or criminal liability for making the report, but are not protected from civil or criminal liability for their own conduct which may be revealed by the report.

The Chief People and Culture Officer, as the Whistleblower Protection Officer will take reasonable measures to ensure that Whistleblowers are not personally disadvantaged as a consequence of making a report. 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 NEXTDC Representative), please contact the Whistleblower Protection Officer.

A Whistleblower may request that NEXTDC, through the Chief Executive Officer:

- (i) grant the Whistleblower leave of absence during the investigation;
- (ii) relocate the Whistleblower 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 Whistleblower for the distress caused by the matters which led to the report.

NEXTDC will give due consideration to the granting of such requests wherever it is reasonably practicable to do so.

Any person found in breach of the provisions of this Policy (including the requirement that a Whistleblower not suffer detriment as a result of reporting Reportable Conduct) will be subject to disciplinary action, up to and including termination of their employment with NEXTDC.

## False Reporting

A false report of a Reportable Matter could have a significant effect on NEXTDC's reputation and the reputations of other Employees and could cause considerable waste of time and effort. Any deliberately false reporting of a Reportable Matter, whether under this Policy or otherwise, will be treated as a serious disciplinary matter. Similarly, if the Whistleblower themselves is found to have engaged in serious misconduct or illegal conduct, they will also be subject to disciplinary action as a result of that conduct.

## Availability of this Policy

This Policy will be made publicly available on NEXTDC's website.

## Review of this Policy

This Policy will be reviewed at least annually by the Audit and Risk Management Committee with input from the Chief Executive Officer, the Chief Legal Officer, Risk & Compliance Manager and the Whistleblower Protection Officer.

A report will be made to the Board of Directors by the Committee 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.