

Code of Conduct – Directors and Senior Execs

NEXTDC Limited and its subsidiaries (ACN 143 582 521)



N E X T D C

This Code of Conduct aims to set out the ethical standards expected of directors and senior executives of the Company. Directors and senior executives must always adhere to the highest levels of ethical conduct and comply with ASX's Corporate Governance Principles and Recommendations. Each director and senior executive are also required to comply with the *Code of Conduct – Employees* and the underlying Policies of the Company.

1. Ethical Behaviour

Each director and senior executive:

- a) shall act honestly, in good faith and in the best interests of the Company 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 Company;
- d) comply with the laws and regulations that apply to the Company and its operations;
- e) not knowingly participate in any illegal or unethical activity;
- f) create a safe and non-discriminatory workplace;
- g) deal fairly with customers and suppliers;
- h) act responsibly towards the environment;
- i) shall not make false statements, mislead directly or indirectly, whether by action or omission;
- j) only deal with business partners who demonstrate similar ethics and responsible business practice; and
- k) shall not discriminate on the grounds of a person's race, gender, religion, marital status, sexual preferences or disability.

2. Conflicts of interests and disclosure of interests

This section should be read in conjunction with NEXTDC's Conflict of Interest Policy

Each director and senior executive:

- 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 Company;
- 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) not enter into any arrangement or participate in any activity that would be likely to affect the entity's reputation negatively;
- d) shall not make improper use of information acquired in the course of his or her duties with the Company;
- e) shall not accept any personal gain, improper payments, bribes or other gifts of significance;
- f) shall use services and facilities provided to him or her by the Company only for the purpose and in accordance with the terms on which those services and facilities have been provided;
- g) shall disclose fully any potential or actual conflicts of interest between his or her personal interest and his or her obligations to the Company as soon as they arise;
- h) shall disclose fully all relationships he or she has with the Company in accordance with the concept of "independence" as adopted by the ASX Corporate Governance Council.
- i) must disclose to the Board actual or potential conflicts that may or might reasonably be thought to exist between the interests of the Director or senior executive and the interests of the Company or Company;

- j) On appointment, Directors must declare any conflicts of interest. Directors should update this disclosure by notifying the Company Secretary in writing as soon as they become aware of any conflicts.
- k) The Board can request a Director to take reasonable steps to remove the conflict of interest. If a Director cannot or is unwilling to remove a conflict of interest, then the Director must be absent himself or herself from the room when discussion and voting occur on matters to which the conflict relates. The entry and exit of the Director concerned will be minuted by the Company Secretary. Directors do not have to absent themselves when either, (a) a conflict of interest relates to an interest common to all Company members/shareholders or, (b) the Board passes a resolution that identifies the Director, the nature and extent of the Director's interest and clearly states that the other Directors are satisfied that the interest should not disqualify the Director concerned from discussion and/or voting on the matter.

3. Related Party Transactions

Related party transactions are dealt with as follows:

- a) related party transactions include any financial transaction between a director or officer and the Company and all related party transactions must be reported in writing to the Board prior to finalization;
- b) where related party transactions are proposed to be entered into by the Company, then the director or officer shall exclude himself/herself from the approval process. Generally, the Corporations Act requires related party transactions to be approved by the shareholders; an exemption to this requirement occurs where the financial benefit is given on arm's length terms and the Board must consider all relevant information and ASIC guidance in deciding whether or not shareholder approval is required and must note its reasons ; and
- c) related party for this process means a related party as defined in the Corporations Act and includes a spouse or de facto spouse of the Director or officer; or a parent, son or daughter of the Director or officer or their spouse or de facto spouse; or an entity over which the Director or officer or a related party defined earlier has a controlling interest.

4. Confidentiality of information

Each director and senior executive:

- a) shall not disclose, or permit to be disclosed, any confidential information relating to the Company, its employees, customers and operations received in the course of his or her office, unless consent is obtained from the Company, or disclosure has already been made by the Company 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 always respect the privacy of others and comply with the Privacy Act 1988 (Cth) and the Privacy Amendment (Enhancing Privacy Protection) Act 2012.

5. Compliance with the law and this Code

Each director and senior executive shall comply with the spirit, as well as the letter, of the law and with this Code; and shall report to the appropriate authority within the Company any matters which he or she believes, in good faith, to constitute fraud, corruption, misconduct or other unethical conduct.

6. Training

This code shall be supported by such training deemed appropriate by the Board.