



GLOBAL DATA  
CENTRE GROUP

# **GLOBAL DATA CENTRE GROUP ANTI-BRIBERY AND CORRUPTION POLICY**

April 2024



# Anti-Bribery and Corruption Policy

## 1. Background

Evolution Trustees Limited (“Evolution Trustees”) as the Responsible Entity (“RE”) for Global Data Centre Investment Fund and Global Data Centre Operations Fund (the “ASX Schemes”), and Lanrik Partners Pty Ltd (“the Investment Manager”) for the ASX Schemes (collectively: “GDC”) have implemented an Anti-Bribery and Corruption Policy (“the Policy”) that is consistent with Recommendation 3.4 of the ASX Governance Council’s Corporate Governance Principle and Recommendations (4th edition, February 2019), which provides that a listed entity should:

- a) have and disclose an anti-bribery and corruption policy; and
- b) ensure that the board or a committee of the board is informed of any material breaches of that policy.

The “Board” in this policy document shall mean the board of directors (each a “Director”) of the RE (as applicable).

## 2. Purpose

The purpose of the Policy is to protect the assets and reputation of GDC by:

- a) reinforcing the commitment and responsibility of the Board and directors, officers, executives, managers, employees and third parties of GDC to identify fraudulent and corrupt activities, and for establishing policies, controls and procedures for prevention and detection of these activities;
- b) reinforcing the requirement for all Persons Covered by this Policy to refrain from corrupt and fraudulent conduct and encourage the reporting of any instance of fraud or corrupt conduct;
- c) providing a framework for conduct of investigations to ensure that all suspected fraudulent and corrupt activity is dealt with appropriately;
- d) assigning responsibility for the development of controls to prevent and detect fraud; and
- e) demonstrating the values of GDC as set out in the Code of Conduct.

## 3. Scope

This Policy applies to all of the following persons (“relevant person(s)“):

- any current and former director or officer of any member of the Board;
- any current or former executive or manager of any member of the RE or the Investment Manager;
- any current or former employee of any member of the RE or the Investment Manager;



- any current or former supplier of services or goods (whether paid or unpaid) to any member of Evolution Trustees or the Investment Manager; and
- any associate (within the meaning set out in section 318 of the Income Tax Assessment Act 1936 (Cth)), relative, spouse or dependent of an individual identified above,

The Board will be informed of any material breaches of this Policy.

#### **4. Definitions**

##### **Bribery**

Bribery is defined as providing, offering or accepting (or causing to be provided, offered or accepted) a benefit (i.e., anything of value) to any person, including a Public Official, in order to improperly influence an act or decision so as to gain a business or personal benefit or advantage.

A thing of value may be a financial or other advantage, whether in cash or in-kind and may include gifts and entertainment, forgiveness of a debt, loans, travel or hospitality, medical care, expenses, favours, business or employment opportunities (whether permanent or temporary), protection from any penalties or any proceedings of a penal or disciplinary nature, refraining from exercising any rights, powers or duties, sponsorships, political, charitable or community contributions.

A bribe can be provided directly or indirectly (for example, through a Third Party) and it is irrelevant whether the bribe is successful in improperly influencing the other person or in securing the business or personal advantage – what matters is the intention of the person engaging in the Bribery.

##### **Corruption**

Corruption is defined (for the purposes of this Policy) as a dishonest activity in which a relevant person acts in a manner that is contrary to the interests of GDC and abuses his/her position of trust in order to achieve some personal gain or advantage for themselves or for another person or entity.

Examples of corrupt conduct include, but are not limited to:

- a) payment of secret commissions (bribes, facilitation payments or gratuities) in money, or some other value, to other businesses, individuals or public officials;
- b) receipt of bribes or gratuities from other businesses, individuals or public officials;
- c) release of confidential information, for other than a proper business purpose, sometimes in exchange for either a financial or non-financial advantage;
- d) manipulating a tendering process to achieve a desired outcome; or
- e) a conflict of interest involving an act in that person's own self-interest rather than in the interests of GDC.



### Fraud

Fraud is defined as an intentional act by one or more individuals among management, those charged with governance, employees, contractors or other third parties, involving the use of deception to obtain an unjust or illegal advantage.

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, or other assets including use of assets for private purposes;
- b) causing a loss to GDC or creating a liability for GDC by deception;
- c) impropriety in the handling or reporting of money or financial records;
- d) profiting from insider knowledge of GDC activities or intended activities;
- e) accepting or seeking anything of value from contractors, vendors or persons providing services to GDC;
- f) false invoicing for services never rendered or backdating agreements;
- g) submission of exaggerated or wholly fictitious accident, harassment or injury claims; or
- h) misuse of personal leave.

## **5. Required Standard of Behaviour**

The Board requires that at all times all relevant persons covered in this Policy act honestly and with integrity and to safeguard resources of GDC for which they are responsible. GDC is committed to protecting all revenue, expenditure and assets from any attempt to gain illegal financial or other benefits.

GDC is committed to zero tolerance for Corruption and Fraud in any form.

Any fraud or corruption committed against GDC is a major concern and as a consequence all cases are to be thoroughly investigated and appropriate disciplinary action is to be taken against any relevant persons by this Policy who are found guilty of corrupt or fraudulent conduct. It is a serious offence and may result in criminal and civil penalties for any person involved in such an offence. This may include referral to the appropriate law enforcement or regulatory agencies for independent investigation.

Relevant persons must not:

- a) offer, promise, give, accept or request a bribe and must not cause a bribe to be given, offered, promised or accepted by another person. If any relevant persons are offered a bribe, it must be refused and reported immediately to the Board.



A bribe is offering (or causing the offering), promising, giving, accepting or requesting a benefit to improperly influence a person in the performance of their duty or function (including inducing a person to not do something) in order to obtain an illegitimate business advantage. Benefits include any commercial, regulatory or personal advantage, such as money, gifts, political or charitable donations, business opportunities, hospitality, access to assets or favors;

- b) make facilitation payments.

A facilitation payment is an unofficial payment (including a nominal amount) made to facilitate or expedite a non-discretionary action by a government official;

- c) pay, solicit or receive secret commissions.

Secret commissions typically arise where there is a payment or benefit given or offered to an agent or representative of a third party, which is not disclosed to the third party. Secret commissions are intended to influence or impact the conduct of the third party's business;

- d) engage in money laundering.

Money laundering is concealing the origins of illegal income and disguising the income so that it appears to have come from a legitimate source; or

- e) accept or offer gifts, entertainment or hospitality which could be perceived to create undue influence on the recipient.

The context in which gifts, entertainment or hospitality are provided will be relevant to whether they could be perceived to create undue influence (e.g., where parties are involved in a competitive tender process).

Gifts, entertainment or hospitality should only be offered or accepted by relevant persons for legitimate business purposes and must meet the following criteria:

- a) be for building relationships;
- b) be of reasonable value and appropriate nature having regard to cultural considerations and general business practice;
- c) be provided in an open and transparent manner;
- d) not be intended as an attempt to exert improper influence over the recipient;
- e) be compliant with applicable laws of the jurisdiction in which the gift, entertainment or hospitality is offered; and
- f) not include cash, loans or cash equivalents.



Relevant persons must report to the Board:

- g) any gift, entertainment or hospitality given or received which, individually or as a package, has an estimated financial value exceeding \$500;
- h) any discretionary payments made by any member of GDC to government employees or political parties which, individually or as a package, has an estimated financial value exceeding \$500;
- i) gifts and entertainment received from a third party with an estimated financial value exceeding \$500.

Reports must be made within 10 working days of giving or receiving the benefit to the RE's Risk & Compliance team department which will then be recorded in a gift register maintained. The gift register must be circulated by the RE to the Board within 30 days of the end of each calendar quarter.

GDC may be subject to criminal sanctions and/or civil penalties, and may suffer reputational damage, if it is found to have been involved in bribery or related improper conduct.

Relevant persons must obtain the prior approval of the Board to attend dinners, conferences or similar events organised by a political party or equivalent organisation when they are attending as a representative of GDC. Relevant persons must obtain the prior approval of the Board to make donations to political parties, organisations, incumbents, candidates or other public officials on behalf of GDC.

GDC may make charitable donations and community investments, and provide sponsorships, which comply with the legal and ethical requirements of the jurisdiction in which the charitable donation, community investment or sponsorship is made. In Australia, charitable donations will only be made to organisations with deductible gift recipient status with the Australian Taxation Office unless the Board has approved otherwise.

## **6. Fraud and Corruption Control**

### **Risk Management**

The risk of fraud and corruption will be assessed by the RE on an annual basis as part of its enterprise risk review. The following material risks currently provide consideration for fraud and corruption:

- Conflicts of Interest Risk
- Representatives Compliance and Conduct Risk

The mitigation strategy for the above material risks will be reviewed monthly by the Board to confirm that it remains relevant and effective in managing the risk of fraud and corruption at GDC.

Due diligence is also conducted on material service providers to ensure that appropriate compliance measures have been implemented to manage the risk of fraud and corruption, including managing conflicts of interest.



### **Board and Management Responsibility**

The Board, together with other officers, executives and managers of GDC, have responsibility to:

- a) ensure that there is an effective fraud and corruption risk management framework in place;
- b) understand the fraud and corruption risks to which GDC is exposed;
- c) maintain oversight of the fraud risk assessment and the controls in place to mitigate the risks identified; and
- d) monitor reports on fraud risks, policies and control activities that include obtaining assurance that the controls are effective.

### **Responsibilities of the Executives and Managers**

Executives and managers of GDC, exercising responsibilities arising from the role of the Investment Manager under the IMA, are responsible for:

- a) fostering an environment within their businesses that makes active fraud and corruption control a responsibility of all directors, officers, executives, managers, employees and contractors;
- b) articulating clear standards and procedures to encourage the deterrence of fraud and corruption; and
- c) the detection and reporting of offences should they occur.

Relevant persons within GDC are responsible for:

- a) complying with policies and procedures of GDC, avoidance of conflicts of interest and maintaining vigilance in early detection, reporting and prevention of fraud and corruption;
- b) communicating and raising awareness of the risks relating to fraud and corruption and for ensuring compliance with policies and procedures as set by the Board; and
- c) establishing and maintaining adequate internal controls that provide for the security and accountability of resources of GDC and prevent/reduce the opportunity for fraud and corruption to occur.

## **7. Investigations**

The Board will provide the advice and requisite management assistance regarding any prospective investigation or litigation linked to a fraud or corruption event.

In the event of an investigation, members of the investigating team will have free and unrestricted access to all of records and premises of GDC. They will have the authority to examine, copy and remove any information within the scope of the investigation.



All information received is treated confidentially. Investigations will not be disclosed to, or discussed with, anyone other than those who have a legitimate need to know.

Decisions to prosecute or refer the examination results to the appropriate law enforcement or regulatory agency will be made in conjunction with the Board.

## **8. Roles, Responsibilities and Reporting**

It is the responsibility of all directors, officers, executives, managers, employees and contractors to report all suspected, attempted or actual fraud or corruption incidents in relation to GDC to the RE's Risk and Compliance Department.

The RE's Risk and Compliance department have first accountability in managing the risks and obligations of the policy, including the implementation of procedures and controls to ensure organisational compliance with this policy.

GDC expects all relevant persons to comply with GDC's Code of Conduct and applicable anti-bribery and corruption laws and regulations.

### **Individuals other than a Director of the RE**

Any relevant persons who suspects fraud or corrupt activity in relation to GDC by an individual other than a Director of the RE is obliged to report the matter confidentially by notifying the Board.

Upon any report of suspected fraud or corruption in relation to GDC by an individual other than a Director of the RE and the Chairperson of the RE are required to be notified as soon as reasonably practicable of the alleged fraud or corruption event.

### **Individuals who are a Director of the RE**

Any relevant persons who suspects fraud or corrupt activity in relation to GDC by an individual who is a Director of the RE is obliged to report the matter confidentially to the Chairperson of the RE.

Where the alleged corrupt or fraudulent conduct is in relation to activities conducted by the Company Secretary or the Chairperson of the RE, then an alternative member of the relevant Board is to receive the report.

Upon any report of suspected fraud or corruption in relation to GDC by an individual who is a Director of the RE, the Chairperson of the RE is required to be notified as soon as reasonably practicable of the alleged fraud or corruption event.

Where the alleged corrupt or fraudulent conduct is in relation to activities conducted by the Company Secretary or the Chairperson of the RE, then an alternative member of the relevant Board is to be notified instead of the Chairperson of the RE.

### **Whistleblower Reporting**

Individuals may report such events through the RE's anonymous Whistleblower channel:

<https://evolutiontrustee.tod.net.au/incidents/new/ed93b859419dd76bb31183a4bac7f52f>





Individuals that report events under the Whistleblower Policy will be afforded protection under s9.4AAA of the Corporations Act.

## **9. Record Keeping**

Adequate financial records and record-keeping are important anti-bribery and corruption controls. Accurate and complete records of all transactions, payments and expenses must be maintained in accordance with general accounting principles. No accounts can be kept 'off-book' or in any way facilitate or conceal Bribery or Corruption. Relevant persons must make and keep appropriate and accurate records of expenditure on gifts, hospitality and entertainment.

## **10. Training**

Relevant persons will be made aware of this Policy as part of their induction. If required, additional training in relation to the content and subject matter of this Policy will be provided to the relevant persons.

## **11. Review Cycle**

This Policy will be reviewed at least every two years and updated as required from time to time. The Policy will be reviewed following relevant triggers such as:

- a change to legislation;
- a significant change to the nature and/or complexity of the RE/Trustee operations;
- a significant change in the Financial Services Industry.

This Policy can be amended only with the approval of the senior management team, with the exception of minor amendments that do not affect the nature, substance or intent of the document.