



GLOBAL DATA  
CENTRE GROUP

# **GLOBAL DATA CENTRE GROUP CODE OF CONDUCT**

April 2024



# Code of Conduct

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”) of the ASX Schemes (collectively: “GDC”) are expected to observe high standards of ethical behaviour and integrity in their conduct. The Code of Conduct sets out the key values and how they should be applied within the workplace and in dealings with those outside of the organisation.

The Code of Conduct applies to all directors, senior executives, employees and contractors of GDC (“Responsible Persons”). The “Board” in this document shall mean the Board of Directors of the RE (as applicable).

This Code of Conduct has been prepared having regard to the Australian Standard 8002-2003 'Organisational Code of Conduct', and consistent with Recommendation 3.1 and 3.2 of the ASX Governance Council's Corporate Governance Principle and Recommendations (4th edition, February 2019), which provides that an entity should:

- a) articulate and disclose its values; and
- b) have and disclose a code of conduct for its directors, senior executives and employees.

It is an important management tool which helps to lay the foundations of GDC's culture.

This Code of Conduct should be read in conjunction with all relevant GDC policies. Copies of these policies are available on <https://www.globaldatacentres.com.au/globaldatacentregroup/>.

## 1. General Principles

As a rule of thumb, all Responsible Persons must conduct themselves in accordance with the following common sense principles:

- Responsible Persons must act honestly and fairly in all business transactions and dealings with others.
- Responsible Persons must treat other employees, contractors, customers, competitors, and all other persons with whom they deal with at work with courtesy and respect.
- Responsible Persons must act within the best interests of GDC.
- Responsible Persons must comply with all laws and regulations applicable to the business of GDC.

## 2. Personal Conduct

### Upholding GDC Values

GDC is committed to the attainment of its values of Integrity, Aspiring, Respect, People Development, Balance and Teamwork. All Responsible Persons are expected to conduct themselves in a way that upholds these values both as individuals and as representatives of GDC.

### Smoking



Smoking is not permitted on the premises of GDC, except in areas that have been clearly designated as smoking areas. When attending GDC functions outside of the workplace, Responsible Persons must adhere to the venue regulations. GDC promotes a healthy lifestyle and discourages smoking.

### **Drugs and Alcohol**

GDC will not tolerate substance abuse by any of its Responsible Persons at work or at external functions that occur in the course of employment. Substance abuse that affects a Responsible Person's work performance is considered to be serious misconduct and may result in disciplinary action up to and including termination.

Substance abuse includes:

- being under the influence of alcohol or other substances while on GDC business; or
- the taking or supplying of prohibited substances while on GDC business.

Responsible Persons must not:

- use, possess, transfer, distribute, manufacture or sell alcohol or any illegal drug while on GDC property (other than as a GDC employee serving alcohol in the course of employment); or
- report to work or remain on GDC premises while under the influence of, or impaired by, an illegal drug or alcohol.

Responsible Persons should exercise their judgment when consuming alcohol at a GDC related work function to ensure that they behave appropriately. Offensive behaviour arising out of substance abuse may be regarded as serious misconduct.

## **3. Compliance with Laws and Regulations**

All Responsible Persons must comply with all laws which apply to GDC's business. It is the responsibility of each Responsible Person to meet this obligation. All Responsible Persons have a responsibility to know what the law requires and that they understand the importance of complying with the law.

## **4. Employment and Contractor Practices**

### **Equal Employment Opportunities**

Responsible Persons must treat all clients, suppliers, contractors or other persons with whom they deal in the course of their employment in a non-discriminatory manner. Please refer to the Evolution Human Resources Manual and the Equal Opportunities Act for further details.

### **Occupation Health and Safety**

GDC is committed to maintaining a healthy and safe working environment for its employees and contractors. All appropriate laws and internal regulations (including occupational health and safety laws) should be fully complied with. All people have obligations to assist in maintaining this situation.

You should familiarise yourself with GDC's occupational health and safety policies and all relevant procedures to provide a workplace that is safe and without risk to the health of others and



yourself. You should follow any lawful and reasonable instructions consistent with that policy and those procedures.

### **Company Reputation**

Employees must not act in any way that could cause harm to GDC's reputation or market position during or after their employment. Employees have a duty to act in a manner that merits the continued trust and confidence of the public.

### **Securities Trading**

GDC is committed to upholding fair and ethical securities trading practices complying with all laws and avoid any conflicts of interest. Employees must familiarise themselves with GDC's securities trading policy.

## **5. What to do if you suspect the Code of Conduct has been breached**

### **Obligation to Report Breaches**

Responsible Persons who become aware of a suspected violation of the Code of Conduct, whether before or after it has occurred, must promptly report it to their Manager or the Compliance Manager of the RE. If the Responsible Person is still concerned after speaking with such person or feels uncomfortable speaking with such person (for whatever reason), they may contact the Company Secretary or the Chairman of the RE.

### **Whistleblower Protection**

- (a) Wherever possible, your calls, notes, emails and other communications will be dealt with confidentially. You have GDC's commitment that, whenever possible, your privacy will be protected where you make a report under the Code of Conduct.
- (b) It is a breach of the Code of Conduct for any employee to cause disadvantage to or discriminate against an employee who makes a report under the Code of Conduct ('whistle-blower'). Examples of disadvantage and discrimination include:
  - (i) reprisals, harassment or victimisation;
  - (ii) demotion or dismissal or loss of opportunity for promotion; and
  - (iii) current or future bias.
- (c) The protection that GDC will make available to protect whistle-blowers will vary depending on the circumstances, but may include:
  - (i) ensuring confidentiality in the investigation and protecting the whistle-blower's identity;
  - (ii) monitoring and managing the behaviour of other employees;
  - (iii) offering a leave of absence while a matter is investigated;
  - (iv) relocating employees (which may, but will not necessarily, include the whistle-blower) to a different working group or department; and
  - (v) rectifying any detriment a whistle-blower has suffered.

Refer to the *GDC Whistleblowing Policy* for further information around Whistleblower Protection.

### **Investigations**

Investigations of reported breaches are administered by the RE's Chief Operating Officer of the RE.



### **Consequences of Breaching the Code of Conduct**

GDC recognises that breaches of this Code of Conduct may occur from time to time. We expect that any breach will be inadvertent and without intent. However, it should be clearly understood that any breach may result in disciplinary action or other penalties including, in extreme circumstances, dismissal or termination of the contract or engagement.

Depending on the nature of the breach, penalties may be imposed ranging from counselling to dismissal or termination of the contract or engagement (in extreme circumstances). GDC will act objectively and in accordance with any applicable provisions or requirements in an employment or contractor contract.

GDC reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of the law.

### **Who to Speak to if you have Questions**

- (a) This Code of Conduct does not include:
  - (i) every ethical issue that an employee might face; or
  - (ii) every law and policy that applies to GDC.
- (b) In representing GDC, you are expected to act in a manner consistent with the key values underpinning this Code of Conduct, namely:
  - (i) our actions must be governed by the highest standards of integrity and fairness;
  - (ii) our decisions must be made in accordance with the spirit and letter of the applicable law; and
  - (iii) our business must be conducted honestly and ethically, with our best skills and judgment, and for the benefit of customers, employees, shareholders and GDC alike.
- (c) If you have any questions regarding the Code of Conduct or any of GDC's policies at any time, you should feel free to contact your Manager or the Compliance Manager.

## **6. Professional Conduct**

### **Conflicts of Interest**

All Responsible Persons have an obligation to avoid financial, business or other relationships which might conflict with the legitimate business interests of GDC or the proper performance of a Responsible Person's duties in the best interest of GDC. You should avoid even the appearance of such a conflict.

Such a conflict will exist where a Responsible Person compromises their ability to act with total objectivity with regard to GDC's business interests.

Examples of conflict of interest include, but are not limited to, the following:

- if the Responsible Person is employed by a customer, supplier or competitor of GDC whilst employed by GDC; or
- if the Responsible Person provides work or business on behalf of GDC to a business in which the Responsible Person, the Responsible Person's family or Responsible Person's close associates has a financial interest; or



- if the Responsible Person, the Responsible Person's family or Responsible Person's close friend or associate has a financial interest in a business which is a competitor, contractor or supplier to GDC; or
- using GDC owned assets for non-GDC related business.

All potential or actual conflicts of interests must be disclosed in writing to the Board prior to engaging in such activities. The RE and the Board reserve the right to approve the conflict conditions, or to exclude the Responsible Person from the conflict situation.

### **Involvement in Other Employment or Business**

Responsible Persons are expected to devote the whole of their time and attention during working hours to the business of GDC and at other times as reasonably necessary to properly perform their duties. GDC does not allow salaried employees to seek additional employment or business outside GDC which may interfere with their commitments with GDC, unless specifically approved by the Board.

When considering whether to allow salaried employees to seek additional employment, the Board gives consideration to whether the additional employment:

- could lead to a conflict of interest, such as working for a GDC customer, supplier or competitor of GDC; or
- results in absenteeism, inability to meet job requirements, or poor job performance at GDC.

Anyone who is currently employed by GDC and may be considering other employment or business opportunities that may give rise to a conflict must advise the Board in writing so that any potential conflicts may be addressed. Responsible Persons are required to obtain written approval to be engaged in any other trade, business or occupation.

### **Offering Gifts, Gratuities or Bribes**

GDC expects its employees to compete fairly and ethically for all business opportunities. Employees may provide meals, small tokens/gifts, refreshments or entertainment to customers, contractors or suppliers, provided that this is done in the ordinary and proper course of business and could not reasonably be seen as bribes or improper encouragement. All such expenditures must be properly recorded within the records of GDC and the Investment Manager.

Any employee who offers, pays, solicits or receives any form of bribe, payoff, unlawful gratuity or kickback, directly or indirectly through third parties, will be subject to appropriate disciplinary action consistent with relevant laws and regulations and, if warranted, will be reported to the appropriate authorities. A kickback or bribe includes any item intended to improperly obtain favourable treatment. In addition to being a violation of the Employee Code of Conduct, such conduct may subject GDC and the involved individuals to criminal penalties.

### **Receiving Gifts, Gratuities or Bribes**

Employees are expected at all times to act in the best interests of GDC and this means obtaining the best deal for GDC in any business transaction. GDC's selection of contractors or suppliers must be based solely on the quality, price and service offered.

Employees must not accept free or discounted goods or services (beyond a reasonable commercial discount or promotional items, such as movie or sporting and entertainment event tickets) from persons doing or seeking business with GDC, which may influence, or appear to



influence a business decision unless they receive the prior written approval as stipulated in the GDC Anti-Bribery and Corruption Policy. If approval is not given, such gifts must be returned immediately to the person who provided them.

Employees may accept meals or refreshments provided in the ordinary and proper course of business (for example, at a business lunch), and on an infrequent basis in connection with business discussions. Every employee is personally responsible for ensuring that acceptance of such meals and refreshments is proper and could not reasonably be construed as an attempt by the offering party to secure favourable treatment.

Refer to the GDC Anti-Bribery and Corruption Policy for further information around the offering and receiving of Gifts, Gratuities or Bribes.

### **Media Comment**

Refer to the GDC Communications and Continuous Disclosure Policy.

### **Privacy**

Individuals must respect and maintain the privacy of personal information held by GDC regarding its clients, customers, employees and others. This extends to any information or opinion, whether true or not, and whether recorded in a human readable form or not, about an individual whose identity is apparent, or can reasonably be ascertained, from that information or opinion.

GDC respects your privacy and the privacy of others. You should familiarise yourself with, and comply with:

- (a) the privacy laws of Australia and, where applicable, the jurisdiction of your business unit; and
- (b) GDC's privacy policies which detail the appropriate use of personal information.

If you have any questions in relation to privacy, please contact your Manager or the Compliance Manager.

Refer to the [RE's Privacy Policy](#) for further information.

### **Public Communications and Disclosures**

You are responsible for the integrity of the information, reports and records under your control and you are expected to exercise the highest standard of care in preparing materials for public communications.

Those documents and materials should:

- (a) comply with any applicable legal requirements;
- (b) fairly and accurately reflect the transactions or occurrences to which they relate;
- (c) not contain any false or intentionally misleading information, nor intentionally misclassify information; and
- (d) be in reasonable detail and recorded in the proper account and in the proper accounting period.

GDC has adopted the *GDC Communications & Continuous Disclosure Policy* as a means of ensuring compliance with its disclosure and communication obligations under the Corporations Act and the ASX Listing Rules. The aim of the disclosure policy is to keep the market fully informed of information that may have a material effect on the price or value of GDC's securities, and to correct any material mistake or misinformation in the market.



Please ensure that you are aware of the requirements of the disclosure policy and, if it applies to you, you must act in accordance with the policy.

## **7. Use of Company Property, Information & Resources**

### **General Misuse**

Generally, the use of the property, information, and resources of GDC for any purposes other than the business of GDC is prohibited. Some examples of the application of this general obligation are set out below:

- approving or making of a payment on behalf of GDC for something other than the stated purpose; or
- intentional alteration of customer or GDC data for other than legitimate business purposes; or
- using personal client information for any purpose other than the purpose of managing a clients' account and any reasons allowed under the clients' contract (eg. Credit check, marketing); or
- claiming expenses from GDC for travel unrelated to GDC business or for something other than the stated purpose.

### **Removal of Property from Premises**

No property of GDC is to be taken from the premises without written permission of the relevant manager.

### **Electronic Communication**

Responsible Persons should generally only use the e-mail and computer systems of GDC for legitimate business of GDC. While incidental personal use is permissible, this usage should be minimal and should not interfere with GDC business. The principal use of the Internet, electronic mail and other communication services must be for GDC business purposes only.

Under no circumstances should Responsible Persons use GDC's email or computer systems to transmit, retrieve or store any communications which are discriminatory, are derogatory or offensive to any individual or group or for any purpose which is illegal or against GDC policy. Examples of objectionable material would include sexually explicit images and related material, material that advocates illegal activity and material that advocates intolerance for others or prejudice towards others.

GDC's email system is meant for business use not personal use. You must have no expectancy of privacy in anything you create, store, send or receive on the company's computer system. Your emails can be monitored without prior notification if GDC deems it necessary. If there is evidence that you are not adhering to this policy GDC reserves the right to take disciplinary action up to and including termination and/or legal action.

### **Authority to Sign Documents**

Responsible Persons must not sign any document on behalf of GDC or in any way commit GDC to any agreement unless they have been properly authorised in writing to do so. If you have any queries on your ability to enter into agreements, contact the Company Secretary.

### **Confidentiality**





Over the course of employment, Responsible Persons may be exposed to confidential information regarding GDC, its business customers, suppliers, contractors or employees. You are expected to keep any such information confidential.

All current and former employees of GDC must not make improper use of confidential information which they may have acquired as a result of their employment with GDC to gain directly or indirectly an advantage for themselves, or any other person, or to cause detriment to GDC or its customers, suppliers, contractors or employees.

Confidential information includes, but is not limited to, all trade secrets, intellectual property, personal client information, marketing, sales and business plans, client and supplier lists.

Confidential information excludes any information which:

- a Responsible Person is required by law to disclose and the Responsible Person has consulted with and has the Board's consent in writing prior to disclosure; or
- is already lawfully in the public domain other than as a result of any disclosure by the Responsible Person.

All Responsible Persons must safeguard confidential information of GDC by not transferring, publishing, using or disclosing it to third parties other than as necessary in the proper course of the Responsible Person's duties or as directed or authorised.

Files of a confidential nature must not be left unattended and under no circumstances whatsoever left either on or in unlocked desks. The disposal of all confidential papers must be done by means of GDC's security disposal arrangements.

Unless express permission by management is granted, Responsible Persons must not remove from the offices of GDC any documents or software connected with the business of GDC or take any copies of them for private use. All documents and software which have been removed from GDC's offices must be returned as soon as the authorised purpose for their removal has been fulfilled and immediately upon termination of employment.

It is important for Responsible Persons to note that obligations relating to confidentiality will remain in force for the duration of their employment and continue after the termination of their employment.

### **Intellectual Property**

If at any time during the scope of their employment a Responsible Person makes, discovers or participates in the making or discovery of any intellectual property capable of being used in the business of GDC or any related company, such intellectual property is and will remain the property of GDC.

Responsible Persons must immediately disclose full details of any such intellectual property to the Board and do all things which may be necessary for vesting all rights in the intellectual property in GDC or its nominee. All rights and obligations in respect of intellectual property made or discovered by a Responsible Person during employment with GDC will continue in full force and effect after the termination of employment and will be binding upon the Responsible Person's personal representatives.

Intellectual property includes patents, trademarks, designs, copyright, inventions, drawings, computer programs, confidential information, know-how and all rights of a similar nature whether registered or not and including applications for such rights, existing anywhere in the world.



## **8. Community and Environment**

GDC is a responsible corporate citizen and actively supports the communities in which we live and work. Each employee is expected to uphold GDC's commitment to pursue good corporate citizenship while engaging in its corporate activity.

You must abide by all local laws and regulations, and are expected to respect and care for the environment in which GDC operates.

GDC supports and encourages you to actively contribute to the needs of the community.

GDC is committed to doing business in an environmentally responsible manner and to identifying environmental risks that may arise out of its operations.

## **9. Periodic Review**

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.

## **10. Enforcement**

All employees will be provided a copy of this Code of Conduct upon induction to GDC.

The Board has the responsibility to review this Code of Conduct at least biennially to ensure that it remains fit and for purpose. At the time of any review of this Code of Conduct, the Board will also review the extent of compliance by the Board, senior executives and GDC's employees with this Code of Conduct.

If the Board identifies any emerging conduct issues or is of the view that employees of GDC are unwilling or unable to report breaches of this Code of Conduct, the Board may initiate actions as it considers necessary, including providing training sessions in relation to this Code of Conduct.