



GLOBAL DATA
CENTRE GROUP

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

February 2022



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 and managers 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:

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

(collectively "Persons Covered by this Policy"). The Board will be informed of any material breaches of this Policy.

4. Definitions

Corruption is defined (for the purposes of this Policy) as a dishonest activity in which a director, officer, executive, manager, employee or supplier of or to a member of GDC 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 him or herself 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 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 Persons Covered by 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.

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 Persons Covered by this Policy who are found guilty of corrupt or fraudulent conduct. This may include referral to the appropriate law enforcement or regulatory agencies for independent investigation.

Persons Covered by this Policy 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 Persons Covered by this Policy 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 People Covered by this Policy 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.

People covered by this policy 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 \$100.

Reports must be made within 10 working days of giving or receiving the benefit. Reports must be recorded in a gift register maintained by the RE.

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.

People Covered by this Policy 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. People Covered by this Policy 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.



People Covered by this Policy must make and keep appropriate and accurate records of expenditure on gifts, hospitality and entertainment.

6. Fraud and Corruption Control

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.
- d) Persons Covered by this Policy within GDC are responsible for:
 - e) complying with policies and procedures of GDC, avoidance of conflict of interest and maintaining vigilance in early detection, reporting and prevention of fraud and corruption;
 - f) 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
 - g) 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. 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 relevant person named in this Policy.

Individuals other than a Director of the Responsible Entity

Any of the Persons Covered by this Policy who suspects fraud or corrupt activity in relation to GDC by an individual other than a Director of the Responsible Entity 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 Responsible Entity 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 Responsible Entity

Any of the Persons Covered by this Policy who suspects fraud or corrupt activity in relation to GDC by an individual who is a Director of the Responsible Entity 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 Responsible Entity, 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 Responsible Entity, then an alternative member of the relevant Board is to be notified instead of the Chairperson of the Responsible Entity.



9. Training

People Covered by this Policy 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 People Covered by this Policy.

10. 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.