



CANBERRA DATA CENTRES PTY LTD



CDC Data Centres – Whistle-blower Policy

Version: 1.2

21 October 2021

Document History & Version Control

VERSION	DATE APPROVED	APPROVED BY	CHANGE DESCRIPTION
0.1	N/A	Michael Woodward	Creation (note: was previously created, however, new document management process applies).
1.0	01/01/2020	Michael Woodward	Initial release
1.1	13/04/2021	Michael Woodward	Changed layout and minor amendments.
1.2	21/10/2021	Julia Robinson	Updated PKF link

DOCUMENT OWNER	DOCUMENT REFERENCE	DATE OF NEXT REVIEW
Michael Woodward	CDC-POL-LR-001	20/03/2023

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1 Introduction

1.1 Purpose and Scope

CDC values a safe, accountable and ethical work environment. In accordance with regulatory requirements, and in the interests of adopting best practice to instil transparency, openness and ethical conduct, CDC has developed this whistleblowing policy (the “**Policy**”). The purpose of this Policy is to ensure that those within the CDC community are well informed as to the protections available to them under law, as well as the types of behaviour that should be reported and to whom those reports can be made.

This Policy aims to help clarify how CDC will support you in making a disclosure so that:

- you are encouraged to disclose your concerns and stand up for an ethical culture;
- you know how to express concerns you may have;
- you know the process that will occur once they have been expressed; and
- you know you are always safe to express them.

This Policy is important in regulating the ethical nature of CDC’s corporate environment and is a useful tool by which to encourage prospective Whistle-blowers to step forward to call out misconduct or an improper state of affairs without fear of recrimination or having the confidentiality of their report breached.

This Policy will be made publicly available as well as being internally distributed for CDC staff.

1.2 Policy Statement

This Policy is compliant with the obligations imposed by the *Corporations Act 2001* relating to the protection of Whistle-blowers, and outlines for the processes that are required to achieve compliance with the Act.

2 Am I Able to Make a Report under this Policy?

You can make a report under this Policy if you are:

- (a) a current or former employee of CDC;
- (b) a person who is providing, or has provided goods or services to CDC, whether paid or unpaid, and this included contingent workers and suppliers;
- (c) an employee or a sub-contractor of a person identified in (b) above;
- (d) an officer or an associate of CDC (for example, a director or secretary of CDC or of a related body corporate of CDC); or
- (e) a relative or family member of any of the individuals identified at (a) to (d), and
 - (i) your concern is not one of the Excluded Matters outlined below;
 - (ii) you do not feel safe or comfortable to raise your concern via CDC’s other channels; and
 - (iii) you have a reasonable and genuine concern about actual or suspected misconduct within or by CDC, or CDC and anyone at or connected with CDC.

CDC strongly encourages you or anyone who has a concern about potential Reportable Conduct to speak up if they are aware of any suspected wrongdoing. It is essential that people who have genuine concerns over misconduct or an improper state of affairs report those concerns for CDC. The company will then be better equipped to address issues and uphold its values as well as serving the public interest.

3 Does the Policy Apply to my Matter of Concern?

3.1 Example

The following are examples of concerns which are considered to be “Reportable Conduct”:

- Breaches of the CDC Code of Conduct.
- Practices or behaviours of concern relating to compliance with policies, procedures or the law (anything you think may be illegal).
- Unethical or unprofessional behaviour, including conduct that does not meet CDC’s “client first” objective, or is contrary to CDC’s positive impact on the wider community.
- Issues of dishonesty, integrity, fraud, theft, bribery and corruption.
- Conflicts of interest, improper payments and donations.
- Breaches of privacy or confidentiality.
- Potential breaches of human rights standards.
- A significant or serious threat to health or safety.
- A serious mismanagement of CDC resources.
- Concerns that pose a danger to the public or financial system.
- Misconduct or an improper state of affairs or circumstances in relation to CDC, including the tax affairs of CDC.
- A practice or behaviour of concern that relates to your current or past employment at CDC that is significant to CDC, presents a danger to the public or financial system, or is otherwise a breach of law.
- Concealing Reportable Conduct.

Reportable Conduct might typically relate to the conduct of a CDC Employee, but can also be related to the actions of a third party, such as a customer, supplier or service provider.

3.2 Examples of Concerns that are Not Reportable?

- Customer or supplier complaints – if you are a customer or supplier of CDC and you want to report a concern that relates to a deliverable, service or product please contact CDC directly through your usual liaison.
- Personal work-related grievances – if you are a current or former Employee of CDC and wish to report a grievance that relates to you alone in the context of your tenure at CDC please contact CDC’s HR department or your manager (for current Employees) to discuss the matter. Examples of personal work-related grievances might include:
 - an interpersonal conflict between you and another Employee;
 - a decision relating to your employment or a transfer or promotion;
 - a decision relating to the terms and conditions of your employment including your remuneration;
 - a complaint of bullying, harassment, discrimination or other unfair treatment;
 - or
 - a decision to suspend or terminate your employment or disciplinary action taken against you.

3.3 Reasonable Basis for Making the Disclosure

It is imperative that you have a reasonable basis for making a disclosure. You will not be punished for making an incorrect disclosure on reasonable grounds. However, you must not knowingly make a false disclosure. Making a false report is a serious matter that would be a breach of CDC’s standards and legal consequences may arise if this were to occur.

4 Disclosure Recipients

4.1 Who Can Receive my Disclosure?

It is strongly encouraged that you first bring any issues you may have to CDC internally via either your manager or contacting the Whistle-blower Officer (the General Manager of Legal and Risk), HR, the CFO or the CEO prior to seeking external assistance. The *Corporations Act 2001* protects disclosures that are made to:

- ASIC;
- APRA;
- Eligible Persons as identified in this Policy;
- legal practitioners for the purpose of obtaining legal advice or representation in relation to the operation of the statutory protections under the *Corporations Act 2001*;
- regulatory bodies and other external parties (including an auditor of CDC or a person designated to receive whistleblowing reports under this Policy); or;
- journalists and members of the Commonwealth, state or territory parliaments, under certain emergency circumstances set out in the *Corporations Act 2001*.

If making a disclosure to the Whistle-blower Officer, HR, the CFO or the CEO could give rise to a potential conflict, you may also contact the Chairman of Board or the Chairman of the Audit and Risk Committee.

4.2 Who Can You Contact to Obtain Additional Information before making a Disclosure?

If you need to seek information in addition to that contained in this Policy or peace of mind prior to making a disclosure, please contact the Whistle-blower Officer.

5 How to Make a Disclosure

As discussed above, you are strongly encouraged to disclose any Reportable Conduct to your manager in the first instance, or to the Whistle-blower Officer, HR or the CFO.

However, if you have any concerns or hesitation in disclosing the Reportable Conduct in this manner, there are a number of alternative channels available to you (all of which can be done anonymously, if you choose) which are facilitated via a third-party service Provider, PKF. They are as follows:

- (a) **Phone** – You can call the Ethics Hotline – **1800 497 081** – where you can speak to a trained professional who can take down details of the Reportable Conduct. This is a toll-free and confidential service.
- (b) **Email** – You can send a secure email cdcdchotline@pkf.com.au.
- (c) **Web Portal** – We have a dedicated secure web portal through which you can make disclosures which you can access here: <https://www.pkftalkintegrity.com/?cdcdc>.

6 Legal Protections for Disclosers

Under this Policy, if you make a disclosure, you will be afforded legal rights to confidentiality and protection against victimisation or recrimination for making a disclosure or being suspected to have made one.

6.1 Protection of Confidentiality

Upon making a disclosure or shortly thereafter, CDC will seek your consent in relation to how you would prefer information about your identity, including any information that is likely to identify you, to be handled. There are three levels of protection that you can choose between under this Policy:

1. **Confidential** – this means that you consent to the Whistle-blower Officer knowing your identity and for the Whistle-blower Officer to disclose your identity for the purposes of investigating, and for reporting to relevant stakeholders. This is the preferred option because CDC will be best placed to fully investigate the matter and provide you with ongoing protection and support.
2. **Partially Anonymous** – this means that you have consented to only the Whistle-blower Protection Officer knowing your identity. While this approach is possible, it may limit investigations which the Whistle-blower Officer can talk to you about.
3. **Anonymous** – this means that you have not told CDC or the Whistle-blower Officer who you are. This is the least preferred option because CDC will not be able to seek further information from you, update you, and in some circumstances, it could be difficult to investigate the matter fully or at all. Knowing your identity may help CDC improve the effectiveness of the investigation.

For legal and regulatory reasons, you may need to disclose your identity to lawyers, regulators and or law enforcement authorities, regardless of the level of consent you have provided.

To help protect you and your identity, please do not share details of the issue you are disclosing, your report itself or what CDC tells you with people other than Whistle-blower Officer and relevant stakeholders. This is of course, subject to your right to communicate with regulators and law enforcement authorities at any time.

6.2 Protection against Victimization

CDC will not tolerate any detriment that is inflicted because you or someone else has made a report, or someone suspects that you or someone else might make one – regardless of whether you have or are intending to do so. Examples of detriment include:

- retaliation, dismissal, suspension, demotion, or having your engagement with CDC otherwise terminated;
- harassment, threats or intimidation;
- discrimination, subject to current or future bias, or derogatory treatment;
- injury in employment, and harm including psychological harm;
- damage or threats to your property, business, financial position or reputation; or
- revealing your identity as a Whistle-blower without your consent or contrary to law.

This protection applies to you regardless of whether any concerns raised in a report are found to be true, provided that you are acting honestly and ethically and made the report on reasonable grounds. This protection also applies to individuals conducting, assisting or participating in an investigation.

If someone at CDC, including any supplier to CDC, engages in Detrimental Conduct against you, please immediately contact the Whistle-blower Officer. This includes where you have felt you:

- are disadvantaged or have suffered detriment after making a report;

- are disadvantaged or have suffered detriment for participating in or assisting an investigation; or
- have any concerns regarding your safety for having made a report or in considering making a report.

Where the detriment to you has been caused by or involves the Whistle-blower Officer, you should report such conduct to either the Chief Financial Officer, and failing that, the Chief Executive Officer.

Any detriment you suffer should be reported as soon as possible as it will help CDC to protect you to the greatest extent possible. Anyone who engages in Detrimental Conduct may be subject to serious consequences, including disciplinary action and/or termination of engagements or contracts, as applicable. They may also be subject to legal consequences in the form of civil and criminal penalties. You may also be entitled to the following legal protections for making a report:

- protection from civil, criminal or administrative legal action;
- in some circumstances, protection from having to give evidence in legal proceedings; and/or
- compensation or some other legal remedy if you have suffered detriment because of someone else's belief or suspicion that you have made a report.

7 Handling and Investigating a Disclosure

CDC will investigate and record all reports and concerns fairly, objectively and confidentially.

An assessment will be made by the Whistle-blower Officer as to whether the report is one that is protected and reportable, who will communicate with you throughout this process. It is then communicated to the Chief Financial Officer, and potentially the Chief Executive Officer before potentially being assigned to an externally engaged investigator.

7.1 How Long will it take to Complete the Process?

The length of the investigation will vary on a case-by-case basis depending on the nature of the reportable conduct and the amount of information provided. The Whistle-blower Officer will endeavour to conclude the investigation within 5 business days.

If the investigation raises complexities and the Whistle-blower Officer considers it impossible to complete the investigation within 5 business days, an attempt to notify the person who made the disclosure of the extended time frame will be made.

If there is insufficient information to warrant further investigation, or the initial investigation immediately identifies there is no case to answer, the Whistle-blower Officer will notify the person who made the disclosure at the earliest possible opportunity.

7.2 Will CDC Provide me with Updates and Feedback?

The Whistle-blower Officer will provide you with the outcome of the investigation of your disclosure unless prevented by law from doing so. This will usually be done through the channel you used for the original report.

The Whistle-blower Officer will notify you of the following potential outcomes:

- Your concern was verified and appropriate action has been taken; or
- Your concern was not verified, and no further action will be taken unless further evidence becomes available.

You may be provided with further feedback, subject to the privacy and confidentiality rights of any individual under investigation and any other confidentiality requirements.

7.3 What Happens if the Disclosure is Verified?

Where the Whistle-blower Officer verifies the disclosure, CDC will consider whether changes to our process and systems are required to reduce the likelihood of the conduct happening again. Where a person is found to have engaged in misconduct the matter will be dealt with in accordance with CDC disciplinary procedures. This may result in disciplinary action including dismissal.

We will report serious criminal matters to the police or other appropriate regulatory authorities. We will assess and report compliance incidents in accordance with CDC's policies.

7.4 What if I am Unsatisfied?

If an individual reporting the concern considers that their report has not been dealt with in accordance with this Policy, or has a reasonable basis for being dissatisfied with the investigation outcome, the matter can be escalated to the Chief Executive Officer, who may then liaise with the Board of CDC for further consultation.

7.5 Fair Treatment of Individuals Mentioned in a Disclosure

Investigations will follow a fair process, be conducted in as timely a manner as the circumstances allow and be independent of the person(s) mentioned in a disclosure. Provided there are no restrictions or other reasonable bases for doing so, persons against whom a disclosure has been made will be informed of the disclosure and will have an opportunity to respond.

8 Breach of this Policy

Breach of this policy may be regarded as misconduct, which may lead to disciplinary action (including termination of employment or engagement). An individual may also be exposed to criminal or civil liability for breach of relevant legislation.

Any alleged breach of this policy will be taken seriously and, if appropriate, will be separately investigated. Potential or realised breaches of obligations outlined in this policy must be brought to the attention of the Whistle-blower Officer.

9 Policy Governance

9.1 Approver

Chief Executive Officer

9.2 Exemption Authority

Chief Executive Officer

9.3 Owner

General Manager, Corporate Contracts Legal and Risk

9.4 Review Cycle

12 Months

10 Glossary of Key Items

CDC	CDC Data Centres Proprietary Limited ABN 59 125 710 394
Contractors	Individuals who are not Employees, and corporations or organisations, engaged to perform services.
Detrimental Conduct	Any actual or threatened conduct that could cause a detriment to the Whistle-blower as a result of making the disclosure, including: <ul style="list-style-type: none"> • termination of employment; • harassment, bullying or intimidation; • personal or financial disadvantage; • unlawful discrimination; • harm or injury, including psychological harm; • damage to reputation; or • any other conduct that constitutes retaliation.
Director	Director of a board of directors.
Eligible Person	An individual as identified under section 2 of the Policy.
Employee	Full-time, part-time and casual employees.
Reportable Conduct	Means any conduct as identified under section 3.1 of this Policy.
Whistle-blower(s)	An Eligible Person who makes a disclosure of Reportable Conduct in the manner described by this Policy.
Whistle-blower Officer	The General Manager, Legal and Risk.
You	Reference to 'You', 'you', 'your' refer to a Whistle-blower or someone contemplating making a disclosure.