



Anti-Bribery & Corruption Policy

Mach7 Technologies Limited

ACN 007 817 192

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1 Introduction

- 1.1. Successful business operations and the reputation of Mach7 Technologies (referred to as “**Mach7**”, the “**Company**”, “**we**”, “**our**”, “**us**”) are built on the principles of fair dealing and ethical conduct of the Company's board of directors (the “**Board**”), Management and our Personnel.
- 1.2. Mach7's reputation for integrity and excellence requires careful observance of the spirit and letter of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.
- 1.3. The continued success of Mach7 is dependent upon our customers' trust and we are dedicated to preserving that trust. Our Personnel owe a duty to Mach7 and its customers to act in a way that merits the continued trust and confidence of its customers.
- 1.4. Mach7 is committed to complying with all applicable laws and regulations and expects all Personnel to conduct business in accordance with the letter, spirit, and intent of all relevant laws and to refrain from any illegal, dishonest, or unethical conduct.
- 1.5. In order to support this commitment, the Company has adopted this Anti-Bribery and Corruption Policy (the “**Policy**”) to ensure that effective procedures are in place to prevent corruption and bribery.
- 1.6. This Policy sets out the Company's requirements in relation to interactions with Officials and Third Parties. This Policy does not prohibit interactions with Officials, rather it forbids corrupt interactions with those individuals.

2 Application

- 2.1. This Policy applies globally where Mach7 operates.
- 2.2. To the extent that local laws, codes of conduct or other regulations (“**Local Laws**”) in any country are more rigorous or restrictive than this Policy, those Local Laws should be adhered to by any subsidiary operating in that country.
- 2.3. Where a country has specific Local Laws which are less rigorous than this Policy, this Policy prevails.
- 2.4. The Company may, from time to time, provide country specific directions for subsidiaries operating in countries outside Australia.

3 Purpose

- 3.1. The purpose of this Policy is to:
 - (a) set out the responsibilities of the Company and its Personnel in upholding the Company's commitment to preventing any form of Bribery or Corruption;
 - (b) provide information and guidance to Personnel on how to recognise and report any potential Bribery and Corruption breaches.
 - (c) be educated on what gifts and benefits are acceptable and unacceptable; and
 - (d) promote investor confidence in the integrity of the Company and its securities.

4 Scope

- 4.1. The Company requires all Personnel to comply with this Policy and with the laws and regulations of the jurisdictions in which the Company operates, including laws governing Bribery and Corruption.
- 4.2. The prevention, detection and reporting of Bribery and other forms of Corruption are the responsibility of all those working for the Company or under its control.
- 4.3. This Policy applies to its subsidiary companies, and all Personnel, and any other person associated with Mach7 Technologies Limited.

5 Compliance with Local Laws

- 5.1. Non-Compliance with anti-bribery and corruption laws and all applicable laws can lead to serious consequences to the Company, and the Personnel involved.
- 5.2. Any breach of this Policy by Personnel or Third Party(ies) representing the Company will be regarded as a serious matter that will be investigated and addressed by the Company. It may result in disciplinary action, including immediate termination of employment or contractual engagement with the Company.
- 5.3. If the Company is found to be in contravention of any applicable laws, it may face significant fines or penalties, be excluded from tendering for public contracts, and individuals involved in such contravention may also be subject to disciplinary and/or legal proceedings and penalties, including imprisonment.
- 5.4. The impacts of non-compliance with any applicable laws or any other bribery or corruption offences extends beyond the civil and criminal penalties, such as:
 - (a) impacting the Company's reputation and our ability to procure and retain business and/or clients;
 - (b) impacting the Company's ability to do business with government or public international organisations which may require a declaration that the Company has complied, and will comply, under certain applicable laws;
 - (c) increased regulatory scrutiny and prosecution of the Company; and
 - (d) potential breach of certain established contractual provisions relating to compliance with applicable anti-bribery and anti-corruption laws, which may trigger termination rights, penalties and/or litigation.

6 Policy

- 6.1. The objective of this Policy is to ensure that Personnel;
 - (a) not engage in Bribery or any other form of Corruption or improper conduct;
 - (b) not make Facilitation Payments;
 - (c) not offer, pay, solicit or accept Secret Commissions to or from a person in a fiduciary position;
 - (d) not engage in Money Laundering;
 - (e) obtain required approvals for political contributions and charitable donations;

- (f) not give or accept any Gifts and Hospitality, where to do so might influence, or be perceived to influence, objective business judgement or otherwise be perceived as improper in the circumstances;
- (g) comply with Local Laws;
- (h) maintain accurate records of dealings with Third Parties; and
- (i) be vigilant and report any breaches of, or suspicious behaviour related to, this Policy.

7 Prohibition against Bribery and Corruption

- 7.1. The Company strictly prohibits Personnel engaging in or tolerating Bribery or any other form of Corruption or improper conduct.
- 7.2. The Company's corporate values require that in all aspects of business all Personnel act honestly, adhere to the highest ethical standards, and act in compliance with all relevant legal requirements. In this respect Personnel must not engage in Bribery or any other form of Corruption, whether directly or indirectly.
- 7.3. The prohibition of Bribery and Corruption under this Policy includes the provision or conveying of Gifts and Hospitality to any Third Party, Officials or family members of Officials, whether directly or indirectly, to secure any improper advantage or to obtain or retain business.
- 7.4. Personnel must not:
 - (a) offer, promise or give Gifts and Hospitality with the intention of influencing an Official or Third Party who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or an improper advantage; or
 - (b) authorise the payment or provision of Gifts and Hospitality to any other person, if it is known, or reasonably should have been known, that any portion of that payment or Gifts and Hospitality will be passed onto an Official or Third Party to secure an improper advantage or obtain or retain business; or
 - (c) engage, or procure, a third party to make a payment or provide Gifts and Hospitality to an Official or Third Party, (or to procure another person to make such payment or provision), in order to secure an improper advantage or obtain or retain business.
- 7.5. This prohibition also includes the request or acceptance of (or the agreement to accept) Gifts and Hospitality from an Official or Third Party either:
 - (a) intending that, in consequence, a function or activity should be performed improperly (whether by the requestor/acceptor or another person); or
 - (b) where the request, agreement or acceptance itself constitutes the recipient's improper performance of a function or activity; or
 - (c) as a reward for the improper performance of a function or activity (whether by the recipient or another person).
- 7.6. Personnel must be aware that:
 - (a) bribery is not limited to the public sector; it can also occur in the private sector;
 - (b) bribery includes bribes made directly or indirectly (including through an intermediary);

- (c) a bribe offered does not have to be accepted for an offence to be committed;
- (d) a bribe may be monetary or non-monetary in value; or
- (e) this prohibition is not subject to any local customs or business practices.

8 Facilitation Payments, Secret Commissions and Money Laundering

- 8.1. The Company does not condone the making of Facilitation Payments, Secret Commissions and Money Laundering.
- 8.2. Personnel are prohibited from:
 - (a) making Facilitation Payments;
 - (b) offering, paying, soliciting or receiving Secret Commissions; and
 - (c) engaging in Money-Laundering.

9 Political contributions and charitable donations

- 9.1. The Company prohibits Personnel from making political contributions to Officials in any country, in their capacity as representatives of the Company, in light of the potential for such contributions to be associated with the Company.
- 9.2.
- 9.3. This Policy does not seek to curtail an individual's freedom to make political contributions in their personal capacity.
- 9.4. The context of any other political contributions is key in determining their appropriateness. For instance, it is permissible for the Company to make a payment to attend a political function in circumstances where such payment could not be construed as an attempt to influence the political party.
- 9.5. If you are in any doubt as to the appropriateness of any political contribution, you should consult the Board or the Anti-Bribery Officer before it is given or accepted or otherwise as soon as possible.
- 9.6. The Company can only make charitable donations that are legal and ethical under local laws and practices. In order to ensure that donations made by the Company to charitable organisations are for proper charitable purposes, Personnel must only make donations on behalf of the Company to charitable organisations upon approval by the CEO or the CFO.

10 Gifts and Hospitality

- 10.1. Gifts and Hospitality made in good faith, including promotional and other business expenditure, which seeks to develop business relationships are an important aspect of the Company's business.
- 10.2. This Policy permits reasonable and proportionate Gifts and Hospitality for legitimate business purpose.

- 10.3. However, the offer and acceptance of Gifts and Hospitality that is beyond general commercial practice that may or appear to compromise the exercise of objective business judgement is prohibited.
- 10.4. Personnel involved in a tender process or bid discussion, including when a decision is pending, must not offer, promise, give, accept or receive any Gifts and Hospitality to/from any Third Party that is also involved in the tender/bid (whether the Company is issuing or responding to the tender/bid).
- 10.5. Personnel must obtain approval from their line managers (or in the case of directors, from the Chair) before accepting or offering any Gift or Hospitality, where it is reasonably foreseeable that the Gift or Hospitality is AU\$500 or equivalent per person in value.
- 10.6. All Gifts and Hospitality must be recorded accurately when submitting reimbursement requests in accordance with the Company's expense management procedures.
- 10.7. Declaration of Gifts and Hospitality must be reported whether the gift or invitation to participate in hospitality was accepted or declined and must not be broken down into parts to reflect less than AU\$500 or equivalent in value.

11 Interactions with Officials and Third Parties

- 11.1. All interactions with Officials and Third Parties must comply with this Policy, and the Company and Personnel must not take any actions, whether directly or indirectly, which create the appearance of impropriety regardless of whether there is any improper intent behind their actions.
- 11.2. In relation to all Officials or Third Parties that have the power or ability to make decisions in relation to the Company's assets (including joint venture partners), the Company must:
 - (a) communicate this Policy to them;
 - (b) undertake sufficient due diligence to ensure that it is appropriate for that party to represent the Company;
 - (c) raise any issues or red flags identified in the due diligence processes conducted in relation to the relevant party before their appointment, to the Board or the Anti- Bribery Officer and ensure such issues are adequately resolved prior to engagement;
 - (d) ensure contractual terms with the Third Party include anti-bribery provisions consistent with this Policy; and
 - (e) ensure oversight of the party is maintained.
- 11.3. The prohibitions under this Policy include a prohibition on Personnel using personal funds to undertake any interaction or transaction that is prohibited under this Policy.

12 Solicitation, extortion and personal safety payments

- 12.1. If an Official (or someone claiming to act on their behalf) attempts to solicit or extort anything of value from a member of Personnel, immediate refusal should be given and that member of Personnel shall notify that Official that the Company does not improperly provide anything of value to Officials. Such incident should be raised to the Anti-Bribery Officer immediately.

- 12.2. As a narrow exception to the above prohibition on solicitation and extortion, the Company does allow personal safety payments to be made in exceptional circumstances if it is reasonably believed by the relevant member of Personnel at the relevant time that harm to an individual's health or safety appears imminent, or others may be in imminent danger if payment is not made.
- 12.3. If such a personal safety payment is made, then the payment and circumstances encountered in relation to the payment must be reported to the Anti-Bribery Officer immediately and ultimately be reported to the CEO and the Board, as soon as possible after the danger has passed. All personal safety payments must be recorded appropriately in the Company's financial records.

13 Documentation and record-keeping

- 13.1. As part of the Company's commitment to open and honest business practice, the Company requires all of its businesses to maintain accurate books of account and records.
- 13.2. The Company and its subsidiaries must keep accurate and complete records of all business transactions:
 - (a) in accordance with generally accepted accounting principles and practices;
 - (b) in accordance with the Company's accounting and finance policies; and
 - (c) in a manner that reasonably reflects the underlying transactions and events.
- 13.3. It is the responsibility of all Personnel to ensure that all business transactions are recorded honestly and accurately and that any errors or falsification of documents are promptly reported to the appropriate member of the senior management team of the relevant business, and corrected.
- 13.4. No accounts are to be kept "off the books" to facilitate or conceal improper payments.

14 Reporting violations and suspected misconduct

- 14.1. Any Personnel who believes that a violation of this Policy or any laws has been committed, is being committed, or is being planned, should report the matter immediately to the Board or the Anti-Bribery Officer, or alternatively refer to the reporting mechanism available on the Company's Whistleblower Policy.
- 14.2. The Company's Anti- Bribery Officer can be contacted as follows;
Company Secretary
Tony Panther
+61 409 509 341
cosec@vistra.com
- 14.3. If anyone is unsure whether a particular act constitutes Bribery, a Facilitation Payment, Secret Commission, Money-Laundering, or has any other queries, they should direct their queries to the Anti-Bribery Officer.

15 Protection

- 15.1. The Company prohibits retaliation against anyone reporting suspected breaches of this Policy.
- 15.2. Personnel who wish to raise a concern or report another's wrongdoing, or who have refused pressure to either accept or offer a bribe, should not be worried about possible repercussions. The

Company encourages openness and will support any Personnel who raises genuine concerns in good faith under this Policy.

- 15.3. If you are not comfortable, for any reason, with speaking directly to the Board or the Anti-Bribery Officer, the Company has a Whistleblower Policy which provides certain protections against reprisal, harassment or demotion for making the report.

16 Monitoring and review

- 16.1. Records of reports made under this Policy will be maintained and reviewed by the Audit and Risk Committee and reported to the Board.

17 Policy administration

17.1. Policy administration

- (a) The Board is responsible for the overall administration of this Policy.
- (b) The Board and the Anti-Bribery Officer will monitor the implementation of this Policy and will review it at least once every 2 years or as may be required to ensure it is operating effectively. Any recommended changes must be approved by the Board.
- (c) Internal control systems and procedures will be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this Policy.
- (d) The Company will ensure any updates to this Policy following a review will be disseminated to, and easily accessible by, Personnel covered by this Policy.

17.2. Policy availability

- (a) A copy of this Policy will be made available to all Personnel on the Company's website within a reasonable time after any such updates or amendments have been approved, and in such other ways as will ensure the policy is available to Personnel wishing to use it.

18 Training and awareness

- 18.1. All Personnel are required to understand and comply with this Policy, attend all relevant training and follow the reporting requirements set out in this Policy.
- 18.2. To this end, regular and appropriate training on how to comply with this Policy will be provided to all senior managers and all relevant Personnel. However, it is the responsibility of all Personnel to ensure that they read, understand and comply with this Policy.
- 18.3. All Third Parties are required to be made aware of this Policy and to undertake to comply with this Policy in relation to any of their dealings with, for or on behalf of the Company.

19 Definitions

In this Policy the following words or phrases mean the following:

Anti-Bribery Officer means an officer of the Company designated by the Board to receive information from the Board and Personnel of the Company according to the terms of this Policy.



Bribery is the act of offering, promising, giving or accepting a benefit with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or a business advantage that is not legitimately due (whether in respect of an interaction with an Official or any commercial transaction in the private sector).

Company means Mach7 Technologies Limited ACN 007 817 192 and all of its subsidiaries.

Corruption is a deliberate act of dishonesty, breach of the law, or the abuse of public trust or power that undermines or is incompatible with the impartial exercise of an official's powers, authorities, duties or functions for private gain.

Facilitation Payment means payments of nominal amounts or other inducement made to persons in order to secure or expedite the performance of a Government Official's routine governmental duties or actions.

Gifts and Hospitality includes the receipt or offer of cash, travel benefits, presents, meals or tokens of appreciation and gratitude or invitations to events, functions, or social gatherings, other tangible or intangible benefits or anything of value in connection with matters related to the Company's business - except where they:

- (a) fall within reasonable bounds of value and occurrence;
- (b) do not influence, or are not perceived to influence, objective business judgement; and
- (c) are not prohibited or limited by applicable laws or applicable industry codes.

Money-laundering means the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

Official means:

- (a) any politician, political party, party official or candidate of political office;
- (b) any official or employee of a domestic or foreign government (whether national, state/provincial or local) or agency, department or instrumentality of any domestic or foreign government or any government-owned or controlled entity (including state-owned enterprises);
- (c) any official or employee of any public international organisation;
- (d) any person acting in a private or public official function or capacity for such domestic or foreign government, agency, instrumentality, entity or organisation;
- (e) any person who holds or performs the duties of any appointment created by custom or convention or who otherwise acts in an official capacity (including, some indigenous or tribal leaders who are authorised and empowered to act on behalf of the relevant group of indigenous peoples and members of royal families); or
- (f) any person who holds themselves out to be an authorised intermediary of a government official.

Personnel means all persons acting (whether authorised or unauthorised) on behalf of the Company at all levels, including officers, directors, temporary staff, contractors, consultants and employees of the Company.

Secret Commissions means offering or giving a commission to an agent or representative of another person that is not disclosed by that agent or representative to their principal to induce or influence the conduct of the principal's business.

Third Party means any individual or organisation other than Officials, with whom Personnel come into contact during the course of their employment or business relationships associated with the Company.

20 Document History

Version	Summary of Amendments	Approved by	Approval date
1.0	New Anti-Bribery and Corruption Policy	Board	15 October 2020
2.0	Review of the Policy	Board	20 February 2024