



Whistleblower Policy

Mach7 Technologies Limited

ACN 007 817 192

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1 Introduction

- 1.1. Mach7 Technologies (referred to as “**Mach7**”, the “**Company**”, “**we**”, “**our**”, “**us**”) is committed to the highest standards of conduct and ethical behaviour in all of our business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.
- 1.2. The Company is committed to creating workplace culture which promotes employees and other eligible whistleblowers to disclose improper conduct confidentially, anonymously and on reasonable grounds without fear of reprisal or detrimental action.
- 1.3. An eligible whistleblower will be entitled to legally enforceable protections if they make protected disclosures in accordance with Corporations Act and the Taxation Administration Act.
- 1.4. Whistleblowing can play a critical role in the early detection and prosecution of misconduct in businesses and it can improve compliance with the law and promote an ethical culture because of the higher likelihood of misconduct being reported.

2 Application

- 2.1. This Policy applies to the following, but not be limited to:
 - (a) all Company Personnel (former and current);
 - (b) all Company suppliers and contractors (former and current);
 - (c) all Eligible Whistleblowers as defined under this Policy and the Whistleblower Laws; or
 - (d) all Eligible Recipients as defined under this Policy and the Whistleblower Laws.
- 2.2. Disclosures relating to personal, work-related grievances (such as a disagreement between you and another employee or a decision about your promotion) generally fall outside the scope of this Policy.
- 2.3. This Policy should be read in conjunction with the Company’s code of conduct policy.
- 2.4. To the extent that there is any inconsistency between this Policy and the Company’s Constitution, the Constitution will prevail to the extent of that inconsistency.

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 possible wrongdoing;
 - (b) to encourage more disclosures of wrongdoing;
 - (c) to help deter wrongdoing;
 - (d) to ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
 - (e) to ensure disclosures are dealt with appropriately and on a timely basis;
 - (f) to provide transparency around the Company’s framework for receiving, handling and investigating disclosures;

- (g) to support the Company's long-term sustainability and reputation; and
- (h) to meet the Company's legal and regulatory obligations.

4 Eligible Whistleblower

- 4.1. To qualify for protection as a whistleblower, an individual must first be an Eligible Whistleblower.
- 4.2. An Eligible Whistleblower is any individual who is, or has been, any of the following in relation to Mach7:
 - (a) an officer or employee (e.g. current and former employees who are permanent, part-time, fixed term or temporary, interns, secondees, managers, and directors);
 - (b) a supplier of services or goods to Mach7 (whether paid or unpaid), including their employees (e.g. current and former contractors, consultants, service providers and business partners);
 - (c) an officer of a related body corporate; or
 - (d) a relative, dependant or spouse of any of the above individuals (e.g. relatives, dependants or spouse of current and former employees, contractors, consultants, service providers, suppliers and business partners).

5 Protected Disclosure

- 5.1. An Eligible Whistleblower will have protection as a whistleblower if he/she has made a disclosure of information relating to a Disclosable Matter directly to an Eligible Recipient (referred to as a **Protected Disclosure**).
- 5.2. A Protected Disclosure also occurs if an Eligible Whistleblower has made a disclosure of information relating to a Disclosable Matter:
 - (a) directly to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act or the Taxation Administration Act; or
 - (b) or made an Emergency Disclosure or Public Interest Disclosure.
- 5.3. There is no requirement for an Eligible Whistleblower to identify themselves in order for a disclosure to qualify for protection under the Whistleblower Laws.
- 5.4. Eligible Whistleblower can still qualify for protection even if the disclosure turns out to be incorrect.

6 Disclosable Matter

- 6.1. Under the Whistleblower Laws, a Disclosable Matter involves disclosure of information by an Eligible Whistleblower, who has reasonable grounds to suspect that the information concerns misconduct, or an improper state of affairs or circumstances, in relation to Mach7 or in relation to our tax affairs.
- 6.2. A Disclosable Matter also involves information that indicates Mach7 (including our Personnel) has engaged in conduct that:
 - (a) constitutes an offence against, or a contravention of, a provision of any of the following:

- Corporations Act 2001 (Cth)
 - Australian Securities and Investment Commissions Act 2001 (Cth)
 - Banking Act 1959 (Cth)
 - Financial Sector (Collection of Data) Act 2001 (Cth)
 - Insurance Act 1973 (Cth)
 - Life Insurance Act 1995 (Cth)
 - National Consumer Credit Protection Act 2009 (Cth)
 - Superannuation Industry (Supervision) Act 1993 (Cth)
- (b) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- (c) represents a danger to the public or the financial system.

6.3. The following are examples of Disclosable Matters that might relate specifically to the Company's business operations and practices:

- (a) illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property;
- (b) fraud or misappropriation of funds;
- (c) offering or accepting a bribe;
- (d) financial irregularities;
- (e) failure to comply with, or breach of, legal or regulatory requirements; or
- (f) engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure.

6.4. A Protected Disclosure may include a Disclosable Matter that does not involve a contravention of a particular law.

7 Eligible Recipient

7.1. Disclosures of information that may amount to a Disclosable Matter under this Policy and the Whistleblower Laws can only be made directly to any of the below Eligible Recipients;

Eligible Recipient:	Persons in this category include:
(a) Whistleblower Protection Officer	Company Secretary Tony Panther +61 409 509 341 cosec@vistra.com
(b) An officer or senior manager of Mach7 or a related body corporate	Chair of the Board Managing Director and Chief Executive Officer Executive Director Non-executive Director

Eligible Recipient:	Persons in this category include:
	Chief Financial Officer
(c) An auditor, or a member of an audit team conducting an audit, of Mach7	The current auditor of Mach7 is: RSM Australia Partners Level 21, 120 Collins Street Melbourne Vic 3000 Australia

- 7.2. If the disclosure concerns an officer or senior manager of Mach7, the disclosure should not be made directly to that person.
- 7.3. An Eligible Recipient also includes ASIC, APRA, the AFP and the ATO.
- 7.4. A disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act or the Taxation Administration Act is protected (even in the event that the legal practitioner concludes that a disclosure does not relate to a Disclosable Matter).
- 7.5. If additional information is required before formally making a disclosure, an Eligible Whistleblower can obtain additional information by contacting our Company Secretary,

Name: Tony Panther
 Telephone: +61 409 509 341
 Email: cosec@vistra.com

8 Personal Work-Related Grievances

- 8.1. A disclosure that relates solely to a Personal Work-Related Grievance, and that does not relate to detriment or threat of detriment to an individual, does not normally qualify for whistleblower protection.
- 8.2. However, a Personal Work-Related Grievance may still qualify for whistleblower protection if:
- it includes information about misconduct, or information about misconduct which includes or is accompanied by a Personal Work-Related Grievance (mixed report);
 - Mach7 has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the Eligible Whistleblower's personal circumstances;
 - the Eligible Whistleblower suffers from or is threatened with detriment for making a disclosure; or
 - the Eligible Whistleblower seeks legal advice or legal representation about the operation of the Whistleblower protections under the Corporations Act.

9 Public Interest and Emergency Disclosures

Public interest disclosure

- 9.1. Public Interest Disclosure is a disclosure of information to a Journalist or a Parliamentarian, where:
- (e) At least 90 days have passed since the Eligible Whistleblower made the disclosure to ASIC, APRA or another Australian Commonwealth body prescribed by regulation;
 - (f) The Eligible Whistleblower does not have reasonable grounds to believe that action is being, or has been taken, in relation to the disclosure;
 - (g) The Eligible Whistleblower has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
 - (h) Before making the public interest disclosure, the Eligible Whistleblower has given written notice to the body noted at (a) above that.
- 9.2. A public interest disclosure may then be made to either:
- (a) a member of the parliament of the Australian Commonwealth or an Australian State or Territory (**Parliamentarian**); or
 - (b) a journalist, as defined in in the Corporations Act (**Journalist**).

Emergency disclosure

- 9.3. Emergency Disclosure is a disclosure of information to a Journalist or Parliamentarian, where:
- (a) The Eligible Whistleblower has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation;
 - (b) The Eligible Whistleblower has reasonable grounds to believe that the information concerns a substantial or imminent danger to the health and safety of one or more persons or the natural environment;
 - (c) Before making the Emergency Disclosure, the Eligible Whistleblower has given written notice to the body noted in (a) above that:
 - Includes sufficient information to identify the previous disclosure;
 - States that the Eligible Whistleblower intends to make an Emergency Disclosure; and
 - The extent of the information disclosed in the Emergency Disclosure is no greater than is necessary to inform the Journalist or Parliamentarian of the substantial and imminent danger.

10 How to make a Disclosure

- 10.1. Eligible Whistleblowers may make disclosures:
- (a) to the Whistleblower Protection Officer; or
 - (b) any Eligible Recipient, as prescribed under Section 7.
 - (c) by any of the following means and marking or noting that the disclosure is made under this policy:

- by post to Level 4, 100 Albert Road, South Melbourne Vic 3205, Australia, in an envelope marked – “private and confidential”;
 - by email sent directly to the Eligible Recipient; or
 - in person to any Eligible Recipient.
- 10.2. The disclosure may be made by any option that allows for the disclosure to be made anonymously and/or confidentiality, securely and (if required) outside business hours.
- 10.3. A disclosure of information in respect of which the Eligible Whistleblower does not have reasonable grounds to suspect that the information concerns or relates to a Protected Disclosure will not attract the whistleblower protections. This may include a disclosure not made in good faith or is vexatious or malicious.

11 Anonymous Disclosure

- 11.1. A disclosure can be made anonymously and still be protected.
- 11.2. An Eligible Whistleblower can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised. An Eligible Whistleblower can also refuse to answer questions if they feel it could reveal their identity at any time, including during follow-up conversations.
- 11.3. If an Eligible Whistleblower wishes to remain anonymous, it is suggested that they should maintain ongoing two-way communication with Mach7, so that we can ask follow-up questions or provide feedback.
- 11.4. The following measures and/or mechanisms for protecting anonymity can be adopted by Mach7 to provide anonymity:
- (a) communication with the Eligible Whistleblower through anonymous telephones and/or anonymised email addresses; or
 - (b) Eligible Whistleblower may adopt a pseudonym for the purpose of their disclosure.
- 11.5. However, to enable the matters raised to be properly and thoroughly considered and investigated, an Eligible Whistleblower should ensure that all information relevant to their concerns are disclosed. In some circumstances, if the Eligible Whistleblower is not identified it may limit or restrict the ability of Mach7 to fully investigate their disclosure.

12 Protection of Whistleblower

- 12.1. Under the Whistleblower Laws, if the Eligible Whistleblower makes a Protected Disclosure to an Eligible Recipient, they will receive certain protections in relation to their identity and victimisation for making the disclosure. In particular, the Eligible Whistleblower will be protected from any of the following in relation to the disclosure:
- (a) civil liability (e.g. any legal action against the Eligible Whistleblower for breach of an employment contract, duty of confidentiality or another contractual obligation);
 - (b) criminal liability (e.g. attempted prosecution of you for unlawfully releasing information, or other use of the disclosure against the Eligible Whistleblower in a prosecution – other than for making a false disclosure); and

(c) administrative liability (e.g. disciplinary action for making the disclosure).

12.2. However, these protections will not grant you immunity from being subject to any civil, criminal or administrative liability for your own misconduct that is revealed by your disclosure.

Confidentiality

12.3. Mach7 has a legal obligation to protect the confidentiality of the Eligible Whistleblower's identity.

12.4. A person cannot disclose the Eligible Whistleblower's identity or information that is likely to lead to their identification (which they have obtained directly or indirectly because the Eligible Whistleblower made a Protected Disclosure).

12.5. There are limited exceptions to this prohibition which relate to disclosures of the Eligible Whistleblower's identity to ASIC, APRA, a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Corporations Act), to a member of the Australian Federal Police or when the disclosure of the Eligible Whistleblower identity is made with their consent.

12.6. A person can also disclose the information contained in the disclosure with or without the Eligible Whistleblower's consent if:

- (a) the information does not include the Eligible Whistleblower's identity;
- (a) the Company has taken all reasonable steps to reduce the risk that the Eligible Whistleblower will be identified from the information; and
- (b) it is reasonably necessary for investigating the issues raised in the disclosure.

12.7. Outside these exceptions, it is illegal for a person to identify the Eligible Whistleblower or to disclose information that is likely to lead to their identification.

12.8. If the Eligible Whistleblower becomes aware of a breach of confidentiality, they can lodge a complaint directly with the Whistleblower Protection Officer or any of the Eligible Recipients. The Eligible Whistleblower may also lodge a complaint with ASIC, APRA or the ATO for investigation.

Victimisation

12.9. Mach7 has a legal obligation to protect a Protected Discloser, or any other person, from detriment in relation to a disclosure.

12.10. It is an offence for a person, including the Company, to cause detriment or threaten to cause detriment because you made, or are believed to have made, a Protected Disclosure to an Eligible Recipient.

12.11. Detrimental conduct includes the following:

- (a) dismissal as an employee;
- (b) injury in your employment;
- (c) alteration of your position or duties as an employee to your disadvantage;
- (d) discrimination between you as an employee and other employees of Mach7;
- (e) being harassed or intimidated;
- (f) harm or injury to you, including psychological harm; or
- (g) damage to your property, reputation or to your business or financial position.

12.12. A threat to cause you detriment may be expressed or implied, or conditional or unconditional. If you have been threatened in relation to a disclosure you do not have to actually fear that the threat will be carried out.

12.13. However, examples of actions that are not detrimental conduct include:

- (a) administrative action that is reasonable for the purpose of protecting an Eligible Whistleblower from detriment (e.g. moving an Eligible Whistleblower away from their immediate work area to another office to prevent any detriment); or
- (b) managing any unsatisfactory work performance.

12.14. The courts are also empowered to make such orders as they think appropriate to correct any detrimental conduct towards an Eligible Whistleblower, including awarding the Eligible Whistleblower compensation for any loss, damage or injury that they may have suffered.

Compensation and other remedies

12.15. A person who has made a Protected Disclosure or any other employee or person can seek compensation and other remedies through the courts if:

- (a) they suffer loss, damage or injury because of a disclosure; and
- (b) the Company has failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

12.16. Mach7 encourages all Eligible Whistleblowers to seek independent legal advice in relation to any rights they may have to compensation or other remedies.

13 Handling and Investigating a Disclosure

Handling a Disclosure

13.1. Mach7 will consider all disclosures of information made under this Policy as soon as possible upon receipt of the disclosure of information by the Eligible Recipient.

13.2. Once it is established that an investigation is warranted, the Eligible Recipient is responsible for determining the management of an investigation into a disclosure of information, and will consider:

- (a) the nature and scope required for the investigation;
- (b) the person(s) within and/or outside the Company that should lead the investigation;
- (c) the nature of any technical, financial or legal advice that may be required to support the investigation; and
- (d) the timeframe for the investigation.

Investigation of a Disclosure

13.3. Mach7 will conduct the investigation of a disclosure in a timely and efficient manner, noting that the length of time of any such investigation will take may vary depending on the nature of the disclosure of information.

13.4. Mach7 will conduct the investigation of a disclosure of information in a thorough, objective and impartial manner.

- 13.5. Mach7 and the Eligible Recipient receiving a disclosure may need to disclose information related to the disclosure to undertake an investigation into the disclosure of information. However, unless the Eligible Whistleblower gives consent otherwise, Mach7 will conduct the investigation of a disclosure in a confidential manner, that is, the Company cannot disclose information that is likely to lead to the identification of the Eligible Whistleblower as part of its investigation process, unless:
- (a) the information does not include the Eligible Whistleblower's identity;
 - (b) Mach7 removes information relating to the Eligible Whistleblower or other information that is likely to lead to the identification of the Eligible Whistleblower (e.g. the Eligible Whistleblower's name, position title and other identifying details); and
 - (c) it is reasonably necessary for investigating the issues raised in the disclosure of information.
- 13.6. Where possible, Eligible Whistleblowers will be provided with regular updates during the various stages of the investigation.

Outcome of Investigation and Reporting

- 13.7. The method for documenting and reporting the findings will depend on the nature of the disclosure, however Mach7 intends for the report to provide a summary of the facts of the suspected reportable conduct and of the investigation, for consideration and action by the Board and the Company generally, whilst maintaining confidentiality of the Eligible Whistleblower.
- 13.8. It will also provide recommendations about whether any accusation made is substantiated or unsubstantiated, whether the matter should be referred to the police, other disciplinary actions that may be required and, if warranted, suggested actions to recover stolen funds or property, and internal control implications.
- 13.9. Whilst Mach7 intends to provide the Eligible Whistleblower a summary of the outcome of the investigation, there may be circumstances where it may not be appropriate to do so.

Fair Treatment of Individuals Mentioned in A Disclosure

- 13.10. Mach7 will ensure the fair treatment of its employees and other persons who are mentioned in a disclosure that qualifies for protection, including those who are the subject of a disclosure.
- 13.11. Mach7 will ensure the fair treatment of its employees and other persons by ensuring:
- (a) disclosures are handled confidentially when it is practical and appropriate in the circumstances;
 - (b) each disclosure is assessed and will be considered for investigation;
 - (c) the objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
 - (d) when an investigation needs to be undertaken, the process will be objective, fair and independent;
 - (e) an employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken—for example, if the disclosure will be the subject of an investigation; and
 - (f) an employee who is the subject of a disclosure may contact any support service offered by the Company.

14 Dissatisfaction

- 14.1. If an Eligible Whistleblower is dissatisfied with the way that Mach7 is dealing with his or her disclosure, then those concerns should be expressed in writing to the Eligible Recipient.
- 14.2. If such concerns arise in respect of an investigation of a disclosure, then Mach7 may determine to review the investigation to ensure it was conducted in accordance with this Policy and the processes and procedures set out in it.
- 14.3. If an Eligible Whistleblower continues to be dissatisfied with the way that Mach7 is dealing with his or her disclosure or concerns, they may make a further disclosure to External Authorities.

15 External Advice

- 14.4. Mach7 itself may engage with External Authorities to report or resolve the wrongdoing. If this is necessary, then Mach7 reserves the right to involve one or more External Authorities with or without the prior consent of the Eligible Whistleblower. Where possible, Mach7 will seek to preserve the anonymity of the Eligible Whistleblower but will make legally required disclosures which may include the identity of the Eligible Whistleblower and the disclosure.
- 14.5. If External Authorities are engaged, then responsibility for confidentiality and anonymity of the Eligible Whistleblower shall be in the hands of the External Authorities and their subsequent activities.

16 Policy administration

16.1. Policy administration

- (a) The Board is responsible for the overall administration of this Policy.
- (b) The Board 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.

16.2. 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.

17 Training and awareness

- 17.1. All Personnel are required to understand and comply with this Policy, attend all relevant training and understand their rights and obligations set out in this Policy.
- 17.2. To this end, regular and appropriate training on how to comply with this Policy will be provided to all senior managers and Personnel. However, it is the responsibility of all Personnel to ensure that they read, understand and comply with this Policy.

18 Definitions

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

ASIC means the Australian Securities and Investments Commission.

AFP means the Australian Federal Police.

APRA means the Australian Prudential Regulation Authority.

ATO means the Australian Taxation Office.

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

Corporations Act means the *Corporations Act 2001 (Cth)*.

Disclosable Matter is defined in section 6 of this Policy.

Eligible Recipient is a person listed in section 7.1 of this Policy.

Eligible Whistleblower is defined in section 4.2 of this Policy.

Emergency Disclosure is defined in section 9.3 of this Policy.

External Authorities means authorities such as the Australian Securities Exchange (ASX), the Australian Securities and Investments Commission (ASIC), the Australian Prudential Review Authority (APRA), the Australian Taxation Office (ATO) or Police (State or Federal).

Improper Conduct means Personnel of the Company has engaged in conduct that:

- (a) is an offence under the Corporations Act 2001 (Cth);
- (b) is an offence against any Commonwealth law punishable for 12 months or more by imprisonment; or
- (c) represents a danger to the public.

Journalist is defined in section 9.2(b) of this Policy.

Parliamentarian is defined in section 9.2(a) of this Policy.

Personal Work-Related Grievance is defined in section 8 of this Policy.

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

Policy means this Whistleblower Policy.

Protected Disclosure is defined in section 5 of this Policy.

Public Interest Disclosure is defined in section 9.1 of this Policy.

Taxation Administration Act means the *Taxation Administration Act 1953 (Cth)*.

Whistleblower Laws means whistleblower regulations as prescribed under the Corporation Act 2001 (Cth) and the Treasury Laws amendment (Enhancing Whistleblower Protections) Act 2019 (Cth).

Whistleblower Protection Officer is a person listed in section 7.1(a) of this Policy.

19 Document History

Version	Summary of Amendments	Approved by	Approval date
1.0	New Whistleblower Policy	Board	11 February 2016
2.0	Review of the Policy in line with the new ASX Corporate Governance Principles and the amendments to the Treasury Laws.	Board	20 February 2024