



Code of Conduct

Mach7 Technologies Limited

ACN 007 817 192

Adopted by the Board on 11 February 2016

Last reviewed by the Board on 20 March 2026



Code of Conduct

Mach7 Technologies Limited

1. Introduction

1.1 Background

Mach7 Technologies Limited (referred to as “Mach7”, the “Company”, “we”, “our”, “us”) is committed to maintaining ethical standards in the conduct of its business activities. The Company's reputation as an ethical business organisation is important to its ongoing success. The Company expects employees, directors, contractors and consultants to be familiar with and have a personal commitment to meeting these standards. These standards go beyond mere compliance with laws and regulations. They also embrace the values which are essential to the Company's continued success.

1.2 Purpose

This Code of Conduct (“Code”) clearly states the standards of responsibility and ethical conduct expected across all levels of the Company. It applies to all Company employees, officers, directors, associates, contractors and consultants (“Employees”).

The Code requires Employees to adhere to the law and various policies of the Company referred to in this Code. The standards set out in this Code cannot, and do not try to, anticipate every situation which may pose a legal, ethical or moral issue. Therefore, the Code is not a prescriptive set of rules for business behaviour, but rather a practical set of principles giving direction and reflecting the Company's approach to business conduct.

Employees must exercise sound judgment when evaluating an issue of business conduct. If in any doubt, they should seek advice before taking any action that may compromise themselves or the Company.

2. The Company's business ethics

2.1 Openness, honesty, fairness, integrity and in the best interests of the Company

Employees must conduct themselves with openness, honesty, fairness, integrity and



in the best interests of the Company in all business transactions and in all dealings with others including customers, suppliers, shareholders, employees, joint venture partners, creditors, financiers, the financial markets, governments and the general public.

This means that Employees:

- (a) must not make promises or commitments which to their knowledge the Company is unable to, or does not intend to, honour;
- (b) must ensure that all business decisions with customers and suppliers are made solely on sound commercial grounds having regard to the quality, price and service;
- (c) must not use the Company's name or their position for personal gain or in competition with the Company;
- (d) must act with due care and diligence in fulfilling the functions of their office or employment; and
- (e) should not engage in conduct which may bring discredit upon the Company.

2.2 Giving and accepting business courtesies

Employees must not give, seek or accept in connection with the Company's operations any gifts, meals, refreshments and entertainment which goes beyond common courtesies associated with ordinary and proper course of business. Employees must avoid everything that could reasonably be construed as a bribe or improper inducement.

Any gift, entertainment or other personal favour or assistance given or received which has a value in excess of USD\$200 (or any other amount determined and announced by the Board) must be approved by the Managing Director (or in the absence of the Managing Director, the Chairman of the Board) and entered into the gifts register maintained by the Chief Financial Officer. Any gift not declared may be viewed as a bribe.

The rationale for this restriction is that the offer or acceptance of a gift can create an obligation or be construed or used by others to allege favouritism, discrimination, collusion or similarly unacceptable practices by the Company.

2.3 Financial and other inducements

Offering a bribe to a government official and the receipt of a bribe by a government



official is prohibited under the laws of the United States, Australia and most countries. The United States and Australia are signatories to the OECD Convention Combating Bribery of Foreign Public Officials in International Business Transactions and have enacted legislation prohibiting the offering of anything of value to foreign public officials which enables it to prosecute its citizens and corporations for the bribery of public officials in other countries.

A contravention of anti-bribery legislation has serious consequences, such as imprisonment or fines.

Employees should not make any payments or payments in kind (gifts, favours, etc.) to influence individuals to award business opportunities to the Company or make business decisions in the Company's favour.

2.4 Mutual respect

Employees are expected to treat with courtesy and respect their colleagues, joint venture partners, customers, shareholders and anyone else with whom they interact in their work.

2.5 Ethical conduct

Employees must act ethically in their approach to business decisions.

In negotiating and administering contracts and other business relationships, Employees are expected to be fair and reasonable. Employees must not behave in any way that is, or might be construed as being harsh, oppressive, unconscionable, unethical, coercive or dishonest.

3. Business and personal conduct

3.1 Compliance with laws and regulations

Employees must comply with all laws and regulations relating to their business conduct and the Company's operations. This includes being familiar with the duties and responsibilities applying to themselves under the laws relevant to the Company and in the context of their role in the Company.

Any activities carried out by Employees or the Company outside Australia must comply with the foreign laws which may apply to any activities or operations.

Each member of the leadership team is required to ensure that they are aware of the legal obligations and requirements that impact their areas of responsibility.



The laws that govern the Company's business activities may be complex. Employees are encouraged to contact the Company Secretary if they are unclear about laws or regulations relating to their work. There can be no justification for knowingly breaking the law or for choosing to be uninformed about the law. Good motives are not an excuse for committing illegal acts.

3.2 Trading in securities

Employees must ensure that all trading in securities, including trading in securities of the Company, is in accordance with the Company's [Securities Trading Policy](#). The purpose of the Company's Securities Trading Policy is to ensure compliance with all applicable laws and to minimise the scope for misunderstandings or suspicions regarding Employees trading in securities while in possession of non-public price sensitive information.

3.3 Privacy and Intellectual property

Employees may have access to records which contain information that may be of a personal nature, or that the Company has obtained to assist in the management of the business. This information is private and confidential and may not be disclosed to any unauthorised third party. Employees must handle and process any personal information in accordance with the Company's [Privacy Policy](#), as amended from time to time.

All intellectual property that Employees generate in relation to the Company and its activities is the property of the Company. Employees are responsible for protecting the Company's intellectual property rights.

3.4 Confidentiality and control of information

Employees must ensure that they do not disclose any Confidential Information or Proprietary Information to any third party or other Employee who does not have a valid business reason for receiving that information.

"Confidential Information" in this context means information that the Company considers private and that is not generally available outside the Company.

"Proprietary Information" in this context means information that the Company owns, develops, pays to have developed or to which it has an exclusive right.

If Confidential Information or Proprietary Information is required to be provided to third parties or other Employees for valid business purposes, the Company and its Employees must:



- (a) take adequate precautions to ensure that information is only used for those purposes for which it is provided and is not misused or disseminated to the Company's detriment; and
- (b) ensure that the information is returned or destroyed when the purpose is complete.

Such precautions include obtaining a confidentiality agreement or other undertaking. Advice about these measures can be obtained from the Company Secretary or Chief Financial Officer.

Employees must:

- (a) return all Company property including any documents or Confidential Information or Proprietary Information, on termination or on the request of the Company or its representative; and
- (b) if requested by the Company or its representative, destroy or delete any Confidential Information or Proprietary Information stored in electronic, magnetic or optical form so that it cannot be retrieved or reconstructed.

3.5 Corporate opportunities

Employees must not pursue or take personal advantage of any business opportunities which arise as a result of their position within the Company or the use of the Company's property or information.

3.6 Financial integrity

The Company has stringent financial accounting procedures that are overseen by management, the Audit Committee and the external auditor. Therefore:

- (a) the use of Company funds or assets for any unauthorised or unethical purpose, including for the advantage of others, or to cause loss to the Company is prohibited;
- (b) no false or misleading entries may be made in the books or records of the Company for any reason; and
- (c) no payment on behalf of the Company may be made or approved on the understanding that it will or might be used for something other than the stated purpose.



Employees must ensure that:

- (a) the Company's financial books, records, reports and statements properly document all assets, liabilities, and revenue; and
- (b) expenses accurately reflect all transactions of the Company and are retained in accordance with the Company's policies and all applicable laws and regulations.

3.7 Personal conduct

Employees are expected to adhere to the following standards of personal conduct:

- (a) act honestly, in good faith and in the best interests of the Company as a whole;
- (b) use due care and diligence in fulfilling the functions of their position and exercising the powers attached to their employment;
- (c) recognise that their primary responsibility is to the Company and its shareholders as a whole;
- (d) attend and undertake their work without being under the influence of drugs, alcohol or other substances or being distracted by personal business or other interests; and
- (e) protect any Company assets under their control and not use them for personal purposes.

3.8 Business agreements and contracts

The Company expects to compete fairly and ethically for all business opportunities. If any Employee is involved in the negotiation of agreements on behalf of the Company or an entity controlled by the Company:

- (a) they must ensure that they act in accordance with the law;
- (b) all statements, communications and representations made to customers, suppliers, partners, competitors and others with whom they undertake business transactions, should be accurate and truthful and must not be misleading or deceptive;
- (c) all appropriate approvals must be obtained before any agreements are executed; and

- (d) they acknowledge that the Company is committed to meeting all of its contractual obligations and accordingly they are expected to know, understand, and honour the terms of the Company's contractual obligations that are relevant to their role.

3.9 Gathering information on the company's competitors

While the Company acknowledges that an understanding of the market, and therefore its competitors, is essential in undertaking business, gathering this information should be done legally and ethically. Information should not be gained through unlawful or deceitful means.

3.10 Avoiding or Managing Conflicts of Interest

A conflict of interest arises when a person is in a position which requires them to balance their own interests or the interests of others (such as friends or relatives) against the interests of the Company. Employees must fully and promptly disclose to the Company any private or other business interests or other matters which may lead to potential or actual conflicts of interest.

If Employees have any doubt about conflicts of interest, they should contact the Company Secretary, in the case of directors and members of the leadership team, or their manager in the case of any other employee.

3.11 The financial community

The Company is committed to delivering shareholder value within an appropriate framework which safeguards the rights and interests of the Company's shareholders and the financial community generally. The Company will comply with the systems of control and accountability in place as part of its corporate governance in accordance with the ethical standards referred to in this Code.

3.12 The Company and its employees

The Company actively supports the principle of equal employment opportunity regardless of race, religion, national origin, sex, age, physical disability, marital status or sexual orientation and expects its Employees to practise and support this principle.

The Company's policy is to avoid discriminatory practices of any kind and to make employment and career decisions strictly on the basis of individual ability, performance, experience and Company requirements.



The Company believes that every individual has the right to dignity and respect in the workplace. We have a zero-tolerance approach to sexual harassment or bullying and are committed to taking all reasonable steps to prevent such conduct in connection with employment or work with the Company.

Sexual harassment or bullying is unacceptable regardless of the perpetrator's position of employment and may result in disciplinary action, up to and including termination of employment.

The use of any medium, including email or the internet, to disseminate material that is sexually explicit, defamatory, vulgar, or racist is strictly prohibited. Similarly, Company facilities must not be used to access such material. These policies apply to all Employees regardless of their position.

The Company is committed to protecting the health and safety of its employees, visitors and the public. Employees are expected to comply with Occupational Health and Safety laws and Company policies, including their obligation to report any hazardous conditions in the workplace and any workplace incidents or accidents.

3.13 Other policies regulating employee behaviour

The Company has policies and procedures which govern conduct of its business and operations. All Employees are expected to make themselves familiar with the Company's policies and procedures and to adhere to those policies in conducting business or operations on behalf of the Company.

Employees are also expected to know, and always act within, the limits of their authority to speak on behalf of the Company and to commit the Company to business transactions or to make other commitments on behalf of the Company.

4. Other matters

4.1 Compliance

If an employee suspects fraudulent or unethical behaviour or is concerned that any conduct by any Employee may breach applicable law or this code, they should contact the Chair of the Audit Committee, the Company Secretary or the Company's auditors.

All reports will be treated confidentially, and the identity of the reporting individual will be protected. Matters reported will be handled promptly and in a way that ensures the reporter is not disadvantaged for raising their concerns.



For full details, please refer to the Company's [Whistleblower Policy](#). Employees may receive training to help them understand and comply with this Code.

4.2 Consequences for breaching the code

All suspected breaches of the Code will be thoroughly investigated by the Company. Where a breach is confirmed, appropriate disciplinary and remedial action will be taken, depending on the nature of the breach. Possible actions include training, coaching or counselling, formal warnings, or termination of employment or contractual arrangements. The Company reserves the right to notify the appropriate authorities where criminal activity or breach of the law is suspected.

4.3 More information

If there are any questions regarding any aspect of this Code, please contact the Company Secretary or VP – Workforce Excellence.

4.4 Amendment of policy

This Code of Conduct can only be amended with the approval of the Board.

4.5 Adoption of policy and Board review

This Code of Conduct was last reviewed by the Board on 20 March 2026 and takes effect from that date and replaces any previous version of the Code of Conduct.

The Board will review this Code of Conduct at least every second year. The Code of Conduct is available on the Company's website, and any changes will be communicated to Employees as appropriate.