

WHISTLEBLOWER POLICY

1 INTRODUCTION AND PURPOSE

1.1 Introduction

Visionflex Group Limited ACN 138 897 533 (**Company**) and its subsidiaries (collectively, **Visionflex Group**) are committed to maintaining high standards of integrity, ethical behaviour and corporate governance and conducting business in compliance with all legal requirements. Visionflex Group recognises the importance of ensuring a safe, supportive and confidential environment where people are confident to report any wrongdoing and are supported and protected throughout the process.

1.2 Purpose

The purpose of this Whistleblower Policy (**Policy**) is to:

- (a) establish a system for the reporting, investigation and rectification of wrongdoing;
- (b) encourage the reporting of wrongdoing and ensure that any such reports are dealt with appropriately;
- (c) set out how Visionflex Group will support and protect individuals who make reports in accordance with this Policy (**Whistleblowers**);
- (d) ensure Visionflex Group complies with its legal and regulatory obligations, including those under the *Corporations Act 2001* (Cth) (**Corporations Act**); and
- (e) align with the ASX Corporate Governance Principles and Recommendations.

Nothing in this Policy should be taken as restricting anyone from reporting any matter or providing any information to a regulator (such as ASIC or APRA), the police or any other person in accordance with any relevant law, regulation or other requirement.

2 WHO DOES THIS POLICY APPLY TO?

2.1 This Policy applies to anyone who is, or has been, any of the following in relation to Visionflex Group:

- (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 Visionflex Group (whether paid or unpaid), including their employees (e.g. current and former contractors, consultants, service providers and business partners);
- (c) an associate (within the meaning of the *Corporations Act*) of Visionflex Group; or
- (d) a relative, dependant or spouse of an individual mentioned in paragraphs (a) to (c) above,
(collectively, **Personnel**).

3 REPORTABLE MATTERS

3.1 What wrongdoing is reportable?

Personnel may report any conduct, whether actual, reasonably suspected or intended, by Visionflex Group or an officer or employee of Visionflex Group (acting in that capacity) that is:

- (a) dishonest, fraudulent or unethical;
- (b) illegal, corrupt or constitutes an irregular use of Visionflex Group's funds;
- (c) oppressive, discriminatory or grossly negligent;
- (d) an unsafe work-practice or contributes to an unsafe work practice;
- (e) a serious breach of Visionflex Group's policies (including the protections afforded to Whistleblowers under this Policy);
- (f) an improper or misleading practice regarding accounting or financial reporting;
- (g) a failure to comply with any legal or regulatory obligation or the ASX Listing Rules;
- (h) a serious risk to public safety, the financial system or the environment;
- (i) a 'disclosable matter' under section 1317AA of the Corporations Act;
- (j) a deliberate concealment of any conduct referred to in paragraphs (a) to (i) above; or
- (k) a matter which is stated to be reportable under this Policy in another policy of Visionflex Group,

(each a **Reportable Matter** and, collectively, **Reportable Matters**). Conduct may constitute a Reportable Matter even if it does not involve a contravention of a particular law.

Examples of Reportable Matters include:

- (a) an employee offering or accepting a bribe in course of their employment;
- (b) misuse of customer health information; and
- (c) misleading practices in the preparation of Visionflex Group's financial statements.

3.2 Personal work-related grievances

This Policy does not apply to personal work-related grievances unless they involve a Reportable Matter or detriment for making a disclosure. Such matters should be addressed through standard HR processes.

4 REPORTING

4.1 Responsibility to report

Visionflex Group relies on its Personnel to help maintain its commitment to honest and ethical behaviour. Personnel are encouraged to report any wrongdoing in accordance with this Policy.

4.2 How to make a report

(a) A report can be made to:

- (i) the Whistleblower Investigations Officer, who is the Chief Operating Officer of the Company;
- (ii) if (i) above is not applicable for any reason, any director of the Company or to the Company's auditors,

in person, by email or by letter sent to the Company and marked for the attention of the relevant person.

(b) If it is not appropriate to make a report internally, or should Personnel feel uncomfortable doing so, a report can also be made via Visionflex Group's external whistleblowing facility administered by the Automic Group (**Automic**) by:

- (i) calling the hotline number 1300 661 167 and leaving a voice message; or
- (ii) emailing whistleblower@automicgroup.com.au.

Automic will, as soon as practicable after receiving a report, provide particulars of the report to the Whistleblower Investigations Officer, who will then follow the procedures set out in this Policy for handling and investigating reports. If a Whistleblower wishes to remain anonymous, he or she should expressly state so in his or her voice message or email, in which case the Whistleblower's identity and contact details will not be provided to Visionflex Group.

(c) Personnel are encouraged, where possible, to raise issues with the Whistleblower Investigations Officer first. However, Personnel may at any stage skip a person in the chain outlined above if that person is the subject of the report, if there is a reason to believe that the person is not likely to deal with, or has not dealt with, the report properly or are otherwise uncomfortable with making the report to that person.

(d) In order to further qualify for protection as a whistleblower under the Corporations Act, a report must be made directly to an 'eligible recipient'.

(e) In limited circumstances, a disclosure may also qualify for protection where it is made to a journalist or a member of Parliament as a public interest disclosure or emergency disclosure in accordance with the Corporations Act.

(f) Any such report should, where possible, be in writing and contain details of:

- (i) the nature of the alleged conduct and when it is alleged to have occurred;
- (ii) the person or persons responsible for or involved in the alleged conduct;

- (iii) the facts on which the Whistleblower's belief that the alleged conduct has occurred, and has been committed by the persons named, are founded; and
 - (iv) the nature and whereabouts of any further evidence that would substantiate the allegations contained in the report, if known.
- (g) Reports can be made anonymously by sending a sealed letter to the Company at its registered office. The letter should be marked 'Private and Confidential' and for the attention of the Company and a person listed in paragraph (a) above. It will be delivered unopened to that person. Visionflex Group will investigate anonymous reports with the same level of diligence as other reports. However, reports made anonymously may affect Visionflex Group's ability to investigate the matter properly and to communicate with a Whistleblower about their report. Accordingly, it is crucial that anonymous reports contain sufficient detail for Visionflex Group to investigate the matter.
- (h) Where a Whistleblower wishes to remain anonymous, Visionflex Group will take measures to protect the Whistleblower's anonymity by:
- (i) assigning a pseudonym to the Whistleblower in circumstances where the Whistleblower's identity is known to the recipient of a report but does not wish to disclose his or her identity to others; and
 - (ii) providing the Whistleblower with access to an anonymised email address for the purposes of facilitating ongoing communication with the Whistleblower about their report.
- (i) To avoid jeopardising an investigation, prior to the resolution of the matter, Whistleblowers are required to keep confidential the fact that a report has been made (subject to any legal requirements). However, this does not prevent the Whistleblower from making the same or further disclosures to any other person listed in paragraph (a) above.

4.3 Deliberate false reporting

A false report of a Reportable Matter could have significant effects on Visionflex Group's reputation and the reputations of other staff members and could also cause considerable waste of time and resources.

Anyone who knowingly makes a false report of a Reportable Matter, or who otherwise fails to act honestly with reasonable belief in respect of a report, breaches this Policy and may:

- (a) be subject to disciplinary action, including dismissal (the disciplinary action or sanction will depend on the severity, nature and circumstance of the false report); and
- (b) not be afforded the protections given to Whistleblowers under this Policy.

However, the fact that a report turns out to be false will not of itself constitute a breach of this Policy and prevent the Whistleblower from being afforded the protections under this Policy.

5 INVESTIGATIONS

5.1 Investigation process

The key steps which Visionflex Group will take following the receipt of a report are as follows:

- (a) The recipient of the report (which must be a person listed in section 4.2(a)) (**Recipient**) will assess the report to determine whether it is a report to which this Policy applies.
- (b) If the Recipient determines that it is a report to which this Policy applies, he or she must as soon as practicable, refer it to the Whistleblower Investigations Officer and the Chair of the Audit & Risk Committee of the Company, who will then consider the parameters of a formal investigation. The Whistleblower's identity must not be provided to anybody if the Whistleblower has requested that his or her identity be kept confidential.
- (c) The Whistleblower Investigations Officer is responsible at first instance for investigating reports made under this Policy, although it will be conducted under the governance of the Audit & Risk Committee. The Whistleblower Investigations Officer may appoint an independent external investigator where appropriate, particularly for matters involving the Board or senior management. Investigation processes will vary depending on the nature and substance of the report, and whether the report was made anonymously. The purpose of an investigation is to determine whether or not a report is substantiated. Visionflex Group will rectify any wrongdoing uncovered to the extent that this is practicable in all the circumstances.
- (d) The investigation will be conducted in a confidential, fair, thorough, objective and reasonably timely manner. If the Whistleblower Investigations Officer, a member of the Audit & Risk Committee or a member of the Board is allegedly involved in the alleged conduct, he or she must not take part in the investigation except to the extent required to respond to the allegation.
- (e) The principles of procedural fairness will be observed to the extent possible when investigating a report. The individual against whom the allegation is made must be provided with the right to respond prior to the conclusion of the investigation (where appropriate).
- (f) The Company may determine the appropriate investigation process, including the use of internal or external resources.
- (g) The exact process and timing of the investigation will vary depending on the nature of the report. Where practicable, Whistleblowers will be provided with initial feedback within two weeks of making a report, and any further feedback on a fortnightly basis as the matter progresses.
- (h) The outcome of all investigations will be documented in a register securely maintained by the Company having regard to the principles of preserving confidentiality (see section 7).

5.2 Action taken if wrongdoing found

Visionflex Group may take a range of actions if the investigation finds that wrongdoing has occurred, including:

- (a) appropriate sanctions against the wrongdoer in accordance with applicable law;
- (b) where illegal conduct has occurred, reporting the matter to the relevant authorities; and
- (c) changes to Visionflex Group's procedures to prevent reoccurrence of similar wrongdoing.

5.3 Board to be informed

The Board of Directors of the Company and the Company Secretary must be informed of any material incidents reported under this Policy immediately.

5.4 Communicating with Whistleblowers about their report

- (a) Where reports have not been made anonymously, Whistleblowers will be provided with regular updates and informed of the outcome of the investigation arising from their report, subject to considerations of the privacy of anyone who is the subject of the report, confidentiality requirements and applicable law.
- (b) Where reports are made anonymously, updates on, and the results of, an investigation may only be provided if practicable communication methods are specified by the Whistleblower.

6 WHISTLEBLOWER PROTECTION

6.1 Confidentiality and anonymity

- (a) Whistleblowers are entitled to remain anonymous while making a report, over the course of the investigation and after the investigation is finalised. However, the effectiveness of an investigation may be hindered if a report is made anonymously and the Whistleblower has not provided a means of contacting them.
- (b) Unless required by law, a court or as consented to by the Whistleblower:
 - (i) the person to whom a report is made under this Policy must not disclose the identity of the Whistleblower to anyone else;
 - (ii) the identity of the Whistleblower must be kept confidential from any person not involved in the investigation of the report; and
 - (iii) all files relating to the report must be kept secure and information received from a Whistleblower must be held in confidence.
- (c) Practical measures which Visionflex Group may take to protect a Whistleblower's identity include:
 - (i) redacting all personal information or reference to the Whistleblower;
 - (ii) referring to the Whistleblower in a gender-neutral context;
 - (iii) where possible, consulting with the Whistleblower to help identify certain aspects of their report that could inadvertently identify them; and
 - (iv) restricting access to information and records concerning reports made under this Policy.
- (d) A breach of the confidentiality requirements set out above will be regarded as a serious breach of this Policy and a person's terms of engagement or employment and may result in disciplinary action including termination of the person's engagement or employment.
- (e) Despite these protections, it is possible that someone might deduce a Whistleblower's identity without there having been a breach of this Policy because, for example, the nature of the report points to one particular individual having made it or otherwise as a consequence of the investigation process.

6.2 Retaliation prohibited

- (a) Visionflex Group is absolutely committed to ensuring all persons who make a report in accordance with this Policy are afforded absolute confidentiality and fairness and are not subject to any detrimental, recriminatory, harassing or unfavourable treatment for reporting a Reportable Matter. It is an offence under the Corporations Act to cause detriment to a person because of a belief or suspicion that they have made or may make, a disclosure.
- (b) Subject to section 6.3, Whistleblowers must not be personally disadvantaged for making a report in accordance with this Policy, whether by dismissal, demotion, any form of harassment, discrimination or any form of current or future bias. Visionflex Group will take whatever action is possible, consistent with this Policy, to make sure that this is the case.
- (c) Examples of how Visionflex Group will, in practice, protect Whistleblowers from detriment include:
 - (i) allowing Whistleblowers to perform their duties from another location such as from home; and
 - (ii) making support services (including counselling or other professional or legal services) available to Whistleblowers.
- (d) Whistleblowers are also encouraged to seek independent legal advice or contact regulatory bodies, such as ASIC, if they believe they have suffered detriment as a result of making a report in accordance with this Policy.
- (e) A breach of the protections set out above will be regarded as a serious breach of this Policy and a person's terms of engagement or employment and may result in disciplinary action including termination of the person's engagement or employment.

6.3 Whistleblower's own involvement in wrongdoing

- (a) If a Whistleblower is implicated in a Reportable Matter, making a report in accordance with this Policy will not protect the Whistleblower from the consequences flowing from his or her involvement in the wrongdoing. A person's liability for their own conduct is not affected by their report of that conduct under this Policy, although active cooperation in the investigation, an admission and remorse may be taken into account when considering disciplinary or other action.
- (b) For the avoidance of doubt, despite a Whistleblower's involvement in a Reportable Matter, they must not be subjected to, and Visionflex Group will ensure they are protected from, any actual or threatened retaliation or victimisation in reprisal for reporting that Reportable Matter in accordance with this Policy.

6.4 Protection under law

Additional protections may be afforded to Whistleblowers under applicable law including the *Taxation Administration Act 1953* (Cth) and the Corporations Act.

6.5 Consequences of confidentiality breach

Breaches of confidentiality or victimisation provisions may result in civil and criminal penalties under applicable laws.

7 RECORDS

7.1 Maintaining records

The Company will maintain a secure and confidential record of all reports made and all actions taken under this Policy including:

- (a) reports of Reportable Matters;
- (b) complaints of breaches of this Policy; and
- (c) the results of any investigations conducted under this Policy.

7.2 Identity of Whistleblowers not recorded

Unless required by law, a court or as consented to by the Whistleblower, the identity of the Whistleblower, or information that is likely to lead to the identification of the Whistleblower, must be redacted from the records referred to in section 7.1.

8 COMMUNICATION OF POLICY

This Policy will be publicly available on the Company's website. Visionflex Group will also take reasonable steps, as it deems appropriate, to:

- (a) notify new Personnel of the existence of the Policy;
- (b) provide for the training of Personnel about this Policy and their rights and obligations under it; and
- (c) provide for the training of those who may receive reports under this Policy about how to respond to them.

9 ADDITIONAL INFORMATION

Personnel should contact the Whistleblower Investigations Officer if they wish to seek additional information before formally making a report. The Whistleblower Investigations Officer will endeavour to respond to all queries in a timely manner.

10 REVIEW OF POLICY

10.1 Periodic review

The Audit & Risk Committee is responsible for the review and oversight of this Policy. In performing this role, the Audit & Risk Committee will, with the appropriate support and input from management and the Company Secretary:

- (a) review on an annual basis:
 - (i) the effectiveness of this Policy, its objectives and the strategies outlined above, which aim to achieve the objectives; and
 - (ii) the division of responsibilities and accountability for handling and investigating Reportable Matters,

and

- (b) provide a report to the Board on the outcomes of its review, including any recommendations for changes to those strategies or the way in which they are implemented.

The Board maintains the overall responsibility for approving this Policy and any material changes to it.

10.2 Review

The Whistleblower Policy will be reviewed regularly and at least every two years and following any material change in regulatory requirements or organisational structure by the Board, and updated as required, having regard to changes in legislation, best practice and the circumstances of the Company. The latest version of this policy can be found on the Company's website or obtained from the Whistleblower Investigations Officer.

11 POLICY CONTACTS

Whistleblower Investigations Officer: James Aulsebrook jausebrook@visionflex.com

12 MATERIAL REVISIONS

VERSION	APPROVAL DATE	EFFECTIVE DATE	DETAILS
1.0		1 January 2020	Policy approved by Visionflex Group Limited Board.
2.0	28 September 2023	28 September 2023	Policy approved by Visionflex Group Limited Board.
3.0	5 May 2026	5 May 2026	Whistleblower Policy amended by the Board.