

**FLEXIROAM LIMITED**  
**(“COMPANY”)**  
**(ACN 143 777 397)**  
**ANTI-BRIBERY AND ANTI-CORRUPTION POLICY**

**1. Introduction**

- 1.1. Flexiroam Limited (Flexiroam or Company) is committed to maintaining a culture of integrity, honesty, transparency and ethical behaviour.
- 1.2. This Policy forms part of the Company’s risk governance framework, summarising the Company’s approach to managing its exposure to bribery and corruption risks.
- 1.3. The purpose of this Policy is to:
  - supplement the Company’s Code of Conduct by setting out the conduct expected by the Company to minimise the risk of bribery or corruption occurring in connection with its operations and activities; and
  - provide guidance on how to deal with instances of bribery or corruption.
- 1.4. This Policy is publicly available via the ‘Corporate Governance’ section of the Company’s website. References to Flexiroam include its wholly owned subsidiaries.

**2. Statement of Intention**

- 2.1. The Company is committed to conducting its operations and business activities with integrity and preventing bribery or corruption by any of its directors, officers, employees or any other party acting on its behalf. To achieve this objective:
  - the Company will not engage in corrupt business practices;
  - the Company will implement measures to prevent bribery and corruption by any director, officer, employee, contractor, consultant or other party representing the Company; and
  - the Company will, at a minimum, comply with all applicable laws, regulations and standards (including anti-bribery and corruption laws) or, where internal policies require a higher standard, will apply and comply with such higher standard

**3. What are Bribery and Corruption?**

- 3.1. **Bribery** is the offer, payment or provision of a benefit to someone to influence the performance of their duty and/ or encourage the misuse of his or her authority. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages
- 3.2. **Corruption** is the abuse of entrusted power for private gain.

**4. Application of Policy**

- 4.1. This Policy applies to anyone who is employed by the Company, including employees (whether permanent, part-time, fixed-term or temporary), contractors, consultants, directors and officers in any jurisdiction.

4.2. Prohibition on corruption

The Company prohibits bribery and corruption, in any form, whether direct or indirect, whether in the private or public sector, anywhere in the world. Most countries have laws prohibiting bribery of private individuals and government officials. There are potentially serious consequences (for the Company and persons representing the Company) for contraventions of anti-bribery and corruption laws. These consequences can include civil and criminal penalties, including substantial fines and imprisonment. Employees who engage in any conduct involving bribery or corruption will be subject to disciplinary

action, up to and including termination of employment, in addition to applicable civil and criminal penalties.

To this end:

- you must not offer, pay solicit or accept bribes in any form;
- you must not engage in any form of corrupt business practice, whether for the benefit of the Company, yourself or another party;
- you must not facilitate prohibited payments; and
- immediately report any requests for bribes or facilitation payments to the Managing Director (or equivalent).

This prohibition is not subject to any local customs or business practices

#### 4.3 Gifts and Entertainment

The Company does not permit the exchange of gifts or involvement in hospitality activities that is beyond general commercial practice or that occurs in circumstances that could be considered to give rise to undue influence. The Company appreciates that the practice of giving business gifts varies between countries and regions and what may be normal and accepted in one region may not be in another. The test to be applied is whether in all the circumstances the gifts or hospitality is reasonable, justifiable and is proportionate. The intention behind the gift should always be considered. If in doubt seek advice from your manager or the Managing Director (or equivalent).

#### 4.4 Local agents and representatives

It is prohibited by this Policy and the law to offer, give, solicit or receive a bribe indirectly, through a third party. It may, in certain circumstances, be necessary for the Company to engage a local agent or representative to represent the Company's interests. The prior approval of the Managing Director (or equivalent) is required for the appointment or engagement of any local agent or representative.

#### 4.5 Reporting Violations

You must immediately report any suspected or actual violation of this Policy.

The report may be made in accordance with the Company's Whistleblower Policy.

#### 4.6 Protection from Sanction

You will not be subjected to any form of punishment or reprisal from the Company for:

- raising a concern regarding, or reporting, any instance of non-compliance or suspected non-compliance with this Policy, provided the report is made in good faith; or
- refusing to provide or receive a bribe or for refusing to participate in corrupt activity.

The Company prohibits retaliatory action by employees, contractors or officers against any individual who:

- refuses to follow a directive or participate in any activity in circumstances where they are concerned that doing so may amount to a breach of this Policy; and/or
- is involved in the reporting of conduct which they believe or suspect amounts to non-compliance with this Policy.

### 5. Consequences of Bribery

- 5.1. It is illegal to bribe a Commonwealth or State official or to be involved in private bribery such as kickbacks or secret commissions. Bribery and corruption are criminal offences and may result in significant criminal and civil penalties such as imprisonment and/or fines for both individuals and corporations.

## **6. Review**

6.1. The Company will review this Policy from time to time as circumstances require.