

Schedule 11 – Anti-Bribery and Anti-Corruption Policy

1. INTRODUCTION

This policy sets out an anti-bribery and corruption policy for directors, senior executives, officers, employees, agents, consultants and contractors (each and collectively referred to as **Personnel** or **you**) of Flexiroam Limited (**Company** or **we**) and its subsidiaries and applies globally.

This policy supplements the Company's Code of Conduct and forms part of the Company's risk management framework, which includes the Risk Management Policy (Schedule 7), and other associated risk and compliance policies.

The Company is committed to conducting its operations and business activities with integrity and preventing bribery or corruption by any of its Personnel or any other party acting on its behalf. To achieve this objective:

- (a) the Company will not engage in corrupt business practices;
- (b) the Company will implement measures to prevent bribery and corruption by any of its Personnel; and
- (c) 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.

2. WHAT IS BRIBERY AND CORRUPTION?

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust.

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.

A bribe does not actually have to take place - a promise to give a bribe or agreeing to receive a bribe constitutes a breach of this policy and may constitute a criminal offence.

Corruption is the abuse of entrusted power for personal gain.

3. POLICY

3.1 Prohibition on corruption

The Company prohibits bribery and corruption, in any form, whether direct or indirect, whether in the private or public sector, globally. 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. Personnel 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 Chief Executive Officer/ Managing Director (or equivalent).

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

3.2 **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 Chief Executive Officer/ Managing Director.

3.3 **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 Chief Executive Officer/ Managing Director (or equivalent) is required for the appointment or engagement of any local agent or representative.

3.4 **Facilitation Payments**

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action (e.g. processing papers, issuing licences and other actions of an official in order to expedite performance of duties of a non-discretionary nature (i.e. which they are already bound to perform)). The payment or other inducement is not intended to influence the outcome of the official's action, only its timing.

Facilitation payments, whether legal or not, are prohibited under this policy.

3.5 **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 (Schedule 10).

3.6 **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 Personnel 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.

4. CHARITABLE CONTRIBUTIONS

The Company may make charitable donations that are legal and ethical under local laws and practices. In Australia, this means that an organisation must have deductible gift recipient status with the Australian Taxation Office. This status makes the organisation entitled to receive income tax deductible gifts and deductible contributions.

No donation must be offered or made on behalf of the Company without prior approval of the Board.

This policy does not seek to curtail an individual's freedom to make donations or undertake volunteer work in their personal capacity.

5. POLITICAL CONTRIBUTIONS

The Company does not make donations to political parties.

6. RECORDS

The Company Secretary will maintain a record of all reported incidents and actions taken under this policy, so that the policy can be periodically reviewed.

7. FLASE REPORTING

A false report under this policy could have significant effects on the Company's reputation and the reputations of Personnel and could also cause considerable waste of time and effort. Any deliberate false reporting, whether under this policy or otherwise, will be treated as a serious disciplinary matter.

8. REVIEW OF POLICY

The audit and risk committee is tasked to regularly review this policy and its effectiveness.

If you have any questions or need any further information on how to comply with this policy, please contact the Company Secretary.

9. VERSION CONTROL

Version	Date	Changes
1	12 October 2021	Review and update consistent with 4 th Edition compliant Corporate Governance Plan