

Schedule 2 – Code of Conduct

1. INTRODUCTION

The Company requires its directors, officers, employees, contractors and consultants (**Personnel**) to observe high standards of business conduct and to act with integrity and objectivity, striving at all times to enhance the performance and reputation of the Company.

The Company is committed to fostering a culture that encourages, supports and maintains high standards of honest and ethical behaviour, legal compliance, corporate social responsibility and good governance.

This code sets out the standards by which the Company and Personnel are expected to comply in relation to the affairs and operations of the Company when dealing with the Company, each other, shareholders and the broader community. The Company will seek to ensure this Code is known and assessable to all Personnel.

2. LEGAL COMPLIANCE

All Personnel must comply with all applicable laws, regulation, rules and codes set by government, government agencies or regulatory bodies.

Personnel may, after consultation with the Chief Executive Officer/ Managing Director or the Chairperson, seek appropriate legal advice as and when necessary.

3. MISSION, VISION AND VALUES

3.1 Mission Statement

Flexiroam's mission is to accelerate the world to an ecosystem of connected devices.

3.2 Vision

To provide seamless mobile connectivity everywhere for anything.

3.3 Values

Accountable: Disciplined at holding ourselves accountable and have a bias for action; progress is more important than perfection. Focus on the highest value outcomes with maximum efficiency. Fail fast and learn from it.

Customer Obsessed: Customers are at the forefront of our mind. We build products to fulfill customers' needs and solve their problems. Innovate to create a better tomorrow, with cutting edge thinking and bold execution.

Data Driven: We believe in the power of data. Dream big and constantly learn with an experimental nature. We do the little things well because they all add up.

Growing: The growth of our people, drives the growth of the Company. We commit to transparency and crave feedback, continually developing and improving. Communication is the key to building trust.

Empathetic: We care about our people. Not everyone is at their best at all times, we challenge the behaviour and support the individual. Our goals are courageous, and we celebrate winning with humility.

3.4 **Commitment to values**

The Company and its subsidiary companies (if any) are committed to conducting all of its business activities in accordance with the above stated values. The Board, working together with management, will ensure that all employees are given appropriate training on the Company's values and senior executives will continually demonstrate and reinforce such values in all interactions with employees.

A copy of the Company's statement of values will be available on its website.

4. **CONFLICTS**

Personnel must not exploit their position or office with the Company for personal gain or for the gain of a person other than the Company.

Personnel must not use Company information gained in the course of their position, employment or engagement with the Company for personal gain or for the gain of a person other than the Company.

Personnel must take all reasonable steps to avoid conflicts arising between their interests and those of the Company. Any actual or potential conflict is to be reported to the Chairperson or the Chief Executive Officer/ Managing Director.

Personnel must declare to the Chairperson or the Chief Executive Officer/ Managing Director a significant ownership interest in any company, business or other enterprise which may compromise loyalty to the Company.

Personnel must bring to the attention of the Company business opportunities identified through the use of Company property, information or position.

5. **FAIR DEALING**

All dealings with customers, suppliers, competitors, employees and other stakeholders of the Company are to be conducted with honesty, integrity and objectivity.

Personnel should strive to enhance the reputation and performance of the Company.

6. **GROUP ASSETS AND PROPERTY**

All assets and property of the Company and its subsidiaries are to be properly used in the interests of the corporate group, and must be safeguarded from loss and misuse.

7. **KNOWLEDGE AND INFORMATION**

The accuracy, use and handling of information are critical to the Company's integrity and reputation.

Personnel must ensure that information is recorded by them honestly and accurately, and in a timely fashion.

Material information must be made known to their relevant managers and supervisors so as to enable the Company to meet its disclosure and reporting obligations.

Personnel must not make improper use of knowledge, information, documents or other Company resources obtained in the course of employment/engagement with the Company.

Personnel must respect the confidentiality and observe the privacy of information about the Company, its customers, its suppliers and fellow Personnel. The security and proper use of Company information is mandatory.

Personnel must use computer systems and facilities appropriately. For example, private passwords to computer systems and files must be kept confidential.

Unauthorised use, manipulation or other interference with computer systems and records is prohibited.

8. CONFIDENTIAL INFORMATION

The Confidential or commercially sensitive information must not be disclosed without proper authorisation.

Unauthorised access to confidential information is prohibited.

Confidential or commercially sensitive information must not be used by Personnel for personal benefit or any purpose other than performance of their duties/ responsibilities for the Company

9. DISCLOSURE

The Company is listed on the Australian Securities Exchange (**ASX**) and subject to obligations to immediately inform ASX of market sensitive information related to the Company, subject to certain exceptions (i.e. continuous disclosure obligations).

Continuous disclosure obligations are to be met in accordance with the Company's Continuous Disclosure Policy, set out in Schedule 6.

10. SECURITIES TRADING

In summary, the *Corporations Act 2001* (Cth) prohibits a person from:

- trading or agreeing to trade a company's securities;
- procuring someone to trade or entering an agreement to trade a company's securities; or
- directly or indirectly communicating information to someone who they think might trade, enter into an agreement to trade or get another person to trade a company's securities,

while in possession of price sensitive information about that company which is not generally available to the public if the person knows, or ought reasonably to know, that the information is not generally available and is price sensitive (i.e. "inside information").

Information will be considered price sensitive for these purposes if a reasonable person would expect that information to have a material effect on the price or value of the relevant company's securities (i.e. it would, or would be likely to, influence a person who commonly acquires securities in deciding whether or not to acquire or dispose of that company's securities).

Further, the ASX Listing Rules require listed companies to have a trading policy that regulates trading/dealing in their securities by key management personnel during certain prohibited periods when the Company is in possession of market sensitive information which has not been released to ASX.

The Company has adopted a Securities Trading Policy to assist with preventing contraventions of the insider trading prohibition, as well as to manage trading during restricted periods in accordance with ASX requirements.

Personnel must comply with the Company's Securities Trading Policy when trading in the Company's securities, which is set out in Schedule 8.

11. HEALTH, SAFETY AND ENVIRONMENT

The Company is committed to protecting the health and safety of its Personnel, as well as protecting the environment in the conduct of its operations.

Health, safety and environmental obligations and good practices established by the Company are to be recognised, respected and adhered to by all Personnel.

12. EMPLOYMENT PRACTICES

The Company subscribes to good employment practices, including that:

- all employment practices are to be fair and non-discriminatory;
- a safe system of work is to be maintained;
- all forms of discrimination and harassment are prohibited; and
- the privacy rights of all Personnel and other individuals engaged with the Company are to be respected.

13. INFORMATION SYSTEMS, DEVICES AND SOCIAL MEDIA/ NETWORKING

13.1 Information Systems

Email, the internet, facsimile, telephones and other information systems must be used appropriately so as to maintain and not put at risk the integrity of the Company's information systems. The Company has policies in place to manage risks associated with information technology systems and their use. Personnel must comply with the requirements of those policies at all times.

13.2 Bring Your Own Devices

Personnel or individuals linking personal devices to the Company's information systems must ensure they first obtain appropriate authorisation and use such devices in accordance with all relevant practices.

13.3 Social Media/ Networking

Personnel must ensure that they use any social media and networking sites in accordance with the requirements of this code and relevant policies.

14. IMPROPER PAYMENTS, GIFTS AND ENTERTAINMENT

Only gifts that are not in cash or equivalent, are of small value and are appropriate to the business relationship may be accepted by Personnel.

All business entertainment received or provided is to be reasonable and properly authorised.

Personnel must not under any circumstances make offers of, or receive, bribes or other improper payments.

Personnel must comply with the Company's Anti-Bribery and Anti-Corruption Policy, which also applies to gifts and entertainment. A copy of the policy is available at Schedule 11.

15. PUBLIC AND MEDIA COMMENT

Personnel have rights to give their opinions on political and social issues in their private capacity as members of the community.

Personnel must not make official comment on matters relating to the Company unless they are:

- authorised to do so by the Chief Executive Officer/ Managing Director;
- giving evidence in court; or
- otherwise authorised or required to by law.

Personnel must not release unauthorised, unpublished or privileged information unless they have the authority to do so from the Chief Executive Officer/ Managing Director. The above restrictions apply except where prohibited by law.

16. REPORTING MATTERS OF CONCERN

Personnel are encouraged to raise any matters of concern in good faith with their manager or with the Company Secretary, without fear of retribution and in compliance with the Company's Whistleblower Policy, set out in Schedule 10.

The Company will take all reasonable steps to ensure that any person reporting such matters are protected from retribution.

17. MONITORING AND REVIEW

The Board will monitor the content, effectiveness and implementation of this code on a regular basis. Any updates or improvements identified will be addressed as soon as possible. Personnel are invited to comment on the code and suggest ways in which it might be improved. Suggestions and queries should be addressed to the Company Secretary or the Chairperson.

18. VERSION CONTROL

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