

FLEXIROAM LIMITED

ACN 143 777 397

CORPORATE GOVERNANCE PLAN

Approved by the Board of Flexiroam Limited on 12 October 2021

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Introduction

1. CORPORATE GOVERNANCE PLAN

Flexiroam Limited (ACN 143 777 397) (**Company** or **Flexiroam**) is committed to implementing and maintaining a robust system of corporate governance. The Company believes that the adoption of good corporate governance adds value to shareholders and other stakeholders and enhances investor confidence.

The Board believes that the Company's policies and practices comply with the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations (4th Edition) (**Recommendations**).

Together with the Company's constitution (**Constitution**), the following charters and policies have been adopted by the Company and forms its Corporate Governance Plan (**Plan**).

Charters and Codes

Board Charter

Code of Conduct

Audit and Risk Committee Charter

Remuneration and Nomination Committee Charter

Policies

Performance Evaluation Policy

Continuous Disclosure and Market Communications Policy

Risk Management Policy

Securities Trading Policy

Diversity Policy

Whistleblower Policy

Anti-Bribery and Anti-Corruption Policy

Shareholder Communications Policy

In this document, a reference to the Company includes any "related body corporate" (as defined in the *Corporations Act 2001*(Cth)) of the Company, as the context requires.

2. REVIEW AND PUBLICATION

The Board will review the Company's Plan on an annual basis, and may amend the Plan, to ensure it is appropriate for the Company's business and operations and is up to date with applicable laws and regulations.

The Company will publish this document on the Company's website at www.flexiroam.com/investor-center/.

If you have any questions or need further information about this document, please contact the Company Secretary.

Schedule 1 – Board Charter

1. INTRODUCTION

The Board of Directors (**Board**) is responsible for overall strategic guidance and effective oversight of management on behalf of shareholders by whom they are elected and to whom they are accountable.

The Board derives its authority to act from the Company's Constitution.

2. THE BOARD'S RELATIONSHIP WITH MANAGEMENT

The Board shall delegate the day-to-day operations and administration of the Company to the Chief Executive Officer/ Managing Director (or equivalent).

Specific limits on the authority delegated to the Chief Executive Officer/ Managing Director (or equivalent) and the team of executives as appointed by the Company must be set out in the delegated authorities approved by the Board.

The role of management is to support the Chief Executive Officer/ Managing Director (or equivalent) and implement the running of the general operations and financial business of the Company including instilling and reinforcing the Company's values, in accordance with the delegated authority of the Board.

3. ROLES AND RESPONSIBILITIES

Monitoring and ultimate control of the business of the Company is vested in the Board. The Board's primary responsibility is to oversee the Company's business activities and management for the benefit of the Company's shareholders.

The specific responsibilities of the Board include (without limitation):

- (a) overseeing the Company and its subsidiaries, including its control and accountability systems;
- (b) driving the strategic direction of the Company and defining the Company's purpose, ensuring appropriate resources are available to meet objectives and monitoring management's performance;
- (c) approving the Company's statement of values (where applicable) and Code of Conduct to ensure the desired culture within the Company is maintained and monitoring the implementation of such values and culture at all times;
- (d) appointing, evaluating, rewarding and if necessary, removing the Chief Executive Officer/ Managing Director (or equivalent), the Company Secretary, and senior management personnel;
- (e) ratifying the appointment, and where appropriate, the removal, of senior executives;
- (f) ensuring that an appropriate framework exists for relevant information to be reported by management to the Board;
- (g) establishing appropriate levels of delegation to the executive Directors to allow them to manage the business efficiently;
- (h) in conjunction with members of the senior management team, developing corporate objectives, strategies and operations plans and approving and appropriately monitoring plans, new investments, major capital and operating expenditures, use of capital, acquisitions, divestments and major funding activities;

- (i) monitoring actual performance against planned performance expectations and reviewing operating information at a requisite level, to understand at all times the financial and operating conditions of the Company, including the reviewing and approving of annual budgets;
- (j) approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures;
- (k) identifying areas of significant business risk and ensuring that the Company is appropriately positioned to manage those risks and overseeing management of safety, occupational health and environmental matters;
- (l) assisting management to determine whether the Company has any material exposure to environmental or social risks and, if it does, disclosing to stakeholders how it manages or intends to manage those risks;
- (m) reviewing, at least annually, the Company's risk management framework to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board;
- (n) reviewing and ensuring that appropriate internal and external audit arrangements are in place and operating effectively;
- (o) satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliances and internal control processes are in place and functioning appropriately;
- (p) approving the annual, half-year and quarterly reports;
- (q) monitoring the timeliness and effectiveness of reporting to shareholders;
- (r) approving significant changes to the organisational structure; and
- (s) having a framework in place to help ensure that the Company acts legally, ethically, and responsibly on all matters consistent with the Company's Code of Conduct, including reviewing the procedures that the Company has in place to ensure compliance with:
 - (i) laws and regulations, particularly those which may have a major impact on the Company in areas such as communications and connectivity, inter-network capabilities, Internet of Things implementation, Big Data and AI; and
 - (ii) insider trading laws, continuous disclosure requirements and other best practice corporate governance processes, including requirements under the rules of any stock exchange on which the Company is listed.

In performing its responsibilities, the Board must act at all times in a manner which is conducive to creating and continuing to build sustainable value for the Company's shareholders, whilst recognising its overriding responsibility to act honestly, fairly, diligently and in accordance with the law.

Individual Directors should devote the necessary time to the tasks entrusted to them. All Directors should consider the number and nature of their directorships and calls on their time from other commitments.

Directors and officers should be aware of their legal obligations.

4. COMPOSITION

4.1 Membership

Appointments to the Board are based on merit against objective criteria that serve to maintain an appropriate balance of skills and experience on the Board.

In accordance with the Company's Constitution, the Company must have not less than 3 and not more than 10 Directors.

The Board will conduct background checks prior to appointing a person as a Director or recommending to shareholders that a person be appointed as a Director, including (but not limited to) checks as to good character, experience, education, qualifications, criminal history and bankruptcy.

The Board should ensure that the Company provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.

4.2 **Chairperson**

The Chairperson of the Board (**Chairperson**) is responsible for leading and managing the Board in the discharge of its duties. This includes the following key responsibilities:

- the efficient organisation and conduct of the Board's functioning;
- briefing of all Directors in relation to issues arising at Board meetings;
- overall shareholder communication;
- chairing shareholder meetings (where possible);
- arranging Board performance evaluation; and
- presiding over meetings of the Board.

The Chairperson should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Directors and between the Board, the Chief Executive Officer/ Managing Director and management of the Company.

Any other position which the Chairperson may hold, either within or outside the Company, should not hinder the effective performance of the Chairperson in carrying out his or her role as Chairperson of the Board.

4.3 **Chief Executive Officer/ Managing Director**

In this document, a reference to the Managing Director includes a Director who performs the role and function of Chief Executive Officer of the Company.

The roles of the Chairperson and Chief Executive Officer/ Managing Director should not be combined except in exceptional circumstances the Board considers that it is warranted, such as where the size and scope of the Company's operations necessitates the combining of the roles.

The Chief Executive Officer/ Managing Director will have the overall responsibility of running the affairs of the Company under delegated authority from the Board. This includes:

- developing business plans, budgets and strategies for the Company for consideration by the Board and, to the extent approved by the Board, implementing these plans, budgets and strategies;
- operating the Company's business within the parameters set by the Board from time to time and keeping the Board informed of material developments in the Company's business;
- undertaking and assessing risk management and internal control effectiveness;
- identifying and managing operational and other risks and where those risks could have a material impact on the Company's businesses, formulating strategies for managing these risks for consideration by the Board;
- in relation to proposed transactions, commitments and arrangements that exceed the parameters set by the Board, referring the matter to the Board for its consideration and approval;
- implementing the policies and strategies set by the Board;

- devoting the whole of his or her time, attention and skill during normal business hours and at other times as reasonably necessary, to the duties of the office;
- managing the Company's current financial and other reporting mechanisms and control and monitoring systems to ensure that these mechanisms and systems capture all relevant material information on a timely basis and are functioning effectively;
- being accountable for planning, co-ordinating and directing the operations of the Company;
- promoting the interests of the Company; and
- faithfully and diligently performing the duties and exercise the powers consistent with the position of a Chief Executive Officer/ Managing Director of the Company and assigned by the Board.

In carrying out his or her responsibilities, the Chief Executive Officer/ Managing Director:

- reports directly to the Board;
- provides prompt and full information to the Board regarding the conduct of the business of the Company;
- ensure all reports to the Board present a true and fair view of the Company's financial condition and operational results;
- facilitate communication between the Board and the Company's senior executives and employees; and
- complies with reasonable directions given by the Board.

4.4 **Company Secretary**

The Company Secretary supports the effectiveness and operation of the Board. Specifically, the Company Secretary is responsible for:

- advising and supporting the Chairperson and the Board in relation to the management of the day-to-day governance framework of the Committee and Board committees;
- monitoring compliance by the Board and its committees with applicable policies and charters;
- completing and despatching Board agendas and papers in a timely manner; and
- assisting with all matters related to the proper functioning of the Board, including advising on governance matters and arranging the induction and professional development of Directors.

The Company Secretary is accountable directly to the Board, through the Chairperson, on all matters to do with the proper functioning of the Board.

4.5 **Independence**

The Board considers that a Director will be "independent" if he or she:

- is a non-executive Director who is not a member of the Company's day-to-day management team;
- is not, and has not within the last 3 years, been employed in an executive/ employment capacity by the Company or another group member, and there has been a period of at least 3 years between ceasing such employment and serving on the Board;

- is not, and has not within the last 3 years been, a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided;
- is not, and has not within the last 3 years, a material supplier or customer of the Company or another group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- is not a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
- does not have a material contractual relationship with the Company or another group member other than as a Director of the Company;
- does not have any close family ties with any person who fall within any of the categories described above; or
- has not been a Director of the entity for such a period that his or her independence may have been compromised.

The Board may determine that a Director's independence is not compromised notwithstanding that he or she has an interest, position, affiliation or relationship of the type described above, in which case the Company will disclose to the market details of the same, including an explanation of why the Board has come to such opinion.

The Company will disclose the names of those Directors that the Board considers to be independent and each Director's length of service with the Company.

If a Director's independent status changes, the Company will take reasonable steps to disclose such to the market in a timely manner.

4.6 **Rotation**

The Constitution of the Company does not specify a maximum term for which a Director may hold office.

In accordance with the Constitution, Directors (other than the Managing Director) must offer themselves for re-election by shareholders at least every 3 years.

5. COMMITTEES AND DELEGATION

The Board may establish committees to assist in carrying out its responsibilities and may delegate specific responsibilities to standing or ad hoc committees from time to time.

In this regard, the Board may approve charters setting out matters relevant to the composition, responsibilities and administration of such committees and other matters the Board may consider appropriate.

Additionally, the responsibility for day-to-day operations and administration of the Company and its subsidiaries may be delegated by the Board to the Chief Executive Officer/ Managing Director.

The Board will ensure that the Chief Executive Officer/ Managing Director and the management team is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess the performance of the Chief Executive Officer/ Managing Director and executive Directors.

While there is a clear division between the responsibilities of the Board and management of the Company, the Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by the Board. The Board has a number of mechanisms in place to ensure this is achieved, including:

- Board approval and monitoring of a strategic plan;

- approval of an annual budget and monitoring performance against the budget; and
- procedures in place to incorporate presentations at each Board meeting by financial, operations and marketing management, as appropriate.

6. INDUCTION

The Board and the Company Secretary will establish an induction program for all new Directors to enable them to gain an understanding of:

- the Company's operations and the industry sectors in which it operates;
- the Company's financial, strategic, operational and risk management position;
- their rights, duties and responsibilities as Directors;
- Board procedures and meeting arrangements;
- the roles and responsibilities of any committees;
- the roles and responsibilities of senior executives;
- the culture and values of the Company; and
- any other relevant information.

The program should involve introducing the new Director to senior executives of the Company (if this has not already occurred).

7. BOARD MEETINGS

The Board will endeavour to meet for a minimum of 6 times in each financial year in order to appropriately discharge its responsibilities. The Board may convene additional meetings by following the procedure described in the Company's Constitution.

8. MANAGEMENT OF CONFLICTS

In the event of a conflict (including a conflict of duty and interest or a conflict of duties) or where a potential conflict may arise, involved Directors will, unless the remaining Directors resolve otherwise, withdraw from deliberations concerning the matter.

9. INDEPENDENT PROFESSIONAL ADVICE

Each Director has the right to seek independent professional advice on matters relating to his or her position as a Director of the Company at the Company's expense, subject to the prior approval of the Chairperson or the Chief Executive Director/ Managing Director, which shall not be unreasonably withheld.

10. PERFORMANCE REVIEW

The remuneration and nomination committee shall conduct an annual performance review of the Board that compares the performance of the Board with the requirements of its charter and suggests any amendments to this charter as are deemed necessary or appropriate.

11. FOREIGN DIRECTORS

In the event that a Director does not speak the language in which key corporate documents are written or Board or shareholder meetings are held, the Company will ensure that:

- such documents are translated into the Director's native language; and

- a translator is present at Board and shareholder meetings (where necessary).

In this case, “key corporate documents” includes the Company’s Constitution, prospectuses, product disclosure statements, corporate reports and continuous disclosure announcements.

12. VERSION CONTROL

Version	Date	Changes
1	12 October 2021	Review and update consistent with 4 th Edition compliant Corporate Governance Plan
2	20 January 2023	Review and update consistent with formation of the sub-committees

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

Schedule 3 – Audit and Risk Committee Charter

1. INTRODUCTION

The role of the audit and risk committee is to assist the Board in monitoring and reviewing any matters of significance affecting financial reporting and compliance. This charter sets risk parameters and defines the audit and risk committee's function, composition, mode of operation, authority and responsibilities.

2. OBJECTIVES

The primary objectives of the committee are to assist the Board to discharge its obligations with respect to:

- the integrity and quality of interim and annual financial reporting and disclosures of the Company;
- the integrity of the external audit of the Company (as applicable);
- identification of key business, financial and regulatory risks relevant to the Company;
- updating and implementing the risk management framework for the Company;
- compliance by the Company with relevant laws, regulations, standards and codes; and
- the adequacy of the internal financial and risk management controls of the Company.

3. RESPONSIBILITIES

The responsibilities of the committee are to assist the Board in performing the following functions:

3.1 Financial Reporting

- Review the appropriateness of the accounting principles adopted by management in the financial reports and the integrity of the Company's financial reporting.
- Oversee the financial reports and the results of the external audits of those reports.
- Assess whether external reporting is adequate for shareholder needs.
- Assess management processes supporting external reporting.
- Establish procedures for treatment of accounting complaints.
- Review the impact of any proposed changes in accounting policies on the financial statements.
- Review the half yearly and annual results and the reports and financial statements before they are released.
- Ensure that, before the Board approves the Company's financial statements for a financial period, the Company's Chief Executive Officer/ Managing Director and Chief Financial Officer (or, if none, the person(s) fulfilling those functions) have declared that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standards and give true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively

3.2 External audit

- Recommend to the Board procedures for the selection and appointment of external auditors and for the rotation of external auditor partners.
- Review performance, succession plans and rotation of the auditor's lead engagement partner.
- Approve the external audit plan and fees proposed for audit work to be performed.
- Discuss any necessary recommendations to the Board for the approval of half-yearly and annual reports
- Review the adequacy of accounting and financial controls together with the implementation of any recommendations of the external auditor in relation thereto.
- Meet with the external auditors at least twice in each financial year and at any other time the committee considers appropriate.
- Provide pre-approval of audit and non-audit services that are to be undertaken by the external auditor.
- Ensure that the external auditor prepares and delivers an annual statement as to their independence which includes details of all relationships with the Company.
- Receive from the external auditor their report on, among other things, critical accounting policies and alternative accounting treatment, prior to the filing of their audit report in compliance with the *Corporations Act 2001* (Cth).
- Ensure that the external auditor attends the Company's annual general meeting and is available to answer questions from shareholders relevant to the audit.

3.3 Internal audit

- Monitor the need for a formal internal audit function and its scope.
- Assess the performance and objectivity of any internal audit procedures that may be in place.
- Review risk management and internal compliance procedures.
- Monitor the quality of the accounting function.
- Review the internal controls of the Company via consideration of any comments from the Company's internal and/or external auditors and/or commissioning an independent report on the Company's internal controls.

3.4 Risk management

- Oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.
- Assist in identifying and managing potential or apparent business, economic, environmental and social sustainability risks (if appropriate).
- Review the Company's risk management framework on a regular basis to satisfy itself that it continues to be sound.
- Review reports by management on the efficiency and effectiveness of the Company's risk management framework and associated internal compliance and control procedures.

3.5 Other responsibilities

- Oversee the Company's environmental risk management and occupational health and safety processes.
- Oversee procedures for whistleblower protection.

- As contemplated by the ASX Corporate Governance Council's Corporate Governance and Principles (4th Edition), approve any deviation or waiver from the Company's Code of Conduct to the extent that such deviation or waiver does not result in any breach of the law. Any such waiver or deviation will be promptly disclosed where required by applicable law.
- Monitor transactions between the Company and related parties of the Company.

4. POWERS AND AUTHORITY

4.1 Access

The committee has rights of access to the Company's management and to the Company's books and records.

The committee may meet and communicate with the Company's auditors (internal and external) without management present, for the purposes of performing its function under this document.

The committee may request any Company records or other information it requires from any officers, employees, contractors or agents of the Company.

The Company's external auditor will have unlimited and free access to members of the committee.

4.2 Enquiries and access to advice

The committee has the power to conduct any enquiry or investigation relevant to its function under this charter, including to interview any officers, employees, contractors or agents of the Company, and to seek explanations and additional information.

The committee may engage appropriate independent experts, legal counsel or other professional advisors that it considers necessary at the cost of the Company.

4.3 Resources

The committee may seek provision of educational information on topics relevant to the Company and the functions of the committee, to assist in fulfilling the committee's duties.

5. RELIANCE

The committee may rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- an employee of the Company whom the committee reasonably believes to be reliable and competent in relation to the matters concerned;
- an expert or professional advisor to the Company in relation to matters that the committee reasonably believes to be within the person's expert or professional competence; or
- another Director or officer of the Company in relation to matters within the Director's or officer's authority.

6. COMPOSITION

The Board will strive to adhere to the following composition requirements for the committee where at all possible. However, the Board acknowledges that the composition of the Board may not allow adherence to the following composition requirements from time to time.

- The committee must comprise at least three members.

- All members of the committee must be non-executive Directors.
- A majority of the members of the committee must be independent non-executive Directors.
- The Board will appoint members of the committee. The Board may remove and replace members of the committee by resolution.
- All members of the committee must be able to read and understand financial statements.
- The Chairperson of the committee must not be the Chairperson of the Board and must be independent.
- The Chairman of the committee shall have leadership experience and a strong finance, accounting or business background.
- The external auditors, the other Directors, the Managing Director and/or Chief Executive Officer, Chief Financial Officer, Company Secretary and senior executives, may be invited to committee meetings at the discretion of the committee.

7. MEETINGS

- The committee will meet at least twice in each financial year and additionally as circumstances may require for it to undertake its role effectively.
- Meetings are called by the Secretary as directed by the Board or at the request of the Chairperson of the committee.
- Where deemed appropriate by the Chairperson of the committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.
- A quorum shall consist of two members of the committee. In the absence of the Chairperson of the committee or their nominees, the members shall elect one of their members as Chairperson of that meeting.
- Decisions will be based on a majority of votes with the Chairperson having a casting vote.
- The Chairperson of the committee, through the Secretary, will prepare a report of the actions of the committee to be included in the Board papers for the next Board meeting.
- Minutes of each meeting are included in the papers for the next full Board meeting after each committee meeting.

8. SECRETARY

- The Company Secretary or their nominee shall be the Secretary of the committee and shall attend meetings of the committee as required.
- The Secretary will be responsible for keeping the minutes of meetings of the committee and circulating them to committee members and to the other members of the Board.
- The Secretary shall distribute supporting papers for each meeting of the committee as far in advance as possible.

9. REPORT TO THE BOARD

The committee must report to the Board formally at the next Board meeting following from the last committee meeting on all matters relevant to the committee's roles and responsibilities.

The committee must brief the Board promptly on all urgent and significant matters.

10. REVIEW OF CHARTER

The Board will conduct an annual review of this charter to ensure that it has carried out its functions in an effective manner and will update this charter as required or as a result of new laws or regulations.

11. VERSION CONTROL

Version	Date	Changes
1	12 October 2021	Review and update consistent with 4 th Edition compliant Corporate Governance Plan
2	20 January 2023	Review and update consistent with formation of the committee

Schedule 4 – Remuneration and Nomination Committee Charter

1. INTRODUCTION

The role of the remuneration and nomination committee is to assist the Board in monitoring and reviewing any matters of significance affecting the remuneration of the Board and employees of the Company as well as the composition of the Board and the team of executives of the Company.

This charter defines the committee's function, composition, mode of operation, authority and responsibilities.

2. OBJECTIVES

The primary objectives of the committee are to assist the Board to discharge its obligations by assisting and advising the Board on the following matters:

- appointment, induction, development, evaluation and retirement of Directors;
- remuneration policy for non-executive Directors;
- reviewing and making recommendations on the remuneration of executive Directors, Chief Executive Officer/ Managing Director and senior executives;
- reviewing and approving executive remuneration policy to enable the Company to attract and retain executives to create value for the Company and to ensure the policy demonstrates a relationship between executive performance and remuneration; and
- review the Company's policies for the recruitment, retention, remuneration, incentivisation and termination of managers.

The committee will undertake the functions of the Remuneration Committee and Nomination Committee referred to in the ASX Corporate Governance Council's Recommendations.

The committee will advise the Board and make recommendations regarding the appropriate material and disclosures to be included in the Company's Corporate Governance Statement under the ASX Listing Rules and review those parts of the Company's annual report which relate to the Company's remuneration and employment policies and practices.

The Board has ultimate responsibility for the integrity of the Company's remuneration and employment policies and practices and the performance of Directors, officers and employees, notwithstanding the establishment and role of the committee.

3. RESPONSIBILITIES

The responsibilities of the committee are to assist the Board in performing the following functions:

3.1 Remuneration of non-executive Directors

Review and make recommendations to the Board on remuneration policies for non-executive Directors (including fees and other benefits).

3.2 Executive Directors and executive officers

Review and make recommendations to the Board on:

- short and long-term remuneration for executive Directors, the Chief Executive Officer/ Managing Director, the Chief Innovation Officer, the Chief Financial Officer, the Chief Revenue Officer, the Chief Technology Officer and Chief Operating Officer

- superannuation arrangements for executive Directors, the Chief Executive Officer/ Managing Director and the executive team;
- any termination payments to be made to executive Directors, the Chief Executive Officer/ Managing Director and the executive team; and
- any development of any equity-based plan to apply to executive Directors, the Chief Executive Officer/ Managing Director and the executive team.

In making its recommendations, the Committee should ensure that the remuneration policies:

- motivate executive Directors and officers to pursue the long-term growth and success of the Company;
- demonstrate a clear relationship between performance and remuneration; and
- involve an appropriate balance between fixed and incentive remuneration, reflecting the short and long-term performance objectives to the Company circumstances and goals.

3.3 **Equity incentives and incentive scheme participation**

Review and make recommendations to the Board on the appropriate grant of any equity securities and participation in any employee incentive scheme of the Company

3.4 **Nomination related matters**

The responsibilities of the committee with regard to nomination-related matters are:

- consider the appointment and retirement of Directors;
- undertake appropriate background and other checks before nominating a person, or putting forward to shareholders a candidate for election, as a Director;
- assist the Board in ensuring that the Company provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director;
- assess the necessary and desirable competencies of Directors;
- oversee the Directors' induction program;
- ensure that Directors have the appropriate mix of competencies to enable the Board to discharge its responsibilities effectively;
- ensure that Directors have access to appropriate continuing education to update and enhance their skills and knowledge;
- develop Board succession plans, including a Board skills matrix setting out the measurable mix of skills and diversity that the Board currently has (or is looking to achieve), to ensure an appropriate balance of skills, experience and expertise is maintained and to ensure that the Board has the ability to deal with new and emerging business and governance issues;
- review the time commitment required from non-executive Directors and whether Directors are meeting that commitment;
- review directorships in other public companies held by or offered to Directors and senior executives of the Company; and
- arrange an annual performance evaluation of the Board, its committee and individual Directors as appropriate. Such review will include a consideration of the currency of each Director's knowledge and skills and whether the Director's performance has been impacted by any other commitments.

3.5 **Human resource policies**

Review human resource policies and practices for the Company's employees or personnel.

3.6 **Other**

Consider any other matters referred to the committee by the Board.

4. **POWERS AND AUTHORITY**

4.1 **Access**

The committee has rights of access to the Company's management and to seek access to the Company's auditors (internal and external) without management present, for the purposes of performing its function under this document.

The committee may request any Company records or other information it requires from any officers, employees, contractors or agents of the Company

4.2 **Enquiries**

The committee has the power to conduct any enquiry or investigation relevant to its function under this document, including to interview any officers, employees, contractors or agents of the Company, and to seek explanations and additional information. For this purpose, the committee may engage appropriate independent experts or professional advisors that it considers necessary at the cost of the Company.

4.3 **Professional and independent advice**

The committee may seek input from individuals on remuneration policies, but no individual should be directly involved in deciding his/her remuneration.

In carrying out its functions, the committee may take independent legal, financial, remuneration or other professional advice or assistance, at the reasonable expense of the Company.

Unless a conflict exists or to do so would be inconsistent with the committee's duties, the committee is to request professional advice or assistance via the Chairperson, or the Company Secretary.

4.4 **Resources**

The committee may seek and consider educational information on topics relevant to the Company and the functions of the committee, to assist in fulfilling the committee's duties.

5. **RELIANCE**

The committee may rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- an employee of the Company whom the committee reasonably believes to be reliable and competent in relation to the matters concerned;
- an expert or professional advisor to the Company in relation to matters that the committee reasonably believes to be within the person's expert or professional competence; or
- another Director or officer of the Company in relation to matters within the Director's or officer's authority.

6. **COMPOSITION**

The Board will strive to adhere to the following composition requirements for the committee where at all possible. However, the Board acknowledges that the composition of the Board may not allow adherence to the following composition requirements from time to time.

- The committee must comprise at least three members.
- All members of the committee must be non-executive Directors.
- A majority of the members of the committee must be independent non-executive Directors.
- The Board will appoint members of the committee. The Board may remove and replace members of the committee by resolution.
- The Chairperson of the committee must not be the Chairperson of the Board and must be independent.

7. MEETINGS

- The committee will meet at least twice in each financial year and additionally as circumstances may require for it to undertake its role effectively.
- Meetings are called by the Secretary as directed by the Board or at the request of the Chairperson of the committee.
- Where deemed appropriate by the Chairperson of the committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.
- A quorum shall consist of two members of the committee. In the absence of the Chairperson of the committee or their nominees, the members shall elect one of their members as Chairperson of that meeting.
- Decisions will be based on a majority of votes with the Chairperson having a casting vote.
- The Chairperson of the committee, through the Secretary, will prepare a report of the actions of the committee to be included in the Board papers for the next Board meeting.
- Minutes of each meeting are included in the papers for the next full Board meeting after each committee meeting.

8. SECRETARY

- The Company Secretary or their nominee shall be the Secretary of the committee and shall attend meetings of the committee as required.
- The Secretary will be responsible for keeping the minutes of meetings of the committee and circulating them to committee members and to the other members of the Board.
- The Secretary shall distribute supporting papers for each meeting of the committee as far in advance as possible.

9. REPORT TO THE BOARD

The committee must report to the Board formally at the next Board meeting following from the last committee meeting on all matters relevant to the committee's roles and responsibilities.

The committee must brief the Board promptly on all urgent and significant matters.

10. REVIEW OF CHARTER

The Board will conduct an annual review of this charter to ensure that it has carried out its functions in an effective manner and will update this charter as required or as a result of new laws or regulations.

11. VERSION CONTROL

Version	Date	Changes
1	12 October 2021	Review and update consistent with 4 th Edition compliant Corporate Governance Plan
2	20 January 2023	Review and update consistent with formation of the committee

Schedule 5 – Performance Evaluation Policy

1. INTRODUCTION

The remuneration and nomination committee will arrange a performance evaluation of the Board, its committees, individual Directors and senior executives on an annual basis as appropriate.

To assist in this process an independent advisor may be used.

2. REVIEW PROCESS

The remuneration and nomination committee will conduct an annual review of the role of the Board, assess the performance of the Board over the previous 12 months and examine ways of assisting the Board in performing its duties more effectively.

The review will include:

- (a) comparing the performance of the Board with the requirements of its charter, including the requirement for professional development;
- (b) examination of the Board's interaction with management (where applicable);
- (c) the nature of information provided to the Board by management; and
- (d) management's performance in assisting the Board to meet its objectives.

A similar review may be conducted for each committee by the Board with the aim of assessing the performance of each committee and identifying areas where improvements can be made.

The remuneration and nomination committee will oversee the evaluation of the remuneration of the Company's senior executives. This evaluation must be based on specific criteria including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.

The Company must disclose, in relation to each financial year, whether or not the relevant annual performance evaluations have been conducted in accordance with the above processes.

3. VERSION CONTROL

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

Schedule 6 – Continuous Disclosure and Market Communications Policy

1. GENERAL PRINCIPLES

The Company must comply with continuous disclosure requirements arising from legislation and the ASX Listing Rules.

This policy also outlines the requirements of the Corporations Act 2001 (Cth) (**Corporations Act**) and the ASX Listing Rules (**Listing Rules**) with respect to the release of information to the market.

2. OBJECTIVES

The objectives of this policy are to:

- (a) ensure that the Company complies with its continuous disclosure obligations under the Corporations Act and Listing Rules;
- (b) provide shareholders and the market with timely, direct and equal access to information issued by the Company; and
- (c) promote investor confidence in the integrity of the Company and its securities.

3. SCOPE AND APPLICATION

This policy applies to the Company and:

- (a) all directors and officers of the Company;
- (b) all employees of the Company, whether full time, part time or casual;
- (c) all persons engaged by the Company to perform services for the Company and its subsidiaries or related companies under a contract for services or consultancy agreements; and
- (d) all advisors to the Company,

(Relevant Persons or you).

Relevant Persons must comply with this policy.

In addition, the Company Secretary is responsible for:

- overseeing and co-ordinating disclosure of information to the relevant stock exchanges and shareholders; and
- providing guidance to Relevant Persons on disclosure requirements and procedures.

4. COMMUNICATION OF INFORMATION

4.1 Overview

Price sensitive information is publicly released through ASX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants is also managed through disclosure to the ASX. The importance of safeguarding the confidentiality of corporate information to avoid premature disclosure is paramount.

Information is posted on the Company's website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

4.2 **Listing Rule 3.1**

The primary continuous disclosure obligation is contained in Listing Rule 3.1, which states that:

"Once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, the entity must immediately tell ASX that information."

This is generally referred to as "*market sensitive information*".

4.3 **Exceptions – Listing Rule 3.1A**

The only exceptions to this disclosure principle are those permitted under Listing Rule 3.1A where an entity may withhold disclosure if all three of the following criteria are satisfied:

- (a) a reasonable person would not expect the information to be disclosed;
- (b) the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- (c) one or more of the following applies:
 - it would be a breach of law to disclose the information;
 - the information concerns an incomplete proposal or negotiation;
 - the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - the information is generated for the internal management purposes of the Company; and
 - the information is a trade secret.

Where the Company is relying on an exception to Listing Rule 3.1, or is involved in a development that may eventually require reliance on an exception, appropriate confidentiality protocols must be adhered to.

However, if the ASX considers that there is, or is likely to be, a false market in the Company's securities and asks the Company to give the ASX information to correct or prevent a false market, the Company must immediately give that information to the ASX. This obligation arises even if the Company considers that an exception to continuous disclosure obligation applies. All announcements (and media releases) must be:

- prepared in accordance with ASX Listing Rules and continuous disclosure requirements;
- factual and not omit material information; and
- expressed in a clear and objective manner to allow investors to assess the impact of the information.

4.4 **Examples of Price Sensitive Information or Market Sensitive Information**

Information is "market sensitive" or "price sensitive" if a reasonable person would be taken to expect information to have a "material effect on the price or value" of the Company's securities if the information "would, or would likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of" those securities.

It is not possible to exhaustively list the information which must be disclosed. Market sensitive information or price sensitive information extends beyond pure matters of fact and includes matters of opinion and intention and may include:

- (a) the Company considering a major acquisition or disposal;
- (b) the threat of major litigation against the Company;
- (c) the Company's revenue and profit or loss results materially exceeding (or falling short of) the market's expectations;
- (d) a material change in debt, liquidity or cash flow;
- (e) a significant new development proposal (e.g. new product or technology);
- (f) the grant or loss or renewal of a major contract;
- (g) a management or business restructuring proposal;
- (h) a share issue proposal; or
- (i) giving or receiving a notice of intention to make a takeover.

5. ROLES AND RESPONSIBILITIES

This policy will be administered by several key personnel within the Company. However, employees at every level have a role to play to ensure that the Company achieves the objectives of this policy.

The responsibilities under this policy are divided as follows:

- **Board of Directors:** the Board has adopted this policy and will be responsible for reviewing and approving all draft Company announcements that contain market sensitive information, including periodic financial reports of the Company (such as quarterly, half-yearly and annual reports) before these announcements or reports are released to the market;
- **Company Secretary or Responsible Officer:** responsible for the overall administration of this policy and the filing of all communications with ASX;
- **authorised spokespersons:** the only employees authorised to speak on behalf of the Company to external parties (see paragraph 6); and
- **all employees:** report any market sensitive information to the management or the Board and observe the Company's "no comments" policy.

6. AUTHORISED SPOKESPERSONS

The authorised spokespersons for the Company are:

- (a) the Chairperson of the Board;
- (b) the Chief Executive Officer (or Managing Director);
- (c) the Company Secretary; and
- (d) other persons authorised by the Board from time to time.

The authorised spokespersons are the only directors, officers or employees who may speak to the media or other external parties in relation to matters subject to this policy.

7. ASX ANNOUNCEMENTS

The Company's protocol in relation to the review and release of ASX announcements (and media releases) is as follows:

- (a) All key announcements at the discretion of the Chief Executive Officer/ Managing Director are to be circulated to and reviewed by all members of the Board.
- (b) All members of the Board are required to seek to provide their Chief Executive Officer/ Managing Director (or in his/ her absence, the Company Secretary) with

verbal or written contribution of each key announcement, prior to its release. Where the urgency of the subject matter precludes reference to the full Board, an announcement within this category may be approved by Directors who are available. It is specifically acknowledged that where a continuous disclosure obligation arises, disclosure cannot be delayed to accommodate the availability of Board members.

- (c) Any relevant parties named in the announcement should also be given the opportunity to review the announcement prior to its release, to confirm all information is factually correct.
- (d) All members of the Board will receive copies of all material market announcements (or media releases) promptly after they have been made.

The Company Secretary shall lodge the announcements (or media releases) and maintain a copy of all announcements made.

In situations where the Company needs to issue a joint announcement with a joint venturer or collaboration partner, the Company will seek to give that other party the opportunity to review the announcement prior to its release, provided that it does not compromise the Company's ability to comply with its disclosure obligation.

8. TRADING HALTS

The Company may, in exceptional circumstances, request a trading halt to prevent the emergence of a false or uninformed market for the Company's securities and to manage disclosure issues. Any decision to request a trading halt will be made by the Chief Executive Officer/ Managing Director and/ or Chairperson of the Board.

9. BRIEFINGS

The Company holds briefing sessions with analysts, investors and media groups. Only authorised Company spokespersons may conduct such sessions and all sessions will be conducted in accordance with the Company's continuous disclosure obligations.

Any new and substantive investor or analyst presentation will be released on the ASX Market Announcements Platform ahead of the presentation. Where practicable, the Company will consider providing shareholders the opportunity to participate in such presentations.

10. INADVERTENT DISCLOSURE OF INFORMATION

Disclosure of market sensitive information to an external party prior to disclosure to ASX constitutes a breach of Listing Rule 15.7. To prevent a breach of Listing Rule 15.7, and to minimise the consequences of such a breach occurring, the following procedures apply.

A review should be done following any communications with an external party. If any personnel becomes aware that:

- there may have been inadvertent disclosure of market sensitive information (which has not been disclosed to ASX) during any communication with external parties; or
- confidential Company information may have been leaked (whatever its source),

he or she should immediately notify the Chief Executive Officer/ Managing Director and/ or Company Secretary. In such a situation, there may be a requirement for the Company to immediately issue a formal ASX announcement.

Where the confidential information disclosed during external communications is not market sensitive, the Company will still ensure equal access to that information by posting it on its website.

11. RUMOURS AND MARKET SPECULATION

The Company's general practice, which must be observed by all Relevant Persons and employees, is not to comment on market speculation and rumours. The Chief Executive Officer/ Managing Director and/ or Chairperson of the Board will decide if a comment is to be made.

12. ADVISORS AND CONSULTANTS

The Company will require consultants and professional advisers engaged by the Company or any of its subsidiaries to adhere to this policy. The Company may ask such consultants and professional advisers to sign a confidentiality agreement

13. MEDIA CONTACT AND PUBLIC COMMENT

All authorised spokespersons must ensure that they comply with the Company's Code of Conduct and any other policies in respect of media contact and public comment.

14. REVIEW OF POLICY

The Board will monitor the content, effectiveness and implementation of this Policy on a periodic basis. Any updates or improvements identified will be addressed as soon as possible.

Any questions about this policy should be directed to the Company Secretary or the Chief Executive Officer/ Managing Director.

15. VERSION CONTROL

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

Schedule 7 – Risk Management Policy

1. INTRODUCTION

The Company recognises that risk is an integral part of the Company's business operations and is a continuous process demanding awareness and proactive measures to reduce the occurrence and impact of risk events.

2. OBJECTIVES

The objective of this policy is to provide a framework for identifying, assessing, monitoring and managing risk.

The Board determines the Company's "risk profile" and is responsible for establishing, overseeing and approving the Company's risk management framework, strategy and policies, internal compliance and internal control.

3. RISK MANAGEMENT AND INTERNAL CONTROLS

The Company's process of risk management and internal compliance and control includes:

- identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks;
- formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk management policies and internal controls; and
- monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.

To this end, comprehensive practices are in place that are directed towards achieving the following objectives:

- compliance with applicable laws and regulations;
- preparation of reliable published financial information;
- verifying the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, to satisfy the Board that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions; and
- implementation of risk transfer strategies where appropriate, e.g., insurance.

The responsibility of undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required to assess risk management and associated internal compliance and control procedures and report, at least annually, to the audit and risk committee and the Board.

Management will promptly report any material matters to the audit and risk committee and the Board.

The audit and risk committee and the Board will review assessments of the effectiveness of risk management and internal compliance and control on a regular basis.

4. DISCLOSURE

The Company will disclose if has any material exposure to environmental or social risks (as those terms are defined in the Recommendations) and if it does, how it manages, or intends to manage, those risks.

5. REVIEW OF POLICY

The Board will monitor the content, effectiveness and implementation of this Policy on a periodic basis. Any updates or improvements identified will be addressed as soon as possible.

6. VERSION CONTROL

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

Schedule 8 – Securities Trading Policy

1. INTRODUCTION

These guidelines set out the policy on the sale and purchase of securities in the Company by its Directors and employees.

Directors, employees and personnel are encouraged to be long-term holders of the Company's securities. However, it is important that care is taken in the timing of any purchase or sale of such securities.

The purpose of these guidelines is to assist Directors and employees to avoid conduct known as "insider trading". In some respects, the Company's policy extends beyond the strict requirements of the *Corporations Act 2001* (Cth).

This Securities Trading Policy (**Policy**) applies to Directors and anyone who is employed by or works for the Company, including employees (whether permanent, part-time, fixed term or temporary), contractors, consultants, secondees and officers (collectively referred to as "**Employees**" in this Policy).

2. WHAT TYPES OF TRANSACTIONS ARE COVERED BY THIS POLICY?

This Policy applies to both the sale and purchase of any securities of the Company and its subsidiaries on issue from time to time.

3. WHAT IS INSIDER TRADING?

3.1 Prohibition

Insider trading is a criminal offence. It may also result in civil liability. In broad terms, a person will be guilty of insider trading if:

- (a) that person possesses information, which is not generally available to the market and if it were generally available to the market, would be likely to have a material effect on the price or value of the Company's securities (i.e., information that is "price sensitive" / "market sensitive"); and
- (b) that person:
 - (i) buys or sells securities in the Company; or
 - (ii) procures someone else to buy or sell securities in the Company; or
 - (iii) passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of the Company.

3.2 Examples

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if made available to the market, may be likely to materially affect the price of the Company's securities:

- (a) the Company considering a major acquisition or disposal;
- (b) the threat of major litigation against the Company;

- (c) the Company's revenue and profit or loss results materially exceeding (or falling short of) the market's expectations;
- (d) a material change in debt, liquidity or cash flow;
- (e) a significant new development proposal (e.g. new product or technology)
- (f) the grant or loss or renewal of a major contract;
- (g) a management or business restructuring proposal;
- (h) a capital raising and/or share issue proposal; or
- (i) giving or receiving a notice of intention to make a takeover.

3.3 Dealing through third parties

The insider trading prohibition extends to dealings by individuals through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as "**Associates**" in these guidelines).

3.4 Information however obtained

It does not matter how or where the person obtains the information – it does not have to be obtained from the Company to constitute inside information.

3.5 Employee incentive schemes

The prohibition does not apply to acquisitions of shares, performance rights or options by employees made under employee share, performance rights or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme or the exercise of performance rights under a performance rights plan. However, the prohibition does apply to the sale of shares acquired under an employee share scheme and also to the sale of shares acquired following the exercise of an option granted under an employee option scheme or the exercise of performance rights under a performance rights plan

4. PROHIBITION ON DERIVATIVES AND HEDGING ARRANGEMENTS OVER COMPANY SECURITIES

Directors, Employees and other participants in employee incentive schemes of the Company are not permitted to use, at any time, derivatives or hedging arrangements that operate or are intended to operate to limit the economic risk of security holdings over unvested Company securities.

5. GUIDELINES FOR TRADING IN THE COMPANY'S SECURITIES

5.1 General Rule

Directors and Employees must not, except in exceptional circumstances, deal in securities of the Company during the following periods:

- (a) 1 April (inclusive) and ending on the day of the release of the Company's annual report, containing audited accounts, on the ASX's Market Announcements Platform;
- (b) 1 October (inclusive) and ending on the day of the release of the Company's half year report on the ASX's Market Announcements Platform; and
- (c) two weeks immediately before the Company's annual general meeting until the day after the annual general meeting; and
- (d) any other period that the Board may specify from time to time (if applicable),

(together the "**Closed Periods**").

The Company may at its discretion vary this rule in relation to a particular Closed Period by general announcement to all Directors and Employees either before or during the Closed Periods. However, if a Director or an Employee is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at **any** time the individual is in possession of such information.

5.2 No short-term trading in the Company's securities

Directors and Employees should never engage in short-term trading of the Company's securities except for the exercise of options or performance rights where the shares will be sold shortly thereafter.

5.3 Securities in other companies

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is "price sensitive". For example, where an individual is aware that the Company is about to sign a major agreement with another company, they should not buy securities in either the Company or the other company.

5.4 Exceptions

- (a) Directors and Employees may at any time:
- (i) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
 - (ii) acquire Company securities under a bonus issue made to all holders of securities of the same class;
 - (iii) acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;
 - (iv) acquire, or agree to acquire or exercise options or performance rights under an employee incentive scheme (as that term is defined in the ASX Listing Rules);
 - (v) withdraw ordinary shares in the Company held on behalf of the Key Management Personnel in an employee incentive scheme (as that term is defined in the ASX Listing Rules) where the withdrawal is permitted by the rules of that scheme;
 - (vi) acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme or the exercise of performance rights held under a performance rights plan;
 - (vii) transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
 - (viii) make an investment in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
 - (ix) where a restricted person is a trustee, trade in the securities of the Company by that trust, provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;
 - (x) undertake to accept, or accept, a takeover offer;
 - (xi) trade under an offer or invitation made to all or most of the security holders, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the

Board of Directors. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;

- (xii) dispose of securities of the Company resulting from a secured lender exercising their rights, for example, under a margin lending arrangement;
 - (xiii) exercise (but not sell securities following exercise) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a prohibited period or the Company has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so; or
 - (xiv) trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this policy.
- (b) In respect of any share, performance right or option plans adopted by the Company, it should be noted that it is not permissible to provide the exercise price of options or performance rights by selling the shares acquired on the exercise price of options or performance rights unless the sale of those shares occurs outside the periods specified in paragraph 5.1.
- (c) Where this is to occur at a time when the person possessed inside information, then the sale of Company securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale. Where Company securities are provided to a lender as security by way of mortgage or charge, a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.

5.5 Notification of periods when Key Management Personnel are not permitted to trade

The Company Secretary will endeavour to notify all Directors and Employees of the times when they are not permitted to buy or sell the Company's securities as set out in paragraph 5.1.

6. APPROVAL AND NOTIFICATION REQUIREMENTS

6.1 Approval requirements

- (a) Any Directors and Employees (other than the Chairperson of the Board, the Chief Executive Officer/ Managing Director) wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written approval of the Chairperson of the Board, the Managing Director or the Chief Executive Officer before doing so.
- (b) Where the Chairperson wishes to buy, sell or exercise rights in relation to the Company's securities, he or she must obtain the prior approval of the Chief Executive Officer/ Managing Director, or in his or her absence, the Company Secretary.
- (c) Where the Managing Director wishes to buy, sell or exercise rights in relation to the Company's securities, he or she must obtain the prior approval of the Chairperson, or in his or her absence, the Company Secretary.
- (d) Where the Chief Executive Officer wishes to buy, sell or exercise rights in relation to the Company's securities, he or she must obtain the prior approval of the Chairperson, or in his or her absence, the Company Secretary.

6.2 Approvals to buy or sell securities

- (a) All requests to buy or sell securities as referred to in paragraph 6.1 must include the intended volume of securities to be purchased or sold and an estimated time frame for the sale or purchase.

- (b) Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.

6.3 Notification

Subsequent to approval obtained in accordance with paragraphs 6.1 and 6.2, any Directors and Employees who (or through his or her Associates) buys, sells, or exercises rights in relation to Company securities **must** notify the Company Secretary in writing of the details of the transaction within two (2) business days of the transaction occurring. This notification obligation **operates at all times** and includes applications for acquisitions of shares, performance rights or options by Employees made under employee share or option schemes and also applies to the acquisition of shares as a result of the exercise of options under an employee option scheme and the exercise of performance rights under a performance rights plan.

6.4 Directors and Employees sales of securities

Directors and Employees need to be mindful of the market perception associated with any sale of Company securities and possibly the ability of the market to absorb the volume of shares being sold. With this in mind, the management of the sale of any significant volume of Company securities (i.e. a volume that would represent a volume in excess of 10% of the total securities held by the seller prior to the sale, or a volume to be sold that would be in excess of 10% of the average daily traded volume of the shares of the Company on the ASX for the preceding 20 trading days) by a Director or an Employee needs to be discussed with the Board and the Company's legal advisers prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be retained by the Company Secretary.

6.5 Exemption from Closed Periods restrictions due to exceptional circumstance

Directors and Employees who are not in possession of inside information in relation to the Company, may be given prior written clearance by the Chairperson of the Board (or all other members of the Board as the context requires) to sell or otherwise dispose of Company securities in a Closed Period where the person is in severe financial hardship or where there are exceptional circumstances as set out in this policy.

A financial hardship or exceptional circumstances determination can only be made by examining all of the facts and if necessary obtaining independent verification of the facts from banks, accountants or other like institutions.

6.6 Financial hardship

Directors and Employees may be in severe financial hardship if they have a pressing financial commitment that cannot be satisfied other than by selling the securities of the Company. In the interests of an expedient and informed determination by the Chairperson of the Board (or all other members of the Board as the context requires), any application for an exemption allowing the sale of Company securities in a Closed Period based on financial hardship must be made in writing stating all of the facts and be accompanied by copies of relevant supporting documentation, including contact details of the person's accountant, bank and other such independent institutions (where applicable).

Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

6.7 Exceptional circumstances

Exceptional circumstances may apply to the disposal of Company securities by a Director or an Employee if the person is required by a court order or a court enforceable undertaking (for example in a bona fide family settlement), to transfer or sell securities of the Company, or there is some other overriding legal or regulatory requirement to do so.

Any application for an exemption allowing the sale of Company securities in a Closed Period based on exceptional circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation (where applicable).

Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

7. ASX NOTIFICATION FOR DIRECTORS

The ASX Listing Rules require the Company to notify the ASX within 5 business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a director in the securities of the Company. The Company has made arrangements with each Director to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX.

8. EFFECT OF COMPLIANCE WITH THIS POLICY

Compliance with these guidelines for trading in the Company's securities does not absolve that individual from complying with the law, which must be the overriding consideration when trading in the Company's securities. The Company will regard breach of this Policy as serious misconduct and may lead to disciplinary action, up to and including dismissal.

9. REVIEW OF POLICY

The Board will monitor the content, effectiveness and implementation of this Policy on a periodic basis. Any updates or improvements identified will be addressed as soon as possible.

10. VERSION CONTROL

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

Schedule 9 – Diversity Policy

1. INTRODUCTION

The Board considers that the promotion of diversity in Board positions, in executive and senior management and within the Company and its subsidiaries generally:

- broadens the pool of recruitment of high-quality directors, officers and employees;
- supports the retention of personnel;
- through the inclusion of different perspectives, may lead to better insights, decision making and outcomes for the Company; and
- is a socially and economically responsible governance practice.

To the extent practicable, the Company will consider the Recommendations where appropriate to the Company.

This policy does not form part of an employee's contract of employment with the Company, nor gives rise to contractual obligations. However, to the extent that the Diversity Policy requires an employee to do or refrain from doing something and at all times subject to legal obligations, the Policy forms a direction of the Company with which an employee is expected to comply.

2. OBJECTIVES

This policy provides a framework for the Company to achieve:

- (a) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;
- (b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
- (c) an inclusive workplace where discrimination, harassment, vilification and victimisation cannot and will not be tolerated;
- (d) enhanced recruitment practices whereby the best person for the job is employed, which requires the consideration of a broad and diverse pool of talent, and ongoing talent management and career development opportunities;
- (e) a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and
- (f) awareness in all employees and personnel of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity.

This policy does not impose on the Company, its directors, officers, agents or employees any obligation to engage in, or justification for engaging in, any conduct which is illegal or contrary to any anti-discrimination or equal employment opportunity legislation or laws in any State or Territory of Australia or of any foreign jurisdiction.

3. IMPLEMENTATION

To assist in pursuing the objectives set out in this policy, the Board will:

- (a) review its diversity strategies from time to time;
- (b) consider best practice and contemporary topics in diversity;

- (c) use its reasonable endeavours to implement initiatives supportive of the objectives of this policy, which may include setting measurable targets, conducting training programs, human resource initiatives, policies and processes and/ or internal communications and culture campaigns;
- (d) oversee the implementation of the diversity strategy across the Company;
- (e) discuss with management any emerging diversity-related organisational issues;
- (f) consider reports provided by management as to the progress of the implementation of the diversity strategy; and
- (g) alert management to issues that would enhance the implementation of any diversity strategy.

Having regard to the size of the Company's operations and number of its employees and personnel at the date this policy is adopted, the Board has determined not to formally adopt any measurable targets/ objectives at this stage and will reassess this position as the Company's operations grow and evolve.

4. MONITORING AND REVIEW

The Board will monitor the scope and currency of this policy and may amend this policy to ensure that it is appropriate for the Company's business and operations and is up to date with applicable laws and regulations.

5. VERSION CONTROL

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

Schedule 10 – Whistleblower Policy

1. INTRODUCTION

This policy sets out the process whereby a whistleblower can raise concerns regarding wrongdoing by the Company or its personnel without fear of intimidation, discriminatory treatment or reprisal.

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

2. PURPOSE

The aim of this policy is to make the Company's employees or personnel feel confident about raising concerns internally, by offering a reporting and investigative mechanism that is objective, confidential, independent and protects them from disadvantage or reprisal.

This policy applies to the Company and:

- (a) all directors and officers of the Company;
- (b) all employees of the Company, whether full time, part time or casual;
- (c) all persons engaged by the Company to perform services for the Company and its subsidiaries or related companies under a contract for services or consultancy agreements; and
- (d) all advisors to the Company,

(Relevant Persons or you).

Relevant Persons must comply with this policy.

3. REPORTABLE CONCERNS OR MATTERS

All Relevant Persons have a responsibility under the this policy and the Company's Code of Conduct to help detect, prevent and report instances or suspicious activity or wrongdoing, referred to as "**Reportable Concern(s)**".

A Reportable Concern is any concern (actual or suspected) about the following conduct, or the deliberate concealment of such conduct:

- financial irregularity (including fraud against the Company or a customer or supplier);
- corrupt conduct;
- criminal conduct;
- failure to comply with any legal or regulatory obligation;
- unfair or unethical dealing with an employee or a customer;
- unethical or other serious improper conduct, including breaches of the Company's policies;
- misconduct or an improper state of affairs or circumstances;
- danger to the public or financial system;
- illegal activities; or
- other serious impropriety.

Any person making a report under this policy is referred to as a “**whistleblower**” and all information provided by them will be treated as confidential.

4. MAKING A REPORT

4.1 Report to the executive team

An employee or other person who becomes aware of a Reportable Concern is encouraged to report the matter to the Chief Executive Officer/ Managing Director or Company Secretary.

4.2 Report anonymously

Disclosures may also be made by post to:

Flexiroam Limited

PO Box 4324, Mosman Park South, Western Australia 6912

(marked “Private and Confidential” and to the attention of the Company Secretary, Natalie Teo)

A person who makes a report to the above postal addresses will be treated as anonymous and their personal details will not be disclosed.

4.3 Legal Representative

Disclosures to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in *the Corporations Act 2001* (Cth) are protected (even in the event that the legal practitioner concludes that a disclosure does not relate to a Reportable Concern).

5. INVESTIGATION PROCESS

Investigation processes will vary depending on the precise nature of the Reportable Concern or conduct being investigated. The purpose of the investigation is to determine or not whether a person’s concerns are substantiated, with a view to the Company then rectifying any wrongdoing uncovered to the extent that this is practicable in all the circumstances.

The investigation will be thorough, objective, fair and independent of the person, anyone who is the subject of the Reportable Concern, and any business unit concerned.

6. PROTECTION OF WHISTLEBLOWERS

The Company is committed to ensuring that whistleblowers are afforded confidentiality in respect of any matter raised under this policy and that they do not suffer retribution or detriment as a result of reporting a concern. “Detriment” includes dismissal, demotion, harassment, victimisation, discrimination, disciplinary action, bias, threat or other unfavourable treatment.

The Company recognises that whistleblowing can be a very stressful and difficult thing to do. Provided that the employee is acting in good faith and has not engaged in serious misconduct or illegal conduct, to the maximum extent possible, the employee will not be subject to disciplinary sanctions by the Company in relation to any concerns or matters reported.

The Chairperson of the audit and risk committee or the Company Secretary is appointed as the primary Whistleblower Protection Officer.

7. RECORDS

The Chairperson of the audit and risk committee or the Company Secretary will maintain a record of all whistleblowing incidents and actions taken under this policy, so that the policy can be periodically reviewed.

8. FALSE REPORTING

A false report of a Reportable Concern could have significant effects on the Company's reputation and the reputations of Relevant Persons 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.

9. 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 about this policy, please contact the Company Secretary.

10. VERSION CONTROL

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

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

Schedule 12 – Shareholder Communications Policy

1. INTRODUCTION

The Company and its Board of Directors recognise the value of providing current, relevant information to its shareholders and effective communication with shareholders.

This document outlines the processes through which the Company will endeavour to:

- (a) ensure timely and accurate information is provided equally to all shareholders and the broader market; and
- (b) provide reasonable means for shareholders to access and put queries to the Board and management of the Company.

2. ROLES AND RESPONSIBILITIES

The Board has overall responsibility for:

- (a) reporting to shareholders;
- (b) overseeing all reporting and communication procedures; and
- (c) monitoring and updating this policy.

3. TYPES OF COMMUNICATION

3.1 Full Year and Half Year Reports

The half year report and annual report are the most important media through which shareholders will be provided with a detailed review and analysis of the Company's objectives and performance.

The half year report must be reported to the ASX by end of November each year. The annual report must be reported to the ASX by end of July each year. Preliminary final reports must be reported to the ASX within two months after the end of each half-yearly or full year reporting period.

The annual report will be sent to shareholders, other than those who have elected not to receive it.

3.2 Quarterly Reports

Each quarter reports of the Company's activities and cash flows in accordance with the requirements of the Listing Rules will be given to ASX for disclosure to the market.

Quarterly reports will be given to the ASX immediately when the information is available, and in any event within one month after the end of each quarter of its financial year (i.e., by 30 April, 31 July, 31 October and 31 January each year).

3.3 Announcements to ASX

The Company will immediately notify the market of, by announcing to ASX, any information or any major development related to the business of the Company which a:

- reasonable person would expect to have a material effect on the price and value of its securities; or
- reasonable investor is likely to use as part of the basis for making investment decisions.

Announcements to the ASX will be made in accordance with the requirements of the Listing Rules and the Company's Continuous Disclosure and Market Communications Policy (Schedule 6).

3.4 Shareholder Meetings

The Company encourages and supports shareholder participation in general meetings. The Company will provide means of opportunity to shareholders to put questions to the directors and management at general meetings.

The Board will ensure that all substantive resolutions at a meeting of shareholders are decided by a poll rather than by a show of hands.

3.5 Auditor's Report

The Company will request the external auditor to attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

3.6 Access to Management

The Company will provide shareholders and potential investors with reasonable access to the Chief Executive Officer/ Managing Director and the Company Secretary for the purposes of obtaining additional information and making enquires related to the Company and its operations.

3.7 Analyst Briefings

When analysts are briefed on the Company's activities, the material used in the presentation (if not previously released) will be released to ASX and placed on the Company's website. Procedures have been established for reviewing whether any material price sensitive information has been inadvertently disclosed, and if so, this information will also be released to the market.

3.8 Electronic Communication

The Company acknowledges that communicating with its shareholders by electronic means is an efficient way of distributing information in a timely and convenient manner, particularly through its website at www.flexiroam.com/investor-center/.

The Company encourages shareholders to receive company information electronically by registering their email address online with the Company's share registry.

All information disclosed to ASX (except an announcement of a procedural nature that has no material effect on the Company) will be placed on the Company's website as soon as it is disclosed to and acknowledged by ASX.

All information contained on the Company's website will be maintained, continuously reviewed and updated to ensure all information is current, or appropriately dated and archived.

Whenever possible, the Company will use email to communicate with shareholders who wish to receive communications in electronic form. Shareholders may register at the Company's website to receive important information by email, such as Company reports and ASX announcements.

As part of the Company's developing investor relations program, shareholders can register with the Company to receive email notifications of when an announcement is made by the Company to the ASX or when a media release is lodged with the relevant parties.

4. REVIEW OF POLICY

The Board will review the policy periodically, and may amend the policy, to ensure that it is appropriate for the Company's stage of development and nature of its operations, and is up to date with applicable laws and regulations.

If you have any questions or need any further information about this policy, please contact the Company Secretary.

5. VERSION CONTROL

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