

Delegations and Authorities Policy

1. INTRODUCTION

This policy sets out the circumstances under which the Board may delegate its responsibilities as specified in the Authorities and Delegations Framework (**ADF**).

Establishing and assigning appropriate levels of delegation are the mechanisms by which Flexiroam Limited (**Flexiroam**) enables officers of Flexiroam and its related companies (the **Group**) to act on behalf of the Group.

The purpose of the ADF is to establish and manage a framework for delegating authority within the Group in a manner that facilitates efficiency and effectiveness, as well as increases the accountability of staff and other personnel for their performance.

2. OBJECTIVES

The primary objectives of delegations of authority within the Group are:

- to ensure the efficiency and effectiveness of the Group's administrative processes;
- to ensure that the appropriate officers and members of staff have been provided with the level of authority necessary to discharge their responsibilities;
- to ensure that delegated authority is exercised by the most appropriate and best-informed individuals within the Group; and
- to ensure internal controls are effective.

3. SCOPE

3.1 The Board of Directors

- The Board of Flexiroam is responsible for the oversight and management of the Group.
- Under the Corporations Act 2001 (Cth), Flexiroam's Constitution and the Board Charter, the Board can delegate a number of its functions to:
 - a member or members of the Board;
 - a sub-committee of the Board;
 - an officer of a related company; and
 - the Managing Director or Chief Executive Officer, and through the MD or CEO to members of staff;except, the power of delegation itself and any function reserved to the Board, namely,
 - approval and monitoring of a strategic plan; and
 - approval of an annual budget and monitoring performance against the budget.

3.2 Chief Executive Officer or Managing Director

- Discharged with the duty of promoting the interests and the goals and strategies of the Group.
- Responsible for the administrative, financial and other businesses of the Group.
- Except for matters reserved for the Board, as set out in the Board Charter, and any matter delegated to management above the specified limits set out in the ADF, the Board delegates all of its powers to the CEO (or equivalent) to manage and operate the Group on a day-to-day basis.

4. DELEGATION PROCEDURE

4.1 Processes

The ADF applies to the Group and any delegations must be exercised within the framework of applicable regulations, rules, policies and any external legislative requirements.

Any delegation may be subject to any conditions and limitations as the Board shall approve.

A delegation cannot be exercised where the officer holding the delegation has a conflict of interest or where the delegation will result, either directly or indirectly, in any tangible benefit to the officer. In such cases a transfer of the function to another appropriate position must be arranged with the CEO (or equivalent).

The CEO must prepare and maintain the ADF for review and approval by the Board. The Board will, on advice from the CEO, approve the ADF on an annual basis.

The Company Secretary must maintain records of any delegations to members of the Board and/or sub-committees of the Board.

4.2 Hierarchy

Delegations are intended to be structured appropriately but flexible to changes to the Group's organisational structure. Levels of Authority have been created to apply to role types and reflect the hierarchy of the organisation through relevant lines of responsibility up to and including the CEO and Board.

There are presently two (2) Levels of Authority defined in the ADF that correspond to specific roles:

Level 1: CEO

Level 2: Leadership Team

Specific authority limits are included in the ADF for certain responsibilities, where applicable.

4.3 Temporary and permanent sub-delegation

Any major variation to the approved ADF for responsibilities up to the CEO must be approved by the CEO.

Sub-delegation on a temporary basis is appropriate in circumstances where the officer normally responsible is absent for a period of less than two weeks by reason of authorised leave or secondment to other duties and written authority must be obtained.

4.4 General policy and controls

The Board has ultimate responsibility for accountability to shareholders for the management of the Group and no person will exercise authority on behalf of the Group without a permitted delegation of authority (or sub-delegation) from the Board under this policy, another Group policy or other resolution of the Board as recorded in the Board minutes.

The CEO is to ensure that management maintains financial and procedural controls to ensure adherence to all delegated authority limits, and this policy as a whole. The Board may amend these controls, the authorities, their limits and this policy at any time.

This policy applies to all related companies (or entities) of the Group.

5. REVIEW OF POLICY

The Board will conduct an annual review of this policy to ensure that it is operating effectively.

6. VERSION CONTROL

Version	Date	Changes
1	21 April 2023	First adoption