

## UPDATED CORPORATE GOVERNANCE STATEMENT

Flexiroam Limited (ASX: **FRX**) (**Flexiroam** or the **Company**) provides the attached updated Corporate Governance Statement which discloses the extent to which the Company followed, as at 31 March 2022, the recommendations set by the ASX Corporate Governance Council in the 4<sup>th</sup> edition of its Corporate Governance Principles and Recommendations.

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### AUTHORISED BY:

Natalie Teo  
**Company Secretary**

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### ABOUT FLEXIROAM

*Founded in 2011 by Jeffrey Ong, Flexiroam Limited (ASX:FRX) started with a mission to push the boundaries of communications. What began as a solution for travellers needing seamless mobile data at competitive rates, has evolved beyond the consumer travel market.*

*Flexiroam provides connectivity across any device, in any part of the world for any application. The Company is a superconnector for people and machines globally. Flexiroam's versatile network now spans across 520 network operators in over 200 countries and territories, making it the preferred service for consumers and businesses worldwide.*

*For further information, please visit <https://www.flexiroam.com/>*

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The Board of Directors (**Board**) is responsible for establishing Flexiroam Limited's (**Company** or **Flexiroam**) corporate governance framework, the key features of which are set out below.

This corporate governance statement sets out a description of the main policies and practices adopted by the Company and discloses to the extent to which the Company has complied with the ASX Corporate Governance Principles and Recommendations 4<sup>th</sup> Edition (**ASX Principles** or **Principles and Recommendations**) during the financial year ended 31 March 2022.

The Company's corporate governance practices are based on the ASX Principles and Recommendations and sets out below its "if not, why not" report in relation to those matters of corporate governance where the Company's practice departs from the ASX Principles and Recommendations to the extent that they are currently applicable to the Company.

The information in this statement is current as at 8 August 2022 and has been approved by the Board.

The following governance-related documents can be found on the Flexiroam website at <https://www.flexiroam.com/investor-center/> under the section marked "Corporate Governance":

### **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

### **Principle 1: Lay solid foundations for management and oversight**

#### *Recommendation 1.1*

The Company has established the respective roles and responsibilities of its Board and management, and those matters expressly reserved to the Board and those delegated to management, and has documented this in its Board Charter.

The responsibilities of the Board include but are not limited to:

- (a) setting and reviewing strategic direction and planning;
- (b) reviewing financial and operational performance;
- (c) identifying principal risks and reviewing risk management strategies; and
- (d) considering and reviewing significant capital investments and material transactions.

In exercising its responsibilities, the Board recognises that there are many stakeholders in the operations of the Company, including employees, shareholders, co-venturers, the government and the community.

The Board has delegated responsibility for the business operations of the Company to the Chief Executive Officer. The Chief Executive Officer is accountable to the Board.

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### *Recommendation 1.2*

The Company undertakes appropriate checks before appointing a person or putting forward to shareholders a candidate for election as a director and provides shareholders with all material information in its possession relevant to a decision on whether or not to elect a director.

### *Recommendation 1.3*

The Company has a written agreement with each of the directors and senior executives setting out the terms of their appointment. The material terms of any employment, service or consultancy agreement the Company, or any of its child entities, has entered into with its Chief Executive Officer, any of its directors, and any other person or entity who is a related party of the Chief Executive Officer or any of its directors will be disclosed in accordance with ASX Listing Rule 3.16.4 (taking into consideration the exclusions from disclosure outlined in that rule).

### *Recommendation 1.4*

The Company Secretary is accountable directly to the Board (through the Chairperson, if applicable) on all matters to do with the proper functioning of the Board. The Company Secretary assists in the application of best practice in corporate governance and supports the effectiveness of the Board by:

- (a) ensuring a good flow of information between the Board, its committees, and directors;
- (b) monitoring policies and procedures of the Board;
- (c) advising the Board (through the Chairperson, if applicable) of corporate governance policies; and
- (d) conducting and reporting matters of the Board, including the despatch of Board agendas, briefing papers and minutes.

### *Recommendation 1.5*

The Company has a Diversity Policy, the purpose of which is:

- (a) to outline the Company's commitment to creating a corporate culture that embraces diversity and, in particular, focuses on the composition of its Board and senior management; and
- (b) to provide a process for the Board to determine measurable objectives and procedures which the Company will implement and report against to achieve its diversity goals.

The Company does not select candidates based on gender or ethnicity. Rather, the recruitment process provides a choice of candidates from a diverse pool after canvassing the relevant market and by selecting the most appropriate candidate based on merit and suitability for the role.

As at 31 March 2022, there is 1 woman in a senior executive position in the Company and 13 women employees across the Company, representing 35% of the whole organisation. There are no women on the Board at this time. The Board maintains full transparency of board processes, reviews and appointments, and encourages gender diversity.

### *Recommendation 1.6*

As the Company does not presently have a nominated Chairperson who is responsible for arranging Board performance reviews.

Section 2 of the Nomination and Remuneration Committee Charter states that the committee will assist and advise the Board in relation to evaluation of Directors.

This policy was updated in October 2021 and the Company has not conducted a formal evaluation for the Directors during the reporting period.

### *Recommendation 1.7*

The Chief Executive Officer is responsible for evaluating the performance of the Company's senior executives.

As the Company does not presently have a nominated Chairperson, the Board as a whole is responsible for evaluating the performance of the Company's Chief Executive Officer.

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No formal evaluation of the performance of the Company's Chief Executive Officer and senior executives were conducted during the reporting period, apart from an assessment in relation to performance-linked compensation for eligible employees. Flexiroam is looking to establish an annual review process to ensure that the Board and its senior executives are able to meet the demands of a rapidly changing business environment and oversee the implementation of the Company's medium to long-term strategy.

### **Principle 2: Structure the board to add value**

#### *Recommendation 2.1*

Due to the size of the Board, the Company does not have a separate nomination committee (**NC**) at this stage. The roles and responsibilities of the committee are currently undertaken by the Board.

The duties of the full Board acting in its capacity as NC are set out in the Company's Remuneration and Nomination Committee Charter which is available on the Company's website.

When the Board meets as a committee, it carries out those functions which are delegated to it in the Company's Remuneration and Nomination Committee Charter. Items that are usually required to be discussed by an NC are marked as separate agenda items at Board meetings when required.

#### *Recommendation 2.2*

The mix of skills and diversity which the Board is looking to achieve in its composition is:

- (a) a broad range of business experience; and
- (b) technical expertise and skills required to discharge duties.

However, a formal Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership has not been established, and therefore the Company does not comply with Recommendation 2.2. As mentioned above, Flexiroam is looking to establish an annual review process for its Board and will give consideration to the establishment of such a matrix.

#### *Recommendation 2.3*

The Board considers the independence of directors having regard to the relevant factors listed in Box 2.3 of the Principles and Recommendations. Currently the Board is structured as follows:

- (a) Marc Barnett (Executive Director and Chief Executive Officer) – appointed 22 February 2021;
- (b) Jeffrey Ong (Non-Executive Director) – appointed 18 March 2015;
- (c) Tat Seng Koh (Non-Executive Director) – appointed 3 September 2018;
- (d) Thian Choy Ong (Non-Executive Director) – appointed 1 October 2019.

Marc Barnett is an Executive Director, and accordingly, is not considered to be independent.

Jeffrey Ong, Tat Seng Koh and Thian Choy Ong are substantial shareholders and therefore not considered to be independent.

#### *Recommendation 2.4*

The Company is at variance with Recommendation 2.4 in that none of the Directors are independent.

The Board acknowledges this recommendation but nevertheless, the Board believes that each of the non-independent Directors bring objective and unbiased judgement to the Board's deliberation and that each of them provides invaluable contribution to the Company through their considerable skills, experience and understanding of the Company's business.

#### *Recommendation 2.5*

The Company does not presently have a Chairperson.

#### *Recommendation 2.6*

It is a policy of the Company that new directors undergo an induction process in which they are given a full briefing on the Company.

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Flexiroam understands that directors should be encouraged to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively and will look to establish and implement a development guideline, in line with an annual review process for its Board of Directors.

### **Principle 3: Act ethically and responsibly**

#### *Recommendation 3.1*

The Company has a corporate Code of Conduct which sets out the standards expected of its Directors, officers, employees and consultants in relation to the Company's business affairs.

The Company's Statement of Values applies to its Directors, officers, employees and consultants.

#### *Recommendation 3.2*

The Company is committed to promoting good corporate conduct grounded on strong ethics and responsibility. The Company's Code of Conduct addresses matters relevant to the Company's legal and ethical obligations to its stakeholders. The Code may be amended from time to time by the Board and is disclosed on the Company's website.

#### *Recommendation 3.3*

The Whistleblower Policy demonstrates that the Company is committed to high standards of conduct and ethical behaviour in all its business activities. The Company supports a culture of honest and ethical behaviour in ensuring good corporate compliance and governance. The policy sets out, amongst other things, instances of suspected misconduct which can be reported to the internal and external parties and summarises the protections offered to whistleblowers. Any material breach of the Company's policies, including any breach of the Whistleblower Policy, is raised and reviewed at Board Meetings.

#### *Recommendation 3.4*

The Anti-Bribery and Corruption Policy demonstrates that the Company is committed to maintain high standards of integrity and accountability in conducting its business. The policy provides a framework of guidelines and principles to encourage ethical behaviour in the conduct of business. Any material breach of the Company's policies, including any breach of the Anti-Bribery and Corruption Policy, is raised and reviewed at Board Meetings.

### **Principle 4: Safeguard integrity in corporate reporting**

#### *Recommendation 4.1*

Due to the size of the Board, the Company does not have a separate audit committee (**AC**). The roles and responsibilities of an AC are presently undertaken by the Board.

The full Board in its capacity as the AC is responsible for reviewing the integrity of the Company's financial reporting and overseeing the independence of the external auditors. The Board has adopted an Audit Committee Charter which describes the role, composition, functions and responsibilities of the AC and is disclosed on the Company's website.

When the Board meets as a committee, it carries out those functions which are delegated to it in the Company's Audit Committee Charter. Items that are usually required to be discussed by the committee are marked as separate agenda items at Board meetings when required.

The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when a vacancy arises. Candidates for the position of external auditor must demonstrate complete independence from the Company throughout the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances. The performance of the external auditor is reviewed on an annual basis by the Board.

#### *Recommendation 4.2*

Before the Board approves the Company's financial statements for each financial period it receives from the Chief Executive Officer and the Chief Financial Officer (or equivalents) a declaration that, in their opinion, the financial records of the Company for the relevant financial period have been properly maintained and that the financial statements for the relevant financial period comply with the appropriate accounting standards and give

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a true and fair view of the financial position and performance of the Company and the consolidated entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which are operating effectively.

### *Recommendation 4.3*

Under section 250RA of the Corporations Act, the Company's auditor is required to attend the Company's annual general meeting at which the annual report is considered, and must arrange to be represented by a person who is a suitably qualified member of the audit team that conducted the audit and is in a position to answer questions about the audit. Each year, the Company informs the Company's auditor of the date of the Company's annual general meeting. In accordance with section 250S of the Corporations Act, at the Company's annual general meeting where the Company's auditor or their representative is at the meeting, the Chairperson of the meeting allows a reasonable opportunity for the members present at the meeting to ask the auditor (or its representative) questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

The Chairperson also allows a reasonable opportunity for the auditor (or their representative) to answer written questions submitted to the auditor under section 250PA of the Corporations Act.

The Company's Continuous Disclosure and Market Communications Policy sets out the process in relation to review and release of ASX announcements and media releases, including periodic corporate reports, and is disclosed on the Company's website.

## **Principle 5: Make timely and balanced disclosure**

### *Recommendation 5.1*

The Company is committed to:

- (a) ensuring that shareholders and the market are provided with full and timely information about its activities;
- (b) complying with the continuous disclosure obligations contained in the Listing Rules and the applicable sections of the Corporations Act; and
- (c) providing equal opportunity for all stakeholders to receive externally available information issued by the Company in a timely manner.

The Company has adopted a Continuous Disclosure and Market Communications Policy, which is available on the Company's website.

The policy sets out policies and procedures for the Company's compliance with its continuous disclosure obligations under the ASX Listing Rules, and addresses financial markets communication, media contact and continuous disclosure issues. It forms part of the Company's corporate policies and procedures and is available to all staff.

The Chief Executive Officer manages the policy. The policy will develop over time as best practice and regulations change and the Company Secretary will be responsible for communicating any amendments. The policy is reviewed by the Board annually.

### *Recommendation 5.2*

The Company ensures that its Board receives copies of all material market announcements prior to release to the market followed by immediate notification, including the announcement, following its release to the market.

### *Recommendation 5.3*

In accordance with the recommendation, the Company ensures that all substantive presentations are released to the ASX and the market prior to a presentation taking place.

## **Principle 6: Respect the rights of security holders**

### *Recommendation 6.1*

The Company provides information about itself and its governance to investors on the Company's website. The Company is committed to maintaining the website with general information about the Company and its operations and information specifically targeted at keeping the Company's shareholders informed about the

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Company. In particular, where appropriate, after confirmation of receipt by ASX, the following are uploaded on the website:

- (a) relevant announcements made to the market via ASX;
- (b) media releases;
- (c) investment updates;
- (d) Company presentations and media briefings;
- (e) copies of press releases and announcements for the preceding three years; and
- (f) copies of annual and half yearly reports including financial statements for the preceding three years.

### *Recommendation 6.2*

The Company has a Shareholder Communications Policy which aims to ensure that shareholders are informed of all major developments of the Company. The policy is disclosed on the Company's website.

Information is communicated to shareholders via:

- (a) reports to shareholders;
- (b) ASX announcements;
- (c) annual general meetings;
- (d) general meetings; and
- (e) the Company's website.

While the Company aims to provide sufficient information to shareholders about the Company and its activities, it understands that shareholders may have specific questions and require additional information. To ensure that shareholders can obtain all relevant information to assist them in exercising their rights as shareholders, the Company has provided the relevant contact details on the Company's website) for shareholders to make their enquiries.

### *Recommendation 6.3*

The Board encourages full participation of shareholders at meetings to ensure a high level of accountability and identification with the Company's strategies and goals.

However, due to the size and nature of the Company, the Board does not consider a policy outlining the policies and processes that it has in place to facilitate and encourage participating at meetings of shareholders to be appropriate at this stage.

### *Recommendation 6.4*

In order to ascertain the true will of the Company's shareholders attending and voting at its shareholder meetings, whether they attend in person, virtually or by proxy or other representative, in most situations where this can be achieved the Company will conduct the voting procedure by a poll.

### *Recommendation 6.5*

Shareholders are given the option to receive communications from, and send communications to, the Company and its share registry electronically.

## **Principle 7: Recognise and manage risk**

### *Recommendation 7.1*

Due to the size of the Board, the Company does not have a separate Risk Committee (**RC**). The Board is currently responsible for the oversight of the Company's risk management and control framework.

The Board has adopted a Risk Management Policy, which is disclosed on the Company's website. Under the policy, responsibility and control of risk management is delegated to the appropriate level of management within the Company with the Chief Executive Officer having ultimate responsibility to the Board for the risk management and control framework.

The risk management system covers:

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- (a) operational risk;
- (b) financial reporting;
- (c) compliance/regulations; and
- (d) system/IT process risk.

The Company has developed a series of standard operating procedures (**SOP**) that provide a framework to assist in understanding and identifying the types of business risks threatening the Company as a whole, or specific business activities within the Company.

### *Recommendation 7.2*

The Board will endeavour to review the Company's risk management framework annually to satisfy itself that the framework continues to be sound, to determine whether there have been any changes in the Company risk profile and to ensure that the Company is operating within the risk appetite set by the Board.

Arrangements put in place by the Board to monitor risk management include, but are not limited to:

- (a) monthly reporting to the Board in respect of operations and the financial position of the Company; and
- (b) preparation of quarterly rolling forecasts.

### *Recommendation 7.3*

The Company undertakes certain internal audit activities, including monthly audits of sales activities in selected areas to ensure compliance with the Company's SOP. Consideration will be given to expanding the internal audit function to other areas in the future.

### *Recommendation 7.4*

The Board does not consider the Company has any material exposure to economic, environmental or social sustainability risks at the present time. A non-exhaustive summary of potential key risks associated with the Company's business are outlined in the "Directors' Report" contained in the annual report published by the Company. This list does not cover every risk that may be associated with the Company and its controlled entities, and the occurrence or consequences of some of the risks described are partially or completely outside the control of the Company, its Directors and senior executives. There is also no guarantee or assurance that the key risks will not change or that other risks will not emerge.

## **Principle 8: Remunerate fairly and responsibly**

### *Recommendation 8.1*

Due to the size of the Board, the Company does not have a separate remuneration committee (**RC**). The roles and responsibilities of a remuneration committee are currently undertaken by the Board.

The duties of the full board in its capacity as a RC are set out in the Company's Remuneration and Nomination Committee Charter which is available on the Company's website.

When the Board meets as an RC, it carries out those functions which are delegated to it in the Company's Remuneration and Nomination Committee Charter. Items that are usually required to be discussed by the RC are marked as separate agenda items at Board meetings when required.

### *Recommendation 8.2*

Details of the Company's policies on remuneration are set out in the "Remuneration Report" contained in each annual report published by the Company. This disclosure includes a summary of the Company's policies regarding cash and non-cash remuneration of non-executive directors and the Company's Chief Executive Officer.

### *Recommendation 8.3*

The Company has adopted an Employee Incentive Plan to incentivise employees and senior executives. The plan was adopted at the 2021 Annual General Meeting.

The Company's Securities Trading Policy includes a statement on the Company's policy on prohibiting participants in the Company's Employee Incentive Plan entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Employee Incentive Plan. The Company's Securities Trading Policy is available on the Company's website.