



Announcement Summary

Entity name

FLEXIROAM LIMITED

Announcement Type

New announcement

Date of this announcement

27/6/2024

The Proposed issue is:

A standard pro rata issue (including non-renounceable or renounceable)

Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)

ASX +security code	+Security description	Maximum Number of +securities to be issued
FRX	ORDINARY FULLY PAID	41,529,308

Ex date

2/7/2024

+Record date

3/7/2024

Offer closing date

18/7/2024

Issue date

25/7/2024

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

FLEXIROAM LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

27143777397

1.3 ASX issuer code

FRX

1.4 The announcement is

New announcement

1.5 Date of this announcement

27/6/2024

1.6 The Proposed issue is:

A standard +pro rata issue (non-renounceable or renounceable)

1.6a The proposed standard +pro rata issue is:

+ Non-renounceable

Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

No

Part 3B - Offer details

+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued

ASX +security code and description

FRX : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

No

Details of +securities proposed to be issued

ASX +security code and description

FRX : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities do not have +CDIs issued over them)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued

1

For a given quantity of +securities held

18

**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

Maximum number of +securities proposed to be issued (subject to rounding)

41,529,308

Offer price details for retail security holders**In what currency will the offer be made?**

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.02500

Oversubscription & Scale back details**Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**

Yes

Describe the limits on over-subscription

Under the Top-up Facility, Eligible Shareholders who take up their Entitlements in full may also apply for additional New Shares comprising the Shortfall. New Shares in excess of Entitlements will only be allocated to Eligible Shareholders at the Company's absolute discretion, based on the allocation and scale-back policy outlined in the Offer Document dated 27 June 2024.

Will a scale back be applied if the offer is over-subscribed?

Yes

Describe the scale back arrangements

Refer section 2.6 of the Offer Document dated 27 June 2024. The Directors will exercise their discretion to scale back applicants to the extent required to comply with applicable laws, including Chapter 6 of the Corporations Act.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?Yes

Part 3C - Timetable

3C.1 +Record date

3/7/2024

3C.2 Ex date

2/7/2024

3C.4 Record date

3/7/2024



3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

5/7/2024

3C.6 Offer closing date

18/7/2024

3C.7 Last day to extend the offer closing date

15/7/2024

3C.9 Trading in new +securities commences on a deferred settlement basis

19/7/2024

3C.11 +Issue date and last day for entity to announce results of +pro rata issue

25/7/2024

3C.12 Date trading starts on a normal T+2 basis

26/7/2024

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

30/7/2024

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

No

3E.2 Is the proposed offer to be underwritten?

Yes

3E.2a Who are the underwriter(s)?

The Offer is underwritten by the Underwriter, Richmond Bridge Pty Ltd (ACN 084 510 501) as trustee for the Richmond Bridge Superannuation Fund. The Underwriter is an entity controlled by Executive Chairman and Interim Chief Executive Officer of the Company, Mr Stephen Picton.

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

On a conditional basis for the full amount of \$1,038,232.70, being equal to 41,529,308 New Shares (Underwriting Commitment).

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

The Underwriter will not receive any fee for agreeing to underwrite the Offer.

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Refer to section 7.2 of the Offer Document dated 27 June 2024

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

Yes

3E.2e (i) What is the name of that party?

Executive Chairman and Interim Chief Executive Officer of the Company, Mr Stephen Picton.



3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

On a conditional basis for the full amount of \$1,038,232.70, being equal to 41,529,308 New Shares (Underwriting Commitment).

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

The Underwriter will not receive any fee for agreeing to underwrite the Offer.

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Legal fees, ASX fees, registry expenses and other related costs, as set out on section 7.3 of the Offer Document dated 27 June 2024.

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

Marketing campaigns to boost customer acquisition and retention, the repayment of CEO loan and general working capital. Refer to section 1.2 of the Offer Document dated 27 June 2024.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

Indonesia, United Arab Emirates, United Kingdom, Poland, Netherlands Switzerland and the United States.

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

Yes

3F.5a Please provide further details of the offer to eligible beneficiaries

Refer to section 2.11 of the Offer Document dated 27 June 2024.

3F.6 URL on the entity's website where investors can download information about the proposed issue

<https://www.flexiroam.com/investor-center/>

3F.7 Any other information the entity wishes to provide about the proposed issue

Refer to the Offer Document dated 27 June 2024 and released to ASX on the same date.

3F.8 Will the offer of rights under the rights issue be made under a +disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

No

3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)