

Director Induction Program

Document Description

This program has been designed for inducting new Directors of Field Solutions. It provides a summary of the Company and its activities to assist the new Director to become effective in their role.

Company Overview

Field Solutions (Field Solutions, Company, or Group) Holdings Limited is an Australian-owned, publicly listed company with offices in Sydney and Tasmania. Field Solutions shares are listed on the Australian Securities Exchange (ASX) and are traded under the code FSG.

Field Solutions can deliver start-up to large enterprise scale applications, hosting, networks and technology products. Founded with hands-on experience, leadership and vision, the Company provide complete, turn-key cloud based business solutions.

Today's businesses operate in the cloud. Field Solutions brings together all the components that make up the cloud. Cloud computing, cloud application development, cloud software development and Telecommunications expertise.

The Company offer end-to-end solutions, from concept and strategy, to design, implementation and support. The Company works with clients to elaborate ideas, design and develop specifications that become working, affordable solutions. Field Solutions can build software, establish private and public cloud hosting, design and deploy private networks and migrate existing products and software to the cloud; fully manage, monitor and optimise cloud infrastructure; and build Disaster Recovery scenarios.

Field Solutions is a licensed Australian Telecommunications Carrier, is accredited to ISO 9001 and ISO 27001.

An overview of the Company's operations can be found in the latest version of the Company's Annual Report and recent investor presentations.

Program Design

A well designed and delivered induction program ensures that:

- a) new members can add value to the board by enabling them to immediately ask questions without being a subject expert or having in-depth experience of the technology or telecommunications sector
- b) the change and impact to boardroom dynamics and team performance is recognised and addressed.

Poorly designed or a lack of induction can be detrimental to board performance from many perspectives as follows:

- a) conventional thinking places the onus on the new director to get up to speed' rather than consider the effect one person can have on the co-operation, thinking and decision making in the boardroom;
- b) new directors want to make a good first impression but a lack of awareness and understanding can leave a new director feeling unable to contribute over a longer period and possibly feeling excluded;
- c) valuable board time can be lost addressing a new director's knowledge-gaps relating to the array of new concepts, strategies and language;
- d) the time required to complete an induction program will depend on the new director's industry and prior company knowledge;
- e) component parts of the induction may be phased and planned to best align with the timing of related activities of the board and the company.

Current Board Profile

Listed below are the members of our current board. Detailed profiles of each board member can be found in the latest version of the Company's Annual Report and at the Company website.

- Dr Kenneth Carr (Chairman and Non-Executive Director), *appointed 2 May 2014*
- Mr Andrew Jake Roberts (Non-Executive Director), *appointed 1 April 2017*
- Mr Mithila Nath Ranawake (Non-Executive Director), *appointed 23 November 2010*
- Mr Wayne Wilson (Non-Executive Director), *appointed 1 April 2017*

Corporate Governance

The Company aims to adopt as many of the principles and recommendations of the ASX Corporate Governance Council's Principles and Recommendations (3rd Edition) as is appropriate for the size of the Company and Board and the activities of the Company.

With reference to the ASX Corporate Governance Council's Principles and Recommendations (3rd Edition), the Company has a Board approved Corporate Governance Statement, which it reviews and adopts on an annual basis.

The Corporate Governance Statement reports on the main corporate governance practices of the Company and is located on the Company's website. The Corporate Governance Statement contains links to other documents (such as charters, code of conduct and ethics, and other policies and procedures) that support the Company corporate governance practices. Where appropriate the Company's Governance documentation is also outlined in the Company Annual Report.

Accompanying the release of the Annual Report to the ASX each year is an Appendix 4G, which is a statement from the Company with respect of its compliance in each of

the 8 Principles and Recommendations of the ASX Corporate Governance Council's Principles and Recommendations (3rd Edition).

Board Committees

The Board is responsible for the overall corporate governance of Field Solutions. This includes setting its strategic direction and objectives, and monitoring progress to the achievement of these goals. The Company is not of a size, nor its affairs of such complexity, that a large Board and management structure, or the establishment of separate governance committees, is warranted at the time of writing this Program. However, the Board has established an Audit and Risk Committee to assist in the execution of the Board's responsibilities, and the Board has delegated some of its responsibilities to this Committee.

Audit and Risk Committee (ARC)

The role of this committee is to assist the Board in gaining assurance as to the integrity of the financial statements and the effectiveness of the system of internal controls and risk management. Its focus is the integrity of the financial statements; the appointment, remuneration, qualifications, performance and independence of the external auditor, and the integrity of the audit process as a whole; the effectiveness of the systems of internal control and risk management; and compliance by management with constraints imposed by the Board.

The members of the Committee are detailed in the Company's latest Annual Report and at the Company's website. The role of the ARC is further detailed in the "Audit and Risk Committee Charter".

Executive Management

The Board has reserved the following matters for its decision:

- a) appointments to the position of CEO and approval of the appointment of executives reporting to the CEO;

- b) approval of strategy and annual budgets;
- c) determination of capital and non-capital items in accordance with the Delegations of Authority;
- d) determination and adoption of documents (including the publication of reports and statements to shareholders) that are required by the Company's constitutional documents, by statute or by other external regulation; and
- e) subject to the limitations imposed by the Company's constitutional documents, statute and other external regulation, the Board remains free to alter the matters reserved for its decision.

The Board has delegated responsibility for managing the Company to the CEO, and, through them, executive management.

Written Material

Each new director will be given electronic access to the following information, some of which will be via the Company's website and or issued with a binder containing the following essential information:

- a) Corporate Governance Statement
- b) Board Charter
- c) Audit & Risk Committee Charter
- d) Code of Conduct and Ethics
- e) Constitution
- f) Share Trading Policy
- g) Continuous Disclosure & Communications Policy
- h) Risk Management Policy

- i) Diversity Policy
- j) Strategic Plan, and budget for the current year
- k) Copies of Minutes of the Board Meetings held during the last 12 months
- l) Copies of Minutes of the Audit & Risk Committee Meetings held during the last 12 months
- m) Latest version of the Annual Report
- n) Latest version of the Company's management accounts

Meetings

One-on-one meetings will be scheduled with the Chairman, CEO and CFO, and Company Secretary prior to a new Director's first board meeting.

Follow-up one-on-one meeting with the Chairman will occur within three months of their appointment. During each financial year briefings and development sessions will be scheduled to continuously build Directors' knowledge to ensure the Board remains up-to-date with developments within the business sector, as well as developments in the markets in which the Company operate.

Adopted

ADOPTED BY THE BOARD ON 23 JUNE 2017.