



HILLS BOARD RESPONSIBILITIES

In general, the Board is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Company. It is required to do all things that may be necessary to be done in order to carry out the objectives of the Company. The Board has the final responsibility for the successful operations of the Company. Without intending to limit this general role of the Board, the specific or principal functions and responsibilities will include:

- ◆ Acting as an interface between the Company and shareholders;
- ◆ Setting the goals of the Company, including short-term, medium-term and long-term objectives;
- ◆ Reviewing the annual progress and performance of the Company in meeting its objectives;
- ◆ Providing the overall strategic direction of the Company;
- ◆ Determining policies governing the operations of the Company;
- ◆ Appointing and approving the terms and conditions of the appointment of the Group Managing Director (“CEO”);
- ◆ Reviewing and providing feedback on the performance of the CEO;
- ◆ Endorsing the terms and conditions for senior executives reporting to the CEO through the Remuneration Committee;
- ◆ Establishing and determining the powers and functions of the committees of the Board, including the Audit and Compliance Committee, the Remuneration Committee and the Nomination Committee;
- ◆ Approving the annual budget;
- ◆ Approving all banking facilities;
- ◆ Approving major capital expenditure;
- ◆ Approving all mergers and acquisitions, and property acquisitions and disposals;
- ◆ Approving the issue or cancellation of shares;
- ◆ Approving significant loans to outside parties or employees;
- ◆ Approving half-yearly and annual accounts;
- ◆ Keeping the market informed about activities and performance in accordance with ASX rules;
- ◆ Recommendations for appointment of directors to the Board;
- ◆ Reviewing its own performance;
- ◆ Resolution of major issues of a material nature affecting the organisation;
- ◆ Approving management reporting processes and documentation;
- ◆ Approving major contracts, leases and commitments; and
- ◆ Ensure that all requirements of the ASIC, ACCC, ATO and other relevant legislation are met.