

# Corporate Governance Plan

The Company has adopted this Corporate Governance Plan, which forms the basis of a comprehensive system of control and accountability for the administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

In light of the Company's size and nature, the Board considers that the current board is a cost effective and practical method of directing and managing the Company. As the Company's activities develop in size and scope, the size of the board and the implementation of additional corporate governance policies and structures will be reviewed.

## (a) Board Responsibilities

The Board is responsible for corporate governance of the Company. The Board develops strategies for the Company, reviews strategic objectives, monitors performance against those objectives and does so in good faith in the best interests of the company. The goals of the corporate governance processes are to:

- i. maintain and increase Shareholder value;
- ii. ensure a prudent and ethical basis for the Company's conduct and activities;
- iii. ensure compliance with the Company's legal and regulatory objectives consistent with these goals, the Board assumes the following responsibilities:
  - a. developing initiatives for profit and asset growth;
  - b. reviewing the corporate, commercial and financial performance of the Company on a regular basis;
  - c. acting on behalf of, and being accountable to, the Shareholders; and,
  - d. identifying business risks and implementing actions to manage those risks and corporate systems to assure quality.

The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in the Board discussions on a fully-informed basis;

## (b) Composition of the Board

Election of Board members is substantially the province of the Shareholders in general meeting. However, subject thereto, the Company is committed to the following principles:

- i. the Board is to comprise persons with a blend of skills, experience and attributes appropriate for the Company and its business; and,
- ii. the principal criteria for the appointment of new directors is their ability to add value to the Company and its business. All incumbent directors bring an independent judgement to bear in deliberations and the current representation is considered adequate given the stage of the Company's development. The names, qualifications and relevant experience of each Director are set out at in the directors section of this website at [www.hpgl.com.au](http://www.hpgl.com.au)

## (c) Code of Conduct

As part of its commitment to recognising the legitimate expectations of stakeholders and promoting practices necessary to maintain confidence in HPG's integrity, HPG has an established Code of Conduct (the Code) to guide compliance with legal, ethical and other obligations to legitimate stakeholders and the responsibility and accountability required of HPG personnel for reporting and investigating unethical practices or circumstances where there are breaches of the Code.

These stakeholders include employees, clients, customers, government authorities, creditors and the community as a whole. This Code governs all HPG commercial operations and the conduct of Directors, employees, consultants, contactors and all other people when they represent HPG. This Code also governs the responsibility and accountability required of HPG personnel for reporting and investigating unethical practices.

The Board, management and all employees of HPG are committed to implementing this Code and each individual is accountable for such compliance.

(d) Diversity Policy

The Board has adopted a diversity policy which provides a framework for the Company to achieve, amongst other things, a diverse and skilled workforce, a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff, improved employment and career development opportunities for women and a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives.

(e) Continuous Disclosure

The Board has designated the Joint Company Secretaries to be responsible for overseeing and co-ordinating disclosures of information to shareholders as required from time to time. The Company will make available all disclosures on its website.

As an unlisted entity, some documents may be lodged by the Company with ASIC from time to time. Shareholders can find these documents on the ASIC website.

(f) Audit Committee and Management of Risk

The Company has an audit and risk committee comprising of two executive directors and one non-executive director.

(g) Remuneration Arrangements

The Board will decide the remuneration of an executive Director, without the affected executive Director participating in that decision-making process.

The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution and the Corporations Act as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

In addition, a Director may be paid fees or other amounts (subject to any necessary Shareholder approval) for example non-cash performance incentives such as Options as determined by the Board where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors. The Board reviews and approves the remuneration policy to enable the Company to attract and retain executives and Directors who will create value for Shareholders having consideration to the amount considered to be commensurate for a company of its size and level of activity as well as the relevant Directors' time, commitment and responsibility. The Board is also responsible for reviewing any employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed.

(h) Shareholder Communications

The Board strives to ensure that Shareholders are provided with sufficient information to assess the performance of the Company and its Directors and to make well-informed investment decisions. Information is communicated to Shareholders through:

- i. annual and half-yearly financial reports and quarterly reports;

- ii. annual and other general meetings convened for Shareholder review and approval of Board proposals;
- iii. continuous disclosure of material changes to ASIC where required and on the Company's website for open access to the public; and,
- iv. the Company maintains a website where all financial reports are published

The auditor is invited to attend the annual general meeting of Shareholders. The Chairman will permit Shareholders to ask questions about the conduct of the audit and the preparation and content of the audit report.

(i) Corporate Social Responsibility

HPG is committed to conducting our operations and activities in harmony with the environment and society, and wherever practicable to work in collaboration with communities and government institutions in decision-making and activities for effective, efficient and sustainable solutions.