



# CODE OF CONDUCT

**Hills Limited**

ABN 35 007 573 417

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## 1 Introduction

### 1.1 Purpose and application of this Code

This Code of Conduct (**Code**) has been adopted by the Board of Directors (**Board**) of Hills Limited (**Hills**) who are committed to high standards of corporate governance and behaviour.

This Code outlines those standards that govern the activities of Hills and applies to all directors, as well as all officers, employees, contractors, consultants, and associates of Hills (**Hills employees**).

This Code applies to Hills employees at any time when business is conducted at or away from the principal place of employment or engagement and in all Hills' workplaces. Hills is committed to complying with this Code and expects that all Hills employees comply fully with it. Hills employees should comply with both the spirit as well as the letter of all laws which govern the operations at Hills and the principles of this Code. Further, Hills employees should always use due care and diligence when fulfilling their role or representing Hills and should not engage in any conduct likely to bring discredit upon Hills.

The Chairman of the Audit, Risk and Compliance Committee (ARCC) may be contacted at [ARCCchair@hills.com.au](mailto:ARCCchair@hills.com.au).

### 1.2 Reasons for this Code

The objectives of this Code are to ensure that:

- high standards of corporate and individual behaviour are observed by all Hills employees in the context of their employment or engagement.
- Hills employees are aware of their responsibilities under their contract of employment or engagement and always act in an ethical and professional manner; and
- all persons dealing within Hills, whether Hills employees, shareholders, clients, customers, suppliers or competitors, can be guided by the stated values and practices of Hills.

This Code is also designed to assist with the practical implementation of Hills' stated values, which are available at <https://corporate.hills.com.au/about-us/>

### 1.3 Guiding principles

Hills has adopted guiding principles that are designed to assist Hills employees in their decision-making and conduct. The principles are we:

- respect and abide by the letter and spirit of the law at all times.
- conduct ourselves with integrity, are fair, competitive and honest at all times.
- use our assets responsibly for the optimum benefit of our shareholders.
- treat all stakeholders equitably and with respect and dignity.
- provide safe, challenging and rewarding places for our employees.
- honour agreements made with others who work with us and act in good faith.
- have proper concern for the environment and the wider community, acting accordingly.
- are responsible and accountable for our actions and their consequences; and
- will investigate complaints received from our stakeholders.

All principles apply – even if not specifically mentioned below.

## 2 How we deal with our stakeholders

Hills values honesty, integrity and equitable dealing. Hills employees are expected to:

- act always in good faith.
- act in a manner in the best interest of Hills.
- act in accordance with Hills' stated values.
- treat each other and all suppliers, competitors, clients, customers and other stakeholders fairly and with respect.
- provide timely, balanced, accessible and understandable information of material significance to its shareholders, regulators, other key stakeholders and the investing community generally.
- avoid any practices that are, or could be judged to be misleading, deceptive, or unfair.
- not accept or offer gifts of a kind that a reasonable person might think likely to influence a business decision (please refer the Hills Anti-Bribery and Corruption Policy).

## 3 How we work together

Hills is committed to ensuring a work environment that is safe and healthy for all and in which everyone is treated fairly and with respect:

- safety and health must never be compromised to meet commercial objectives.
- Hills employees are expected to be proactive in identifying and where appropriate preventing risks to health and safety.
- all accidents and incidents are to be reported in a timely and comprehensive manner.
- physical or verbal harassment or abuse in the workplace is not tolerated by Hills.

## 4 How we use information

Hills employees are expected to:

- treat all information acquired while they are with Hills as confidential, even after they leave Hills.
- take great care to ensure the integrity and security of all of Hills' confidential information which relates to the affairs of Hills and its employees, clients, customers, and suppliers.
- not access or request or make improper use of or transfer or disclose Hills' confidential information to anyone else (other than in the proper course of their duties) without written permission from Hills or as legally required.
- immediately return any confidential information which inadvertently comes into their possession; and
- respect the confidential information of another person or organisation and not disclose, use, or access confidential information of another person, company, business or organisation unless disclosure is authorised by that other entity or is legally required.

## 5 How we deal with conflicts of interest

Hills is committed to managing, and where required, avoiding conflicts of interest. Hills employees are expected to:

- not allow personal interests to conflict with the interests of Hills.
- obtain written permission before accepting a position in any other company, business or organisation as a director, agent, employee or consultant, whether paid or unpaid, which may, or may be seen to give rise to a conflict of interest.
- anticipate a danger of misuse of confidential information belonging to Hills or of another person, company, business or organisation and disclose any perceived, potential or actual conflict of interest or duty to their manager or the ARCC Chairman as soon as they become aware of it.
- avoid participating in decisions and activities which may conflict with their duties and responsibilities to Hills.
- not take part in any decision-making process of Hills relating to a conflict in which they are involved.

## 6 How we use the Company's assets

Hills employees are expected to:

- ensure that Hills' assets and property are used only for legitimate business purposes.
- not use Hills' assets for personal purposes, except in accordance with Hills' policy or approved arrangement (limited use of Hills property such as computers and telephones is permitted for private and non-income producing purposes provided it is used in an efficient and prudent manner).
- report any suspected or actual theft or fraud to their manager, the ARCC Chairman or any other person nominated by Hills.

## 7 How we care for the social and natural

In the conduct of its business, Hills:

- cares for the environment and the cultural heritage of the communities where we operate.
- provides advice to its customers on the responsible use of its products.
- is committed to developing and applying standards that minimise any adverse environmental or social impacts resulting from its operations, products, and services.

## 8 Trading in securities

All Hills employees should comply with Hills Securities Policy which ensures compliance with the law and minimises the scope for misunderstandings or suspicions regarding Hills employees trading in securities while in possession of non-public price sensitive information.

## 9 Safe working environment

All Hills employees are to treat other employees with respect and not engage in bullying, harassment or discrimination, and:

- take responsibility for safety by reporting any health or safety issues immediately.
- abide by the Hills health and safety policies (including any alcohol policies that apply) and follow safety instructions at all times.
- follow all lawful and reasonable instructions consistent with the Hills health and safety policies.
- not engage in the misuse of controlled substances or alcohol.
- not sell, manufacture, distribute, possess, use or be under the influence of illegal drugs.
- treat the Hills commitment to providing a safe and health work environment seriously, and have regard to accident prevention, working safely as a collective, and individual responsibility.
- protect their own health and safety and avoid adversely affecting the health and safety of others.

## 10 How we respond to a breach of the Code

This Code is designed to focus Hills employees on particular issues identified by Hills as central to the Company's integrity. The Company's values and principles apply to all decisions made on behalf of Hills – even if the issue is not specifically mentioned here.

Hills employees are expected to report to their manager:

- any suspected breach of this Code.
- any actual or suspected fraudulent or unethical behaviour.
- any breaches of Hills policy.

In exceptional circumstances, it may not be appropriate to report such matters to a manager. In these circumstances, the Hills employee may report the breach using the process set out in the Hills Whistleblower Protection Policy.

Hills will take any breach of this Code seriously and all material breaches will be reported to the ARCC and the Board. Matters raised will be investigated and Hills will take appropriate action in respect of any breach of this Code. This may result in disciplinary action and, in some cases, termination of employment or legal action.

## 11 Further information and updates

If Hills employees need further information, the Chief Financial Officer can assist regarding this Code if required. The ARCC will:

- monitor and ensure compliance with this Code, including conducting regular reviews of operations and general compliance.
- review this Code periodically to ensure that it is operating effectively and recommend to the Board any changes considered appropriate.

This Code may be amended by resolution of the Board.

### 12 Published

A copy of this Policy is available on the Hills Portal and Hills Corporate website at <http://corporate.hills.com.au/about-us/governance>.

### 13 Document control and approval

<b>Policy Name</b>	Code of Conduct
<b>Policy Manager</b>	Company Secretary
<b>Policy Department</b>	Corporate Services
<b>Contact</b>	Email: <a href="mailto:secretary@hills.com.au">secretary@hills.com.au</a>
<b>Approval Authority</b>	Board of Directors
<b>Release Date</b>	11 October 2022
<b>Review Date</b>	September 2023
<b>Distribution Level</b>	All officers, employees and agents of Hills Group