



HYPERION FLAGSHIP INVESTMENTS LIMITED

BOARD CHARTER

1. Overall Purpose / Objectives

Hyperion Flagship Investments Limited is an investment company listed on the Australian Stock Exchange.

The duties of Directors are generally viewed as:

- 1.1. Acting in good faith in the best interests of the company and its stakeholders.
- 1.2. Acting with care and diligence
- 1.3. Avoiding a conflict in the position of a director and/or any interest that a director may have; and
- 1.4. Complying with requirement that prohibit the misuse of information obtained by directors.

2. Organisation

Membership

- 2.1. The Board will comprise at least three members, of which 2 will be non-executive directors
- 2.2. Establish criteria for membership of the Board and review the composition and performance of the Board periodically
- 2.3. The Chairman of the Board will be a non-executive director and will be nominated by the board from time to time
- 2.4. Members will be appointed for a maximum 3 year term of office
- 2.5. A quorum for any meeting will be 3 members

Attendance at Meetings

- 2.6. The Board may invite such other persons (eg the Auditor, head of compliance) to its meetings, as it deems necessary
- 2.7. Meetings shall be held not less than 4 times a year. Special meetings may be convened as required.
- 2.8. The proceedings of all meetings will be minuted.

3. Roles and Responsibilities

The Board will:

Strategic direction

- 3.1. Formulate and documented a clear mission statement.
- 3.2. Set the goals for the company
- 3.3. Review at reasonable intervals the Company's progress towards attaining its goals.

Financial Health

- 3.4. Monitor the profitability of the Company and the soundness of the Company's balance sheet to ensure that the company is solvent.
- 3.5. Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the company.
- 3.6. Review any legal matters, which could significantly impact the Company.

Risk Management

- 3.7. Gain an understanding of the current and potential areas of financial risk , the potential consequence if occurred and how management is managing these effectively after considering
- 3.8. Review the performance of the Managing Director and the Investment Manager.

Reporting Responsibilities

- 3.9. Regularly communicate with all the Company's stakeholders on the performance of the Company against their strategic objectives.
- 3.10. Ensure the board is aware of and receives reports on any matter, which may impact the financial condition or affairs of the business or on its stakeholders.
- 3.11. Review the interim and annual financial statements and determine whether they are complete and consistent with the information known to Directors; assess whether the financial statements reflect appropriate accounting principles



3.12. Review the annual report before its release and consider whether the information is understandable and consistent with Director's knowledge about the company and its operations.

Relationship with executives

3.13. Determine the remuneration package of the Directors, including performance incentives, if any.

3.14. Review the performance of the Managing Director.

4. Other Responsibilities

4.1. Review and update the Charter.