

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Perenti Limited

ABN/ARBN

95 009 211 474

Financial year ended:

30 June 2023

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: <https://perentigroup.com/investors/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 21 August 2023 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 21 August 2023

Name of authorised officer authorising lodgement: Rajiv Ratneser

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://perentigroup.com/investors/corporate-governance/ (see Board Charter)	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/> Disclosed in our Corporate Governance Statement, section 1.8.	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/> Disclosed in our Corporate Governance Statement, sections 1.8 and 1.10.	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/> Disclosed in our Corporate Governance Statement, section 1.7.	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://perentigroup.com/investors/corporate-governance/ (See Inclusion and Diversity Policy)</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period in our Corporate Governance Statement, section 9.1.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement, section 9.1 OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement, section 1.10(a).</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement, section 1.10(a).</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement, section 1.10(b).</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement, section 1.10(b).</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/></p> <p>The entity complies with paragraph (a) and we have disclosed a copy of the Nomination Committee Charter at: https://perentigroup.com/investors/corporate-governance/ (See Nomination Committee Charter)</p> <p>and the information referred to in paragraphs (4) and (5) in the Director's Report in the Company's 2023 Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix in our Corporate Governance Statement, section 2.2.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement, sections 1.1 and 2.3.</p> <p>and, where applicable, the information referred to in paragraph (b) in our Corporate Governance Statement, section 2.3.</p> <p>and the length of service of each director in our Corporate Governance Statement, section 1.1.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
2.4	<p>A majority of the board of a listed entity should be independent directors.</p>	<p><input checked="" type="checkbox"/> and we have disclosed this information in our Corporate Governance Statement, sections 1.1 and 2.3.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.5	<p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p><input checked="" type="checkbox"/> and we have disclosed this information in our Corporate Governance Statement, sections 2.1 and 2.3.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.6	<p>A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p><input checked="" type="checkbox"/> and we have disclosed this information in our Corporate Governance Statement, sections 2.4 and 2.5.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values/principles at: https://perentigroup.com/who-we-are/our-purpose/ and we have disclosed our values/principles in our Corporate Governance Statement, page 4 and section 3.1.	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://perentigroup.com/investors/corporate-governance/ (See Code of Conduct Policy and Code of Conduct Booklet) and we have disclosed the information referred to in paragraph (b) in our Corporate Governance Statement, section 3.1.	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://perentigroup.com/investors/corporate-governance/ (See Speak-Up Policy and Speak-Up Standards) and we have disclosed the information referred to in paragraph (b) in our Corporate Governance Statement, section 3.2.	<input type="checkbox"/> set out in our Corporate Governance Statement

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3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://perentigroup.com/investors/corporate-governance/ (See Anti-Bribery and Anti-Corruption Policy and Anti-Bribery and Anti-Corruption Standard)</p> <p>and we have disclosed the information referred to in paragraph (b) in our Corporate Governance Statement, section 3.3.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p>The entity complies with paragraph (a) and we have disclosed a copy of the Audit and Risk Committee Charter at: https://perentigroup.com/investors/corporate-governance/ (See Audit and Risk Committee Charter)</p> <p>and the information referred to in paragraphs (2) and (4) in our Corporate Governance Statement, sections 1.4, 2.2 and 2.3 and paragraph (5) in the Directors' Report in the Company's 2023 Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p> <p>and the information is disclosed in our Corporate Governance Statement, section 4.2.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	<input checked="" type="checkbox"/> and the information is disclosed in our Corporate Governance Statement, section 4.4.	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://perentigroup.com/investors/corporate-governance/ (See Market Disclosure and Communications Policy)	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/> and the information is disclosed in our Corporate Governance Statement, section 5.1.	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/> and the information is disclosed in our Corporate Governance Statement, sections 5.1 and 6.1.	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://perentigroup.com/investors/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/> and the information is disclosed in our Corporate Governance Statement, section 6.1.	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement, sections 6.1 and 6.3.	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/> and the information is disclosed in our Corporate Governance Statement, section 6.3.	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/> and the information is disclosed in our Corporate Governance Statement, section 6.2.	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<input checked="" type="checkbox"/> <p>The entity complies with paragraph (a) and we have disclosed a copy of the Audit and Risk Committee Charter at: https://perentigroup.com/investors/corporate-governance/ (See Audit and Risk Committee Charter)</p> <p>and the information referred to in paragraphs (4) and (5) in section 1.4 of the Corporate Governance Statement and in the Directors' Report in the Company's 2023 Annual Report.</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	<input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement, section 7.3.	<input type="checkbox"/> set out in our Corporate Governance Statement
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	<input checked="" type="checkbox"/> The entity complies with paragraph (a) and we have disclosed how our internal audit function is structured and what role it performs in our Corporate Governance Statement, section 7.5.	<input type="checkbox"/> set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement, section 7.6 and the Sustainability Report and Business Risks section of the Company's 2023 Annual Report and, if we do, how we manage or intend to manage those risks in our Corporate Governance Statement, section 7 and in the Sustainability Report and the Business Risks section of the Company's 2023 Annual Report.	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> The entity complies with paragraph (a) and we have disclosed a copy of the People and Remuneration Committee Charter at: https://perentigroup.com/investors/corporate-governance/ (See People and Remuneration Committee Charter)</p> <p>and the information referred to in subparagraphs (a)(4) and (a)(5) in section 1.4 of our Corporate Governance Statement and in the Directors' Report in the Company's 2023 Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in the Remuneration Report in the Company's 2023 Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it in our Corporate Governance Statement, section 8.2 and on the Company's website at: https://perentigroup.com/investors/corporate-governance/ (See Securities Trading Policy)</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>



Creating enduring
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OVERVIEW

This Corporate Governance Statement 2023 (**Statement**), outlines the current corporate governance framework and practices of Perenti Limited ABN 95 009 211 474 (the **Company**), together with its subsidiaries (the **Group**), by reference to the Corporate Governance Principles and Recommendations 4th Edition of the ASX Corporate Governance Council (**ASX Recommendations**).

This Statement can be found at <https://perentigroup.com/investors/corporate-governance/>

This Statement is current as at 21 August 2023 and has been approved by the Board.

This Statement should be read in conjunction with the Company's 2023 Annual Report (**Annual Report**). Further information about the Company's corporate governance practices and copies of key governance documents referred to in this Statement are available on the Company's website at: perentigroup.com

OUR GOVERNANCE FRAMEWORK

The Board of the Company (**Board**) is committed to implementing and maintaining the highest standards of corporate governance and business conduct, fostering a culture of compliance which values integrity, ethical behaviour, accountability, transparency and respect for others. We believe that this is essential for the long-term performance and sustainability of the business, and to protect and enhance the interests of all stakeholders.

The Perenti Governance Framework (PGF) plays a critical role in helping the business deliver on its strategy and objectives. It provides the structure through which business objectives are set, performance is monitored, and risks are managed.

It includes a framework for decision making across the business and provides guidance on the standards of behaviour expected of our people.

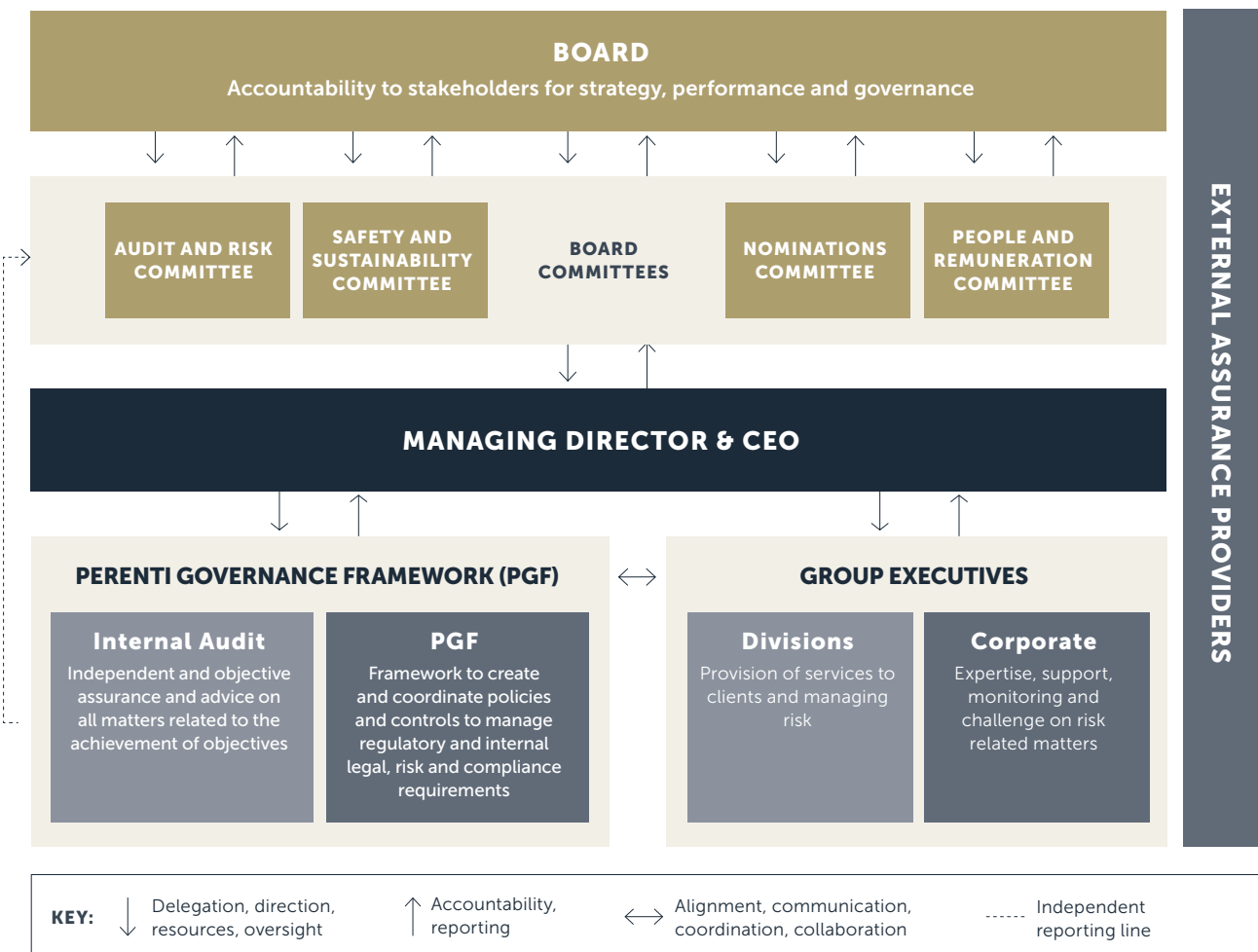
The Board regularly reviews the PGF and Group Policies to ensure they comply with current and emerging legislation and consistently reflects best practice and stakeholder expectations.

During the reporting period, the Company has continued to build on its strong foundation of governance to continually improve on its approach to governance. The Company has allocated additional resources to strengthen the Governance and Assurance function in order to support the needs of the businesses within the Group.

During the reporting period, the Company also developed and implemented the Health, Safety and Wellbeing Policy, the Environmental Policy, the Capital Management Policy, the Sustainability Policy, the Climate Change Position Statement, an Indigenous Peoples Position Statement, and its FY22 Modern Slavery Statement as well as in excess of 20 Group Standards. These Standards define the Group-wide minimum mandatory requirements for high-risk and business critical activities. These include financial and non-financial controls, decision-making authorities that operate together with the Delegation of Authority

The key aspects of the Company's governance framework and main governance practices for the year ended 30 June 2023 are outlined in this 2023 Corporate Governance Statement.

ORGANISATIONAL STRUCTURE AND LINES OF RESPONSIBILITY AND ACCOUNTABILITY



Our governance framework

BOARD

Responsible for overseeing the performance and operations of the Company

Robert Cole Independent, Non-Executive Chair	Mark Norwell Managing Director and Chief Executive Officer	Mark Hine Independent, Non-executive director	Alexandra Atkins Independent, Non-executive director	Andrea Hall Independent, Non-executive director	Timothy Longstaff Independent, Non-executive director	Craig Laslett Independent, Non-executive director
--	---	---	--	---	---	---

BOARD COMMITTEES

Assist the Board to discharge its responsibilities:

Audit and Risk **People and Remuneration**

Safety and Sustainability Committee **Nomination Committee**

GROUP EXECUTIVE

Manages the day-to-day operation of the Company under the leadership of the Managing Director & CEO and within the framework set and approved by the Board.

Below is the list of the Company's core governance framework documents. These documents are located on the Company's website.

Charters

Board Charter	Audit and Risk Committee Charter	People and Remuneration Committee Charter	Safety and Sustainability Committee Charter	Nomination Committee Charter
---------------	-------------------------------------	---	---	---------------------------------

Corporate Governance Policies

Market Disclosure and Communication Policy	Anti-Bribery and Anti- Corruption Policy and Standard	Securities Trading Policy	Code of Conduct Policy and Booklet
Sustainability Policy	Risk Management Policy	Inclusion and Diversity Policy	Speak-Up Policy and Speak-Up Standards
Health, Safety and Wellbeing Policy	Quality Policy	Human Rights Policy	Eliminating Sexual Harassment Position Statement
Capital Management Policy	Climate Change Position Statement	Modern Slavery Statement	Sustainability Policy
Indigenous Peoples Position Statement	Environmental Policy		

OUR PRINCIPLES

The Board considers lawful, ethical and responsible business practices are essential to achieving sustainable long-term performance and creating shareholder value. The Company conducts business with integrity, honesty and transparency, and endeavours to contribute positively to the regions and communities in which it operates.

The Company has developed a culture that will support us achieving our purpose and realising our aspiration to become indispensable to our clients. We have a clear aspiration for our future, a strong purpose for our business, and a set of principles that guide our everyday work. The Company's principles enable us to focus on what is important, balance our priorities and ensure that we are aligned on how we deliver on our purpose.

Applying these principles to everything we do defines our behaviour and drives our ambition to create enduring value and certainty for all stakeholders.

NO SHORTCUTS	NEVER WASTEFUL	WALK IN THEIR SHOES	SMARTER TOGETHER	ENABLE TOMORROW
<p>We never compromise our standards. We strive for the best in everything we do and continue to raise the bar in safety, performance and transparency every day.</p> 	<p>We make every moment count. We operate as efficiently as possible. We plan effectively, make full use of our assets and always spend our money wisely.</p> 	<p>To win new clients, keep existing clients and to ensure everyone benefits, we have to really know them – not just who they are and what they're asking for, but what really matters to them.</p> 	<p>None of us is as smart as all of us. By valuing our diversity, working together, sharing knowledge and supporting each other, we're capable of exceptional things.</p> 	<p>We actively embrace change, enabling new technologies and smarter ways of working, so the mine of tomorrow is safer, more productive and more reliable than ever before.</p> 

1. Lay solid foundations for management and oversight

1.1 THE BOARD OF DIRECTORS



ROBERT COLE
CHAIR



MARK NORWELL
MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER



MARK HINE
NON-EXECUTIVE DIRECTOR



ALEXANDRA ATKINS
NON-EXECUTIVE DIRECTOR



ANDREA HALL
NON-EXECUTIVE DIRECTOR



TIMOTHY LONGSTAFF
NON-EXECUTIVE DIRECTOR



CRAIG LASLETT
NON-EXECUTIVE DIRECTOR

1. Lay solid foundations for management and oversight

The names of the current Directors as at the date of this Statement, together with details of their term in office, independence status and Board committee membership are set out in the table below. The details are current at 21 August 2023.

Name	Role	Independent	Term in Office	Board	Audit and Risk Committee	People and Remuneration Committee	Safety and Sustainability Committee	Nomination Committee
Robert Cole	Chair, Non-Executive Director	Yes	5 years 1 month	●	●	●	● ²	●
Mark Norwell	Managing Director & CEO	No	4 years 11 months	●				
Mark Hine	Non-executive director	Yes	8 years 6 months	●		●	●	●
Alexandra Atkins	Non-executive director	Yes	5 years 1 month	●		● ¹	●	●
Andrea Hall	Non-executive director	Yes	3 years 8 months	●	●	●		●
Timothy Longstaff	Non-executive director	Yes	2 years	●	●		●	●
Craig Laslett	Non-executive director	Yes	1 year 6 months	●			● ³	●

● Chair ● Member

¹ Alexandra Atkins was appointed as a member of the People and Remuneration Committee with effect from 31 October 2022

² Robert Cole was a member of the Safety and Sustainability Committee until 01 January 2023

³ Craig Laslett was appointed as a member of the Safety and Sustainability Committee with effect from 01 January 2023

Detailed biographies of the Directors and their attendance at Board and Committee meetings during the reporting period are included in the Directors' Report in the Annual Report.

1.2 THE BOARD CHARTER

The Board Charter sets out the roles and responsibilities of the Board, describes those matters expressly reserved for the Board, and those matters delegated to Management.

The current Board Charter is available on the Company's website.

1.3 THE ROLES AND RESPONSIBILITIES OF THE BOARD

The Board is responsible for the overall strategy, governance and performance of the Company.

The role of the Board is to provide strategic guidance and leadership to the Company, to guide and monitor the management, business and affairs of the Company and to promote a culture which supports its principles.

The Board strives to deliver sustainable value to its shareholders, while taking into account the interests of other stakeholders. The Board recognises its responsibility to act honestly, fairly, diligently and in accordance with the law and to instill these values throughout the organisation.

The Board is also responsible for monitoring Management's progress in implementing the Company's strategy and promoting a culture which supports its principles. The Board meets regularly to review the Company's performance and progress against its strategy.

1. Lay solid foundations for management and oversight

1.4 BOARD COMMITTEES

The Board has established four standing Committees to assist in the discharge of its responsibilities:

- Audit and Risk Committee
- People and Remuneration Committee
- Safety and Sustainability Committee
- Nomination Committee.

As and when required, the Board establishes special purpose sub-committees to give detailed consideration to specific matters or projects.

Board Committees report to and make recommendations to the Board. The Chair of each Committee reports to the Board after each meeting.

All Non-executive directors have a standing invitation to attend Committee meetings with the consent of the relevant Committee Chair. Papers prepared for the Committees are made available to all Directors.

The Board regularly reviews and approves the Committee Charters, the Committee Chair and membership.

Details of the number of Committee meetings held during the reporting period and attendance by Directors are set out in the Directors' Report in the Annual Report.

Each Committee has a Charter setting out its role and responsibilities, objectives, composition, structure, membership requirements and the manner in which the Committee is to operate. The current Charters are available on the Company's website.

An overview of the members, current composition and key responsibilities of each Board Committee is set out below.

Members	Current Composition	Key responsibilities
AUDIT AND RISK COMMITTEE		
Andrea Hall (Chair) Robert Cole Timothy Longstaff	Three members. Only Non-executive directors, the majority of which are independent Directors. An independent Chair, who is not Chair of the Board. At least one member, who has accounting and financial expertise.	<p>The responsibilities of the Committee are to monitor and review and, where appropriate, make recommendations to the Board in line with its Charter. These responsibilities include key activities on the following matters:</p> <ul style="list-style-type: none"> • Relevant changes in legislation and corporate governance in relation to financial and risk reporting • Material accounting policies and practices and the adequacy of the Company's financial controls • Adequacy of and compliance with the Company's risk management framework and policy and the material and emerging business risks • Procedures for the appointment, dismissal and rotation of external auditor, independence and performance of the external auditor, external audit reports and annual audit plan and work program • Performance of internal audit function, the internal audit plan and work program and internal audit reports and recommendations • The Company's tax risk governance framework and tax reporting • Assessment of processes to ensure compliance with legal and regulatory requirements • Reviewing the half and full year financial statements and the integrity of periodic corporate reports released to the market • Any material reports received through Speak Up or breaches of the Company's Anti-Bribery and Corruption Policy. <p>Further details about the responsibilities of the Audit and Risk Committee are outlined in sections 4.1 and 7.2.</p>

1. Lay solid foundations for management and oversight

PEOPLE AND REMUNERATION COMMITTEE

Mark Hine (Chair)	Three Members.	<p>The responsibilities of the Committee are to monitor and review and, where appropriate, make recommendations to the Board in line with its Charter. These responsibilities include key activities on the following matters:</p> <ul style="list-style-type: none"> • The Company's inclusion and diversity strategy and policy • The Company's remuneration framework, policies and practices • Chair, Non-executive director, Managing Director & CEO, and Group Executive remuneration • Executive and senior leadership talent development • Managing Director & CEO, and Group Executive succession planning • Organisational culture • Breaches of the Code of Conduct • The Company's incentive plans <p>Further details about the responsibilities of the People and Remuneration Committee are outlined in sections 8.1 and 9.</p>
Andrea Hall	Only Non-executive directors, all of whom are independent.	
Robert Cole		
Alexandra Atkins ¹	At least two members, who have an understanding of Executive remuneration and of the associated regulatory framework.	
	An independent Chair.	

SAFETY AND SUSTAINABILITY COMMITTEE

Timothy Longstaff (Chair)	Four Members.	<p>The responsibilities of the Committee are to monitor and review and, where appropriate, make recommendations to the Board in line with its Charter. These responsibilities include key activities on the following matters:</p> <ul style="list-style-type: none"> • Sustainability policies and strategies • Sustainability risk management • Compliance with legal and regulatory obligations relating to sustainability • The Company's performance in relation to sustainability matters and commitment • Safety and safety investigations, including psychosocial safety • Relevant changes in legislation, corporate governance, standards or expectations in relation to sustainability • The Company's sustainability reporting
Alexandra Atkins	Only Non-executive directors, all of whom are independent.	
Mark Hine		
Craig Laslett ²	An independent Chair who is not the Chair of the Board.	

NOMINATION COMMITTEE

Robert Cole (Chair)	Six Members.	<p>The responsibilities of the Committee are to review and make recommendations to the Board in line with its Charter. These responsibilities include key activities:</p> <ul style="list-style-type: none"> • Criteria for appointment of new directors • The composition of the Board and Committees • Director induction program • Board performance evaluation • Board skills matrix • Board succession planning • Director professional development program • Director independence and associated disclosures
All Non-executive directors	Only Non-executive directors, all of whom are independent.	
	An independent Chair.	

1 Alexandra Atkins was appointed as member of the People and Remuneration Committee with effect from 31 October 2022

2 Craig Laslett was appointed as a member of the Safety and Sustainability Committee with effect from 01 January 2023. Prior to this, Robert Cole was a member of the Safety and Sustainability Committee.

1. Lay solid foundations for management and oversight

1.5 ROLE OF THE CHAIR

The Directors have elected Robert Cole as Chair of the Board. The Chair is independent and a Non-executive director. The role of the Chair includes leading the Board and facilitating and encouraging constructive discussion, representing the Board to shareholders, communicating the Board's position and undertaking performance evaluations of the Board, its committees and individual Directors.

Robert Cole's qualifications and experience are set out in the Directors' Report in the Annual Report. Further details on the role of the Chair are set out in the Board Charter.

1.6 ROLES AND RESPONSIBILITIES OF THE GROUP MANAGING DIRECTOR & CEO, AND GROUP EXECUTIVE

The Board delegates management of the Company's affairs and implementation of the corporate strategy and policy initiatives to the Company's Executive management team (Group Executive Committee) under the leadership of the Managing Director & CEO.

Mark Norwell commenced in the role as Managing Director & CEO of the Company on 17 September 2018.

The Managing Director & CEO is responsible for the day-to-day management of the Company. The Managing Director & CEO is supported in this function by delegating authority to the appropriate members of the Group Executive Committee for specific activities and transactions. This authority is governed by a formal delegation of authority that is approved by the Board and which is reviewed as required.

The Managing Director & CEO, and Group Executive Committee are responsible for providing the Board and Board Committees with accurate, timely and clear information on the Company's operations. This includes information on the Company's compliance with material legal and regulatory requirements and any conduct which is materially inconsistent with Company's principles or Code of Conduct.

Management's discharge of its responsibilities is monitored through regular Board reporting by the Managing Director & CEO and performance evaluations of the Managing Director & CEO, and Group Executive Committee (see section 1.10 below).

1.7 THE ROLE OF COMPANY SECRETARY

The Board is responsible for the appointment of the Company Secretary. The Company Secretary is directly accountable to the Board through the Chair on all matters regarding the proper functioning of the Board.

Raj Ratneser and Justine Passaportis are joint Company Secretaries of the Company.

The qualifications and experience of the Company Secretaries are set out in the Directors' Report in the Annual Report.

1.8 DIRECTOR NOMINATION AND APPOINTMENT

The Nomination Committee assists the Board in fulfilling its oversight responsibilities in relation to the Board's composition, performance, professional development, and succession planning. Further information on the key responsibilities of the Nomination Committee is set out in the Nomination Committee Charter.

The Nomination Committee regularly reviews the skills represented by the Directors and considers whether the composition of the Board meets the necessary and desirable competencies of Directors (by reference to the Board Skills Matrix). The Nomination Committee ensures that the Board succession plans remain appropriate for the Company's strategy and to maintain an appropriate mix of skills, experience, expertise and diversity on the Board.

The Nomination Committee also considers and reviews the process for nomination and selection of new Directors and the process of evaluating the performance of the Board, its committees, individual Directors, and the Group Executives.

Before the Board appoints a new Director or puts forward a candidate for election, the Board ensures that the Company undertakes appropriate checks which include but are not limited to, reviewing the person's character, experience, education, criminal record and bankruptcy history. Interviews with the potential candidates are conducted by existing Directors to ensure the appropriate fit for the strategic direction of the Company. Appropriate discussions with third parties may also be undertaken.

Any Director who has been appointed during the year must stand for election at the Company's next Annual General Meeting (**AGM**). Shareholders are provided with all material information in the Company's possession relevant to their decision as to whether to elect a new Director.

Upon appointment, each Director receives a letter of appointment which sets out the formal terms of their appointment. Directors also receive a deed of indemnity, insurance and access. Director remuneration details are included in the Remuneration Report in the Annual Report.

1. Lay solid foundations for management and oversight

1.9 DIRECTOR RETIREMENT AND RE-ELECTION

The Company's Constitution provides that there must be an election of Directors at each AGM and that no Director (except the Managing Director) may hold office beyond the third AGM following their last re-election. Directors retiring at the AGM due to the tenure limitation may stand for re-election. The Company's Constitution also provides that any person appointed as a Director to fill a casual vacancy or as an additional Director holds office only until the conclusion of the next AGM and is eligible for re-election at that meeting.

Directors' biographical details, including their relevant qualifications, experience and skills, are detailed on the Company's website and in the Annual Report.

The Board's recommendation in respect of the re-election of an existing Director is not automatic and is contingent on their past performance, contribution to the Company, and the current and future needs of the Board and the Company. Shareholders are provided with all material information in the Company's possession relevant to their decision as to whether to elect or re-elect a new or existing Director.

Robert Cole and Timothy Longstaff will retire and stand for re-election at the 2023 AGM.

As announced to the ASX on 26 June 2023, the Company proposes to acquire 100% of the shares in DDH1 Limited (DDH1) by way of a scheme of arrangement transaction (Scheme), subject to satisfaction of all conditions precedent to the Scheme. Following implementation of the Scheme, Diane Smith-Gander AO (current chair of DDH1) and Andrea Sutton (current non-executive director of DDH1) will join the Board. As the exact date of implementation of the Scheme is not yet known, it is proposed that they be appointed as Directors as soon as practicable after the 2023 AGM, once implementation of the Scheme has occurred. It is proposed that both candidates will therefore stand for re-election at the 2024 AGM.

If the Scheme is implemented, Mark Hine (who has served as a Director for 9 years) will take the opportunity to retire from the Board.

1.10 PERFORMANCE REVIEWS

(a) Board Performance

The performance of the Board, its Committees, and individual Directors is reviewed throughout the year.

The Chair evaluates the Board, Board Committees, and individual Non-executive directors. The remainder of the Board evaluates the Chair.

During the reporting period, the Board engaged a third party to conduct a Board performance evaluation via an online self-assessment process. The review evaluated the performance of the Board as a whole, the Chair and the individual Directors and included feedback from the Managing Director & CEO, and the Group Executive Committee. The results of the performance evaluation are used to drive improvement in the Board's performance.

As part of the performance evaluation, the Chair considers whether there is a need for existing Directors to undertake any professional development.

The Chair also holds regular confidential discussions with the Directors and Managing Director & CEO throughout the year to obtain feedback on the operation and quality of decision making of the Board.

(b) Managing Director & CEO, and Group Executive Performance

The Managing Director & CEO, and the Group Executive Committees have written agreements with the Company setting out their employment terms, including remuneration and performance requirements. The Board is responsible for monitoring Management's performance and implementation of the Company's strategy.

The Board conducts a performance review of the Managing Director & CEO each year.

The Managing Director & CEO conducts annual performance reviews of the Group Executives to evaluate their performance against relevant performance measures and reports to the Board on the outcome of this review. The process for evaluating the Group Executive Committee's performance and remuneration is set out in the Remuneration Report in the Annual Report.

Performance evaluations of each member of the Group Executive Committee's performance took place during the reporting period in accordance with the process disclosed in the Remuneration Report.

2. Structuring the Board to be effective and add value

2.1 BOARD COMPOSITION

The composition of the Board is designed to include Directors that bring complementary skills and experience to ensure sustained delivery of value to shareholders in a manner that is consistent with the Company's principles, supports Management and the business, and protects the interests of shareholders.

The Company's Constitution provides that the Board should comprise of between three and eight Directors.

The Board Charter provides that the majority of the Board should be independent Non-executive directors.

The Board currently comprises seven Directors, six of whom are Non-executive directors.

The Directors have elected Robert Cole as the Chair. The Chair is an independent Non-executive director, as required by the Board Charter. Details of the current Directors are set out in section 1.1 above.

2.2 DIRECTOR SKILLS AND EXPERIENCE

The Company is committed to ensuring that the composition of the Board continues to include Directors who bring an appropriate mix of skill, experience and expertise to Board decision-making. The Board also aims to retain a balance between long-serving Directors with experience and knowledge of the Company's business and history, and new Directors who bring an external perspective and different insights.

The Directors have a broad and diverse range of experience and skills across a number of business areas.

The following Board Skills Matrix describes the proportion of Directors on the Board with particular areas of competence, skills and experience. The Board Skills Matrix recognises direct, practiced experience or a high level of knowledge or awareness in the area of competence. The Board Skills Matrix is current as of 21 August 2023.

To the extent that any skills are not directly represented on the Board, they are realised through Management and external advisors.

The Board Skills Matrix is considered by the Board to guide its assessment of the skills and experience of new and existing Directors and to identify any gaps in the collective expertise of the Board for the purpose of Board succession planning.

2. Structuring the Board to be effective and add value

BOARD SKILLS MATRIX

- Expert – Deep knowledge / formal qualification / highly competent or experience over many years
- Moderate – Moderate skills / experience, knowledgeable but not highly skilled
- Aware – Some knowledge and can follow a discussion

Skills/Competency

Leadership Experience in a senior management position in a listed company, large or complex organisation or government body	
Strategy Experience in corporate planning, including identifying and analysing strategic opportunities, developing and implementing strategic objectives and monitoring performance against strategic objectives	
Industry specific experience Mining industry operating experience, with either mine owners, contract mining or mining services, including operational technology	
Capital management Experience in capital markets and debt financing	
Legal and regulatory compliance Experience in the management and oversight of compliance with legal and regulatory requirements	
Corporate governance Experience in, and commitment to, the highest standards of corporate governance, including experience as a director or senior Executive in a listed company, large organisation or government body	
Financial acumen Understanding of financial statements and reporting, key drivers of financial performance, corporate finance and internal financial controls	
Health, safety and environment Experience in workplace health and safety including controlling risks and impacts	
People and culture Experience in overseeing workplace culture, people management, development and succession planning, remuneration frameworks and promoting diversity and inclusion	
Digital, data and technology Experience and expertise in digital technologies and other innovations	
Risk management Experience in identification, monitoring and management of material risks and understanding, implementation and oversight of risk management frameworks and controls	
ESG Understanding and experience in ESG best practices to manage the impact of business operations on the environment and community and the potential impact of climate change and other ESG related risks on business operations	
International experience Experience in relevant international markets in which the Company operates or intends to operate pursuant to its strategy	

1 2 3 4 5 6 7

No. of Directors as at 22 August 2023

2. Structuring the Board to be effective and add value

2.3 DIRECTOR INDEPENDENCE

The Company recognises that having a majority of independent Directors helps to ensure that the decisions of the Board reflect the best interests of Company and its shareholders generally and that those decisions are not biased towards the interests of Management or any other group.

The Board Charter requires a majority of the Directors to be independent.

The Nomination Committee and Board regularly review the independence of each Non-executive director and completed an independence assessment for FY23 in accordance with the ASX Recommendations and Principles.

In determining whether a Director is independent, the Board considers whether the Director is free of interests that could (or could be perceived to) materially interfere with the independent exercise of that Director's judgement and their capacity to act in the best interests of the Company and its shareholders generally.

The Board takes a qualitative approach to assessing materiality and independence on a case-by-case basis by reference to each Director's individual circumstances rather than applying strict quantitative thresholds.

The Managing Director and Chief Executive Officer, Mark Norwell, is not independent as he is an Executive of the Company.

The Board considers the following Non-executive directors to be independent:

- Robert Cole
- Mark Hine
- Alexandra Atkins
- Andrea Hall
- Timothy Longstaff
- Craig Laslett

The tenure of each Director is set out in section 1.1 of this Statement. As at the date of this Statement, all Directors have served on the Board for less than 10 years.

2.4 INDUCTION OF NEW DIRECTORS

As part of the induction program covering the Company's financial position, strategies, operations and risk management policies, each new Director is provided with an induction pack and meets with the Board Chair, the Managing Director & CEO, Group Executives and other senior managers to gain valuable insights into relevant operational and corporate matters.

2.5 CONTINUING DEVELOPMENT OF DIRECTORS: ACCESS TO INFORMATION, TRAINING AND ADVICE

All Directors are expected to maintain the knowledge and skills required to discharge their obligations to the Company.

Both the Board and the Nomination Committee have oversight of the Directors professional development program. On an ongoing basis, Directors are provided with papers, presentations, external courses or education sessions and briefings on matters which may affect the business, strategy, risks or operations of the Company, gaps identified in the Board skills matrix, topical corporate governance issues.

Directors have access to all Board Committee papers and are invited to attend all Committee meetings regardless of whether they currently serve on that Committee. Directors are also entitled to request any other information they consider necessary to make informed decisions and have access to the Company Secretary.

As part of the review of the Board's performance identified in section 1.10, the Board reviews the need for any Directors to undertake professional development to maintain the skills and knowledge needed to perform their role effectively.

Any professional development needs identified during this process are addressed during the following period. Relevant training and professional development is available to Directors at the Company's expense, where applicable.

Directors are also entitled to seek independent professional advice at the Company's expense, subject to the prior written consent of the Chair.

2.6 CONFLICTS OF INTEREST

Directors are required to disclose all interests that may conflict with their duties. The Board has also adopted a Conflicts of Interest Protocol which is set out within the Board Charter.

Pursuant to this protocol, a Director may, at any time, declare a conflict of interest in relation to a matter by notification to the Company Secretary in writing.

The Board reviews the current Register of Interests at each Board meeting.

If a Director has a material personal interest in a matter being considered by the Board, they must not be present for the consideration of that matter or vote on the matter and will not receive any information which relates to that matter.

2.7 ATTENDANCE AT MEETINGS

Details of Director attendance at meetings in the 12 months up to 30 June 2023 is set out in the Directors Report in the Annual Report.

3. Instil a culture of acting lawfully, ethically and responsibly

The Company is committed to conducting its business with integrity and in an open and accountable manner. The Board believes that lawful, ethical and responsible business practices are essential to achieving sustainable long-term performance and creating shareholder value.

The Board recognises its role in setting the ethical tone and standards of the Company and its responsibility in monitoring and developing a corporate culture which accords with its principles.

The following sections set out the policies that the Company has had in place, or implemented, during the reporting period to promote ethical and responsible business practices in the organisation. Each of these policies are available on the Company's website.

3.1 PRINCIPLES AND CODE OF CONDUCT

The Company's principles of:

- No shortcuts;
- Never wasteful;
- Walk in their shoes;
- Smarter together; and
- Enable tomorrow,

are articulated and disclosed widely throughout the Company, including on the Company's website and in the Annual Report.

The Company has a Director Code of Conduct and a Company Code of Conduct.

The Director Code of Conduct, which is set out in the Board Charter, sets out standards of behaviour of Directors required to promote responsible decision making and ethical behaviour which aligns with the Company's principles. The current Board Charter is available on the Company's website.

The Company's Code of Conduct (comprising a Code of Conduct Policy and Code of Conduct Booklet) describes how Directors and employees should conduct themselves to work together to fulfil the Company's purpose through the application of the Company's principles and sets out the expected behaviours of Directors, employees, contractors, consultants and suppliers and agents. The Code of Conduct embodies the Company's commitment to good corporate governance and responsible business practice.

The Company's Code of Conduct is available on the Company's website and internal document management system. The Company has a mandatory learning module on the Code of Conduct which is required to be completed by all employees during their induction, and subsequently by completing refresher modules.

Any material breaches of the Code of Conduct are reported to the Board and People and Remuneration Committee.

3.2 SPEAK-UP POLICY

The Company has established a Speak-Up Policy. The Speak-Up Policy encourages anyone to report any concerns about actual or suspected wrongdoing and improper conduct and ensures confidentiality and protection is provided to those who do so. The Company has engaged an independent speak-up service provider, FairCall, who specialises in handling sensitive reports and disclosures. The Company also has related Speak-Up Standards for each jurisdiction that it operates in, which provide further information on the speak-up process in relevant jurisdictions.

The Speak-Up Policy and Speak-Up Standards are available on the Company's website and internal document management system.

Any material incidents reported under the Speak-Up Policy are reported to the Board.

3.3 ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

The Company has an Anti-Bribery and Anti-Corruption Policy which sets out the Company's zero tolerance for any bribery or corruption in its business dealings and operations anywhere in the world. The Company also has a related Anti-Bribery and Anti-Corruption Standard which sets out the specific requirements of the Company's personnel and agents related to the policy.

The Company has a mandatory learning module on the Anti-Bribery and Anti-Corruption Policy and Standard for employees in people leadership roles.

The Anti-Bribery and Anti-Corruption Policy and the related Anti-Bribery and Anti-Corruption Standard are available on the Company's website and internal document management system.

Any material breaches of the Anti-Bribery and Anti-Corruption Policy are reported to the Board and Audit and Risk Committee.

3.4 SECURITIES TRADING POLICY

The Company has established a Securities Trading Policy which outlines the restrictions, closed periods and processes required when Directors and key management personnel desire to trade Company securities. Directors and key management personnel are prohibited from entering into transactions in associated products which operate to limit the economic risk of security holdings in the Company over unvested entitlements.

The Board is satisfied that the Company has complied with its policies on ethical standards, including trading in securities.

4. Safeguard the integrity of corporate reports

The Company believes that accurate and timely corporate reporting underpins effective risk management and is key to executing the Company's strategy.

The Board is responsible for overseeing that appropriate monitoring and reporting mechanisms are in place.

It has established the Audit and Risk Committee to assist in discharging this responsibility.

Details about the Company's processes for corporate reporting are contained in the Company's Market Disclosure and Communication Policy.

4.1 AUDIT AND RISK COMMITTEE

The Audit and Risk Committee assists the Board to meet its oversight responsibilities in relation to the Company's financial reporting, its risk management framework and procedures, the internal audit function, and compliance with related legal and regulatory requirements. The minutes of the meetings of the Audit and Risk Committee are tabled at Board meetings and the Committee Chair reports relevant matters of the Audit and Risk Committee to the Board.

The current Audit and Risk Committee Charter is available on the Company's website.

4.2 INTEGRITY OF FINANCIAL REPORTING

The Audit and Risk Committee meets at least four times per year, including immediately prior to the release of the full and half year financial statements. The Audit and Risk Committee has reviewed the integrity of the Company's financial statements for the financial year ended 30 June 2023 and is satisfied that the Company's financial reports for FY2023 comply with the applicable accounting standards and present a true and fair view of the Company's financial condition and operational results. The Audit and Risk Committee has also confirmed that it is satisfied that the Company's risk management framework and internal control systems are operating effectively for the management of material business risks within the risk appetite set by the Board.

Prior to the financial statements being approved by the Board, the Managing Director & CEO, and the Chief Financial Officer (CFO) provide written statements to the Board in accordance with section 295A of the Corporations Act (Cth) 2001, and recommendation 4.2 of the ASX Principles and Recommendations, in respect of the half and full-year reporting periods.

The Board received such certifications in respect of the half and full-year reporting periods of FY23.

4.3 EXTERNAL AUDITOR

The Company's external auditor, PwC, was first appointed as Ausdrill's external auditor in 1989 and remained as auditor of the Perenti group following the Barmenco acquisition in 2018. With PwC's deep experience and understanding of the Perenti businesses, and with offices located in jurisdictions where Perenti operates that can service local audit requirements, the Board is of the view that PwC is best positioned to provide independent challenge and scepticism given their pre-existing understanding of components of the Group's business.

The Audit and Risk Committee Charter contains external audit policy provisions which govern the appointment, dismissal, rotations, performance and independence of the external auditor. Further, the Corporations Act 2001 (Cth) requires a rotation of audit engagement partners on listed companies at least every five years. Accordingly, PwC's audit engagement partner will rotate in FY24 following completion of the Company's FY23 audit process.

Representatives of PwC are invited to all Audit and Risk Committee meetings and all Audit and Risk Committee papers are made available to PwC. All Audit and Risk Committee members have direct access to PwC representatives.

PwC attends each AGM and a representative is available to answer, at, or ahead of, the AGM, questions from shareholders relevant to the audit, the preparation and content of the audit report, the accounting policies adopted by the Company, and the independence of the auditor in relation to the conduct of the audit. PwC's independence declaration is contained in the Directors' Report in the Annual Report.

PwC's audit engagement partner will attend the 2023 AGM to answer questions relevant to the external audit.

4.4 VALIDATION OF PERIODIC CORPORATE REPORTS

The Company is committed to providing clear, concise and effective disclosure in its corporate reports. The Board has adopted the Market Disclosure and Communication Policy that applies to all disclosures to the market. Authority has been delegated to the Disclosure Committee to ensure implementation of the reporting and communication processes and controls set out in the Market Disclosure and Communication Policy.

The Company has processes in place to verify the integrity of all Company announcements and unaudited periodic reports released to the market, to ensure that they are factual, complete, accurate and provide investors with appropriate information to make informed investment decisions.

In order to ensure that all applicable laws, regulations and policies are complied with, reports are prepared by, or under the supervision of subject matter experts, and any material statements in the reports are reviewed for accuracy.

4. SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

The following process is followed prior to the release of full year and half-year reports. Note that the financial statements are externally audited or reviewed and are subject to additional processes.

Reporting procedure	Accountability
Preparation and drafting of report	Subject matter experts with assistance of external advisors as required
Material statements reviewed and verified	Group Executive, or as allocated to personnel with relevant expertise
Group Executive Committee approval	Group Executive Committee
Audit and Risk Committee endorses the reports for Board approval	Audit and Risk Committee
Board approval	Board
Release to ASX	Company Secretary

The following process is followed prior to the release of the Sustainability Report:

Reporting procedure	Accountability
Identify the scope and focus of report	Group Executive Committee, and Safety and Sustainability Committee
Preparation and input of data in accordance with guidelines which contain processes to check accuracy and material requirements	Functional groups, operating businesses and personnel with relevant expertise
Build report	Group Sustainability
Group Executive Committee approval of content relevant to their function	Group Executive Committee
Safety and Sustainability Committee members endorse the report for Board approval	Safety and Sustainability Committee
Board approval	Board
Release to ASX	Company Secretary

5. Make timely and balanced disclosure

5.1 CONTINUOUS AND PERIODIC DISCLOSURE

The Board is committed to providing the Company's shareholders and the market with full and timely information about its activities in compliance with its continuous and periodic disclosure obligations.

The Company has adopted a Market Disclosure and Communication Policy (**Disclosure Policy**) which sets out how the Company complies with its disclosure obligations under the Corporations Act 2001 (Cth) and the ASX Listing Rules.

Under the Disclosure Policy the Board has established a Disclosure Committee (chaired by the Chief Legal and Risk Officer and including the Managing Director & CEO, Chief Financial Officer and Head of Investor Relations) to review all potentially market sensitive information to ensure compliance with the Disclosure Policy. The Disclosure Committee makes disclosure decisions, oversees drafting of announcements and refers matters to the Board for approval where appropriate. The Managing Director & CEO is ultimately responsible for disclosure decisions, with the Board consulted on the disclosure of matters that are of fundamental significance to the Company.

The Chief Legal and Risk Officer and Company Secretary is responsible for communications with ASX. All Company personnel must report potentially market sensitive information to their manager or the Disclosure Committee.

All market sensitive disclosure is first made available on the ASX market announcements platform and then promptly placed on the Company's website once the Company receives an acknowledgement that the disclosure has been released on the ASX platform. The written materials for any new and substantive analyst or investor presentations will be released on the ASX platform prior to the presentation.

Key periodic shareholder communications include the Company's Annual Report, and its full-year and half-year financial results.

Copies of the final versions of all material ASX announcements are provided to the Board promptly after those announcements have been made.

The Disclosure Policy is available on the Company's website.

6. Respecting the rights of security holders

6.1 SHAREHOLDER ENGAGEMENT

The Company is committed to ensuring that shareholders have access to accurate, timely and effective information about the Company and its governance both through its website and various other communication mediums. The Company has adopted a Market Disclosure and Communication Policy which sets out how the Company engages and communicates with shareholders.

All market announcements are posted on the Company's website as soon as practicable after they have been released to the Australian Securities Exchange (ASX). The Company also publishes other relevant information, including its corporate governance arrangements, charters and policies on its website.

The Company has implemented an investor relations framework to facilitate effective two-way communication with investors. Through a number of channels and technologies, including email, webcasting and social media, to allow shareholders to participate in shareholder meetings and to have their enquiries heard. The Company aims to ensure that shareholders are provided with all information necessary to assess the performance of the Company. The Company follows the principles of continuous disclosure to ensure all investors are fully informed on the activities of the Company.

The Managing Director & CEO is responsible for investor relations activities with the assistance of the Chief Financial Officer and the Group Manager of Investor Relations.

The Company also hosts investor briefings to discuss information already released to the market via ASX and to provide background information to further assist their understanding of the Company's business. The Company's policy is to not disclose or discuss any price sensitive information unless it has already been released to the market via the ASX. Before giving any new and substantive investor or analyst presentations, the Company releases a copy of the presentation materials to ASX.

6.2 ELECTRONIC COMMUNICATIONS

The Company gives shareholders the option to receive communications from, and send communications to, the Company and its Share Registry, Link Market Services Limited (**Share Registry**), electronically.

In compliance with the recent changes to the Corporations Act 2001 (Cth) specifically as a result of the Corporations Amendment (Meetings and Documents) Act 2022 (Cth), the Company discloses on its website instructions on how shareholders can elect to receive communications.

The Company's website provides information to shareholders to enable direct contact with the Company and access Company information on demand. The website has an option for stakeholders to register to receive updates on the Company's ASX announcements. The Company's Share Registry offers a similar service to alert shareholders of any Company ASX announcements.

6.3 ANNUAL GENERAL MEETINGS

The Company recognises the importance of shareholder participation in general meetings and supports and encourages that participation.

The Company's Annual General Meeting (**AGM**) will be a hybrid meeting. The AGM will be held on Friday, 13th October 2023, 11am (AWST) at the Westin Hotel, Perth and online. At the AGM all shareholders are given the opportunity to ask questions during the meeting when comments and questions are invited.

As would be the case when attending an AGM in person, shareholders that elect to attend the AGM online will be able to view proceedings live, ask questions (or make comments) orally or in writing and vote at the appropriate times while the AGM is in progress.

All Directors attended the 2022 AGM and all the Directors are expected to attend the 2023 hybrid AGM. All substantive resolutions at shareholder meetings are decided by a poll.

7. Recognise and manage risk

7.1 DIVISION OF RESPONSIBILITIES BETWEEN THE BOARD AND MANAGEMENT

The Board recognises that effective risk management is critical to maintaining the Company's reputation. The Company has a consistent and proactive approach to risk management across operations globally aligned with ISO 31000:2018, as well as the ASX Principles and Recommendations.

The Board is responsible for setting the Company's risk appetite. It is responsible for satisfying itself annually, or more frequently as required, that management has developed and implemented a sound system of risk management and internal control. Detailed work on this task is delegated to the Audit and Risk Committee and reviewed by the Board.

Management implements the Board approved risk management framework and manages the Company's operations within the Company's risk appetite. It is responsible for identifying, managing, monitoring, mitigating and reporting on risks.

The Company's commitment to strong governance extends through to the approach taken to risk management systems and controls. The Company has effective internal capability to support the ongoing optimisation of the Company's risk management framework which includes regular identification and assessment of key risks and controls (financial and non-financial) as well as strategies to appropriately manage current and emerging risk across the Group.

7.2 AUDIT AND RISK COMMITTEE

The Audit and Risk Committee has a mandate from the Board to provide risk management oversight across material risks. The Audit and Risk Committee is responsible for ensuring there are adequate policies in relation to risk management, compliance and internal control systems. Details of the membership, charter and meetings of the Audit and Risk Committee are outlined in sections 1.4 and 4.1 of this statement.

The Audit and Risk Committee's responsibilities include:

- Considering all material risks of the Group
- Reviewing the Company's risk management framework at least annually
- Overseeing the processes for identifying, evaluating, monitoring and reporting of material operational, financial, compliance and strategic risks
- Reviewing the effectiveness of the Company risk management systems and internal controls.

The Audit and Risk Committee obtains regular reports from management, the external auditors and project teams (under its charter) and has access to the Company's records, management, employees, external auditors and external advisors in fulfilling its responsibilities.

The Company has a Risk Management Policy which is available on the Company's website and internal document management system.

7.3 THE COMPANY'S RISK MANAGEMENT FRAMEWORK

The Company has an established risk management framework. The framework encompasses (among other matters) the risk governance structure across the Company, risk culture and behaviours and supporting frameworks and processes governing risk identification, assessment, monitoring and reporting.

During the reporting period, the Audit and Risk Committee reviewed the Company's risk management framework quarterly as part of the Risk and Compliance function's periodic reporting processes. The Audit and Risk Committee confirmed that it is satisfied that the Company's risk management framework and internal control systems are operating effectively for the management of material business risks within the risk appetite set by the Board.

7.4 MANAGEMENT'S ROLE IN RISK MANAGEMENT

Management is responsible for developing, implementing and reporting on the Company's risk management and internal control systems. At management level, the Risk and Compliance function reports on new and emerging sources of risk and related controls and mitigation measures that have been implemented in their respective areas of responsibility to the Audit and Risk Committee through the Chief Legal and Risk Officer.

The Chief Legal and Risk Officer and Head of Risk and Compliance reports to the Audit and Risk Committee on the effectiveness of:

- the risk management and internal control system during the year; and
- the Company's management of its material business risks.

7. Recognise and manage risk

7.5 INTERNAL AUDIT

The Internal Audit function is a critical part of the Company's assurance framework.

The purpose, role and authority of Internal Audit is governed by the Internal Audit Charter approved by the Audit and Risk Committee.

The Audit and Risk Committee approved the rolling three-year Internal Audit Plan, including the FY23 programme of work. The immediate priority for Internal Audit is to protect shareholder value by supporting business improvement through strengthening the governance, risk and control frameworks.

The Internal Audit function provides independent assurance that the design and operation of the Group's risk management and internal control system is effective.

The Audit and Risk Committee approved the appointment of the Head of Governance and Assurance, oversees the activities of the Internal Audit function, and reviews its performance. The Audit and Risk Committee members have unrestricted access to the Head of Governance and Assurance and the Head of Governance and Assurance equally has unrestricted access to the Audit and Risk Committee members. Internal Audit and external audit are separate and independent of each other.

7.6 RISK MANAGEMENT AND CONTROL

The Company is exposed to a range of market, financial, operational, environmental and socio-political risks that could have an adverse effect on the Company's future performance. The nature and potential impact of these risks can change over time and vary in degree to the extent they can be controlled by the Company.

The Company has a risk management framework in place with internal control systems to mitigate these key business risks. The Company's key business risks include, but are not limited to:

- Health, safety and wellness
- Mining industry and competition
- Instability and security in countries where the Company operates
- Treasury and foreign exchange
- Labour costs and availability
- Fraud, bribery and corruption
- Sustainability, climate change and significant weather events and environmental compliance
- Cyber and technology risks
- Communicable disease outbreaks

Further information on the Company's material business risks, including any material exposure to economic, environmental and social sustainability risks and how these are managed is set out in the Business Risks section of the 2023 Annual Report.

8. Remunerate fairly and responsibly

8.1 PEOPLE AND REMUNERATION COMMITTEE

The People and Remuneration Committee assists the Board by reviewing and making recommendations to the Board on people and remuneration matters such as:

- the Group's remuneration structure, strategy and framework;
- Group Executives' remuneration and incentives;
- management capability and succession planning;
- inclusion and diversity;
- workplace culture; and
- the Remuneration Report in the Annual Report.

The current People and Remuneration Committee Charter is available on the Company's website.

8.2 REMUNERATION POLICIES AND PRACTICES

The Company's remuneration policies are aimed at motivating senior Executives to pursue the long-term growth and success of the Company, and demonstrating a clear relationship between performance and remuneration. No individual is directly involved in deciding their own remuneration. The Company's Securities Trading Policy provides that participants in equity-based remuneration plans are not permitted to enter into any transactions that would limit the economic risk of options or other unvested entitlements.

The structure of remuneration for Non-Executive Directors is clearly distinguished from that of the Managing Director & CEO, and Group Executive Committee. Non-Executive Directors are not entitled to any retirement benefits (other than those required pursuant to the Superannuation Guarantee Legislation) and are not eligible for performance-based remuneration.

Information regarding the Company's Remuneration Framework for Directors and the Group Executive Committee is set out in the Remuneration Report of the 2023 Annual Report. The Remuneration Framework outlines the approach for determining the nature and amount of remuneration for Non-Executive Directors and the Group Executive Committee, and the relationship to Company performance.

Shareholders are invited to consider and approve the Remuneration Report at each Annual General Meeting.

9. Inclusion and diversity

The Company has a diverse workforce in various geographic locations around the world. The Company does not discriminate based on gender, age, ethnicity, religion or cultural background. The Company ensures that all employees are provided with the same opportunities through open and honest communication, training and development opportunities and annual remuneration reviews. Its workforce comprises employees from varied ethnic backgrounds, age groups and races, and genders.

The Company aims to provide a work environment that promotes equal opportunity, inclusion and diversity, allowing employees to reach their potential, in an environment that is free from any harmful behaviours including discrimination, sexual harassment and bullying.

The People and Remuneration Committee is responsible for (amongst other things), the Inclusion and Diversity Policy and strategy, key strategies aimed at developing and shaping the organisational culture, overseeing compliance with applicable legislation, and ensuring that the Company is able to attract and retain an inclusive and diverse selection of Directors, Executives and employees.

The Inclusion and Diversity Policy is available on the Company's website.

9.1 GENDER DIVERSITY

Recognising that the success of our business strategy is intrinsically linked to a workforce that is capable and diverse, the People and Remuneration Committee have endorsed an Inclusion and Diversity (I&D) Roadmap that conveys Perenti's multiyear journey to achieve an inclusive and gender balanced workplace. Specifically, the I&D Roadmap sets out Perenti's inclusion and diversity beliefs, the Company's aspiration for the future, and how we will get there.

Despite not setting specific measurable objectives for achieving gender diversity during the reporting period, to support the improvement of gender diversity as outlined in the I&D Roadmap, gender diversity targets have been endorsed in FY23, including 33% female representation in the global workforce by 2033, 40% female in senior leadership by 2033 and 40% female at the Board and Group Executive Committee team by 2030, consistent with our commitment to the Hesta 40:40:20 vision. In FY24, the Company will determine annual measurable objectives for achieving gender diversity.

The ASX Principles and Recommendations provide that the measurable objective for achieving gender diversity in Board composition for entities in the S&P / ASX 300 Index (such as the Company) should be to have not less than 30% of its directors of each gender within a specified period.

In support of the specific measurable objectives for achieving gender diversity in the Board, Group Executive Committee and the global workforce, the Company will continue to adopt the approach of filling existing vacancies and new positions by applying strategies that encourage diversity, such as recruiting from a diverse pool of candidates and identifying factors in the recruitment and selection processes which encourage diversity, including offering flexible working arrangements. In parallel, the Company has adopted a planned approach to review our current internal systems over a period of three years to determine the health of relevant systems and processes and potential areas of improvement to achieve the gender composition targets, with the aim to further foster an organisational culture that enables a safe, respectful, diverse and inclusive workplace.

The Company is a 'relevant employer' under the Workplace Gender Equality Act 2012 (Cth) and discloses its "Gender Equality Indicators" to the Workplace Gender Equality Agency (WGEA) annually. While the Company's Inclusion and Diversity Policy does not include a requirement to assess the Company's diversity against any specified gender objectives during the reporting period, the Company uses internal reporting as well as the WGEA indicators to assess its progress in improving gender diversity.

The Company's latest report to the WGEA is publicly available on the WGEA website.

The following statistics outline the percentage of females employed throughout the Company in recent years.

Diversity metric	30 June 2023	30 June 2022
Females on Board*	29.0%	29.0%
Females in Senior Management Positions**	15.4%	18.8%
Females in workforce (Perenti globally)	11.0%	10.6%
Females in workforce (WGEA reporting)	14.2%	14.0%

* Figures rounded to the nearest whole number

** Senior Management is defined as Executives, Presidents, Vice Presidents, General Managers and Heads of roles

9.2 INDIGENOUS ENGAGEMENT

Mining often occurs on or adjacent to Indigenous Peoples land and Perenti is committed to respectfully and proactively engaging with Indigenous Peoples in the regions where the Company operates.

In FY23 we formalised this commitment with our Indigenous Peoples Position Statement and supporting action plan to ensure we continue to strengthen our Indigenous engagement practices across all our locations and build mutually beneficial relationships.

Our Position Statement was developed with input from Indigenous people, including representatives from Indigenous Desert Alliance (IDA) with whom we are pleased to be extend our relationship in FY24 as we continue to support and learn from each other.

Our partnerships with Indigenous groups in Australia continue to grow as we extend our project locations onto new lands and form new relationships. In FY23 we established a milestone partnership with Tjiwarl Aboriginal Corporation in Western Australia, providing opportunities for Tjiwarl and Tjiwarl-endorsed businesses to provide services that create value and positive outcomes for Tjiwarl people and their communities.



**Corporate
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