Perenti

ABN 95 009 211 474

# CORPORATE GOVERNANCE STATEMENT 2025

## CREATING ENDURING VALUE AND CERTAINTY

Expect More

# CONTENTS


| | | PAGE# |
|---|---|---|
| **Overview** | | 1 |
| **Our governance framework** | | 2 |
| **Our principles** | | 4 |
| **1** | **Laying solid foundations for management and oversight** | 5 |
| 1.1 | The Board of Directors | 5 |
| 1.2 | The Board Charter | 6 |
| 1.3 | The roles and responsibilities of the Board | 7 |
| 1.4 | The roles and responsibilities of the Board committees | 7 |
| 1.5 | Role of the Chair | 9 |
| 1.6 | Roles and responsibilities of the Group Managing Director & CEO, and Group Executive | 9 |
| 1.7 | Role of Company Secretary | 9 |
| 1.8 | Director nomination and appointment | 9 |
| 1.9 | Director retirement and re-election | 10 |
| 1.10 | Performance reviews | 10 |
| **2** | **Structuring the Board to be effective and add value** | 11 |
| 2.1 | Board composition | 11 |
| 2.2 | Director skills and experience | 11 |
| 2.3 | Director independence | 13 |
| 2.4 | Induction of new directors | 13 |
| 2.5 | Continuing development of directors: access to information, training and advice | 13 |
| 2.6 | Conflicts of interest | 13 |
| 2.7 | Attendance at meetings | 13 |
| **3** | **Instil a culture of acting lawfully, ethically and responsibly** | 14 |
| 3.1 | Principles and code of conduct | 14 |
| 3.2 | Speak-up policy | 14 |
| 3.3 | Anti-bribery and anti-corruption policy | 14 |
| 3.4 | Securities trading policy | 14 |
| **4** | **Safeguard the integrity of corporate reports** | 15 |
| 4.1 | Audit and risk committee | 15 |
| 4.2 | Integrity of financial reporting | 15 |
| 4.3 | External auditor | 15 |
| 4.4 | Validation of periodic corporate reports | 15 |
| **5** | **Make timely and balanced disclosure** | 15 |
| 5.1 | Continuous and periodic disclosure | 15 |
| **6** | **Respecting the rights of security holders** | 17 |
| 6.1 | Shareholder engagement | 17 |
| 6.2 | Electronic communications | 17 |
| 6.3 | Annual general meetings | 18 |
| **7** | **Recognise and manage risk** | 18 |
| 7.1 | Division of responsibilities between the board and management | 18 |
| 7.2 | Audit and risk committee | 18 |
| 7.3 | The company's risk management framework | 18 |
| 7.4 | Management's role in risk management | 19 |
| 7.5 | Internal audit | 19 |
| 7.6 | Risk management and control | 19 |
| **8** | **Remunerate fairly and responsibly** | 19 |
| 8.1 | People and remuneration committee | 19 |
| 8.2 | Remuneration policies and practices | 19 |
| **9** | **Inclusion and Diversity** | 20 |
| 9.1 | Gender diversity | 20 |
| 9.2 | Indigenous engagement | 20 |

# OVERVIEW

This Corporate Governance Statement 2025 (**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://perenti.com/investors/corporate-governance/.

This Statement is current as at 22 August 2025 and has been approved by the Board of the Company (**Board**).

This Statement should be read in conjunction with the Company's 2025 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 **perenti.com**.

# OUR GOVERNANCE FRAMEWORK

The 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.

The PGF 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 and standards to ensure they comply with current and emerging legislation and consistently reflect best practice and stakeholder expectations.

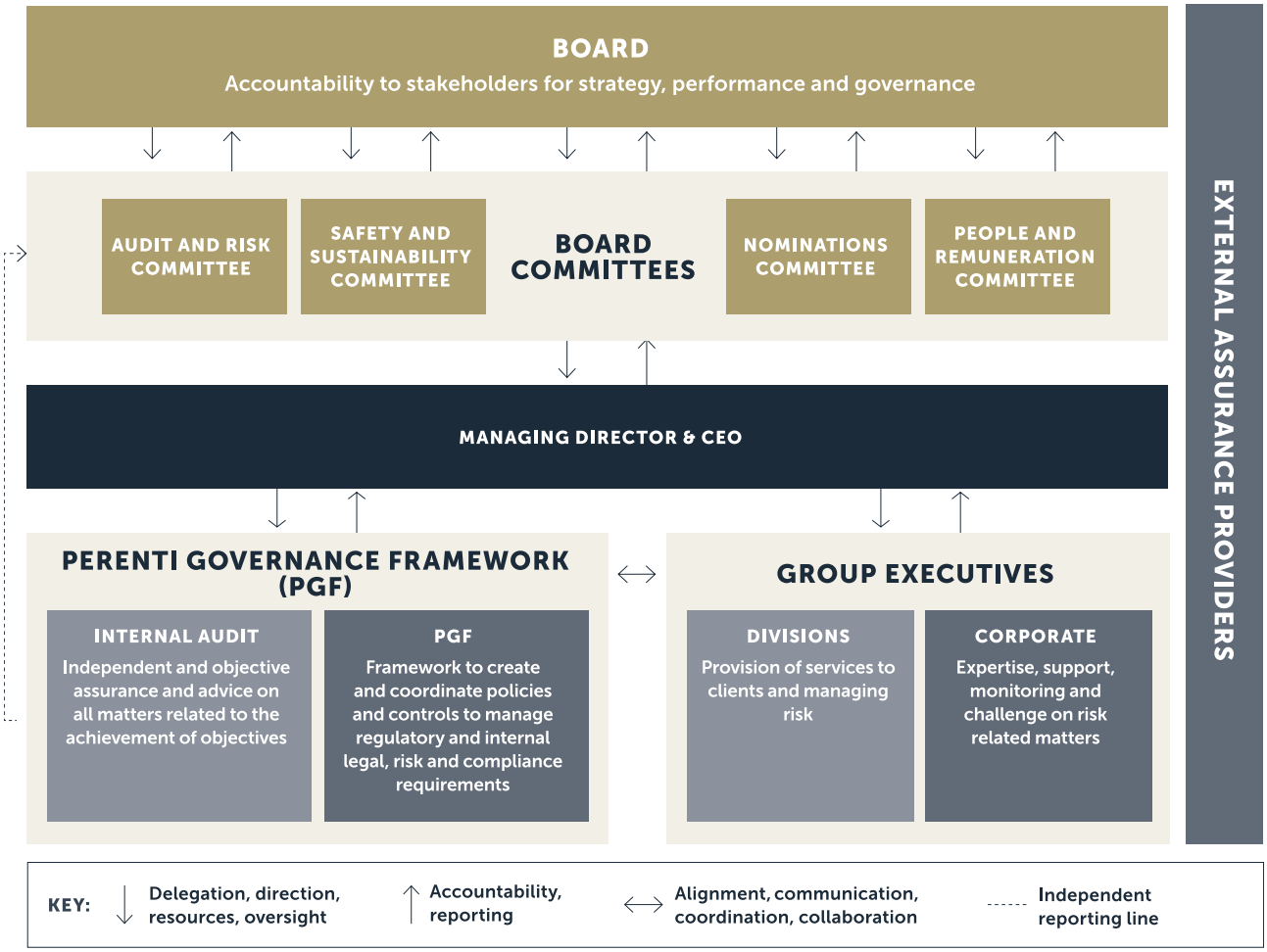
During the reporting period, the Company has built on its strong foundation of governance continually improving our approach. The Company has allocated additional resources to strengthen the Governance and Assurance function in order to support the needs of the businesses within the Group.

During the reporting period, the Company also developed and implemented a Brand, Marketing and Communications Group Standard and a Code of Conduct Committee Charter.

The Company has also reviewed and updated several of its Group policies, including the Code of Conduct, Capital Management Policy, Securities Trading Policy, Market Disclosure and Communication Policy, Inclusion and Diversity Policy and the Board Committee Charters.

The key aspects of the Company's governance framework and main governance practices for the year ended 30 June 2025 are outlined in this 2025 Corporate Governance Statement.

## Organisational Structure and Lines of Responsibility and Accountability



## Board

Responsible for overseeing the performance and operations of the Company.

| Diane Smith-Gander AO | Mark Norwell | Alexandra Atkins | Andrea Hall | Timothy Longstaff | Craig Laslett | Andrea Sutton |
|---|---|---|---|---|---|---|
| Independent, Non-executive Chair | Managing Director & Chief Executive Officer | Independent, Non-executive Director | Independent, Non-executive Director | Independent, Non-executive Director | Independent, Non-executive Director | Independent, Non-executive Director |

## Board Committees

Assist the Board to discharge its responsibilities:

| Audit and Risk | People and Remuneration | Safety and Sustainability | Nomination |
|---|---|---|---|

## Group Executive

Manages the day-to-day operation of the Company under the leadership of the Managing Director & Chief Executive Officer (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.

## Board and Board Committee Charters

| Board | Audit and Risk | People and Remuneration | Safety and Sustainability | Nomination |
|---|---|---|---|---|

## 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 |
| Health, Safety and Wellbeing Policy | Quality Policy | Human Rights Policy | Eliminating Sexual Harassment Position Statement |
| Capital Management Policy | Climate Change Position Statement | Indigenous Peoples Position Statement | Environment 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 we operate.

The Company has developed a culture that will support us achieving our purpose and delivering on our strategic objectives. We have 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 |
|---|---|---|---|---|
| We believe that we must be courageous in everything we do, by never compromising our standards, always doing what is right, and continuing to raise the bar in safety, performance and transparency every day. | We believe that to achieve our goals and deliver value we must be considered in how we approach our work. We plan effectively and spend money wisely to make every moment count. | We care for our clients, our work mates, and the communities where we work. We always act with integrity and to ensure everyone benefits, we seek to understand what really matters to them. | We believe that smart people collaborate, as none of us are as smart as all of us. By valuing our diversity, working together, sharing knowledge and supporting each other, we're capable of exceptional things. | We believe that curious people can always discover safer, more efficient and more reliable ways of working. Through actively embracing change and innovation we are focused on continuous improvement. |

# 1. Lay solid foundations for management and oversight

## 1.1 THE BOARD OF DIRECTORS

**DIANE SMITH-GANDER AO**
Non-executive Chair

**MARK NORWELL**
Managing Director & Chief Executive Officer

**ALEXANDRA ATKINS**
Non-executive Director

**ANDREA HALL**
Non-executive Director

**TIMOTHY LONGSTAFF**
Non-executive Director

**CRAIG LASLETT**
Non-executive Director

**ANDREA SUTTON**
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 22 August 2025.

| Name | Role | Independent | Term in Office | Board | Audit and Risk Committee | People and Remuneration Committee | Safety and Sustainability Committee | Nomination Committee |
|---|---|---|---|---|---|---|---|---|
| **Diane Smith-Gander AO** | Chair, Non-executive Director | Yes | 1 year 10 months | ● | | | | ● |
| **Mark Norwell** | Managing Director & CEO | No | 6 years 11 months | ○ | | | | ○[1] |
| **Alexandra Atkins** | Non-executive Director | Yes | 7 years 1 month | ○ | | ○ | ○ | ○ |
| **Andrea Hall** | Non-executive Director | Yes | 5 years 8 months | ○ | ● | ○ | | ○ |
| **Timothy Longstaff** | Non-executive Director | Yes | 4 years | ○ | ○ | ● | | ○ |
| **Craig Laslett** | Non-executive Director | Yes | 3 years 6 months | ○ | ○ | | ○ | ○ |
| **Andrea Sutton** | Non-executive Director | Yes | 1 year 10 months | ○ | | ○ | ● | ○ |

● Chair ○ Member

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] Mark Norwell was appointed as a member of the Nomination Committee on 1 July 2025.

# 1. Lay solid foundations for management and oversight

### 1.2 THE BOARD CHARTER

The Board Charter sets out the roles and responsibilities of the Board and 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 instil 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.

### 1.4 THE ROLES AND RESPONSIBILITIES OF THE 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 at the next Board 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 committee 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)**<br>**Timothy Longstaff**<br>**Craig Laslett** | Three members<br>Only non-executive directors, the majority of which are independent<br>An independent chair, who is not Chair of the Board<br>At least one member, who has accounting and financial expertise | 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:<br>• Relevant changes in legislation and corporate governance in relation to financial and risk reporting<br>• Material accounting policies and practices and the adequacy of the Company's financial controls<br>• Adequacy of and compliance with the Company's risk management framework and policy and the material and emerging business risks<br>• Procedures for the appointment, dismissal and rotation of the external auditor, independence and performance of the external auditor, external audit reports and annual audit plan and work program<br>• Performance of internal audit function, the internal audit plan and work program and internal audit reports and recommendations<br>• The Company's tax risk governance framework and tax reporting<br>• Assessment of processes to ensure compliance with legal and regulatory requirements<br>• Reviewing the half and full year financial statements and the integrity of periodic corporate reports released to the market<br>• Any material reports received through Speak Up or breaches of the Company's Anti-Bribery and Corruption Policy.<br>Further details about the responsibilities of the Audit and Risk Committee are outlined in sections 4.1 and 7.2. |

# 1. Lay solid foundations for management and oversight

| Members | Current Composition | Key Responsibilities |
|---|---|---|
| **People and Remuneration Committee** | | |
| **Timothy Longstaff (Chair)**<br>**Andrea Hall**<br>**Alexandra Atkins**<br>**Andrea Sutton** | Four members<br>Only non-executive directors, all of whom are independent<br>At least two members, who have an understanding of Executive remuneration and of the associated regulatory framework<br>An independent chair | 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:<br>• The Company's inclusion and diversity strategy and policy<br>• The Company's remuneration framework, policies and practices<br>• Chair, non-executive director, Managing Director & CEO, and Group Executive Committee remuneration<br>• The Company's incentive plans<br>• Executive and senior leadership talent development<br>• Managing Director & CEO, and Group Executive Committee succession planning<br>• Organisational culture<br>• Breaches of the Code of Conduct.<br>Further details about the responsibilities of the People and Remuneration Committee are outlined in sections 8.1 and 9. |
| **Safety and Sustainability Committee** | | |
| **Andrea Sutton (Chair)**<br>**Alexandra Atkins**<br>**Craig Laslett** | Three members<br>Only non-executive directors, all of whom are independent<br>An independent chair who is not the Chair of the Board | 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:<br>• Safety and sustainability policies and strategies<br>• Safety and sustainability risk management<br>• Compliance with legal and regulatory obligations relating to safety and sustainability<br>• The Company's performance in relation to safety and sustainability matters and commitment<br>• Safety and health investigations, including psychosocial safety<br>• Relevant changes in legislation, corporate governance, standards or expectations in relation to safety and sustainability<br>• The Company's safety and sustainability reporting. |
| **Nomination Committee** | | |
| **Diane Smith-Gander (Chair)**<br>All non-executive directors | Six members<br>An independent chair | The responsibilities of the committee are to review and make recommendations to the Board in line with its charter. These responsibilities include key activities on the following matters:<br>• Criteria for the appointment of new directors<br>• The composition of the Board and committees<br>• Board diversity<br>• Director induction process<br>• Board performance evaluation<br>• Board skills matrix<br>• Board succession planning<br>• Director professional development program<br>• Director independence and associated disclosures. |

# 1. Lay solid foundations for management and oversight

### 1.5 ROLE OF THE CHAIR

The directors have elected Diane Smith-Gander AO 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.

Diane Smith-Gander'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 MANAGING DIRECTOR & CEO AND GROUP EXECUTIVE COMMITTEE

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 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.

Justine Passaportis and Raj Ratneser 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 Executive Committee.

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 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.

Craig Laslett and Andrea Hall will retire and stand for re-election at the 2025 AGM.

## 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.

Board performance evaluations are conducted annually. In FY25 an external consultant was engaged to conduct a Board performance evaluation. The review evaluated the performance of the Board as a whole, the Chair and included feedback from the Managing Director & CEO, the Group Executive Committee and the Company Secretary. The evaluation process involves the Board and management completing questionnaires via an online self assessment. The external consultant then conducts interviews with the Board and management. The report on Board and committee performance is provided to all directors. The Board, through the Nomination Committee considers and discusses the report.

The results of the performance evaluation are used to drive improvement in the Board's performance.The performance of each director retiring at the next AGM is taken into account by the Board in determining whether or not the Board should support the re-election of the director.

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 Committee Performance

The Managing Director & CEO and the members of the Group Executive Committee have written agreements with the Company setting out their employment terms, including remuneration and performance requirements. The Board is responsible for monitoring both management's performance and the 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 members of the Group Executive Committee 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 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 Diane Smith-Gander 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.

## 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 details 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 general awareness in the area of competence. The Board Skills Matrix is current as of 22 August 2025.

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 ADVANCED GENERAL

| | 1 | 2 | 3 | 4 | 5 | 6 | 7 |
|---|---|---|---|---|---|---|---|
| **Critical skills** | | | | | | | |
| **Safety oversight**<br>Safety reporting oversight, safety culture oversight and transformation, root cause analysis, linkage of safety to KPIs and proactive regulator engagement | | | | | | | |
| **Mining contracting experience**<br>Contracting, and the provision of contracted services, mining support services, drilling services, capital allocation and operating model decisions and JVs and partnerships in industrial and resource settings | | | | | | | |
| **Mining industry experience**<br>Mining, particularly hard rock underground mining, international experience, particularly Africa and North America, mine owners (including tier one and emerging tier one, mid to large cap), mining companies, engineering services and mining equipment providers | | | | | | | |
| **CEO or C-suite experience**<br>International leadership experience, industry level influence and track record of long-term value creation, including experience leading changes to value models and industry structure and customer pipeline management | | | | | | | |
| **Accounting and financial reporting oversight**<br>External and internal audit, the process and preparation of financial statements, the mechanics of financial control, scale appropriate financial systems / processes and accounting decisions in the context of transactions and partnerships | | | | | | | |
| **Mergers, acquisitions and divestments oversight**<br>Substantial mergers, acquisitions, and divestments, transaction structuring and deal execution and integration, particularly in the industrial / resources sectors | | | | | | | |
| **General** | | | | | | | |
| **Risk management oversight**<br>Risk management systems, risk reporting to the board, crisis management, regulatory and jurisdictional specific risk management and HR and people risks | | | | | | | |
| **Culture oversight**<br>Organisational culture and transformation, measurement and reporting, early-stage cultural interventions and establishing positive organisational culture | | | | | | | |
| **Corporate governance experience**<br>Relevant board experience, board / committee leadership, understanding of board processes and procedures and safety reporting | | | | | | | |
| **Strategy oversight**<br>The strategic process, broad portfolio-based capital allocation, business planning and budgeting and implementation of strategic measurement / accountability | | | | | | | |
| **Major change and transformation oversight**<br>Enterprise-wide transformation, major change programs, including strategy, implementation and vendor management and project risk and oversight | | | | | | | |
| **Talent leadership and remuneration oversight**<br>Leadership development, succession and talent management, organisational culture, diversity initiatives, setting balanced remuneration frameworks, external remuneration engagement and short / long term incentives | | | | | | | |
| **Investor engagement oversight**<br>Understanding of investor narrative and positioning, investor communications, briefings, and engagement and proxy advisor engagement | | | | | | | |
| **Financing/funding oversight**<br>Relevant financing / fundraising, understanding of equity / debt structures, financing and funding alternatives and investor appetite | | | | | | | |
| **Major projects oversight**<br>Substantial and relevant major projects, project based governance and project based risk governance | | | | | | | |
| **Sustainability and environment oversight**<br>Community and social responsibility, climate change and emissions, human rights and modern slavery, sustainability governance, including strategy, risk and oversight mechanisms, environmental management, understanding of regulation, industry best practice and minimisation of environmental impact | | | | | | | |
| **Technology, data and digital oversight**<br>Understanding of relevant industry technology to drive data led strategic insights for the organisation, privacy and data regulation, cybersecurity risks, digital strategy and transformation, a deep understanding of the digital expectations of customers, relevant emerging technologies, the mechanics of digital transformation and generative AI. | | | | | | | |

# 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 FY25 in accordance with the ASX Recommendations.

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. In making this assessment the Board considers all relevant facts and circumstances. In particular, the Board focuses on the factors relevant to assessing the independence of the director as set out in the ASX Recommendations.

The Board has reviewed the independence of each of the non-executive directors in office at the date of this Statement and determined that they are all independent.

The Managing Director & CEO, Mark Norwell, is not considered independent as he is an Executive of the Company and a member of management.

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

All new non-executive directors are required to sign a letter of appointment which sets out the key terms and conditions of their appointment.

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, the Group Executive Committee and other senior managers to gain valuable insights into relevant operational and corporate matters. The induction program also includes site visits to a number of the Company's key projects.

## 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 or topical corporate governance issues. In addition, in FY25 several Board meetings were held at selected Company sites and management presented on topics relevant to the Board.

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 new and existing directors to undertake professional development to develop and maintain the skills and knowledge needed to perform their role effectively. Directors attend professional education sessions, including industry seminars and approved education courses, which are paid for by the Company, where appropriate.

Directors have direct access to management and Company information. Directors are also entitled to seek independent professional advice at the Company's expense, subject to the prior written approval 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.

In line with 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 2025 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 is 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 is available on the Company's website and the Perenti Governance Framework.

Any material incidents reported under the Speak-Up Policy are reported to the Board and the Audit and Risk Committee or the People and Remuneration Committee, as appropriate.

## 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, and a Compliance Group Standard, which set 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 and Compliance Group Standard are available on the Company's website and in the Perenti Governance Framework.

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 governs the purchase, sale and other dealings in the Company's securities by directors, senior management and employees. The Securities Trading Policy prohibits directors and employees from dealing in the Company's securities when they are in possession of price sensitive information that is not generally available to the market. It also prohibits dealings by directors and restricted employees during 'black-out' periods.

The Securities Trading Policy also sets out the Company's approach to transactions which limit the economic risk of participating in equity-based schemes.

# 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. The Audit and Risk Committee assists 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 2025 and is satisfied that the Company's financial reports for FY25 comply with the applicable accounting standards and present a true and fair view of the Company's financial position 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, provide written statements to the Board in accordance with section 295A of the *Corporations Act 2001* (Cth), and with the ASX 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 FY25.

## 4.3 EXTERNAL AUDITOR

The Company's external auditor, PricewaterhouseCoopers (PwC), was first appointed as Ausdrill's external auditor in 1989 and remained as auditor of Perenti following the Barminco 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.

Representatives of PwC are invited to all Audit and Risk Committee meetings and 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. 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 2025 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 a 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 | Member of the Group Executive Committee, or as allocated to personnel with relevant expertise |
| Group Executive Committee approval | Group Executive 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 with appropriate quality controls | Functional groups, operating businesses and personnel with relevant expertise |
| Build report | Corporate 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 Corporate Services Officer and including the Managing Director & CEO, Chief Financial Officer, Head of Investor Relations and Company Secretary) 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 Corporate Services Officer and the Company Secretary are 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 channels. The Company has adopted a Disclosure 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 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 Head 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 investor's 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 substantively new 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, MUFG Corporate Markets (Share Registry), electronically.

The Company discloses on its website instructions for how shareholders can elect to receive communications.

The Company's website provides information to shareholders to enable direct contact with the Company and access to 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 AGM will be a hybrid meeting. The AGM will be held on Friday 10 October 2025, 10.30am (AWST) at the Parmelia Hilton Hotel, Perth, Australia 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 2024 AGM and all the directors are expected to attend the 2025 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 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 the Perenti Governance Framework, the 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 functions report 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 Corporate Service Officer.

The Chief Corporate Services Officer and the Head of Risk and Compliance report 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 key business risk areas.

### 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 FY25 program 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 approves 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.

Assurance equally has unrestricted access to the Audit and Risk Committee members.

### 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 enterprise risk areas. The Company's key enterprise risk areas include, but are not limited to:

- Health and safety
- Evolving mining services market
- Winning work and market risk
- Project delivery and margins
- Financial risk
- Sovereign and security risk
- Labour costs and the availability of skilled people
- Climate change and decarbonisation
- Cyber security and data protection
- Fraud, bribery and corruption
-

Further information on the Company's key enterprise risk areas, including any material exposure to economic, environmental and social sustainability risks and how these are managed, is set out in the Governance and Risk section of the 2025 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
- 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 in the 2025 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 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 attracts and retains 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 outlining the Company's multi-year journey to improve gender participation and achieve an inclusive workplace. This roadmap details the Company's beliefs on I&D, aspirations for the future, and the steps we will take to achieve them.

In FY25, the Company established annual measurable objectives for improving gender participation across each division. To support improvement, gender participation targets were endorsed in FY23, and the Company continued to work towards these in FY24. Our goals include achieving 33% female representation in the global workforce by 2033, 40% female representation in senior leadership by 2033 and 40% female representation at the Board and Group Executive Committee by 2030, consistent with our commitment to the Hesta 40:40:20 vision. The Company will continue to focus on enhancing gender participation in FY26.

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. This will 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 2025 | 30 June 2024 |
|---|---|---|
| Females on Board* | 57% | 57% |
| Females in Senior Management Positions** | 20% | 17% |
| Females in workforce (Perenti globally) | 11% | 11% |
| Females in workforce (WGEA reporting) | 12% | 12% |

* 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 People's 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 by releasing our Indigenous Peoples Position Statement and continued to strengthen our Indigenous engagement practices across all our locations through actions plans in FY24 and FY25 to build mutually beneficial relationships.

Our Position Statement was developed with input from Indigenous People, including representatives from Indigenous Desert Alliance (IDA) with whom we were pleased to continue our relationship with in FY25 .

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 Tijwarl Aboriginal Corporation in Western Australia, providing opportunities for Tjiwarl and Tjiwarl-endorsed businesses to provide services that create value and foster positive outcomes for Tjiwarl Peoples and their communities.