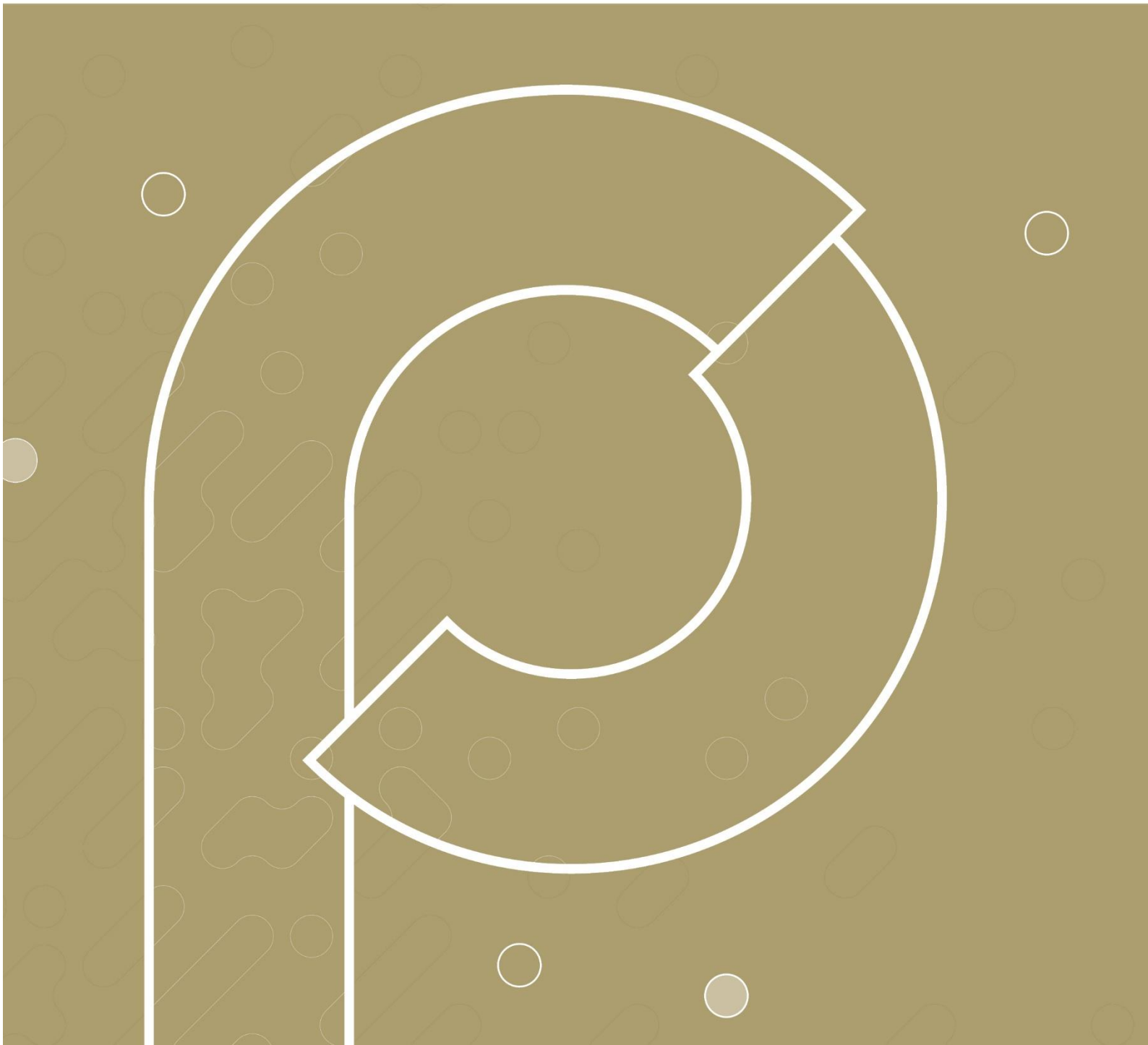
GROUP POLICY

Perenti

Market Disclosure and Communication



Introduction

The Board of Perenti Limited (**Perenti** or the **Company**) is committed to providing Perenti shareholders and the market with full and timely information about its activities in compliance with its continuous disclosure obligations.

This requires Perenti to **immediately** – meaning promptly and without delay – disclose to the market information concerning it that a reasonable person would expect to have a material effect on the price or value of Perenti shares.

Perenti aims to communicate concisely, accurately and in plain language with its shareholders and will deal with shareholders fairly, transparently and openly.

PART A – PURPOSE AND OVERVIEW OF DISCLOSURE PROCESS

1 Purpose

1.1 The purpose of this Policy is to:

(a) set out Perenti's commitment to providing the market with full and timely information;

(b) set out the processes adopted by the Board to manage Perenti's commitment;

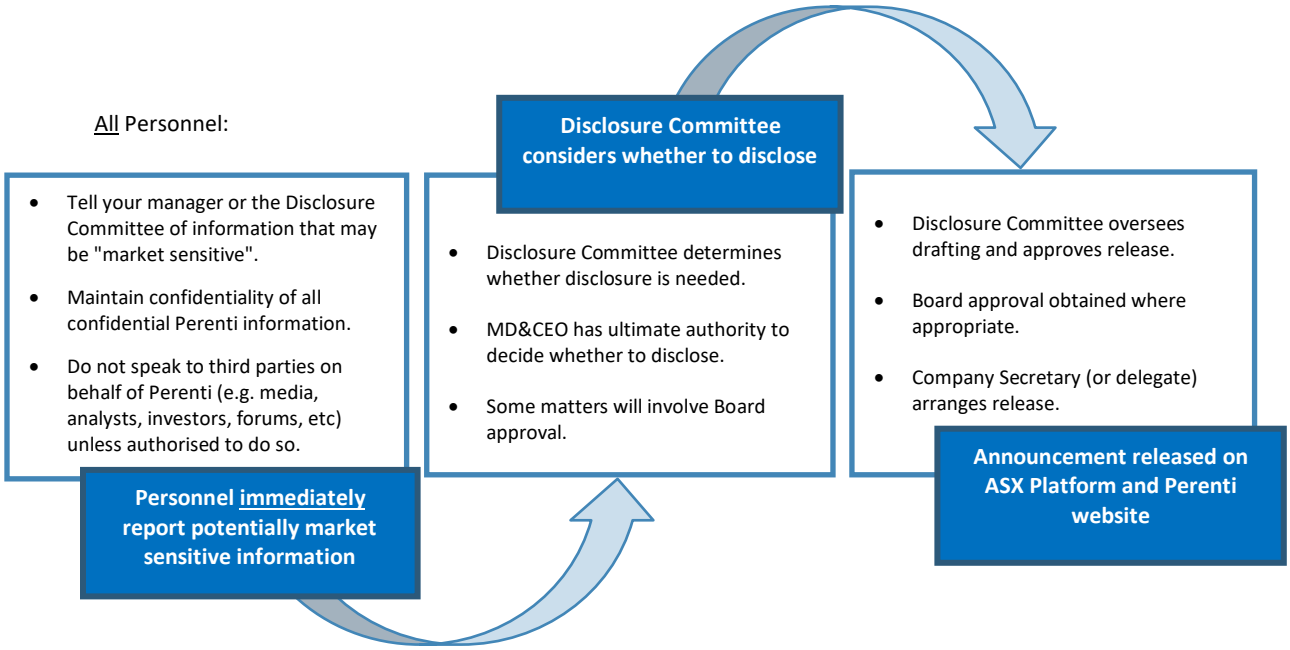
(c) assist Perenti Personnel to understand Perenti's and their own responsibilities in complying with this Policy; and

(d) explain how Perenti intends to communicate with its shareholders and other stakeholders.

1.2 This Policy applies to all employees, contractors, directors and officers of Perenti Limited and its subsidiaries (together, **Personnel**).

2 Overview of disclosure process

An overview of the disclosure process at Perenti is presented in the diagram below, which highlights the key obligations that apply to all Personnel and others with specific roles under this Policy.



Person	Key responsibilities	Reference
All Personnel (including employees, contractors, directors and officers)	• Immediately inform your manager, the Company Secretary or a Disclosure Committee member of any potentially market sensitive information.	Section 4
Managing Director & Chief Executive Officer (**MD&CEO**)	• Member of the Disclosure Committee; • Ultimately responsible for all disclosure decisions; • Directs the release of ASX announcements (with the Chief Corporate Services Officer or Company Secretary); • Authorises trading halts or suspensions from trading (with the Chief Corporate Services Officer or Company Secretary); and • Is an Authorised Spokesperson for the Company.	Sections 5, 6, 7 and 8
Disclosure Committee established by the Board pursuant to this Policy (**Disclosure Committee**)	• Makes disclosure decisions; • Oversees drafting of announcements and approves announcements (other than those of an administrative nature); • Refers matters to Board for approval where appropriate; and • Disclosure Committee members are the MD&CEO, CFO, Chief Corporate Services Officer, Company Secretary and Head of Investor Relations.	Sections 6 and 7
Company Secretary (or their delegate)	• Member of the Disclosure Committee; • Convenes meetings of the Disclosure Committee; • Authorises trading halts or suspensions from trading (with the MD&CEO or Chief Corporate Services Officer); • Approves administrative announcements; • Records the Disclosure Committee's approval of disclosures; • Provides the Board with copies of market	Sections 3, 5, 6, 7, 8, 13 and 15

Person	Key responsibilities	Reference
	announcements promptly after release; and • Monitors this Policy and recommends changes for consistency with applicable law and practice.	
Chief Financial Officer (**CFO**)	• Is a member of the Disclosure Committee; • Oversees the monitoring of the price and volume of Perenti shares and the range of analyst earnings forecasts (with the Head of Investor Relations); • Attends analyst and investor briefings; and • Is an Authorised Spokesperson for the Company.	Sections 5, 9, 10 and 12
Head of Investor Relations	• Is a member of the Disclosure Committee; • Attends analyst and investor briefings; • Monitors the range of analyst forecast earnings (with the CFO); • Monitors media (including social media); and • Is an Authorised Spokesperson for the Company.	Sections 5, 9, 10, 12 and 13
Chief Corporate Services Officer	• Chair of the Disclosure Committee; • Directs the release of ASX announcements once approved; and • Authorises trading halts or suspensions from trading (with the MD&CEO or Disclosure Committee).	Sections 5.5, 6 and 7
Board of directors (**Board**)	• Approves this Policy; • Delegates responsibility for implementing and monitoring this Policy; and • Considers and approves announcements on matters that are of fundamental significance to Perenti.	Section 6
Authorised Spokespersons	• Authorised to speak on behalf of the Company to external parties.	Section 5

3 Disclosure Committee

3.1 Perenti has established a Disclosure Committee.

3.2 The Chief Corporate Services Officer shall be the Chair of the Disclosure Committee.

PART B – INFORMATION FOR ALL PERSONNEL

4 <u>Personnel must report potentially market sensitive information and maintain confidentiality</u>

4.1 All Personnel are required to actively consider whether there are any matters that may need to be disclosed under this Policy. Examples of such information are set out in Annexure 1. In summary, it is information that might influence someone who commonly invests in shares to buy or sell Perenti shares. This is called **"market sensitive information"**.

4.2 A useful test in determining whether information is market sensitive information is to ask yourself these two questions:

(a) Would this information influence my decision to buy or sell Perenti shares now?

(b) Would I feel as if I were "insider trading" if I were to buy or sell Perenti shares now while I am aware of this information that has not been released to the market?

If the answer to either question is "yes" then the information may be market sensitive information (though information could still be market sensitive information even if you answered "no" to both questions).

4.3 If any Personnel become aware of potentially market sensitive information they must immediately advise their manager, a member of the Corporate Legal team or a Disclosure Committee member. You must report potentially market sensitive

information. Even if you are not sure, it is still best to immediately report the information so that the Disclosure Committee has the opportunity to consider the matter.

4.4 A manager must immediately advise the Company Secretary, a member of the Corporate Legal team or any other Disclosure Committee member if they become aware of potentially market sensitive information themselves or through any other member of Personnel.

4.5 When reporting information, Personnel are to make sure all relevant details of which they are aware are provided to enable the Disclosure Committee members and/or Board to fully consider the matters being addressed.

4.6 Reporting information to the Disclosure Committee does not necessarily mean it will be released (immediately or at all). The Disclosure Committee can determine what information needs to be publicly disclosed and you are not to make that determination or limit what you report to your manager or the Disclosure Committee.

4.7 All Personnel must maintain and protect the confidentiality of Perenti information, including as set out in Perenti's Code of Conduct. It is important that Personnel do not disclose confidential market sensitive information to third parties other than pursuant to appropriate confidentiality arrangements. If market sensitive information is released in circumstances where the recipient is not bound by appropriate obligations of confidence, then Perenti may be required to disclose this market sensitive information to the market prematurely, even in circumstances where the market sensitive information might not otherwise require disclosure.

4.8 Perenti will, from time to time, provide training to relevant Personnel to assist their understanding of Perenti's continuous disclosure obligations and the practices established to support compliance with this Policy.

5 Only Authorised Spokespersons may communicate with third parties on behalf of Perenti

5.1 Except where appropriate confidentiality obligations are in place and it is otherwise appropriate to do so, Perenti will not disclose market sensitive information to any person unless it has first provided that information to the market and received an acknowledgement that the information has been released.

5.2 Unless authorised to do so under this Section 5, Personnel must not make public statements on behalf of Perenti or speak with the media, analysts or investors about any matters connected with Perenti (including any subsidiary or joint venture in which Perenti is involved).

5.3 The persons listed in column 1 below are Authorised Spokespersons and are authorised to communicate with those persons listed in column 2.

Authorised Spokesperson	Persons with whom the Authorised Spokesperson is authorised to communicate
Perenti Chair	All persons
MD&CEO	All persons
CFO	Analysts of and investors in Perenti
Head of Investor Relations	Analysts of and investors in Perenti

Authorised Spokespersons will communicate with the Disclosure Committee to ensure that proposed disclosures, where relevant, will comply with this Policy.

5.4 The MD&CEO may authorise others to communicate with stakeholders.

5.5 The Company Secretary (or, in the absence of the Company Secretary, the Company Secretary's delegate) will be responsible for communication with ASX in relation to Listing Rule matters.

5.6 Perenti has internal procedures and guidance on external and internal communications, including the use of social media, which must be adhered to.

PART C – INFORMATION ABOUT SPECIFIC ROLES

6 Disclosure decisions are made by the Disclosure Committee

6.1 The Disclosure Committee will review all potentially market sensitive information to ensure compliance with this Policy and Perenti's obligations under the ASX Listing Rules (**Listing Rules**) and Corporations Act 2001 (Cth) (**Corporations Act**).

6.2 The Disclosure Committee will endeavour to operate with as many of its members present as practicable. Decisions of the Disclosure Committee will be made with the participation of at least two Disclosure Committee members, which are to include at least one of the Disclosure Committee Chair or the MD&CEO if practicable. Decisions may be made by the MD&CEO alone if no other Disclosure Committee members are available and a decision is required for the Company to comply with its disclosure obligations.

6.3 If the Disclosure Committee determines that a matter may require disclosure, it will promptly advise the MD&CEO unless the MD&CEO is already aware of this through participation on the Disclosure Committee. As the MD&CEO is ultimately responsible for the disclosure of information under this Policy, the other Disclosure Committee members must ensure that the MD&CEO is kept informed of disclosure-related matters in a timely way.

6.4 The Perenti Board will be consulted on the disclosure of matters that are of fundamental significance to Perenti, including:

(a) significant transactions or events;

(b) material issues of securities other than pursuant to a conversion, exercise or vesting of existing securities;

(c) dividend policy or declarations;

(d) upgrades or downgrades to financial guidance;

(e) publishing or updating earnings or other guidance to the market; and

(f) other matters that the Perenti Chair or the Board determines are of fundamental significance to Perenti.

6.5 If the Perenti Board is to be consulted on an announcement, the MD&CEO and Company Secretary will make all reasonable efforts to have the announcement considered and approved by the Board prior to release. If this approval cannot be obtained within a timeframe that is consistent with Perenti's continuous disclosure obligations, the announcement can be approved and released by the Disclosure Committee in the normal way, provided that all reasonable efforts will be taken to obtain the approval of the Perenti Chair prior to the release. The announcement will then be considered by the Perenti Board at the first possible opportunity following release to determine what, if any, further steps are required.

6.6 At each Board meeting, the Disclosure Committee (or its delegate) will report the matters that have been considered by the Disclosure Committee since the date of the last Board meeting.

6.7 The Company Secretary may, without reference to the Disclosure Committee or the MD&CEO, make administrative announcements of the type set out in Annexure 2 provided that such announcements have been approved by the persons identified in Annexure 2.

6.8 In the event that a Disclosure Committee member is absent or unavailable to undertake their responsibilities in this Section 6, then their alternate listed in Annexure 3 will have the same responsibilities and authority as that Disclosure Committee member.

7 Preparing and releasing announcements

7.1 Where the Disclosure Committee has determined that information will be publicly disclosed, one or more Disclosure Committee members will oversee preparation of that announcement. The Disclosure Committee is responsible for satisfying itself that the content of any announcement is accurate, balanced, not misleading and supported by appropriate verification.

7.2 Where any information is reported under this Policy and the Disclosure Committee determines that the circumstances are developing but the information is not presently disclosable, the Disclosure Committee will oversee the preparation of a draft ASX announcement to facilitate immediate disclosure of the information if it later becomes disclosable.

7.3 The Disclosure Committee will approve all ASX announcements, other than administrative announcements of the type set out in Annexure 2 (or media releases that are not market sensitive), prior to release. The Disclosure Committee's approval will be recorded by the Company Secretary.

7.4 The MD&CEO, the Chief Corporate Services Officer, the Company Secretary and their alternates listed in Annexure 3 are the only persons authorised to direct the release of ASX announcements.

7.5 All market sensitive disclosure will first be made available on the ASX Market Announcements Platform (**ASX Platform**). Once Perenti has received an acknowledgement that the announcement has been released on the ASX Platform, Perenti may communicate the information to other stakeholders, such as media, analysts and shareholders, via other channels and technologies including on its website, social media platforms and via email.

7.6 The Company Secretary will ensure the Board receives a copy of all material market announcements promptly after release on the ASX Platform.

8 Requesting a trading halt or voluntary suspension

8.1 In some instances, it may be necessary to request a trading halt or voluntary suspension to manage disclosure obligations and to ensure orderly trading in the Company's securities. The MD&CEO, in consultation with the Chief Corporate Services Officer and Company Secretary, will determine whether a trading halt or voluntary suspension is required.

8.2 In the event the MD&CEO and their alternate is unavailable, the Chief Corporate Services Officer and the Company Secretary (in consultation with the Perenti Chair or in the Chair's absence an available Board member) will determine whether a trading halt is required.

9 Media and share price monitoring

9.1 The Head of Investor Relations or their delegate will monitor media (including social media) to detect unusual or unexpected media reports which may require Perenti to make an announcement or take other action. If the Head of Investor Relations becomes aware of such an issue, they must immediately advise the Disclosure Committee.

9.2 The CFO or their delegate will monitor movements in the volume and price of Perenti shares. If the CFO identifies unusual or unexpected price movements, they must immediately advise the Disclosure Committee.

9.3 Perenti may need to correct a rumour or respond to speculation (for example, to prevent a false market) by making an announcement to the market. However, generally it is the Company's policy not to respond to market speculation or rumours unless required to do so by law, at the request of the ASX, or otherwise pursuant to this Policy.

9.4 Where there is, or is likely to be, a false market in Perenti's securities, Perenti will provide ASX with any information it asks for to correct or prevent the false market. Perenti may also seek a trading halt to prevent trading until an announcement is released to the ASX Platform.

10 Analyst and investor briefings and presentations

10.1 Perenti will not disclose market sensitive information to any analyst or investor unless it has first provided that information to the market via the ASX Platform and received an acknowledgement that the information has been released.

10.2 Perenti may hold meetings with analysts and/or investors as part of its investor relations program. Perenti considers that such meetings facilitate effective two-way communication. In such meetings, Perenti will not disclose market sensitive information unless it has first provided that information to the market.

10.3 The written materials for any new and substantive analyst or investor presentations will be released on the ASX Platform prior to the presentation and published on Perenti's website after the presentation.

10.4 Perenti may webcast or enable conference call dial-ins for its major results briefings with investors and analysts. Information about such webcasts or conference calls will be disclosed in advance on the Perenti website.

10.5 The CFO and the Head of Investor Relations (or their delegates) will endeavour to be present at all open media, analyst or investor briefings. If they consider that market sensitive information has been disclosed inadvertently, they must immediately report this to the Disclosure Committee so that appropriate action can be taken, including (if required) releasing the information on the ASX Platform and then publishing it on Perenti's website.

11 Blackout periods

11.1 Unless authorised by the MD&CEO, Perenti will not hold meetings with analysts or investors, and Authorised Spokespersons will not otherwise make comments, about Perenti's financial or operating performance during "blackout periods" . The "blackout periods" are set out in the Company's Securities Trading Policy.

12 Analyst reports and forecasts

12.1 The CFO and the Head of Investor Relations (or their delegates) will monitor publicly available analyst reports and forecasts to determine whether the forecasts diverge materially from Perenti's internal earnings forecasts or (if applicable) any guidance published by Perenti. If so, the Disclosure Committee will consider whether Perenti is required to make further disclosure.

PART D – SHAREHOLDER COMMUNICATION AND SHAREHOLDER MEETINGS

13 Shareholder communication and shareholder meetings

13.1 Perenti aims to communicate concisely, accurately and in plain language with its shareholders and will deal with shareholders fairly, transparently and openly.

13.2 Perenti uses a number of channels and technologies to communicate widely and promptly. Perenti commits to facilitating shareholder participation in shareholder meetings, and to respectfully and quickly dealing with shareholder enquiries.

13.3 Perenti's website allows shareholders to make direct contact with Perenti and access relevant information on demand. Perenti's website (www.perenti.com) contains information about Perenti including:

(a) ASX announcements;

(b) information about the governance of the Group;

(c) details relating to Perenti's Board and leadership team;

(d) dividend information;

(e) annual reports;

(f) notices of general meetings and explanatory materials; and

(g) media releases and financial data.

Perenti's website has an option for interested parties to register to receive Perenti's ASX announcements and media releases. Perenti's share registry, offers a similar service to alert shareholders of any ASX announcements released by Perenti.

13.4 Timely and transparent financial reporting are key elements of listed company disclosure. Perenti produces half-year and full-year financial reports and an annual report in accordance with the Corporations Act and Listing Rules. Perenti will report promptly and comply with all applicable laws, Listing Rules and accounting standards in its financial reporting. Perenti will report in a way that is easy to understand and conveys the materiality of the matters discussed.

13.5 Fair access to material information about listed securities is also important in limiting opportunities for persons to contravene insider trading laws. Perenti limits the opportunity for insider trading in its own securities through its adherence to continuous disclosure provisions and by the application of its own Securities Trading Policy to Perenti employees and directors.

13.6 Shareholder meetings are an opportunity for shareholders and other stakeholders to hear from and put questions or comments to the Board, the senior leadership team and Perenti's auditor. Perenti encourages shareholders to attend and participate in meetings and Perenti always allows reasonable opportunity for shareholder participation and communication at those meetings. To improve access and participation for those shareholders who are not able to attend in person, Perenti will endeavour to arrange virtual access to meetings, allowing Shareholders to view proceedings live, ask questions or make comments (either in writing or orally) and cast their votes at appropriate times during the meeting without physical attendance. Perenti also publishes all meeting materials on the ASX Platform and allows shareholders to cast their vote electronically or by appointing a proxy. To ensure fair representation of shareholders, all substantive resolutions at shareholder meetings must be decided by a poll rather than a show of hands.

13.7 Shareholders are able to express their views or raise queries directly with Perenti through a phone line with Perenti's share registry, Link Market Services Limited, via email links on Perenti's website, or by calling or writing to Perenti. Any shareholder inquiry that is not resolved by the share registry is to be referred to the Company Secretary or the Head of Investor Relations (or their delegates). The Board is advised of any significant issues that are raised by shareholders.

13.8 Perenti makes non-material announcements about its activities from time to time via media releases and other public alerts, and posts information of interest to shareholders and other stakeholders on its website and on certain social media sites.

13.9 Further information can be found at:

(a) https://www.perenti.com

(b) https://www.perenti.com/investors/investor-dashboard/

(c) https://www.perenti.com/investors/asx-announcements/

PART E – CONTRAVENTIONS OF AND AMENDMENTS TO THIS POLICY

14 Contraventions of this Policy

14.1 Contraventions by Perenti of its continuous disclosure obligations may have serious legal consequences and attract significant criminal or civil penalties for Perenti and for Personnel involved in the contravention, and may expose Perenti to other financial or reputational damage. A breach can also undermine confidence in the market for Perenti securities.

14.2 Personnel involved in breaching this Policy may be imprisoned, or be subject to disciplinary action, which may include termination of employment.

15 Reviewing and amending this Policy

15.1 This Policy will be reviewed once every two years and updated as necessary. Any amendments to this Policy (other than updates for Perenti branding or position titles) are to be approved by the Board.

15.2 The Company Secretary will monitor this Policy and applicable law and practice and may recommend any changes to this Policy from time to time.

Approved by the Perenti Board on 2 December 2024

Annexure 1 – Examples of information that Perenti must disclose

What information does Perenti have to disclose?

Listing Rule 3.1 requires "immediate" disclosure of any information concerning Perenti which a reasonable person would expect to have a material effect on the price or value of shares and/or other securities of Perenti. This is typically referred to as "market sensitive information".

There are civil and criminal penalties for non-compliance.

It is not possible to exhaustively list the information which must be disclosed. However, information extends beyond pure matters of fact and includes matters of opinion and intention and may include:

- a transaction that will lead to a significant change in the nature or scale of Perenti's activities;
- a material acquisition or disposal;
- the granting or withdrawal of a material licence;
- the entry into, variation, or termination of a material contract;
- the fact that Perenti's earnings will be materially different from market expectations;
- decisions regarding dividends or distributions, significant changes to Perenti's capital structure or funding, or events regarding Perenti's securities or financing;
- significant litigation or a change in law that could materially affect Perenti's businesses;
- changes to Perenti's MD&CEO, CFO or Board;
- the appointment of a liquidator, administrator or receiver to Perenti;
- the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;
- giving or receiving a notice of intention to make a takeover; and
- any rating applied by a rating agency to Perenti and any change to such a rating.

There are some exceptions that apply to Listing Rule 3.1 (for example, if the matter is confidential and concerns an incomplete proposal or negotiation). The Disclosure Committee will determine if these exceptions apply.

When is information market sensitive?

Information is "market sensitive" if a reasonable person would expect that information to have a material effect on the price or value of the securities of Perenti.

A reasonable person is taken to expect information to have such an effect if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to buy or sell those securities.[1]

Neither the Listing Rules nor the Corporations Act define when information will be taken to have such an effect. ASX Guidance Note 8 suggests two questions to consider:

- Would this information influence my decision to buy or sell securities in the entity at their current market price?
- Would I feel exposed to an action for insider trading if I were to buy or sell securities in the entity at their current market price, knowing this information had not been disclosed to the market?

If Perenti has provided earnings or other guidance to the market, a material difference between actual or projected outcomes and that guidance may constitute a "market sensitive" earnings surprise.

Other matters to consider in determining materiality also include whether a matter:

- will significantly damage Perenti's image or reputation;
- will significantly affect Perenti's ability to carry on business in the ordinary course; or
- involves a serious breach of any law or regulation.

***1** This does not include traders who seek to take advantage of very short-term (usually intra-day) price fluctuations and who trade into and out of securities without reference to their inherent value and without any intention to hold them for any meaningful period of time.*

Annexure 2 – Examples of announcements that do not require Disclosure Committee review

Nature/type of market announcement	Approver
Appendix 3A (Notification of Dividend)	CFO (or their delegate)
Appendix 2A, Appendix 3B, Appendix 3C, Appendix 3G, Appendix 3H, Appendix 3X, Appendix 3Y, Appendix 3Z	Company Secretary (or their delegate)
Any other announcement as determined by the Disclosure Committee	As determined by the Disclosure Committee

Annexure 3 – Alternates

Position	**Alternate**
Perenti Chair	Chair of the Audit & Risk Committee in the first instance, alternatively any other Director
MD&CEO	Perenti Chair
Company Secretary	Chief Corporate Services Officer or a member of the Corporate Legal team
CFO	Chief Corporate Services Officer
Head of Investor Relations	Chief Corporate Services Officer