
SPEAK-UP STANDARD – SOUTH AFRICA

1. Purpose

The purpose of this Standard is to:

- a) provide guidance on how individuals can report a concern about suspected or actual Misconduct;
- b) set out the processes on how Perenti will investigate matters reported; and
- c) outline the protection and support available for individuals that report under this Standard.

2. Policy Principles

Perenti is committed to conducting its business with honesty and integrity. If an individual suspects that Misconduct has been or may be undertaken by Perenti or anyone acting on behalf of Perenti, the individual is encouraged to Speak-Up as soon as possible.

Perenti's Board and Group Executive are committed to the protection of individuals who report information about Misconduct occurring within the Perenti group of companies and joint ventures.

All reports made under this Standard are treated seriously. Anyone reporting Misconduct should feel confident that they can do so without fear of reprisal, victimization, occupational detriment or unfair treatment, even if they turn out to be mistaken.

In addition to this Standard, Perenti's **Code of Conduct** provides that all business transactions must be conducted solely in the best interests of Perenti, and Personnel must safeguard against any form of fraud, deception, dishonesty, bribery or corruption, and conflicts of interest must be avoided.

Perenti's Speak-Up Policy, this Standard, and each country specific Speak-Up Standard, will be made available via the Perenti intranet and Perenti's website: www.perentigroup.com

3. Scope

This Standard applies to Perenti, each South African Subsidiary and their operations (in each country in which those entities operate).

Policies and Standards of a similar nature exist for each subsidiary of Perenti consistent with the laws of the place of their incorporation. You should refer to the applicable Policy and Standard for your country which will be available via the Perenti intranet and Perenti's website: www.perentigroup.com

A disclosure will qualify for statutory protection where the Eligible Whistleblower discloses information to a recipient specified in this Standard because the person has reasonable grounds to suspect the information indicates Misconduct or an improper state of affairs or circumstances in relation to the affairs of Perenti.

4. Persons to Whom this Standard Applies

This Standard applies to the persons listed below who are considered "**Eligible Whistleblowers**":

- a) Directors, Officers and Employees (including persons who work for and who receive or are entitled to receive remuneration from, or who render services while being employed by a temporary employment service), of, to or for Perenti and each South African Subsidiary ("**Personnel**");
- b) Consultants, agents and independent contractors who work for or in any manner assist or assisted in carrying on or conducting the business of Perenti or any South African Subsidiary or South African joint venture;
- c) Any person who in any manner assists or assisted in carrying on or conducting or conducted the business of Perenti and each South African Subsidiary.

5. Roles and Responsibilities

The Perenti Board approves Perenti's Speak-Up Policy and reviews management's responses to speak-up reports.

Responsibility for implementation of and compliance with Perenti's Speak-Up Policy and regulatory obligations rests with the Managing Director.

Managers at every level are responsible for ensuring Perenti's Speak-up Policy, Standard and procedures are followed.

The Speak-Up Protection Officer or a nominated delegate (with the support of Perenti) is responsible for providing protection to individuals who have or may report concerns and determining whether a report warrants any action or investigation. Perenti's Speak-Up Protection Officer is Perenti's Group General Counsel & Company Secretary or a nominated delegate.

All Personnel must always comply with Perenti's Speak-up Policy and this Standard.

All Personnel have a responsibility to report any Misconduct and are encouraged to report any concerns to those persons or organisations referred to in section 7.4 below.

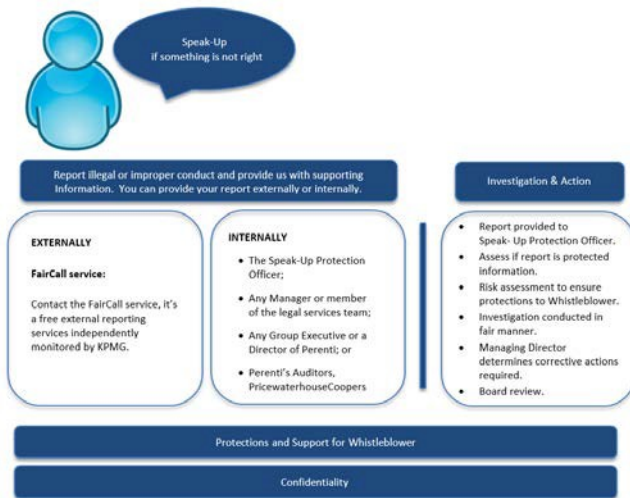
Personnel must not disadvantage or victimise individuals who report concerns, or anyone conducting or assisting in an investigation. It is a disciplinary offence for any individual to do so and such conduct is prohibited.

6. Laws Applying to Whistleblower

Perenti is committed to complying with all laws of the jurisdictions in which it operates, including those relating to Whistleblower protection.

7. Speak-Up Reporting

7.1. Overview



7.2. Who May Make a Speak-Up Report

A person who Speaks-Up is known as a “**whistleblower**” and is defined as anyone who makes, or attempts to make, a report about Misconduct under this Standard.

A Speak-Up Report may be made by any Eligible Whistleblower as contemplated in section 4.

7.3. What Is a Reportable Matter

Individuals are encouraged to Speak-Up about any actual or suspected Misconduct (“**Reportable Matter**”).

A Reportable Matter is where the discloser has reasonable grounds to suspect that the information to be disclosed concerns Misconduct by Perenti or a current or former employee or officer of Perenti or a South African Subsidiary, or an improper state of affairs or circumstances at Perenti or a South African Subsidiary.

Misconduct means that in order for the disclosure to have statutory protection and be covered by this procedure, an Eligible Whistleblower must have reasonable grounds to suspect the information concerns misconduct or an improper state of affairs or circumstances and the information indicates conduct that has been committed, is being committed or is likely to be committed which shows or tends to show that :

- a criminal offence has been committed, is being committed or is likely to be committed;
- a person has failed, is failing or is likely to fail to comply with any legal obligation to which that person is subject;
- a miscarriage of justice has occurred, is occurring or is likely to occur;
- the health or safety of an individual has been, is being or is likely to be endangered; or
- the environment has been, is being or is likely to be damaged;
- Indicates that conduct has taken place which has lead or will lead to unfair discrimination as contemplated in the Employment Equity Act, 55 of 1998, or the Promotion of Equality and Prevention of Unfair Discrimination Act, 4 of 2000;

- That any matter referred to above has been, is being, or is likely to be deliberately concealed.

Perenti means Perenti Global Limited.

South African Subsidiary means those of the subsidiaries (as that term is defined in section 3 of the *Companies Act, 71 of 2008* of Perenti Global Limited that are incorporated in the Republic of South Africa.

7.3.1. What Speak-Up is Not Used For?

Reports cannot be made under this Standard about a personal work-related grievance.

The statutory protections for Whistleblowers and this Standard do not apply to a disclosure to the extent the disclosure concerns:

- a disclosure in relation to the discloser’s employment or former employment which has or may have civil or criminal implications for the discloser due to his or her participation in the disclosed impropriety;
- the information does not have significant implications for Perenti that do not relate to the discloser; and

Examples of personal work-related grievances include:

- interpersonal conflict between the person and another employee;
- decisions relating to the engagement, transfer or promotion of the person;
- decisions relating to the terms and conditions of engagement of the person;
- decisions relating to the disciplinary treatment, suspension or termination of engagement of the person.

These matters should be raised directly with a Human Resources representative.

7.4. How to Report

Perenti will support anyone who raises any concerns where the individual has reasonable grounds to suspect the information or conduct involves Misconduct (see section 7.3 above).

Personnel and other individuals (set out in section 7.2) are encouraged to raise concerns about any Reportable Matter at the earliest possible stage. A Speak-Up report may be anonymous.

Speak-Up reports can be provided to either:

(a) Speak-Up Service Provider

Personnel or other individuals (set out in section 7.2) can report to an independent Speak-Up Service Provider, ‘**FairCall**’ who specialise in handling Speak-Up reports on any actual or suspected Misconduct.

Personnel and other individuals (set out in section 7.2) can choose whether or not to make a disclosure anonymously. All disclosures to the **FairCall** will be treated confidentially and operate with language translation as appropriate.

FairCall service:

By contacting the **FairCall** service, a free external reporting services independently monitored by KPMG:

By Phone: Within South Africa +27 12 543 5878

Via the Online Reporting Facility:

www.thornhill.co.za/kpmgfaircallreport

By Email: hotline@kpmg.co.za

By Post: PO Box 14671
Sinoville
Pretoria
South Africa

(b) Other Designated Recipients

Alternatively, a report can be made to:

- the Speak-Up Protection Officer or a nominated delegate;
- any senior manager or member of the legal services team;
- any Group Executive or a Director of Perenti;
- Perenti's Auditors, PricewaterhouseCoopers; or
- **By Emailing:** speakup@perentigroup.com

Whilst Perenti encourages Reportable Matters to be reported to the above persons or the **FairCall** service, individuals may make a report to the South African Police Services or if the concern relates to South African taxation, then the South African Revenue Service.

Some Perenti business units may provide country specific Speak-Up services to meet local requirements or other mechanisms which individuals are encouraged to use.

7.5. Information You Need to Report

When an individual discloses a Reportable Matter, and for a report to be assessed, it must contain as much information as possible to form a reasonable basis for investigation.

Information on a Reportable Matter should include:

- a statement detailing the information that leads to the individual to suspect the Reportable Matter has or is occurring;
- dates and times of the conduct;
- location;
- name of the person(s) involved in the conduct;
- possible witnesses to the events;
- document and evidence of the events (e.g. papers, invoices, photo's, emails); and
- any steps already taken to report the matter elsewhere or to resolve the concern.

If a report does not contain sufficient information to form a reasonable basis for investigation, the Speak-Up Protection Officer (or a delegate) may request additional information. The Speak-Up Protection Officer and/or the investigator appointed (see section 8 below) will determine the response to the report consistent with this Standard.

Speak-Up Reports will be assessed or investigated in accordance with the process set out in section 8 below.

7.6. Confidentiality

A recipient of a Speak-Up report and a Whistleblower must not disclose confidential information about Perenti or the Reportable Matter to anyone who is not involved in the investigation, unless otherwise required by law (refer to section 9.2 below).

Confidential information includes both the Whistleblower's identity, information on the Reportable Matter and information that is likely to lead to the identification of a Whistleblower.

7.7. False Reports

Anyone who makes a malicious or vexatious allegation or false report on a Reportable Matter may be subject to disciplinary action or termination of services.

8. Investigation Process of Information Reported

After receipt of a Speak-Up report, the Speak-Up Protection Officer will as soon as reasonably possible, but in any event not later than 21 days after receipt of the Speak-Up Report, make a decision whether to investigate the matters identified in the Speak-Up Report.

The investigation processes will vary depending on the precise nature of the conduct being reported. The purpose of the investigation is to determine whether or not the concerns are substantiated, with a view to Perenti then rectifying any wrongdoing uncovered to the extent that this is practicable in the circumstances.

The Speak-Up Protection Officer will, within the 21 day period referred to above, notify the Whistleblower of his decision whether to investigate or not. If the decision is taken to investigate further, the Speak-Up Protection Officer will provide the Whistleblower, if possible, with a time-frame within which the investigation is expected to be conducted. This time-frame, if notified to the Whistleblower, will be considered to be a guideline only and not formally binding. If the Speak-Up Protection Officer decides not to investigate the matter further, the Whistleblower must be given reasons for this decision.

The investigation will be conducted by an investigator in an independent manner depending upon the information in the disclosure and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Matter and the circumstances. The flow chart below highlights the key questions that will trigger an investigation.

An initial review may generally be completed within 4 to 6 weeks of the receipt of your report while further inquiries or investigations may take up to 12 weeks. However, timeframes for inquiries or investigations will vary depending on the nature of your report and of the Reportable Matters the subject of any investigation.

- ✓ **Is the discloser an eligible Whistleblower?**
- ✓ **Has the report been made to FairCall or a Designated Recipient?**
- ✓ **Does the Reportable Matter concern misconduct or an improper state of affairs?**
- ✓ **Does the Whistleblower have reasonable grounds to suspect misconduct or an improper state of affairs?**
- ✗ **Does the matter concern a personal work-related grievance?**

All persons responsible for or involved in an investigation must take all reasonable steps to reduce the risk that a Whistleblower will be identified or will be the subject of any Detrimental Treatment.

9. Safeguards and Support Provided To Whistleblower

Perenti will protect any Whistleblower who discloses a Reportable Matter from any adverse actions.

The following protections and support will be provided:

9.1. Protection Against Adverse Conduct

No person may cause or threaten any occupational detriment to any person who is or could be a Whistleblower.

A Whistleblower may raise any concerns or complaints regarding their treatment with the Speak-Up Protection Officer.

9.2. Protection and Support of Whistleblower

The Speak-Up Protection Officer will support the Eligible Whistleblower and ensure the statutory protections against victimisation including any Detriment is provided.

Occupational Detriment includes:

- a) Dismissal or being subjected to any disciplinary action of an employee;
- b) Injury of an employee in his or her employment;
- c) Alteration of an employee's position or duties to his or her disadvantage, including transfer, or being refused transfer or promotion;
- d) Discrimination between an employee and other employees of the same employer;
- e) Suspension, demotion, harassment or intimidation of a person;
- f) Harm or injury to a person, including psychological harm;
- g) Being refused a reference, or being provided with an adverse reference;
- h) being subjected to any civil claim for the alleged breach of a duty of confidentiality or a confidentiality agreement arising out of the report;
- i) Damage to a person's property;
- j) Damage to a person's reputation;
- k) Damage to a person's business or financial position;
- l) Any other damage to a person;
- m) being threatened with any of the actions referred to above.

The Eligible Whistleblower should immediately inform the Speak-Up Protection Officer of any concerns that the Eligible Whistleblower may have either in relation to the disclosure of the information or their support, protection or treatment.

9.3 Protections and Immunities under the Relevant Legislation

A Court can make orders if a person threatens or engages in Detrimental conduct towards the Eligible Whistleblower. A Court can also make orders to compensate for loss, damage or injury and other remedies if satisfied the Eligible Whistleblower has been subject to Detrimental treatment.

The Eligible Whistleblower is also be entitled to certain immunities, including:

10. Not being subject to any civil, criminal or administrative liability;

- a) Having no contractual or other remedy or right enforced against the Eligible Whistleblower on the basis of the disclosure;
- b) The report of Disclosable Information not being admissible in evidence against the Eligible Whistleblower in criminal proceedings or proceedings for the imposition of a penalty (except in relation to disclosure of false information).

11. Management of this Standard

Persons mentioned in the Eligible Whistleblower's report may also be entitled to protection under the Relevant Legislation.

11.1. Files and Records

All files and records created from an investigation will be retained and secured, password protected, by the Speak-Up Protection Officer.

11.2. Support for Whistleblower

To ensure effective support under this Standard, Perenti's Human Resources representative will monitor the welfare of a Whistleblower who makes a report under this Standard (except where this is not possible because the person has elected to remain anonymous).

Perenti, may also consider, on a case by case basis other forms of support to a Whistleblower (with the Whistleblower's consent) including leave without pay during the investigation process or other support mechanisms including alternative work arrangements.

12. Board Reporting and Oversight

12.1. Reports Register and Monitoring

The Speak-Up Protection Officer will maintain a register of all reports made under this Standard. This will include a record of any investigation and the outcome of those investigations.

12.2. Board Reporting

Where a report of is received, the Speak-Up Protection Officer must provide the Audit and Risk Committee, at least quarterly, reports on all active reported matters under this Standard, including information (without directly or indirectly disclosing the identity of the individual whistleblower) on:

- the number and nature of disclosures made in the last quarter;
- the status of any investigations underway;
- the outcomes of any investigations completed and actions taken as a result of those investigations; and
- the wellbeing and protection of the individual who filed the Speak-Up Report.

Where a Report Matter involves bribery or corruption or could be material or potentially involves a breach of any law, then the matter will be referred to the Managing Director and advised to the Chair of the Audit and Risk Committee.

13. Management of this Standard

The Group General Counsel & Company Secretary is the person with primary responsibility for monitoring the effective operation of, and continual improvement of Perenti's Speak-Up Policy and this Standard.

14. Training

Perenti will provide training in relation to the Perenti's Speak-Up Policy and this Standard.

15. Consequences for Non-Compliance

Disciplinary action may be taken in respect of breaches by Personnel of Perenti's Speak-Up Policy and this Standard.

Contraventions of Whistleblower laws may also have serious legal consequences for Perenti and Personnel involved in the contravention and may expose Perenti to financial or reputational damage.

16. Review of this Standard

Perenti's Speak-Up Policy and this Standard will be reviewed every three years to ensure compliance with the laws, regulations and governance best practices or more regularly as may be necessary.

The Group General Counsel & Company Secretary will monitor the Policy's operation and applicable law and practice and recommended any changes to this Policy in the intervening period.