

SUSTAINABILITY COMMITTEE CHARTER

1. Purpose

At Perenti, considering sustainability in everything we do is critical to deliver our purpose to create enduring value and certainty for all our stakeholders including our people, clients, investors, suppliers, the communities in which we operate, and the planet.

The Sustainability Committee (**Committee**) is a committee of the Board. The purpose of the Committee is to assist the Board in fulfilling its responsibilities in relation to Sustainability. This includes overseeing, monitoring and reviewing the Company's practices and governance in:

- Safety, including critical risks, psychosocial risks, critical risk management and safety maturity;
- Health, including occupational health & hygiene, and mental health & wellbeing;
- Environment, including water management, air emissions, and waste minimisation & management;
- Climate change, including carbon emissions;
- Communities and social performance including indigenous engagement, the economic and social development of the communities in which we operate, social responsibility & reputation, and sustainable procurement including modern slavery; and
- Human rights.

The forgoing is to be considered in the light of the:

- constraints given Perenti's primary role as a contractor on principal parties' sites; and
- requirement to generate long-term shareholder value.

The broad reach of Sustainability can overlap with areas that are the primary responsibility of other committees of the Board. In this instance, the Committee shall collaborate and ensure that sustainability perspectives are included, and that management duplication is minimised. Examples include:

- Audit & risk committee: anti-bribery & corruption and IT security, data and privacy (including cyber-security), and security of communities, employees and operations.

- People & Remuneration Committee: indigenous employee development and engagement; Company culture; and equal opportunity, diversity and inclusion.

This Charter details the functions and the way the Committee will operate.

The Committee has authority from the Board to review and make recommendations to the Board for approval. The committee is not delegated any Board responsibilities.

2. Responsibilities

Specifically, the role of the Committee is to review and make recommendations to the Board on:

- Group Sustainability Policies and Strategies:
 - Ensure that the Company has in place appropriate plans, policies, standards, strategies, and programs in relation to Sustainability matters.
 - Review annually the Sustainability targets and metrics against which the Company's Sustainability performance can be evaluated.
- Sustainability Risk Management (in conjunction with the Audit & Risk Committee as appropriate):
 - Advise the Board on the Company's risk appetite, tolerance and strategy with respect to Sustainability risks.
 - Where applicable, oversee the appropriateness and effectiveness of the risk management frameworks and management systems related to Sustainability.
 - Ensure material risks are identified and appropriate risk mitigation and controls are in place.
- Compliance with Legal and other Obligations (in conjunction with the Audit & Risk Committee as appropriate):
 - Review and assess the adequacy and implementation of management systems, processes and controls to ensure compliance with applicable laws, regulations and other relevant Sustainability related standards.

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- Sustainability Performance:
 - Oversee the Company’s performance in relation to Sustainability matters and commitments.
- Safety:
 - Ensure safety is embedded as a core value across the Company.
 - Oversee key control effectiveness including a risk-based approach to inspections and a layered approach to self-assessment and audits.
 - Receipt & consideration of both lag and lead safety statistics and timely reports into fatalities, serious injuries and reportable occurrences.
 - Ensure incident investigations are conducted and appropriate learning opportunities and improvement actions are identified and pursued.
- Reporting and other Significant Public Commitments / Targets:
 - Oversee the adequacy and integrity of the Company’s Sustainability reporting.
 - Monitor external developments in Sustainability standards, expectations and reporting.
 - Review the Company’s responsibilities and commitments in relation to Sustainability, oversee the setting of any public targets and ensure performance in relation to any target or commitment is monitored.
- Committee Charter:
 - The Committee’s charter will be reviewed at least every 2 years and any amendments are to be approved by the Board.
- Other matters referred to the Committee by the Board.

3. Access to Information and Independent Advice

The Committee shall have access to appropriate internal and external resources and information to enable it to fulfil its functions appropriately. The Committee is authorised to seek independent advice from external consultants or specialists to assist with its functions.

4. Membership

The Committee shall comprise of a minimum of three Board members. The majority of the Committee members must be independent non-executive directors. The Committee shall have a Chair appointed by the Board who must be an independent non-executive Board member and may be the Chair of the Board. The appointment of new members to the Committee must be approved by the Board. The Company Secretary will be the secretary of the Committee.

5. Meetings

The Committee shall meet as often as required to undertake its role effectively, but as a minimum two times per annum. Any committee member may call a meeting of the Committee. The quorum necessary for the meeting will be two members. In the absence of the Chair, the Committee members will elect a member to act as chair for that meeting. The Committee may invite various parties to attend its meetings.

The proceedings of all meetings shall have minutes taken and the minutes are to be included in the Board papers at the next full Board meeting following the Committee meeting.

6. Reporting

The Committee Chair, or their nominee, will report on the review and recommendations of the Committee to the next appropriate Board meeting.

An annual plan will be developed for the Committee activities and reporting on progress against the annual plan will be provided to the Board.

A Sustainability report will be included in each Annual Report of the Company.

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Rob Cole
Chair
Perenti Global Limited

Approved by the Board on 29 November 2021