

GROUP STANDARD



Our Code of Conduct

APPROVED BY THE PERENTI BOARD ON 21 FEBRUARY 2022



**Expect
More**

A message from the Managing Director & CEO

Our Code of Conduct:

- describes how we will conduct ourselves as we work together to deliver our aspiration and fulfil our purpose through the application of our principles; and
- sets out the expected behaviours of our directors, employees, contractors, consultants, suppliers and agents.

Our principles and our Code of Conduct set the expected standards of behaviour and form the foundation of our culture.

Compliance with our Code of Conduct and our principles is mandatory.

I am deeply committed to the Code of Conduct, as is our Board and our Group Executive.

I encourage you to read it carefully, ensure you understand it, and that you conduct yourself in accordance with the Code of Conduct.



Mark Norwell

Managing Director & Chief Executive Officer

What we stand for

Our Purpose



To create enduring value and certainty.

Our Principles



NO SHORTCUTS

We never compromise our standards. We strive for the best in everything we do and continue to raise the bar in safety, performance and transparency every day.

NEVER WASTEFUL

We make every moment count. We operate as efficiently as possible. We plan effectively, make full use of our assets and always spend our money wisely.

WALK IN THEIR SHOES

To win new clients, keep existing clients and to ensure everyone benefits, we have to really know them – not just who they are and what they’re asking for, but what really matters to them.

SMARTER TOGETHER

None of us is as smart as all of us. By valuing our diversity, working together, sharing knowledge and supporting each other, we’re capable of exceptional things.

ENABLE TOMORROW

We actively embrace change, enabling new technologies and smarter ways of working, so the mine of tomorrow is safer, more productive and more reliable than ever before.



Our Strategy



Deliver competitive Total Shareholder Returns by building a portfolio of complementary businesses that deliver consistent and quality cash backed profits to create enduring value for our clients, our people and our investors.

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About Our Code of Conduct

How the Code applies to you

Our Code of Conduct

Our Code of Conduct ("Code") sets out the standards of behaviour we expect of our directors, employees, consultants, contractors and suppliers. It embodies our commitment to good corporate governance and responsible business practice. It also reflects the expectation of our Board, shareholders, customers, regulators and the community.

Each one of us must take individual responsibility to comply with the Code and act with integrity at all times, even if this means making difficult choices.

The Code outlines your responsibilities and summarises the key elements of Perenti's policies designed to ensure lawful and ethical conduct. These are non-negotiable standards that apply to all of us regardless of where you work within Perenti.

The consequences of not complying with this Code can be severe, including damage to Perenti's reputation, significant fines and penalties, and even criminal liability for individuals or Perenti.

Any failure to comply with this Code or its supporting policies will be fully investigated, and appropriate action taken. Depending on the circumstances, this may include education, training, discipline, or other corrective action up to and including termination of employment or services.

Who does this Code apply to?

Our Code applies to all directors, employees, contractors, suppliers and agents of Perenti and its controlled entities globally, and to any other person notified that this document applies to them.

Your responsibilities

This Code is an important part of your employment and engagement with Perenti. You are expected to:

- read, understand and comply with it;
- obey all laws and regulations that apply to your work;
- act in a manner that is safe, ethical, respectful and consistent with applicable laws, our principles, our policies and our standards, procedures and other work requirements.
- act honestly in all your business dealings;
- speak up if you have a concern about any work-related behaviour that does not comply with this Code or our policies or which may be a violation of the law. You can raise your concerns with your leader, your Human Resources representative, or through the Speak-Up service; and
- cooperate in internal and external audits and investigations by fully and truthfully providing information and by preserving all material that might be relevant.

If you are confronted with an ethical challenge, you must seek advice from your leader, or your Human Resources representative, or a representative from Group Legal.

Leaders have additional responsibilities

Our Group Managing Director and Chief Executive Officer, the Group Executive, and the wider management team, are committed to Perenti's principles and meeting the expectations set out in this Code.

If you manage others, you must lead by example, be a positive role model and support your team members by:

- holding yourself to high standards of conduct and make those standards clear to those who report to you;
- helping your team members understand the principles and responsibilities of our Code;
- creating an atmosphere that promotes open and honest communication by encouraging employees to say something if they have concerns, and listening and responding to concerns when they are raised;
- reporting any concerns or issues you witness or are made aware of in relation to sexual harassment;
- ensuring that no one experiences retaliation for saying something;
- disclosing any personal relationship you have with a team member; and
- taking an active role in understanding the risks inherent in the workplace and giving guidance when needed.

If laws conflict

Because we operate in a number of countries, laws may sometimes conflict with each other or with this Code or Perenti's policies. If you encounter such a conflict, consult with our Group Legal team or your local Human Resources representative before deciding how to act.

Speak-up service

We all have a responsibility to help detect, prevent and report instances of suspicious activity, wrongdoing or any form of misconduct. Perenti values and supports any individual who discloses any actual or suspected misconduct and they will be protected from any form of reprisal or discrimination for speaking out.

Our Speak-Up service is an external service administered by an independent company, KPMG, and confidentiality and fairness are assured.

You will be able to speak to someone who you can raise your concern or question about any improper conduct via a dedicated website, email or telephone hotline. You may do so anonymously or by disclosing your identity. Your identity will not be disclosed unless you agree to it or in accordance with any legal requirement.

What should you speak-up about?

Individuals are encouraged to speak-up about any misconduct, anything that you believe to be illegal, unethical or improper, or any breach of our Code or our Principles. Examples may include:

- failing to comply with laws or legal obligations;
- theft or dishonest, fraudulent, criminal, unlawful or corrupt activity;
- misleading and deceptive conduct on a bid, proposal, offer, or contract;
- unethical behaviour, human rights abuses, breaches of our policies or our Code;
- sexual harassment;
- conduct or practices that present a real risk of damage or harm to us, our people, our customers, other third parties, or the environment;
- financial irregularity (including fraud against the Perenti Group or a customer or supplier); or
- conduct or practices that may cause financial loss to us or which may damage Perenti's reputation; (together referred to as "Reportable Matter").

What speak-up is not used for?

- Where you have matters of concern relating to your employment terms and conditions, please speak to your leader or Human Resources representative. Or you can raise the issue under the relevant employee grievance procedure.

Who should you speak-up to?

- If you have concerns about a Reportable Matter, you are encouraged to raise these concerns with your leader in the first instance.
- Alternatively, you can report to our independent Speak-up service provider, KPMG, who specialises in handling sensitive reports and disclosures. You can either call or make a report online or send an email to our Speak-up service. See Speak-Up Standard for contact details.

Key policies & more information

- Speak-Up Policy and Standard for your country, available via the Perenti intranet and Perenti's website: www.perentigroup.com
- Your leader or a member of the Group Legal team.

Safety, security and environment

NO SHORTCUTS - We never compromise our standards. We strive for the best in everything we do and continue to raise the bar in safety, performance and transparency every day.

We make safety and security personal

Each of us is responsible for acting in a way that protects the safety, health and wellbeing of ourselves and others.

No job is so important or urgent that it cannot be done safely.

Perenti has a zero-tolerance approach to alcohol and illegal substances in the workplace.

What do we mean?

At Perenti, we never compromise on our safety, security, environmental and quality standards.

Our commitment is to provide safe and healthy working conditions for the prevention of work-related injury and illness, and an environment in which our workforce can actively participate in the achievement of this vision.

WE ALWAYS

- ✓ Follow the safety, security, health, injury management, and environmental rules, practices and procedures that apply to the work we do.
- ✓ Stop any work that appears unsafe and immediately report any work accident, injury, illness or hazardous condition.
- ✓ Eliminate hazards and reduce risks by implementing appropriate hazard identification and controls to manage health, safety, and environmental responsibilities and risks.
- ✓ Say something if we observe an unsafe or unhealthy working environment and listen to others who say something.

WE NEVER

- ✗ Perform unsafe practices or undertake at risk behaviours.
- ✗ Perform work that we are not qualified to perform.
- ✗ Come to work if we are unfit for work. You must only work if you are medically and mentally fit as well as properly rested, to ensure that you can perform your duties in a safe and efficient manner. Working when under the influence of alcohol or drugs or any substance, including both illegal and legal drugs, is not tolerated.
- ✗ Engage in unacceptable actions or behaviours that involve any form of harassment, discrimination or bullying. We don't accept such behaviour in the workplace and challenge it and report it if we become aware of it.

Key policies & more information

- Health, Safety, and Environment Policy
- Critical Risk Standards
- Health, Safety and Environment Management Standards
- Your leader, Health, Safety and Environment representative or Human Resources representative.

Security at work

We are committed to protecting our people, the environment, assets, operations and reputation from security-related risks.

What do we mean?

- We will establish and maintain an intelligence led - risk based approach to security management and shall maintain a state of security and emergency preparedness. This includes the development and implementation of standards, plans and procedures and the commitment of fit for purpose security resources.
- We will establish security operations that are consistent with international standards and norms for dealing with security and human rights.
- We will engage with internal and external stakeholders, including local communities and governments, to support effective risk assessment processes aimed at identifying, monitoring and managing security-related risks.
- We will be prepared to respond effectively to security threats or other incidents which could impact our people, the environment, our business operations or reputation.
- We will identify and assess opportunities for continuous improvement of our approach to security.

WE ALWAYS

- ✓ Follow the security and emergency protocols and procedures that apply to our business and operations.
- ✓ Monitor the security environment and exercise vigilance.
- ✓ Say something if we observe a security breach or potential security risk

WE NEVER

- ✗ Leave equipment or facilities unlocked.
- ✗ Share our passwords or leave ID cards, visitor badges, in easy reach of others
- ✗ Allow visitors access to our sites without recording their entry to the site and verifying who they are.

Key policies & more information

- Sustainability Policy
- Group Security Management Standard
- Group Crisis & Emergency Management Standard
- Your leader, Human Resources representative, Health, Safety and Environment representative or Group Security representative.

We respect everyone

SMARTER TOGETHER - None of us is as smart as all of us. By valuing our diversity, working together, sharing knowledge and supporting each other, we're capable of exceptional things.

Building trust with our stakeholders

We want to be trusted by our stakeholders.

We act with integrity and professionalism and treat our stakeholders honestly, fairly and with respect.

What do we mean?

Our stakeholders include, but are not limited to, our employees, shareholders, customers, suppliers, partners, contractors and subcontractors, governments, regulators and the communities where we operate.

Relationships with our stakeholders need to be professional, honest, and transparent and be conducted with integrity, which builds trust and confidence in us and our business.

WE ALWAYS

- ✓ Do what we say we will do.
- ✓ Develop and sustain strong, ethical and long-lasting relationships.
- ✓ Select organisations to do business with based on a fair and objective process with a clear understanding of the expectations of what is required.
- ✓ Keep our promises and fulfil contractual agreements openly, honestly and promptly.
- ✓ Work with stakeholders to resolve any disputes at the earliest opportunity.
- ✓ Communicate truthfully, clearly and regularly with stakeholders.
- ✓ Have a clear understanding of what our customers require from us.

WE NEVER

- ✗ Accept any practice that could jeopardise our operations, business or reputation.
- ✗ Have any relationship with a supplier that could be perceived as involving a conflict of interest.

Developing our people

We are committed to helping people achieve their best.

What do we mean?

- Developing our people is the best way to improve and grow our business.
- All our decisions about recruitment, hiring, remuneration, training and development and promotion must be based on the person's knowledge, ability, skills, experience, behaviour, performance and potential to do the work. This is underpinned by our commitment to inclusion and diversity.
- By employing the best people for the job and creating a work environment in which they can develop, we will achieve our business objectives.
- We also recognise that our workforce needs are better met by supporting the recruitment and development of apprentices for the trades within our operations.

Our commitments

- Build leadership excellence.
- Develop a leadership pipeline and succession plan for leadership roles.
- Employ people who will uphold our principles and our standards of ethical conduct
- Encourage and support all our people to achieve their best.
- Identify and undertake training and development activities so our people can perform and develop their potential. Including up-skilling people to support the growth of the business.
- To have a fair and equitable system of recognition, remuneration and promotion.

Inclusion and diversity of opportunities

We value inclusion and diversity, working together, sharing knowledge and supporting each other. We treat everyone equally and embrace difference.

What do we mean?

- We promote inclusion and diversity and are respectful and fair in the way we work with our colleagues, customers, and our communities.
- We value inclusion and diversity and the benefits they bring to Perenti in achieving our objectives, enhancing our reputation, and attracting, engaging and retaining talented people.
- Diversity means difference in all its forms, and includes differences that relate to gender, age, cultural background, disability, religion and sexual orientation, as well as differences in background, life experience, and interpersonal and problem-solving skills.
- The diversity of our people should reflect our diverse, global customers and the countries where we operate.
- We also believe every employee should be recruited and promoted based on their ability, contribution and potential.

Key policies & more information

- Inclusion and Diversity Policy
- Your leader or Human Resources representative

Our commitments

- Promote a culture of fairness, respect, diversity and inclusion for all.
- Aspire to have our people reflect the communities we operate within.
- Embrace inclusion and diversity in our recruitment and job promotion activities at all levels.
- Value and respect the skills, experiences, and perspectives each employee brings to our workplace.
- Create an inclusive, productive and safe workplace by taking action to prevent and stop discrimination, harassment, and bullying.
- To assist our employees in achieving a holistic balance between life and work.

WE ALWAYS

- ✓ Base all work-related and employment decisions on merit, performance and potential.
- ✓ Are respectful of cultural differences.

WE NEVER

- ✗ Disrespect anyone's individual perspective, culture or beliefs.
- ✗ Disqualify a candidate because of their gender, age, cultural background, disability, religion or sexual orientation.

Key policies & more information

- Inclusion and Diversity Policy
- Global Mobility Standard, Flexible Work Standard, Parental Leave Standard, Remuneration Standard and Performance Planning and Review Standard
- Your leader or Human Resources representative.

Acting responsibly in the workplace

We strive to have a workplace where employees treat each other with dignity, respect and consideration at all times. We do not tolerate bullying, harassment or discrimination.

What do we mean?

We maintain a workplace free of harassment and unacceptable conduct and don't tolerate such behaviour by a director, employee, contractor, customer, supplier, agent or any person we deal with. We take action to address such behaviour.

We do not condone unprofessional behaviour. This includes behaviour that can be perceived as bullying, discrimination, intimidation or humiliation, nor do we tolerate hostile behaviour or any form of sexual harassment.

Bullying and harassment is any behaviour or action that any person or group of individuals find unwelcome, humiliating, intimidating, threatening, violent or discriminatory.

- **Bullying** is repeated verbal, physical, social or psychological abuse of a worker by a person or group of people at work.
- **Sexual harassment** may include unwelcome touching, suggestive comments or jokes, insults of a sexual nature, sending sexually explicit emails or messages which makes a person feel offended, humiliated or intimidated. The impact of the action or behaviour on the recipient, not just the intent, is considered when determining whether the action or behaviour is harassment.

Employees should be particularly sensitive to, and aware of, actions which although acceptable in one culture may not be in another.

Discrimination means treating an individual person or group based on factors such as age, race, religion, national or ethnic origin, colour, gender, sexual orientation, gender reassignment, marital status, disability unrelated to the task in hand, union membership or political affiliation. This is not necessarily an all-inclusive list and factors could vary based on the laws of the countries where we work.

Examples of inappropriate behaviour include:

- Name-calling, ridicule, mockery.
- Making inappropriate jokes or comments. If you are unsure whether something is inappropriate, assume that it is.
- Unwanted physical contact, assaults or threats, intimidation, stalking or spying.
- Isolating or excluding an employee from social activities, meetings or conversations.
- Coercion for favours.
- Bullying or deliberately setting unrealistic targets and/or deadlines, public criticism, undervaluing effort and substituting responsible tasks with menial or trivial ones.
- Sexual harassment, including unwelcome sexual advances, requests for sexual favours and other verbal, written, electronic or physical conduct of a sexual nature.

What do you do if you observe such behaviour?

If you believe this is happening to you (whether by another team member, a team leader, a customer or anybody else in our workplace), or if you think that this is happening to someone else, there are informal and formal ways to address this properly. Options include:

- Speaking to the person in question, if you feel comfortable and safe doing so.
- Speaking to your team leader, a more senior leader or your human resources representative.
- Contacting our Speak-Up service.

Gambling

Wagering, gambling or playing other games of chance is prohibited and detracts from productivity in the workplace.

WE ALWAYS	
<input checked="" type="checkbox"/>	Treat others respectfully and professionally.
<input checked="" type="checkbox"/>	Speak up and do something about bullying, harassment or discrimination.
<input checked="" type="checkbox"/>	Support others who may be affected by workplace bullying and harassment and challenge those that may be engaging in conduct that breaches this standard.
WE NEVER	
<input checked="" type="checkbox"/>	Accept any kind of discrimination.
<input checked="" type="checkbox"/>	Make inappropriate jokes or humiliate anyone or spread gossip and rumours.
<input checked="" type="checkbox"/>	Sexually harass anyone.
<input checked="" type="checkbox"/>	Threaten anyone with physical or verbal violence.

Key policies & more information

- Inclusion and Diversity Policy
- Your leader or Human Resources representative.

Supporting human rights

We respect and protect human rights.

What do we mean?

We also support the protection of fundamental human rights and freedoms defined within the Voluntary Principles on Security and Human Rights. www.voluntaryprinciples.org

Human Rights are the basic standards of treatment to which everyone is entitled, regardless of race, nationality, gender, religion or economic status.

We aim to limit the risk of labour abuses in our operations and supply chains.

We uphold the human rights of all those who work for or with us and of the communities in which we operate. This means refusing to do business with any individual, or organisation that fails to uphold the principles of basic human rights or has links that give us cause for concern.

We do not tolerate the use of child labour, human trafficking, forced, debt bonded, or compulsory labour practices in our operations.

Suppliers we deal with must adhere to the principles of human rights and comply with Modern Slavery laws, as we do ourselves.

The Voluntary Principles on Security and Human Rights proclaim certain fundamental rights and freedoms. These include the right to life, liberty, and security, equal rights of men and women, freedom from slavery, servitude, torture, or inhumane or degrading treatment, and freedom of opinion and expression, right to work, education, religion and the right to be protected under the laws.

Our commitments

- Support all the principles set out in the Voluntary Principles on Security and Human Rights.
- Work in a way that respects the human rights of all people that are touched by our operations. This includes working to ensure that slavery and human trafficking aren't taking place in our business, supply chain or business partners.
- Comply with legal requirements regarding wages and working hours.
- Protect and promote basic human rights wherever we operate.
- Encourage our employees and suppliers to identify any person they think may be at risk from these practices and to help us to help those people at risk.

Key policies & more information

- Sustainability Policy
- Your leader, Human Resources representative or Health, Safety and Environment representative.

Protecting the environment

We are committed to excellence in environmental performance and maintaining effective environmental controls in our operations.

What do we mean?

Where possible, we promote sustainable resource use in our operations and are committed to developing a sustainable energy future.

Our aim is for customers and investors to choose Perenti because our operations are sustainable.

By identifying sustainability initiatives, we will deliver additional benefits to our stakeholders.

Each one of us also has a role to play. Through our decisions, we can offer more sustainable solutions, minimising our impact on the environment.

Our commitments

- Identify, assess and respond in an appropriate manner to any environmental risks.
- Integrate environmental risk assessment into our decision making and operational activities.
- Comply with applicable environmental regulations and standards and those set by our contractual requirements.
- Reduce our environmental footprint, and be active contributors to climate change solutions by minimising emissions, water use and waste generation.
- Communicating with key stakeholders on environmental issues in a transparent and timely manner.

WE ALWAYS

- ✓ Find ways to minimise any environmental impacts associated with our work.
- ✓ Say something if we observe potential or actual environmental incidents.
- ✓ Follow the environment rules, practices and procedures that apply to our work.
- ✓ Eliminate hazards and reduce risks by implementing appropriate hazard identification and controls to manage environmental risks.

WE NEVER

- ✗ Perform work without appropriate controls in place to manage the Environmental risk.

Key policies & more information

- Sustainability Policy
- Health, Safety, and Environment Policy
- Quality Policy
- Your leader, or Health and Safety representative.

Relationships with communities

We recognise the importance of and are committed to, establishing and maintaining lasting and positive relationships with the communities we work in.

What do we mean?

We acknowledge our role in contributing to the social and economic development in the locations where we work, and our company Principles guide these interactions.

We aim to support community programs that support local people, businesses and community need that are aligned with Perenti's Principles.

We are open to two-way communications with local communities and provide social and economic benefits by creating local jobs and wherever practical using the local goods and services.

We are never complacent about how we operate and the effect that our activities can have on local individuals and their community.

We listen, we care about the issues of people we work with, and whenever and wherever we can, we act on them.

WE ALWAYS

- ✓ Follow the Company's policies for making charitable contributions, including providing funding for community programs. Each contribution must be approved by the appropriate leader in advance as per the Delegation of Authority.
- ✓ Act as a responsible member of the communities in which we work.
- ✓ Engage regularly, openly and honestly with all community stakeholders affected by our operations and listen to their views.
- ✓ Understand our impact on local communities and work together to create positive outcomes from our involvement.
- ✓ Actively seek to understand and demonstrate respect for the traditions, culture, heritage, values, views and rights of the members of the communities in which we work.

Key policies & more information

- Sustainability Policy
- Delegation of Authority Standard & matrix
- Your leader or Human Resources representative.

We act honestly

NEVER WASTEFUL - We make every moment count. We operate as efficiently as possible. We plan effectively, make full use of our assets and always spend our money wisely.

Safeguarding against fraud, deception & dishonesty

We will not defraud or deceive anyone, act dishonestly or misuse company property or resources.

We safeguard company property and resources.

Fraud - always involves dishonesty and deception. It is fraud when you deceive someone or act dishonestly to gain any kind of advantage or use or involve anyone to do so. Fraud is usually carried out for personal gain, profit, or to obtain money, property or services unjustly.

Company property or resources - include both physical and intangible assets ("**Property**"). Physical assets include cash, stock, materials, supplies, and equipment. Intangible assets include information, intellectual property, patents, trade names, trademarks and employee knowhow.

What do we mean?

We will never knowingly seek to gain any advantage of any kind by acting fraudulently, deceiving people or making false claims, and we won't allow anyone else to do so.

In some countries you can be prosecuted just because you are careless or reckless in letting fraud occur, even though you have not intentionally set out to commit fraud yourself.

We're all responsible for the Property that belongs to the company, and need to make sure we take care of any Property we use.

We use company Property responsibly and for authorised business purposes only.

Unauthorised removal of company Property is regarded as theft.

If you believe that theft or damage to Property is happening in your workplace, you should report it immediately to your leader or via our Speak-Up service.

WE ALWAYS

- Act honestly, fairly and openly.
- Keep secure and protect company property and any property of our customers under our control.
- Make sure our books and records are accurate and not misleading.
- Base all invoices on clear and complete information and check that our contractual arrangements are complied with.
- Speak-up if we suspect something might involve fraud, theft, deception or dishonesty.
- Take care when spending the company's money or when making financial commitments on its behalf.

WE NEVER

- Falsify our company expenses or submit claims for expenses that are not associated with carrying out our work for the company.
- Never take any company property, no matter how small, inexpensive or damaged.
- Use the company's money or resources for non-work related activities or for an improper purpose.
- Withhold payment when we don't honestly believe we are entitled to do so.
- Make false claims.

Key policies & more information

- Sustainability Policy
- Your leader or Human Resources representative.

Preventing bribery & corruption

We act with honesty and integrity and do not give or receive bribes or participate in corruption.

What do we mean?

We care about our reputation and do not tolerate any form of bribery or corruption, either made directly or indirectly through third parties. This includes offering, giving or receiving bribes or improper payments, including facilitation payments, even if such practices are perceived to be part of local business practice or tolerated as a customary way of doing business. An allegation of bribery or corruption can seriously damage our reputation. It is better to miss out on business than compromise our integrity.

We exercise caution when offering or accepting gifts and/ or hospitality to ensure they are not perceived to influence a business outcome.

We provide donations or sponsorships on behalf of the company that are in support of legitimate purposes only.

We do not use our position, workplace or facilities to advance political causes or support political parties or members.

Bribery – is offering, promising, providing or receiving or soliciting something of value including cash, gifts, meals, hospitality or entertainment as an inducement or reward for something improper. Usually, but not always, it is to obtain or retain business or gain a commercial advantage.

Corruption – is the dishonest or fraudulent misuse of a position of power or influence or the terms of a person's employment (in the

public or private sector) in order to secure a benefit or a commercial advantage and corrupt practices can often include bribery, extortion, fraud, deception, collusion, cartel conduct, abuse of power, embezzlement and/or money laundering.

Facilitation payments – sometimes referred to as grease payments, facilitation payments are usually small payments or gifts generally made to junior or lower-level public officials to speed-up or “facilitate” routine government actions of a minor nature that officials are duty-bound to perform. Facilitation payments may seem harmless if they are small in value, or part of local custom or culture and are often regarded as the way things are done; however, in most countries they are illegal.

We do not distinguish between payments for facilitation and bribes. Any sort of payment for facilitation is forbidden.

Watch out for

- Requests for payments to a party unrelated to a transaction, or for payments in cash.
- Individuals or agents who consider themselves valuable for their private links rather than their services or who ask for payment out of proportion to the reasonable and objective value of their services.
- Requests to engage persons, entities or agents without a written contract, or without completing the documentation required by Perenti’s processes and procedures.
- Requests for favours or hospitality or gifts that could be seen as lavish or inappropriate.

WE ALWAYS

- ✓ Seek to avoid even the appearance of wrongdoing.
- ✓ Make sure that all of our suppliers understand that we have the same expectations of them.
- ✓ Raise a concern whenever we become aware that any employee, contractor, third party or agent may be attempting to improperly influence a decision of a customer or supplier or potential customer or supplier, or government official.
- ✓ Report any attempts to bribe us or requests for bribes.
- ✓ Speak-up if we have any suspicions of bribery or corruption.

WE NEVER

- ✗ Participate in any form of bribery or corrupt behaviour.
- ✗ Give or receive gifts or hospitality that are excessive, inappropriate, or have the potential to improperly influence, or which may be perceived to influence a decision or outcome.
- ✗ Conceal or fail to record the real nature of transactions accurately and fully.
- ✗ Pay more than the fair market value for goods and services.

Report it

All directors, employees, contractors, suppliers and agents of Perenti have a responsibility and are encouraged to prevent and help detect bribery and to raise any concerns through to their leader or through our Speak-Up service.

Key policies & more information

- Anti-Bribery & Anti-Corruption Policy and Standard
- Speak-Up Policy and Standard
- Your leader or Group Legal representative.

Maintaining complete & accurate records

We ensure all company financial information, reports and records are complete and accurate.

What do we mean?

Our books, records and financial reporting are a valuable asset and must be properly maintained. Our business partners, governments and the public rely on us to keep correct records. They are an essential part of doing business correctly, honestly and openly.

Many serious offences involve falsifying or tampering with the books or failing to account for an activity properly. Some serious offences start out as attempts to cover up relatively minor offences.

If your role involves the preparation and maintenance of accounting records of any kind, you must adhere to the guidelines set out by the Chief Finance Officer and applicable accounting standards and our company Accounting and Finance Standards and Procedures.

Company records include contracts, diary notes, audit reports, financial information, corporate policies, guidelines & procedures, minutes of meetings, and injury/incident investigations.

WE ALWAYS

- ✓ Ensure all transactions are recorded accurately and in accordance with company Standards and Procedures.
- ✓ Comply with Perenti’s internal financial controls and only authorise transactions within our delegated authority.
- ✓ Record transactions accurately in the correct accounting period, ensure they are supported by detailed proof, and specific approval has been received.
- ✓ Comply with our document retention and disposal policies.

WE NEVER

- ✗ Record transactions in the wrong way or place, even if the customer or other persons want us to.
- ✗ Fail to record any transaction or expenditure or record it in an unclear or misleading way.
- ✗ Alter or destroy any records or data that must be kept for litigation, an investigation or other legal reasons.

Report it

Think something may be wrong?

Immediately report if you think something is wrong or there is an irregularity in the company’s books, reports or invoices, or a weakness in any of our accounting systems. Report it to your leader or Group Legal representative or to our Speak-Up service.

We support open & fair business dealings

WALK IN THEIR SHOES - To win new clients, keep existing clients and to ensure everyone benefits, we have to really know them – not just who they are and what they're asking for, but what really matters to them.

Treat customers and business partners fairly

We ensure fair dealing in all our interactions with any of our

WE ALWAYS

- ✓ Act responsibly towards clients, and business partners and build fair and honest relationships with high ethical standards. Ensuring each has a positive experience working with Perenti.
- ✓ Document the terms and conditions of relationships and engagements in accordance with the company's procedures.
- ✓ Clearly communicate our expectations to our business partners, agreeing on contractual obligations where applicable. Take action where those expectations or obligations are not met.
- ✓ Say something if you suspect a customer or business partner is not complying with the law or their contractual obligations.
- ✓ Be aware of and follow any supplier-related requirements which apply to our business.
- ✓ Develop and deliver services and products according to our procedures and standards of quality.
- ✓ Report immediately any actual or potential legal claims, lawsuits and errors and/or omissions to your leader and a Group Legal representative.

WE NEVER

- ✗ Give in to the temptations to tell clients what you think they want to hear rather than the truth.
- ✗ Engage in a request by an employee of a customer for an arrangement that personally benefits the employee rather than the customer.
- ✗ Engage with customers or third parties who make requests for an arrangement that is clearly not legal, or that could harm Perenti's reputation.
- ✗ Give in to pressure from anyone to cut corners on quality or delivery standards.

Competing fairly

We compete fairly and comply with competition laws within the countries where we work.

What do we mean?

We are committed to the principles of free and fair competition and complete compliance with all applicable competition laws. We do not engage in improper or anti-competitive practices.

We identify, understand and manage risks relating to our cross-border business activities, transactions and services.

Competition and anti-trust laws

Many countries around the world have competition or anti-trust laws. These laws prohibit a variety of business practices that restrict free and fair competition such as collusion, price-fixing, bid-rigging or abuses of a dominant position or market sharing. They differ by country and can be very complicated.

Violations of competition laws are very serious and may lead to criminal or civil prosecution. They can also result in damage to our reputation and very large fines against us.

Competition laws are not always straightforward. If in doubt, ask our Group Legal team.

WE ALWAYS

- ✓ Conduct ourselves in compliance with competition laws in all dealings with our competitors, customers, suppliers and other business partners.
- ✓ Take great care when dealing with competitors. Any kind of agreement with a competitor or customer, e.g. to use or not to use a certain supplier or subcontractor, can raise competition concerns.
- ✓ Report any suspicions or allegations of possible anti-competitive behaviour to our Group Legal team.
- ✓ Notify our Group Legal team immediately if we receive confidential information that we should not have obtained, e.g. a competitor's tender information.

WE NEVER

- ✗ Collude with a competitor by agreeing to fix prices or terms, limit supply, rig a bid or coordinate tendering activities, allocate markets or boycott a customer.
- ✗ Exchange sensitive information with a competitor or other parties as it can give the appearance of an inappropriate agreement or understanding. Sensitive information may include price, contract negotiations, capacity, production costs, commercial strategies or plans, bidding intentions, customers and market share.
- ✗ Share information or engage in conversations with a competitor about competitively sensitive information. A conversation with a competitor may be a breach of competition law.
- ✗ Participate in trade, industry or groups that become a forum for improperly exchanging competitively sensitive information.

Gifts & hospitality

We make sure gifts and hospitality don't improperly influence a decision.

What do we mean?

We don't take advantage of our positions or the opportunities arising from them, including the use of Perenti information for personal gain, or by passing such information to others.

To foster working relationships, employees may occasionally receive or give gifts, entertainment or hospitality.

Hospitality includes invitations to social functions, sporting events, meals and entertainment. Gifts can vary in type and are generally low value or customary tokens of appreciation.

Gifts, entertainment & hospitality - Under no circumstances should you give or receive a gift, entertainment or hospitality if the purpose is to influence a decision improperly. Any gifts or hospitality we receive or give should always be customary and reasonable in terms of value, frequency and timing.

Information on limits for gifts, hospitality and entertainment and guidance is available at Perenti's Anti-Bribery & Corruption Standard. However, you should use your judgement to assess if the gift or hospitality received or offered is appropriate and importantly must not influence your decision.

If you are struggling to justify a gift or hospitality, it's probably not okay.

Contact your Group Legal representative for further guidance or see the company intranet for further information.

Sponsored travel - Perenti prohibits the giving or receiving of sponsored travel and travel-related expenses unless approved by the Managing Director or his or her delegate.

WE ALWAYS

- Ensure any gifts or hospitality received, given or declined is recorded on our gifts register.
- Comply with the limit values for gifts and hospitality and seek approval as required under Perenti's Anti-Bribery & Corruption Group Standard.
- Check with customers and suppliers before giving any kind of gift or invitation to them as they may have rules requiring them to report or refuse gifts and hospitality.
- Check with your leader or the Group Legal team before giving gifts or hospitality to public/government officials.

WE NEVER

- Accept gifts or hospitality if we think it will impair judgement, inappropriately influence our decision or create a sense of obligation.
- Request or ask for gifts or hospitality.
- Accept or give gifts of cash or cash equivalent, e.g. vouchers.

Key policies & more information

- Anti-Bribery & Anti-Corruption Policy and Standard
- Procedures and forms for engaging customers and suppliers
- Your leader, or Human Resources or Group Legal representative.

Avoiding conflicts of interest

We prevent and manage situations in which our activities may conflict with Perenti's interests.

What do we mean?

A conflict of interest occurs when your relationships, participation in external activities or interest in another business venture influence or conflict with your duties and responsibilities to Perenti.

Conflicts of interest also arise when you find yourself in a position where two or more interests compete, potentially compromising your judgement or independence. Usually, the conflict is about individuals benefiting at the expense of Perenti or another. Very often, perceptions of a conflict of interest can be just as harmful as an actual conflict of interest.

You must take great care not to involve yourselves in anything that can give rise to a conflict between your interests and those of Perenti.

As soon as you realise there's a potential conflict, you must disclose it and seek approval or guidance.

If you are in doubt, consult your leader or Group Legal representative for further guidance.

WE ALWAYS

- Avoid business dealings and personal relationships that cause or could cause a conflict of interest (actual or potential), or that would create the appearance of a conflict of interest.
- Say something to our leader if there is any conflict of interest or something which creates the appearance of a conflict of interest.
- Withdraw from decision-making that creates, or could be perceived to create, a conflict of interest.
- Take great care with contracts between Perenti and a family member, friend or company/business they own and notify our leader in writing and abstain from the decision-making process.
- Obtain the appropriate approval from our leader if we plan on being involved in any external business or professional activities. Approval will be given if there is no actual or potential conflict of interest in you doing so.

WE NEVER

- Use our position, contacts or any knowledge gained at Perenti for personal gain or to benefit family or friends.
- Pay anyone more than a contractually agreed, market-based value or rate for goods or services.
- Accept a benefit that could impair our judgement or independence, or be open to misinterpretation.

Key policies & more information

- Your leader or Human Resources representative.

Government & political activity

We are committed to working with the governments of the countries we work in.

We comply with the processes and procedures put in place by those governments and at all times, act with integrity and the highest ethical standards.

Perenti does not participate in party political activities.

What do we mean?

Our business is directly impacted by the decisions governments make. Governments have detailed processes and procedures covering the offering of money or other benefits to public officials, providing gifts and hospitality to public officials and other conduct which may impair how those governments make their decisions. We seek to have an open and ethical relationship with the governments of the countries we work in.

The laws on lobbying and working with governments are complex and differ between countries. Whenever we represent Perenti, we must take great care about what we say, do or support in the public or political domain.

Any political contribution or donations needs the approval of the Managing Director of Perenti and will not be approved unless they comply with relevant laws and regulations. Contributions may include cash and non-cash, such as the use of company facilities, services or materials or employee time.

You have the right to participate in a democratic process personally, but you must take care that your participation is on a personal basis only and that actions are not taken to be those of Perenti.

Perenti’s Anti-Bribery & Corruption Policy sets out the expectations for how you should conduct yourself when working with governments.

Requests from Government or Regulatory Authorities

If you receive a request for information from a government agency or regulatory authority, you must forward it to Perenti’s Group General Counsel & Company Secretary.

WE ALWAYS

- ✔ Follow applicable company procedures regarding communication with governments, regulators and public authorities.
- ✔ Ensure that all information provided to any government, regulator or authority is accurate and appropriate.
- ✔ Cooperate with every legitimate government request for information.
- ✔ Do not offer gifts and hospitality to the spouses, family members or guests of a government official.
- ✔ Say something if we are planning on engaging in political activity or accepting a political role that may impact our job or Perenti. Are aware that at times, personal political activity may result in a conflict of interest with Perenti.

WE NEVER

- ✘ Engage public or government officials to provide services without approval from the Managing Director.
- ✘ Engage in any political activity on behalf of Perenti or give the impression our political views are those of Perenti.
- ✘ Make or use another person or agent to represent Perenti or make a political donation on behalf of Perenti.

Key policies & more information

- Anti-Bribery & Anti-Corruption Policy
- Procedures and forms for engaging customers and suppliers
- Your leader, Group Legal representative, or the Group General Counsel & Company Secretary.

We do not misuse property or information

Keeping information confidential

We keep confidential information safe and ensure that it never gets into the incorrect hands.

What do we mean?

Any improper disclosure or misuse of confidential information about Perenti can have a huge impact on the company.

We must keep Perenti’s confidential information safe, only share it internally on a ‘need to know’ basis, and only disclose it to a third party under a contractual agreement and with appropriate authorisation to do so.

Confidential information belonging to joint ventures, customers, suppliers, employees, contractors or other third parties must be respected and also protected in the same way.

Confidential information - is any and all confidential and/or proprietary information or material belonging to, or in possession of, any company in the Perenti Group. It may be oral, visual, in writing, or in any other form. It includes any information related to Perenti’s:

- Financial, business plans, projections or strategies, property, business practices and relationships, processes, systems, or methods of operation.
- Specifications, technical information, pricing policies, costs, marketing plans, or promotional activities.
- Customer, supplier or employee information or terms of agreements.
- Know-how, trade secrets, inventions, innovations, improvements, or other proprietary information.

WE ALWAYS

- Ensure we protect our confidential information.
- Keep any information that may be commercially sensitive safe.
- Ask our Group Legal representative if there is any doubt about the use or disclosure of information. Sensitive and confidential information can be shared under a Confidentiality Agreement.
- Report confidential information received in error and return it to its rightful owner.
- Make sure customers, partners, suppliers and other third parties protect our confidential information.

WE NEVER

- Leave sensitive and confidential information lying around or unsecured, or otherwise fail to take care of it.
- Reveal or use confidential information learnt from a previous employer unless permitted to do so.
- Discuss confidential information in a way that it can be overheard in public.
- Exchange confidential information, using unsecured techniques and technologies or without entering into a confidentiality agreement.

Key policies & more information

- Your leader, Group Legal representative, or the Group General Counsel & Company Secretary.

Using computer systems and data

Company computer systems are for use at work. You are allowed to use computer systems reasonably and appropriately for personal use.

Company computer systems - this includes information and communication technology, systems and equipment that are owned or used by Perenti. They include:

- Desktop, laptop and handheld computers/ devices, such as smartphones or tablets;
- Servers and networks (including connections to public or external networks such as the internet);
- Storage devices such as memory sticks, memory cards, removable hard drives and CDs;
- Information stored in and transmitted by these technologies, such as emails, voice mails, instant messages, electronic files, database entries and internet postings.

What do we mean?

Our information technology systems, programs and data on our systems are very important to us and must, at all times, be used in accordance with Perenti’s IT Systems - Acceptable Use Standard.

They must not be used for any improper purpose or in any way that might affect their operation or integrity.

You should assume that any information stored or communicated on our computer systems is the property of Perenti. You should be aware that, subject to local law, the company reserves the right to monitor our emails and internet usage, whether work-related or personal.

Personal use is a privilege, not a right and must not be abused.

Email communications

All information contained in emails or other electronic communication systems belongs to Perenti.

All electronic communications which are carried out on Perenti’s communication and other electronic systems are subject to monitoring, with or without notice and regardless of whether our systems are accessed in or out of the workplace or through our servers. Perenti performs surveillance of all electronic communications and usage by our people.

USING COMPUTER SYSTEM AND DATA (CONTINUED)

WE ALWAYS

- Keep secure company computer systems and company information against loss, damage or theft.
- Follow all security and acceptable use standards for company computer systems when using them for work or personal use or when accessing or storing company information on personal devices.
- Get authorisation before installing software or connecting hardware (smartphone apps excluded).
- Are factual, professional and respectful in email and other electronic communications.

WE NEVER

- Download unlicensed software on any computer.
- Use company computer systems to access, obtain, create or distribute any material that's inappropriate, illegal or offensive. This includes obscene, pornographic, sexist, racist, defamatory, gambling and abusive material or material that is in breach of copyright.
- Have any privacy expectations when using company computer systems for work or personal use, unless otherwise stated by local law.

Key policies & more information

- Your leader, ITC services representative, or Human Resources representative.

Communication on social media

When we engage in social media use, we act responsibly.

What do we mean?

Our reputation and brand are very valuable assets and need to be maintained.

Our reputation is important to attracting clients and further business. Therefore, it is essential that we don't do anything that damages our reputation.

We acknowledge that many employees use various forms of social media in their personal capacity (i.e. Facebook, YouTube, Twitter, LinkedIn, blogs, forums etc.). You need to be aware of the impact of your personal use of social media and how it may affect the Perenti Group's reputation and brand.

An employee who engages in online communication must not make disparaging comments or post disparaging images about Perenti, our customers and /or its employees or make any disparaging comments where they can be identified as a Perenti Group employee.

Social media can be described as all online media communication platforms which allow for user participation and/or interaction. This includes, but is not limited to, Facebook, Facebook Workplace, SnapChat, Instagram, Twitter, TikTok, YouTube, Yammer and any other web sites that allow users to publish comments and/or images.

WE ALWAYS

- Keep private any confidential company information concerning our business operations or about an employee or customer.
- Ensure that any comments that are made on social media where we can be connected to Perenti are professional and positive.

WE NEVER

- Criticise the business, its customers and/or its employees in a public way.
- Post online communications which are defamatory, rude, offensive or threatening, publicises or comments on workplace disputes, has the potential to adversely impact the professional reputation and/or the productivity of Perenti.
- Post or disclose any confidential information.
- Engage in any form of sexual harassment on any social media platform

Key policies & more information

- Social Media Acceptable Use Standard
- Information Technology Policy
- IT Systems Acceptable Use Standard
- Your leader, human resources representative or Communications representative.

Protection of privacy & personal information

We respect and safeguard the privacy of everyone and adhere to all laws on data protection, including the:

- *Australian Privacy Act 1988* (Cth);
- European Union General Data Protection Regulation 2016/679; and
- data protection laws of any other country where our investors reside or where we conduct our business.

We recognise the importance of and are committed to, protecting the privacy of the personal information of our employees, customers and other people we work with.

Personal information - is any information or an opinion about an individual that identifies them or from which their identity can be ascertained. Examples of personal information include birth date, gender, tax file number, bank account details, passport, government-issued identification, health records, employment history, photographs, driver's licences, and other identification information.

What do we mean?

Privacy laws regulate the collection, storage, disposal, use and disclosure of personal information which can identify a living person.

When executing the functions of our operations, we may collect personal information directly from individuals, including visitors to our website, people who contact us with enquiries, clients and employees of those clients, prospective clients, prospective employees, our suppliers and employees of those suppliers, and investors.

We generally only use or disclose personal information for the primary purpose(s) for which it was collected (i.e. the employment relationship). We may also use personal information for a secondary purpose that is related to a purpose for which we collected it, provided you would reasonably expect us to do so. How we process personal information depends on the nature of our relationship with the individual. Please refer to the Perenti Privacy Policy for more information.

We only collect, retain and use personal information required for our legitimate interests, or as permitted by privacy laws. Those with access to it must only use it in an authorised way.

We work to ensure appropriate standards of data protection are in place across all our businesses and that we comply with privacy laws.

Contact our Privacy Officer

Perenti's Privacy Officer is responsible for the Perenti Group of Companies' management of data privacy. If you have any doubt about the handling of personal information or any queries relating to data privacy, you can contact Perenti's Privacy Officer at privacyofficer@perentigroup.com.

WE ALWAYS

- ✓ Protect personal information and keep it confidential and secure.
- ✓ Process personal information in accordance with the Perenti Privacy Policy, available in the "Key policies & more information" section below.
- ✓ Only collect and retain personal information that is necessary for business activities and only use it for the purpose for which it was collected.
- ✓ Make sure personal information is only shared with people who have a legitimate need to know or with the consent of those whose information we hold. Ask for advice from the Group Legal team before transferring personal information to a person or entity in another country.
- ✓ Promptly report any loss of personal information.
- ✓ Ensure personal information is securely deleted or destroyed when it is no longer required or in accordance with Perenti's document retention and disposal guidance.
- ✓ Carry out recruitment in strict accordance with the Company's Recruitment standards and procedures, which include telling potential employees you are collecting their personal information.

WE NEVER

- ✗ Check references for job applicants without first obtaining the applicant's consent.
- ✗ Provide personal information to anyone (including Perenti employees) or transfer it outside its country of origin without proper authorisation and provided it is permitted under privacy laws.

Key policies & more information

- Perenti Privacy Policy
- Your leader, Human Resources Representative or the Privacy Officer.

Dealing in securities and inside information

We are committed to ensuring that employees and their Connected Persons act appropriately when dealing in Perenti securities and securities in other companies, and do not damage Perenti's reputation or market confidence in Perenti securities.

Inside Information must not be used for insider trading, for your own or anyone else's benefit.

Deal or dealing includes buying or selling securities, creating a hedge, security interest, margin loan or other financial interest over or in relation to securities, exercising options over securities, transferring legal ownership of securities (even where beneficial ownership does not change), and any other transfer or creation of an interest in securities.

Securities includes shares, options, notes, bonds and other debentures, interests in managed investment schemes, trusts and other financial products, and any derivatives, including equity swaps, contracts for difference, futures, hedges and exchange-traded or over-the-counter options, whether settled by cash or otherwise.

Inside Information is information that a reasonable person would expect to have a material effect (upwards or downwards) on the price or value of securities. Put another way, it is information that might influence someone who commonly invests in securities to buy or sell securities to which the information relates. Dealing in securities while in possession of such information is referred to as insider trading.

Connected Persons includes family members who may be expected to influence or be influenced by you in their dealings of securities, or a company or an entity that you or that family member has an ability to control or has an interest in.

What do we mean?

Perenti Limited, the parent company of the Perenti Group, is a public company listed on the Australian Securities Exchange (ASX).

It is a serious criminal offence to buy or sell Perenti securities, or those of any other company, on the basis of Inside Information. This is insider trading.

- If you have 'Inside Information', you and your Connected Persons must not:
 - deal in Perenti securities;
 - procure, advise or encourage another person to deal in Perenti securities in any way; or
 - pass on Inside Information to another person who may use it to deal in Perenti securities.

The prohibition on dealing in securities while in possession of Inside Information also applies to the securities of other companies about which you have Inside Information.

You should not deal in Perenti securities if it could be perceived by the market that you are taking advantage of your position in an inappropriate way. It makes no difference whether you do it yourself or get someone else to do so, or whether it's for your own or anyone else's benefit. This applies even after you have stopped working for Perenti.

As a guiding principle, you should ask yourself:

*If the market was aware of all the current circumstances, could the proposed dealing be perceived by the market as taking advantage of my position in an inappropriate way? How would it look if the transaction were reported on the front page of the newspaper? (the **Front Page Test**)*

Any approval required for dealing in Perenti securities will not be granted where that dealing will not satisfy the Front Page Test.

If you are unsure whether it is acceptable to deal or communicate with others in relation to Perenti securities or securities in other companies, you are to contact the Group General Counsel & Company Secretary (**General Counsel**).

Additional securities trading restrictions are imposed on directors, key management personnel and certain other nominated officers of the Perenti Group (**Restricted Persons**) and their Connected Persons. From time to time, additional restrictions on dealing in Perenti securities may also be imposed on certain employees and officers of the Perenti Group due to their knowledge of a potential project or transaction, in which case they will be treated as a Restricted Person until notified otherwise.

Restricted Persons and their Connected Persons may not deal in Perenti securities during specified 'blackout periods' and any other period specified by the Board. Restricted Persons and their Connected Persons may only deal in Perenti securities if they obtain prior written approval in accordance with Perenti's Securities Trading Policy. This involves obtaining the General Counsel's approval to the proposed dealing, which is at the discretion of the General Counsel and can be withdrawn if new information comes to light or there is a change in circumstances. Before granting approval, the General Counsel will consult with the Chairman of the Board. Even if approval is obtained, Restricted Persons and their Connected Persons must not deal in Perenti securities if they possess Inside Information.

In exceptional circumstances, Restricted Persons and their Connected Persons may deal in Perenti securities during blackout periods with the prior written approval of the Chairman of the Board.

Certain other restrictions also apply to Restricted Persons and their Connected Persons, such as a prohibition from dealing in Perenti securities on a short-term trading basis, the requirement to obtain prior written approval for any proposed dealing in Perenti securities in connection with a margin lending arrangement, and additional rules that apply in relation to the hedging of Perenti securities.

This Code of Conduct contains a brief summary only and you should read the Securities Trading Policy in full before dealing in the securities of Perenti or any other entity.

DEALING IN SECURITIES AND INSIDE INFORMATION (CONTINUED)

WE ALWAYS

- ✓ Ensure we and our Connected Persons do not deal in the securities of any company when we possess Inside Information in relation to that company.
- ✓ Ask ourselves whether it would pass the Front Page Test and consider any legal or reputation issues (and discuss any concerns with the General Counsel) before dealing in securities.
- ✓ Make enquiries with the General Counsel, and obtain prior written approval if required, before we and our Connected Persons deal in Perenti securities or other securities where we may possess Inside Information.

WE NEVER

- ✗ Deal in Perenti securities or any other company's securities, or encourage others to do so, if we have Insider Information or know something which is market sensitive in relation to Perenti or that other company.
- ✗ Communicate or disclose Inside Information to any person.
- ✗ Deal in Perenti securities without first obtaining written approval if we are a Restricted Person or have been notified we are subject to trading restrictions.

Key policies & more information

- Securities Trading Policy.
- General Counsel.

Communications & market disclosure

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

Our communications and market disclosures are subject to compliance with the continuous disclosure obligations contained in the ASX Listing Rules and the *Corporations Act 2001* (Cth).

All Market Sensitive Information must first be made available on the ASX Market Announcements Platform.

Market Sensitive Information means any information concerning a Perenti company or operation that a reasonable person would expect to have a material effect on the price or value of Perenti's securities.

What do we mean?

We recognise the rights of shareholders to be informed of matters, in addition to those prescribed by law, which affect their investment in Perenti.

Our aim is to communicate concisely, timely, accurately and openly; to facilitate two-way communication with shareholders and the wider investment community; and to provide a greater understanding of our business, performance, governance and financial prospects.

A Disclosure Committee has been established to assist in making disclosure decisions and approving the content of announcements.

Employees must actively consider and immediately notify their leader or a Disclosure Committee member if they become aware of information that may be **'Market Sensitive Information'**. The Disclosure Committee will review all potential Market Sensitive Information to determine whether disclosure is required.

Employees must also maintain and protect the confidentiality of Perenti information, and not disclose confidential Market Sensitive Information to third parties other than pursuant to appropriate confidentiality arrangements. If Market Sensitive Information is released where the recipient is not bound by appropriate confidentiality arrangements, then Perenti may be required to disclose this Market Sensitive Information to the market prematurely.

Perenti will not respond to market speculation or rumours unless required to do so by law, at the request of the ASX, or otherwise pursuant to Perenti's Market Disclosure and Communication Policy (for example, where there is or could be a false market in Perenti's securities).

Communications with shareholders, the media and others

The Chairman of the Board and the Managing Director and Chief Executive Officer are the authorised spokespersons for the Perenti Group.

The Chief Financial Officer and the Group Manager - Investor Relations are authorised to communicate with analysts of and investors in Perenti on behalf of the Perenti Group.

The Managing Director and Chief Executive Officer may authorise others to communicate with stakeholders. Employees are otherwise prohibited from communicating with shareholders, the media, analysts, investors or other third parties and from making public statements on behalf of the Perenti Group.

Employees are required to understand how we communicate externally and who can make public statements. If you are unsure, speak with the Group General Counsel & Company Secretary or the Group Manager - Investor Relations.

This Code of Conduct contains a brief summary only and you should read the Market Disclosure and Communication Policy in full.

WE ALWAYS

- Report immediately to our leader or a Disclosure Committee member any information that may be Market Sensitive Information.
- Maintain and protect the confidentiality of Perenti information and not disclose confidential Market Sensitive Information to third parties.
- Take care about what we say at meetings or public events.
- Watch out for situations in which we may be considered to be speaking on behalf of the Company.

WE NEVER

- Release or communicate any Market Sensitive Information that has not already been released via the ASX Market Announcements Platform.
- Speak or communicate to third parties on behalf of Perenti (e.g. the media, analysts, investors, shareholders) if we aren't authorised to do so.
- Respond to the media, regulators, government agencies or other external enquiries if we aren't authorised to do so.
- Say or write things that may embarrass Perenti or its shareholders or other stakeholders in any way, or damage Perenti's relationship with them.

Key policies & more information

- Market Disclosure and Communication Policy.
- The Group General Counsel & Company Secretary or the Group Manager - Investor Relations.
- Any member of the Disclosure Committee.



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**Expect
More**