



**CORPORATE
GOVERNANCE
STATEMENT
2020**

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Overview

We are pleased to present our Corporate Governance Statement 2020 (**Statement**), which outlines the corporate governance framework and practices of Perenti Global Limited ABN 95 009 211 474 (the **Company**), together with its subsidiaries (together, the **Group**).

Throughout the reporting period, being the year ended 30 June 2020, the Company's governance arrangements have been consistent with the fourth edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Principles**), except as set out in section 9.1 below.

This Statement is current as at 24 August 2020 and has been approved by the Board.

This Statement should be read in conjunction with the Company's 2020 Annual Report (**Annual Report**). Further information about the Company's corporate governance practices and copies of key governance documents referred to in this Statement are available on the Company's website at: perentigroup.com

Our governance framework

The Board of the Company (Board) is committed to achieving the highest standards of corporate governance and business conduct, fostering a culture of compliance which values integrity, ethical behaviour, accountability, transparency and respect for others. We believe that this is essential for the long term performance and sustainability of the business, and to protect and enhance the interests of shareholders and other stakeholders.

The Company's governance framework plays a critical role in helping the business deliver on its strategy and objectives. It provides the structure through which business objectives are set, performance is monitored, and risks are managed. It includes a framework for decision making across the business and provides guidance on the standards of behaviour expected of our people across our business.

The Board regularly reviews the Company's governance framework and associated practices to ensure it complies with current regulations and consistently reflects market practice and stakeholder expectations.

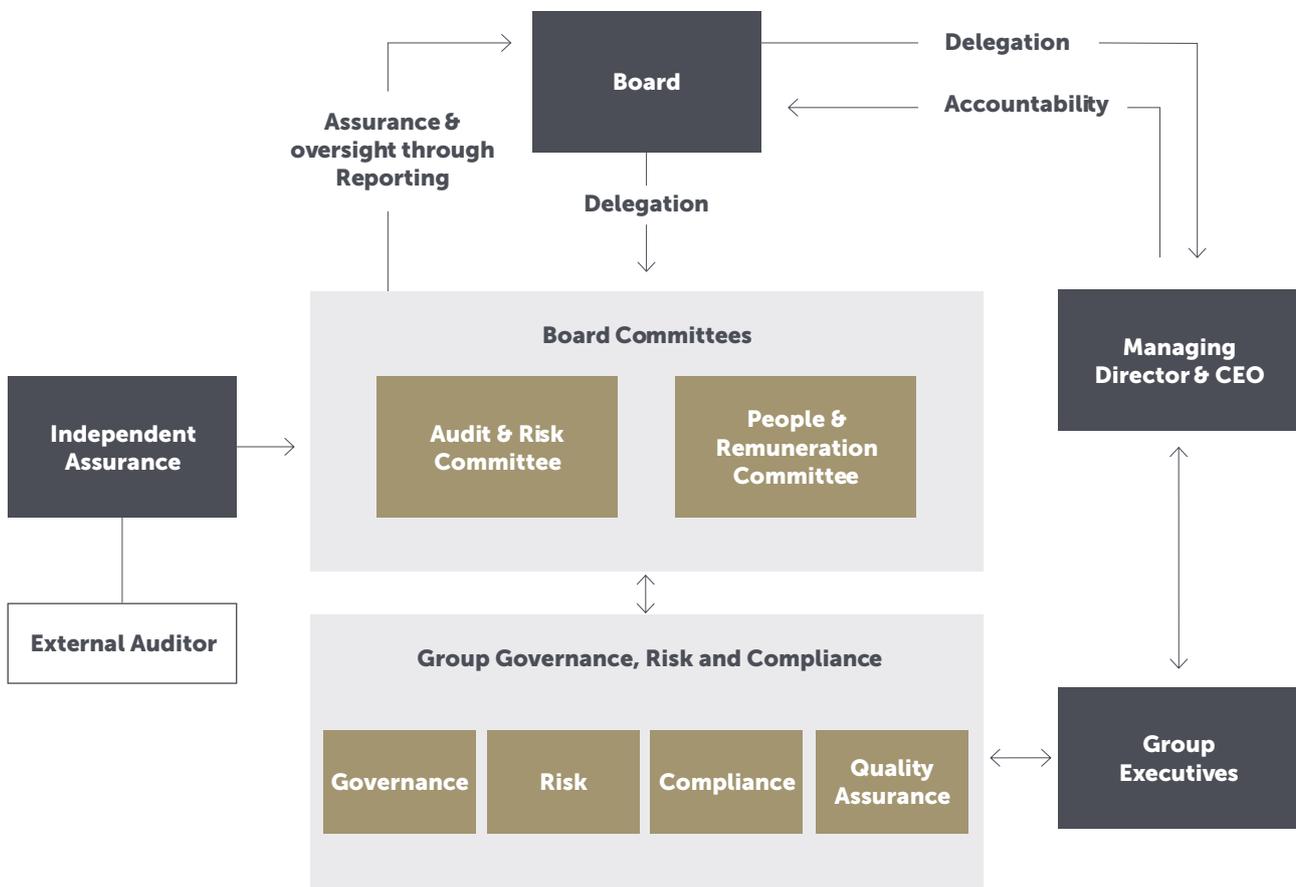
In 2020, the Company has continued to build on its strong foundation of governance to continually improve on its approach to Governance, Risk and Compliance by allocating additional resources to strengthen the Governance, Risk and Compliance function to support the needs of the businesses within the Group.

The Board and Committee Charters have been reviewed and updated by the Board. During the reporting period and the Company has implemented an updated Code of Conduct and other corporate governance policies and standards which were approved by the Board.

The key aspects of the Company's governance framework and main governance practices for the year ended 30 June 2020 are outlined in this 2020 Corporate Governance Statement.

The Company's corporate governance framework is illustrated below:

Overview



Our governance framework

BOARD

Responsible for overseeing the performance and operations of the Company

Ian Cochrane	Mark Norwell	Terrence Strapp	Mark Hine	Robert Cole	Alexandra Atkins	Andrea Hall
Independent, Non-executive Chairman	Managing Director and Chief Executive Officer	Independent, Non-executive Director				

BOARD COMMITTEES

Assist the Board to discharge its responsibilities in relation to:

Audit and Risk

Including risk management and financial reporting

People and Remuneration

Including Group Executive pay and human resourcing matters across the business

Group Executive

Manages the day-to-day operation of the Company under the leadership of the Managing Director and within the framework set and approved by the Board.

Below is the list of the Company's core governance framework documents. These documents are located on the Company's website.

Charters

Board Charter	Audit and Risk Committee Charter	People and Remuneration Committee Charter
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Corporate Governance Policies

Market Disclosure and Communication Policy	Anti-Bribery and Anti-Corruption Policy and Standard	Securities Trading Policy	Code of Conduct Policy and Booklet
Environmental Policy	Risk and Opportunity Management Policy	Inclusion and Diversity Policy	Speak-Up Policy (Global) and Speak-Up Standard (Australia)
Safety and Health Policy	Privacy Policy	Quality Policy	

Our core principles

The Board considers lawful, ethical and responsible business practices are essential to achieving sustainable long-term performance and creating shareholder value. The Company conducts business with integrity and honesty and in an open and accountable manner and endeavours to contribute positively to the regions and communities in which it operates.

During the year we revised our overall aspiration and purpose and developed five guiding principles, which will assist us to achieve our objectives. Our principles enable us to focus on what is important, balance our priorities and ensure that we are aligned on how we deliver on our purpose.

Applying these principles to everything we do defines our behaviour and drives our ambition to create enduring value and certainty for all stakeholders.

NO SHORT-CUTS

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.



1. Lay solid foundations for management and oversight

1.1 THE BOARD OF DIRECTORS



IAN COCHRANE
CHAIRMAN



MARK NORWELL
MANAGING DIRECTOR
AND CHIEF EXECUTIVE OFFICER



ALEXANDRA ATKINS
NON-EXECUTIVE DIRECTOR



ROBERT COLE
NON-EXECUTIVE DIRECTOR



ANDREA HALL
NON-EXECUTIVE DIRECTOR



MARK HINE
NON-EXECUTIVE DIRECTOR



TERRENCE STRAPP
NON-EXECUTIVE DIRECTOR

1. Lay solid foundations for management and oversight

The names of the current Directors, together with details of their term in office, independence status and Board committee membership are set out in the table below.

Name	Role	Independent	Term in Office	Board	Audit & Risk Committee	People & Remuneration Committee
Ian Cochrane	Chairman, Non-Executive Director	Yes	4 years 9 months	●	●	●
Mark Norwell	Managing Director and CEO	No	1 year 11 months	●		
Terrence Strapp	Non-Executive Director	Yes	15 years 1 month	●	● ¹	
Mark Hine	Non-Executive Director	Yes	5 years 6 months	●		●
Robert Cole	Non-Executive Director	Yes	2 years 1 month	●	● ²	●
Alexandra Atkins	Non-Executive Director	Yes	2 years 1 month	●		●
Andrea Hall	Non-Executive Director	Yes	8 months	●	●	

● Chairman ● Member

1 Terrence Strapp was the Chair of the Audit & Risk Committee until the Company's AGM on 1 October 2019.

2 Robert Cole has stepped down temporarily from the position of Chair of the Audit & Risk Committee with effect from 17 June 2020 to perform extra services as required by the Board. During this period, Ms Andrea Hall will fill the position of Chair of the Audit & Risk Committee.

Mr Keith Gordon retired from his position as Director with effect from 1 September 2019.

Detailed biographies of the Directors and their attendance at Board and Committee meetings during the reporting period are included in the Directors' Report in the Annual Report

1.2 THE BOARD CHARTER

The Board Charter sets out the role and responsibilities of the Board, describes those matters expressly reserved for the Board, and those matters delegated to Management.

The current Board Charter is available on the Company's website.

1.3 THE ROLES AND RESPONSIBILITIES OF THE BOARD

The Board is responsible for the overall strategy, governance and performance of the Company.

The role of the Board is to provide strategic guidance and leadership to the Company, to guide and monitor the management, business and affairs of the Company and to promote a culture which supports its principles.

The Board strives to deliver sustainable value to its shareholders, while taking into account the interests of other stakeholders. The Board recognises its responsibility to act honestly, fairly, diligently and in accordance with the law and to instill these values throughout the organisation.

The Board is also responsible for monitoring Management's progress in implementing the Company's strategy and promoting a culture which supports its principles. The Board meets regularly to review the Company's performance and progress against its strategy.

1. Lay solid foundations for management and oversight

1.4 BOARD COMMITTEES

The Board has established two standing Committees to assist in the discharge of its responsibilities:

- Audit and Risk Committee
- People and Remuneration Committee.

As and when required, the Board establishes special purpose sub-committees to give detailed consideration to specific matters or projects.

Board Committees report to and make recommendations to the Board. The Chair of each Committee reports to the Board after each meeting. All Non-executive Directors have a standing invitation to attend Committee meetings with the consent of the relevant Committee Chair. Papers prepared for the Committees are made available to all Directors.

The Board regularly reviews and approves the Committee Charters, chairmanship and membership. The Company's Board and Committee Charters were reviewed and updated during the reporting period, with a view to enhancing the Company's governance practices.

Details of the number of Committee meetings held during the reporting period and attendance by Directors are set out in the Directors' Report in the Annual Report.

Each Committee has a Charter setting out its role and responsibilities, objectives, composition, structure, membership requirements and the manner in which the Committee is to operate. The current Charters are available on the Company's website.

An overview of the members, composition and responsibilities of each Committee is set out below.

Members	Current Composition	Key responsibilities
Audit and Risk Committee		
Terrence Strapp	Four members.	Integrity of corporate reporting and effectiveness of internal controls.
Ian Cochrane	Only Non-executive Directors, the majority of which are independent Directors.	Appropriateness of risk appetite and effectiveness of risk management framework, and monitoring external and internal audit effectiveness, and auditor independence.
Robert Cole	An independent Chair, who is not Chair of the Board.	Further details about the responsibilities of the Audit and Risk Committee are outlined in sections 4.1 and 7.2.
Andrea Hall (Chair)	At least one member, who has accounting and financial expertise.	
People and Remuneration Committee		
Mark Hine (Chair)	Four Members.	Make recommendations in relation to Remuneration of Non-executive Directors;
Ian Cochrane	Only Non-executive Directors, all of whom are independent.	<ul style="list-style-type: none"> • Performance and remuneration of, and incentives for, the Managing Director and other Senior Executives; and • Remuneration strategies, practices and disclosures.
Alexandra Atkins	At least two members, who have an understanding of executive remuneration and of the associated regulatory framework.	Oversight of people, including development and succession planning, diversity, and culture.
Robert Cole	An independent Chair.	Further details about the responsibilities of the People and Remuneration Committee are outlined in sections 8.1 and 9.

1. Lay solid foundations for management and oversight

1.5 ROLE OF THE CHAIR

The Directors have elected Mr Ian Cochrane as Chair of the Board. The Chair is independent and a Non-executive Director. The role of the Chair includes leading the Board and facilitating and encouraging constructive discussion, representing the Board to shareholders, and communicating the Board's position and undertaking performance evaluations of the Board, its Committees and individual Directors.

Mr Cochrane's qualifications and experience are set out in the Directors' Report in the Annual Report. Further details on the role of the Chair are set out in the Board Charter.

1.6 ROLES AND RESPONSIBILITIES OF THE GROUP MANAGING DIRECTOR AND CEO, AND GROUP EXECUTIVE

The Board delegates management of the Company's affairs and implementation of the corporate strategy and policy initiatives to the Company's executive management team (Group Executive) under the leadership of the Managing Director.

Mr Mark Norwell commenced in the role as Managing Director and Chief Executive Officer of the Company on 17 September 2018.

The Managing Director is responsible for the day-to-day management of the Company. The Managing Director is supported in this function by delegating authority to the appropriate Group Executives for specific activities and transactions. This authority is governed by a formal delegation of authority that is approved by the Board and which is reviewed as required.

The Managing Director and Group Executive are responsible for providing the Board and Board Committees with accurate, timely and clear information on the Company's operations. This includes information on the Company's compliance with material legal and regulatory requirements and any conduct which is materially inconsistent with Company's principles or Code of Conduct.

Management's discharge of its responsibilities is monitored through regular Board reporting by the Managing Director and performance evaluations of the Managing Director and Group Executives (see section 1.10 below).

1.7 THE ROLE OF COMPANY SECRETARY

The Board is responsible for the appointment of the Company Secretary. The Company Secretary is directly accountable to the Board through the Chair on all matters regarding the proper functioning of the Board.

Mr Strati Gregoriadis is the Company Secretary of the Company. Mr Gregoriadis' qualifications and experience are set out in the Directors' Report in the Annual Report.

1.8 DIRECTOR NOMINATION AND APPOINTMENT

The Board has not established a nomination committee; however the full Board performs the functions that would otherwise be fulfilled by a nomination committee. The Board considers that it can deal effectively and efficiently with Board composition and succession issues without establishing a separate nomination committee. The Board Charter sets out the Board's processes for the nomination and appointment of Directors.

The Board regularly reviews the skills represented by the Directors and considers whether the composition of the Board meets the necessary and desirable competencies of Directors (by reference to the Board Skills Matrix) and Board succession plans remain appropriate for the Company's corporate strategy and to maintain an appropriate mix of skills, experience, expertise and diversity on the Board.

The Board also considers and reviews the process for nomination and selection of new Directors and the process of evaluating the performance of the Board, its Committees, individual Directors, and Group Executives.

Before the Board appoints a new Director or puts forward a candidate for election, the Board ensures that the Company undertakes appropriate checks which include but are not limited to, reviewing the person's character, experience, education, criminal record and bankruptcy history. Interviews with the potential candidates are conducted by existing Directors to ensure there are an appropriate fit for the strategic direction of the Company. Appropriate discussions with third parties may also be undertaken.

Any Director who has been appointed during the year must stand for election at the Company's next Annual General Meeting (**AGM**).

Shareholders are provided with all material information in the Company's possession relevant to their decision as to whether to elect a new Director.

Upon appointment, each Director receives a letter of appointment which sets out the formal terms of their appointment. Directors also receive a deed of indemnity, insurance and access. Director remuneration details are included in the Remuneration Report in the Annual Report.

1. Lay solid foundations for management and oversight

1.9 DIRECTOR RETIREMENT AND RE-ELECTION

One third of the members of the Board (excluding the Managing Director) retire by rotation at every AGM of the Company and may stand for re-election.

The Board's recommendation in respect of the re-election of an existing Director is not automatic and is contingent on their past performance, contribution to the Company, and the current and future needs of the Board and the Company. Shareholders are provided with all material information in the Company's possession relevant to their decision as to whether to re-elect a new Director.

Mr Cochrane and Ms Atkins will retire by rotation in 2020. They are standing for re-election at the 2020 AGM, with the unanimous support of the Board, noting that they each abstained on voting in relation to their own appointment.

As noted at the Company's 2019 AGM, Mr Strapp will retire at the conclusion of the 2020 AGM.

Directors biographical details, including the relevant qualifications, experience and skills are detailed on the Company's website and in the Annual Report.

(b) Managing Director and Group Executive Performance

The Managing Director and all Group Executives have written agreements with the Company setting out their employment terms, including remuneration and performance requirements. The Board is responsible for monitoring Management's performance and implementation of the Company's strategy.

The Board conducts a performance review of the Managing Director each year.

The Managing Director conducts annual performance reviews of the Group Executives to evaluate their performance against relevant performance measures and reports to the Board on the outcome of this review. The process for evaluating the Group Executives performance and remuneration is in the Remuneration Report in the Annual Report.

Performance evaluations of each Group Executive's performance took place during the reporting period in accordance with the process disclosed in the Remuneration Report.

1.10 PERFORMANCE REVIEWS

(a) Board Performance

The performance of the Board, its Committees, and individual Directors is reviewed throughout the year.

The Chair evaluates the Board, Board Committees, and individual Non-executive Directors. The remainder of the Board evaluates the Chair.

The performance evaluations are conducted through a series of discussions held throughout the year. During these discussions, the Chair obtains confidential feedback from the Directors, the Managing Director and the Company Secretary on their view of the dynamics between the Board members and the quality of the Board's decision making. This information is then used to drive improvement in the Board's performance. As part of the review the Chair considers whether there is a need for existing Directors to undertake any professional development.

Performance evaluations were conducted in accordance with the above process during the reporting period.

2. Structuring the Board to be effective and add value

2.1 BOARD COMPOSITION

The composition of the Board is designed to include Directors that bring complementary skills and experience to ensure sustained delivery of value to shareholders in a manner that is consistent with the Company's principles, supports Management and the business, and protects the interests of shareholders.

The Company's Constitution provides that the Board should comprise of between three and eight Directors. The Board Charter provides that the majority of the Board should be independent non-executive Directors.

The Board currently comprises seven Directors, six of whom are Non-executive Directors.

The Directors have elected Mr Ian Cochrane as the Chairman. The Chairman is an independent Non-executive Director, as required by the Board Charter. Details of the current Directors are set out in section 1.1 above.

2.2 DIRECTOR SKILLS AND EXPERIENCE

The Company is committed to ensuring that the composition of the Board continues to include directors who bring an appropriate mix of skill, experience and expertise to Board decision-making. The Board also aims to retain a balance between long-serving directors with experience and knowledge of the Company's business and history, and new directors who bring an external perspective and different insights.

The Directors have a broad and diverse range of experience and skills across a number of business areas.

The following Board Skills Matrix describes the proportion of Directors on the Board with particular areas of competence, skills and experience. The Board Skills Matrix recognises direct, practiced experience or a high level of knowledge or awareness in the area of competence. The Board Skills Matrix is current as of 30 June 2020.

To the extent that any skills are not directly represented on the Board, they are realised through Management and external advisors.

The Board Skills Matrix is considered by the Board to guide its assessment of the skills and experience of new and existing Directors and to identify any gaps in the collective expertise of the Board for the purpose of Board succession planning.

2. Structuring the Board to be effective and add value

BOARD SKILLS MATRIX

■ High competence/practiced ■ Awareness

Skills/Competency	Board Representation
Business Leadership Executive senior leadership in large organisation	7
Public Listed Company Experience Leadership in a public listed company	7
Principles and Culture The Principles are the shares beliefs that guide our behaviour and actions	7
Business Strategy Experience and judgement to contribute to the development of strategy	6
Global Mining & Mining Services Experience in, and understanding of, the contract mining services in Australia or overseas	7
Capital Management Experience in, and understanding of, capital markets and debt financing	4
Legal and Regulatory Compliance Experience in ensuring compliance with laws and regulations applicable to the Company's business activities	6
Corporate Governance Demonstrate commitment to highest standards of corporate governance including board or senior executive experience or background	7
Financial Acumen High level of financial acumen and experience in financial accounting, reporting and internal financial controls, including the ability to probe the adequacies of financial and risk controls	6
Accounting and Audit Professional qualification in accounting and finance disciplines	3
Health and Safety Experience in workplace health and safety including controlling risks and impacts	5
People Management Experience in, or understanding of, leadership and organisational design to contribute to talent management, succession planning, performance and organisational culture	7
Technology & Innovation Understanding of the technologies and innovations existing and current within the industry and experience in delivering technology strategy	5

1 2 3 4 5 6 7
No. of Directors as at 30 June 2020*

2.3 DIRECTOR INDEPENDENCE

The Company recognises that having a majority of independent Directors helps to ensure that the decisions of the Board reflect the best interests of Company and its shareholders generally and that those decisions are not biased towards the interests of Management or any other group.

The Board Charter requires a majority of the Directors to be independent.

The Board regularly reviews the independence of each Non-executive Director and, in August 2020, completed an independence assessment in accordance with the ASX Recommendations and Principles.

In determining whether a Director is independent, the Board considers whether the director is free of interests that could (or could be perceived to) materially interfere with the independent exercise of that Director's judgement and their capacity to act in the best interests of the Company and its shareholders generally. The Board takes a qualitative approach to assessing materiality and independence on a case-by-case basis by reference to each Director's individual circumstances rather than applying strict quantitative thresholds.

The Managing Director and Chief Executive Officer, Mr Norwell, is not independent as he is an executive of the Company.

2. Structuring the Board to be effective and add value

The Board considers the following Non-executive Directors to be independent:

- Mr Ian Cochrane
- Mr Terrence Strapp
- Mr Mark Hine
- Mr Robert Cole
- Ms Alexandra Atkins
- Ms Andrea Hall

The tenure of each Director is set out in section 1.1 of this Statement. Mr Terrence Strapp has been a Non-executive Director of the Company for more than 15 years. In 2020, the Board reviewed and determined that his tenure has not impacted on his independence and the Board continues to consider that Mr Strapp is an independent Director. As at the date of this Statement, all other Directors have served on the Board for less than 10 years.

2.4 INDUCTION OF NEW DIRECTORS

As part of the induction program covering the Company's financial position, strategies, operations and risk management policies, each new Director is provided with an induction pack and meets with the Board Chair, the Managing Director, Group Executives and other senior managers to gain valuable insights into relevant operational and corporate matters.

2.5 CONTINUING DEVELOPMENT OF DIRECTORS: ACCESS TO INFORMATION, TRAINING AND ADVICE

All Directors are expected to maintain the knowledge and skills required to discharge their obligations to the Company.

On an ongoing basis, Directors are provided with papers, presentations and briefings on matters which may affect the business or operations of the Company. Directors have access to all Board Committee papers and are invited to attend all Committee meetings regardless of whether they currently serve on that Committee. Directors are also entitled to request any other information they consider necessary to make informed decisions and have access to the Company Secretary.

As part of the review of the Board's performance identified in section 1.10, the Board reviews the need for any Directors to undertake professional development to maintain the skills and knowledge needed to perform their role effectively. Any professional development needs identified during this process are addressed during the following period. Relevant training and professional development is available to Directors at the Company's expense, where applicable.

Directors are also entitled to seek independent professional advice at the Company's expense, subject to the prior written consent of the Chair.

2.6 CONFLICTS OF INTEREST

Directors are required to disclose all interests that may conflict with their duties. The Board has also adopted a Conflicts of Interest Protocol which is set out within the Board Charter.

Pursuant to this protocol, a Director may, at any time, declare a conflict of interest in relation to a matter by notification to the Company Secretary in writing.

If a Director has a material personal interest in a matter being considered by the Board, they must not be present for the consideration of that matter or vote on the matter and will not receive any information which relates to that matter.

2.7 ATTENDANCE AT MEETINGS

Details of Director attendance at meetings in the 12 months up to 30 June 2020 is set out on page 51 of the Annual Report.

The Company is committed to conducting its business with integrity and in an open and accountable manner. The Board believes that lawful, ethical and responsible business practices are essential to achieving sustainable long-term performance and creating shareholder value.

The Board recognises its role in setting the ethical tone and standards of the Company and its responsibility in monitoring and developing a corporate culture which accords with its principles.

The following sections set out the policies that the Company has had in place, or implemented, during the reporting period to promote ethical and responsible business practices in the organisation. Each of these policies are available on the Company's website.

3. Instill a culture of acting lawfully, ethically and responsibly

3.1 PRINCIPLES AND CODE OF CONDUCT

The Company's principles of:

- No shortcuts;
- Never wasteful;
- Walk in their shoes;
- Smarter together; and
- Enable tomorrow,

are articulated and disclosed widely throughout the Company, including on the Company's website and in the Annual Report.

The Company has a Director Code of Conduct and a Company Code of Conduct.

The Director Code of Conduct, which is set out in the Board Charter, sets out standards of behaviour of Directors required to promote responsible decision making and ethical behaviour which aligns with the Company's principles. The current Board Charter is available on the Company's website.

The Board approved a new Company Code of Conduct (comprising the Code of Conduct Policy and Code of Conduct Booklet) during this reporting period. The new Code of Conduct is being rolled out across the Group.

The Company's Code of Conduct Booklet describes how Directors and employees should conduct themselves to work together to fulfil the Company's purpose through the application of the Company's principles and sets out the expected behaviours of Directors, employees, contractors, consultants and suppliers and agents. The Code of Conduct Booklet embodies the Company's commitment to good corporate governance and responsible business practice.

The Company's Code of Conduct Policy Booklet is available on the Company's website and internal document management system. The Company is implementing an improved compliance training program and providing online training on the Code of Conduct to employees.

Any material breaches of the Code of Conduct are reported to the Audit and Risk Committee.

3.2 SPEAK-UP POLICY

The Company has established a Speak-Up Policy which meets the recent legislative changes. The Speak-Up Policy encourages anyone to report any concerns about actual or suspected wrongdoing and improper conduct and ensures confidentiality and protection is provided to those who do so. The Company has engaged an independent speak-up service provider, FairCall, who specialises in handling sensitive reports and disclosures. The Company also has a related Speak-Up Standard which provides further information on the speak-up process in relevant jurisdictions and how the Company will respond and investigate a report.

The Speak-Up Policy and Speak-Up Standard (Australia) is available on the Company's website and internal document management system.

Any material incidents reported under the Speak-Up Policy are reported to the Audit and Risk Committee.

3.3 ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

The Company has an Anti-Bribery and Anti-Corruption Policy which sets out the Company's zero tolerance for any bribery or corruption in its business dealings and operations anywhere in the world. The Company also has a related Anti-Bribery and Anti-Corruption Standard which sets out the specific requirements of Group personnel and agents related to the policy.

The Anti-Bribery and Anti-Corruption Policy and the related Anti-Bribery and Anti-Corruption Standard are available on the Company's website and internal document management system.

Any material breaches of the Anti-Bribery and Anti-Corruption Policy are reported to the Audit and Risk Committee.

3.4 SECURITIES TRADING POLICY

The Company has established a Securities Trading Policy which outlines the restrictions, closed periods and processes required when Directors and key management personnel desire to trade Company securities. Directors and key management personnel are prohibited from entering into transactions in associated products which operate to limit the economic risk of security holdings in the Company over unvested entitlements.

The Board is satisfied that the Company has complied with its policies on ethical standards, including trading in securities.

4. Safeguard the integrity of corporate reports

The Company believes that accurate and timely corporate reporting underpins effective risk management and is key to executing the Company's strategy.

The Board is responsible for overseeing that appropriate monitoring and reporting mechanisms are in place. It has established the Audit and Risk Committee to assist in discharging this responsibility.

Details about the Company's processes for corporate reporting are contained in the Company's Market Disclosure and Communication Policy.

4.1 AUDIT AND RISK COMMITTEE

The Audit and Risk Committee assists the Board to meet its oversight responsibilities in relation to the Company's financial reporting, its risk management framework and procedures, compliance with related legal and regulatory requirements, and external audit functions. The minutes of the meetings of the Audit and Risk Committee are tabled at Board meetings and the Committee Chair reports relevant matters of the Audit and Risk Committee to the Board.

The current Audit and Risk Committee Charter is available on the Company's website.

4.2 INTEGRITY OF FINANCIAL REPORTING

The Audit and Risk Committee meets at least four times per year, including immediately prior to the release of the full and half year financial statements. The Audit and Risk Committee has reviewed the integrity of the Company's financial statements for the financial year ended 30 June 2020 and is satisfied that the Company's financial reports for FY2020 comply with the applicable accounting standards and present a true and fair view of the Company's financial condition and operational results. The Audit and Risk Committee has also confirmed that it is satisfied that the Company's risk management framework and internal control systems are operating effectively for the management of material business risks within the risk appetite set by the Board.

Prior to the financial statements being approved by the Board, the Managing Director and the Chief Financial Officer (CFO) provide written statements to the Board in accordance with section 295A of the Corporations Act (Cth) 2001, and recommendation 4.2 of the ASX Principles and Recommendations, in respect of the half and full-year reporting periods.

The Board received such certifications in respect of the half and full-year reporting periods of FY2020.

4.3 EXTERNAL AUDITOR

The Company's external auditor, PwC, was first appointed as Ausdrill's external auditor in 1989, with other auditors having been in place for certain subsidiaries of the Group. Whilst PwC has been the auditor of Ausdrill since 1989, they became auditors of the Group in its entirety following the Barmingo acquisition in 2018. Given the changes to the business and the structure since the integration, the Board is of the view that PwC is best positioned to provide independent challenge and scepticism given their pre-existing understanding of components of the Group's business. PwC's policy is to rotate audit engagement partners on listed companies at least every five years.

The Company's external audit policy contains controls which address threats to the independence of the external auditor including, in particular, those which may arise by reason of self-interest, self-review, advocacy, familiarity or intimidation.

Representatives of PwC are invited to all Audit and Risk Committee meetings and all Audit and Risk Committee papers are made available to PwC. All Audit and Risk Committee members have direct access to PwC representatives.

PwC attends each AGM and a representative is available to answer, at, or ahead of, the AGM, questions from shareholders relevant to the audit, the preparation and content of the audit report, the accounting policies adopted by the Company, and the independence of the auditor in relation to the conduct of the audit. PwC's independence declaration is contained on page 69 of the Directors' Report in the Annual Report.

PwC's audit engagement partner will attend the 2020 AGM to answer questions relevant to the external audit.

4.4 VALIDATION OF PERIODIC CORPORATE REPORTS

The Company is committed to providing clear, concise and effective disclosure in its corporate reports. The Board has adopted the Market Disclosure and Communication Policy that applies to all disclosures to the market. Authority has been delegated to the Disclosure Committee to ensure implementation of the reporting and communication processes and controls set out in the Market Disclosure and Communication Policy.

The Company has processes in place to verify the integrity of all Company announcements and unaudited periodic reports released to the market, to ensure that they are factual, complete, accurate and provide investors with appropriate information to make informed investment decisions.

In order to ensure that all applicable laws, regulations and policies are complied with, reports are prepared by, or under the supervision of subject matter experts, and any material statements in the reports are reviewed for accuracy.

5. Make timely and balanced disclosure

The following process is followed prior to the release of annual and half-year reports. Note that the financial statements are externally audited or reviewed and are subject to additional processes.

Reporting procedure	Accountability
Preparation and drafting of report	Subject matter experts with assistance of external advisors as required
Material statements reviewed and verified	Group Executive, or as allocated to personnel with relevant expertise
Group Executive approval	Group Executive
Audit and Risk Committee endorses the reports for Board approval	Audit and Risk Committee
Board approval	Board
Release to ASX	Company Secretary

The following process is followed prior to the release of the Environment, Sustainability and Governance Report:

Reporting procedure	Accountability
Identify the scope and focus of report	Group Executive, with assistance from external advisors and subject matter experts
Preparation and input of data in accordance with guidelines which contain processes to check accuracy and material requirements	Group Executive, or as allocated to personnel with relevant expertise
Build report	ESG Reporting Consultant, or external provider as required
Group Executive approval of content relevant to their function	Group Executive
Audit and Risk Committee endorses the report for Board approval	Audit and Risk Committee
Board approval	Board
Release to ASX	Company Secretary

5.1 CONTINUOUS AND PERIODIC DISCLOSURE

The Company is committed to providing shareholders and the market with equal and timely access to material information concerning the Company in a factual, clear and balanced way.

The Company has adopted a Market Disclosure and Communication Policy which sets out how it complies with its disclosure obligations under the Corporations Act (Cth) 2001 and the ASX Listing Rules.

The Managing Director is responsible for overseeing and coordinating disclosure of information to the media and to analysts, brokers and shareholders. The General Counsel is responsible for communication with ASX.

The Managing Director and the General Counsel are responsible for ensuring that all employees are aware of their obligation to bring price-sensitive matters to Management's attention, and to safeguard the confidentiality of corporate information to avoid the need for premature disclosure.

All market sensitive information is first notified to ASX and then promptly placed on the Company's website following receipt of confirmation from ASX. Before giving any new and substantive investor or analyst presentations, the Company releases a copy of the presentation materials to ASX.

Key periodic shareholder communications include the Company's Annual Report, and its full-year and half-year financial results.

Copies of the final versions of all material ASX announcements are provided to the Board promptly after those announcements have been made.

The Market Disclosure and Communication Policy is available on the Company's website and internal document management system.

6. Respecting the rights of security holders

6.1 SHAREHOLDER ENGAGEMENT

The Company is committed to ensuring that shareholders have access to accurate, timely and effective information about the Company and its governance both through its website and other communication mediums.

All market announcements are posted on the Company's website as soon as practicable after they have been released to the market. The Company also publishes other relevant information, including its corporate governance arrangements, charters and policies on its website.

The Company has implemented an investor relations framework to facilitate effective two-way communication with investors. This includes communicating through a number of channels and technologies, including email, webcasting and social media, to allow shareholders to participate in shareholder meetings and to have their enquiries heard. The Company aims to ensure that shareholders are provided with all information necessary to assess the performance of the Company. The Company follows the principles of continuous disclosure to ensure all investors are fully informed on the activities of the Company.

The Managing Director is responsible for investor relations activities with the assistance of the Chief Financial Officer and the General Manager of Corporate Finance and Investor Relations.

The Company also hosts briefings for institutional investors and analysts to discuss information already released to the market via ASX and to provide background information to assist analysts and institutions in their understanding of the Company's business. The Company's policy is to not disclose or discuss price sensitive information unless it has already been released to the market via the ASX. Before giving any new and substantive investor or analyst presentations, the Company releases a copy of the presentation materials to ASX.

6.2 ELECTRONIC COMMUNICATIONS

The Company also gives shareholders the option to receive communications from, and send communications to, the Company and its Share Registry, Link Market Services Limited (Share Registry), electronically.

The Company's website allows shareholders to make direct contact with the Company and access Company information on demand. The website has an option for interested parties to register to receive updates on the Company's ASX announcements. The Company's Share Registry offers a similar service to alert shareholders of any Company ASX announcements.

6.3 ANNUAL GENERAL MEETINGS

The Company recognises the importance of shareholder participation in general meetings and supports and encourages that participation.

The Company's Annual General Meeting (AGM) will be held on Friday 2nd October 2020, 11am (AWST) at the Westin Hotel, 480 Hay Street, Perth, Western Australia.

At the AGM all shareholders are given the opportunity to ask questions prior to the meeting during informal discussions with the Board and Group Executives and during the meeting when comments and questions are invited.

To improve access and participation for those who cannot attend in person, the Company webcasts the proceedings of its annual general meetings. For the 2020 AGM the Company has determined that a hybrid AGM will be held, enabling shareholders to participate via video webcast facilities provided by the Company's Share Registry.

All Directors attended the 2019 AGM, with the exception of Ms Andrea Hall who was appointed as a Non-executive Director after the 2019 AGM. All the Directors are expected to attend the 2020 AGM, subject to any public gathering restrictions that may be in place at that time.

All substantive resolutions at shareholder meetings are decided by a poll rather than a show of hands.

7. Recognise and manage risk

7.1 DIVISION OF RESPONSIBILITIES BETWEEN THE BOARD AND MANAGEMENT

The Board recognises that effective risk management is critical to maintaining the Company's reputation. The Company has a consistent and proactive approach to risk management across operations globally aligned with ISO 31000:2018, as well as the ASX Principles and Recommendations.

The Board is responsible for setting the Company's risk appetite. It is responsible for satisfying itself annually, or more frequently as required, that management has developed and implemented a sound system of risk management and internal control. Detailed work on this task is delegated to the Audit and Risk Committee and reviewed by the Board.

Management implements the Board approved risk management framework and manages the Company's operations within the risk appetite set by the Board. It is responsible for identifying, managing, monitoring, mitigating and reporting on risks.

The Company's commitment to strong governance extends through to the approach taken to risk management systems and controls. The Company engages external advisors to support the ongoing optimisation of the Company's risk management framework which includes regular identification and assessment of key risks and controls (financial and non-financial) as well as strategies to appropriately manage risk across the Group.

7.2 AUDIT AND RISK COMMITTEE

The Audit and Risk Committee has a mandate from the Board to provide risk management oversight across material risks. The Audit and Risk Committee is responsible for ensuring there are adequate policies in relation to risk management, compliance and internal control systems. Details of the membership, charter and meetings of the Audit and Risk Committee are outlined in sections 1.4 and 4.1 of this statement.

The Audit and Risk Committee's responsibilities include:

- Considering all material risks of the Group
- Reviewing the Company's risk management framework at least annually
- Overseeing the processes for identifying, evaluating, monitoring and reporting of material operational, financial, compliance and strategic risks
- Reviewing the effectiveness of the Company risk management systems and internal controls.

The Audit and Risk Committee obtains regular reports from management, the external auditors and project teams (under its charter) and has access to the Company's records, management, employees, external auditors and external advisors in fulfilling its responsibilities.

The Company has a Risk and Opportunity Management Policy which is available on the Company's website and internal document management system.

7.3 THE COMPANY'S RISK MANAGEMENT FRAMEWORK

The Company has an established risk management framework. The framework encompasses (among other matters) the risk governance structure across the Company, the risk strategy and appetite, risk culture and behaviours and supporting frameworks and processes governing risk identification, assessment, monitoring and reporting.

The Audit and Risk Committee reviews the Company's risk management framework annually. This review took place in FY2020. The Audit and Risk Committee confirmed that it is satisfied that the Company's risk management framework and internal control systems are operating effectively for the management of material business risks within the risk appetite set by the Board.

7.4 MANAGEMENT'S ROLE IN RISK MANAGEMENT

Management is responsible for developing, implementing and reporting on the Company's risk management and internal control systems. At management level, the risk management team is comprised of the Group Executives who report on new and emerging sources of risk and related controls and mitigation measures that have been implemented in their respective areas of responsibility to the Audit and Risk Committee through the Managing Director.

The Managing Director reports to the Audit and Risk Committee on the effectiveness of:

- the risk management and internal control system during the year; and
- the Company's management of its material business risks.

7. Recognise and manage risk

7.5 INTERNAL AUDIT

For the reporting period, the Company did not have an internal audit function.

In the absence of a formal internal audit function, the Board relied on Management's ongoing monitoring and reporting of material business risks at Board and Committee meetings and, where deemed appropriate, assurance activity was either performed internally or with the assistance of external parties.

An internal audit function has been established with an internal auditor commencing with the Company in July 2020.

The newly formed internal audit function is intended to provide independent assurance that the design and operation of the Group's risk management and internal control system is effective. As with management reviews conducted previously, a risk-based approach will be applied to ensure that higher risk activities are prioritised in the internal audit plan which will be approved by the Audit and Risk Committee.

The Audit and Risk Committee approves the appointment of the internal audit manager, oversees the activities of the internal audit function, and reviews its performance. Committee members have unrestricted access to the internal audit manager and the internal audit manager equally has unrestricted access to the Audit and Risk Committee members. Internal audit and external audit are separate and independent of each other.

7.6 RISK MANAGEMENT AND CONTROL

The Company is exposed to a range of market, financial, operational, environmental and socio-political risks that could have an adverse effect on the Company's future performance. The nature and potential impact of these risks can change over time and vary in degree to the extent they can be controlled by the Company.

The Company has a risk management framework in place with internal control systems to mitigate these key business risks. The Company's key business risks include, but are not limited to:

- Health, safety and wellness
- Mining industry and competition
- Instability and security in countries where the Company operates
- Treasury and foreign exchange
- Labour costs and availability
- Sustainability, climate change and significant weather events and environmental compliance
- Business continuity and uninsurable risks
- Communicable disease outbreaks

Further information on the Company's material business risks, including any material exposure to economic, environmental and social sustainability risks and how these are managed is set out on pages 28 to 30 of the Annual Report.

8. Remunerate fairly and responsibly

8.1 PEOPLE AND REMUNERATION COMMITTEE

The People and Remuneration Committee assists the Board by reviewing and making recommendations to the Board on remuneration matters such as:

- the Group's remuneration structure, strategy and framework;
- Group Executives' remuneration and incentives;
- management succession planning; and
- the Remuneration Report in the Annual Report.

The current People and Remuneration Committee Charter is available on the Company's website.

8.2 REMUNERATION POLICIES AND PRACTICES

The Company's remuneration policies are aimed at motivating senior executives to pursue the long-term growth and success of the Company, and demonstrating a clear relationship between performance and remuneration. No individual is directly involved in deciding his or her own remuneration. The Company's Securities Trading Policy provides that participants in equity-based remuneration plans are not permitted to enter into any transactions that would limit the economic risk of options or other unvested entitlements.

The structure of remuneration for Non-executive Directors is clearly distinguished from that of the Managing Director and Group Executives. Non-executive Directors are not entitled to any retirement benefits (other than those required pursuant to the Superannuation Guarantee Legislation) and are not eligible for performance-based remuneration.

Information regarding the Company's remuneration framework for Directors and Group Executives is set out in the Remuneration Report of the Annual Report. The Remuneration Report includes a summary of Company policies and practices for determining the nature and amount of remuneration for Non-executive Directors and Group Executives, and the relationship between those policies and Company performance.

Shareholders are invited to consider and approve the Remuneration Report at each Annual General Meeting.

9. Inclusion and diversity

The Company has a diverse workforce in various geographic locations around the world. The Company does not discriminate based on gender, age, ethnicity, religion or cultural background. The Company ensures that all employees are provided with the same opportunities through open and honest communication, training and development opportunities and annual remuneration reviews. Its workforce comprises employees from varied ethnic backgrounds, age groups and races, across all genders.

The Company aims to provide a work environment that promotes equal opportunity and diversity, allowing employees to reach their potential, in an environment that is free from discrimination, harassment and bullying.

The People and Remuneration Committee is responsible for (amongst other things), the Inclusion and Diversity Policy and strategy, overseeing compliance with equal opportunity and anti-discrimination legislation, and ensuring that the Company is able to attract and retain an inclusive and diverse selection of Directors, executives and employees.

During the reporting period, the Company reviewed its previous diversity policy (the Diversity and Equal Opportunity Policy) and developed and implemented a new Inclusion and Diversity Policy which aligns with the 4th Edition of the ASX Principles and Recommendations. The Inclusion and Diversity Policy is available on the Company's website.

9.1 GENDER DIVERSITY

While the Board did not set any specific measurable objectives for achieving gender diversity during the reporting period, the Company's approach to filling existing vacancies or new positions has been to apply general strategies which encourage diversity. This included recruiting from a diverse pool of candidates and identifying factors in recruitment and selection processes which encourage diversity, including offering flexible working arrangements and remuneration parity.

Despite not setting any specific measurable objectives for achieving gender diversity in the composition of the Board during the reporting period, the Board is pleased to note that 28.6% of the Company's Directors are female. The ASX Principles provide that the measurable objective for achieving gender diversity in board composition for entities in the S&P / ASX 300 Index (such as the Company) should be to have not less than 30% of its directors of each gender within a specified period.

The Company is a 'relevant employer' under the Workplace Gender Equality Act 2012 (Cth), and discloses its "Gender Equality Indicators" to the Workplace Gender Equality Agency (WGEA) annually. While the Company's Inclusion and Diversity Policy does not include a requirement to assess the Company's diversity against any specified gender objectives during the reporting period, the Company uses internal reporting as well as the WGEA indicators to assess its progress in improving gender diversity. The Company's 2018-2019 report to the WGEA (which was submitted under the Company's former name, Ausdrill Limited) is publicly available on the WGEA website.

The following statistics outline the percentage of females employed throughout the Company in June 2019 and June 2020

Diversity metric	June 2020	June 2019
Females on Board	28.6%	14.3%
Females in Senior Management Positions*	13.9%	11%
Females in workforce (Perenti globally)	8.6%	7.4%
Females in workforce (WGEA reporting)**	11.1%	11.6%

* Senior Management is defined as Group Managers and General Managers

** The 2018-2019 WGEA report did not include Barmenco Australian employees. The decrease in female participation reflects the change in headcount and composition of the overall workforce following the acquisition of Barmenco. In terms of FTE there has been a continued increase in female numbers across all levels of the Group.

9.2 INDIGENOUS ENGAGEMENT

The Company promotes the involvement of Indigenous people in its operations globally and is committed to offering Indigenous people meaningful and sustainable employment and providing support for long term careers with the Company.

Across the Group's operations, the Company actively engages with Traditional Owners to better understand how to effectively engage, attract and retain local Indigenous people. The Company partners with various organisations (including learning/education institutions) to support the identification and on-boarding of prospective employees, specifically apprentices, trainees and mining staff. Through these partnerships, the Australian Underground business has achieved a 7% participation rate for indigenous employees across the whole apprentice program, of which most are Traditional Owners of the land on which they are working.



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