
SPEAK-UP STANDARD – UNITED KINGDOM

1. Purpose

The purpose of this Standard is to:

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

2. Policy Principles

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

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

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

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

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

3. Scope

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

This Standard is for guidance only and does not form part of any employee's contract of employment.

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

This Standard applies to all **Eligible Whistleblowers** as set out in Section 7.2.

A disclosure will qualify for statutory protection where an employee or worker of Perenti or any UK Subsidiary discloses information to a recipient specified in this Standard because the person has reasonable grounds to suspect the information indicates Misconduct.

4. Persons to Whom this Standard Applies

This Standard applies to:

- a) Directors, Officers and employees and workers of Perenti and each UK Subsidiary ("**Personnel**"); and
- b) other individuals covered by the Relevant Legislation as an eligible whistleblower, who reports any Reportable Matter under this Standard.

5. Roles and Responsibilities

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

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

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

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

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

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

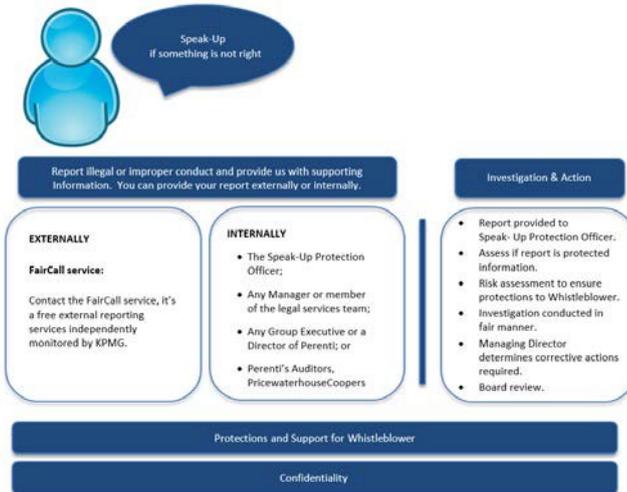
Personnel must not disadvantage or victimise individuals who report concerns, or anyone conducting or assisting in an investigation. It is unlawful for any individual to do so and such conduct is prohibited.

6. Laws Applying to Whistleblower

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

7. Speak-Up Reporting

7.1. Overview



7.2. Who May Make a Speak-Up Report

A person who Speaks-Up is known as an “**Eligible Whistleblower**” and is defined as anyone who is genuinely concerned about suspected Misconduct and discloses information related to such suspected Misconduct under this Standard.

A Speak-Up Report may be made by:

- current and former Directors, Officers, Employees and workers of Perenti and each UK Subsidiary; or
- other persons covered by the Relevant Legislation.

7.3. What Is a Reportable Matter

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

Misconduct means past, present, prospective or alleged:

- criminal offences;
- breach of any legal obligation;
- miscarriage of justice;
- danger to the health and safety of any individual;
- damage to the environment;
- deliberate concealing of information about any of the above.

Perenti means Perenti Global Limited.

Relevant Legislation means the *Section 47B and 103A of the Employment Rights Act 1996*.

UK Subsidiary means any subsidiary of Perenti as defined in section 1159 of the Companies Act 2006 incorporated in the United Kingdom or any joint venture of Perenti carrying out operations in the United Kingdom.

7.3.1. What Speak-Up is Not Used For?

Reports cannot be made under this Standard about a personal work-related grievance for which employees should comply with the separate grievance procedure.

Examples of personal work-related grievances include:

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

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

If you are uncertain whether something is within the scope of this Standard you should seek advice from Faircall or Perenti's Speak-Up Protection Officer (see details below).

7.4. How to Report

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

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

Speak-Up reports can be provided to either:

(a) Speak-Up Service Provider

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

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

FairCall service:

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

By Phone:

Within the UK +27 12 543 5877

By email: hotline@kpmg.co.za

Via the Online Reporting Facility:

www.thornhill.co.za/kpmgfaircallreport

By Post:

PO Box 14671

Sinoville

Pretoria

South Africa

(b) Other Designated Recipients

Alternatively, a report can be made to:

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

The aim of this Standard is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace. In most cases Personnel should not find it necessary to alert anyone externally. In some circumstances it may be appropriate for Personnel to report their concerns to an external body such as a regulator. It will very rarely if ever be appropriate to alert the media. Perenti strongly encourages individuals to seek advice before reporting a concern to anyone external. The independent whistleblowing charity, Protect, operates a confidential helpline. They also have a list of prescribed regulators for reporting certain types of concern. Their advice line is 020 3117 2520.

7.5. Information You Need to Report

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

Information on a Reportable Matter should including:

- a statement detailing the information that leads to the individual to suspect the Reportable Matter has or is occurring;
- dates and times of the conduct;
- location;
- name of the person(s) involved in the conduct;
- possible witnesses to the events;
- document and evidence of the events (e.g. papers, invoices, photo’s, emails); and
- any steps already taken to report the matter elsewhere or to resolve the concern.
- If a report does not contain sufficient information to form a reasonable basis for investigation, the Speak-Up Protection Officer (or a delegate) may request additional information. The Speak-Up Protection Officer and/or the investigator appointed (see section 8 below) will determine the response to the report consistent with this Standard.

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

7.6. Confidentiality

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

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

7.7. False Reports

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

8. Investigation Process of Information Reported

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

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

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



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

9. Safeguards and Support Provided To Whistleblower

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

The following protections and support will be provided:

9.1. Protection Against Adverse Conduct

No person may cause or threaten any detriment to any person who is or could be an Eligible Whistleblower on the ground that the person has disclosed Misconduct in accordance with this Standard.

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

9.2. Protection and Support of Whistleblower

The Speak-Up Protection Officer will support the Eligible Whistleblower and take steps to ensure they are protected from Detriment on the ground that they have disclosed Misconduct.

Detriment may include:

- a) Dismissal of an employee;
- b) Injury of an employee in his or her employment;
- c) Alteration of an employee's position or duties to his or her disadvantage;
- d) Unfavourable treatment connected with raising a concern;
- e) Harassment or intimidation of a person;
- f) Harm or injury to a person, including psychological harm;
- g) Damage to a person's property;
- h) Damage to a person's reputation;
- i) Damage to a person's business or financial position;
- j) Any other damage to a person.

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

9.3. Protections and Immunities under the Relevant Legislation

An Employment Tribunal can make orders to compensate for loss, injury to feelings and other remedies if satisfied that an employee or worker has been subject to detrimental treatment or dismissal on the ground that they have reported Misconduct and that the report was reasonably believed by the employee or worker and made in the public interest.

9.3. Files and Records

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

9.4. Support for Whistleblower

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

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

10. Board Reporting and Oversight

10.1. Reports Register and Monitoring

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

10.2. Board Reporting

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

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

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

11. Management of this Standard

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

12. Training

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

13. Consequences for Non-Compliance

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

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

14. Review of this Standard

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

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

