
SPEAK-UP STANDARD - AUSTRALIA

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 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 Policy and Standard, will be made available via the Perenti intranet and Perenti's website: www.perentigroup.com

3. Scope

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

Policies and Standards of a similar nature exist for each non-Australian Subsidiary 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** which means officers, employees, suppliers and employees of suppliers (whether paid or unpaid), associates, relatives or dependants of any of the above including dependants of an individual's spouse and any individual described by the Relevant Legislation (and Regulations) as an Eligible Whistleblower.

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

4. Persons to Whom this Standard Applies

This Standard applies to:

- a) Directors, Officers and Employees of Perenti and each Australian Subsidiary ("**Personnel**");
- b) suppliers and contractors who provide services to Perenti or to any Australian Subsidiary or Australian joint venture; and
- c) 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 this Standard 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 refer to section 7.4 below.

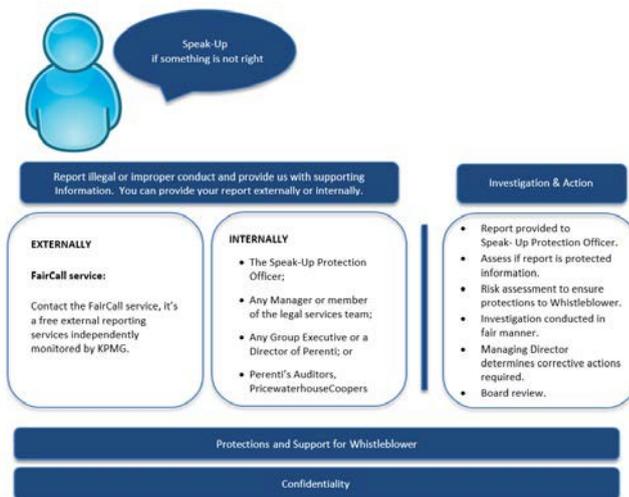
Personnel must not disadvantage or victimise individuals who report concerns, or anyone conducting or assisting in an investigation. It is an offence for any individual to do so and such conduct is prohibited.

6. Laws Applying to Whistleblower

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

7. Speak-Up Reporting

7.1. Overview



7.2. Who May Make a Speak-Up Report

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

A Speak-Up Report may be made by:

- current and former Directors, Officers and Employees of Perenti and each Australian Subsidiary;
- current and former suppliers and service providers to Perenti, or an Australian Subsidiary or Australian joint venture, and their current and former Australian employees;
- a family member or dependent of an individual mentioned above; 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**”).

A Reportable Matter is where the discloser has reasonable grounds to suspect that the information to be disclosed concerns misconduct or an improper state of affairs or circumstances at Perenti or an Australian Subsidiary.

This includes where the information indicates Perenti or a current or former employee or officer of Perenti or an Australian Subsidiary has engaged in conduct that:

- represents a danger to the public or the financial system;
- constitutes an offence against any Commonwealth Act that is punishable by imprisonment for a period of 12 months or more;
- constitutes an offence or contravention of Relevant Legislation as defined below; or
- is otherwise prescribed by regulations under Relevant Legislation to be a disclosable matter; or
- the disclosure of the information may assist the recipient of the information in performing his or her functions or duties in relation to the tax affairs of Perenti or an Australian Subsidiary.

ACCC means the Australian Competition and Consumer Commission.

AFP means the Australian Federal Police.

APRA means the Australian Prudential Regulation Authority.

ASIC means the Australian Securities and Investments Commission.

Associate of an entity has the meaning in section 318 of the Income Tax Assessment Act 1936.

ASX means the Australian Stock Exchange.

ATO means the Australian Taxation Office.

Misconduct means that in order for the disclosure to have statutory protection and be covered by this procedure, an Eligible Whistleblower must have reasonable grounds to suspect the information concerns misconduct or an improper state of affairs or circumstances and the information indicates conduct that:

- Is dishonest, fraudulent, corrupt or unlawful;
- Constitutes an offence against, or a contravention of, a provision of any of the following:
 - The *Corporations Act 2001 (Corporations Act)* the *Taxation Administration Act 1953*;
 - The ASIC Act;
 - The *Banking Act 1959*;
 - The *Financial Sector (Collection of Data) Act 2001*;
 - The *Insurance Act 1995*;
 - The *National Consumer Credit Protection Act 2009*;
 - The *Superannuation Industry (Supervision) Act 1993*;
 - An instrument made under the Acts above; or
- Constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- Represents a danger to the public or the financial system; or
- Is prescribed by the regulations under the Relevant Legislation;

Perenti means Perenti Global Limited.

Relevant Legislation means the *Corporations Act 2001*, the *Australian Securities and Investments Commission Act 2001*, the *Banking Act 1959*, the *Financial Sector (Collection of Data) Act 2001*, the *Insurance Act 1973*, the *Life Insurance Act 1995*, the *National Consumer Credit Protection Act 2009*, the *Superannuation Industry (Supervision) Act 1993*, the *Competition and Consumer Act 2010*, the *Taxation Administration Act 1953*, other tax laws administered by the Federal Commissioner of Taxation, any other Commonwealth or State law that is punishable by imprisonment for a period of 12 months or more, and regulations under or instruments referred to in these Acts.

Australian Subsidiary means those of the subsidiaries (as that term is defined in the *Corporations Act 2001* (Cth)) of Perenti Global Limited that are incorporated in the Commonwealth of Australia.

7.3.1. What Speak-Up is Not Used For?

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

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

- (a) a grievance in relation to the discloser's employment or former employment which has or may have implications for the discloser;
- (b) the information does not have significant implications for Perenti that do not relate to the discloser; and
- (c) the information does not concern conduct or alleged conduct in contravention of any legislation listed above or an offence against another law of the Commonwealth punishable by imprisonment for a period of twelve (12) months or more or the information relates to a danger to the public or the financial system and it does not concern an alleged contravention of Section 1317 AC of the Corporations Act that involves a threat or detriment to the discloser.

Examples of personal work-related grievances include:

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

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

7.4. How to Report

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

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

Speak-Up reports can be provided to either:

(a) Speak-Up Service Provider

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

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

FairCall service:

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

By Phone:

Within Australia 1800 500 965

Via the Online Reporting Facility:

<http://www.kpmgfaircall.kpmg.com.au/Perenti>

By Post:

The FairCall Manager
KPMG Forensic
PO Box H67
Australia Square
Sydney, NSW 1213

(b) Other Designated Recipients

Alternatively, a report can be made to:

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

Whilst Perenti encourages Reportable Matters to be reported to the above persons or the FairCall service, individuals may make a report to ASIC, or the AFP or if the concern relates to Australian taxation, then the ATO.

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

7.5. Information You Need to Report

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

Information on a Reportable Matter should include:

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

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

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

7.6. Confidentiality

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

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

7.7. False Reports

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

8. Investigation Process of Information Reported

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 a Whistleblower will be identified or will be the subject of any Detrimental Treatment.

9. Safeguards and Support Provided To Whistleblower

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

The following protections and support will be provided:

9.1. Protection Against Adverse Conduct

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

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

9.2. Protection and Support of Whistleblower

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

Detriment includes:

- (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) Discrimination between an employee and other employees of the same employer;
- (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 Start-Up Protection Officer of any concerns that the Eligible Whistleblower may have either in relation to the disclosure of the information or their support, protection or treatment.

9.3. Protections and Immunities under the Relevant Legislation

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

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

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

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

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 a Whistleblower who makes a report under this Standard (except where this is not possible because the person has elected to remain anonymous).

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

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

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.