

NOTICE OF SATISFACTION OF CONDITIONS PRECEDENT TO HOLDERS OF

**Perenti Finance Pty Ltd (the “Issuer”)
Level 4, William Square,
45 Francis Street, Northbridge, WA 6003
Australia**

Date: May 3, 2024

US\$450,000,000 6.500% Guaranteed Senior Notes due 2025 (the “**Notes**”)
144A CUSIP No. 71367VAA7 and ISIN US71367VAA70
Reg S CUSIP No. Q7390AAA0 and ISIN USQ7390AAA09

Reference is made to the notice of conditional partial redemption of the Issuer’s outstanding Notes (the “**Redemption**”) made by the Issuer dated April 16, 2024 (the “**Notice**”). Capitalized terms used and not defined herein shall have the meanings given to them in the Notice.

Under the terms of the Notice, the Redemption is subject to the satisfaction of each of the following conditions precedent: (i) the completion of the Offering (as defined below) prior to May 7, 2024 (the “**Redemption Date**”) on terms and conditions satisfactory in all respects to the Issuer; (ii) the availability and receipt of sufficient funds by the Issuer to pay the Redemption Price prior to the Redemption Date and all expenses related thereto; and (iii) the delivery to the Trustee at least two Business Days prior to the Redemption Date of written notice by the Issuer (in its sole and absolute discretion) to the effect that such drawdown of funds pursuant to the Offering has occurred or will occur by the Redemption Date (collectively, the “**Conditions Precedent**”).

As used herein, “**Offering**” shall refer to the issuance by the Issuer of US\$350,000,000 of guaranteed senior notes (or such other amount as may be determined by the Issuer).

The Issuer hereby notifies the holders of the Notes that (i) the Offering has occurred on or prior to the Redemption Date on terms and conditions satisfactory in all respects to the Issuer, (ii) the Issuer has received, and has available, sufficient funds to pay the Redemption Price prior to the Redemption Date and all expenses related thereto; and (iii) after the delivery of this notice of satisfaction of conditions precedent and the notice of satisfaction of conditions precedent and irrevocable payment instructions, all the Conditions Precedent have been fulfilled.

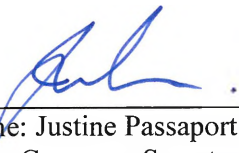
In addition, the Issuer will pay on or before the Redemption Date to the Paying and Transfer Agent (as defined in the Indenture), an amount of money sufficient to pay the Redemption Price (the “**Redemption Funds**”), and irrevocably instructed the Paying and Transfer Agent to apply the Redemption Funds towards the payment of the outstanding Notes on the Redemption Date.

[Signature Page Follows]

Very truly yours,

PERENTI FINANCE PTY LTD


By: _____
Name: Peter Bryant
Title: Director


By: _____
Name: Justine Passaportis
Title: Company Secretary