AVENG
Providing a better life

TWENTY 26

2026 INTEGRATED REPORT

McCONNELL DOWELL
CREATIVE CONSTRUCTION™

BUILT McCONNELL DOWELL ENVIRONS

moolmans
Delivering resources for a better future

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Aveng's integrated report outlines how the Group fulfils its purpose of "Providing a better life". The report enables stakeholders to assess how we create and preserve value and prevent its erosion.

Our 2026 sustainability report, available at **www.aveng.co.za**, provides additional information on our environmental and social impacts and our work to support positive environmental, social and governance (ESG) outcomes.

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Aveng recognises material matters that have the potential to substantially impact our performance or ability to create sustainable stakeholder value over the longer term.

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We extract summarised information from the sustainability report to inform stakeholders of our ESG practices and performance.

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Our governance report describes how ethical and effective leadership and good governance create and sustain value.

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WELCOME TO THE AVENG 2026 INTEGRATED REPORT

This report forms part of our integrated and ESG reporting and is supplemented by our sustainability report, our annual financial statements and our shareholder information.

Our full suite of reports is available at www.aveng.co.za

Aveng is an international engineering-led contractor with three strong brands focused on Infrastructure, Building and Mining in selected markets.

"The Group returned to an operating profit with improved performance across the project portfolio while maintaining a robust work-in-hand position during the 2026 financial year.

We move forward as a leaner, more efficient business, focused on restoring the fundamentals of consistent operational performance, disciplined order book growth within our risk appetite and a robust balance sheet as a foundation for future growth.

We are committed to managing our strong brands and derisked project portfolio in a manner that produces consistent, reliable and maintainable results in the years ahead."

Fraser Wyllie, Group chief executive officer

Navigate this report

This icon indicates where further information or supplementary reports can be found **online**.

This icon indicates where further information on a matter can be found elsewhere **in this report**.

Feedback

Please share your feedback and opinions on our report by emailing investor.relations@avenggroup.com

Cover: Tram Grade Separation Projects, McConnell Dowell, Adelaide, South Australia

Forward-looking statements

Certain statements in this document are not reported financial results or historical information but forward-looking statements. These include, but are not limited to, statements about the Group's operations, financial conditions, earnings, and growth prospects. They are based on the best estimates and information of Aveng at the time of writing. They are nonetheless subject to significant uncertainties and contingencies, many of which are beyond the Group's control. Unanticipated events may occur, and actual future events may differ materially from current expectations due to changes in the Group's priorities, and engagement with clients, suppliers, external auditors and other stakeholders.

OUR 2026 INTEGRATED REPORT

We report on our performance for the financial year from 1 July 2025 to 30 June 2026 (2026 or FY26) and our strategy for the period ahead. We provide context for our performance and highlight the material matters that influence our ability to remain a sustainable, profitable and ethical organisation.

Aveng is committed to creating and preserving value while preventing value erosion for its stakeholders. We apply the principle of materiality to determine the content of our reporting and define materiality as matters that substantially affect the Group's ability to create and sustain value over the short, medium and long term.

Content scope and boundary

The report covers the operations of Aveng and its subsidiaries (the Group) across the geographies in which it operates. The content is based on the reporting requirements listed below, the information needs of our stakeholders and our material matters.

Materiality, page 24.

Frameworks, reporting approach and assurance

Key reporting frameworks applied in 2026	Integrated report	Sustainability report	Annual financial statements
Integrated Reporting Framework, 2021 (<IR> Framework)	✓	✓	
Aveng's ESG policies and frameworks	✓	✓	
Broad-based black economic empowerment (BBBEE) Codes of Good Practice	✓	✓	
King Report on Corporate Governance™ for South Africa (King IV[1])	✓	✓	✓
JSE Limited (JSE) Listings Requirements	✓	✓	✓
Board Governance Framework	✓	✓	✓
Companies Act 71 of 2008 (Companies Act)	✓		✓
Global Reporting Initiative (GRI)		✓	
Australian Accounting Standards Board (AASB) S2 Climate-related disclosures		✓	
Greenhouse Gas (GHG) Protocol (Corporate Accounting and Reporting Standard, Scope 2 Guidance)		✓	
International Financial Reporting Standards (IFRS Accounting Standards®)			✓
South African Institute of Chartered Accountants (SAICA) Financial Reporting Guides			✓
Financial Reporting Standards Council's Financial Reporting Pronouncements (FRPs)			✓

[1] *The copyright and trademarks are owned by the Institute of Directors in South Africa NPC and all of its rights are reserved.*

Sustainability disclosures are provided in the Group's sustainability report and certain information was extracted from the sustainability report for the integrated report in line with leading practice and internationally accepted standards. Independent assurance was obtained from KPMG Incorporated on selected environment and social key performance indicators (KPIs). The limited assurance engagement was conducted in accordance with the International Standard on Assurance Engagements (ISAE) 3000 (Revised) Assurance Engagements other than Audits or Reviews of Historical Financial Information and in accordance with ISAE 3410 Assurance Engagements on Greenhouse Gas Statements, issued by the International Auditing and Assurance Standards Board.

Independent assurance report, Aveng 2026 sustainability report at **www.aveng.co.za**

Bhunda Sports Centre in Victoria is Australia's first publicly accessible vertical sports centre

Currency presentation

Aveng sources over 90% of its revenue outside South Africa and the Australian Dollar (A$) is the Group's predominant transactional currency. The Board bases its performance valuation and many investment decisions on A$ financial information and believes that A$ financial reporting provides a more relevant presentation of the Group's financial position, funding and treasury functions, financial performance and cash flows. Therefore, Aveng's presentation currency is the A$. The functional currencies of the Group's underlying businesses remain unchanged.

Approval of the integrated report

The report's content was prepared and reviewed by several internal stakeholders, with the assistance of an external service provider. The Board, assisted by its audit committee, risk committee and other Board committees, assessed the report and believes that it presents a balanced account of Aveng's performance and prospects.

The integrated report was approved by the Board on 30 October 2026:

Graeme Bevans
Independent non-executive chair

Fraser Wyllie
Group chief executive officer

Adrian Macartney
Group finance director and chief financial officer

David Noko
Lead independent non-executive director

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Gamsberg zinc mine, Moolmans, Northern Cape, South Africa

PROVIDING A BETTER LIFE

We are an international engineering-led contractor with three strong brands focused on Infrastructure, Building and Mining in selected markets.

Our strategy

The Group's corporate strategy is to enhance stakeholder value and maximise shareholder value through the operational performance of its operating businesses:

- McConnell Dowell (including Built Environs) participates in the long-term sustainable infrastructure and building markets of Australia, New Zealand and the Pacific Islands where its operations are underpinned by strong economies, sophisticated workforces, enabling government policies and investment agendas, and the capacity to fund critical infrastructure and building projects.
- Moolmans remains one of Africa's largest tier-one open cast mining contractors.

The ultimate strategy to demerge McConnell Dowell and Moolmans remains in place.

T W E N T Y

26

Our purpose

Providing a better life for our stakeholders

Our stakeholders

- Customers
- Employees
- Subcontractors and other suppliers
- Communities
- Shareholders and financial institutions
- Government and regulators
- Trade unions

Our values

SAFETY AND CARE	HONESTY AND INTEGRITY	CUSTOMER FOCUS	WORKING TOGETHER	PERFORMANCE EXCELLENCE
Home Without Harm Everyone Every Day. The health, safety and wellbeing of our people, the community and the environment is paramount.	We do what is right – consistently and transparently.	We build relationships by collaborating and delivering on our promises with excellence.	We respect and cooperate with each other and leverage our rich knowledge and diversity.	We hold ourselves and each other accountable and always strive to exceed expectations.

Our ESG approach

Aveng's values-aligned ESG framework governs our approach to managing our environmental, social, governance and financial impacts and outcomes. The performances of McConnell Dowell, Built Environs and Moolmans are measured against ESG KPIs that are linked to the short-term incentives of management. Selected environmental and social KPIs are independently assured annually.

ESG performance indicators, data tables and independent assurance report, 2026 Aveng sustainability report at **www.aveng.co.za**

OUR PERFORMANCE AT A GLANCE

Financial performance

Operating earnings before capital items
A$19.3 million (R221 million)
2025: A$60.4 million (R693 million) loss

Revenue
A$2.3 billion (R26.4 billion)
2025: A$2.6 billion (R31 billion)

Net cash
A$159.8 million (R1.8 billion)
2025: A$211.4 million (R2.5 billion)

Headline loss
(A$4.0 million) (R51 million)
2025: A$84.6 million (R975 million) loss

Headline loss per share
3.0 cents (A$) (39 cents (Rands)) loss
2025: 64.6 cents (A$) (744 cents (Rands)) loss(R424 million)

Work in hand
A$3.1 billion (R35.2 billion)
2025: A$3.2 billion (R37.5 billion)

Achievements during the year

- Improved operating performance by A$79.7 million
- Ceased bidding new work in Southeast Asia and concluded settlement on J108
- Decreased historical Aveng Legacy liabilities by 51% in Aveng Africa
- Further reduced overheads through organisational efficiency and effectiveness initiatives
- Completed and implemented risk management review and revised risk appetite
- Aligned quality of new work to risk appetite and maintained total work in hand

Environmental

Environmental incidents

Zero major environmental incidents (2025: 0). **60** minor environmental incidents (2025: 87)

Carbon emissions

Aveng Group
Direct carbon dioxide (CO_2) – scope 1 (from combustion of diesel procured) **12 532** (2025: 22 919 tCO_2e)
Direct carbon dioxide (CO_2) – scope 2 (from purchased electricity – location based) **6 715** (2025: 8 952 tCO_2e)
13.8% reduction in McConnell Dowell (including Built Environs) carbon intensity. Target: 5% reduction
35% increase in Moolmans diesel consumption[2]. Target: 5% reduction

[1] *Change in emissions calculation methodology*
During FY26, McConnell Dowell updated its greenhouse gas emissions calculation methodology to better align with evolving climate-related reporting requirements, including the Australian Sustainability Reporting Standards (ASRS) and the principles of the Greenhouse Gas Protocol. The revised methodology incorporates enhancements across McConnell Dowell's emissions inventory, improving the consistency, transparency and completeness of emissions reporting. Comparative FY25 emissions have not been recalculated under the revised methodology. As a result, emissions reported for FY26 are not directly comparable with prior year disclosures. Caution should be exercised when interpreting year-on-year changes.

[2] *Moolmans diesel reduction target was not met during the reporting period, primarily due to prolonged rainfall impacts on operational activity and production volumes. The Group recognises that the metric as designed is not conducive to productivity or reflective of change in mining configuration. A change in metric is proposed for FY27 onwards to better reflect fuel efficiency.*

OUR PERFORMANCE AT A GLANCE CONTINUED

Social

Economic inclusion

Moolmans
Level 2 BBBEE (2025: level 1)

R1.02 million procured from black-owned suppliers in South Africa (2025: R848 million), of which R848.8 million spent with black women-owned suppliers (2025: R612 million)

70% Moolmans employees trained in diversity, equity and inclusion

Employee development

>64 McConnell Dowell employees completed a leadership development programme (2025: >43)

26.7% women in McConnell Dowell staff roles, moving towards ≥27% target

R27.4 million invested in Moolmans training and development programmes (2025: R25.7 million)

Safety and health performance

Zero fatalities (2025: 0)
3 096 safety leadership visits (2025: 2 394), of which **2 688** were at Moolmans sites

McConnell Dowell (including Built Environs)
0.37 (LA) LTIFR (2025: 0.24; Target: <0.35)

Moolmans
1.38 (LA) LTIFR (2025: 1.22; Target: <0.95)

Social investment

Moolmans
R470 000 in social investment (2025: R1.2 million)

McConnell Dowell (including Built Environs)
A$59.8 million across McConnell Dowell operations (excluding Built Environs) (2025: A$43.3 million)
96.5% of active projects invest in at least one community outreach initiative (2025: 100%)

McConnell Dowell and Moolmans lost-time injury frequency rate (LTIFR) measured per one million man-hours.
(LA) This item was subject to limited assurance engagement by KPMG.

Governance

ESG training

Moolmans
85% of Moolmans employees trained in environmental management (Target: >95%)

McConnell Dowell (including Built Environs)
95% McConnell Dowell employees trained in equity and inclusion (Target: >90%)

Compliance

Moolmans
Two material breaches in compliance with safety regulations (Target: Zero)
100% of scheduled internal environmental audits complete in line with the target

McConnell Dowell (including Built Environs)
98.3% McConnell Dowell Management System compliance audit targets met (Target ≥95%)

The Group's ESG KPI definitions are available at: **https://aveng.co.za/wp-content/uploads/2026/10/Sustainability-Report-MethodScope.pdf**

Award recognition

Australian construction achievement awards

Finalist
Groote Eylandt GEMCO Wharf (Northern Territory)

CCNZ Otago Hynds Construction Awards

Winner
Shotover Wastewater Treatment Plant (New Zealand)

Water New Zealand Stormwater Awards – Project of the Year

Winner
Ports of Auckland – Stanley Street Stormwater Outfall

2026 Civil Contractors Federation South Australia Earth Awards

Winners
- CUF Marine Development Works
- Sixth Creek and River Torrens Confluence Remediation Project (South Australia) – Best Overall Project and Environmental and Earthworks Awards

Australian Institute of Building Professional Excellence Awards

Winners
- The Queen Elizabeth Hospital – Commercial construction
- 150 Grenfell Street

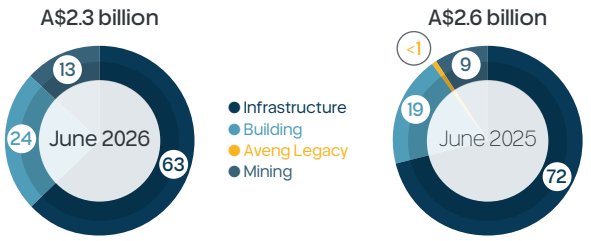
OUR OPERATIONS

The scale, specialist capabilities, management capacity and collaborative nature of our brands position us to capitalise on project opportunities across our diversified sectors and geographic markets.

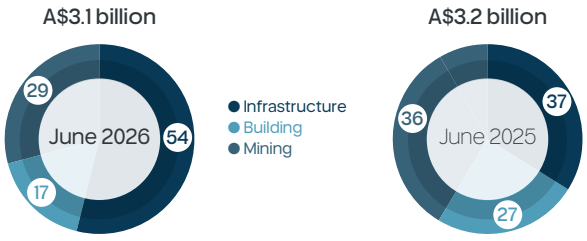
Our operating brands make up three distinct segments

INFRASTRUCTURE	BUILDING	MINING
McCONNELL DOWELL CREATIVE CONSTRUCTION	BUILT McCONNELL DOWELL ENVIRONS	moolmans Delivering resources for a better future
Operates in Australia and New Zealand and Pacific Islands. Four remaining projects in Southeast Asia will be completed over the next 18 months as the Group withdraws from the region.	Operates in the Australian states of Victoria and South Australia, and in New Zealand. Plans to expand into Queensland.	Operates in South Africa

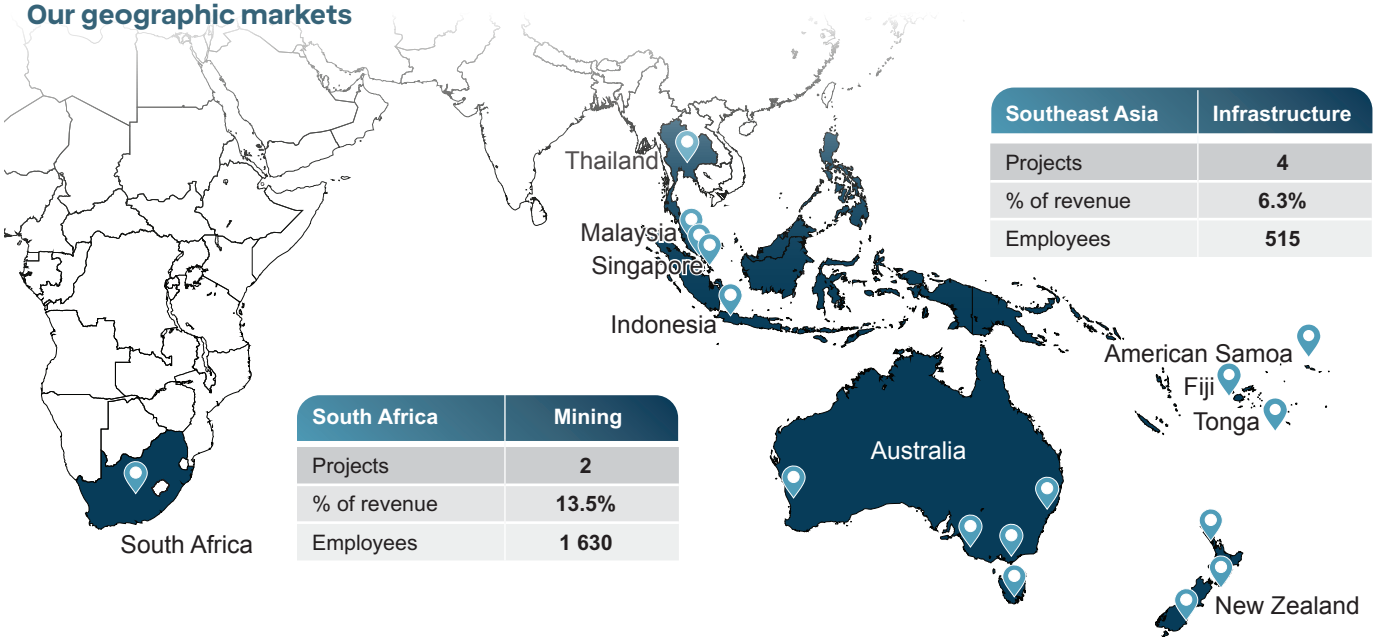
Revenue per operating group (%)



Work in hand per operating group (%)



Our geographic markets



Southeast Asia	Infrastructure
Projects	**4**
% of revenue	**6.3%**
Employees	**515**

South Africa	Mining
Projects	**2**
% of revenue	**13.5%**
Employees	**1 630**

Australia	Infrastructure	Building	Total
Projects	26	13	**43**
% of revenue	41.4%	19.2%	**60.6%**
Employees			**1 025**

New Zealand and Pacific Islands	Infrastructure	Building	Total
Projects	43	11	**54**
% of revenue	14.9%	4.7%	**19.6%**
Employees			**714**

Infrastructure

McConnell Dowell delivers complex projects with engineering-led innovative solutions to clients across more than 13 countries. Offering a broad range of specialist construction skills and capabilities, McConnell Dowell's services encompass the entire project lifecycle, from early concept design to commissioning and ongoing maintenance.

Specialist capabilities	Market sectors	Geographies
Civil	Transport	Australia
Rail	Ports and Coastal	New Zealand and Pacific Islands
Marine	Water and Wastewater	Southeast Asia
Pipelines	Energy	
Tunnelling and Underground	Resources	
Mechanical and Electrical		
Fabrication		

OUR OPERATIONS CONTINUED

2026 performance

Revenue
reduced to A$1.5 billion
in line with lower infrastructure investment

(2025: A$1.9 billion)

Preferred-status projects
A$972 million
preferred-status bidder

(2025: A$1.9 billion)

Operating loss improved to
A$28.2 million
including A$65.2 million loss on projects in the Infrastructure Southeast Asia and Australia business units[1]

(2025: A$45.7 million loss)

A$1 billion
competitive tenders submitted due for award in FY27

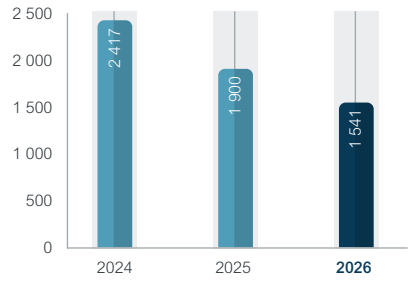
(2025: A$3.3 billion)

[1] *Loss-making projects contributed an operating loss of A$65.2 million, including the Kidston Pumped Storage Hydro (Kidston) project in Australia and the remaining loss-making projects-making J108 project in Southeast Asia and Kidston in Australia contributed to an operating loss of A$98.5 million. The projects were tendered and awarded prior to March 2020. Following the interventions and improvements to our risk management processes introduced in 2023, projects with this risk profile would no longer be tendered in the lump-sum contract form.*

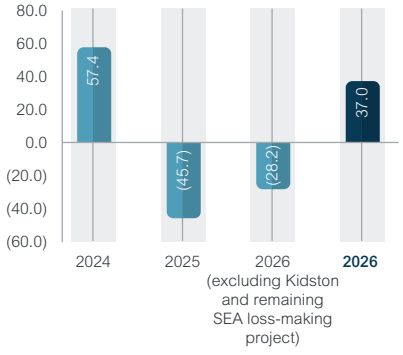
Work in hand
A$1.7 billion
following considerable growth in New Zealand and Pacific Islands with over A$1.1 billion of new work in water and wastewater, airports and transport sectors

(2025: A$1.2 billion)

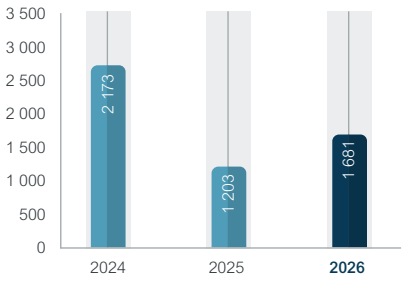
Revenue (A$m)



Operating earnings / (loss) before capital items (A$m)



Work in hand (A$m)



Safety and care

Zero fatalities or major environmental incidents:

- LTIFR 0.47 against a target of <0.35 (2025: 0.24; target <0.35)
- TRIFR 2.68 against a target of <3.00 (2025: 3.22; target <3.00)

Market outlook

Healthy opportunities across bid pipeline in transport, ports and coastal, water and wastewater and resources markets.

Significant infrastructure investment supports longer-term opportunities in Australia, albeit with risk of industry capacity constraints.

Positive opportunities in Pacific Islands underpinned by defence and multilateral development agency-funded infrastructure programmes.

Learning and development

Continued investment in leadership development through internal and external programmes, including the operational leadership programme in partnership with Melbourne Business School.

Strengthened frontline and senior leadership capability through targeted development programmes, leadership forums and industry engagement initiatives.

Expanded in-house leadership resources and mentoring programmes to support emerging leaders and build capability aligned to Aveng's seven leadership capabilities.

Extended mentoring and leadership development initiatives across Australia, New Zealand and the Pacific Islands to support leadership development and succession planning.

Read more about the performances of the Australia, New Zealand and Pacific Islands and Southeast Asia operations:

Group chief executive officer's review, page 44.

McConnell Dowell website at **www.mcconnelldowell.com**
Aveng 2026 sustainability report at **www.aveng.co.za**

OUR OPERATIONS CONTINUED

Building

Aveng's commercial building business unit, Built Environs, designs and constructs significant commercial buildings. With a proven track record of delivering complex projects, Built Environs responds to clients' requirements for industry-specific, innovative solutions.

Capabilities	Market sectors	Geographies
A full-service building partner providing services ranging from design, consultation and management services to construction and fit-out, with a focus on sustainability, collaboration and community impact.	Education Commercial Sport, leisure and community Accommodation Defence Infrastructure and industrial Health and aged care Laboratories and pharmaceutical	Australia New Zealand

2026 performance highlights

Revenue
13% growth
to A$555 million due to a significant volume of new work won in FY25

(2025: A$491 million)

Operating earnings
A$47 million
exceeding plan due to good project execution

(2025: A$17 million)

2026 performance highlights continued

Preferred-status projects
A$55 million
preferred bidder

(2025: A$106 million)

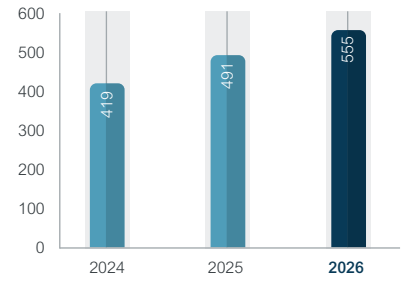
A$500 million
competitive tenders submitted due for award in FY27

(2025: A$146 million)

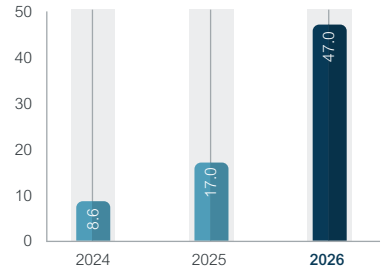
Operating margin of **8.5%**
demonstrates market-leading excellence in project delivery

(2025: 3.5%)

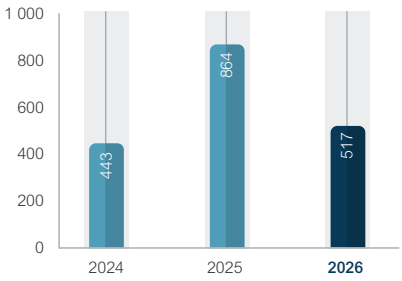
Revenue (A$m)



Operating earnings before capital items (A$m)



Work in hand (A$m)



Safety and care

Zero fatalities or major environmental incidents:
- LTIFR 0.00 against a target of <0.46 (2025: 0.00; target <0.46)
- TRIFR 4.23 against a target of <6.90 (2025: 3.32; target <6.90)

Market outlook

Generally positive Australian market conditions with sustained investment in healthcare, education and recreation to meet population growth demands.

Softening demand for government-funded projects in Victoria but increasing prospect of future demand for data centre infrastructure.

New Zealand market conditions subdued by constrained government spending and weaker private sector confidence.

New Zealand growth opportunities supported by expansion into Queensland where there is growing demand for life sciences, healthcare and sport and recreation infrastructure.

Learning and development

Continued investment in leadership development through internal and external programmes, including the operational leadership programme in partnership with Melbourne Business School.

Strengthened frontline and senior leadership capability through targeted development programmes, leadership forums and industry engagement initiatives.

Expanded in-house leadership resources and mentoring programmes to support emerging leaders and build capability aligned to Aveng's seven leadership capabilities.

Extended mentoring and leadership development initiatives across Australia, New Zealand and the Pacific Islands to support talent development and succession planning.

Read more about Built Environs' performance:
Group chief executive officer's review, page 44.
Built Environs website, **www.builtenvirons.com.au**
Aveng 2026 sustainability report, **www.aveng.co.za**

OUR OPERATIONS CONTINUED

Mining

moolmans
Delivering resources for a better future

13%
of Group revenue

Over 60 years
operating history

2
Active contracts

A South African-based leader in contract mining, Moolmans provides specialised services to clients across Africa. Moolmans' brand strength is underpinned by strong client relationships, extensive experience in remote and difficult locations, and a track record of sound project delivery.

Work in hand R10.3 billion
(2025: R13.4 billion)

Gamsberg zinc mine, Moolmans, Northern Cape, South Africa

Capabilities	Market sectors	Geographies
Open cut mining	Moolmans mines a range of commodities for reputable clients	South Africa

2026 performance

Revenue
increased by 24% to **A$313.5 million (R3.6 billion)** following the award of a new 60-month contract at Gamsberg in the second half of the previous year, coupled with the recognition of additional revenue on the Tshipi contract following resolution of historical contractual claims.

(2025: A$252.6 million (R3 billion))

Operating earnings before capital items
increased significantly to
A$12.9 million (R150 million)
as the Gamsberg project delivered production and profitability in line with expectations and additional revenue associated with commercial claims recognised on the Tshipi contract.

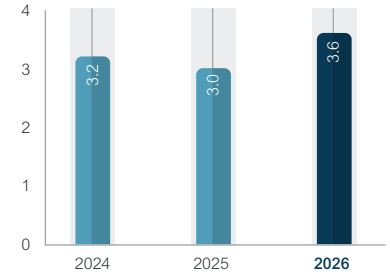
(2025: A$0.2 million (R1.8 million))

2026 performance highlights continued

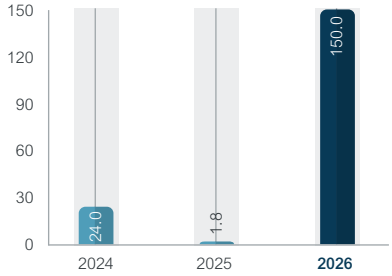
The capital programme remains well managed
with the business unit taking delivery of and commissioning new equipment for the Gamsberg site. The capital is funded through project cash flows.

Furthermore, the equipment renewal programme, in conjunction with the original equipment manufacturer, remains on track and on budget, with the initial nine trucks rebuilt and commissioned for Gamsberg during the year. the award of a new 60-month contract at Gamsberg in the second half of the previous year.

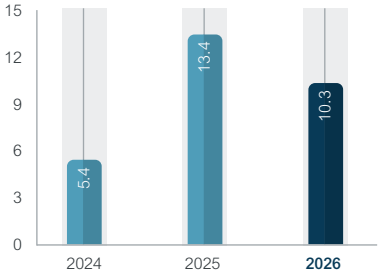
Revenue (Rbn)



Operating earnings before capital items (Rm)



Work in hand (Rbn)



Safety and care

Zero fatalities or major environmental incidents:

- LTIFR 1.38 against a target of <0.95 (2025: 1.22; target <0.35)
- TRIFR 3.31 against a target of <3.00 (2025: 2.43; target <3.00)

Transformation, learning and development

BBBEE level 2 contributor[1]

R1.02 billion spent with black-owned suppliers, R848.8 million of which was procured from black women-owned suppliers.

(2025: R848 million)

R27.4 million invested in skills development, apprenticeships, bursaries and youth employment opportunities for 765 individuals

(2025: R25.7 million; 328).

[1] *As at 30 June 2026.*

Market risks and opportunities

Geopolitical market fragmentation and cost inflation impacting mining sentiment across Africa.

Longer-term opportunities emerging in the Northern Cape, as logistics constraints are addressed, and in the Southern African Development Community (SADC) region.

Moolmans website, **www.moolmans.com**
Aveng 2026 sustainability report, **www.aveng.co.za**

How we mitigate project risk, Enterprise risk management report, page 24.

PROJECT EXCELLENCE

Groote Eylandt GEMCO Wharf

Restoring a lifeline for community and industry

Client	South32 / GEMCO
Contract	Emergency remediation and reconstruction of cyclone-damaged wharf infrastructure
Location	Groote Eylandt, Northern Territory, Anindilyakwa Country
Project capabilities	Marine infrastructure, ports and wharves, heavy lift marine operations, emergency response and recovery

Following the destruction caused by Tropical Cyclone Megan in March 2024, McConnell Dowell partnered with South32 to stabilise, demolish and rebuild the Groote Eylandt Mining Company (GEMCO) wharf, restoring a critical export and supply lifeline for Groote Eylandt. Delivered in just 12 months in a remote and challenging marine environment, the project enabled the resumption of manganese exports from the operation, while supporting local employment and regional economic activity. Through close collaboration between client, designer and contractor, the team safely delivered one of Australia's most significant marine disaster recovery projects and improved the wharf's resilience to future cyclone events.

Project snapshot

Restored a critical export asset that supplies 10% – 15% of global manganese	317 000+ project hours worked across a 12-month fast-tracked recovery programme	Safely removed 1 037 tonnes of concrete and 988 tonnes of steel debris from the seabed after cyclone damage	Completed 500+ commercial dives and mobilised a complex marine fleet from Australia, Singapore and UAE	28 new piles and 13 modular steel sheets installed in less than two months to achieve the critical "first ore on vessel" milestone

A better life: creating value through innovation

The project demonstrated innovation through:

- a collaborative delivery model and advanced marine construction technologies;
- working alongside South32 and design partners in real time, progressing design, procurement and construction concurrently to accelerate delivery;
- use of BlueView sonar imaging, remotely operated vehicles and detailed subsea mapping for safe recovery of debris in low-visibility waters;
- protecting critical infrastructure including the shiploader and motor control centre with bespoke temporary works; and
- extensive use of modular construction to accelerate installation and reduce offshore exposure hours in a highly constrained environment.

"The project team demonstrated a strong understanding of the challenges and worked collaboratively with South32 and key stakeholders to deliver outcomes that aligned with our safety, environmental and operational requirements." Paul Bazzocco, South32

Environmental stewardship

Environmental management was integrated throughout delivery in a sensitive marine environment. Specialist fauna observers monitored piling activities, with exclusion zones and soft-start piling methods used to minimise impacts on marine life. The team adapted construction activities to protect breeding black-naped terns and safely removed hazardous materials, including asbestos, from the original structure. Advanced sonar imaging and remotely operated vehicles improved recovery efficiency while reducing diver exposure.

Economic and social benefits

The GEMCO wharf is a critical economic and community asset for Groote Eylandt, supporting local employment, regional supply chains and economic activity across the Northern Territory. The project restored operations following a disruption that affected more than 1 000 workers and interrupted fuel and supply deliveries to the island. Local workers, businesses and specialist trades were retained where possible during the recovery, helping sustain economic participation and support the Anindilyakwa community.

Read more about our value creation through innovation in the Aveng 2026 sustainability report at **www.aveng.co.za**

OUR BUSINESS MODEL

Aveng optimises its business model by effectively implementing its strategy to achieve its business objectives.

Inputs

The key resources we need to manage the Group optimally.

Financial capital

- Balance sheet strength
- Liquidity management
- Access to appropriate capital to support investment requirements
- Sound cost and working capital management
- Growth in quality work in hand

Human capital

- Efficient organisation with adequate capacity and capability to support growth
- 3 884 employees
- Strong executive and operational leadership
- Skilled project management
- Enabling values-driven culture

Social and relationship capital

- Effective engagement with all stakeholders
- Regular engagement with clients at all stages of project lifecycles
- Routine engagement with employees through formal and informal communication
- Case-by-case regulatory engagement and participation in relevant industry bodies
- Investor and funder presentations, reports and meetings

Intellectual capital

- Specialist capabilities in construction, engineering and mining
- Engineering excellence, innovation and value creation across specialist sectors
- Strategy and business administration expertise

Manufactured capital

- Diverse A$160.9 million (book value) mining fleet to serve clients' onsite needs

Natural capital

- Energy and water use in operations
- Waste generated by operations

Business activities

We apply Aveng's resources and relationships ethically and responsibly to create and sustain value and prevent value erosion for our stakeholders.

McConnell Dowell and Built Environs leverage their world-class brands and specialist capabilities to deliver solutions across their clients' project lifecycles.

McCONNELL DOWELL CREATIVE CONSTRUCTION™

BUILT ENVIRONS

moolmans
Delivering resources for a better future

Moolmans provides services in open cut mining across a range of commodities.

Value offering

1 ENGINEER

2 PROCURE

3 CONSTRUCT

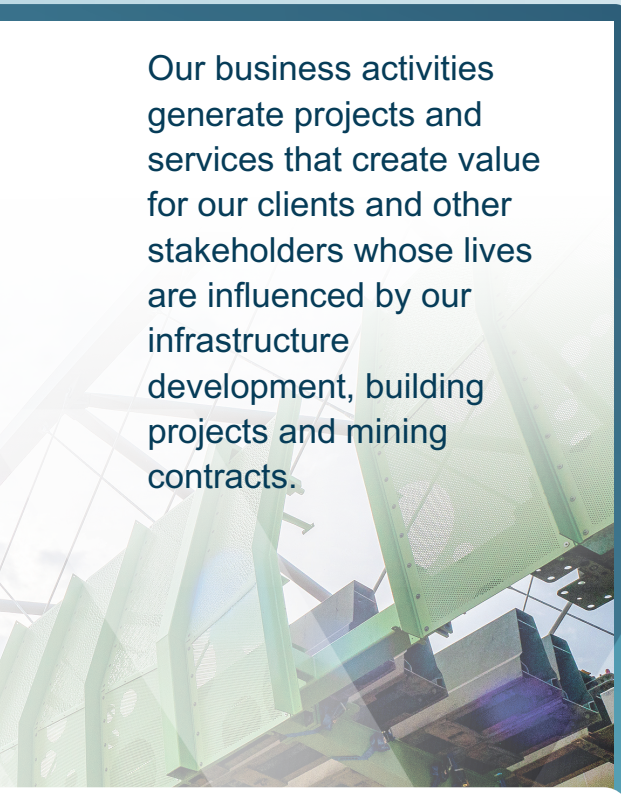
4 MAINTAIN

Our operations are supported by an agile corporate office with: Strategy management, Capital allocation, Treasury and financial reporting, Investor relations, Commercial management, Engineering and innovation, People management, Safety, health and environment (SHE) management.

Risk, IT and Procurement expertise are embedded in the operations.

Outputs

Our business activities generate projects and services that create value for our clients and other stakeholders whose lives are influenced by our infrastructure development, building projects and mining contracts.



Read more about our economic, environmental and social impacts and the investments we make to support sustainable development and contribute to positive ESG outcomes in the Aveng 2026 sustainability report at **www.aveng.co.za**

Outcomes

Financial

Group finance director and CFO's reports

- Restored operating profit and significantly improved headline loss
- Settled key commercial matters on the J108 project and made further operational progress on the Kidston project
- Executed a term sheet with the Tshipi client post-year-end, including acknowledgement of historical contract claims and a contractual rate reset
- The balance of the portfolio of projects continues to perform to plan and new work won is aligned to the revised risk appetite
- South African and Australian liquidity pools remain well managed
- Reduced overhead costs through organisational efficiency and effectiveness initiatives in Aveng Corporate and Australia
- Reduced historical Aveng Africa liabilities by 51%

Human

Chair and chief executive officer's reports

- Zero fatalities
- Progressive improvement in systems and processes to manage ESG impacts
- Effective succession planning contributed to significant Board and executive leadership renewal
- Focus on human resources (HR) and remuneration strategies to retain talent and align management with shareholder expectations

Social and relationship

- BBBEE level 2 in South Africa
- Paid R1.02 billion to black-owned suppliers, of which R848.8 million went to black women-owned suppliers
- Social spend of A$59.8 million across McConnell Dowell's Infrastructure operations

Intellectual

Our operations report

- McConnell Dowell, Built Environs and Moolmans brand strength

Manufactured

Group chief executive officer's, Group finance director and CFO's report

- Active fleet management uses short-term rentals to support specific project capacity requirements
- R1.3 billion invested in Moolmans' equipment renewal for Gamsberg project

Natural

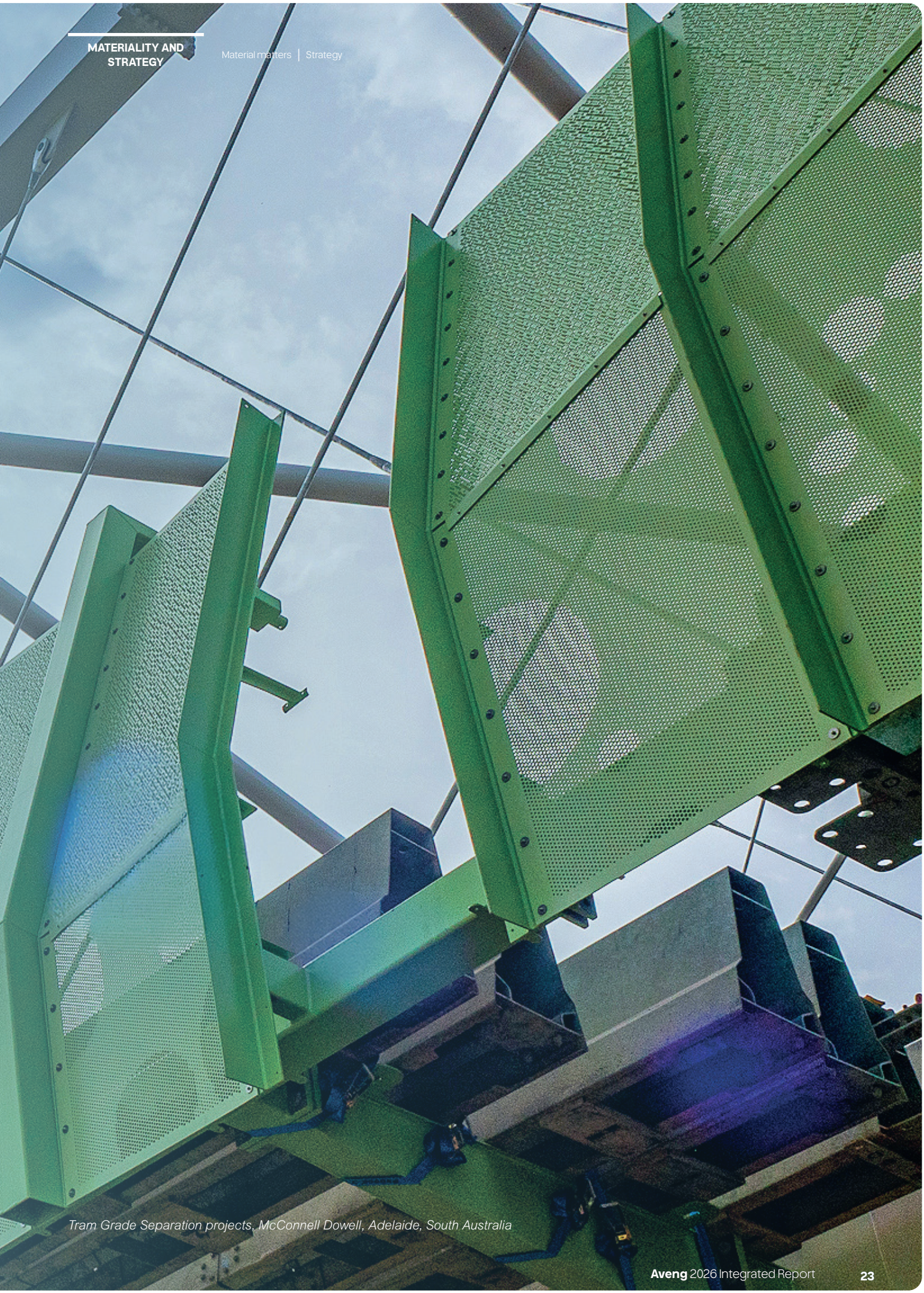
- No major environmental incidents
- Progressive reduction in energy use and increased diversion of construction and mining waste from landfill
- Environmental training

MATERIALITY AND STRATEGY

24 Material matters

33 Strategy

Aveng recognises material matters that have the potential to substantially impact our performance or ability to create sustainable stakeholder value over the longer term.



Tram Grade Separation projects, McConnell Dowell, Adelaide, South Australia

MATERIAL MATTERS

Aveng defines materiality as matters that materially affect the Group's ability to create and sustain value over the short, medium and long term.

We determine and assess material matters regularly by proactively assessing trends in the changing business environment and responding to unforeseen developments. Our material matters inform our strategy, thereby enabling the Group to create and sustain value.

Our three-stage material matters determination process is guided by the Group's enterprise risk management (ERM) framework and stakeholder engagement in line with the guidance contained in the <IR> Framework.

Swanson Dock West Remediation, Victoria

Step 1

Identify relevant internal and external matters

The Group's risk and opportunity management, stakeholder engagement and external environment inform the material matters.

Enterprise risk management

Aveng's ERM process aims to achieve an appropriate balance between realising opportunities for gain, while minimising adverse threat impacts.

The risk committee assists the Board in fulfilling its governance and oversight responsibilities for effective risk management, including a review of the overall geographies and sectors in which the Group operates and annual reviews of the Group's risk appetite thresholds. A subcommittee of the risk committee, the tender risk committee, assists the Board by independently reviewing and assessing large and higher risk tenders.

The project management office (PMO) is responsible for providing and maintaining the Group management systems for risk, including the risk policy, procedures and tools that enable our teams to consistently deliver successful project outcomes across our global operations. The PMO also provides a second line of assurance for our tenders and projects, with high-risk projects escalated to executive management and the risk committee for review.

A Group risk register comprising material risks escalated from the business units, functional risk registers and external risks with the potential to affect the Group, is reviewed and updated quarterly by executive management and reported to the risk committee and the Board. Executive management has ownership of the Group-level risks to provide appropriate accountability for ongoing management and reporting.

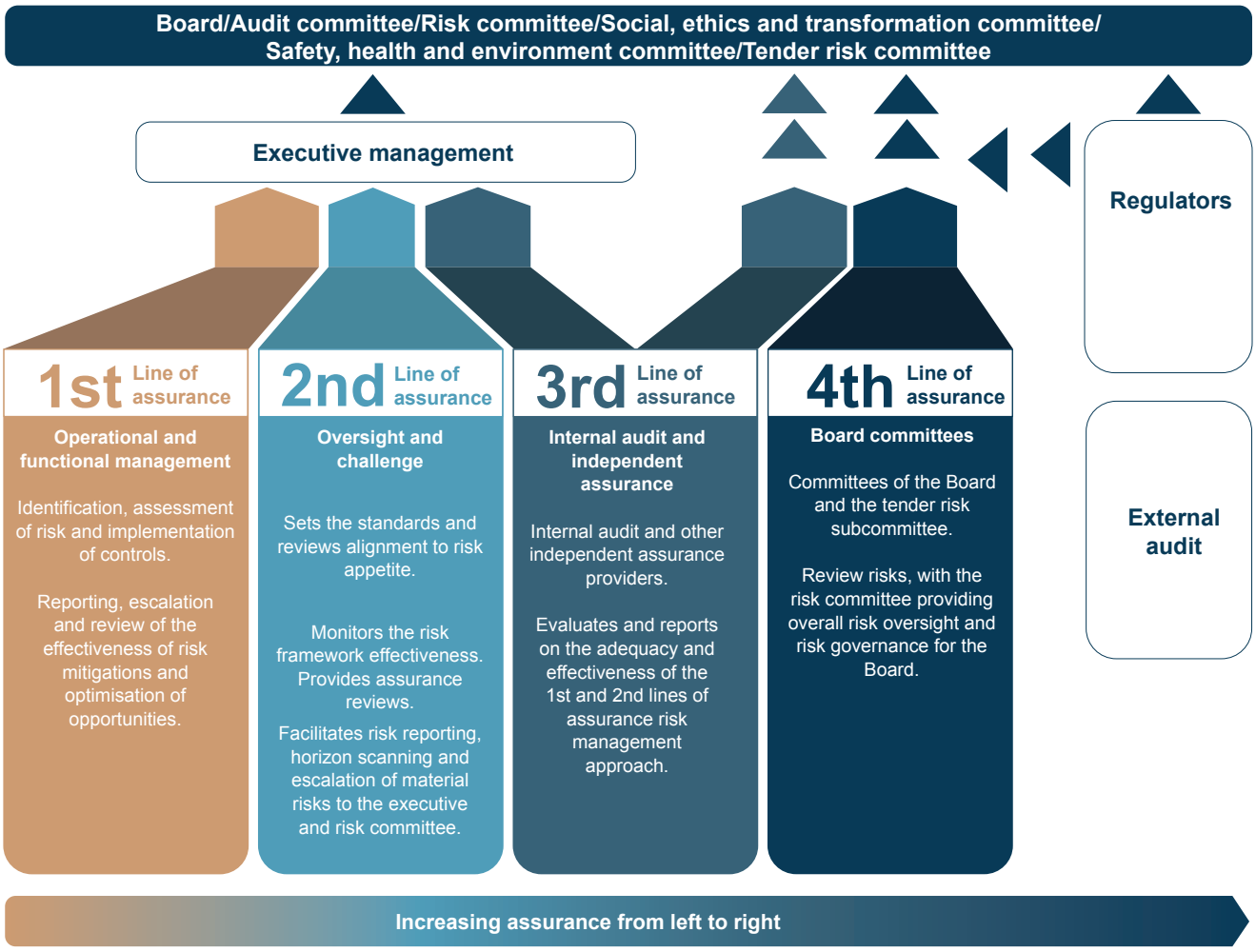
The Group's risk profile reflects its exposure to potential financial losses or adverse events that may affect the achievement of strategic objectives. This assessment is based on a combination of quantitative and qualitative indicators such as financial performance, regulatory compliance, operational performance, stakeholder feedback and the external operating environment.

The Group's desired risk appetite is "moderate" at the residual risk level (after applying treatment and control actions). Risk appetite is assessed annually or as the Group's risk-bearing capacity changes.

Lines of assurance

Aveng adopts a "four lines of assurance" model to bridge the gap between risk management and assurance functions. These lines include the audit, risk, investment and tender risk Board committees, the PMO, internal audit and assurance provided by external audit, who oversee and assure the Group's risk and opportunity management.

Aveng adopts a "our lines of assurance" model to bridge the gap between risk management and assurance functions.



MATERIAL MATTERS CONTINUED

Strengthening the risk management process

Aveng continually assesses the risk framework, including standard procedures and tools to ensure they are suitable and support effective project execution. Since 2023, the Group has progressively strengthened its risk management and assurance processes to mitigate risks and improve outcomes throughout a project's life cycle, from tender to completion and, where applicable, maintenance of the customer's asset.

Maturing risk to strengthen business resilience and project management

FY23	Established a PMO Conducted a risk maturity assessment Improved the robustness of tender risk governance
FY24	Strengthened the PMO's focus on key metrics to improve tender reliability and project execution Revised the risk rating system to define tender approval levels and increase monitoring of high-risk projects
FY25	Strengthened the Group's assurance environment by including the PMO in the second line of assurance with best practice capability Clarified the roles of the PMO (second line), internal audit (third line) and the risk committee and tender risk committee (fourth line) Conducted an independent risk review that identified strengths and shortcomings McConnell Dowell and Moolmans retained their International Organisation for Standardisation (ISO) certifications for 9001:2015 Quality, 14001:2015 Environment and 45001:2018 Occupational Health and Safety, affirming their commitment to global best practice and continuous improvement in operational excellence Prepared to implement the ISO 27001 Information Security Management System for McConnell Dowell
FY26	Implemented key findings of the FY25 risk review, with the following outcomes: • Revised the integrated ERM framework and the risk appetite • Strengthened the tender process framework, refining tender-stage risk assessment to improve the evaluation of project opportunities and increasing scrutiny of "Pursue / No Pursue" decisions to align projects with risk appetite • Improved the tools used to support project risk identification in tendering and delivery • Further strengthened risk governance with enhanced PMO oversight and implementation of revised risk management frameworks and processes • McConnell Dowell achieved ISO/IEC 27001:2022 certification
Planned for FY27	Integrate the updated ERM framework into the Group's strategy, business operations and decision-making Implement digital risk management tools and predictive analytics to support risk assessment and early identification of emerging risks Embed a risk culture throughout the Group through implementation of integrated risk tools and training with visible leadership support

External environment

We routinely review and respond to changes in the Group's operating environments.

The global risk environment deteriorated during 2026, placing constraints on the Group's operations. The possible impact of these and the Group's response to them are summarised in the following 2026 macro-economic risks table.

2026 macro-economic risks

Macro-economic risk*	Trend	Impact on Aveng and our response
Global economic slowdown The threats of a prolonged global economic slowdown or recession, debt crises and geoeconomic confrontations associated with United States (US) trade policy and geopolitical conflicts, impact inflation and supply chains and heighten investment uncertainty.		Delays in the awarding of infrastructure projects as a result of uncertainty impacted our 2026 revenue, while higher steel, oil and diesel prices, together with supply chain disruptions, impact our project margins and cash flows. We continue to maintain tender selectivity and assessment of our opportunity pipeline. We maintain cost discipline, reduce overhead costs and proactively manage cost and supply chain risks on existing and new projects through contractual terms.
Digital transformation and cyber security The acceleration of digital transformation offers significant opportunities for efficiency and innovation but is accompanied by increasing cybersecurity risks.		Data breaches disrupt operations and threaten financial and operational performance and reputation. AI-enabled threats and increasing digital dependency raise cyber, data and business interruption risk. We continue to invest in cybersecurity threat prevention, detection and response measures. We leverage the advantages of technology for business efficiency and innovation.
Disruption of supply chains for critical resources Many supply chains have become inefficient or dysfunctional as a consequence of geopolitical events. This impacts business access to critical resources and prolongs the global economic downturn. The Middle East conflict in 2026 disrupted freight and logistics, raising fuel, shipping and input costs across the Asia-Pacific region.		Supply chain disruption results in cost increases, project delays and difficulty obtaining steel and fuel resources, resulting in overstocking to mitigate potential shortages. We assess cost escalation and geopolitical risks and factor these into our tenders. We are improving our procurement capability and capacity to support our operations, ensuring monitoring of critical supplies. Commercial mechanisms are applied to mitigate risks.
Climate change resilience Worsening environmental degradation and a shift in focus to other short-term risks have increased concerns about the ability to contain climate change. As the world warms, the focus is shifting towards managing the consequences of climate change. Countries or organisations that rely on carbon-intensive energy sources risk losing competitive advantage (higher carbon costs, lower resilience and lagging behind technological advances).		Climate transition risks may impact Aveng's prospects, including the creation of new opportunities and threats to existing prospect pipelines. Climate physical risks may impact our projects directly or through impacts on our supply chains. We are strengthening climate resilience by integrating climate-related risks and opportunities into the Group's strategy, project planning and decision-making, while pursuing opportunities arising from the transition to lower-carbon and more sustainable infrastructure.
Infectious diseases and other health-related risks The heightened risk of pandemic or endemic diseases and the deterioration in mental health are identified as significant global threats.		Health risks impact employee wellbeing and related health and safety systems and processes. We implement a well-defined SHE strategy to mitigate and manage these impacts. Our approach includes an employee wellness programme that provides mental health and related health services. Additionally, we try to mitigate the impacts of such events by including relief in our contracts, where possible.

MATERIAL MATTERS CONTINUED

2026 macro-economic risks

Macro-economic risk*	Trend	Impact on Aveng and our response
Escalating geopolitical tensions Geopolitical fragmentation is heightening the risk of multi-domain conflicts, creating global divergence, geopolitical and geoeconomic tensions. Geopolitical tensions are associated with the rising risk of geoeconomic confrontation (sanctions, tariffs, investment screening), worsening inequality and societal polarisation.		We operate in an increasingly complex business environment, with potential for supply chain disruption, cost escalation and project delays from geopolitical tensions. We conduct dynamic reviews of our business plans to address changing market conditions, such as the impact of trade tariffs and cost escalation of key input materials. Cost and supply chain risks that impact our projects are proactively managed through contractual terms.
Change of governments Shifts in governments in markets where we operate, such as jurisdictional policy shifts, affect infrastructure spend, tax, procurement, industrial relations and market access.		Government changes in our markets may introduce new threats or opportunities if policy changes are intended to support business and economic growth. We monitor policy and budget shifts and infrastructure priorities in the jurisdictions where we operate. We review our strategies regularly to ensure that they respond to changes in our operating environments.

Stakeholder engagement

Stakeholder engagement is fundamental to how we create long-term value. By engaging regularly with our employees, clients, shareholders, suppliers, communities and other stakeholders, we gain valuable insights that support decision-making, strengthen relationships and help us identify threats and opportunities.

We engage with key stakeholders through various formal and informal methods. A stakeholder engagement plan and report-back process enables our operations to identify and respond to their material stakeholders. This engagement enables us to better understand stakeholder priorities, respond to their expectations and create shared value for our business and the communities in which we operate.

Our stakeholder groups, their interests and the manner in which we engage with them are described in the following pages.

Clients

As contractors, we engage regularly with our clients through formal and informal discussions and meetings at all stages of project lifecycles.

Material stakeholder conversations and our response
Our operations engage actively with clients to address concerns about project performance and work in partnership with clients to achieve mutually beneficial outcomes. We assess and apply a "zippering" approach to customer engagement, with relationships identified and prioritised at multiple levels. Challenges encountered on loss-making projects require high levels of leadership engagement and negotiation with clients.

The ESG framework developed and implemented by our operations addresses clients' concerns about climate change impacts in our industries. Our operations work with clients to implement initiatives to reduce environmental impact and address the needs and concerns of communities in which we operate. We use the early contractor involvement (ECI) mechanism to understand and address key clients' ESG concerns.

Value added in 2026
- The Group's interim chief executive officer (CEO) and the Group chief financial officer (CFO) engaged extensively with partners and our clients especially on the Kidston, J108 and Tshipi contracts
- ECI engagements across most of our operations yield benefits through value engineering and overall quantity reductions
- ECI attention to mitigating environmental impacts continues during project delivery

Employees

We engage routinely with our employees through formal and informal information-sharing and leadership engagement sessions, including townhall meetings, newsletters and feedback loops and we assess employee culture and engagement through employee surveys.

Material stakeholder conversations and our response
Aveng strives to provide competitive salaries or wages. People management systems embed Aveng values and guide talent recruitment, development and retention.

Aveng implements systems and processes to identify and reduce safety and health risks, including regular leadership engagement with employees on work sites, campaigns to embed a safety culture, and wellness programmes with external providers of employee wellness services.

The Group advances its diversity, equity and inclusion agenda through targeted initiatives to improve representation, strengthen inclusive leadership and enhance workforce reporting.

Value added in 2026
- Invested in leadership training and development of 64 employees
- Leveraged technology to limit injuries in high-risk areas such as people-plant separation and operator training of high-risk equipment

Subcontractors and other suppliers

We engage with our subcontractors and other suppliers through subcontractor / supplier meetings and systemised checks against modern slavery legislation and the Aveng Code of Conduct.

Material stakeholder conversations and our response
We work with all subcontractors to ensure compliance with the Group's Code of Conduct, fair treatment of subcontractors and upholding the human rights of employees and communities.

Value added in 2026
- Formal partnerships with key suppliers, technology owners and other relevant partners
- Diversity procurement and supplier development opportunities in Moolmans and McConnell Dowell
- Felix digital procurement platform for McConnell Dowell subcontractors and suppliers

Communities

We engage with communities informally and formally through community forum meetings.

Material stakeholder conversations and our response
Aveng complies with local SHE requirements and maintains relationships with local communities to manage and mitigate project impacts.

The Group complies with project-specific social and local procurement targets set by clients and invests in education and other projects to support vulnerable communities. The Group implements innovative solutions to address environmental challenges.

Value added in 2026
- McConnell Dowell invested A$59.8 million in social investment programmes, collaborating with social enterprises and developing partnerships with First Nations businesses across its operating regions
- Moolmans' procurement from black-owned businesses, including black women-owned businesses amounted to R1.02 billion

Shareholders and financial institutions

We engage with shareholders and the institutions that provide finance for our operations through results presentations, the stock exchange news service (SENS), one-on-one meetings and investor conferences and calls.

Material stakeholder conversations and our response
Our risk governance and oversight processes monitor, manage or mitigate risks that threaten financial performance, while our strategy enables the operations to capitalise on available opportunities. We continuously strengthen and mature our management of tenders and project execution, including commercial risk and cash management, to achieve sound outcomes for our operations, our clients and our shareholders.

Our strategy is based on achieving sustainable long-term growth for shareholders and other stakeholders.

Value added in 2026
- The then chair-designate met with key shareholders in South Africa and the United States and continues to consider their feedback in the Group's strategy and planning
- Maintained strong relationships with bond providers and principal bankers
- Continued management of the Group's existing financial facilities to ensure they support sustainable growth

Government and regulators

We engage with government and the relevant regulators case-by-case and participate in industry engagements on matters concerning the sectors in which we operate. This engagement is largely focused on key government and regulatory agencies in order to monitor and respond to changes in law, focus areas for increased regulatory attention and key lessons or initiatives across industry sectors.

Material stakeholder conversations and our response
Aveng complies with health, safety and environmental regulations in each relevant operating jurisdiction. The Group is tax compliant. We fulfil the requirements of relevant industry charters.

Aveng participates in industry discussions on matters concerning our operational sectors, largely through industry representative bodies.

Value added in 2026
- Facilitated and collaborated in industry sessions at the Head Contractor - Sustainability Leaders Forum

MATERIAL MATTERS CONTINUED

Industry associations, research bodies and standards organisations

The Group participates in relevant industry bodies and working groups in each jurisdiction such as the Australian Constructors Association, Master Builders Association, Mine Managers Association and the Department of Mineral Resources & Energy.

Material stakeholder conversations and our response
The primary interests of this stakeholder group include industry standards and best practice; sustainable infrastructure outcomes; health, safety and environmental performance; skills development and innovation; industry research and knowledge-sharing; climate resilience and responsible business practices.

Read more in the 2026 Aveng sustainability report at **www.aveng.co.za**

Trade unions

We engage with the relevant trade unions in the jurisdictions in which we operate through formal union leadership structures, onsite formal and informal engagement meetings and workplace forum meetings.

Material stakeholder conversations and our response
Aveng is committed to respecting fundamental labour rights and constructive employee relations. We align with core conventions of the International Labour Organisation and internationally accepted UN frameworks and comply with relevant local legislation in the countries where we operate. Our organisation respects the right to freedom of association and collective bargaining, supports trade union engagement, standards on working hours and the health and safety of employees.

Aveng engages regularly with employees and unions to discuss matters of mutual interest, such as difficult economic conditions, compliance with applicable legislation or codes and adoption of best practices.

During 2026, we maintained generally positive employee relations across the Group, supporting workforce stability and operational continuity. Key issues raised during the year included the interpretation of industrial instruments and working conditions. Through ongoing engagement and established dispute resolution processes, these matters were addressed constructively and without significant disruption to operations.

Across our New Zealand and Pacific Island operations, a small number of employee relations matters were managed during the year, primarily relating to performance, conduct and workplace concerns, with no significant emerging trends identified.

Despite difficult economic and trading conditions, Aveng and its key stakeholders maintained a generally sound employee relations environment across South African operations, with limited work stoppages.

These outcomes reflect a continued focus on maintaining positive workplace relationships and supporting an environment where issues can be raised and resolved effectively.

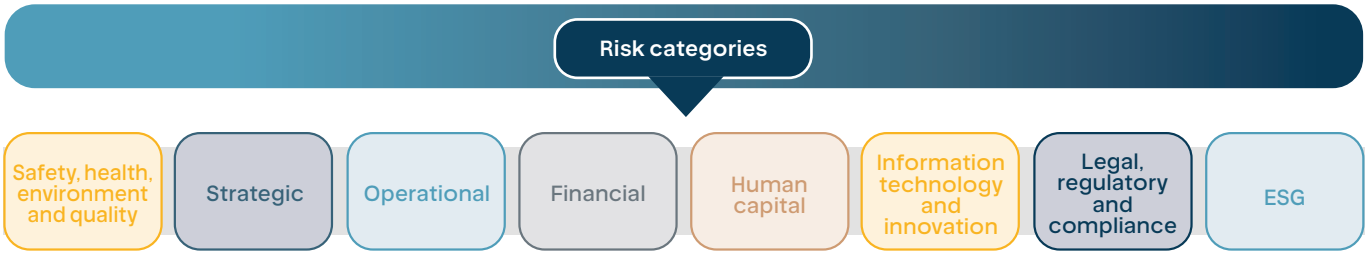
Value added in 2026
- Sustained positive and transparent relationships with trade unions and employee representatives across all jurisdictions
- Maintained uninterrupted operations across all projects

The risk impact categories and their respective risk tolerance thresholds and the overall risk appetite levels are assessed annually and reported based on the evaluation of their potential impact on Aveng achieving its strategic objectives.

Step 2

Evaluating the importance of matters identified

Risks (threats and opportunities) specific to the operations are monitored and managed under eight categories, namely:



The risk impact categories and their respective risk tolerance thresholds and the overall risk appetite levels are assessed annually and reported based on the evaluation of their potential impact on Aveng achieving its strategic objectives.

Step 3

Prioritising material matters

Our top material matters derived from our risk management process, stakeholder engagements and external environment reviews are:

Material matter and residual risk rating		Our treatment and control actions in 2026
Operational performance ● Aveng's vision of being an international engineering-led contractor is premised on growth-oriented businesses that are profitable, cash generative, and capable of implementing projects in line with the Group's profit margin expectations. Material losses for the remaining projects in the Infrastructure Southeast Asia business unit and Kidston in the Infrastructure Australia business unit impacted the Group's overall financial performance. **Stakeholders impacted:** Clients; shareholders and financial institutions; subcontractors and other suppliers.	▲	• Residual risk of loss-making projects reduces as risks are addressed and projects near completion • Stronger risk governance and management of governance and planning through tender and project lifecycles is contributing to a margin improvement trend in projects awarded since 2023 • New work aligned to revised risk appetite • Following the cessation of tendering activity in Southeast Asia in the year, the focus remains on completing the four remaining projects in the region over the next 18 months
Cash flow and liquidity management ● Aveng depends on a sound, sustainable balance sheet, with manageable levels of debt, to implement projects and fund its long-term sustainable growth strategy. Operational under-performance, increases in unapproved revenue and unresolved commercial claims, including insurance claims, impact cash flow and bonding facilities. **Stakeholders impacted:** Clients; subcontractors and other suppliers; shareholders and financial institutions.	▲	• Cash on hand of A$225.3 million at 30 June (2025: A$267.3 million) • Net cash of A$159.8 million at 30 June (2025: A$211.4 million) • The Group continues to actively manage the liquidity and cash flow in the two distinct Australian and South African liquidity pools • Cash flow impacts of loss-making projects will continue into the 2027 financial year
Tender estimating accuracy ● Tender estimating accuracy is crucial in construction, as the submitted tender price represents a binding contractual commitment that directly influences a project's profitability and performance. **Stakeholders impacted:** Clients; subcontractors and other suppliers; shareholders and financial institutions	◆	• Processes to improve tender governance and preparation have been implemented throughout the Group • A risk appetite rating tool is being used proactively to inform "Pursue / No pursue" decisions, helping balance growth opportunities with acceptable levels of risk

MATERIAL MATTERS CONTINUED

Material matter and residual risk rating		Our treatment and control actions in 2026
Work in hand ● Aveng's operations depend on quality order books to sustain their businesses and achieve strategic goals. Securing projects that are aligned with risk appetite and financial targets, and limiting the cost of tendering, is challenging in a constrained economic environment. This is reflected in delays in project awards, competitive pricing and lower levels of work secured against targets across the Australian Infrastructure and Mining segments. **Stakeholders impacted:** Employees; clients; subcontractors and other suppliers.	▲	• McConnell Dowell's tendering activity focuses on specialist target sectors, including water and wastewater, ports and coastal, energy and resources and transport, where it has a competitive advantage • Built Environs is aligned to growing areas of healthcare, education, and sports and leisure sectors • Moolmans targets repeat work with existing clients to leverage client relationships and mitigate new client risk
Availability of operational HR ● Effective project implementation is reliant on adequate availability of the right leadership or labour resources at the right time and place. McConnell Dowell's pivot to new opportunities in Australia and the Pacific Islands requires specialist capabilities. In Australia, low unemployment and a competitive labour market in some states have the potential to impact the availability and cost of skilled HR. In South Africa, the remote nature of mining sites limits skills availability. **Stakeholders impacted:** Employees; clients; subcontractors and other suppliers	◆	• Several management appointments were made in 2026 • McConnell Dowell, Built Environs and Moolmans have almost full complements of senior leaders, with only a small number of roles under active internal and external recruitment • Retention of key staff, capability and capacity building remain high focus areas • Actions to mitigate skills shortages include training and incentivisation to drive targeted performance and talent retention
SHE compliance and incidents ● Construction projects can have a material impact on the health, safety and wellbeing of employees and other stakeholders who visit project sites. They also impact the natural environment and surrounding communities. Non-compliance with SHE regulations and client requirements can expose stakeholders to risk and the Group to financial or reputational damage. **Stakeholders impacted:** Employees, clients, subcontractors and other suppliers	▼	• Continuous improvement in SHE procedures and focus on critical controls for high-risk activities • The Group's SHE roadmap is reviewed monthly and is also subject to an independent review

Legend

● Extremely high potential impact	● Very high potential impact	● High potential impact	● Moderate potential impact	
Risks addressed as a priority due to high exposure.	Risks that cause management concern and are actively managed and mitigated.	Risks that require management attention and are actively managed and mitigated.	Risks that require attention but are not an immediate cause for concern.	◆ Unchanged risk trend ▼ Reducing risk trend ▲ Increasing risk trend

STRATEGY

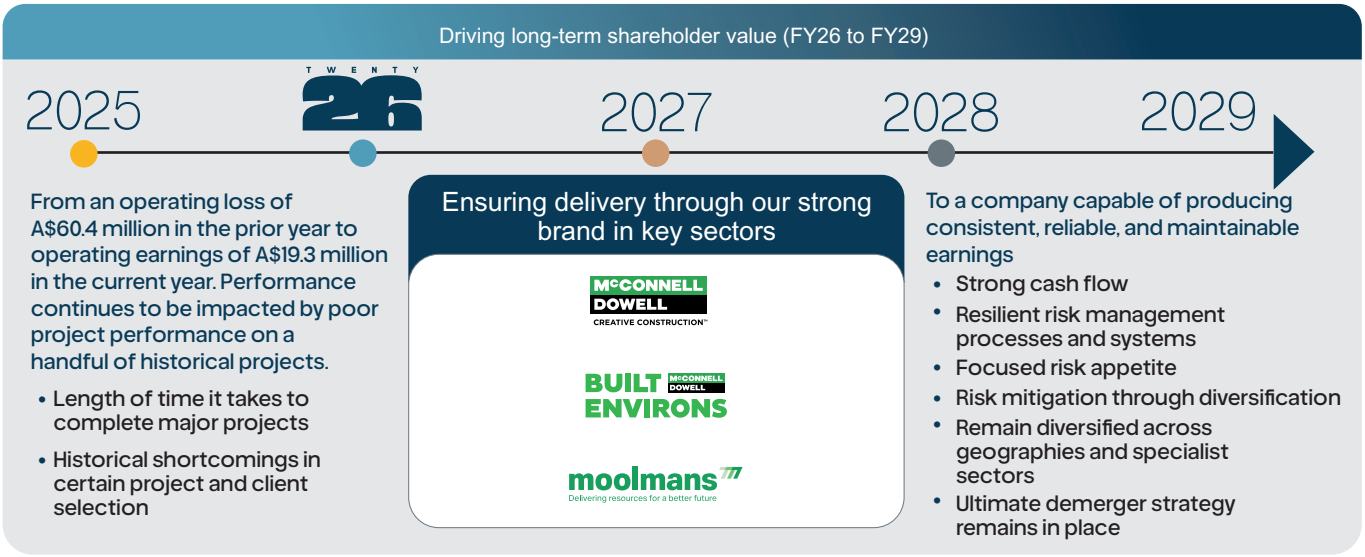
Aveng's strategy is to enhance stakeholder value and maximise value to shareholders by improving operational performance and ensuring delivery through our strong brands and key sectors.

The Group reviews its strategy regularly to ensure it remains relevant and responsive to changes in its external operating environment.

Following the extensive investigation into a range of options for separating McConnell Dowell (including Built Environs) and Moolmans, the Board decided to retain ownership of McConnell Dowell and temporarily suspend plans to dispose of Moolmans. The Group remains focused on operational performance, the resolution of commercial matters and disciplined growth consistent with our risk appetite.

Central to the Group's strategy is the participation of McConnell Dowell (including Built Environs) in the long-term sustainable infrastructure and building markets of Australia, New Zealand and the Pacific Islands, underpinned by:

- strong economies and sophisticated workforces;
- enabling government policies and investment agendas; and
- capacity to fund critical infrastructure and building projects.



The measures we have implemented to strengthen risk governance and management have enabled the Group to establish a platform to start generating long-term shareholder value. In FY27, we expect to embed these disciplined systems and processes throughout the Group positioning the business to enter a phase of growth from FY28.

STRATEGY CONTINUED

Our future growth will be underpinned by disciplined project delivery across our diversified markets. Through our three brands, we have sector diversification, specialist service diversification and geographic diversification.

Our improving risk profile, combined with renewed leadership, will position us to provide consistent, reliable and maintainable earnings. McConnell Dowell (including Built Environs) continues to improve the margin trajectory of projects awarded after the introduction of enhanced risk management processes in 2023. Its focus remains on the Horizon 2030 strategy, based on growth in targeted new work within the Infrastructure and Building segments and pursuit of the right projects, clients, disciplines, people and commercial terms.

Forging sustainable futures for our businesses

McConnell Dowell

McConnell Dowell's Infrastructure and Building segments continue to implement the Horizon 2030 strategic plan as the key enabler of profitable and sustainable growth.

Infrastructure and Building

The Horizon 2030 strategy provides a framework and roadmap for long-term decision-making and investment, centred on McConnell Dowell's engineering heritage and "creative construction" value propositions. The strategy responds to global megatrends that present building and infrastructure construction opportunities in areas in which McConnell Dowell has been building its brand, reputation, capability and track record.

Strategic positioning

McConnell Dowell is positioned as an engineering-led specialist multi-disciplinary contractor working with customers, partners and the community to deliver complex infrastructure solutions. This positioning is complemented by its presence in civil or transport infrastructure and building sectors in major urban markets.

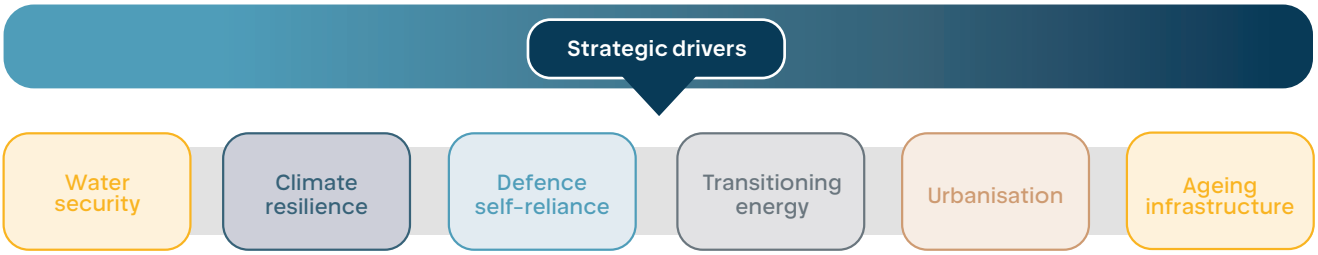
The portion of McConnell Dowell's project portfolio in Horizon 2030 strategic specialist categories, including growing resources and water sectors, has increased in recent years in response to declining demand for transport infrastructure. Market conditions are expected to support this trend. The projects awarded since 2023 (which now make up over 90% of the project portfolio) continue to deliver higher margins. These include a deliberate pursuit of higher-margin specialist self-perform opportunities in selected markets and sectors.

The strategy reinforces McConnell Dowell's focus on the right projects, clients, disciplines, commercial terms and its people. This supports the planned improvement in operational performance and achievement of targeted profitability.

Moolmans

Moolmans continues to deliver excellent operational performance on the Gamsberg project, with increased volumes supported by a strong relationship with the client. Post year end, the business resolved problematic commercial and work environment issues on the Tshipi project.

Moolmans' strategic focus remains unchanged, notwithstanding the potential for alternative ownership in the future. The leadership team is enhancing operational efficiencies of existing projects through strategic capital investments, mine planning and fleet optimisation. Moolmans continues to explore limited diversification opportunities in the SADC region.



CONNELL
WELL
IVE CONSTRUCTION™

PERFORMANCE

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This section of the report provides information on our performance in relation to our strategic objectives and provides insight into our future strategic direction and prospects.

We extract summarised information from the sustainability report to inform stakeholders of our ESG practices and performance.

New Schools 2026 Bundle A programme, Built Environs, Victoria, Australia

GROUP CHAIR'S REVIEW

Philip Hourquebie | Outgoing independent non-executive chair

The 2026 financial year was a period of restoration and renewal. Aveng improved operational performance and profitability, renewed its Board and executive leadership, and established a stable foundation for the future.

Overview

The past decade has been challenging for Aveng. The Group has transformed from an unfocused, large industrial conglomerate to a group with three key segments. Like many other businesses, we overcame the impacts of COVID-19 while undergoing this transformation and continue to adapt to the economic pressures of trade and geopolitical conflicts. We rebuilt our financial base after experiencing material financial losses on the Batangas LNG project in 2023 and we are strengthening our resilience again as we seek the best possible outcomes for the J108 project in Southeast Asia and the Kidston Pumped Storage Hydro (Kidston) project in Australia.

The measures we implemented to recover from these shocks included significant debt restructuring and repayment, capital raising, strategic interventions, non-core disposals, and progressive improvements in our risk management governance, systems and processes. While these demonstrated the Group's resilience, we did not create value for some of our key stakeholders over this period.

Balanced against these challenges are our successes, where we leveraged opportunities in our core disciplines and delivered commendable performance and stakeholder value, most notably in our Infrastructure New Zealand and Pacific Islands and Building operations, and Moolmans' Gamsberg mining contract in South Africa. These operations underpinned the turnaround in our operating earnings in 2026.

An improved overall performance in the Infrastructure segment was overshadowed by additional losses on the Kidston project and projects in Southeast Asia. As our work on the J108 project in Singapore nears completion, we resolved key commercial matters during the year and made further progress towards completing the Kidston project. Our Mining operations in South Africa remained profitable during the year, reflecting a combination of disciplined project execution on the Gamsberg project and persistent inefficiencies on the Tshipi project. The latter has been addressed by commercial claims recognised during the year and the conclusion of an in-principle commercial agreement with the client post year end.

The Group's project portfolio, excluding the loss-making projects, continues to improve as a consequence of stronger risk management and improved operational performance across the majority of our projects. We expect this trend to continue as the loss-making and non-margin contributing projects are completed. Our projects deliver services that meet our clients' expectations and create lasting value for the communities in which we operate.

The Board's focus areas in 2026

Implementing strategic decisions

Following the Board's decision to retain ownership of McConnell Dowell and temporarily suspend plans to dispose of Moolmans, the Group focused single-mindedly on operational performance, resolution of commercial matters and disciplined growth consistent with our risk appetite. Several Board mandates were implemented by management to achieve these outcomes and restore operating profitability.

The most impactful of these were:

- implementing the findings of a formal risk review, including a revised ERM framework and a revised risk appetite;
- maintaining a stable order book and aligning the quality of new work won with the revised risk appetite;
- removing uncertainty by resolving several material commercial matters on the J108 and Tshipi contracts and significantly reducing the historic liabilities of Aveng Africa;
- reducing the cost base in the Australian operations and the corporate office, while strengthening risk management resources and moving the engineering capability closer to the operations; and
- ceasing bidding for new work in Southeast Asia and preparing our operations for an orderly exit from the region.

Read more about these developments in the Group chief executive officer's report on page 44.

Leadership renewal

Major Board and executive leadership succession plans were implemented during the year, resulting in a significant renewal of the Group's leadership. Three independent non-executive directors (NEDs) resigned or retired from the Board, including my retirement as Board chair, and three new independent NEDs joined the Board, including Graeme Bevans, who succeeded me as chair with effect from 21 August 2026. These appointments have enriched the Board's experience and expertise in our core disciplines and increased the number of Australian directors to ensure that the Group's primary geographic presence is appropriately represented.

Read more about the changes to the composition of the Board and Board committees on page 64.

Scott Cummins retired as Group CEO in January 2026, and David Simpson was appointed interim CEO with a mandate to improve operational performance and profitability, resolve contractual disputes and position the business for future growth. Fraser Wyllie was appointed an executive director and Group CEO from 1 October 2026 after a rigorous external and internal recruitment process. Fraser was managing director of the Infrastructure New Zealand and Pacific Islands business unit for a decade, during which he turned around underperforming projects and built a highly effective and profitable business.

Pieter van Greunen, a seasoned South African mining executive, was appointed managing director of Moolmans in December 2025 and is implementing the Board's mandate to improve operational performance and resolve contractual disputes in the Tshipi contract. Pieter is achieving success in both these mandates.

Integrated risk management

The measures the Group implemented to mitigate material financial risks over the past three years culminated in a revised risk framework and a resource base capable of implementing and embedding stronger risk management throughout the Group.

These developments have matured risk governance, strengthened oversight of project tendering and execution and empowered our teams with a more consistent and disciplined approach, together with the tools to identify, assess and manage existing and emerging risks across the project lifecycle.

We have also continued to make progress in integrating the management of social and environmental risks into our business operations and decision-making. Through our robust safety and environmental management systems, ongoing risk assessment and a culture of continuous improvement, we comply with relevant legislation and strengthen safety and environmental performance across our projects and workplaces.

While we have established a sound foundation for reliable risk management, we continuously strengthen our systems and processes in response to changes in our dynamic risk universe.

Read more about our management of ESG impacts in the 2026 Aveng sustainability report at **www.aveng.co.za**

Read more about our risk management improvements on page 26.

GROUP CHAIR'S REVIEW CONTINUED

Value-creating governance

As a values-driven organisation, Aveng conducts its business operations and activities responsibly and ethically. The Board embraces the principles of good governance – transparency, integrity, accountability and fairness – and is committed to the highest standards of governance as recommended by the King Code on Corporate Governance.

In accordance with our value of honesty and integrity, we do what is right, consistently and transparently, recognising that sound governance supports business resilience, builds trust and contributes to the creation and preservation of value for stakeholders.

During the year, the Board reviewed and implemented amendments to the Companies Act, including adoption of the key amendments to section 30(4) and the introduction of disclosures as required by section 30A and 30B.

The Board conducted a detailed gap analysis against King V, which found that Aveng largely complies with the revised code. The Group is transitioning from King IV to King V and will disclose its adherence to the King V Principles and Practices during FY27.

Read more in the remuneration report on page 76.

Our governance framework ensures that sustainability considerations are integrated into the way we operate, from strategic planning and project delivery through to risk management, stakeholder engagement and performance oversight. Rather than being managed as a standalone function, sustainability is embedded within the Group's broader governance, financial and operational decision-making processes.

During the year, Aveng Australia Holdings, the ultimate Australian parent of McConnell Dowell, including Built Environs, published climate-related financial disclosures in accordance with ASRS S2 for the first time. While the reporting milestone is important, the greatest value has come from the deeper understanding of climate-related risks and opportunities that the process has generated.

The insights are strengthening how climate considerations are incorporated into risk management, strategic planning and business decision-making across the Group. They are also helping us better understand evolving customer expectations, future market opportunities and the potential impacts of climate-related risks on our operations.

As demand grows for resilient and lower-carbon infrastructure, these capabilities will support more informed decisions, strengthen our ability to respond to changing market conditions and contribute to the long-term resilience of our business.

Read more in the 2026 Aveng sustainability report at **www.aveng.co.za**

Board composition and effectiveness

Given the substantial changes to the Board, particularly the number of new director appointments, it was not feasible to carry out a meaningful Board evaluation during 2026. Consequently, the Board will conduct a thorough assessment of the Board and Board committees once the new directors have settled into their roles during the year ahead.

Quality stakeholder engagement

Meaningful stakeholder engagement is fundamental to how we create long-term value. By engaging regularly with our employees, clients, shareholders, suppliers, communities and other stakeholders, we gain valuable insights that support decision-making and strengthen relationships for the benefit of our business and the communities in which we operate.

The Board oversees stakeholder engagement and is satisfied that the quality and process of the Group's engagement with key stakeholder groups supports the creation of lasting value.

During 2026, the incoming Board chair met in person with shareholders in South Africa and the United States to obtain their insights and consider these in the formulation of business and remuneration strategies. The interim chief executive, CFO and chief commercial officer met with, amongst others, our partners and clients on the J108, Kidston and Tshipi projects to assess progress in project execution. Board members participate in quarterly virtual site visits to assess project and safety performance.

In addition to routine engagement between managers and employees, management communicated the rationale for this year's cost-cutting interventions to affected employees.

Acknowledgement

The past year required focus and commitment across the Group. On behalf of the Board, I would like to acknowledge the role of all of our employees in returning Aveng to operating profitability.

I would like to acknowledge and thank Scott Cummins, who led McConnell Dowell for over a decade and was an executive director and Aveng Group CEO for two years. Under Scott's leadership, McConnell Dowell grew into a respected international award-winning brand and he navigated the Group through the complexity of COVID-19 and its aftermath. Interim CEO David Simpson took the baton from Scott and successfully executed the Board's mandate over the past eight months, achieving a significant amount in a short period of time. David will, in turn, hand the baton to Fraser Wyllie. I thank David, Adrian Macartney and the executive leadership team (ELT) for their tireless efforts to resolve project challenges while driving future growth strategies.

I welcome Fraser Wyllie and wish him well in his new role. I thank Pieter van Greunen for his valuable contribution to Moolmans since his appointment.

The Board provided a stable foundation for the difficult decisions we had to make during the year. I thank Bridgette Modise for her contribution as lead independent director and chair of the audit committee during her six-year tenure on the Board. On behalf of the Board, I express our gratitude for the experience Nick Bowen brought to the Group and the improvements he oversaw as chair of the risk committee and the safety, health and environment committee. I also thank David Noko for his invaluable role as lead independent director during this significant period of leadership change.

Finally, I welcome the new directors, Naidene Ford-Hoon, Graeme Bevans and Murray Coleman and I wish Graeme success in his role as chair.

Philip Hourquebie
Former independent non-executive chair

MESSAGE FROM AVENG'S NEW CHAIR

Graeme Bevans | Independent non-executive chair

Positioning Aveng for profitable growth in the years ahead

On behalf of the Board and the Group, I would like to acknowledge and thank Philip Hourquebie for his service over the past 11 years. Philip joined the Board in 2015 and served as an independent NED and audit committee chair. He was appointed Board chair in 2020. During this period, he steered the Group through significant challenges and strategic change. I am grateful to Philip for facilitating a smooth leadership transition and I join my colleagues in wishing him well in his future endeavours.

I gained valuable insights into the Group's inner workings during my five-month transition to the role as chair. I also had the opportunity to hear from some of the Group's material stakeholders and have considered these insights in determining the Board's focus areas as we move forward.

A primary objective will be to fully integrate the Group's risk management system so that it becomes standard procedure, embedded in the Group's culture. We believe it will take 18 months to two years to embed a self-reporting project risk culture, where our employees proactively disclose operational incidents and emerging threats. The Group's track record of zero fatalities in its work environments for five consecutive years bodes well for the future, as it demonstrates that risk culture is already embedded in our safety culture.

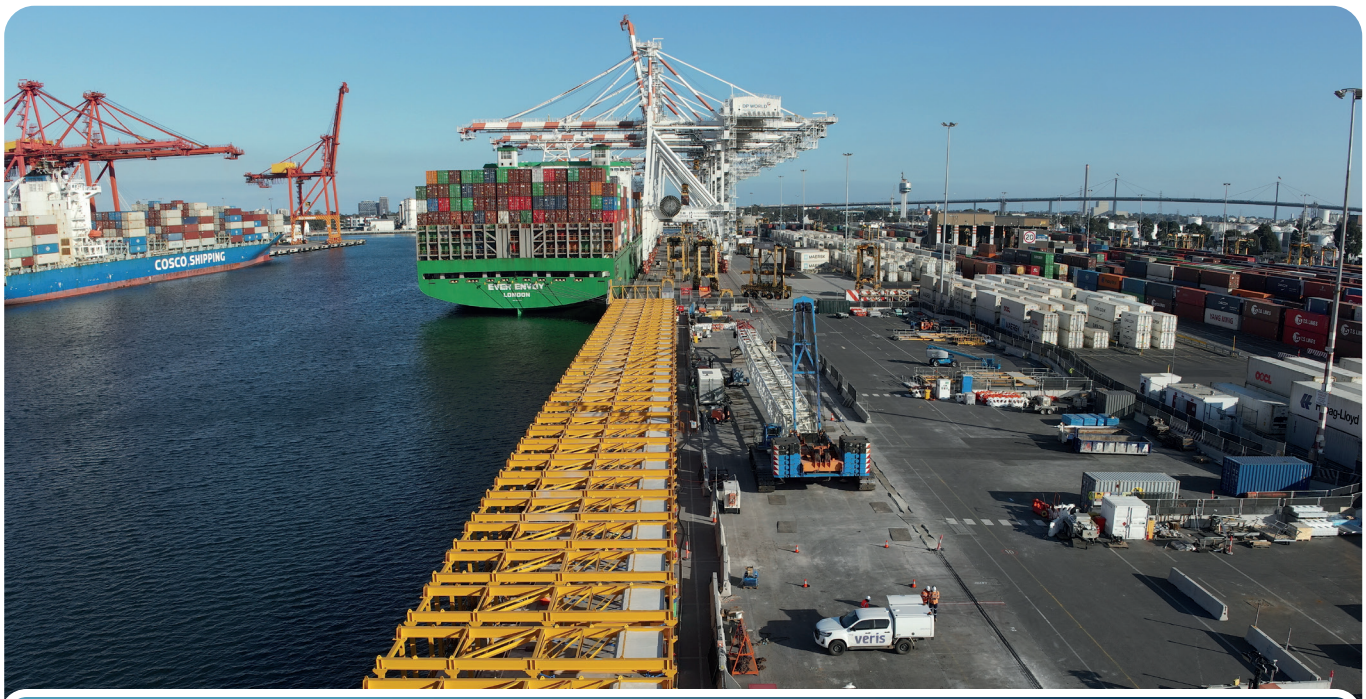
Fraser Wyllie, the new Group CEO, brings his valuable experience of implementing improved risk processes for an extended period in the New Zealand and Pacific Islands business unit. The Board will ensure that Fraser is supported by leadership teams that work well together and are incentivised to secure high-quality business that achieves and sustains profitable growth in a manner that builds stakeholder trust.

The foundations are well established and the Board and its committees are focused on positioning the Group for the future, leveraging its deep experience and expertise in core markets, while working through and resolving the remaining legacy issues.

There is much work ahead, but we have the advantage of a renewed Board, re-energised executive leadership and committed employees. I look forward to this challenge and I will strive to make a positive contribution to Aveng's future.

Graeme Bevans
Independent non-executive chair

PROJECT EXCELLENCE



Swanson Dock remediation

Extending the life of critical infrastructure

Client	Port of Melbourne
Contract	ECI leading to lump-sum delivery
Location	Melbourne, Victoria
Project capabilities	Marine infrastructure, port remediation, wharf strengthening, marine construction and asset renewal

McConnell Dowell is delivering the multi-stage remediation of Swanson Dock West, a critical international container terminal in the Port of Melbourne. Constructed between the 1960s and 1980s, sections of the 944-metre wharf had reached or exceeded their original design life, requiring major remediation to ensure the continued safe and efficient operation of Australia's largest container port. Through a collaborative delivery model and carefully staged construction programme, the project is extending the operational life of this nationally significant asset while maintaining uninterrupted port operations. The project is McConnell Dowell's sixth project for the port since 2017, demonstrating the value of long-term collaboration.

Project snapshot

Remediated a 944 metre international container terminal wharf with three container berths	Three-stage remediation programme developed through a collaborative ECI model	Installation of new steel piles up to 46 metres long, reinforced concrete deck reconstruction and crane rail replacement	Delivered within a live operational container terminal that supports approximately one-third of Australia's container trade	By completing Stage 1 safely and on time, McConnell Dowell was awarded Stage 2 works to extend the operational life of Berth 3 to 2027

A better life: Creating value through innovation

An innovative engineering-led approach has defined McConnell Dowell's delivery of works in challenging under-wharf conditions, including:

- fabrication of bespoke "paperclip" access platforms that clip directly onto the wharf structure, providing safe and efficient access for personnel working below the deck; and
- development of snapback protection shields to manage vessel mooring line risks while maintaining access to active work fronts in the operational terminal.

The paperclip access platforms and snapback protection shields have progressed to the validation stage of the WorkSafe Awards, while the snapback protection shield has also been shortlisted as a finalist in the Australian Workplace Health and Safety Awards.

"Everything we do in terms of planning and sequencing is focused on minimising disruption for the terminal operator and maintaining safe, productive access." Tanuj Juneja, project director

Environmental stewardship

The project focuses on extending the service life of existing port infrastructure, reducing the need for full asset replacement while supporting the long-term efficiency of Australia's most important container port. Remediation works include the protection of existing marine piles, repair of wharf structures and installation of long-term corrosion protection systems. By renewing and strengthening existing infrastructure, the project is helping maximise the value and longevity of a critical maritime asset.

Economic and operational benefits

Swanson Dock West is a critical component of Australia's freight network, supporting the movement of goods through the nation's largest container port. The remediation programme will support the terminal's safe and efficient operation for decades to come while supporting the Port of Melbourne's 2050 Development Strategy. A staged delivery approach allows shipping operations to continue throughout construction, minimising disruption for terminal operators, shipping companies and supply chains that rely on the port every day.

GROUP CHIEF EXECUTIVE OFFICER'S REVIEW

Fraser Wyllie | Group chief executive officer

Aveng returned to operating profit in FY26, improving performance across its project portfolio and maintaining a robust work-in-hand position.

In the year ahead, we will focus on consistent project delivery as we implement our plans to complete the Kidston project, withdraw from Southeast Asia and pursue profitable order book growth.

Performance overview

Revenue of A$2.3 billion (R26.4 billion) for the year to 30 June 2026 was 12.4% lower than the prior year, reflecting the anticipated softening of infrastructure markets in Australia and New Zealand.

The Group reported gross earnings of A$150.6 million (R1.7 billion) (2025: A$79.3 million) (R951 million), representing a gross margin of 6.5% (2025: 3.0%). The improvement reflects the return to gross profitability across all of the Group's operating segments, despite losses of A$65.2 million on the remaining loss-making projects, J108 and Kidston.

While additional forecast costs to complete were recognised in the current year, the cash flow impact will continue into the 2027 financial year as the Kidston project moves towards completion. Healthy cash balances in the Infrastructure and Building segments, supported by ongoing profitability and continued strong cash generation across the project portfolio, will fund the expected outflow from the Kidston project.

The Group's return to operating earnings before capital items of A$19.3 million (R221 million), compared with a loss of A$60.4 million (R693 million) in 2025, was driven by strong performance in the Infrastructure New Zealand and Pacific Islands business unit and the

FY26 achievements

- Improved operating performance by A$79.7 million
- Concluded a commercial settlement on the J108 contract in Southeast Asia and ceased bidding in the region
- Reduced historic liabilities by 51% in Aveng Africa and made good progress towards settling the Voluntary Rebuilding Programme (VRP) liability with the South African government
- Reduced the cost base in Australia and the corporate office through efficiency and effectiveness initiatives
- Completed and implemented the findings of a risk management review and revised the risk appetite
- Maintained total work in hand and aligned new work won to the risk appetite

Building segment. However, the Infrastructure Australia and Southeast Asia business units recorded operating losses for the year, including the additional losses recognised on the Kidston project and projects in Southeast Asia. A commercial settlement concluded with the J108 client substantially reduced the project risk profile. As part of this process, costs to complete were reassessed, resulting in the recognition of a further loss during the year.

The Mining segment delivered operating earnings before capital items of A$12.9 million (R149 million), compared with A$0.2 million (R1.8 million) in 2025. The Gamsberg project continued to perform strongly due to disciplined project execution. However, the Tshipi project did not achieve its planned production volumes or profitability targets. Contractual claims were recognised during the year after an in-principle commercial agreement was reached with the client.

Restoring the fundamentals

While significant progress was made in stabilising the business, improving gross margins and de-risking the project portfolio, further work remains to realise the Group's full potential.

McConnell Dowell, Built Environs and Moolmans remain fundamentally sound businesses with strong engineering and delivery capability focused on the Group's key markets and sectors.

Mitigating project impacts

Most underperforming projects in the Australia and Southeast Asia business units awarded before the introduction of enhanced risk management processes in 2023 have now been managed to satisfactory outcomes and represent less than 10% of Group revenue.

The Group continues to face challenges associated with the long duration and complexity of these projects, where scope, costs, schedules and risk profiles evolve throughout the project lifecycle. This has been amplified by inflation, supply chain disruptions, labour constraints, geopolitical uncertainty and changing client requirements. In some cases, these projects were secured under contractual arrangements that did not provide an appropriate balance between contingency and risk, resulting in adverse financial and cash flow outcomes. These projects are steadily being worked out of the portfolio.

Restoring a stable foundation

Several actions were implemented to support the turnaround in operating profits and improve the consistency of project execution.

The Group conducted sustained de-risking of the project portfolio, evidenced by improved project contingencies and provisioning on key projects. The risk management review conducted in 2025 was completed and the findings were implemented. Read more about this on page 26.

A comprehensive organisational review influenced our decision to improve efficiency and reduce overhead costs by streamlining Australian and corporate functions. As part of this process, we realigned engineering functions more closely with business units, embedded engineering-led thinking across project delivery and tendering.

In Southeast Asia, the Group ceased bidding for new work, commenced an orderly wind-down of operations, reduced overhead costs and successfully concluded the J108 commercial settlement. We remain committed to successfully delivering the four remaining projects in the region over the next 18 months.

The Group also made significant progress in resolving historic Aveng Africa liabilities, including advancement of the VRP with the South African government and conclusion of the Leonardo arbitration, with no further liability expected.

GROUP CHIEF EXECUTIVE OFFICER'S REVIEW CONTINUED

Operational performance
Infrastructure

Fanga'uta Lagoon Bridge, Tonga, Pacific Islands

The portfolio, excluding Kidston and loss-making projects in Southeast Asia, is operating at an improved margin	2026 A$m	2025 A$m
Revenue	**1 145.1**	1 900.4
Operating earnings	**(28.2)**	(45.7)
Operating margin (%)	**(1.9%)**	(2.4%)

New Zealand and Pacific Islands	Australia	Southeast Asia
• Operating earnings grew 12% to A$27.8 million, exceeding performance targets and reflecting the business unit's trend of consistent project execution • Considerable growth in work in hand following the award of A$1.1 billion of new work in the water and wastewater, airports and transport sectors • Revenue outlook supported by A$293 million of opportunities in preferred status	• Project margins continue to improve across the portfolio with better operational performance, excellent performance on key projects and fewer non-margin-contributing projects • Operational loss reported due to additional Kidston loss and losses on the closure of client-specified technical design deficiencies on a Queensland project • Order book reduced, despite winning new projects of A$772 million in the year, following lower transport spend, pressure on customer budgets and a slower than expected shift to other sectors • Projects worth a further A$679 million are in preferred status in McConnell Dowell's targeted sectors	• Ceased bidding for new work • Continue to focus on completing remaining four contracts in line with plan • Orderly wind-down of regional operations with a reduced overhead structure

Operational update on Kidston

Major work in the powerhouse is complete, mechanical and electrical installations are in progress and we are progressing towards completion of the tailraces. We are preparing to commence plant commissioning in FY27.

Following a re-evaluation of the cost and programme to completion during FY26, we recognised a further loss. Cash outflow will occur during FY27, funded by existing cash balances. Claims and delays beyond the control of the project team are the subject of commercial claims, negotiations and formal dispute processes with the client.

Operational performance continued
Building

Punt Road Oval Redevelopment, Victoria, Australia

100% of projects in Built Environs portfolio are profitable, with 92% above tender margins	**2026 A$m**	**2025 A$m**
Revenue	**554.8**	491.1
Operating earnings	**47.0**	17.0
Operating margin (%)	**8.5%**	3.5%

Overall	Victoria	South Australia	New Zealand
• Revenue growth sustained by significant work won in FY25 • Strong operating earnings and margin growth due to excellent project execution on significant projects completed during FY26 • Work in hand of A$517 million distributed across Victoria and South Australia regional markets	• Strategically positioned in education, recreation and healthcare/life sciences sectors that are aligned with government spending priorities • Exceptionally strong operating performance	• Maintaining market leadership in healthcare sector • Consistent and reliable delivery of specialist projects requiring differentiated expertise	• Continued market softening due to reduction in government spending • Executing several projects across New Zealand and Pacific Islands in partnership with Infrastructure segment

GROUP CHIEF EXECUTIVE OFFICER'S REVIEW CONTINUED

Operational performance continued

Mining

Gamsberg - New fleet

Improved operating earnings driven by consistent performance at Gamsberg and recognition of additional revenue associated with Tshipi commercial claims.	**2026 A$m**	**2025 A$m**
Revenue	**313.5**	252.6
Operating earnings	**12.9**	0.2
Operating margin (%)	**4.1%**	0.1%

Gamsberg	Tshipi	Fleet rationalisation
• Production and profitability in line with expectations • Steadily increasing volumes as additional fleet is mobilised to site • Production expected to achieve peak requirements during 2026 calendar year	• Material contractual claims related to restrictive mining conditions, regression, weather and power failures largely resolved • Term sheet executed with client post-year-end included acknowledgement of historic contract claims and a contractual rate reset • Contractual claims recognised in FY26 operating earnings • Contract ends in June 2027	• Overall programme continues, with utilisation and renewal of existing fleet and the addition of new equipment to support Gamsberg requirements • Fleet optimisation resulted in identified disposals and impairment of A$10 million

Safety, health and environment management

Safety and health

The Group maintained its primary objective of zero fatalities during FY26 and continued to focus on improving its safety culture and performance.

The Infrastructure segment recorded a LTIFR of 0.47 against a target of less than 0.35 and a TRIFR of 2.68 against a target of less than 3.00.

The Building segment recorded a LTIFR of 0.00 against a target of less than 0.46 and a TRIFR of 4.23 against a target of less than 6.90.

The Mining segment recorded a LTIFR of 1.38 against a target of less than 0.95 and a TRIFR of 3.31 against a target of less than 3.00.

While the Group's long-term safety performance trend remains positive, FY26 reinforced that achieving consistently strong safety outcomes requires continued focus. Although several operations reported improved injury performance, variability in results and the occurrence of high-potential events highlighted the need to strengthen critical control effectiveness, frontline supervision and operational discipline. Our focus remains on embedding these capabilities through strong leadership, workforce engagement and organisational learning to deliver sustained reductions in serious injury risk across the Group.

While maintaining effective safety controls remains critical to reducing serious injury risk, we recognise that workforce resilience is also shaped by physical health, mental wellbeing and fitness for work. Accordingly, our approach extends beyond injury prevention to proactively identifying and managing health risks that may affect employees throughout their working lives.

Through targeted occupational health programmes, health assessments and specialist medical services, we support fitness for work, enable early intervention where required and help employees access timely and appropriate care.

Environment

Aveng remains committed to reducing the carbon intensity of its operations and supporting the transition to a lower-emissions future across its construction, engineering and mining businesses.

Since the introduction of the Carbon Reduction Roadmap in 2021, the Group has established carbon reduction objectives and performance measures to guide emissions reduction activities across its operations. These initiatives have improved the Group's understanding of emissions sources, strengthened data quality and reporting processes, and helped identify opportunities to reduce operational emissions. These were evident in the majority of McConnell Dowell's active projects, which delivered an average of two resource-efficient or biodiversity initiatives each during FY26. 85% of Moolmans employees were trained in environmental management during the year.

As our sustainability and climate approach continues to evolve, the Group is reassessing its decarbonisation strategy, including existing targets, supporting metrics and implementation pathways. We will communicate updates and supporting disclosures as the reassessment reaches key milestones and sufficient certainty is established.

Strengthening digital resilience

As our operations become increasingly connected and data-driven, maintaining the security and integrity of information remains critical to business resilience and stakeholder confidence.

During FY26, we continued to strengthen our Information Security Management System through enhanced governance, updated policies, employee awareness initiatives and ongoing oversight. These efforts help protect customer, project and business-critical information while supporting the reliable and secure delivery of projects.

Together, our governance frameworks, management systems and information security capabilities help strengthen resilience, support customer confidence and position Aveng for long-term success.

Read more about our sustainability and climate approach in the 2026 Aveng sustainability report at **www.aveng.co.za**

Outlook

The Group enters the 2027 financial year with combined work in hand of A$3.1 billion (R35.2 billion), down from A$3.2 billion (R37.5 billion) in June 2025.

Infrastructure

McConnell Dowell's A$1.7 billion (2025: A$1.2 billion) work in hand is underpinned by healthy opportunities across the transport, ports and coastal, water and wastewater and energy and resources markets in Australia, New Zealand and the Pacific Islands.

Although project award timing in Australia continues to be influenced by funding and approval processes, underlying demand remains strong. The significant infrastructure investment associated with the AUKUS trilateral security partnership between Australia, the United Kingdom and the United States and the Brisbane 2032 Olympic Games is expected to support a substantial long-term opportunity pipeline, albeit with increasing pressure on industry capacity.

Opportunities in the Pacific Islands remain positive, underpinned by defence and multilateral development agency-funded infrastructure programmes.

The Infrastructure segment has A$972 million of preferred-status opportunities and A$1.0 billion of submitted competitive tenders due for award in the 2027 financial year.

Building

Built Environs enters FY27 with a reduced but sustainable work-in-hand position of A$517 million (2025: A$864 million). Australian market conditions remain generally positive, supported by government investment in healthcare, education and recreation infrastructure. Market conditions in New Zealand remain subdued due to constrained government spending and weaker private sector confidence. Growth opportunities are being pursued through expansion into Queensland, where demand is increasing in the life sciences, health, sports and recreation sectors.

Built Environs has A$55 million of preferred-status opportunities and A$500 million of submitted competitive tenders due for award in FY27.

Mining

Work in hand in the Mining segment decreased to R10.2 billion (A$909 million) from R13.4 billion (A$1.1 billion) in June 2025 as geopolitical fragmentation, inflationary pressures and logistics constraints in South Africa continue to affect mining sentiment.

Moolmans remains focused on delivering existing contracts profitably before seeking further extensions or new contracts in the short term. Longer-term opportunities exist in the SADC region.

More work to be done

The Group will continue to focus on:

- Improving the consistency and reliability of operational performance
- Growing the order book while maintaining tender risk discipline
- Completing the Kidston project in line with the current plan
- Delivering our remaining projects in Southeast Asia and completing an orderly exit from the region
- Resolving outstanding commercial disputes and historic liabilities to remove uncertainties

Acknowledgement

The past year has required enormous commitment and hard work to restore operational profitability and maintain strategic focus. I commend the Group's executive, operational leadership and support teams for achieving this positive outcome. On behalf of the Group, I express our gratitude to our clients, our subcontractors and other suppliers, and our shareholders and financiers, who are key to the resilience and sustainability of our business operations.

I am grateful to the Board for this opportunity to contribute to Aveng's future and I look forward to working with my colleagues across the organisation as we work to achieve consistent, reliable and maintainable results in the years ahead.

Fraser Wyllie
Group chief executive officer

PROJECT EXCELLENCE

Punt Road Oval Redevelopment, Victoria, Australia

Restoring a lifeline for community and industry

Client	Richmond Football Club
Contract	D&C
Location	Melbourne, Victoria
Project capabilities	25 months (in progress)

Built Environs is delivering the redevelopment of Richmond Football Club's iconic Punt Road Oval precinct, transforming the club's historic home into a world-class sporting, education and community destination. The project will support Richmond's Australian Football League, Australian Football League Women's and Victorian Football League programmes. Dedicated facilities for education and community organisations will also be provided, creating a precinct that delivers value far beyond elite sport.

Project snapshot

Delivery of about 19 000m² of new and refurbished facilities in a live operational sporting precinct	New Jack Dyer Stand, realigned Melbourne Cricket Ground-sized oval and upgraded high-performance facilities	Delivery of administration, training, education and community spaces	Construction staged to maintain football operations, education programmes and community access throughout delivery	Built Environs completed the design and resolved legacy coordination challenges following appointment under the D&C model

A better life: Creating value through innovation

Working within one of Australia's busiest sporting precincts required innovative thinking from the outset. During tender, Built Environs challenged the original construction methodology and proposed a mobile crane strategy in place of tower cranes. The revised approach provided flexibility, enabled concurrent lifting operations and increased flexibility across the constrained site.

Digital delivery tools including Autodesk Construction Cloud and BIM coordination also played a key role in managing design development, consultant coordination, stakeholder collaboration and issue resolution across a complex multi-stakeholder environment.

"Partners on and off the field – our appointment as Richmond Football Club's official building partner reflects a trusted relationship built through the Punt Road Oval Redevelopment and a shared vision for the future." Michael Clemenger – managing director, Built Environs

Environmental stewardship

The redevelopment balances future-focused infrastructure with heritage preservation. Under Heritage Victoria oversight, the historic Jack Dyer Stand is being carefully documented and dismantled, with original brickwork salvaged for reuse throughout the redeveloped precinct. This approach preserves a tangible connection to the site's history while reducing material waste and supporting circular construction principles.

Economic and operational benefits

The project will create a destination that supports sport, education and community participation. Alongside Richmond Football Club's elite programmes, the completed precinct will provide dedicated homes for the Korin Gamadji Institute, Melbourne Indigenous Transition School and the Bachar Houli Foundation. Expanded green space and improved public access to Yarra Park will further strengthen the precinct's connection to the broader community.

Beyond construction, the project has evolved into a broader partnership between Built Environs and Richmond Football Club. In 2026, Built Environs became Richmond's official building partner, reflecting a relationship built on shared values, trust and a commitment to creating long-term community outcomes.

GROUP FINANCE DIRECTOR AND CFO'S REPORT

Adrian Macartney | Group finance director and chief financial officer

Salient features

Operating earnings before capital items
A$19.3 million (R221 million) ▲
(2025: A$60.4 million (R693 million) loss)

Revenue
A$2.3 billion (R26.4 billion) ▼
(2025: A$2.6 billion (R31.0 billion))

Headline loss
A$4.0 million (R51 million) ▲
(2025: A$84.6 million (R975 million) loss)

Headline loss per share
A$3.0 cents (39 cents (Rand)) ▲
(2025: 64.6 cents (A$) (744 cents (Rand)) loss

Net cash
A$159.8 million (R1.8 billion) ▼
(2025: A$211.4 million (R2.5 billion))

Work in hand
A$3.1 billion (R35.2 billion) ▼
(2025: A$3.2 billion (R37.5 billion))

Significant steps have been taken to stabilise the Group and improve gross margin performance, with a focus on creating a more stable platform for the future. The project portfolio has undergone sustained de-risking during the year, evidenced by improved project contingencies and provisioning on key projects.

Financial review

Aveng's revenue of A$2.3 billion (R26.4 billion) for the year ended 30 June 2026 (June 2025: A$2.6 billion (R31.0 billion)) was 12.4% lower, following an expected softening of infrastructure markets in Australia and New Zealand.

The Group returned to operating earnings before capital items of A$19.3 million (R221 million), compared with an operating loss before capital items of A$60.4 million (R693 million) in 2025. This improvement was driven by continued strong performance in the Infrastructure New Zealand and Pacific Islands business unit and the Building segment. In contrast, the Infrastructure Australia and Southeast Asia business units recorded operating losses for the year, including additional losses recognised on the Kidston project and projects in Southeast Asia. The Mining segment delivered operating earnings before capital items of A$12.9 million (R149 million), compared with A$0.2 million (R1.8 million) in 2025.

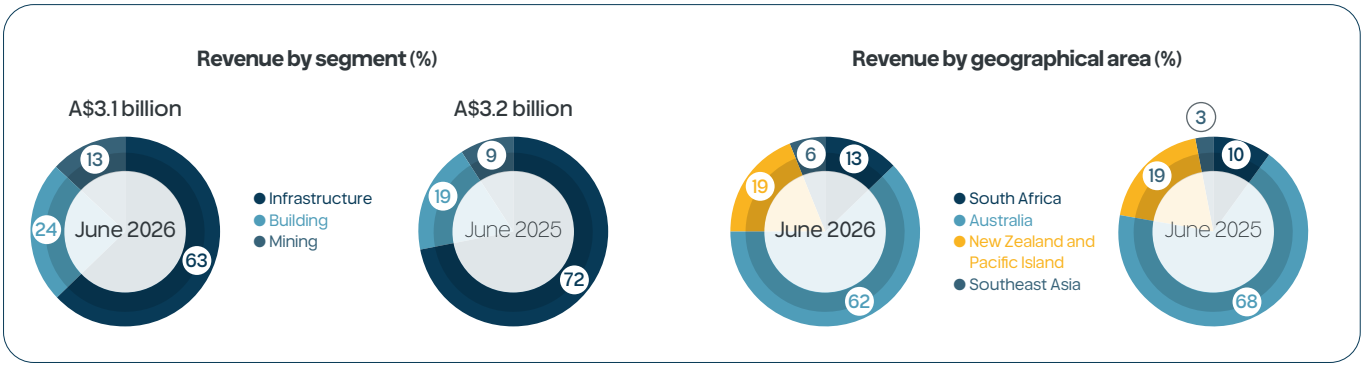
Despite higher reported operating earnings, the Group recorded an operating free cash outflow of A$51.1 million (R599 million) (2025: A$23.2 million inflow (R257 million)).

In line with expectations, the Group closed with a lower cash balance of A$225.3 million (R2.6 billion) (2025: A$267.3 million (R3.1 billion)) and a reduced net cash position of A$159.8 million (R1.8 billion) (2025: A$211.4 million (R2.5 billion), driven by a decrease in both the Australian and South African liquidity pool balances in the year. A$54.1 million (R613 million) (2025: A$59.9 million (R698 million)) is held in joint arrangements within McConnell Dowell. The Group's debt predominantly comprises asset-backed finance associated with property, plant and equipment in the Mining and Infrastructure segments.

Aveng reported a headline loss of A$4.0 million (R51 million) or a headline loss per share of A$3.0 cents (39 cents (Rands)) (2025: A$84.6 million (R975 million) headline loss or A$64.6 cents (744 cents (Rands)) headline loss per share).

Extract from statement of comprehensive income

Continuing operations	2026 A$'000	2025 A$'000	Change A$'000
Revenue	**2 304 552**	2 629 939	(325 387)
Gross earnings	**150 633**	79 260	71 373
Gross margin (%)	**6.5%**	3.0%	3.5%
Operating earnings / (loss) before capital items	**19 347**	(60 409)	79 756
Capital expenses	**(14 814)**	(7 837)	(6 977)
Operating earnings / (loss) after capital items	**4 533**	(68 246)	72 779
Net finance expenses	**(6 560)**	(8 906)	2 346
Loss before taxation	**(2 027)**	(77 152)	75 125
Taxation	**(13 638)**	(15 106)	1 468
Loss for the year	**(15 665)**	(92 258)	76 593



McConnell Dowell, which represents the Infrastructure segment, contributed 63% of the Group's revenue (2025: 72%). The majority of the segment's revenue was earned in Australia and New Zealand and Pacific Islands. Aveng's commercial building business unit, Built Environs, reported higher revenue of 24% (2025: 19%). The business unit's revenue was spread across Australia and New Zealand. Moolmans, based in South Africa, contributed 13% (2025: 9%) of the Group's revenue.

GROUP FINANCE DIRECTOR AND CFO'S REPORT CONTINUED

Gross margin

The Group reported gross earnings of A$150.6 million (R1.7 billion) (2025: A$79.3 million) (R951 million), representing a gross margin of 6.5% (2025: 3.0%). The improvement reflects the return to gross profitability across all operating segments of the Group. Gross earnings included losses of A$65.2 million relating to the remaining loss-making projects in the Infrastructure Southeast Asia business unit and the Kidston Pumped Storage Hydro (Kidston) project in the Infrastructure Australia business unit.

Operating loss before capital items improved to A$19.3 million (R221 million) from an operating loss of A$60.4 million (R693 million) in 2025, reflecting improved performance across all operating segments, particularly Building, Mining and Aveng Legacy, partially offset by continued losses in Infrastructure and corporate overhead costs.

Operating earnings / (loss) before capital items

	2026 A$'000	2025 A$'000	Change A$'000
Infrastructure	**(28 179)**	(45 662)	38.3
Building	**46 996**	17 000	>100
Mining	**12 945**	243	>100
Aveng Legacy	**9 258**	(7 189)	>100
Aveng Corporate and eliminations	**(21 673)**	(24 801)	12.6
Operating earnings / (loss) – continuing operations	**19 347**	(60 409)	>100

Capital expenses amounted to A$14.8 million (R170 million) compared with capital expenses of A$7.8 million (R92 million) in 2025. Current year capital expenses comprised preliminary strategic implementation costs of A$4.8 million (R55 million) and a property, plant and equipment impairment charge of A$10.0 million (R115 million) relating to assets earmarked for disposal in the Mining segment. The prior year's capital earnings reflected a net gain of A$7.5 million (R86 million) on the Dimopoint disposal transaction, including the derecognition of IFRS 16 assets and liabilities and the gain on disposal of the infrastructure investment, partially offset by a R138 million (A$11.9 million) impairment of assets in the Mining segment and preliminary strategic implementation costs of A$5.4 million (R64 million).

Net finance charges decreased by A$2.3 million (R30 million) to A$6.6 million (R76 million) (2025: A$8.9 million (R105 million)). Finance earnings of A$8.3 million (R95 million) (2025: A$11.8 million (R139 million)) were lower than the prior year, reflecting reduced average cash balances in Australia and New Zealand and lower average interest rates earned on cash deposits, particularly in New Zealand. Finance expenses of A$14.9 million (R171 million) were lower than the prior year (2025: A$20.7 million (R244 million)) as a result of lower IFRS 16 liabilities following their derecognition as part of the disposal of Dimopoint during the first half of FY25.

Taxation expense of A$13.6 million (2025: A$15.1 million) includes current tax of A$11.7 million (2025: A$13 million) arising from taxable profits generated by the Infrastructure and Building segments in New Zealand.

Loss for the year attributable to equity holders of the parent amounted to A$15.2 million (R180 million) or A$11.9 cents (137 cents (Rands)) per share (2025: A$92.5 million (R1.1 billion)) loss or A$70.4 cents (813 cents (Rands)) loss per share).

Extract from statement of financial position

	2026 A$'000	2025 A$'000	Change A$'000
ASSETS			
Goodwill arising on consolidation	**7 929**	7 929	–
Property, plant and equipment	**224 956**	214 692	10 264
Right-of-use assets	**41 859**	57 992	(16 133)
Deferred taxation	**103 402**	100 527	2 875
Working capital	**344 873**	385 623	(40 750)
Lease receivables	**819**	645	174
Cash and bank balances	**225 286**	267 311	(42 025)
Other assets	**783**	4 221	(3 438)
Total assets	**949 907**	1 038 940	(89 033)

Property, plant and equipment (PPE) increased by A$10.3 million to A$225.0 million (R2.5 billion) (2025: A$214.7 million (R2.5 billion)). Continued reinvestment in replacement plant, equipment and components in the Mining segment and strategic assets in the Infrastructure segment was partially offset by depreciation of A$53.1 million (R607 million) (2025: A$38.0 million (R447 million)), an impairment of mining equipment earmarked for disposal in the Mining segment of A$10 million (R115 million) (2025: A$11.9 million (R138.8 million)) and disposals of A$11.4 million (R131 million) (2025: A$7.1 million (R85 million)). Foreign exchange translation gains of A$3.5 million also contributed to the increase in the PPE balance.

The Group incurred **capital expenditure** of A$63.8 million (R726 million) compared to A$28.1 million (R328 million) in the prior year. Capital expenditure was predominantly spent on project assets in the Mining segment and project and strategic assets in the Infrastructure segment. In addition to the capital expenditure above, the Mining segment reported sustained success in its fleet renewal programme, with spend on **component replacements** for the existing fleet amounting to A$17.5 million (R200 million), compared to A$10.4 million (R123 million) in the prior year.

Right-of-use assets decreased by A$16.1 million (R202 million) to A$41.9 million (R474 million) (2025: A$58.0 million (R676 million)), principally due to depreciation of A$21.0 million (R240 million) and the derecognition of assets of A$0.2 million (R3 million), partially offset by the recognition of replacement assets of A$4.7 million (R53 million) in the Infrastructure segment. Foreign exchange translation gains of A$0.4 million also partially offset the decrease.

Net deferred taxation for the Group increased by A$6.6 million to A$89.5 million (R1 billion) (2025: A$82.9 million (R966 million)). Based on an assessment of future profitability, the Group expects to utilise the tax losses over the next few years.

Net working capital for the Group decreased by A$5 million to A$197.0 million (2025: A$202.0 million). Major components of net working capital include:

Net working capital

	2026 A$'000	2025 A$'000	Change A$'000
Inventories	**20 094**	17 050	3 044
Trade and other receivables	**28 842**	21 991	6 851
Contract assets	**295 937**	346 582	(50 645)
Working capital assets	**344 873**	385 623	(40 750)
Contract liabilities	**(235 072)**	(243 761)	8 689
Trade and other payables	**(306 840)**	(343 884)	37 044
Working capital liabilities	**(541 912)**	(587 645)	45 733
Net working capital	**(197 039)**	(202 022)	4 983

Contract assets decreased by A$50.7 million to A$295.9 million (R3.4 billion) (2025: A$346.6 million (R4.0 billion)), primarily due to lower work in progress in line with reduced activity levels and the earlier certification and settlement of amounts due from clients in the Infrastructure and Building segments. This was offset by higher receivables in the Mining segment, where overdue contract assets were received post-year-end. Uncertified revenue and claims decreased, comprising timing related variation orders and contract claims within the Infrastructure and Building segments.

Contract liabilities decreased by A$8.7 million to A$235.1 million (R2.7 billion) (2025: A$243.8 million (R2.8 billion)), reflecting a modest reduction in progress billings, including overclaims and amounts received in advance across the Infrastructure and Building segments.

Trade and other payables decreased by A$37.1 million to A$306.8 million (R3.5 billion) (2025: A$343.9 million (R4.0 billion)), primarily reflecting the timing of project cost accruals and the settlement of creditors' balances in the Infrastructure and Building segments.

Extract from statement of financial position

	2026 A$'000	2025 A$'000	Change A$'000
EQUITY AND LIABILITIES			
Total equity	**176 753**	196 464	(19 711)
Deferred taxation	**13 884**	17 637	(3 753)
External borrowings and liabilities	**65 460**	55 900	9 560
Lease liabilities	**47 267**	66 601	(19 334)
Employee-related payables	**62 760**	72 593	(9 833)
Working capital	**541 912**	587 645	(45 733)
Provisions	**32 907**	31 663	1 244
Other liabilities	**8 964**	10 437	(1 473)
Total liabilities	**773 154**	842 476	(69 322)
Total equity and liabilities	**949 907**	1 038 940	(89 033)

External borrowings and other liabilities increased by A$9.6 million to A$65.5 million (R742 million) from A$55.9 million (R652 million) in 2025, primarily due to new asset-backed financing (ABF) in the Mining segment to fund part of the capital replacement programme. This increase was partially offset by the continued scheduled repayment of ABF facilities by both McConnell Dowell and Moolmans. During the year, McConnell Dowell also raised and fully repaid A$14.6 million of short-term insurance funding in Australia.

Lease liabilities decreased by A$19.3 million to A$47.3 million (R535 million), primarily driven by scheduled capital lease repayments of A$24.7 million during the year, partially offset by A$4.7 million of new IFRS 16 leases recognised in the Infrastructure segment.

GROUP FINANCE DIRECTOR AND CFO'S REPORT CONTINUED

Extract from statement of cash flows

	2026 A$'000	2025 A$'000	Change A$'000
Cash generated / (utilised) from operations	**92 196**	(1 993)	94 189
Movements in working capital	**(14 930)**	98 502	(113 432)
Net finance charges	**(6 811)**	(9 005)	2 194
Taxation paid	**(20 787)**	(9 585)	(11 202)
Cash inflow / (outflow) from operating activities	**49 668**	77 919	(28 251)
Capital expenditure net of proceeds on disposal	**(76 105)**	(13 266)	(62 839)
Other investing activities	**658**	3 399	(2 741)
Cash outflow from investing activities	**(75 447)**	(9 867)	(65 580)
Net inflow / (repayment) of other external borrowings	**8 567**	(449)	9 016
Repayment of capital portion of lease liabilities	**(24 690)**	(27 919)	3 229
Cash (outflow) / inflow from financing activities	**(16 123)**	(28 368)	12 245
Net (decrease) / increase in cash and bank balances before foreign exchange	**(41 902)**	39 684	(81 586)
Foreign exchange movements	**(123)**	(51)	(72)
Cash and bank balances at the beginning of the period	**267 311**	227 678	39 633
Cash and bank balances at the end of the period	**225 286**	267 311	(42 025)

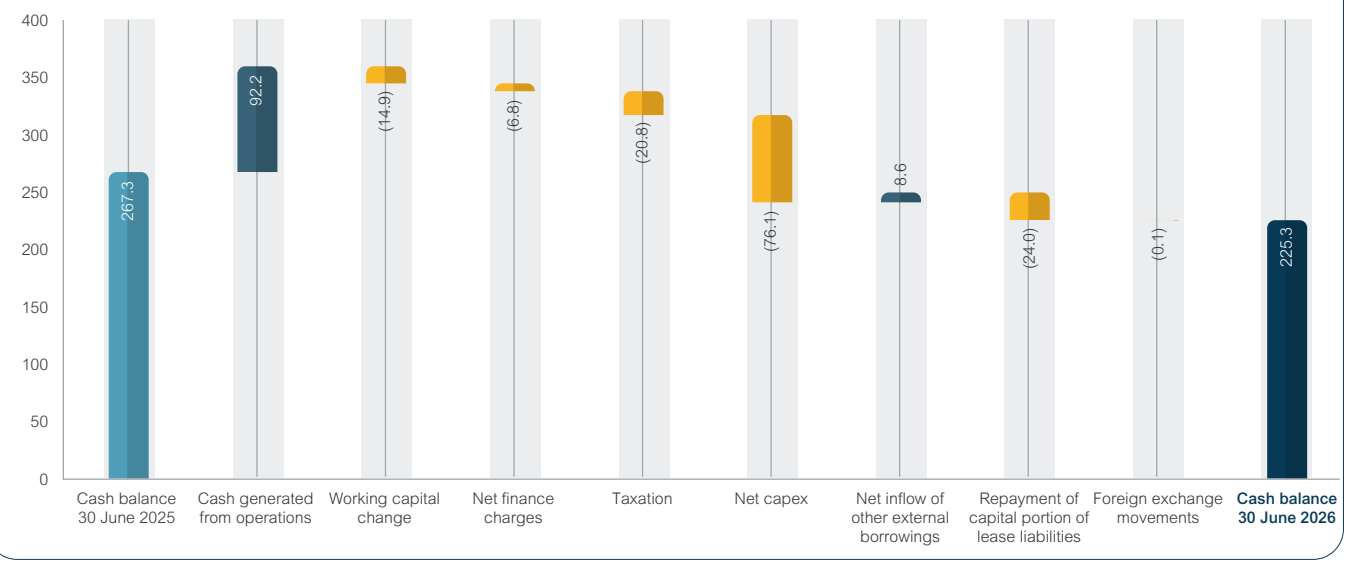
Cash and bank balances decreased by A$42.0 million to A$225.3 million (2025: A$267.3 million).

Net cash inflows from operating activities decreased to A$49.7 million (2025: A$77.9 million), primarily due to cash generated from operating activities amounted to A$77.3 million and was partially offset by:
- finance expenses of A$15.2 million; and
- taxation payments of A$20.8 million, largely attributable to the New Zealand and Pacific Islands businesses, where assessed tax losses have been fully utilised.

Net cash outflows from investing activities increased to A$75.4 million (2025: A$9.9 million), primarily due to:
- capital expenditure and component spend of A$81.3 million on PPE in the Mining and Infrastructure segments;
- partially offset by proceeds on disposals of PPE of A$5.2 million; and
- receipts of the capital portion of lease receivables of A$0.7 million.

Net cash outflows from financing activities amounted to A$16.1 million (2025: A$28.4 million), reflecting:
- repayments of external borrowings of A$42.4 million; and
- lease liabilities of A$24.7 million, partially offset by proceeds from external borrowings of A$51 million.

Movement in cash (A$m)



The Group's net cash position at year end decreased to A$159.8 million (2025: A$211.4 million).

Net cash

	2026 A$'000	2025 A$'000	Change A$'000
Cash balance	**225 286**	267 311	(42 025)
South African liquidity pool	**(7 849)**	(105)	(7 744)
Australian liquidity pool	**233 135**	267 416	(34 281)
Borrowings	**(65 460)**	(55 900)	(9 560)
Australian Asset-backed financing arrangements	**(12 292)**	(15 500)	3 208
South African Asset-backed financing arrangements	**(51 338)**	(38 686)	(12 652)
Other	**(1 830)**	(1 714)	(116)
Net cash	**159 826**	211 411	(51 585)

The remaining debt comprises asset-backed finance and lease liabilities associated with equipment at Moolmans and asset-backed finance at McConnell Dowell.

Acknowledgement

I would like to express my sincere appreciation to the finance teams across the Group, which have experienced many challenges over the course of the financial year. I would like to thank the Group audit committee for their support, commitment and dedication during 2026 in ensuring not only that the Group fulfils its financial and control responsibilities efficiently and professionally, but also that strategy implementation is supported by sound financial management.

I look forward to working with Fraser Wyllie, the executive team, the finance team and the Group audit committee in 2027 as we further advance the Group's strategy.

Adrian Macartney
Group finance director and chief financial officer

Read more about the Group's strategy on page 33. Refer to the Outlook on page 49.

PROJECT EXCELLENCE

Auckland City Hospital, Auckland, New Zealand

Future-proofing healthcare infrastructure without interruption

Client	Te Whatu Ora – Health New Zealand – Te Toka Tumai Auckland
Contract	Central plant building and services tunnel
Location	Auckland, New Zealand
Project capabilities	Healthcare infrastructure, buildings, underground services, commissioning and critical systems integration

McConnell Dowell and Built Environs partnered to deliver the Auckland City Hospital central plant and tunnel project, providing critical infrastructure that will support one of New Zealand's busiest hospitals for decades to come. Delivered within a live 24/7 healthcare environment, the project included a new five-storey central plant building, a 240-metre services tunnel and the installation and commissioning of essential hospital services. Through careful planning, technical excellence and close collaboration with the client, the team completed complex construction, commissioning and service migrations without disrupting hospital operations.

Project snapshot

Delivered a five-storey, 5 230 m² central plant building supporting future hospital operations	Constructed a 240-metre services tunnel connecting existing and future hospital infrastructure	Installed 110 foundation piles ranging from 7.5 m to 26 m deep during enabling works	Removed an estimated 5 000 construction truck movements from public hospital roads through an innovative traffic management solution	Completed all critical services migrations without an unplanned disruption to hospital operations

A better life: Creating value through innovation

Innovation was central to the project's success. The joint venture combined McConnell Dowell's expertise in civil, underground and temporary works with Built Environs' building and services capability to create a fully integrated delivery team.

Bespoke traffic management solutions, staged tunnel construction, advanced environmental monitoring and highly planned commissioning strategies enabled major works to be completed within a live hospital campus. Critical system migrations were planned months in advance, with extensive testing and rollback procedures ensuring continuity of service throughout delivery.

"Everything we did had to be planned in the context of maintaining business-as-usual hospital operations. The hospital never stopped because we were building next door."
Matt Beswick, project director

Environmental stewardship

Environmental performance was carefully managed throughout construction in a sensitive hospital environment. SiteHive monitoring technology provided continuous, real-time monitoring of dust, noise and vibration, allowing the team to respond proactively and minimise impacts on patients, staff and hospital operations. Recycled steel from a previous McConnell Dowell marine project was repurposed within the project's bespoke traffic management system, reducing material waste while porting safe site logistics.

Economic and operational benefits

The project provides critical infrastructure that will support Auckland City Hospital's long-term growth, resilience and service delivery. Designed with a 100-year design life, the facility enables easier maintenance and replacement of essential plant while supporting future hospital expansion through an integrated services network. The central plant building was designed as an Importance Level 4 facility, incorporating seismic isolation technology, backup power generation and onsite fuel storage to maintain critical services including power, chilled water, potable water and medical gases following a major event. Most importantly, the project was delivered while maintaining uninterrupted hospital operations, ensuring patients, staff and emergency services continued to receive the support they rely on every day.

GOVERNANCE AND REMUNERATION

62 Governance report

64 Board of directors

76 Remuneration report

Our governance report describes how ethical and effective leadership and good governance create and sustain value.

The remuneration report provides information on our remuneration governance and practices and shows how we align remuneration and reward with stakeholder interests.

Auckland City Hospital central plant and tunnel, Auckland, New Zealand

GOVERNANCE REPORT

Aveng is committed to the highest standards of business integrity and ethical conduct. The Group recognises that sound governance supports its business strategy, builds trust and contributes to the creation and preservation of value for stakeholders.

The Aveng Board is ultimately responsible for the Group's governance. The Group's strategy and robust corporate governance practices underpin our core values and the fulfilment of our purpose of "providing a better life" for our stakeholders by guaranteeing that all business operations are carried out ethically, with integrity and professionalism. The Board ensures that governance is underpinned by the Group's values of safety and care, honesty and integrity, customer focus, performance excellence, and working together.

Through the application of King IV, Aveng commits to the key governance outcomes of ethical culture, good performance, effective control, and legitimacy. The Board regularly monitors the King IV register and is satisfied that the Group has, in all material aspects, applied King IV. The King IV application register is available at www.aveng.co.za. In anticipation of King V, the Group conducted a comprehensive gap analysis in accordance with the revised code. The findings from the gap analysis indicate that Aveng largely complies with King V and does not anticipate any challenges in transitioning from King IV to King V. Aveng's adherence to the King V Principles and Practices will be disclosed in the 2027 financial year.

Read about the integration of sustainability considerations into our governance framework in the 2026 Aveng sustainability report at **www.aveng.co.za**

The Board's key focus areas in FY26

- Continuing to monitor operational performance in McConnell Dowell and Moolmans as the foundation of consistent, profitable longer-term growth
- Implementing Board succession and executive leadership renewal
- Overseeing implementation of the findings of a formal risk review and approving a revised ERM framework and revised risk appetite
- Monitoring progress on the execution and completion of loss-making projects
- Overseeing processes to reduce the cost base of Australian operations and the corporate office and improve organisational efficiency and effectiveness
- Approving the decision to cease bidding in Southeast Asia and prepare for an orderly exit from the region
- Amending the Board charter to align with the Companies Act requirements and King V recommendations

What the Board will continue to focus on in FY27

- Positioning the Group for success
- Overseeing the executive leadership transition and continuous monitoring of executive succession
- Monitoring integration of the revised risk management governance and processes throughout the organisation
- Monitoring progress on the execution and completion of loss-making projects
- Overseeing a shift in focus from revenue growth to responsible profit margin growth
- Focusing on winding down and de-risking outstanding legacy matters
- Focusing on artificial intelligence (AI) governance and related risks
- Overseeing the successful completion of the Southeast Asia shutdown plan
- Overseeing Moolmans mining strategy and capital expenditure requirements

Compliance and governance approach

The Board's oversight roles, responsibilities, membership requirements and procedural conduct are documented in the Board charter, which is reviewed annually. The Board oversees the management and control structure of the Group. Management implements the strategy. The governance framework is structured to ensure compliance with laws, regulations, and codes of best practice applicable in all of the Group's operational jurisdictions.

Practices and frameworks are reviewed regularly, taking into account the factors that influence Aveng's operating environments, such as economic changes, geopolitical conflicts, heightened regulatory scrutiny, technology advances and cybersecurity risks. This enables us to act in the best interest of all our stakeholders.

The Aveng Code of Business Conduct (the code) requires all Group companies, employees and directors to comply with all applicable laws. Compliance reports are presented quarterly to the audit committee and the social, ethics and transformation committee. The Board monitors compliance with the JSE Listings Requirements, King IV, the Companies Act, and other relevant legislation.

The Board regularly reviews the code, which serves to:

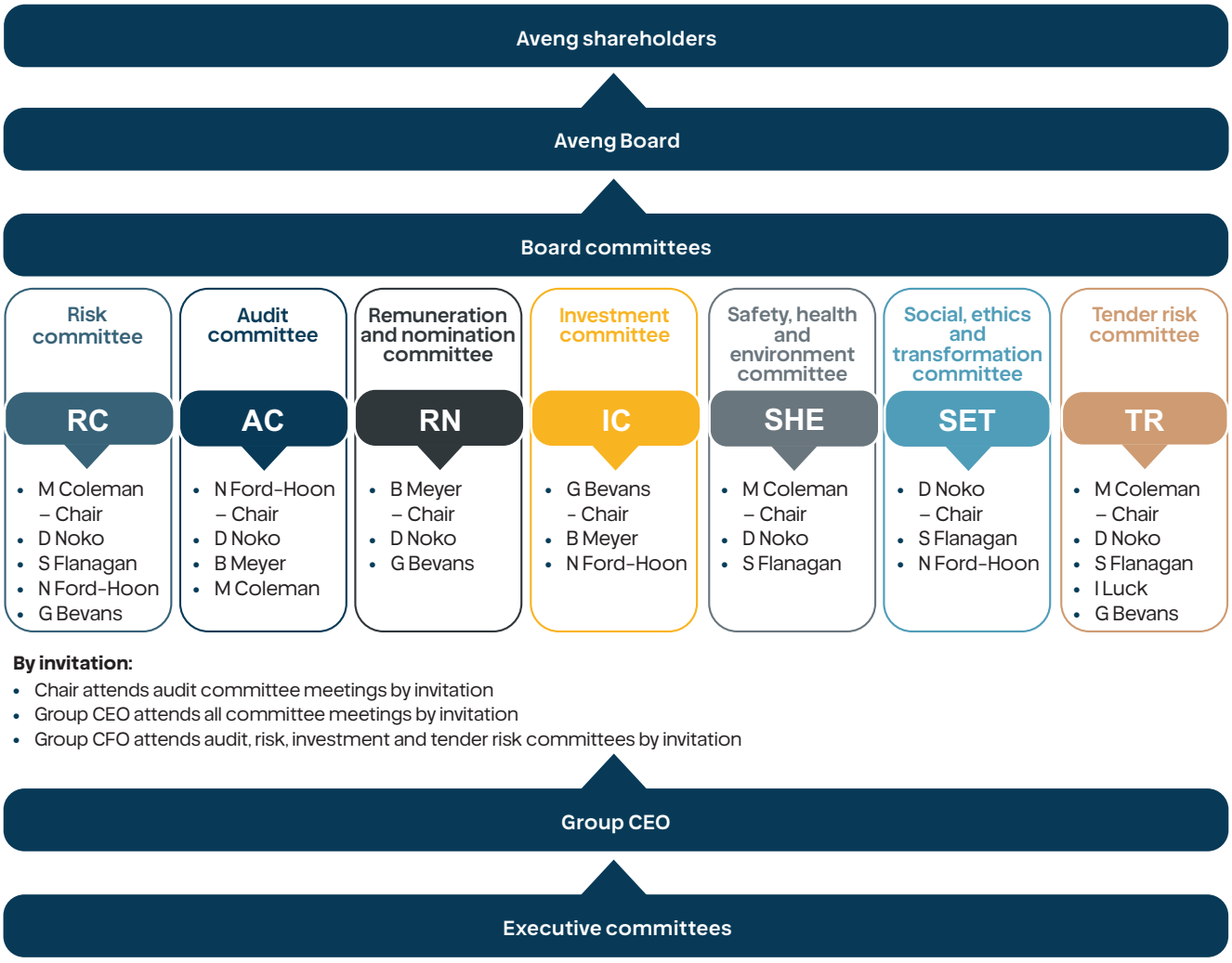
- Outline the Group's ethical commitment to stakeholders
- Guide the Group's conduct and relationships with key stakeholders
- Ensure the Group is led effectively and ethically

Code of Business Conduct **www.aveng.co.za**

As Group company secretary, Edinah Mandizha is responsible for governance. All directors have access to the company secretary's services and advice. In-country legal and secretarial services ensure that Aveng operations comply with regulatory requirements in their operating localities. Communication ensures that local and international Group operations maintain statutory compliance and adhere to Group governance processes.

Governance statement: The Board assessed the company secretarial function for the year under review, as required by the JSE Listings Requirements, and confirmed that Edinah Mandizha continues to demonstrate the requisite level of knowledge and experience to carry out all duties. The company secretary is confirmed to be competent, suitably qualified and experienced to meet the governance requirements.

Governance structure



By invitation:

- Chair attends audit committee meetings by invitation
- Group CEO attends all committee meetings by invitation
- Group CFO attends audit, risk, investment and tender risk committees by invitation

Refer to pages 64 to 66 for the Board composition.

GOVERNANCE REPORT CONTINUED

Board of directors at the date of this report

Non-executive directors

GRAEME BEVANS** (68)
Independent non-executive director
Member – Australian Institute of Company Directors

Experience: More than 35 years' experience in the global infrastructure sector, retail banking lending and corporate finance.

Appointed to the Board: March 2026

Board committees:
Chair: Board, IC
Member: RC RN TR

DAVID NOKO (69)
Lead independent non-executive director
HDip (MechEng), MDP, PGDip (Company directorships), MBA, SEP

Experience: More than 40 years' experience in engineering, manufacturing and mining.

Appointed to the Board: March 2023

Board committees:
Chair: SET
Member: SHE RC AC RN TR

MURRAY COLEMAN OAM** (66)
Independent non-executive director
Bachelor of Building, Member – Australian Institute of Company Directors

Experience: More than 35 years' infrastructure, property and construction experience.

Appointed to the Board: June 2026

Board committees:
Chair: RC TR SHE
Member: AC

By setting the tone at the top, Board members endeavour to ensure that governance underpins the delivery of Aveng's values and strategy. The outcomes of good governance enable the Group to achieve its strategy ethically and responsibly.

Non-executive directors

SEAN FLANAGAN (66)
Non-independent non-executive director
BSc (Building)

Experience: More than 30 years' construction industry experience spanning project delivery, contract management, strategy, M&A and business turnaround.

Appointed to the Board: November 2015

Board committees:
Member: RC SHE TR SET

NAIDENE FORD-HOON (58)
Independent non-executive director
BCom, BCompt (Hons), CA(SA)

Experience: More than 25 years' financial services experience, with expertise in audit, risk and governance.

Appointed to the Board: March 2026

Board committees:
Chair: AC
Member: IC SET RC

BRADLEY MEYER** (47)
Independent non-executive director
Bachelor's degree

Experience: More than 25 years of extensive financial restructuring and advisory experience.

Appointed to the Board: May 2021

Board committees:
Chair: RN
Member: AC IC

As at the date of this report, the Board committees were reconstituted as follows:

AC Audit committee:
N Ford-Hoon (chair), D Noko, B Meyer, M Coleman

RC Risk committee:
M Coleman (chair), S Flanagan, G Bevans, D Noko, N Ford-Hoon

SET Social, ethics and transformation committee:
D Noko (chair), S Flanagan, N Ford-Hoon

SHE Safety, health and environment committee:
M Coleman (chair), S Flanagan, D Noko

RN Remuneration and Nomination committee:
B Meyer (chair), G Bevans, D Noko

IC Investment committee:
G Bevans (chair), B Meyer, N Ford-Hoon

TR Tender risk committee

* *Attends all committee meetings by invitation.*

** *Australian.*

Executive directors

FRASER WYLLIE** (62)
Group chief executive officer
BEng (Civil), MBA
Appointed to the Board: October 2026
Experience: 30+ years of industry and related experience

ADRIAN MACARTNEY* (58)
Group finance director and chief financial officer
BCom, BCompt (Hons), CA(SA)
Appointed to the Board: September 2014
Experience: 30+ years of industry and related experience

EDINAH MANDIZHA (46)
Group company secretary
LLB, Associate member of Chartered Secretaries Southern Africa
Experience: 20+ years of industry and related experience

Board changes during the year

A Board succession plan implemented during the year resulted in the following changes to the composition of the Board and Board committees:

Resignations and retirements

- Bridgette Modise resigned as lead independent director (LID) on 31 October 2025 and was succeeded as LID by David Noko.
- Scott Cummins retired as an executive director and Group CEO on 30 January 2026.
- Philip Hourquebie retired as independent non-executive chair on 21 August 2026.
- Nick Bowen retired as independent NED on 21 August 2026.

New appointments

- David Simpson was appointed as the interim CEO following the retirement of Scott Cummins and subsequently resigned with effect from 1 October 2026.
- Naidene Ford-Hoon was appointed an independent NED on 30 March 2026.
- Graeme Bevans was appointed an independent NED (chair-designate) on 30 March 2026 and succeeded Philip Hourquebie as Aveng chair with effect from 21 August.
- Murray Coleman OAM was appointed an independent NED on 4 June 2026.
- Fraser Wyllie was appointed an executive director and Group CEO with effect from 1 October 2026.

Independence of directors

The Board charter promotes a unitary board structure and Aveng is committed to maintaining a smaller but effective Board composed of eight executive and non-executive directors, the majority (62.5%) of whom are independent NEDs.

Long-tenured NEDs (with over nine years of service) do individual independence self-assessments and are assessed by the remuneration and nomination committee.

Board diversity

The Board ensures that its composition reflects an appropriate mix of racial, gender, age, culture, field of knowledge, experience and skills diversity. The Board's diversity policy targets at least three black Board members and at least two female members, which policy is available on the Company's website at www.aveng.co.za.

The racial and gender targets were not achieved during 2026. The Board conducted a thorough search and appointment process for new directors. External search firms were specifically instructed to identify diverse candidates who met the required competencies, and the Remuneration and Nominations Committee reviewed a diverse pool of candidates. The final appointments prioritised addressing an immediate critical skills gap and took into account the geographical location of the majority of the businesses. The Board remains committed to its voluntary targets for gender, race, age, and other diversity attributes, and will continue to consider them in upcoming Board appointments and succession planning.

AGE

61
Average age of all directors

56
Average age of executive directors

47
Youngest director

69
Oldest director

GOVERNANCE REPORT CONTINUED

● Core Competency ● Secondary Competency ● Tertiary / Not an apparent Competency

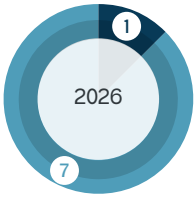
NED Board skills

Skills and experience
The Board should collectively represent a range of skills and experience specific to Aveng's core activities in the infrastructure development and mining contracting markets, as well as corporate leadership skills. A Board composition and succession plan was implemented during the year to deepen the Group's international construction, engineering and commercial expertise and increase Australian representation.

Independence of directors

● Independent NEDs
● Non-independent NED
● Executive directors

Gender



● Female
● Male

Race

● Black

Tenure of NEDs

● 0–3 years
● 3–6 years
● 6–9 years

Gamsberg zinc mine project

GOVERNANCE REPORT CONTINUED

Promoting independent judgement and ethical leadership

The Board chair and the CEO roles are separate. The Board chair is an independent NED and provides leadership that encourages appropriate deliberation on matters requiring the Board's attention.

The Board ensures that its arrangement for delegation within its structures promotes independent judgement and assists with the balance of power and effective discharge of its duties. The Board delegates certain functions to management and Board committees to assist in properly discharging its duties.

NEDs may meet separately from executive directors as and when required. The remuneration and nomination committee monitors the processes of succession, nomination and appointment of new directors and senior executive leadership.

Long-tenured NEDs (with over nine years of service) do individual independence self-assessments and are assessed by the remuneration and nomination committee. Following the implementation of the Board composition succession planning, several of the longstanding directors retired.

Board rotation allows individual directors to be held to account by the shareholders. Long-tenured NEDs retire and stand for re-election at every annual general meeting (AGM) and new directors are confirmed at the first AGM following their appointment. Four new directors will be confirmed for appointment at the next AGM on 4 December 2026, and David Noko will retire and stand for re-election.

Governance statement: The Board is confident that its members apply an independent state of mind and objective judgement in their respective roles. The Board is satisfied that the majority of the directors are independent NEDs.

Conflicts of interest

Conflict of interest is a standing agenda item at each Board meeting. Quarterly declarations form part of the independence evaluations.

Share dealings

Board members formally acknowledge the requirements of the Aveng Trading policy. The company secretary cautions Board members, prescribed officers and employees of closed periods when trading is prohibited.

Promoting effective leadership

The Board appoints the Group CEO, who leads the executive team in managing the Group's business. The Board implemented an executive leadership succession plan by appointing a new Group CEO to succeed Scott Cummins, who retired on 30 January 2026. David Simpson was appointed interim CEO while the Board conducted an external and internal recruitment process. Fraser Wyllie was appointed Group CEO with effect from 1 October 2026.

Board and Board committee attendance

The Board and the Board committees achieved 100% attendance during 2026.

The Board met four times and participated in six additional informal meetings or updates. This reflected the commitment of directors to understand, engage with and give informed leadership on the challenges Aveng addressed during the year.

	Board	Audit committee	Risk committee	Remuneration and nomination committee	SET committee	SHE committee
Non-executive directors						
P Hourquebie	4/4[1]	N/A	4/4	4/4	4/4	4/4
G Bevans[2]	1/1	N/A	1/1	1/1	N/A	N/A
B Modise[3]	1/1	1/1[1]	1/1	1/1	1/1	1/1
D Noko	4/4	4/4	3/3	3/3	4/4[1]	4/4
N Bowen	4/4	4/4	4/4[1]	N/A	N/A	4/4[1]
M Coleman[4]	0/0	0/0	0/0	N/A	N/A	0/0
SJ Flanagan	4/4	N/A	4/4	N/A	3/3	4/4
N Ford-Hoon[5]	1/1	1/1[1]	1/1	N/A	1/1	N/A
B Meyer	4/4	4/46	N/A	4/4[1]	N/A	N/A
Executive directors						
S Cummins[6/7]	2/2	N/A	N/A	N/A	N/A	N/A
D Simpson[6/8]	2/2	N/A	N/A	N/A	N/A	N/A
A Macartney	4/4	N/A	N/A	N/A	N/A	N/A

[1] *Chair of the Board or Board committee.*
[2] *Appointed with effect from 30 March 2026 to the Aveng Board, risk committee and remuneration and nomination committee.*
[3] *Resigned with effect from 31 October 2025.*
[4] *Appointed with effect from 4 June 2026 to the Aveng Board, audit committee, risk committee and SHE committee.*
[5] *Appointed with effect from 30 March 2026 to the Aveng Board, audit committee, risk committee and SET committee.*
[6] *Attends all committee meetings by invitation.*
[7] *Retired on 30 January 2026.*
[8] *Appointed interim CEO with effect from 30 January 2026.*

Board site visits and director training

Site visits provide a valuable opportunity for all directors to learn more about the Group's operations and understand the opportunities and challenges faced by the businesses in their local environments. The Board participated in site visits to the Punt Road site and the BioNTech projects.

Ongoing training and development contribute to an effective Board. The development of industry and Group knowledge is a continuous process. During the year, the Board participated in training in:

- Amendments to the Companies Act 71 of 2008, JSE Listings Requirements and King V
- AI governance and deep dives
- ASRS readiness and ESG
- Ongoing update on directors' duties and responsibilities in line with the strategic direction

Board effectiveness and evaluation

The Board participates in performance evaluations to assess the effectiveness of the Board and its committees in line with King IV recommended practices and regulatory requirements, where applicable.

During 2026, considering the substantial changes to the Board, especially the number of new directors, it was not feasible to carry out a meaningful Board evaluation. Consequently, the Board will conduct a thorough assessment of the Board and committees in 2027.

Board statement: The Board is satisfied that it fulfilled its duties and obligations during the 2026 financial year and is committed to providing effective and ethical leadership characterised by responsibility, accountability, fairness and transparency. The Board is satisfied that it has complied with the provisions of the Companies Act and other relevant laws and constitutional requirements, operating in conformity with the Aveng memorandum of incorporation.

Board oversight – committee report-back

The Board delegates governance responsibilities to six committees to assist it in meeting its oversight requirements. The compositions of Board committees conform to the recommendations of King IV. Each committee acts according to terms of reference that set out its purpose, membership requirements, duties and reporting procedures. The terms of reference are approved by the Board and reviewed annually. The Board committees may seek independent professional advice at the Group's expense.

Audit committee

The committee was properly constituted in 2026 with four independent NEDs: **N Ford-Hoon** (chair), **N Bowen**, **D Noko** and **B Meyer**. **B Modise** resigned as a director and chair of the audit committee effective 31 October 2025. M Coleman was appointed effective 4 June 2026.

The Board chair, CEO, and CFO are standing invitees to the committee meetings. The audit committee held four meetings. There was 100% attendance by the committee members.

The committee assesses and questions the Group's financial sustainability, financial and integrated reporting, internal controls, effective risk management and provides oversight over IT governance.

The committee oversees the Group's financial statements and reporting process, including the system of internal financial control. It is responsible for ensuring the Group's internal audit function is independent and has the necessary resources, standing, and authority in the organisation to discharge its duties. The committee oversees cooperation between internal and external auditors and serves as a link between the Board and the internal and external audit functions. The committee's agendas provide for confidential meetings between committee members and the internal and independent external auditors. The committee reviewed the internal financial controls during the year under review.

The head of internal audit reports administratively to the Group CFO and functionally to the chair of the committee.

During the year under review, the committee ensured that appropriate financial reporting procedures exist and are operating. These include consideration of all entities included in the consolidated annual financial statements. The Company has access to all the Group's financial information, allowing it to effectively prepare and report on the financial statements of the Group and the Company.

Based on information from, and discussions with management and the Group internal audit function, the committee confirms that it has no reason to believe that there were any material breakdowns in the design or operating effectiveness of internal financial controls during the 2026 financial year which have not been addressed or are not in the process of being addressed. The financial records can therefore be relied on for the preparation of the annual financial statements.

Independence of auditor

The committee is satisfied with the independence and objectivity of KPMG Inc. as the external auditor, and Shaheed Osman as the designated auditor. The committee considered the information as required in terms of paragraph 5.7(h)(iii) of the JSE Listings Requirements in its assessment of the suitability of the reappointment of KPMG as external auditor and found it to be suitable. The reappointment of the auditor is presented and included as a resolution at the 2026 annual general meeting.

GOVERNANCE REPORT CONTINUED

Expertise and experience of the finance director and finance function

In accordance with the JSE Listings Requirements, the committee is required to consider the appropriateness of the expertise and experience of the Group finance director (FD). In respect of this requirement, the committee is satisfied that Adrian Macartney, the Group FD, possesses the appropriate expertise and experience to fulfil his responsibilities. The finance function has the requisite expertise and experience to fulfil its duties.

FY26 focus areas

- Addressed unapproved revenue
- Monitored liquidity and going concern matters
- Monitored the effectiveness of the Group's internal audit function
- Reviewed Group annual financial statements, changes in accounting policies, and tax matters
- Oversaw ethics and compliance matters
- Oversaw governance of the Group's information and technology with regard to financial controls and integrity of financial reporting

In FY27, the committee will continue to focus on:

- Monitoring unapproved revenue, particularly on underperforming projects
- Monitoring liquidity and going concern matters
- Navigating global economic volatility
- Overseeing management of AI risks in financial reporting
- Overseeing the governance of the Group's information and technology with regard to financial controls and integrity of financial reporting
- Sustainable assurance and ESG integration

Risk committee

The committee was properly constituted in 2026 with six independent NEDs: **N Bowen** (chair), **N Ford-Hoon**, **P Hourquebie**, **G Bevans**, **M Coleman** and **D Noko**; and one non-independent, non-executive director: **S Flanagan**.

B Modise resigned as a director effective 31 October 2025. **N Ford-Hoon** and **G Bevans** were appointed effective 30 March 2026. **M Coleman** was appointed effective 4 June 2026.

The CEO and CFO are standing invitees to the committee meetings. The risk committee held four meetings during the year. There was 100% attendance by the committee members.

The committee ensures the identification, assessment, control, management, reporting and remediation of risks across the organisation. The committee sets its own strategy and monitors conformance with risk management policies, procedures, regulatory and internal limits and exposures, and processes and practices. The committee oversees tender risk management through its tender risk subcommittee.

Governance of enterprise risk management

The Board, assisted by the risk committee, is responsible for the governance and oversight of risk and opportunity management.

An ERM system is implemented throughout the Group to deepen risk culture and improve the effectiveness of risk management.

During 2025, the Group encountered significant challenges with the J108 and Kidston projects within the Infrastructure segment, leading to substantial financial losses. The committee monitored the execution of additional measures to enhance risk management for these projects. During FY26, the J108 project was substantially de-risked. Notable difficulties persist with the Kidston project, which is receiving appropriate management focus.

The committee oversaw the implementation of key findings of a risk review conducted in FY25, with the following outcomes:

- Revised the integrated ERM framework and the risk appetite
- Strengthened the tender process framework, refining tender-stage risk assessment to improve the evaluation of project opportunities and increasing scrutiny of "Pursue / No Pursue" decisions to align projects with the risk appetite
- Improved the tools used to support project risk identification in tendering and delivery
- Further strengthened risk governance with enhanced PMO oversight and implementation of revised risk management frameworks and processes

Governance of information and technology

The Board delegates the governance of information and technology risk to the risk committee to ensure that Aveng's IT strategy is reviewed annually and the function is suitably resourced to support the Group's strategy.

During 2026, management developed an AI strategy in response to the risks posed by the use of artificial intelligence. There were regular cross-functional drills to prepare for fast-moving cyber-attacks.

McConnell Dowell achieved ISO 27001:2022 certification for an Information Security Management System.

FY26 focus areas

- Oversaw the execution of high-risk projects
- Continuously monitored risks and opportunities
- Implemented the outcomes of the independent review to mitigate and manage risks adequately during project execution
- Monitored governance and control of IT and cybersecurity risks
- Focused on new work won

In FY27, the committee will continue to focus on:

- Risks posed by macro-economic and geopolitical volatility
- Overseeing the AI strategy, cybersecurity and data protection
- Overseeing the execution of high-risk projects
- Reviewing the Group's risk appetite
- Reviewing the Group's insurance thresholds

Social, ethics and transformation committee

The committee provides independent oversight by reviewing the actions of the Board through an ethical lens and taking accountability for specific areas within its mandate. The committee monitors the Group's compliance relating to ESG, including sustainability and transformation activities, social and economic development, good corporate citizenship and environmental matters. The Board assumes ultimate responsibility for the Group's ethics performance and adherence to human rights principles.

The committee was properly constituted in 2026 with three independent NEDs: **D Noko** (chair), **P Hourquebie**, **N Ford-Hoon** and one non-independent, non-executive director: **S Flanagan**. The committee met four times during the year, with 100% attendance.

The committee is satisfied that it complied with its responsibilities under the charter and relevant legislation.

FY26 focus areas

- Oversaw progress in the implementation of the new employment equity, BBBEE and broader diversity goals
- Monitored people management and diversity and inclusion
- Monitored evolving sustainability reporting standards
- Oversaw approach to corporate social investment
- Monitored ESG KPIS and ASRS readiness
- Reviewed alignment of the Board charter with the Companies Act requirements and King V

In FY27, the committee will continue to focus on:

- Overseeing compliance with the targets of the amended employment equity legislation
- Promoting equality, preventing unfair discrimination and combating fraud and corruption within the Group
- Monitoring climate change and ESG reporting requirements
- Reviewing the ESG strategy and overseeing performance against the ESG KPIs
- Embedding a strong ethical culture and continuous improvements in compliance management

Safety, health and environmental committee

The committee was properly constituted in 2026 with three independent non-executive directors: **N Bowen** (chair), **P Hourquebie**, **D Noko** and one non-independent director, **S Flanagan**. The committee met four times during the year, with 100% attendance by committee members. **M Coleman** was appointed effective 4 June 2026.

The committee ensures that the Aveng priority of "Home Without Harm Everyone Every Day" is upheld. The committee assists the Board in ensuring that the Group conducts its business in a manner that protects the safety and health of its employees and others in its work environments, and the natural environment. The committee ensures that the Group has a clear and defined roadmap to achieve and maintain a leading SHE culture.

During 2026, the Group reported zero fatalities in its operations and focused on improving performance in the other key safety performance indicators. The committee oversaw further improvements in the Group's work to understand its top safety risks and ensure that the necessary controls are in place to address hazards and create safer work environments. We monitored processes to simplify complexity in our safety documentation, improve awareness and management of safety risks and invest in technology to support our safety management systems. The committee ensures that management remains focused on the issues that pose the greatest risk to employees and others at the Group's project sites or business premises.

The committee noted that the Group recorded no major environmental incidents across its operations. Minor environmental incidents were primarily associated with hydrocarbon spills at our South African mining operations and hydrocarbon, drilling fluid and water discharge events at McConnell Dowell projects. These incidents were investigated and managed through established response, remediation and corrective action processes designed to minimise environmental impacts and prevent recurrence.

FY26 focus areas

- Oversaw adequate identification of the Group's top safety and health risks
- Monitored health and safety controls, ensuring that they adequately mitigate or eliminate risks
- Conducted safety-specific site visits, including virtual tours, to increase leadership involvement and visibility onsite
- Provided senior management training in officers' responsibilities for workplace health and safety
- Oversaw a deeper focus on mental health as part of the Group's wellness programme
- Oversaw a review of the Group's health and safety strategy

In FY27, the committee will continue to focus on achieving a fatality-free business:

- Monitoring the Group's top safety and health risks
- Focusing on assurance
- Monitoring issues related to psychosocial risks and mental health
- Monitoring the impact of the Group's operations, products and services on the natural environment and the health and safety of employees and the public

Investment committee

The committee was properly constituted in 2026 with four independent non-executive directors: **P Hourquebie** (chair), **B Meyer**, **G Bevans** and **N Ford-Hoon**. The committee's discussions were conducted during Board meetings.

The committee considers the viability of the acquisition or disposal of assets and approval of the Group's capital expenditure. The committee considers the effects these activities may have on the Group's cash flow and how they fit into the Group's overall strategy.

GOVERNANCE REPORT CONTINUED

Executive and senior management at the date of this report

Executive and senior management

FRASER WYLLIE (62)
Group chief executive officer
BEng (Civil), MBA
Experience: 35+ years of industry and related experience

ADRIAN MACARTNEY (58)
Finance director and chief financial officer
BCom, BCompt (Hons), CA(SA)
Experience: 30+ years of industry and related experience

JOHN MEGGITT (61)
Chief commercial officer
BCom, LLB
Experience: 25+ years of industry and related experience

DR. JAMES GLASTONBURY (55)
Chief engineering and innovation officer | Group Executive HSE
BEng, PhD (Geotechnical), BSc
Experience: 25+ years of industry and related experience

JANE OGILVIE (51)
Interim chief of PMO
BEng (Env) (Hons), MConstrLaw
Experience: 30+ years of construction delivery experience

HEINRICH KUKKUK (48)
Chief information officer
BCom Informatics
Experience: 25+ years of industry and related experience

ANNA PEARSON (34)
Chief people officer
BSocSc Psych
Experience: 14+ years of industry and related experience

Business unit management

MARIO RUSSO (44)
Managing director
McConnell Dowell
Australia

BEng

Experience: 20+ years of industry and related experience

STEPHEN DELANEY (59)
Interim managing director
McConnell Dowell
New Zealand and Pacific Islands

NZCE Civil

Experience: 40 years of industry and related experience

TREVOR CRUDEN (62)
Managing director McConnell Dowell Southeast Asia*

BEng (Civil)

Experience: 35+ years of industry and related experience

MICHAEL CLEMENGER (54)
Managing director Built Environs

BPD (Hons) (Building)

Experience: 30+ years of industry and related experience

PIETER VAN GREUNEN (56)
Managing director Moolmans

BEng (Hons) (Mechanical), MBA

Experience: 35+ years of industry and related experience

* *Kristan Mikkelsen succeeded Trevor Cruden in the role of regional director Southeast Asia with effect from 14 October 2026.*

PROJECT EXCELLENCE

Gamsberg Zinc Mine Project

60-month R10.6 billion contract

Client	Black Mountain Mining, jointly owned by Vedanta and Exxaro Resources
Contract	BCM (bank cubic metres)
Location	Northern Cape, South Africa
Project capabilities	Ore and waste mining and mining infrastructure development

Moolmans concluded a new 60-month R10.6 billion (A$911 million) contract with Black Mountain Mining to deliver open cast mining services to the Gamsberg zinc mine in the Northern Cape in February 2025. The project team has ramped up volumes in line with the client's expectations and as additional fleet capacity is mobilised to site. Production volumes will reach peak contracted requirements during 2026 and remain at contracted levels for the remainder of the contract period.

Project snapshot

Higher tonnages and capital deployed Approximately four million tonnes per month	R1.3 billion (A$111 million) investment in fleet renewal over the life of the contract	Fleet establishment, construction of workshops, support facilities and haul roads	Mining of ore and waste, drill and blast operations, trimming of pit walls, crusher feed and ore re-handle

Investment in fleet renewal

Three new ultra class Liebherr 9400 excavators were successfully mobilised to the project site and Moolmans initiated the rebuild of its 789 fleet with 11 “zero-hour rebuilt” 789D mining trucks delivered to site. The rebuild programme overhauls trucks and resets their operational usage clock to zero.

NeuroSafety and behavioural safety training

Moolmans rolled out NeuroSafety and behavioural safety training at Gamsberg to strengthen safety leadership and embed proactive, risk-aware behaviour across the workforce. The programme equips employees and supervisors to recognise how attention, decision-making and behavioural influences affect workplace risk. It reinforces practical interventions such as effective safety conversations, hazard recognition and safe decision-making.

The training supports a positive safety culture in which employees take personal ownership of critical controls, intervene when unsafe conditions or behaviours are observed and contribute to continuous improvement in safety performance.

Economic and social benefits

342 new jobs created, bringing Moolmans’ total complement on the project site to 690	7 000 training interventions since 2018, including training on Liebherr R9400s	Lyra employee wellbeing programme and HIS and HER health campaigns	Unemployed community members upskilled as dump truck operators	Support for community schools and municipal services

Moolmans runs continuous community development programmes for dump truck operators. During two-week programmes conducted three times a year, 10 individuals from local communities are trained and licensed to operate CAT 777 dump trucks. Once licensed, the learners receive a certificate of competency to operate a CAT 777.

Moolmans’ socioeconomic investment includes support for community schools and municipal services.

REMUNERATION REPORT

Navigating our remuneration approach

In compliance with the Companies Act, effective 22 May 2026, the requirements of King IV (and King V as applicable), and the JSE Listings Requirements, the remuneration report for the period ending 30 June 2026 (report) comprises the following three sections:

- **Part 1: The chair's background statement** highlights the performance of the Group, key remuneration outcomes for FY26 and the focus areas for FY27.
- **Part 2: The remuneration policy** sets out our remuneration principles and strategy at a high level for all employees, and in detail for executive directors and prescribed officers.
  - *It is our intention that the policy presented in this report will apply for a period of three years, effective 1 July 2026, unless material changes are made, in which case a revised policy will be submitted for approval. Legacy arrangements that were put in place before the effective date of this policy do not form part of the policy but will continue to be reported on in the implementation report, as applicable.*
- **Part 3: The implementation report** sets out the executive director's pay outcomes for FY26 and the basis for our envisaged implementation of the FY27 policy, and our pay gap information.

Supplementary disclosure

To support transparency and enhance the required disclosures in terms of the Companies Act and King V (which is applicable to financial years starting on or after 1 January 2026 and adopted for the FY27 NED fee policy), we present our supplementary non-executive director policy. The supplementary disclosure does not form part of the remuneration report and is not subject to shareholder approval.

- **NED fees:** This section contains a summary of the Group's NED fee-setting principles, as set out in more detail in the standalone NED fee policy to support the separate shareholder vote, as contained in the Notice of annual general meeting (AGM), as well as the NED fees paid during FY26.

Remuneration report

Part 1: Chair's background statement

Dear stakeholders,

On behalf of the Board, I am pleased to present the report of the remuneration committee (the committee) for the financial period ended 30 June 2026. The report details the remuneration policy and implementation thereof for FY26 and focus areas for FY27. These decisions reflect the committee's oversight and commitment to sound governance, fair, transparent and responsible remuneration and alignment with shareholder interests.

We continuously improve and strengthen our remuneration framework and public disclosure as we respond to shifting regulatory requirements and evolving workforce dynamics. The committee believes that the continued success of our business is dependent on creating an inclusive and transformed environment by attracting, engaging, developing and retaining strong and talented employees to support long-term growth. The Group's employee value proposition supports this objective through a holistic approach to reward by promoting fair and responsible remuneration practices and enhanced employee wellbeing.

Overview of our business environment and impact on remuneration outcomes for FY26

The improvement in gross earnings for FY26 reflects the return to gross profitability across all operating segments of the Group. The gross earnings included losses of A$65.2 million relating to the remaining loss-making projects in the Infrastructure Southeast Asia business unit, and the Kidston project in the Infrastructure Australia business unit. Aveng returned to operating earnings before capital items of A$19.3 million in FY26, despite lower revenue, while losses on remaining loss-making projects and an operating free cash outflow continued to constrain performance. Work in hand remained robust at A$3.1 billion. The committee considered these outcomes when assessing remuneration, balancing management's progress with the need for sustained profitable growth and shareholder value creation.

The committee strongly believes that remuneration should follow performance and the remuneration outcomes for FY26 reflect this principle. Although the Group posted an earnings before interest and taxes (EBIT) loss, Building and Infrastructure New Zealand and Pacific Islands achieved (and in many instances exceeded) their short-term incentive (STI) financial and non-financial targets for FY26. As a result of these business units' continued success, the committee approved discretionary STI awards for these STI participants. Furthermore, in recognition of their sustained contribution during a challenging operating environment, the committee approved moderated discretionary STI awards for a limited number of eligible executives and senior management within the Aveng Corporate, Mining and Infrastructure Australia business units. These awards were based on the achievement of their FY26 non-financial STI targets and reflect the committee's view that the participants' efforts supported the preservation of enterprise value, reinforced governance discipline and helped position the Group for future value creation.

No long-term incentive (LTI) awards were made during FY26, and no LTIs had a performance period that ended in FY26.

Fixed increases are effective from 1 January each year. Executives received a 2.96% increase while lower-income staff received, on average, a 4.1% increase.

Remuneration governance and activities of the committee

Mandate

The Board provides a mandate to the committee and carries the ultimate responsibility for the remuneration policy. The duties and responsibilities of the committee are governed by the Aveng remuneration and nomination committee charter.

The committee is an independent and objective body with the necessary knowledge, skill, experience and capacity to assist the Board in ensuring that the Group remunerates fairly, responsibly and transparently, to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term. The committee enables the Board to achieve its responsibilities concerning the Group's remuneration policy, processes and procedures. The committee determines, on behalf of the Board, the Group's policy on the remuneration of executive directors, prescribed officers and other members of the executive committee and the total remuneration packages and contractual terms and conditions for these individuals. The committee also provides oversight of all employee rewards to ensure the alignment of rewards throughout the Group and approves the mandate for annual pay increases, as well as the parameters and overall cost of the STI and LTIs for the Group.

We take pride in our balanced approach to creating long-term, sustainable value for investors while delivering high-quality outcomes for our clients, a great place to work for our people, and a

meaningful, positive impact on the communities we operate in, consistent with our purpose of providing a better life. As a committee, we focus on ensuring that the rewards our senior executives receive reflect the Group's results and remain proportionate to the overall employee base and to the returns received by shareholders. We are mindful of the external focus on executive pay and the need to ensure outcomes that are fair and responsible and reported in a transparent manner.

Key decisions, policy changes and planned actions
Our main activities for FY26 included:

- Approval of overall salary adjustments per region
- Approval of salary adjustments for the senior leadership team
- Approval of STI targets and outcomes
- Recalibration of the parameters of the strategic incentive scheme due to strategy changes
- Various pay gap and fair pay reviews and discussions
- Review of regular trends updates and consideration of the impact of the amendments to the Companies Act
- Enhanced remuneration disclosure in anticipation of the effective date of changes to the Companies Act, including the simplification of earned remuneration for the reporting period
- Continuous executive succession planning and executive pay arrangements
- Comprehensive review of NED fees given changes to the Board, including the development of an NED fee policy

Key decisions and planned actions for FY27:

- After our year end closed period, share appreciation awards will be made under the 2024 long-term incentive plan (LTIP)
- Ongoing review of incentive measures to reflect the Group's strategy
- Consideration of executive share ownership guideline
- Addressing composition of workforce issues by looking at recruitment, internal development actions, and diversity programmes

Summary of policy changes:

- For the FY27 STI applicable to Aveng Corporate and Infrastructure Australia business unit, Kidston project performance milestones will carry a standalone weighting of 25% of the overall scorecard. The remaining scorecard will comprise financial metrics weighted at 60% (excluding Kidston) and non-financial measures weighted at 15%. The approach for the remaining business units is unchanged, with 85% allocated to financial measures and 15% to non-financial measures. Each business unit will fund its own STI pool, subject to overall committee oversight of affordability.
- The strategic incentive introduced in July 2025 has been retained but restructured to better align with the Group's revised strategic direction, measured until the end of FY27 and FY28. The enhancements include an extended vesting period, with 25% vesting in September 2027 and the remaining 75% vesting in September 2028; reduced participation levels in certain instances, as set out in the implementation report; a vesting cap of 100%, replacing the previous out-performance vesting opportunity of up to 155% for certain elements; and the introduction of an EBIT hurdle.
- The FY27 LTI award will have a three-year vesting period (previously 50% of the award vested after a two-year period).

Executive movements during FY26

Scott Cummins retired as Group CEO on 30 January 2026. No termination benefits, other than statutory entitlements, were paid, as is set out in the implementation report. The pay arrangements for the interim Group CEO (David Simpson, 30 January to 1 October 2026) and incoming Group CEO (Fraser Wyllie, 1 October 2026) are set out in Part 3.

External advisers

During the period under review, the committee appointed PricewaterhouseCoopers (PwC) to provide advice on executive remuneration and incentives. The committee considered and interrogated this advice in order to discharge its mandate.

Fair and responsible remuneration

During FY26, Aveng conducted various fair pay reviews on the remuneration paid to its employees, to assess pay equity and track progress in addressing pay disparities. The analysis compares average pay by gender and (where known) race and overall pay distribution. The analysis revealed that pay gaps at an organisational level are driven by gender and racial composition disparities, rather than inequitable pay practices at an individual level. In other words, target diversity groups are under-represented in more senior or highly specialised positions.

Addressing the compositional disparities is a key focus for the organisation going forward, with ongoing attention being applied to recruitment and selection, individual development (including accelerated development for identified top talent), management development (addressing unconscious bias), and the implementation of diversity networks/committees across various levels of the organisation.

In compliance with the Companies Act, we disclose the pay gaps in Part 3.

Voting outcomes and shareholder engagement
The table below illustrates the voting history for the last three years:

	2025 %	2024 %	2023 %
Remuneration policy	**92.78**	88.27	88.37
Implementation report	**93.65**	93.6	97.59
Non-executive directors' remuneration	**95.93**	93.6	90.21
Approval of LTIP 2024	**N/A**	88.27	N/A

Although no shareholder engagement was required as both non-binding advisory votes were passed at the 2025 AGM, Aveng engaged with shareholders and considered the feedback received on the FY25 remuneration report. The primary area of shareholder concern related to the FY24 award of share appreciation rights, under which 50% of the awards were subject to a two-year vesting period. The committee is pleased to report that the new remuneration policy to be submitted for shareholder approval provides for a three-year vesting period.

I look forward to your support and engaging with our stakeholders on our remuneration journey.

Statement of fairness and responsibility
We constantly review the way we remunerate our employees to ensure that our pay is fair, responsible and transparent. Our employees' remuneration should be deemed impartial, objective and rational, consistent with the principle of equal pay for work of equal value, aligned to the market. We continue to strive to ensure this is implemented across the Group.

In closing, I thank my colleagues on the committee and the Board for their support during a busy year. I acknowledge the commitment of the Group's leadership, operational and support teams as they continue to implement the Group's strategy to create stakeholder value.

Bradley Meyer
Chair of the remuneration and nomination committee

REMUNERATION REPORT CONTINUED

Part 2: Remuneration policy

Introduction

This report deals specifically with the remuneration for the Group's executive management (executive directors and prescribed officers) and provides a high-level overview of the pay principles applicable to the wider workforce.

The key objectives that drive our remuneration policy are:

1	2	3	4	5
Underpins strategic objectives, purpose, culture and values of Aveng	Fair, responsible, transparent and sustainable	Attracts, retains and motivates talent	Drives stakeholder value	Performance-based incentives and rewards

Remuneration offering to all employees

Aveng's remuneration structure provides guaranteed and variable remuneration components. The guaranteed component comprises employees' total fixed remuneration (TFR). The variable pay portion may comprise an STI, LTI or both, with varying quanta based on meeting pre-defined targets, and is driven by Group and individual business unit performance.

Fixed pay / Total fixed remuneration

Type	Element	Purpose and policy	Applicable grades
Base pay	Base package	Designed to attract and retain employees in line with the scope, nature and skills requirements of the role. It must be competitive in the market and internally fair based on similar job profiles. Increases are typically linked to consumer price inflation (CPI), performance and affordability. We aim to pay all employees at the median of the market for full competency and expected performance, while allowing for performance-based differentiation through variable pay. Reviewed annually in January.	All employees
	Benefits	Provides employees with contractually agreed basic benefits such as medical aid, retirement funding and Group life and insured benefits (death cover, disability cover and accidental death benefit cover) based on market norms in the applicable employment jurisdiction.	All employees
Short-term incentives	Overhead incentive scheme	Aims to provide a 13th cheque to staff who do not participate in the STI performance incentive plan.	Non-site-based staff below senior management
	Project and production bonuses	Self-funded incentives for site-based staff to deliver health and safety, gross margin and production / productivity outcomes, in excess of tender assumptions.	Site-based staff
	STI performance incentive plan	An annual STI is paid in cash and gives employees an incentive to achieve the Group's short-term and medium-term goals, with payment levels based on both Group and business unit performance, comprising a mix of financial and non-financial measures.	Senior management
Long-term incentive	2024 LTIP	The 2024 LTIP is a performance-based plan that measures performance over future periods.	Executive leadership
Retention schemes		Retention schemes could be deployed when a business need justifies the use of a retention plan.	Scarce and critical skills

Remuneration offering applicable to executive directors and prescribed officers

Total fixed remuneration

Base pay

Base pay provides a stable and predictable element of remuneration. It includes base salary and, where applicable, approved cash allowances, and is designed to recognise the ongoing contribution expected from each role.

The level of fixed remuneration is determined by considering the size, scope and complexity of the role, and is benchmarked against relevant external market data to support competitiveness. Aveng also takes into account the competencies, skills and experience required for the role, including the demand for and scarcity of those skills, as well as industry knowledge and the level of responsibility associated with the position.

Guaranteed pay is managed within approved pay ranges and reviewed annually through a formal salary review process. This supports fair, consistent and equitable remuneration decisions across the organisation.

Benefits

Medical aid, car/travel allowances, retirement funding and Group life and insured benefits (death cover, disability cover and accidental death benefit cover) based on market norms in the applicable employment jurisdiction.

Short-term incentive

Item	Details
STI structure	The annual bonus is determined using a combination of Group and business unit performance, with a weighting assigned depending on Group vs business unit function. The outcome of the scorecard is multiplied by each participant's participation rate and TFR.
Participation rates (allocation)	Participation rates depend on seniority and will be disclosed prospectively in the annual implementation report.
Performance conditions	A mix between financial and non-financial measures is used, reflecting the Group's strategy. Financial measures may include measures such as earnings, cash flow, work in hand and tender volume, while non-financial metrics may include a combination of health and safety and people metrics. Metrics, weightings and targets are reviewed annually for relevance, as set out in Part 3 of this report.
Vesting levels and stretch opportunity	Each measure is assigned a target, threshold and maximum level with a corresponding vesting level, depending on the extent to which the measures have been achieved. 150% is used as a maximum opportunity, meaning all STIs are subject to a bonus cap.
STI funding	Bonuses are self-funding at a business unit level but still subject to an overall affordability assessment by the committee.

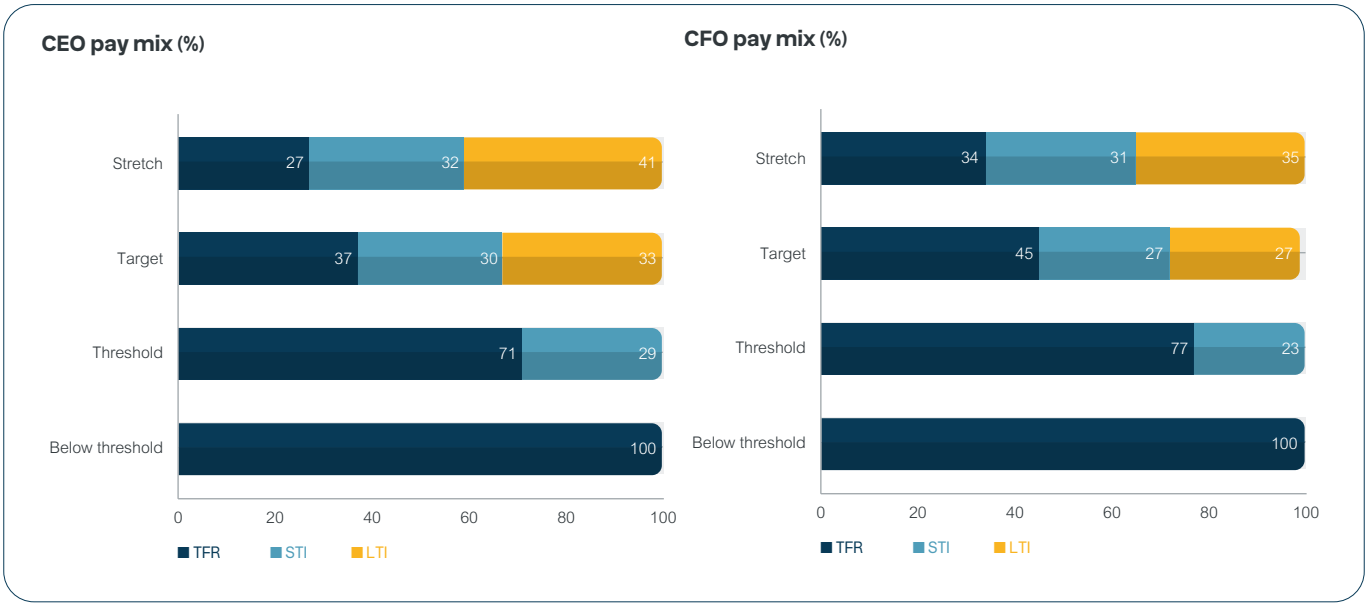
Long-term incentives

Item	Details
LTI structure	LTI awards are granted under the 2024 LTIP (as approved by shareholders at the 2024 AGM). The plan comprises various instruments: Share Appreciation Rights (SARs), conditional or forfeitable shares. Each of the awards may be awarded as phantom awards (in the case of non-South-African participants, quanto stock units may be used). The committee retains the necessary discretion to decide if awards are settled in shares or in cash.
Participation rates (allocation)	Rates are aligned with relevant market benchmarks and will be disclosed prospectively in the annual implementation report.
Performance conditions	Metrics and targets are reviewed annually for relevance, as set out in Part 3 of this report. The plan rules provide that SARs may be awarded with a strike price premium which acts as a performance hurdle.
Vesting period	Three years from award date.
Exercise period for SARs	A three-year exercise period applies following the vesting of SARs. Any vested but unexercised SARs will lapse after this period.
Plan limits	Aggregate limit: 5% of issued shares (~6.5 million) Individual limit: ~1.3 million shares (1%) Awards in excess of these limits may be settled in cash or market-purchased shares.

REMUNERATION REPORT CONTINUED

Pay mix principles

A substantial portion of the total remuneration of executive directors and prescribed officers is subject to risk. The pay mix principles applicable to the CEO and CFO are illustrated below.



The FY27 TFR is used for purposes of the graphs above. The STI and LTI scenarios were calculated based on best estimates at the time of publication and will not impact policy going forward:

Threshold: STI was calculated as 50% of the target scenario. LTI was assumed at zero, ie, the SARs are underwater.

Target: The target scenario assumes the STI vesting at 100% and the LTI is included on an expected value basis.

Stretch: STI was calculated as 150% of the target scenario. The stretch LTI outcome is based on an assumed stretch share price growth scenario.

Malus and clawback provisions

All variable pay is subject to both malus and clawback provisions.

Malus applies to unpaid, unvested or unsettled variable pay, while clawback applies for a three-year period post-payment. Trigger events include:

- a material misstatement of the financial statements of Aveng / operating groups / business units is detected; and
- a significant adverse legal or Competition Act finding against Aveng in which the individual had some culpability.

Executive share ownership guidance

Aveng aims to encourage executive directors and prescribed officers to build and maintain a meaningful shareholding in the Group, demonstrating their commitment to long-term shareholder value and alignment with shareholder interests. LTIP awards are intended to support executives in building this ownership over time. Although formal shareholding guidelines have not yet been adopted, the committee may, at its discretion, require that a portion of LTIP proceeds or shares be applied to purchase Aveng shares.

Contractual and other considerations

Notice periods and period of appointment

All executive directors and prescribed officers are employed under a permanent, full-time contract of employment. Executive directors and prescribed officers have a six-month notice period if initiated by the Company and a three-month period if initiated by the executive.

Although not a requirement of King IV, Aveng directors have historically retired by rotation every three years and presented themselves for re-election at the Group's AGM. This practice will continue.

Restraint of trade and non-solicitation

Executive directors may not solicit customers (active bids only) for a six-month period post-termination. A non-compete restriction also applies and the executive director may not conduct any business in the building or construction industry that competes or may compete with Aveng for the duration of his/her notice period following termination.

Termination benefits

Executives do not have contractual entitlement to termination payments, other than payment in respect of the applicable notice period and accrued leave balances and legal entitlement (eg severance) in the case of redundancy. The treatment of STI and LTI awards on termination is dependent on the nature and circumstances of the termination and awards are administered in accordance with the relevant plan rules and policies:

Termination event	STI	LTI
Fault termination (including resignation or dismissal)	Any bonus is forfeited on the date of termination if termination occurs before the payment date unless the committee determines otherwise in its sole discretion.	All unvested and unexercised awards are forfeited in full and lapse immediately on the termination date.
No-fault termination (including death, disability, redundancy, voluntary separation or transfer of employment outside the Group)	The participant may qualify for a pro-rated bonus based on the number of months served in the relevant financial year, subject to the rules of the STI, committee discretion and any applicable further conditions.	Vested but unexercised SARs may be exercised for 12 months after termination in the case of death, or three months after termination for other no-fault terminations. Unvested SARs and performance awards vest on a time pro-rated basis, adjusted for the applicable performance condition outcome. Any portion that does not vest will lapse.
Retirement	The participant may qualify for a pro-rated bonus based on the number of months served in the relevant financial year, subject to the rules of the STI, committee discretion and any applicable further conditions.	Unvested SARs and performance awards continue to participate as if employment had not terminated and remain subject to the applicable employment, performance, vesting and exercise conditions.
Change of control	If a change of control occurs before the payment date, the bonus is calculated on a time pro-rated basis and performance is measured based on the best estimated outcome at the time, unless the committee determines otherwise.	Awards vest on a time pro-rated basis, adjusted for the applicable performance condition outcome, unless the committee determines otherwise. The exercise period for vested SARs may be determined by the committee in its discretion. Any remaining awards continue on the terms of the award letter, subject to any permitted adjustment and applicable contractual arrangements, including any double-trigger protection.

Buy-out awards

Buy-out awards may be granted to newly appointed employees to compensate for the forfeiture of long-term or deferred awards from a previous employer, most commonly arising from share-based incentive schemes. Where appropriate, buy-out awards are structured as share-based awards to maintain alignment with Aveng's LTI framework. In limited circumstances, cash buy-out awards may be approved, subject to repayment provisions should the employee leave the Group within a specified period. Sign-on payments are not used.

Other provisions

In light of the strategic objectives announced by the Board in August 2024, "double trigger" change of control provisions have been implemented for a small number of senior executives responsible for executing the strategy. These provisions activate only in the event that there is a change of control event (which does not include a change of listing exchange, for example from the JSE to the Australian Securities Exchange (ASX)) and subsequent termination of the executive's employment by the new controlling entity within a determined timeframe.

Committee discretion

The committee applies informed judgement when assessing performance and approving remuneration outcomes. This policy introduces the committee's ability to exercise discretion over variable pay in a fair, responsible and transparent manner, particularly where a formulaic outcome would be inappropriate, create an unintended windfall or be unduly punitive.

Discretion may be applied upwards or downwards. Upward discretion may recognise exceptional performance or contributions not fully reflected in the standard measures, while downward discretion may be applied where the calculated award does not fairly reflect actual performance (and the pay outcome should be reduced accordingly).

Any discretion will be considered on a case-by-case basis, having regard to the relevant circumstances and the rationale for the decision. The committee may also exercise discretion in relation to recruitment, retention, termination or other exceptional matters not specifically covered by this policy.

In all cases, the committee will apply discretion fairly in both substance and process. Any use of discretion will be disclosed in the relevant remuneration implementation report, including the nature of the discretion, its financial impact and the key factors considered.

Effective date of policy and shareholder approval

Once approved by shareholders, this policy will apply with effect from 1 July 2026 and will be effective for a period of three years, unless a material change occurs, in which case a revised policy will be put forward for shareholder approval.

Legacy arrangements will continue to be governed under the previous non-binding policy and the applicable contractual arrangements but will continue to be reported on in the implementation report, as applicable.

REMUNERATION REPORT CONTINUED

Part 3: Implementation report (remuneration policy implementation during FY26 and planned implementation for FY27)

FY26 remuneration outcomes

Fixed pay increases

Increases reported below were effective 1 January 2026. As is usual practice, a review of past and projected CPI was conducted by region, along with an analysis of market pay trends, forecast levels of market and general economic activity, employee turnover rates and other inputs (including exit interview data) to determine an overall increase mandate.

The regional mandate was then further divided into three levels: executive, senior management and general staff. There was considerable attention given to ensuring general staff received higher increases as a mechanism to reduce the pay gap, and that other forms of pay gap (such as gender) were also proactively addressed.

A total of 1 975 staff were assessed in the process, although most waged employees are not included as their remuneration is set through collective bargaining processes. Across the entire business, the average increase was 3.75%.

The following average increases should be noted:

- Executives received a 2.96% increase.
- Women received a slightly higher increase at 3.78% than men at 3.7%.
- High-income staff (TFR >A$300 000) received a 2.9% increase, with those in senior leadership positions (including project managers / directors) receiving a 3.3% increase.
- Lower-income staff (<A$100 000) received a 4.1% increase.
- 114 staff (6%) received an increase of >5% (average for this cohort was 8.74%), mainly to correct low pay relative to peers (most commonly resulting from prior promotions).

STI outcomes

The table below sets out the Aveng Group STI scorecard for FY26, as disclosed in the 2025 remuneration report, including the targets set and the actual performance for FY26 against the targets:

Aveng Group STI scorecard FY26 (A$ million)

Metric	Weighting	Threshold (50%)	Target (100%)	Stretch (150%)	FY26 Actual Outcome	FY26 Weighted Outcome (%)
Financial metrics	**85%**					
EBIT (post STI) (A$m)	25%	44.1	55.2	82.8	0%	0%
EBIT margin (%)	20%	2.0%	2.5%	3.8%	0%	0%
Operating free cash flow (OFCF) (A$m)	15%	(39.7)	(28.7)	(1.1)	0%	0%
McConnell Dowell (including Built Environs) Group WIH (A$m)	15%	2 148.5	2 864.6	3 580.8	54%	8.1%
McConnell Dowell (incl. Built Environs) Group Tender Volume (A$m)	10%	5 907.3	7 876.4	9 845.5	54%	5.4%
Non-financial metrics	**15%**					
Health & Safety	7.5%	One of the following targets met: • TRIFR < = target • LTIFR < = target • % reduction in HiPo incidents	Two threshold targets met	Three threshold targets met	TRIFR: <= 3.00 LTIFR: <= 0.35 Reduction in HiPo incidents: Target 5%	7.5%
People	7.5%	One of the following targets met: • Reduction in voluntary turnover • Improvement in engagement and alignment • Top talent turnover <max % and 100% of top talent with accelerated development plans	Two threshold targets met	Three threshold targets met	• 10% reduction in voluntary turnover rate • Maintained or improved the 2025 Employee Engagement score • Less than 10% turnover of top talent and 100% of top talent	7.5%
TOTAL (100%)						**28.5%**

As a result of the Group reporting an EBIT loss for FY26, no STI pool was generated under the approved STI scheme. However, the committee awarded discretionary STI awards to Infrastructure New Zealand and Pacific Islands and Building business units based on strong results in their financial and non-financial metrics, with both exceeding on-target performance. These awards were made in line with the approved STI participation rates and vesting levels set for the managing directors of Infrastructure New Zealand and Pacific Islands and Building business units.

- Across the Infrastructure and Building, and Mining segments' business units, excluding Infrastructure New Zealand and Pacific Islands and Building, as well as at Group level, the STI weighted outcomes were all lower than threshold level. For the Group, the overall weighted outcome was 28.5% of target.
- For Infrastructure New Zealand and Pacific Islands and Building, the overall outcomes were 141% and 122.7%, respectively.

Business unit managing directors and senior leadership team (SLT) members (direct reports of business unit managing directors) across the Infrastructure and Building segments have their STI score determined partly on business unit metrics and partly on performance metrics of the combined business units in the Aveng Group. Managing directors are scored on the specific business unit metrics (50%) and Aveng Group metrics (50%). SLT members are scored on specific business unit metrics (75%) and Aveng Group metrics (25%).

Although the FY26 STI financial targets were not met, the committee exercised its discretion to award modest, moderated STI awards to a small number of executives and senior management across the Group, Mining and Infrastructure Australia, in recognition of their sustained efforts to preserve enterprise value, strengthen governance and organisational capability, and position the Group for future value creation. This included maintaining strategic focus, driving operational improvement initiatives, strengthening leadership capability and succession outcomes, and supporting the Group's long-term sustainability. To ensure that these discretionary awards were still performance-linked, the awards were paid on a metric-based distribution basis, reflecting the performance of the business units in accordance with the principles of the scheme. The outcomes for executive directors and prescribed officers are set out below.

LTI awards vesting (with a performance period ended during FY26)

No LTIs had a performance period that ended during FY26.

2024 LTIP awards made during FY26

No LTIP awards were made during FY26.

Special strategic incentive (awarded July 2025, restructured in 2026)

As reported in last year's report, in light of the revised business strategy, the committee did not feel that it was appropriate to make any SARS awards for FY26 under the 2024 LTIP. In lieu of the 2024 LTIP, the committee restructured the once-off special strategic incentive (awarded in July 2025) for FY26 for a small number of senior and executive employees who have direct responsibility for the successful implementation of the Group's medium-term strategy (the salient terms of the incentive were reported in the FY25 report). During the year, the committee spent considerable time discussing the scheme, considering the current strategy of the Company. Due to a shift in strategy, certain incentive parameters were changed, as set out below.

Item	Details
Purpose	A tailored incentive structure was offered in lieu of the standard long-term award in FY26, aligned with the execution of the Group's strategic objectives. The incentive is designed to support the delivery of key milestones that aim to enhance stakeholder value through improved performance and structural transformation. It serves to retain and motivate critical individuals by rewarding progress and outcomes that contribute meaningfully to the strategy.
Participants	A small number of senior and executive employees who have direct responsibility for the successful implementation of the medium-term strategy of the Group. Participants who terminated their services during the year forfeited awards, while incoming ELT members were offered participation.
Award frequency	One-time award, made in July 2025 (FY26); new ELT members received awards effective July 2026 (FY27).
Instrument	Performance-linked deferred cash award.
Performance conditions	Performance conditions are linked to the timely execution of the strategy for maximum shareholder value. Due to the strategic nature of the conditions, actual targets are deemed commercially sensitive and will therefore be disclosed on a retrospective basis in the implementation report in the relevant performance year. This practice aligns with current STI disclosures.
Performance period	Ending June 2027 (FY27), 25% of the awards and June 2028 (FY28), 75% of the awards.
Vesting period	The original vesting period was milestone-based and has now been extended. Depending on the performance outcomes, awards will vest 25% in September 2027 (following the FY27 performance outcome) and 75% in September 2028 (following the FY28 performance outcome).
Incentive formula	Incentive = Allocation percentage x Performance vesting outcomes.
Allocation percentage	Allocation percentages are expressed as a percentage of TFR per participant, depending on seniority: • CEO (incoming): the allocation percentage is 90% of TFR • CFO: the allocation percentage is 60% of TFR (allocation was reduced from 90% to 60%) For the other POs, the allocation percentage is 50% of TFR.
Performance conditions and performance vesting percentages	100% of the award is subject to performance conditions. Vesting is capped at 100% (removing the previous potential to earn a stretch incentive of up to 155%). A minimum EBIT hurdle acting as a gatekeeper applies and will be assessed before each payment. If the hurdle is not met when the first payment (25%) is to be made, it will be reassessed on a cumulative basis before the second payment is made (75%). If the cumulative hurdle is not met by 2028, the full award will lapse.
Termination of employment	Continued employment is required up to the point of payment. A distinction will be made between fault and no-fault terminations.

REMUNERATION REPORT CONTINUED

Single figure of remuneration

Executive directors

Scott Cummins retired as a director on 30 January 2026. He received fixed pay up to his termination date and did not receive any STI payment or LTI vesting during FY26. Upon termination of employment, Scott Cummins received contractual termination payments comprising six months' payment in lieu of notice, accrued annual leave and long-service leave entitlements, and associated superannuation benefits, as set out below in the single figure of remuneration table.

Executive directors	Year	Salary[4] A$'000	Retirement fund[5] A$'000	Short-term incentive (STI)[6] A$'000	Long-term incentive (LTIP)[7] A$'000	Other A$'000	Total A$'000
D Simpson[1]	**2026**	**846**	**–**	**–**	**–**	**–**	**846**
	2025	–	–	–	–	–	–
SV Cummins[2]	**2026**	**802**	**213**	**–**	**–**	**1 035**	**2 050**
	2025	1 264	188	–	62	–	1 514
AH Macartney[3]	**2026**	**823**	**90**	**163**	**–**	**–**	**1 076**
	2025	814	86	–	31	103	1 034

1 *DM Simpson was appointed as interim Group CEO on 30 January 2026. The interim CEO's services are provided via Executive Interim Management Proprietary Limited. The amount disclosed represents the total management fees paid to the agency for executive services for the period. The agreement provides for an all-inclusive fee structure, and no separate allocation for benefits, bonuses, or incentives is distinguished within the agency fee arrangement. This amount excludes any reimbursements for expenses incurred in the performance of business duties.*

2 *SC Cummins retired as Group CEO with effect from 30 January 2026. He received fixed pay up to his termination date and did not receive any STI payment or LTI vesting during 2026. Upon termination of employment, Scott Cummins received contractual termination payments comprising six months' payment in lieu of notice, accrued annual leave and long-service leave entitlements, and associated superannuation benefits. The total value of termination-related benefits amounted to A$1.035 million, comprising A$627 165 in payment in lieu of notice and A$408 120 in accrued leave entitlements.*

3 *AH Macartney moved to Australia effective 1 January 2024 and his FY25 remuneration therefore fully reflects his Australian package. Included in "Other" is an amount of A$66 000 for relocation allowance.*

4 *Salary for directors is total fixed earnings inclusive of contributions towards medical aid, admin and risk benefit expenses, accident cover and vehicle benefits, all of which are funded from the TFR.*

5 *Retirement fund contributions are also funded from the directors' TFR.*

6 *No STI awards accrued for the year ended 30 June 2025. Due to partial achievement of the FY26 STI scorecard, a modest STI was earned by some executive directors and prescribed officers.*

7 *The FY25 LTIP consists of the final tranche of the 2022 LTIP award (cash-settled scheme) linked to the performance period ending 30 June 2025 and is included at an 18% performance vesting outcome. No LTIs performance vested in FY26.*

Prescribed officers

The Companies Act 71 of 2008 (as amended) of South Africa, defines a prescribed officer as a person who exercises general executive control over management of the whole, or a significant portion of, the business and activities of the Group; or regularly participates to a material degree in the exercise of general executive control over and management of the whole, or a significant portion, of the business and activities of the Group. It excludes directors and does not refer, in any way, to the title held by the person, but rather the functions which they perform. The Board has identified the following employees as prescribed officers of the Group:

Prescribed officers	Year	Salary A$'000	Retirement fund A$'000	Short-term incentive (STI) A$'000	Long-term incentive (LTIP) A$'000	Other A$'000	Total A$'000
J Glastonbury	**2026**	**560**	**58**	**92**	**–**	**–**	**710**
	2025	556	60	–	14	–	630
J Meggitt	**2026**	**649**	**65**	**107**	**–**	**–**	**821**
	2025	642	58	–	15	–	715
S Collett[1]	**2026**	**645**	**65**	**–**	**–**	**–**	**710**
	2025	642	58	–	15	–	715

1 *S Collett resigned effective 1 July 2026.*

2026 Schedule of unvested awards and cash flow on settlement

Award name	Total number of awards granted in prior years	Awarded during the year	Vested during the year[1]	Forfeited / lapsed during the year	Closing number of unvested shares	Closing estimated fair value[2] A$	Cash value on vesting[3] A$
Executive directors							
SV Cummings[4]							
2022 LTIP							
Performance awards	640 750	–	(115 335)	(525 415)	–	–	54 604
2024 LTIP							
Share appreciation rights[5]	2 928 869	–	–	(2 928 869)	–	–	–
AH Macartney							
2022 LTIP							
Performance awards	315 300	–	(56 754)	(258 548)	–	–	26 869
2024 LTIP							
Share appreciation rights[5]	1 210 064	–	–	–	1 210 084	66 765	–
Prescribed officers and other key management personnel							
S Collett[6]							
2024 LTIP							
Share appreciation rights[5]	784 313			–	784 313	43 273	–
J Glastonbury							
2024							
Share appreciation rights[5]	682 352	–	–	–	682 352	37 648	–
J Meggitt							
2024 LTIP							
Share appreciation rights[5]	784 313	–	–	–	784 313	43 273	–

1 *The final tranche of the executive directors' 2022 LTIP awards (equity-settled scheme) vested on 17 December 2025 at 18%.*
2 *The 20-day year end volume-weighted average price (VWAP) of A$0,3639 was used in determining the closing estimated fair value of the LTIP awards. The fair value of the 2024 LTIP award was determined based on a Binomial Lattice valuation model.*
3 *The 20-day VWAP at the vesting date of A$0,4734 was used in determining the cash value on vesting.*
4 *SV Cummins terminated his employment effective January 2026 and all unvested LTIP awards were forfeited.*
5 *The first awards under the 2024 LTIP: SARs were granted on 18 December 2024 and vest over two years, with the first tranche vesting on 18 December 2026 and the second tranche vesting on 18 December 2027. No Share Appreciation Right awards were made during 2026.*
6 *S Collett terminated his employment effective 1 July 2026 and was treated as a good leaver.*

FY27 planned implementation

FY27 STI (Group scorecard)

The performance metrics for FY27 are set out in the following table. Targets are agreed with management prospectively and will be reported on in the FY27 implementation report.

For FY27, to ensure an effective STI that recognises participants' contributions to the current Group performance over the short term, it was decided to include a dedicated measure (25%) related to the Kidston project for Aveng Corporate and Infrastructure Australia business units, consisting of operational STI metrics to ensure that sufficient focus is placed on the efficient execution of the project. This operational component will temporarily decrease the financial component's weighting to 60% (from 85%), and the impact of the Kidston project on the financial performance will be excluded when measuring the financial performance for the Aveng Corporate and Infrastructure Australia business units. The balance of the total STI will consist of non-financial measures (15%).

The STI weightings for the remainder of the business units (Infrastructure New Zealand and Pacific Islands, Building and Mining) remain unchanged (85% financial and 15% non-financial).

Vesting levels will remain at 50% (threshold), 100% (target), and maximum (150%), depending on the extent to which the measures have been achieved. 150% is used as a maximum opportunity, meaning all STIs are subject to a bonus cap.

REMUNERATION REPORT CONTINUED

Metric	Weighting	
Business unit	Infrastructure New Zealand and Pacific Islands, Building, Mining business units %	Aveng Corporate and Infrastructure Australia business units %
Financial metrics	**85**	**60**
EBIT (post STI) (A$ million)	25	20
EBIT margin (%)	20	15
OFCF (A$ million)	15	10
McConnell Dowell (incl. Built Environs) Group WIH (A$ million)^	15	10
McConnell Dowell (incl. Built Environs) Group Tender Volume (A$ million)	10	5
Non-financial metrics	**15**	**15**
Health and Safety	7.5	7.5
People	7.5	7.5
Kidston metrics	**-**	**25**
Project Completion Date	-	25
Total	**100**	**100**

FY27 planned LTIP awards

Item	Details
Instrument	SARs (cash-settled). Participants in locations other than South Africa may receive quanto stock units.
Participation rates	Participation rates depend on seniority and range between 40% and 90% of TFR.
Strike prices	SARs will be awarded with a premium equal to 1.3 x 30-day VWAP (performance hurdle) at the date of grant.
Vesting schedule	A three-year vesting period applies.
Exercise period	Vested SARs are exercisable at any time (except closed periods) within three years after vesting, provided they are in the money. Vested but unexercised SARs will lapse after this period.

Pay gap information

The Group is listed and headquartered in South Africa; however, most of the Group's operations and employees are based in Australia, with the ELT almost exclusively situated in Australia. To provide stakeholders with a balanced and meaningful view of pay across the Group, the disclosures below present the required South African employee figures together with supplementary Australian figures. As the composition and size of each workforce differ, the ratios should not be interpreted as direct measures of fair pay. Rather, they provide an indication of the distribution of remuneration across the relevant employee population. This disclosure approach reflects both the Company's statutory reporting obligations and the current geographic profile of its workforce and leadership.

The analysis is based on the total remuneration of employees reflected in payroll data for FY26. Total remuneration comprises total guaranteed pay, benefits, employer contributions, STIs and LTIs (where applicable).

The employee population includes employees who were employed at the financial year end. Independent contractors, employees on long-term unpaid leave and employees whose employment ended before the financial year end have been excluded.

Where employees joined during the financial year and were employed at the financial year end, their fixed remuneration was annualised to support comparison on a consistent basis. Variable remuneration (STI and LTI) was included based on the amount reflected in payroll data and was not annualised. Employees working on a part-time basis had their remuneration converted to full-time equivalent.

The committee will continue to monitor the underlying drivers of the pay gaps, including workforce composition, the distribution of employees across organisational levels, the location of specialist and leadership roles, and the mix of fixed and variable remuneration. The Group's focus remains on fair and responsible remuneration, appropriate internal pay relationships and equal pay for work of equal value.

	Australia	South Africa
Number of employees	868	1 480

	A$	A$
Highest total remuneration	912 808	708 685
Lowest total remuneration	63 340	12 169
Average total remuneration	229 450	52 406
Median total remuneration	214 738	39 178
Top 5% vs bottom 5% ratio	3.8	5.3

Vote on the implementation report

This remuneration report was approved by the Board of directors of Aveng Limited.

In line with the Companies Act voting requirements, shareholders will be given the opportunity to cast their vote on the implementation report at the next AGM, by way of an ordinary resolution, as set out in the Notice of AGM.

REMUNERATION REPORT CONTINUED

Supplementary disclosure

Non-executive directors fee principles

The Group's NED fee-setting principles and associated information are contained in a standalone NED fee policy.

The main principles applicable to NED fees include:

Board retainer and committee fees

- Chair of the Board: The chair of the Board receives an all-inclusive retainer fee for serving as chair of the Board. This fee includes membership of each committee on which he or she serves, except for any special purpose meeting fee (to the extent applicable). No further payment is made for committee membership or attendance of any other committee meetings.
- LID of the Board and other NEDs: The LID and NEDs, other than the chair, will receive:
  - a retainer fee for serving as the LID or a member of the Board;
  - a separate retainer fee for each committee on which he or she serves, with a higher fee where he/she serves as the committee chair; and
  - special purpose meeting fees (to the extent applicable).
- The Board retainer fee covers all scheduled meetings of the Board, and each committee retainer fee covers all scheduled meetings of that committee, in each case as set out in the annual schedule approved at the beginning of each financial year.

Special purpose meeting fees

- Special purpose meeting fees may be payable to NEDs for qualifying meetings held outside the annual meeting schedule, subject to shareholder approval. To qualify, the meeting must address urgent or non-routine matters that cannot reasonably be deferred, require substantive preparation and a formal agenda, follow proper governance procedures, meet quorum requirements, be supported by written justification, and be pre-approved by the Group company secretary. Special purpose meeting fees will not apply to routine follow-up, administrative, or regular business meetings.

Benchmarking and positioning of NED fees

- The Group's approach is to set Board and committee fees informed by market benchmarking against a comparator group and by reference to relevant inflation indicators. Fees must not be excessive relative to sector peers.
- The comparator group for the NED fee benchmarking will be the same as, or substantially similar to, the comparator group used for the executive director benchmarking.
- NED fee benchmarking shall be conducted against a comparator group of companies within the relevant sector and geographical footprint, comprising comparator group of companies in the Industrials, Energy and Basic Materials sectors with similar economic interest positioning. The comparator groups shall be used collectively to inform market positioning and fee outcomes. The comparator group should be identified by an independent external adviser and approved by the remuneration and nomination committee before each benchmarking cycle.

Fee structure

There will be no differentiation in the NED fees earned by local NEDs and international NEDs. All fees are denominated in A$ but paid in the NEDs' local currencies, to ensure parity and competitiveness across geographies.

Fee adjustments

- NED fee adjustments are reviewed annually to assess whether any adjustment is appropriate, taking into account the latest available benchmarking outcomes, relevant inflation indicators, affordability, market conditions and informed by the principles applied to management remuneration adjustments, adapted as appropriate to reflect the distinct nature of NED remuneration.
- NED fees shall be externally benchmarked every three years. In intervening years, fee adjustments shall be informed by relevant inflation indicators, affordability and market conditions. The outcome of each annual review shall inform the fee proposal presented to shareholders at the AGM, subject to the shareholder approval requirements set out in the NED fee policy and applicable law.

NED fees paid during FY26

The table below sets out the fees earned by the non-executive directors for 2026. The 2025 fees are also shown for reference.

	Directors' fees '000	Lead independent director fees '000	Chair fees '000	Committee fees '000	Tender risk committee fees '000	Ad hoc meeting fees '000	Other fees '000	Total '000
2026								
N Ford-Hoon (ZAR)[1]	**108**	**–**	**96**	**71**	**–**	**152**	**–**	**427**
B Modise (ZAR)[2]	**–**	**151**	**96**	**100**	**–**	**–**	**–**	**347**
D Noko (ZAR)[3]	**108**	**454**	**291**	**535**	**627**	**189**	**–**	**2 204**
SJ Flanagan (ZAR)	**432**	**–**	**–**	**372**	**615**	**190**	**–**	**1 609**
B Meyer (US$)[4]	**97**	**–**	**–**	**–**	**–**	**5**	**–**	**102**
N Bowen (A$)[5]	**146**	**–**	**–**	**–**	**163**	**7**	**–**	**316**
G Bevans (A$)[6]	**36**	**–**	**–**	**–**	**15**	**14**	**–**	**65**
ML Coleman (A$)[7]	**–**	**–**	**–**	**–**	**5**	**–**	**–**	**5**
PA Hourquebie (£)[8]	**–**	**–**	**116**	**–**	**37**	**15**	**–**	**168**
2025								
B Modise (ZAR)	–	588	374	390	–	145	999	1 596
D Noko (ZAR)	420	–	283	277	524	145	999	1 748
SJ Flanagan (ZAR)	420	–	–	277	548	335	999	1 679
B Meyer (US$)[4]	95	–	–	–	–	9	5	109
N Bowen (A$)[5]	143	–	–	–	170	24	8	345
PA Hourquebie (£)[8]	–	–	113	–	36	27	4	180

[1] *N Ford-Hoon was appointed as an independent NED, chair of the audit committee, and a member of the social, ethics and transformation committee and risk committee on 30 March 2026.*
[2] *B Modise retired from the Board on 31 October 2025.*
[3] *D Noko was appointed as LID on 31 October 2025.*
[4] *B Meyer earned a composite fee (US-based NED) inclusive of committee fees but excluding investment committee and tender risk committee meeting fees, and ad hoc meeting fees; fees are disclosed in United States Dollars (US$).*
[5] *N Bowen earned a composite fee (Australian-based NED), inclusive of committee fees but excluding investment committee and tender risk committee meeting fees, and ad hoc meeting fees; fees are disclosed in Australian Dollars (A$).*
[6] *G Bevans was appointed as an independent NED and chair-designate on 30 March 2026. He earned a composite fee (Australian-based NED), inclusive of committee fees but excluding investment committee and tender risk committee meeting fees, and ad hoc meeting fees; fees are disclosed in Australian Dollars (A$).*
[7] *ML Coleman was appointed as an independent NED and member of the risk committee, safety, health and environment committee, audit committee, and the tender risk committee on 4 June 2026. He earned a composite fee (Australian-based NED), inclusive of committee fees but excluding investment committee and tender risk committee meeting fees, and ad hoc meeting fees; fees are disclosed in Australian Dollars (A$).*
[8] *PA Hourquebie earned a composite fee (chair), inclusive of committee fees but excluding investment committee and tender risk committee meeting fees, and ad hoc meeting fees; fees are disclosed in British Pounds (£).*
[9] *Travel allowance.*

SHAREHOLDERS' INFORMATION

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Gamsberg zinc mine, Moolmans, Northern Cape, South Africa

SHAREHOLDERS' INFORMATION

Registered shareholder spread

Shareholder spread	Number of shareholders	% of total shareholders	Number of shares	% of issued capital
1 – 1 000 shares	**25 397**	90.2%	1 969 408	1.5%
1 001 – 10 000 shares	**2 061**	7.3%	6 575 079	5.2%
10 001 – 100 000 shares	**566**	2.0%	16 685 274	13.1%
100 001 – 1 000 000 shares	**108**	0.4%	30 049 652	23.6%
1 000 000 shares and above	**17**	0.1%	71 855 628	56.6%
Total	**28 149**	**100%**	**127 135 041**	**100%**

Beneficial shareholder categories

Category	Total shareholding	% of total shareholders
Private Investor	**56 057 102**	44.1%
Hedge Fund	**35 517 534**	27.9%
Trading Position	**13 042 308**	10.3%
Mutual Fund	**6 572 574**	5.2%
Unit Trusts	**6 130 320**	4.8%
Pension Funds	**3 181 786**	2.5%
Custodians	**3 226 322**	2.5%
Unclassified	**2 228 507**	1.8%
Insurance Companies	**275 690**	0.2%
Corporate Holding	**570 763**	0.4%
ESOP LTIP	**220 210**	0.2%
University	**84 394**	0.1%
Stockbrokers	**27 501**	<0.1%
Charity	**30**	<0.1%
Total	**127 135 041**	**100%**

Beneficial shareholders holding more than 3%

Beneficial shareholders	Total shareholding	% of total shareholders
Highbridge Capital Management	**16 233 479**	12.8%
Whitebox Advisors	**14 410 474**	11.3%
Absa Group	**9 129 621**	7.2%
Ninety One	**5 651 730**	4.4%
John Biccard	**5 338 393**	4.2%
Total	**50 763 697**	**39.9%**

Substantial investment management and beneficial interest above 3%

Investment management shareholdings

Investment manager	Total shareholding	% of total shareholders
Highbridge Capital Management	**16 233 479**	12.8%
Whitebox Advisors	**14 410 474**	11.3%
Absa Group	**9 129 621**	7.2%
Ninety One	**5 651 730**	4.4%
John Biccard	**5 338 393**	4.2%
Total	**50 763 697**	**39.9%**

Public and non-public shareholdings

Shareholder type	Number of shareholders	% of total shareholders	Number of shares	% of issued capital
Non-public shareholders	**9**	0.03%	3 666 779	2.8%
Directors and prescribed officers	**6**	0.02%	3 452 766	2.6%
Aveng Limited Share Purchase Trust	**1**	<0.01%	12 037	<0.1%
Aveng equity-settled share-based payment plans	**1**	<0.01%	184 803	0.1%
Community investment trust	**1**	<0.01%	17 173	<0.1%
Public shareholders	**28 140**	99.97%	127 624 241	97.2%
Total	**28 149**	**100%**	**131 291 020**	**100%**

Geographic split of beneficial shareholders

Region	Total shareholding	% of total shareholders
South Africa	**87 072 235**	68.5%
United States of America and Canada	**32 072 599**	25.2%
Rest of Europe	**4 701 562**	3.7%
Rest of World	**2 744 159**	2.3%
United Kingdom	**544 486**	0.4%
Total	**127 135 041**	**100%**

SHAREHOLDERS' DIARY

Financial year end	30 June 2027
Interim period	31 December 2026
Annual general meeting	4 December 2026
Publication of results	
Interim financial statements for period ended 31 December 2026	On or about 19 February 2027
Year end for the period ended 30 June 2027	On or about 20 August 2027

CORPORATE INFORMATION

Executive directors
F Wyllie (Group CEO)*
D Simpson (Interim CEO)#
AH Macartney (Group FD and CFO)

** Appointed from 1 October 2026*
 # Resigned on 1 October 2026

Non-executive Directors
GF Bevans (Independent chair)
D Noko (Lead independent)
SJ Flanagan
BC Meyer (Independent)
N Ford-Hoon (Independent)
M Coleman OAM (Independent)

Company secretary
Edinah Mandizha
Telephone +27 (0)11 779 2800
Email Edinah.mandizha@avenggroup.co.za

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Gauteng, 1459, South Africa

Company registration number
1944/018119/06

Share codes
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Share ISIN: ZAE 000302618

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Telephone +27 (0) 11 647 7111

Principal bankers
The Standard Bank of South Africa Limited
Australia and New Zealand Banking Group

Corporate legal advisers
Alchemy Law Africa Proprietary Limited
Pinsent Masons
Dalal and Associates

Sponsor
Valeo Capital Proprietary Limited
Registration number: 2021/834806/07
Unit G02 Skyfall Building, De Beers Avenue,
Paardevlei
Somerset West
Western Cape, 7130, South Africa

Registrars
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AVENG

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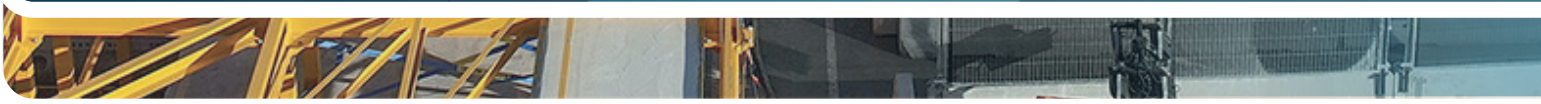
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