



NRW HOLDINGS PTY LTD MODERN SLAVERY STATEMENT FOR FY21

UNDER THE MODERN SLAVERY ACT 2018 (CTH)

OUR COMMITMENT & GUIDING PRINCIPLES

As a leading provider of diversified contract services to the resources and infrastructure sectors, the NRW Group contributes to a sustainable future through responsible business practices that deliver economic returns for its shareholders, creates value for the communities in which it operates and respects the environment to leave a positive legacy.

The NRW Group is committed to the sustainable development of its business through effective management of the environmental, social and governance issues it encounters. We seek to integrate respect for human rights into the way we operate to continuously improve our business and the way we deliver work. To this end, we work to continuously improve our understanding of modern slavery risks in our operations and supply chains. We also work to raise awareness of the issue throughout our operations and supply chains and thereby support efforts to combat it by tracing, monitoring, and addressing the risk of modern slavery practices.

JOINT STATEMENT

This joint statement (**Statement**) outlines the steps the NRW Group has taken to trace, monitor and address modern slavery risks in our operations and supply chains.

This Statement covers the financial year ending 30 June 2021 (**FY21**) and is limited to our Australian operations and their respective supply chains.

Similarly to our Modern Slavery Statement for FY20, this Statement was prepared having regard to the requirements of the *Modern Slavery Act 2018* (Cth) (**Modern Slavery Act**) and to the 'Commonwealth Modern Slavery Act 2018 – Guidance for Reporting Entities' as well as the Australian Border Force's *Modern Slavery Act: Information for reporting entities about the impacts of coronavirus*.

For this Statement, we also considered the following guidance material:

- the Australian Border Force's *Modern Slavery Act Supplementary Guidance: Describing Consultation*;
- the Australian Border Force's *Modern Slavery Act Reporting Update: November 2020*;
- the Australian Border Force's *Modern Slavery Act Supplementary Guidance: Good Practice Examples* of Mandatory Criteria 3, 4 and 5;
- the Australian Border Force's *Modern Slavery Act Supplementary Guidance: Reporting Entities Signature of a Responsible Member*; and
- the research paper *Moving from paper to practice: ASX200 reporting under 'Australia's Modern Slavery Act'* commissioned by the Australian Council of Superannuation Investors and conducted by Pillar Two.

In this Statement, unless otherwise stated or required by the context:

- references to "we", "our", "us", "NRW", and "the Group" are to NRW Holdings Limited and its Australian wholly-owned subsidiaries;
- references to a "year" or "FY" are to an Australian financial year; and
- "Modern Slavery Resources" means publicly available resources about modern slavery, including the resources set out in Attachment 1 to this Statement.

This Statement was approved by NRW's Board of Directors on 14 December 2021. It will be available on NRW's website until the publication of our next modern slavery statement.



OUR GROUP



STRUCTURE

NRW Holdings Limited ACN 118 300 217 (**NRW Holdings**) is an entity incorporated in Western Australia, with its registered office at 181 Great Eastern Highway, Belmont WA 6104, and is listed on the Australian Securities Exchange. The NRW Group consists of a group of companies, each operating as a separate legal entity.

The NRW Group's active trading entities include:

Entity	ACN	Registered office address
NRW Pty Ltd atf the NRW Unit Trust (trading as NRW Civil & Mining)	067 272 119	152-158 St Georges Terrace PERTH WA 6000
NRW Contracting Pty Ltd	008 766 407	181 Great Eastern Highway BELMONT WA 6104
Action Drill & Blast Pty Ltd	144 682 413	152-158 St Georges Terrace PERTH WA 6000
Actionblast Pty Ltd (trading as AES Equipment Solutions)	058 473 331	152-158 St Georges Terrace PERTH WA 6000
DIAB Engineering Pty Ltd	611 036 689	181 Great Eastern Highway BELMONT WA 6104
Golding Contractors Pty Ltd	009 734 794	Level 2, 40 McDougall Street MILTON QLD 4064
Primero Group Limited	149 964 045	1 Pearson Way OSBORNE PARK WA 6017
RCR Heat Treatment Pty Ltd	631 155 032	152-158 St Georges Terrace PERTH WA 6000
RCR Mining Technologies Pty Ltd	107 724 274	152-158 St Georges Terrace PERTH WA 6000

These entities are wholly-owned subsidiaries of NRW Holdings (either directly or indirectly), and are incorporated in Australia.

NRW Holdings, NRW Civil & Mining, NRW Contracting, Action Drill and Blast, DIAB Engineering, Golding, Primero and RCR Mining Technologies are *reporting entities* for the purposes of the Modern Slavery Act.

OUR GROUP CONTINUED

OPERATIONS

Our business is broadly comprised of Civil, Mining, and Minerals, Energy and Technologies (MET) operations. We provide diversified services to the mining, energy, civil infrastructure, utilities, property, urban development sectors and transport sectors. These services are delivered by NRW Holdings’ wholly-owned subsidiaries.

- Our Civil business specialises in the delivery of private and public civil infrastructure projects, mine development, bulk earthworks and commercial and residential subdivisions. Civil construction projects include roads, bridges, tailings storage facilities, rail formation, ports, renewable energy projects, water infrastructure and concrete installations.
- Our Mining business specialises in mine management, contract mining, load and haul, dragline operations, drill and blast, coal handling prep plants, maintenance services and the fabrication of water and service vehicles.
- Our MET businesses specialise in mine to market solutions, specialist maintenance (shutdown services and onsite maintenance), non-process infrastructure, innovative materials handling solutions, and complete turnkey design, construction and operation of minerals processing and energy projects.
- We also offer comprehensive original equipment manufacturer (OEM) capability, providing refurbishment and rebuild services for earthmoving equipment and machinery.
- In March 2021, we completed the acquisition of Primero Group Limited. Primero is a vertically integrated business that adds engineering, procurement and construction (EPC) capabilities to NRW. It builds on our acquisition of DIAB Engineering and RCR in 2019 and represents a further diversification of our strategic platform to offer clients continuity of services across the whole lifecycle of resource projects – from early planning, design, development, construction to operations and maintenance.

Below is a summary of our operations.

 <p>CIVIL NRW Civil Golding Civil Golding Urban</p>	 <p>MINING NRW Mining Golding Mining Action Drill & Blast AES Equipment Solutions</p>	 <p>MINERALS, ENERGY & TECHNOLOGIES Primero RCR Mining Technologies DIAB Engineering</p>
<ul style="list-style-type: none"> • National infrastructure prequalifications R5, B4, F150+ • Roads & bridges • Public / defence infrastructure • Rail formations • Mine development • Bulk earthworks • Marine works • Renewable energy projects • Airstrips • Commercial & residential subdivisions 	<ul style="list-style-type: none"> • Whole of mine management • Mine development • Load & haul • Dragline • Coal handling preparation plants • Mine site rehabilitation • Full scope drill & blast • Explosives supply and management • Maintenance services • Mobile equipment • Service vehicle manufacture and sales 	<ul style="list-style-type: none"> • Full EPC capability • Apron, belt & hybrid feeders • Material handling specialists • Stackers & scrubbers • Structural, mechanical & piping work • Maintenance services • Non process infrastructure • Routine preventative & OHP shutdowns • Offsite repairs & fabrication services • Product support, spare parts & service • Heat treatment

At the end of FY21, the NRW Group had a workforce of approximately 6,400 (including approximately 4,800 employees).

We operate in all Australian states (except Tasmania) and in the Northern Territory.

As a result of our acquisition of the Primero Group, we now have a subsidiary incorporated in Canada and a subsidiary incorporated in the United States. Both have limited operations. We have a subsidiary incorporated in Guinea, West Africa and a subsidiary incorporated in Papua New Guinea. Both are inactive legacy entities. None of our overseas subsidiaries are covered by this Statement.

In FY21, we achieved an annual consolidated revenue of approximately \$2.2 billion.

OUR GROUP CONTINUED

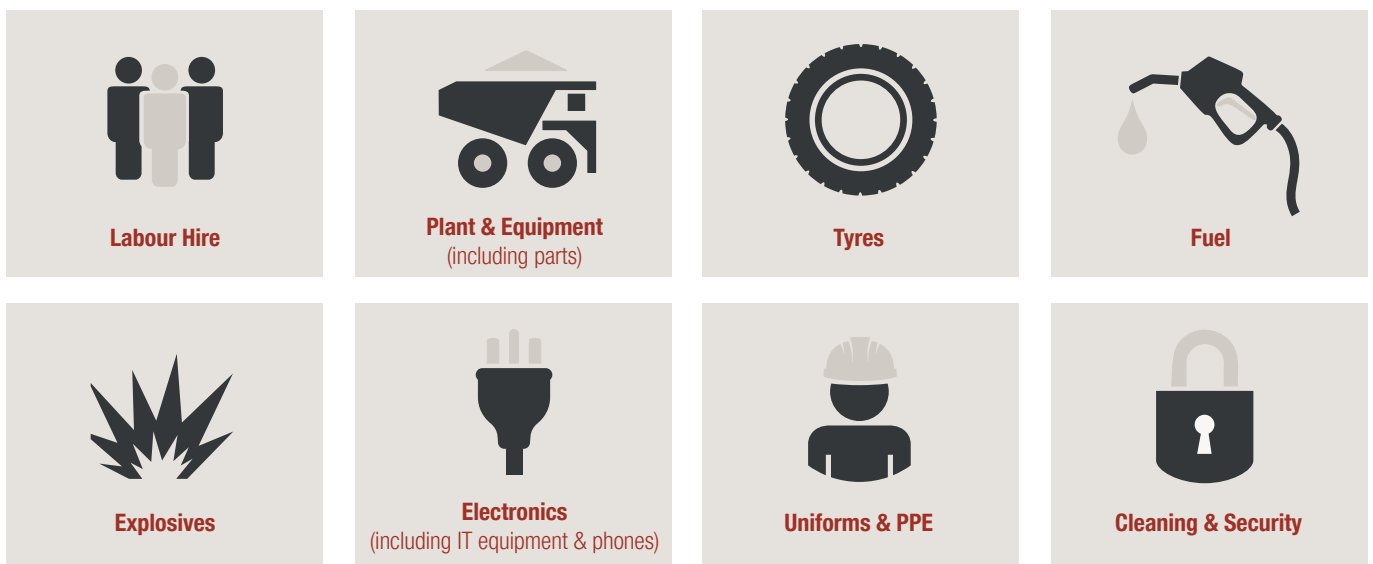
SUPPLY CHAINS

The NRW Group has diverse supply chains involving many entities. Set out below are examples of the extent of our supply chains.

- NRW Civil & Mining, NRW Contracting and Golding's supply chains include primarily labour hire, plant and equipment (including parts), concrete, quarry, asphalt, fuel, OTR tyres and steel reinforcement.
- Action Drill and Blast's supply chains include primarily drill rigs and associated drill bits, steel rods, bulk explosives, detonators and accessories.
- Primero's supply chains include primarily plant and equipment, electrical equipment, labour hire, concrete, reinforcement and structural steel, and piping.
- RCR Mining Technologies' supply chains include primarily fabricated steel, apron feeder, conveyor components and ground engaging tools.
- RCR Heat Treatment's supply chains include primarily gas for furnace workshops, nitrogen gas for material hardening process and equipment hire.
- DIAB Engineering's supply chains include primarily plant, equipment, tools, conveyors and scaffolding.
- AES Equipment Solutions' supply chains include primarily service and water trucks fabricated bodies and associated components, industrial plant and sand for sandblasting.

Our supply chains also include professional services (auditors, consultancy and finance providers), transportation and logistics, buildings leasing, building maintenance, cleaning services, uniforms and personal protective equipment, catering and goods usually purchased for offices (eg IT equipment, stationery, milk, coffee and tea).

In FY21 we directly engaged approximately 6,000 suppliers (**Tier 1**), with a total spend of more than \$1.2 billion across a range of categories including the following:



In FY21 the majority of our total procurement spend on Tier 1 suppliers was paid to Australian-based entities.

Our contractual arrangements with suppliers vary. We have one-off transactional purchase orders governed by our standard terms, project-specific supply agreements and long-term master agreements both at the NRW Group level and for specific entities within the NRW Group.

RISKS OF MODERN SLAVERY PRACTICES

We operate primarily in Australia. More recently as a result of the acquisition of the Primero Group, we started operating, to a limited extent, in Canada and in the United States of America.

To date, our assessment of modern slavery risks related to our operations has been limited to Australia.

The potential for modern slavery in our operations is low as our operations during FY21 were based primarily in Australia. According to the Global Slavery Index 2018 (GSI), Australia has a very low prevalence of modern slavery and a strong rule of law. The industries we operate in are also heavily regulated.

The potential for modern slavery exists mainly in our supply chains, through forced labour, child labour and debt bondage.

In our previous Modern Slavery Statement, we identified the below categories of goods and services within our supply chains with potential for modern slavery practices to exist (which we have not caused or directly contributed to). Based on the Modern Slavery Resources, these categories appeared to remain a potential risk during FY21.

- The following services provided in Australia: labour hire, transportation services, and cleaning and security services at our project sites and in the offices we lease.
- The goods below which are either procured or include raw material procured from locations identified as having either one or a combination of the following: a high prevalence of modern slavery under the GSI, high prevalence of migrations flows, widespread poverty, a weak rule of law or poor governance.



To the extent our supply chains extend to Asia they may be particularly susceptible to the risk of modern slavery practices. These supply chains are complex: there can be multiple layers including raw material extraction and/or production, assembly, transportation and installation. Modern slavery practices may be deeply embedded or concealed.

Visibility beyond our Tier 1 suppliers remains a challenge and will require more exploration in the coming years. From our participation in modern slavery forums, we understand this is not an uncommon issue among reporting entities. Realistically, we believe it is likely to remain so in at least the medium term.

ACTIONS TAKEN DURING FY21 TO ASSESS & ADDRESS MODERN SLAVERY RISKS

WORKING GROUP

Our modern slavery working group continued to:

- assist the NRW Group meet its modern slavery reporting obligations;
- explored further means to help the NRW Group identify (and, to the extent reasonably possible, minimise) modern slavery risks in the NRW Group's supply chains; and
- raise awareness within the NRW Group and suppliers regarding the issue of modern slavery.

The modern slavery working group members are from a multi-disciplinary background and there are members who are part of the senior leadership or are involved in the operations and supply chains of Group entities.

The chairperson of our modern slavery working group attended continuous professional development seminars on modern slavery during FY21.

ACTIONS TAKEN DURING FY21 TO ASSESS & ADDRESS MODERN SLAVERY RISKS CONTINUED

ACTION PLAN

We updated and further developed our action plan. The plan includes actions for FY21 based on the priorities we identified in our Modern Slavery Statement for FY20. It also includes aspirational actions for FY22 and FY23.

The plan serves as an internal guidance document for our modern slavery working group as we continue our efforts to better understand our supply chains. Having a better understanding of our supply chains should enable us to enhance the monitoring and management of potential modern slavery risks that may affect our supply chains.

GOVERNANCE

NRW Holdings established a Sustainability Committee. The purpose of the Committee is to provide advice, recommendations and assistance to our Board of Directors with respect to sustainability, primarily in relation to environmental, social and corporate governance matters. These matters include modern slavery.

The Board of Directors is ultimately responsible for the governance, risk and compliance frameworks of the NRW Group. These frameworks exist through a suite of policies and procedures, developed over time to ensure compliance with the various legislative and regulatory requirements applicable to our businesses. These policies include, among others, Codes of Conduct.

To complement NRW's Code of Conduct – Obligations to Stakeholders, NRW Holdings enacted a Code of Conduct for Directors and Key Officers.

The Codes of Conduct, the Charter for the Sustainability Committee and our Sustainability Report are available at <https://nrw.com.au/about-us/corporate-governance/>.

TRAINING

We completed the initial roll out of our basic training module on modern slavery (except for Primero's employees given the acquisition of the Primero Group was completed in late FY21). This training helps our employees familiarise themselves with the issue of modern slavery globally and in Australia, and why it is relevant to our business.

We developed an additional training module on modern slavery for employees involved in procurement activities. This tailored training focuses on the challenges in identifying the risk of modern slavery practices in our supply chains, the steps we can take in our procurement and supply activities to better understand and minimise this risk and the role certain employees can play in helping to identify specific indicators and conditions that can put workers within our supply chains at risk of modern slavery. We commenced the initial roll out this procurement training in FY21.

EMPLOYMENT & OPERATIONAL PRACTICES

We have well established recruitment processes and practices which continue to uphold ethical and non-discriminatory engagement of potential employees. Such processes include the requirement for all potential employees to possess and demonstrate their right to work lawfully in Australia. Where required, international recruitment is supported by external registered migration agents.

In accordance with best practice, we have written contracts in plain English for our employees. All employees receive pay slips that clearly outline any deductions that are made (e.g. tax, salary sacrifices and leave).

On our project sites, hours worked are monitored. Where we directly provide accommodation, it is safe and meets industry standards.



ACTIONS TAKEN DURING FY21 TO ASSESS & ADDRESS MODERN SLAVERY RISKS CONTINUED

SUPPLY CHAIN DUE DILIGENCE FOR MODERN SLAVERY RISKS

As part of our initiative to identify modern slavery and mitigate associated risks in our supply chains, we have undertaken the actions below in respect of the majority of the NRW Group's trading entities.

Assessment of suppliers' responses to our FY20 modern slavery questionnaire

We assessed the responses to the FY20 modern slavery questionnaire we distributed in FY20 to select suppliers we identified in that financial year. Based on this assessment, we identified select respondents to follow up on. The follow up questions are aimed at providing us with a better understanding of:

- these select respondents' workforce, particularly with respect to how they engagement of vulnerable workers (including migrant workers, itinerant workers and young workers/apprentices); and
- goods our suppliers procure from overseas, particularly locations which the Modern Slavery Resources suggest are potentially high risk for modern slavery practices in certain industries and sectors.

We anticipate to further engage with these select respondents in the next financial year.

Review of FY20 modern slavery questionnaire

We have reviewed and updated the modern slavery questionnaire originally distributed to select suppliers in FY20. The changes made were to assist raising awareness within our supply chains with respect to key concepts under the Modern Slavery Act.

Engagement with additional suppliers

The modern slavery questionnaire is a key component of our modern slavery due diligence into our supply chains. In FY21 it was distributed to suppliers who provide us with personal protective equipment, uniforms, cleaning services or security services. We chose to distribute the modern slavery questionnaire to these suppliers regardless of expenditure because the Modern Slavery Resources suggest that there are specific modern slavery indicators within these sectors and industries that may potentially indicate heightened risk. By way of example, the cleaning industry (globally as well as in Australia) is renowned for its high susceptibility to wage theft, wage stagnation, insecurity and poor working conditions which may also lay the foundations for modern slavery.

The modern slavery questionnaire was also distributed to Primero's labour hire suppliers, regardless of expenditure (similarly to what was done in FY20 for the other Group entities). As explained in our Modern Slavery Statement for FY20, we focused on labour hire suppliers because it is considered a high risk sector in Australia – this is based on the report '*Hidden in Plain Sight: An Inquiry into Establishing a Modern Slavery Act in Australia*' by the Joint Standing Committee on Foreign Affairs, Defence and Trade.

We plan to assess the responses to the modern slavery questionnaire distributed in FY21 in the next financial year. Based on our assessment, we will seek to develop a plan to engage with and/or monitor any immediately identified concerns with any of the suppliers.

Distribution of educational resources

To assist in the education of our supply chains, we distributed the following material together with the modern slavery questionnaire for suppliers:

- Department of Home Affairs - Fact Sheet on Modern Slavery Reporting Requirements
- Walk Free Foundation (now Minderoo Foundation) and University of Nottingham - Toolkit on Modern Slavery: What Business Needs to Know.



ACTIONS TAKEN DURING FY21 TO ASSESS & ADDRESS MODERN SLAVERY RISKS CONTINUED

Prequalification and supply terms

The majority of the NRW Group's trading entities adopted the updated prequalification documents for new suppliers. These documents were reviewed in FY20 to include questions related to our suppliers' actions to manage and minimise modern slavery risks.

Where new contracts were entered into or existing contracts were varied during FY21, we endeavoured to amend them when possible to include obligations with respect to business integrity, including compliance with the modern slavery laws.

Fair traded products

We investigated our existing suppliers' ability to supply Fair Trade (or equivalent) milk, coffee and tea to our offices.

GRIEVANCE MECHANISMS & SYSTEMS

We have in place systems to protect whistleblowers. Our *Whistleblowing Policy*, including details of our external whistleblower service with YourCall, is publicly available online.

In FY20, we adopted a new Whistleblowing Policy and set up an external whistleblower service with YourCall. YourCall offers the following reporting options:

- a hotline from 9am to midnight Monday to Friday (AEST), except national public holidays. The hotline uses a 1300 number that is free of charge and calls are taken by trained officers; and
- an online portal (available 24/7, 365 days of the year).

These options combined ensure the system is accessible and enable reports to be made outside working hours. Reports may be made anonymously by employees and stakeholders, including suppliers.

In FY21, there were no reports of instances or suspected instances of modern slavery practices affecting the Group. Should modern slavery risks and/or to instances of modern slavery be reported or identified in the future, we anticipate the way we respond will depend on several factors, including the nature and severity of the risks; whether we caused, contributed to, or are directly linked to the risk or the occurrence; and our leverage with other entities involved.

EFFECTIVENESS IN COMBATING SLAVERY

FY21 was the NRW Group's second reporting year under the Modern Slavery Act. Our focus continued to be on gaining a better understanding of our supply chains for potential modern slavery risks. Our diverse businesses mean we have distinct, complex and extensive supply chains across the NRW Group.

In the following years, we intend to review the effectiveness of the steps we have taken in FY20 and FY21 to map our supply chains and train our staff with the ultimate goal of mitigating the risk of modern slavery in our supply chains.



PROCESS OF CONSULTATION WITH GROUP ENTITIES

In developing the action plan and preparing this Statement, we consulted with our Australian wholly-owned subsidiaries. The consultation was done primarily through members of the working group whose shared services roles include certain responsibilities with respect to the wholly-owned subsidiaries. The Executive General Manager of each wholly-owned subsidiary reviewed this Statement to the extent of their operations and supply chains.

OTHER RELEVANT INFORMATION

MODERN SLAVERY RISKS DURING THE COVID-19 PANDEMIC

The COVID-19 global pandemic continued to disrupt our operations and supply chains. We worked to manage our clients' expectations while, at the same time, avoiding unnecessary pressure on our suppliers to minimise the risk of modern slavery practices within their operations and supply chains.

EVENTS & CIRCUMSTANCES IMPACTING OUR EFFORTS

Despite our best endeavours, the following impacted the execution of our action plan for FY21:

- the COVID-19 global pandemic which continued to require significant attention from our Corporate resources to ensure the safety of our people and the continuity of our operations; and
- the integration of Primero's business into the Group's operations, following its acquisition by NRW Holdings.

NEXT STEPS

Priorities for FY22 include:

- complete the initial roll out of basic modern slavery training for Primero;
- complete the initial roll out of specific training for employees of all NRW Group entities who are involved with procurement activities;
- assess suppliers' responses to the questionnaire distributed in FY21;
- engage with select suppliers as needed to better understand their operations and supply chains; and
- where possible, trial the purchase Fair Trade (or equivalent) milk, coffee and tea for our offices.

This Statement is made on behalf of the NRW Group for the financial year ending 30 June 2021.



Jules Pemberton
CEO & Managing Director, NRW Holdings

Date: 21 December 2021



ATTACHMENT 1

Below is a list of the resources we consult when assessing, managing and reporting on modern slavery risks within our operations and supply chains.

We share these resources here because we believe collaboration is key to building the necessary internal and external capabilities required to identify and manage modern slavery risks that may impact Australian entities across all industry sectors.

- The UN Guiding Principles, recognised as the global standard for preventing and addressing business-related human rights harm
- The 'Human Rights Due Diligence Framework', produced by the Ethical Trading Initiative
- The 'Investor Toolkit: Human Rights with a Focus on Supply Chains', produced by the Responsible Investment Association Australasia
- The 'Modern Slavery Risks, Rights & Responsibilities: A Guide for Companies and Investors', commissioned by the Australian Council of Superannuation Investors
- The 'Toolkit on Modern Slavery – What Business Needs to Know', produced by the Walk Free Foundation (now Minderoo Foundation) and the University of Nottingham
- 'Addressing Modern Slavery – A Guide for Australian Businesses', published by the Australian Red Cross
- Material published by:
 - Anti-Slavery Australia;
 - Informed 365;
 - Practical Law;
 - Minter Ellison;
 - Norton Rose Fulbright; and
 - the Supply Chain Sustainability School of Australia.

