

# Board Skills Matrix Guideline

## Board skills, experience and attributes

Good corporate governance requires that a listed entity such as Macmahon Holdings Limited (**Macmahon**) should have:

- a board (**Board**) comprised of an appropriate number of independent, non-executive directors who can challenge management and hold them to account; and
- a publicly disclosed board skills matrix that sets out the mix of skills that the Board currently has, or is looking to achieve in its membership.

To meet these requirements the Board has determined that all directors should be sufficiently familiar with Macmahon core business that they can contribute to the development of strategy and assess the performance of management.

In addition, as a group, the Board must have skills and experience in the following areas, or satisfy the criteria below. The composition of the Board will seek to promote a diverse group of directors (so as to discourage “group think” and other cognitive biases, and promote innovative behaviours), with overlap in the skills that they bring to the role and a united focus on pursuing the best interests of Macmahon and its stakeholders.

This guideline will be reviewed regularly by the Board to ensure it covers the skills necessary to address existing and emerging business and governance issues relevant to Macmahon, as well as to provide support for ensuring that existing directors seek ongoing professional development to maintain their skills.

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## Corporate governance and risk management expertise

Knowledge, experience and commitment to the highest standards of governance and risk management, and an ability to assess the effectiveness of senior management.

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## Strategy skills

Skills in developing and implementing successful business strategy, including appropriately overseeing management on the delivery of agreed strategic planning objectives, including acquisitions and international expansion.

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## Environmental, social and sustainability

Skills and experience in sustainability and environmental risk, reporting frameworks and emissions assurance

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## Executive leadership experience

Successful career with experience at a very senior executive and/or board level.

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**Financial acumen**

Senior executive or equivalent experience in financial accounting and reporting, corporate finance and internal financial controls, including an ability to probe the adequacies of financial and risk controls.

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**Relevant industry experience**

Senior executive experience in the mining or mining services sector, including in-depth knowledge of Macmahon's strategy, markets, competitors, operational issues and technology.

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**Health, safety and environmental management skills**

Experience related to workplace health and safety, environmental and social responsibility, and community.

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**Remuneration management skills**

Relevant experience in relation to remuneration setting including incentive programs and pensions/superannuation and the legislation and contractual framework governing remuneration.

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