



Notice of Annual
General Meeting 2024

**Coal. Energy. Agriculture.
Responsibly. Reliably.**

2024 Annual General Meeting

Dear Shareholder

On behalf of the Directors of New Hope Corporation Limited (**Company**), it is my pleasure to invite you to the 2024 Annual General Meeting (**AGM**) to be held on Thursday, 21 November 2024 at 12:00pm (AEDT).

Attending in person

The AGM will be held in the Auditorium at the Muswellbrook RSL Club, 113 Bridge Street, Muswellbrook NSW 2333. Shareholders and proxyholders attending in person may register from 11:30am (AEDT).

Live webcast

We are pleased to provide Shareholders that are unable to attend the meeting venue with the opportunity to watch the AGM via a live webcast online at: <https://meetnow.global/M9H7SUG>.

Appointing a proxy

Shareholders are encouraged to lodge directed proxy votes in advance of the AGM. If you wish to appoint a proxy, your proxy form must be received before 12:00pm (AEDT) on Tuesday, 19 November 2024. You may lodge your proxy online or in any of the other ways explained in the Notice of Meeting and Proxy Form.

For Shareholders planning to attend the AGM in person, please bring the Proxy Form with you on the day to facilitate your registration, which commences at 11:30am (AEDT).

Submitting questions in advance of the AGM

Questions may be submitted in advance of the AGM before 5:00pm (AEDT) on Thursday, 14 November 2024. Questions are to be sent to the Company Secretary by email to cosec@newhopegroup.com.au or by post to the address below at 'Questions from Shareholders'.

The AGM is an opportunity for Shareholders to hear from the Board of Directors and the CEO about the Company's operations, recent achievements, future direction, and to ask questions about the Company's performance during the year to 31 July 2024.

Further detailed information is provided in the Company's 2024 Annual Report (including the financial report, Directors' Report, Auditor's Report and Sustainability Report). The 2024 Annual Report is accessible on the Company's website at the following address: <https://newhopegroup.com.au/results-and-reports/>.

In the event that it is necessary for the Company to provide any updates in relation to the AGM, information will be provided on the Company's website and released to the ASX.

Items of business

The items of business at this year's AGM are:

- Item 1 – the Financial Statements and Reports for year ended 31 July 2024;
- Item 2 – the adoption of the Remuneration Report;
- Item 3 – the re-election of Directors Ian Williams and Thomas Millner;
- Item 4 – the election of Director Brent Smith;
- Item 5 – the approval of performance and service rights for the Chief Executive Officer; and
- Item 6 – appointment of auditor.

The Explanatory Memorandum and the Notes section that accompany and form part of this Notice of Meeting describe in more detail the matters to be considered. Please ensure you read the Explanatory Memorandum and the Notes section in full.

Thank you for your continued support of the Company. The Board and Management look forward to welcoming you at our 2024 AGM.

Yours sincerely



Mr Robert Millner AO
Chair

New Hope Corporation Limited

Notice of Annual General Meeting

New Hope Corporation Limited ABN 38 010 653 844

Notice of Meeting

Notice is given that the 2024 Annual General Meeting of New Hope Corporation Limited (ABN 38 010 653 844) will be held on:

Date: Thursday, 21 November 2024

Time: 12:00pm (AEDT)

Venue: Auditorium – Muswellbrook RSL Club, 113 Bridge Street, Muswellbrook NSW 2333

Items of Business

Financial Statements and Reports

To receive and consider the Financial Report of New Hope Corporation Limited and its Controlled Entities, the Directors' Report and the Auditor's Report, in respect of the year ended 31 July 2024.

No resolution is required for this item of business.

Adoption of Remuneration Report

Resolution 1

To consider and, if thought fit, to pass the following resolution under section 250R(2) of Corporations Act 2001 (Cth) as an ordinary resolution:

That the Remuneration Report for the financial year ended 31 July 2024 as set out in the Directors' Report be adopted.

A voting exclusion applies to this resolution.

Re-election of Directors – Ian Williams and Thomas Millner

Resolution 2

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That Ian Malcolm Williams, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers themselves for re-election, be re-elected as a Director of the Company.

Resolution 3

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That Thomas Charles Dobson Millner, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers themselves for re-election, be re-elected as a Director of the Company.

Election of Director – Brent Smith

Resolution 4

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That Brent Charles Albert Smith, who was appointed as a Director during the period (appointment effective from 1 July 2024), retires in accordance with the Company's Constitution and, being eligible, offers themselves for election, be elected as a Director of the Company.

Issue of Rights to Chief Executive Officer

Resolution 5

To consider and if thought fit, to pass the following as an ordinary resolution:

That approval is given for the issue of performance and service rights (**Rights**) to the Chief Executive Officer of the Company, Robert John Bishop, under the approved New Hope Corporation Limited Rights Plan and, as described in the Explanatory Memorandum, for the issue of ordinary shares on the exercise of those Rights.

A voting exclusion applies to this resolution.

Appointment of auditor

Resolution 6 will be put to the meeting if the Company receives notice of consent to the resignation of Deloitte Touche Tohmatsu as the Company's auditor by the Australian Securities and Investments Commission (**ASIC**).

Resolution 6

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That EY be appointed as auditor of the Company to hold the office from the conclusion of the Annual General Meeting and that EY's signed Consent to Act be received and recorded.

By order of the Board

Mr Dominic O'Brien
Company Secretary

21 October 2024

If you require any assistance, please contact the Company's Share Registry, Computershare, on 1300 552 270 (within Australia) or +61 3 9415 4000 (outside Australia) or online at www.investorcentre.com/contact.

Explanatory Notes

These Explanatory Notes form part of the Notice of Meeting and should be read in conjunction with it. These Explanatory Notes have been prepared to provide Shareholders with important information regarding the Items of Business proposed for consideration at the AGM.

Determination of entitlement to vote

The Company has determined under regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that for the purpose of voting at the meeting or any adjourned meeting, securities are taken to be held by those persons recorded in the Company's register as at **7:00pm (AEDT) on Tuesday, 19 November 2024**.

Attendance

Registration for the AGM will commence at 11:30am (AEDT).

If you are attending the meeting, please arrive at the meeting venue at least 30 minutes before the time designated for the AGM, if possible, so that your shareholding can be checked against the Company register and attendances noted, or any power of attorney or certificate of appointment of corporate representative verified, and their attendance noted.

If you are unable to attend the meeting in person you may vote on resolutions to be considered at the AGM by completing and submitting your Proxy Form – which includes an option to lodge your votes online ahead of the AGM. You are also encouraged to submit written questions ahead of the meeting.

Webcast

The AGM will be webcast live at: <https://meetnow.global/M9H7SUG>.

The webcast provides an opportunity for Shareholders who are unable to attend the venue on the day to listen to the presentations and hear the discussion. Shareholders will not be able to vote or ask questions via the webcast.

To view the webcast you will need your SRN or HIN number and postcode details of your registered address.

Overseas Residents will need their SRN or HIN number and country of their registered address.

For assistance contact Computershare Investor Services on +61 3 9415 4024 an hour before or during the meeting.

Voting on resolutions

Each of the resolutions set out in the Notice of Meeting will be decided by poll.

How to vote

You may vote by attending the Annual General Meeting in person, by proxy or by authorised representative. If you intend to vote by proxy, in order to be valid, online proxies and Proxy Forms must be received no later than **12:00pm (AEDT) on Tuesday, 19 November 2024**.

Voting in person

To vote in person, you must attend the AGM on the date and at the venue set out above.

Members who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the Corporations Act 2001 (Cth) (**Corporations Act**).

If a representative of a company is appointed a "Certificate of Appointment of Corporate Representative" should be produced prior to the meeting. A form of the certificate may be obtained from the Company's Share Registry, Computershare Investor Services Pty Limited (**Computershare**), by contacting Computershare via the details on the Proxy Form.

Appointing a proxy

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to vote on their behalf. Where a member is entitled to cast two or more votes, they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a member of the Company.

A Shareholder entitled to attend and vote at the AGM may appoint an attorney to attend and vote on their behalf, provided that before the first meeting at which the attorney acts on the member's behalf, a power of attorney is deposited at the Company's registered office address or to Computershare at the mailing address detailed below at 'How to submit your proxy appointment'.

The Corporations Act places certain restrictions on the ability of Key Management Personnel (including the Chair of the meeting) and their Closely Related Parties to vote on Resolutions 1 and 5 including where they are voting as proxy for another Shareholder. To ensure your votes are counted, you are encouraged to direct your proxy how to vote on Resolutions 1 and 5 by indicating your preference by completing any of the 'For', 'Against' or 'Abstain' boxes on the Proxy Form.

Any directed proxies that are not voted on a poll at the AGM will automatically default to the Chair of the AGM, who is required to vote proxies as directed.

If you appoint the Chair of the meeting as your proxy or the Chair of the meeting becomes your proxy by default but you do not direct the Chair how to vote on an item of business, by completing and submitting the Proxy Form, you will be expressly authorising the Chair of the meeting to vote in respect of the Resolutions (including Resolutions 1 and 5 which are connected directly or indirectly with the remuneration of a member of Key Management Personnel) as they decide, even though they may be connected with the remuneration of Key Management Personnel.

The Chair of the meeting intends to vote available undirected proxies in favour of the proposed Resolutions 1 to 6 (including Resolutions 1 and 5 which are connected directly or indirectly with the remuneration of Key Management Personnel). If there is a change to how the Chair intends to vote undirected proxies, the Company will make an announcement to the market accordingly.

Instructions on how to sign the Proxy Form are set out in the Proxy Form. Proxy appointments must be received no later than **12:00pm (AEDT) on Tuesday, 19 November 2024**. Instructions on how to submit a proxy appointment online or by returning your Proxy Form are set out below at 'How to submit your proxy appointment'.

How to submit your proxy appointment

To appoint a proxy online, visit www.investorvote.com.au using your secure access information; or by using your mobile device to scan the personalised QR Code on your Proxy Form.

To appoint a proxy by mail or fax, complete a Proxy Form sent to you or available from Computershare and lodge it in one of the following ways:

By Mail to: Computershare Investor Services P/L
GPO Box 242
Melbourne VIC 3001,
Australia

or

By Fax to: 1800 783 447
within Australia or
+61 3 9473 2555
outside Australia

Questions from Shareholders

The Chair of the meeting will allow a reasonable opportunity for Shareholders as a whole to ask questions or make comments on the management of the Company at the meeting.

Similarly, a reasonable opportunity will be given to Shareholders as a whole to ask the Company's external Auditor questions at the meeting that are relevant to:

- the preparation and content of the auditor's report;
- the conduct of the audit;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Shareholders entitled to vote at the meeting are encouraged to lodge their questions for the Company or the Auditor (in relation to the content of the Auditor's report or the conduct of the audit) prior to the meeting. To do so, please send your question to the Company Secretary no later than **5:00pm (AEDT) on Thursday, 14 November 2024** to either of the following addresses (and including your full name, the registered Shareholder's name and your contact details):

Postal address

The Company Secretary
New Hope Corporation Limited
GPO Box 2440
BRISBANE QLD 4001

Email address

cosec@newhopegroup.com.au

It may not be possible to respond to all questions during the meeting. Individual responses to written questions will not be sent to Shareholders. The Chair of the meeting will endeavour to address as many of the frequently raised topics as possible during the meeting.

Visitors

Only members of the Company or their duly appointed proxies, attorneys or representatives are entitled to attend the meeting. However, the Company may allow visitors to attend the meeting where they have registered their intention to attend the meeting with the Company at least 48 hours prior to the meeting. Visitors may register their intention to attend the meeting by emailing the Company Secretary at cosec@newhopegroup.com.au.

Explanatory Memorandum

The purpose of this Explanatory Memorandum (which is included in and forms part of the Notice of Meeting) is to provide Shareholders with an explanation of the AGM business and resolutions to be considered as well as assisting Shareholders to determine how they wish to vote on each resolution.

Financial Statements and Reports

The Financial Report, Directors' Report and Auditor's Report are available in the Company's 2024 Annual Report, accessible on the Company's website at the following address: <https://newhopegroup.com.au/results-and-reports/>. This item does not require voting by Shareholders.

It is intended to provide a reasonable opportunity for Shareholders to raise questions and make comments on these reports and ask questions on the management of the Company.

The Company's Auditor (Deloitte Touche Tohmatsu) will be available at the meeting to answer questions. Shareholders may address written questions to the Auditor before the meeting (refer to the Explanatory Notes above).

The Auditor is not obliged to provide written answers.

Resolution 1

Remuneration Report

The Corporations Act requires listed companies to present their Remuneration Report for adoption by Shareholders at the company's annual general meeting. The Remuneration Report can be found at page 63 of the Company's 2024 Annual Report, accessible on the Company's website at the following address: <https://newhopegroup.com.au/results-and-reports/>.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

Shareholders will have a reasonable opportunity at or before the meeting to submit questions about, or make comments on, the Remuneration Report.

Voting Exclusion Statement

The Company will disregard votes cast on Resolution 1:

- by or on behalf of any member of the Key Management Personnel whose remuneration details are included in the Remuneration Report for the

year ended 31 July 2024, or a Closely Related Party of such a member (regardless of the capacity in which the vote is cast); or

- as a proxy by a member of the Company's Key Management Personnel at the date of the meeting or a Closely Related Party of such a member, unless the vote is cast as a proxy for a person entitled to vote on Resolution 1:
- in accordance with a direction on the Proxy Form or received online (as applicable); or
- by the Chair of the meeting pursuant to an express authorisation to vote as the proxy decides, even though Resolution 1 is connected with the remuneration of the Key Management Personnel.

For the purposes of Resolutions 1 and 5:

Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or not).

Closely Related Party of a member of Key Management Personnel means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependant of the member or of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- a Company that the member controls; or
- a person prescribed by the Corporations Regulations 2001 (Cth).

Recommendation: The Directors recommend you vote **FOR** Resolution 1.

Resolutions 2 and 3

Resolutions 2 and 3 relate to the re-election of Ian Malcolm Williams and Thomas Charles Dobson Millner.

In accordance with Rule 20.2 of the Company's Constitution, at every general meeting of the Company, one third of the Directors must retire from office. If the number of Directors is not a multiple of three, the number of Directors nearest to, one third of the Directors must retire from office. Under this Rule, Ian Williams and Thomas Millner retire by rotation. Set out below are details of Ian Williams and Thomas Millner together with the recommendations of the Board.

Resolution 2

Re-election of Director – Ian Malcolm Williams

In accordance with the Company's Constitution, Ian Williams retires at the end of this meeting and, being eligible, offers himself for re-election.

Ian Williams was appointed as a Non-Executive Director of the Company on 1 November 2012.

Ian is an experienced Non-Executive Director. He was a Partner of international law firms Herbert Smith Freehills and Ashurst for 20 years. Ian holds a Bachelor's degree in Economics and Law from Sydney University, and a post-Graduate Diploma from Oxford University in Politics, Philosophy and Economics. He is also a graduate from the Australian Institute of Company Directors, and represented both Australia and Japan in rugby union.

Ian is Chair of Lindsay Limited (ASX: LAU) and NEX Building Group, a Director of Spicers Paper, Softbank Robotics Australia, Stoddard Group, National Group and Baseball Australia and Vice-President of the Australia Japan Business Co-operation Committee.

Ian has written extensively on Japan-Australia business and investment relationships and in 2016 was awarded Japanese Foreign Minister's Commendation for service to the Japan Australia relationship in business and sport.

Ian currently holds the following special responsibilities beyond his role as Director:

- Chair of the Audit and Risk Committee
- Member of the Sustainability Committee
- Member of Nomination and Remuneration Committee
- Chair of New Hope Japan KK

The Board believes that since being appointed to the Board, Ian has made a significant contribution to the Board. The Board considers that Ian's experience and expertise in legal, risk and regulatory matters and corporate governance supports their re-election. Furthermore, Ian's long-term service to the Board offers a depth of knowledge and understanding of the Company that allows the provision of an effective assessment of the Company's performance and operations in decision-making. The Board as a whole benefits from having a balance between longer serving Directors and Directors with a shorter tenure.

Recommendation: For the reasons above, the Directors (with Ian Williams abstaining) recommend you vote **FOR** Resolution 2.

Resolution 3

Re-election of Director – Thomas Charles Dobson Millner

In accordance with the Company's Constitution, Thomas Millner retires at the end of this meeting and, being eligible, offers themselves for re-election.

Thomas Millner joined the Board of New Hope Corporation Limited in 2015. Tom is Director and Portfolio Manager of Contact Asset Management and has over 20 years' experience in investment markets and portfolio management. Tom has over 13 years' experience as a Director of Australian public companies. He is Portfolio Manager of BKI Investment Company (ASX:BKI) and has been deeply involved in the company since BKI listed on the ASX in 2003. Tom was a Non-Executive Director of Washington H. Soul Pattinson & Company Limited (**SoulPatts**) (ASX:SOL) for 13 years, retiring in December 2023.

Tom has extensive experience in mergers and acquisitions, equity capital markets and capital management. Tom is not considered independent by the Board because he has been nominated by the Company's largest shareholder, SoulPatts.

Tom has a Bachelor of Industrial Design degree, a Graduate Diploma in applied Finance and is a Fellow of the Financial Services Institute of Australasia and graduate of the Australian Institute of Company Directors.

The Board considers that since being appointed to the Board, Tom has made a significant contribution to the Board. The Board considers that Tom's experience and expertise in mergers and acquisitions, equity capital markets and capital management supports their re-election.

Recommendation: For the reasons above, the Directors (with Tom Millner abstaining), recommend you vote **FOR** Resolution 3.

Resolution 4

Election of Director – Brent Charles Albert Smith

Brent Smith was appointed a Director following nomination by SoulPatts (commencing 1 July 2024) to fill a casual vacancy on the Board. In accordance with rule 19.4 of the Company's Constitution, Brent retires at this meeting and, being eligible, offers themselves for election.

Brent is an Executive Director – Strategic Investments and Private Equity – of Washington H. Soul Pattinson and Company Limited (SOL.ASX) and has over 20 years' experience in senior investment

and leadership roles with experience in the mining and energy sectors.

Brent is not considered independent by the Board because he has been nominated by the Company's largest shareholder, SoulPatts.

Brent holds a Bachelor of Business from the University of Technology Sydney and a Graduate Diploma of Applied Finance and Investment from the Financial Services Institute of Australasia.

The Board considers that Brent has been a valuable addition to the Board and their experience and skills in investment and capital management with specialist experience in the mining and energy sectors that supports their election.

Recommendation: For the reasons above, the Directors (with Brent Smith abstaining), recommend you vote **FOR** Resolution 4.

Resolution 5

Issue of rights to Chief Executive Officer

Approval is sought for the issue to Robert Bishop, Chief Executive Officer (**CEO**), of the following performance rights and service rights (**Rights**) which were granted on 16 September 2024 under the New Hope Corporation Limited Rights Plan (**Rights Plan**), as a Long-Term Incentive (**LTI**) and Short-Term Incentive (**STI**).

LTI Performance Rights

Measurement Period	Maximum LTI Value	Allocation price – 20 Day VWAP	Vesting Date	Number of Performance Rights
FY25-27	\$2,522,460.90	\$4.8894	1 August 2027	515,903

STI Service Rights

Service Period	Awarded STI Value	Allocation price – 20 Day VWAP	Vesting Date	Number of Service Rights
FY25	\$250,344.95	\$4.8894	1 August 2025	51,201

The grant of Rights and allocation of shares on vesting of those Rights to the CEO does not require Shareholder approval under ASX Listing Rule 10.14 because Robert Bishop is not a Director of the Company (and is not otherwise a person to whom ASX Listing Rule 10.14 applies). However, the Company is seeking Shareholder approval at this meeting in the interests of transparency and good corporate governance. Rights were granted on 16 September 2024 in accordance with the approved Rights Plan, however, if not approved, the Board will consider exercising its discretion to lapse the Rights and replacing the Rights with an alternative form of incentive-based remuneration.

LTI Performance Rights

The key terms for the issue of LTI Performance Rights are set out below:

Instrument

The Performance Rights are indeterminate Rights which may be settled in either cash and/or in Shares (at the Board's discretion). Generally, it is expected that vested Rights will be settled in Shares/ Restricted Shares.

Performance conditions

The Performance Rights are subject to six performance measures that will be tested

separately at the end of the Measurement Period. The performance measures and relevant weightings are as follows:

- Ranked TSR (rTSR) – 55%
- Comparative Costs Control – 15%
- Company Strategic Objectives – 7.5%
- ESG Objectives – 7.5%
- Safety Objectives – 7.5%
- Risk Management Objectives – 7.5%

Measurement Period

The Measurement Period is the 3-year period from 1 August 2024 to 31 July 2027.

Explanatory Memorandum continued

Vesting Schedules

Ranked TSR – 55% weighting

Performance level	Company's TSR ¹ over measurement period	Vesting % of tranche
Stretch	P75	100%
Between Target and Stretch	> P50 & < P75	Pro-rata ¹
Target	P50	50%
Below Target	< P50	0%

1. Pro-rata vesting between Target and Stretch on a straight-line basis.

This vesting condition ranks the Company's TSR growth over the performance period against the TSRs of companies in a blend of global coal and ASX100-200 companies.

Comparative cost control – 15% weighting

Performance level	Group operational cost control relative to other Australian coal producers over measurement period	Vesting % of tranche
Stretch	Improved relative cost control performance throughout the performance period and rank in lowest cost quartile	100%
Target	Maintained relative cost control performance throughout the performance period and rank in lowest cost quartile	50%
Threshold	Maintained relative cost control performance throughout the performance period	25%

Strategic and capital management – 7.5% weighting

Performance level	Company strategic and capital management objectives	Vesting % of tranche
Stretch	Operational performance and returns flowing from implementation of strategic and capital management objectives exceed target objectives	100%
Target	Operational performance and returns flowing from implementation of strategic and capital management objectives achieve target objectives	50%
Threshold	Implementation of strategic plan and capital management actions	25%

Where:

Stretch = operational performance and returns from transactions executives materially exceed transaction objectives.

Target = transactions executives achieve target returns and synergies.

Threshold = implementation of strategic plan actions.

ESG objectives – 7.5% weighting

Performance level	ESG objectives	Vesting % of tranche
Stretch	Material improvement in ESG practices, disclosure and performance	100%
Target	Achieve targeted actions from ESG improvement plan	50%
Threshold	Implement key actions from ESG improvement plan	25%

Safety objectives – 7.5% weighting

Performance level	Safety objectives	Vesting % of tranche
Stretch	Material improvement in safety metrics ¹	100%
Target	Improvement in safety metrics ²	50%
Threshold	Implementation of recommended safety practices ³	25%

1. and third-party audit confirms effectiveness of safety governance and due diligence practices.

2. and safety metrics remain below industry average.

3. and no fatalities during the Measurement Period caused by failure of Company Health and Safety Management System.

Risk management objectives – 7.5% weighting

Performance level	Risk management objectives	Vesting % of tranche
Stretch	Third-party audit confirms effectiveness of the Risk Framework & Practices ¹	100%
Target	Third-party audit confirms compliance with Risk Framework & Practices ²	50%
Threshold	Implement recommendations from the Risk Framework & Practices review	25%

1. at an industry best practices level.

2. and all material risk actions completed on time as per framework deadlines.

STI Service Rights

The key terms for the issue of STI Service Rights are set out below:

Instrument

The STI Service Rights are indeterminate Rights which may be settled in either cash and/or in Shares (at the Board's discretion). Generally, it is expected that vested Rights will be settled in Shares/ Restricted Shares.

Vesting conditions

The STI Service Rights are not subject to any performance conditions. However, continued service during the Service Period is a requirement for Rights to become eligible to vest.

Service Period

The Service Period is the 12-month period from 1 August 2024 to 31 July 2025.

Common Terms for Rights

The following terms apply to all STI Service Rights and LTI Performance Rights:

Cost of Rights

No amount is payable by the CEO for the Rights as their value forms part of his Total Remuneration Package. The value that may be realised is a function of the performance against Vesting Conditions and the market value of a Share at the time of sale of any Shares that result from exercise of the Rights.

Term

Each Right has a Term of 15 years from the Grant Date, and if not exercised within that Term, the Rights will lapse.

Vesting date

Rights will typically vest following completion of the relevant Measurement Period based on an assessment of the Vesting Conditions as determined by the Board. However, Rights may vest before the end of the Measurement Period in some circumstances (such as in the case of delisting).

Exercise Price

The Exercise Price for the Rights is nil.

Vested Rights may be exercised at any time between the latter of the Vesting Date and the elapsing of any specified Exercise Restrictions, and before the end of their Term (being 15 years from the Grant Date).

Disposal restrictions

The CEO must not dispose or otherwise deal with his unvested Rights at any time, except by force of law.

The CEO will be free to deal with the Shares allocated on vesting and exercise of the Rights, subject to the requirements of Company's share trading policy.

Dividend and voting rights

Rights carry no entitlement to voting prior to being exercised into shares. At the time and to the extent Rights are vested, the Company will make a dividend equivalent payment in respect of dividends that would have been paid on the shares underlying vested rights during the measurement or service period. Participants also receive dividend equivalent payments in respect of vested Rights at the time a dividend is paid by the Company.

Cessation of employment

In the event of termination of employment by the Company for cause, or in the event of resignation, all unvested Rights will be

forfeited unless otherwise determined by the Board. In other situations, such as retirement or redundancy, unvested Rights will be retained for testing at the end of the Measurement Period, as if the CEO had not ceased employment, unless otherwise determined by the Board. Vested but unexercised awards will be retained subject to the malus and clawback provisions.

Change of Control

Awards vest pro-rata relative to the percent of the Measurement Period that has elapsed as well as the change in share price up to the point of a change of control transaction going unconditional, unless determined otherwise by the Board.

Malus and clawback provisions

Awards may be reduced or cancelled and action may be taken to recover vested awards in the event of erroneous or misleading data, misconduct, misstatement of accounts, serious reputational damage or corporate failure.

Additional information

The CEO's Total Remuneration Package for FY25 in accordance with the remuneration arrangements set out in the Company's 2024 Annual Report may be summarised as follows:

- Fixed Pay of \$1,327,611.00,
- A Short Term Variable Remuneration at Target of \$796,566.60,
- A Long Term Variable Remuneration at Target of \$1,261,230.45,
- The Total Remuneration Package at Target is therefore \$3,385,408.05.

Awards previously issued (at no cost) to the CEO are set out in the Company's 2024 Annual Report are outline in the table below.

LTI Performance Rights

Measurement Period	Maximum LTI Value	Allocation price – 20 Day VWAP	Vesting Date	Number of Performance Rights	Rights vested	Rights forfeited
FY21-24	\$178,500	\$1.3404	1 August 2024	133,169	130,505	2,664
FY22-24	\$599,262	\$1.9005	1 August 2024	315,318	279,844	35,474
FY23-25	\$707,655	\$4.1148	1 August 2025	171,978	-	-
FY24-26	\$2,293,501	\$5.0561	1 August 2026	453,611	-	-

STI Service Rights

Service Period	Awarded STI Value	Allocation price – 20 Day VWAP	Vesting Date	Number of Service Rights	Rights vested	Rights forfeited
FY23	\$226,259	\$4.1148	1 August 2023	54,986	54,986	nil
FY24	\$316,408	\$5.0561	1 August 2024	62,579	62,579	nil

Profit Share Payments

Service Period	Awarded PSP Value	Allocation price – 20 Day VWAP	Vesting Date	Number of Service Rights	Rights vested	Rights forfeited
FY24	\$60,355	\$5.0561	1 August 2024	11,937	11,937	nil

No Director of the Company is entitled to participate in and receive Rights under the Rights Plan.

Details of any securities issued to the CEO under the Rights Plan will be published in the Annual Report of the Company relating to the period in which the securities were issued.

Any persons covered by Listing Rule 10.14 and not named in this Notice of Meeting may not participate in the Plan until approval is obtained for them under Listing Rule 10.14.

Other terms of the Rights Plan are summarised in the Remuneration Report.

There is no consideration payable by the CEO for the issue of the Rights or upon exercise of the Rights. There are no loans offered in connection with the issue of Performance Rights.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5:

- in favour of the resolution by or on behalf of Robert Bishop or any of his associates, regardless of the capacity in which the votes are cast; or
- as proxy by a member of the Company's Key Management Personnel at the date of the meeting or a Closely Related Party of such a member,

unless the vote is cast:

- as proxy or attorney for a person entitled to vote on Resolution 5 in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- by the Chair of the meeting as proxy for a person entitled to vote on Resolution 5, pursuant to an express authorisation to exercise the proxy as the Chair decides; or
- by a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5; and
- the Shareholder votes in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Key Management Personnel and Closely Related Party have the same meaning as set out in the voting exclusion statement in Resolution 1.

Recommendation: The Directors recommend you vote **FOR** Resolution 5.

Resolution 6

Appointment of auditor

Deloitte Touche Tohmatsu has been the auditor of the Company since its appointment at the Company's annual general meeting on 20 November 2014.

Under the Corporations Act and the Accounting Professional and Ethical Standards Board Code of Ethics, auditor rotation requirements apply to individuals who have played a significant role in the audit of listed companies. A significant role in the conduct of an audit is defined under section 9 of the Corporations Act 2001 to include the lead auditor, review auditor and a registered company auditor. Under section 324DA(1) of the Corporations Act, an individual cannot play a significant role in the audit of a list company for more than five (5) successive financial years. Stephen Tarling of Deloitte Touche Tohmatsu has been the Company's lead auditor since 2019 and is required to rotate off as the Company's lead auditor at the end of the 2024 financial year.

With the requirement to change the Company's lead audit partner requirement, the Board and Management with support from the Audit and Risk Committee decided to put the external audit work out to tender.

The Board and management have been, and continue to be, satisfied with the audit services of Deloitte Touche Tohmatsu. As the incumbent auditor Deloitte Touche Tohmatsu were invited to participate in the tender process. The tender process reviewed each firm's suitability for the role of external auditor with the significant consideration given to their independence, industry experience, resources and skill base. The outcome of the tender process was a recommendation that EY be appointed as the new auditor of the Company.

As a consequence, Deloitte Touche Tohmatsu has made an application to ASIC to consent to its resignation as auditor of the Company with effect from the end of the Annual General Meeting.

Once ASIC notifies Deloitte Touche Tohmatsu and the Company that it consents to Deloitte Touche Tohmatsu's resignation, Deloitte Touche Tohmatsu will give it's notice of resignation to the Company with effect from the end of the Annual General Meeting.

The Board and management would like to take this opportunity to thank Deloitte Touche Tohmatsu for their longstanding, professional and high quality service as auditor of the Company.

The Company has received notice from a Member of the Company nominating EY as the new auditor of the Company. In accordance with section 328B of the Corporations Act, a copy of the notice of nomination of EY received by the Company is attached in Annexure A.

Subject to the Company receiving all necessary consents and notices from ASIC and Shareholder approval at the Annual General Meeting, EY has been nominated and selected to become the new auditor of the Company effective from the end of the Annual General Meeting. EY has consented to act as auditor of the Company.

The Corporations Act requires that Shareholders approve the appointment of a new auditor.

Recommendation: The Directors recommend you vote **FOR** Resolution 6.

Annexure A

13 Borva Street
Dutton Park
Queensland 4102

14 October 2024

The Company Secretary
New Hope Corporation Limited
Level 18, 175 Eagle Street
Brisbane QLD 4000

Nomination of Company Auditor

I, Ian Malcolm Williams, being a member of New Hope Corporation Limited ABN 38 010 653 844 (**Company**), hereby give written notice pursuant to section 328B(1) of the *Corporations Act 2001* (Cth) of the nomination of EY for appointment as auditor of the Company at the Company's next Annual General Meeting.

Yours sincerely,



Ian Malcolm Williams
Director



NEW HOPE
CORPORATION LIMITED

ABN 38 010 653 844

Need assistance?



Phone:

1300 552 270 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

NHC

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

New Hope Corporation Limited Annual General Meeting

The New Hope Corporation Limited Annual General Meeting will be held on Thursday, 21 November 2024 at 12:00pm (AEDT). You are encouraged to participate in the meeting using the following options:

ACCESS THE MEETING DOCUMENTS ONLINE

Access the Notice of Meeting and other meeting documents at <https://newhopegroup.com.au/investors/>
The 2024 Annual Report and other information relevant to the 2024 full year financial results can be found online at <https://newhopegroup.com.au/financial-results-full-year-2024/>

If you require a hard copy of the Notice of Meeting, please contact Computershare using the details above.



MAKE YOUR VOTE COUNT

To lodge a proxy and access the Notice of Meeting and other meeting documentation, visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 12:00pm (AEDT) Tuesday, 19 November 2024.



To watch the live webcast, please visit: <https://meetnow.global/M9H7SUG>



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Auditorium, Muswellbrook RSL Club
113 Bridge Street
Muswellbrook NSW 2333

For information about your communication options, please visit <https://newhopegroup.com.au/investors/your-shareholding/> or contact Computershare.

Need assistance?



Phone:

1300 552 270 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

NHC

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00pm (AEDT) on Tuesday, 19 November 2024.**

Proxy Form

How to Vote on Items of Business

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you leave Step 1 blank, or your named proxy does not attend the meeting or does not vote on a poll on a resolution in accordance with your instructions, the Chair of the Meeting will be your proxy in respect of that resolution.

All your securities will be voted in accordance with your directions (to the extent permitted by law).

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company. A proxy may be an individual or a body corporate.

Voting restrictions for Key Management Personnel (KMP): The key management personnel (KMP) of the Company (which includes each of the directors) and their closely related parties will not be able to vote your proxy on Resolutions 1 and 5 and Robert Bishop and his associates will not be able to vote your proxy in favour of Resolution 5, unless you direct them how to vote or the Chair of the Meeting is your proxy. If you intend to appoint such a person as your proxy, please ensure you direct them how to vote on Resolutions 1 and 5 in step 2.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the Appointment of Corporate Representative prior to the meeting. A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your proxy online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of New Hope Corporation Limited hereby appoint

☐ the Chair of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of New Hope Corporation Limited to be held at the Auditorium, Muswellbrook RSL Club, 113 Bridge Street, Muswellbrook NSW 2333 on Thursday, 21 November 2024 at 12:00pm (AEDT) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), by signing and returning this form, I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1 and 5 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Ian Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director - Thomas Millner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director - Brent Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of rights to Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically