



Notice of Annual General Meeting 2025

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2025 ANNUAL GENERAL MEETING

Dear Shareholder,

On behalf of the Directors of New Hope Corporation Limited (**Company** or **New Hope**), I am pleased to invite you to the 2025 Annual General Meeting (**AGM** or **meeting**). The AGM will be held on Thursday 20 November 2025 from 11:00am AEST.

At the AGM, the Company's Chief Executive Officer (**CEO**), Rob Bishop, and I will provide an update on the Company's performance during the year to 31 July 2025. The AGM is an opportunity for Shareholders to hear from the Board of Directors and the Company's CEO about the Company's operations, recent achievements and future strategy. Shareholders can ask questions at the AGM about the Company's performance during the year.

Further information about the Company's performance during the year ended 31 July 2025 is provided in the Company's Annual Report 2025 (including the financial report, Directors' Report, Auditor's Report and Sustainability Report). The Annual Report is accessible on the Company's website at <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 released to the ASX and provided on the Company's website at <https://newhopegroup.com.au/investors/asx-announcements/>.

Attending in person

Shareholders are invited to attend the AGM in person at the Oakey RSL Club, 76 Campbell Street, Oakey Queensland 4401. Registration will open at the venue from 10:30am AEST.

Live webcast

For Shareholders that are unable to attend the meeting in person, we are pleased to provide you with the opportunity to watch the AGM via a live webcast online at <https://meetnow.global/M26VM6L>.

Appointing a Proxy

Shareholders are encouraged to lodge proxy votes in advance of the AGM. If you wish to appoint a proxy, your proxy form must be received before 11:00am AEST on Tuesday 18 November 2025. You may lodge your proxy online or in any of the other ways explained in the Notice of Meeting and the Proxy Form provided with the Notice.

If you plan to attend the meeting, please bring your Proxy Form with you on the day.

Submitting questions in advance of the AGM

Questions may be submitted in advance of the AGM before 5:00pm AEST on Thursday 13 November 2025. Questions are to be sent to the Executive General Manager & Company Secretary by email to cosec@newhopegroup.com.au or by post to the address set out below at 'Questions from Shareholders'.

Items of business

The items of business to be considered at the 2025 AGM include the adoption of the Remuneration Report, the re-election of Non-Executive Directors Jacqueline Elizabeth McGill AO and Steven Ronald Boulton, the approval of the Company's Rights Plan, the approval of Performance and Service rights for the CEO and the approval of amendments to the Company's Constitution. Further detail regarding the items of business is set out in the Explanatory Memorandum accompanying this Notice of Meeting, and form part of this Notice of Meeting.

Further information regarding Shareholder participation in the AGM, including attendance, voting, and asking questions, are set out in the Explanatory Notes accompanying this Notice of Meeting.

Please ensure you read both the Explanatory Notes and Explanatory Memorandum in full.

Thank you for your continued support of New Hope. The Board of Directors and Executive Management look forward to welcoming you to the Company's 2025 AGM.

Yours sincerely



Mr Robert Millner AO
Chair

New Hope Corporation Limited

NOTICE OF 2025 ANNUAL GENERAL MEETING

NEW HOPE CORPORATION LIMITED ABN 38 010 653 844

Notice of Meeting

Notice is given that the 2025 Annual General Meeting of New Hope Corporation Limited (ABN 38 010 653 844) will be held as follows:

Date: Thursday 20 November 2025

Time: 11:00am AEST

Venue: Hosted in person at the Jondaryan Room, Oakey RSL Club, 76 Campbell Street, Oakey, Queensland 4401

Items of business

New Hope Financial Report

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of New Hope Corporation Limited and its controlled entities for the financial year ended 31 July 2025, as set out in the Company's Annual Report 2025.

There is no requirement for Shareholders to approve these reports. No resolution is required for this item of business.

Adoption of Remuneration Report

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

Resolution 1

That the Remuneration Report for the financial year ended 31 July 2025, as set out in the Company's Annual Report 2025, be adopted.

A voting exclusion applies to this resolution.

Re-election of Non-Executive Directors

To consider and, if thought fit, to pass the following resolutions as separate ordinary resolutions:

Resolution 2

That Jacqueline Elizabeth McGill AO, who retires by rotation in accordance with the Company's Constitution and, being eligible, be re-elected as a Non-Executive Director of the Company.

Resolution 3

That Steven Ronald Boulton, who retires by rotation in accordance with the Company's Constitution and, being eligible, be re-elected as a Non-Executive Director of the Company.

Approval of the Company's Rights Plan

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

Resolution 4

That, for the purposes of ASX Listing Rule 7.2 Exception 13 and for all other purposes, the New Hope Corporation Limited Rights Plan (**Rights Plan**), and the grant of equity securities under the Rights Plan, be approved.

A voting exclusion applies to this resolution.

Issue of Rights to CEO

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

Resolution 5

That approval is given for the issue of performance and service rights (**Rights**) to the CEO of the Company, Robert John Bishop, under the Company's Rights Plan and for the issue of ordinary shares on the exercise of those Rights, as described in the Explanatory Memorandum.

A voting exclusion applies to this resolution.

Amendments to the Company Constitution

To consider and if thought fit, to pass the following resolution as a special resolution:

Resolution 6

That, under section 136(2) of the Corporations Act 2001 (Cth), the Constitution of New Hope Corporation Limited as provided on the Company's website at <https://newhopegroup.com.au/corporate-governance/> and as described in the Explanatory Memorandum, be adopted as the Constitution of the Company in substitution for and to the exclusion of the existing Constitution of the Company.

By order of the Board



Mr Dominic O'Brien
Company Secretary

New Hope Corporation Limited

16 October 2025

EXPLANATORY NOTES

These Explanatory Notes form part of, and should be read in conjunction with, the Notice of Meeting. 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 **6:00pm AEST on Tuesday 18 November 2025**.

Attendance

If you are attending the AGM, please arrive at the 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 AGM, 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. Details regarding submitting a Proxy Form are set out below at 'Appointing a proxy'.

Webcast

The AGM will be webcast live online at: <https://meetnow.global/M26VM6L>.

The webcast provides an opportunity for Shareholders who are unable to attend the AGM in person 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. Shareholders entitled to vote are able to lodge their questions to the Company in advance. Shareholders are encouraged to submit written questions ahead of the meeting and details to do so are set out at 'Questions from Shareholders' below.

To view the webcast you will need your SRN or HIN number and post code details of your address registered to your Shareholding.

For international Shareholders, you will need your SRN or HIN number and details of the country of the address registered to your Shareholding.

For assistance, contact the Company's Share Registry, Computershare Investor Services Pty Limited (**Computershare**), via Investor Services on +61 3 9415 4024 or at www.investorcentre.com/au.

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.

Voting in person

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

Shareholders 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 Computershare by contacting Computershare via the details on the Proxy Form.

Appointing a proxy

A Shareholder is entitled to attend and vote at the meeting is entitled to appoint a proxy to vote on their behalf. Where a Shareholder 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 Shareholder 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 Shareholder'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, 4 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, 4 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, 4 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, 4 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 **11:00am AEST on Tuesday 18 November 2025**. 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 AEST on Thursday 13 November 2025 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 at the AGM

Only Shareholders and their duly appointed proxies, attorneys or representatives are entitled to attend the AGM. However, the Company may allow visitors to attend the meeting where they have registered their intention to attend the AGM with the Company before 11:00am AEST on Tuesday 18 November 2025.

Visitors may register their intention to attend the AGM with the Company by emailing the Executive General Manager & Company Secretary at cosec@newhopegroup.com.au.

Visitors who have not registered with the Company by the deadline will not be permitted entry to the AGM.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of, and should be read in conjunction with, the Notice of Meeting. The purpose of this Explanatory Memorandum 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 Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 31 July 2025 will be laid before the meeting. These Reports are available in the Company's Annual Report 2025 on the Company's website at <https://newhopegroup.com.au/results-and-reports/>.

There is no requirement for Shareholders to approve these Reports and this item does not require voting by Shareholders.

This item is intended to provide a reasonable opportunity for Shareholders to raise questions and make comments on these reports and ask questions regarding the operations, management and performance of the Company.

The Company's Auditor, EY, will be available at the meeting to answer questions. Shareholders may address written questions to the Auditor before the meeting. Details on how to do so are set out in the 'Questions from Shareholders' section above.

The Auditor is not obliged to provide written answers.

Resolution 1

Remuneration Report

The Corporations Act 2001 (Cth) 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 pages 73 to 91 of the Company's Annual Report 2025, accessible on the Company's website at <https://newhopegroup.com.au/results-and-reports/>.

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

Shareholders will have a reasonable opportunity at 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 2025, 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 this Resolution 1:

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 Non-Executive Directors, Jacqueline Elizabeth McGill AO and Steven Ronald Boulton.

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, Jacqueline Elizabeth McGill AO and Steven Ronald Boulton retire by rotation.

The New Hope Board of Directors has developed a Board Skills Matrix that sets out the current mix of skills, knowledge and experience on the Board. The Board is of the view that it has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. Further details regarding the skills and experience of the New Hope Board of Directors as at 31 July 2025 are set out in the Company's 2025 Corporate Governance Statement, available at <https://newhopegroup.com.au/corporate-governance/>.

Set out below are the details of Jacqueline Elizabeth McGill AO and Steven Ronald Boulton, together with the recommendation of the Board.

Resolution 2

Re-election of Non-Executive Director – Jacqueline Elizabeth McGill AO

In accordance with the Company's Constitution, Jacqueline Elizabeth McGill AO, having been appointed as a Non-Executive Director on 22 June 2020, retires at the end of this meeting and, being eligible, offers herself for re-election.

Jacqueline Elizabeth McGill AO was appointed as a Non-Executive Director of the Company in 2020. She was most recently re-elected as a Non-Executive Director in 2022. She has significant executive experience in the resources sector and is a highly accomplished executive and non-executive director with a career spanning over 35 years across a range of commodities.

Jacqueline's career in mining spans commodities including iron ore, gold, coal and uranium, having held leadership roles across operations, business development, technology and project management. She has extensive board experience as an independent non-executive director and currently sits on the boards of Gold Fields Limited and 29Metals Limited.

In 2020, Jacqueline was awarded an Officer of the Order of Australia for her distinguished service to the mining sector and advocacy for gender equity and workplace diversity.

Jacqueline has a Bachelor of Science, an MBA and an honorary doctorate from Adelaide University and is a graduate of the Australian Institute of Company Directors.

Jacqueline currently holds the following special responsibilities beyond being a Non-Executive Director of the Company:

- Chair of the Sustainability Committee
- Member of the Audit and Risk Committee
- Member of Nomination and Remuneration Committee

Recommendation: For the reasons above, the Directors (with Jacqueline Elizabeth McGill AO abstaining) recommend you vote **FOR** Resolution 2.

Resolution 3

Re-election of Non-Executive Director – Steven Ronald Boulton

In accordance with the Company's Constitution, Steven Ronald Boulton, having been appointed as a Non-Executive Director on 29 July 2022, retires at the end of this meeting and, being eligible, offers himself for re-election.

Steven Ronald Boulton was appointed as a Non-Executive Director of the Company in 2022. He is an accomplished chief executive and board director with more than 40 years of experience in infrastructure, utilities and asset and fund management sectors.

Steven has served on more than 20 boards during his career and is currently a non-executive director of the Tri-Star Group and Non-Executive Chair at Polaris Marine Group.

Steven has a Graduate Diploma in Applied Corporate Governance, a Bachelor of Business (Business Management & HR Management) degree and a Master of Technology Management. Steven is a Fellow of the Australian Institute of Company Directors, the Governance Institute of Australia and Australian Institute of Managers and Leaders. He is also a Certified Professional of the Australian Human Resources Institute.

Steven currently holds the following special responsibilities beyond being a Non-Executive Director of the Company:

- Chair of the Nomination and Remuneration Committee
- Member of the Audit and Risk Committee

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

Resolution 4

Approval of the Company's Rights Plan

ASX Listing Rule 7.1 prohibits an entity from issuing more than 15% of its fully paid ordinary shares in any 12-month period without obtaining Shareholder approval (unless an exception applies). ASX Listing Rule 7.2, Exception 13 exempts an issue of securities under an employee incentive scheme if, within 3 years before the date of issue, Shareholders have approved the issue as an exception to ASX Listing Rule 7.1.

Approval of the New Hope Corporation Limited Rights Plan (**Rights Plan**) was last obtained at the Company's 2022 AGM and will lapse on 24 November 2025. Accordingly, the Company seeks further Shareholder approval to allow the Company to continue to issue securities under the Rights Plan without counting towards its capacity under ASX Listing Rule 7.1.

The Rights Plan has been established to allow selected Executives and other eligible employees (**Participants**) to receive part of their remuneration in the form of equity, in order to align the interests of Participants with the Company's Shareholders.

Executive remuneration (including participation in the Rights Plan) is determined by the Non-Executive Directors on an annual basis, having regard to relevant market practices and the circumstances of the Company (including input from the Nomination and Remuneration Committee).

Equity interests granted under the Rights Plan are designed to form a significant component of variable remuneration for Executives by facilitating long term variable remuneration (**LTVR**), and the deferral of short term variable remuneration (**STVR**) into equity, as well as potentially fixed remuneration or retention variable remuneration from time to time. Grants made under the Rights Plan will facilitate the Company providing appropriate, competitive, and performance-linked remuneration to Participants. The Board seeks to ensure that grants are made at a level that will appropriately position remuneration outcomes when compared to the market, in accordance with the Company's remuneration policies.

Non-Executive Directors are not eligible to participate in the Rights Plan, and this is intended to support their independence in providing governance oversight for this component of remuneration.

In accordance with ASX Listing Rule 7.2 Exception 13:

- 5,239,180 Rights have been issued under the Rights Plan to 79 Participants since it was last approved at the 2022 AGM. Of those, 68,744 have been forfeited, 6,885 have been terminated and 495,627 have vested. The balance of Rights are yet to be determined to either vest or be forfeited in future periods. Ordinary shares transferred to participating employees following vesting and upon exercise were transferred from existing ordinary shares purchased on market and held by the Employee Share Trust (EST). The Company has not issued any new ordinary shares to the EST since the Rights Plan was last approved at the 2022 AGM.
- The maximum number of Rights that may be issued under the Rights Plan without Shareholder approval over the 3 year period following the date of the AGM is 42,140,000 (being no more than 5% of the Company's current issued capital). If the number of Rights issued under the Rights Plan exceeds 42,140,000, those additional Rights will be issued under the Company's 15% limit under ASX Listing Rule 7.1.

If Resolution 4 is approved, securities issued under the Rights Plan (up to the maximum number specified below) in the subsequent 3 years will not be counted towards the Company's 15% limit under ASX Listing Rule 7.1. If Resolution 4 is not approved, securities issued under the Rights Plan will be counted in the Company's 15% limit under ASX Listing Rule 7.1.

A summary of the main features of the Rights Plan is set out overleaf.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4:

- in favour of the resolution by or on behalf of a person who is eligible to participate in the Rights Plan or any of their 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 4 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 4, 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 4; and
- the Shareholder votes in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

For the purposes of this Resolution 4:

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 that you vote **FOR** Resolution 4.

Material Terms of the Rights Plan

Instrument

The Rights Plan uses Indeterminate Rights (**Rights**) which are an entitlement to the value of a Share (less any applicable Exercise Price) and which may be satisfied either in cash and / or in Shares (at the Board's discretion), unless otherwise specified in an Invitation. Generally, it is expected that exercised Rights will be satisfied in the form of either Shares or Restricted Shares (being fully paid ordinary shares in the Company that are subject to Specified Disposal Restrictions).

The Rights Plan allows for three classes of Rights to be granted, as follows:

- **Performance Rights** which vest when performance conditions have been satisfied and will generally be used for the purpose of granting LTVR to Executives;
- **Service Rights** which vest after completion of a period of service and which will generally be used as a retention incentive below the Executive level if and when appropriate, or as part of fixed remuneration; and
- **Restricted Rights** which are vested at grant but which may have Exercise Restrictions and / or Specified Disposal Restrictions that extend to the Shares that result from the exercise of the Rights (**Restricted Shares**) and will generally be used to defer earned remuneration from time to time e.g., to defer STVR.

When an Exercise Price greater than nil is specified in an Invitation, the Rights are designated as Share Appreciation Rights (**SARs**) that only produce value when the Share Price exceeds the Exercise Price at the time of Exercise.

Terms and Conditions

The Board has the discretion to set the terms and conditions on which it will offer Rights under the Rights Plan, including the terms of Invitations (and any applicable Vesting Conditions, Exercise Restrictions and Specified Disposal Restrictions).

Performance Rights and Service Rights (including when they are SARs) are subject to Vesting Conditions. In the case of Performance Rights, the Vesting Conditions are intended to be challenging and linked to indicators of sustainable value creation for Shareholders and other relevant factors (such as safety and ESG-related metrics).

The terms and conditions of the Rights Plan include provisions addressing exceptional circumstances, such as a de-listing, a major return of capital to Shareholders, the treatment of Rights and Restricted Shares on termination of employment, as well as customary matters relating to administration, variation, suspension and termination of the Rights Plan.

The Board retains the discretion to vary or amend the terms and conditions of the Rights Plan from time to time.

Eligibility

Eligible Persons selected by the Board may be invited to participate in the Rights Plan. Eligible Persons include full-time and part-time employees, Executive Directors and contractors, but excludes Non-Executive Directors.

Term

Each Invitation will specify the Term of the Rights, as determined by the Board. Rights that are not exercised within the specified Term will automatically lapse. The maximum Term allowable is 15 years, which is based on the maximum tax deferral period in Australia.

Number of Rights

The number of Rights specified in an Invitation will be at the discretion of the Board. It is intended that the number of Rights to be granted will be determined annually with regard to the Participant's fixed remuneration, an appropriate volume weighted average price, relevant market practices and the relevant policies of the Company regarding remuneration, such that total remuneration is appropriate in both quantum and structure.

Measurement Period

The Measurement Period is the period over which Vesting Conditions are assessed and may be determined by the Board as part of each Invitation, but will generally be three years for Performance Rights, starting from the beginning of the first financial year in the Measurement Period (including for Performance SARs).

Vesting Conditions

Vesting Conditions are to be determined by the Board as part of each Invitation.

Performance Rights will vest based on selected measures of Company performance and service with the Company. They are intended to create alignment with indicators of Shareholder value creation and other key metrics over the Measurement Period.

Service Rights will vest based on periods of service with the Company only and will generally relate to annual remuneration cycles when granted as part of fixed remuneration.

Restricted Rights do not have Vesting Conditions and are fully vested at grant but are subject to Exercise Restrictions and / or Specified Disposal Restrictions. The Specified Disposal Restrictions may extend to the Restricted Shares that result from exercising Restricted Rights, as appropriate to the circumstances. This is likely to be used where the application of Vesting Conditions is not appropriate e.g., in the case of deferred STVR Rights for Executives.

Gates

The Board may attach Gates to tranches of Performance Rights. A Gate is a condition that, if not fulfilled, will result in nil vesting of a tranche regardless of performance in relation to the Vesting Conditions.

Cost of Rights and Exercise Price

No amount is payable by Participants for Rights unless otherwise determined by the Board.

No Exercise Price is payable by a Participant to exercise Rights under the Rights Plan. However, as part of the terms of an Invitation the Board may determine that a notional Exercise Price applies, which will be deducted from the value of a Share in determining the Exercised Rights Value i.e., creating a cashless exercise option or SAR which functions identically to an option, but is less dilutive than traditional options from a Shareholder perspective.

Exercise of Vested Rights

Vested Rights may be exercised at any time between the latter of the Vesting Date and the elapsing of any Exercise Restrictions specified in the Invitation, and before the end of their Term. On exercise of vested Rights, the Board will determine the Exercised Rights Value and the extent to which that value is to be provided in the form of cash, and / or Shares or Restricted Shares.

To the extent that the Exercised Rights Value is to be delivered in Restricted Shares, the Board will arrange for such Shares to be obtained and subsequently transferred to Participants or held by the trustee of the Employee Share Trust (EST) for their benefit.

Any portion of the value of the Exercised Rights Value that is to be delivered in the form of cash will be paid through payroll with PAYG tax being deducted (as well as any other deductions that may be applicable or required by law).

For Participants outside of Australia, the Invitation may specify an automatic exercise date, to comply with local regulatory and tax conditions.

Exercise Restrictions

An Invitation may specify a period of Exercise Restrictions during which Rights may not be exercised, even if vested. For Restricted Rights which are fully vested at grant, Exercise Restrictions apply for at least 90 days following the Grant Date.

Disposal Restrictions

Rights may not be disposed of or otherwise dealt with at any time, except by force of law.

Shares acquired via a new issue may not be sold or otherwise dealt with in circumstances where such dealing would require disclosure under the Corporations Act 2001 (Cth).

All Shares acquired by Participants or held pursuant to the EST for the benefit of Participants as a consequence of the exercise of Rights are generally initially Restricted Shares, and are subject to a disposal restriction which prohibits

the sale or disposal of such Shares except where such disposal is made in accordance with:

- a) the Company's share trading policy; or
- b) applicable insider trading laws; and
- c) any Specified Disposal Restrictions applicable to the Restricted Shares.

Specified Disposal Restrictions

Invitations may include Specified Disposal Restrictions that apply for a specified period to Restricted Shares that result from the exercising of Rights. The Board will decide whether to include such conditions and the period for which they will apply.

Disposal and Exercise Restriction Release at Taxing Point

In the event that a taxing point arises in relation to Restricted Rights or Restricted Shares and the Exercise Restrictions or Specified Disposal Restrictions have not elapsed, then such restrictions will cease to apply to 50% of the taxable Rights and Shares. This ensures that unreasonable tax outcomes are avoided.

Termination of Employment

In the event of a termination of employment by the Company for cause, or in the event of a resignation, all unvested Rights will be forfeited unless otherwise determined by the Board.

In other cases of cessation of employment (such as retirement or redundancy) unvested Performance Rights will generally be retained for testing at the end of the Measurement Period, unless otherwise determined by the Board.

Where a Participant ceases to be employed by the Company or any of its subsidiaries, vested Rights will automatically be exercised on a date determined by the Board, unless otherwise specified in an Invitation or the Board determines that they may be held for any remainder of the Term specified in the Invitation.

Delisting

In the event the Board determines that the Company will be subject to a de-listing, the Vesting Conditions specified in an Invitation for Performance Rights will cease to apply and:

- a) Performance Rights designated as SARs will vest 100%, unless otherwise determined by the Board;
- b) unvested Performance Rights subject to a nil Exercise Price will vest in accordance with the application of the following formula to each unvested tranche as at a date determined by the Board (**Effective Date**), noting that negative results will be taken to be nil and vesting cannot exceed 100%:

$$\begin{array}{l} \text{Number of} \\ \text{Performance} \\ \text{Rights in} \\ \text{Tranche to Vest} \end{array} = \begin{array}{l} \text{Unvested} \\ \text{Performance} \\ \text{Rights in} \\ \text{Tranche} \end{array} \times \begin{array}{l} \% \text{ of} \\ \text{Measurement} \\ \text{Period Elapsed} \end{array} \times \begin{array}{l} \text{(Share Price at} \\ \text{the Effective Date} \\ \text{– Share Price at} \\ \text{Measurement} \\ \text{Period} \\ \text{Commencement)} \\ \text{Share Price at} \\ \text{Measurement} \\ \text{Period} \\ \text{Commencement} \end{array}$$

- c) any remaining unvested Performance Rights will vest to the extent, if any, determined by the Board having regard to performance over the Measurement Period prior to the Effective Date;
- d) any unvested Performance Rights that remain following b) and c) will lapse, unless the Board determines that Participants may continue to hold unvested Rights following the Effective Date;
- e) some or all unvested Service Rights may vest to the extent determined by the Board in its discretion, having regard to the circumstances that gave rise to the grant of Service Rights and any remainder will lapse immediately;
- f) any unexercised Rights held by a Participant that are subject to an Exercise Restriction will cease to be so restricted on the date that the Board determines in its sole discretion; and
- g) any Specified Disposal Restrictions will be lifted.

Major Return of Capital or Demerger

In the event that the Board forms the view that a major part of the Company's assets or operations will imminently cease to be owned by the Company or any of its operating subsidiaries due to an intention to sell or separately list those assets or operations, or in the event of a major return of capital to Shareholders, the Board will determine the treatment of all vested and unvested Rights and Restricted Shares held by Participants including but not limited to vesting, lapsing and removal of Exercise Restrictions and Specified Disposal Restrictions, and the automatic exercise of vested Rights on a specific date.

Board Discretion, Preventing Inappropriate Benefits, Fraud and Misconduct

The Board has discretion to determine that some or all Rights held by a Participant that are unvested or vested but subject to Exercise Restrictions, will lapse on a specified date if allowing the Rights to be retained or exercised by the Participant would, in the opinion of the Board, result in an inappropriate benefit to the Participant. Such circumstances include but are not limited to:

- a) if a Participant engages in any activities or communications that, in the opinion of the Board, may cause harm to the operations or reputation of the Company or the Board;
- b) if the Board determines that a Participant or Participants took actions that caused harm or are expected to cause harm to the Company's stakeholders;
- c) if the Board forms the view that a Participant or Participants have taken excessive risks or have contributed to or may benefit from unacceptable cultures within the Company;

- d) if the Board forms the view that Participants have exposed employees, the broader community or environment to excessive risks, including risks to health and safety;
- e) if a Participant becomes an employee of a competitor or provides services to a competitor, either directly or indirectly (as determined by the Board and unless otherwise determined by the Board);
- f) if there has been a material misstatement in the Company's financial reports, which once resolved, indicates that a larger number of Rights previously vested than should have, in light of the corrected information;
- g) if there has been a breach of the Code of Conduct or other company policies; and
- h) if the Board's standards or expectations regarding environmental, social and governance conduct have been breached.

Bonuses Issues, Rights Issues, Voting and Dividend Entitlements

The number of Rights held by Participants will be proportionately adjusted to reflect bonus issues so that no advantage or disadvantage arises for the Participant. Right holders will not participate in Shareholder rights issues.

Rights do not carry voting or dividend entitlements. Shares (including Restricted Shares) issued when Rights are exercised carry all entitlements of Shares, including voting and dividend entitlements.

Quotation

Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Rights Plan, in accordance with the ASX Listing Rules.

Issue or Acquisition of Shares

Shares allocated to a Participant when Rights are exercised under the Rights Plan may be newly issued by the Company or acquired on or off market by a trustee whose purpose is to facilitate the operation of the Rights Plan.

Cost and Administration

The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying exercised Rights, as well as any brokerage on acquisitions of Shares for this purpose and all costs of administering the Rights Plan.

Hedging

The Company prohibits the hedging of Rights or Shares subject to disposal restrictions by specified Participants.

Resolution 5

Issue of Rights to CEO

Approval is sought for the issue to the Company CEO, Robert John Bishop, the following performance rights and service rights (**Rights**) which were granted on 15 September 2025 under the New Hope Corporation Limited Rights Plan

(**Rights Plan**), as a Long-Term Incentive (LTI) and Short-Term Incentive (STI).

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 the CEO 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 15 September 2025 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

Measurement Period	Maximum LTI Value	Allocation price – 20 Day VWAP	Vesting Date	Number of Performance Rights
FY26 to FY28	\$2,668,835.00	\$4.1444	1 August 2028	643,961

STI Service Rights

Service Period	Awarded STI Value	Allocation price – 20 Day VWAP	Vesting Date	Number of Service Rights
FY26	\$360,714.12	\$4.1444	1 August 2026	87,036

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5:

- in favour of the resolution by or on behalf of Robert John 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.

For the purposes of this Resolution 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 5.

Material information regarding the issue of Rights to CEO

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 two performance measures that will be tested separately at the end of the Measurement Period. The performance measures and relevant weightings are as follows:

- Relative Total Shareholder Returns (rTSR) – 60%
- Return on Capital Employed (ROCE) – 40%

Relative Total Shareholder Returns will be calculated as the growth in the Company's share price over the Measurement Period divided by the share price at the beginning of the Measurement Period, adjusted to include the value of any dividends or capital returns reinvested at the closing share price on the day the Company's shares trade ex-dividend, compared against the TSRs of companies in a blend of global coal and ASX100-200 companies determined by the Board.

rTSR has been selected as one of the key determinants of LTI outcomes as it rewards management where the Company has created higher returns for Shareholders than companies facing similar commodity and other external factors and so aligns their interest with those of Shareholders.

Return on Capital Employed will be calculated as the simple average of the Company's annual Net Operating Profit After Tax divided by Average Capital Employed over the Measurement Period, where:

- **Net Operating Profit After Tax** for any one year will be calculated by subtracting taxes at the prevailing corporate tax rate from the Company's Earnings Before Interest & Taxes (EBIT). (The Board will determine if significant items will be included or excluded from NOPAT on a case-by-case basis with reference to their materiality for the purposes of the LTI scheme and the responsibility management has for the item.); and

- **Average Capital Employed** for any one year will be calculated as the 12 month average of Capital Employed balances, comprising Net Debt and Shareholders Equity adjusted for the accumulated significant items after tax removed in calculating NOPAT. (The Board will determine if some portion of Net Debt or Equity will be removed from the calculation of Capital Employed to avoid unintended consequences. For example, the capital required to develop a new mine may be excluded from the Capital Employed calculation until the asset is operational, so as to avoid a drag on ROCE and unintentionally discourage management from pursuing value-adding investments that take some time to become operational.)

ROCE has been selected as one of the key determinants of LTI outcomes as it rewards Key Management Personnel for investing the capital entrusted to the Company by Shareholders at attractive rates of return. It therefore aligns the interests of managers with those of Shareholders. Importantly it is an absolute measure so that regardless of relative performance, it will only pay if average returns through the Measurement Period are attractive.

Measurement Period

The Measurement Period is the 3-year period from 1 August 2025 to 31 July 2028.

Vesting schedules

Relative Total Shareholder Return – 60% weighting

Performance level	Company's TSR 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. In determining the composition of the comparator group for rTSR assessment, the Board will seek to identify and include companies with similarities in the following key characteristics: commodity, industry, product markets, geography of operations and markets, scale, complexity, nature of operations, financial resources, strategy and risk, outlook and regulatory environment. The Board will determine the composition of the comparator group at the beginning of each Measurement Period and provide details for the relevant grant reported upon in the annual Remuneration Report.

Return on Capital Employed – 40% weighting

Performance level	Company's 3 year average ROCE over Measurement Period	Vesting % of Tranche
Stretch	>15%	100%
Between Target and Stretch	> 10% & < 15%	Pro-rata ¹
Target	10%	50%
Below Target	< 10%	0%

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

The Board considers the Performance Range for ROCE as outlined above to be fair and reasonable considering the following key observations:

- The Target level of 10% approximates the Company's current post-tax nominal Weighted Average Cost of Capital.
- The Company's median 3 year average ROCE was 9.2% over the 14 three year periods to FY25.
- A 3 year average ROCE of 10% is approximately 60th percentile performance of ASX100 companies over the period 2013-2024.
- The Company earned returns at or above 15% in only 4 of the past 14 three year periods to FY25 (29%).
- A 3 year average ROCE of 15% is approximately 80th percentile performance of ASX100 companies over the period 2013-2024.

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 2025 to 31 July 2026.

Terms applicable to Rights

The following terms apply to all LTI Service Rights and STI 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 and exercise

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 Period 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 Rights will be retained subject to the malus and clawback provisions.

Change of control

Rights 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

Rights may be reduced or cancelled and action may be taken to recover vested Rights 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 FY26 in accordance with the remuneration arrangements set out in the Company's Annual Report 2025 may be summarised as follows:

- Fixed Pay of \$1,404,650.00
- A Short Term Variable Remuneration at Target of \$842,790.00
- A Long Term Variable Remuneration at Target of \$1,334,417.50
- The Total Remuneration Package at Target is therefore \$3,581,857.50

EXPLANATORY MEMORANDUM CONTINUED

Rights previously issued (at no cost) to the CEO are set out in the Company's Annual Report 2025, outlined as follows:

LTI Performance Rights

Measurement Period	Maximum LTI Value	Allocation price - 20 Day VWAP	Vesting Date	Number of Performance Rights	Rights vested	Rights forfeited
FY21 to FY24	\$178,500	\$1.3404	1 August 2024	133,169	130,505	2,664
FY22 to FY24	\$599,262	\$1.9005	1 August 2024	315,318	279,844	35,474
FY23 to FY25	\$707,655	\$4.1148	1 August 2025	171,978	120,599	51,379
FY24 to FY26	\$2,293,501	\$5.0561	1 August 2026	453,611	–	–
FY25 to FY27	\$2,522,460	\$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	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
FY25	\$250,345	\$4.8894	1 August 2025	51,201	51,201	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 ASX Listing Rule 10.14 and not named in this Notice of Meeting may not participate in the Rights Plan until approval is obtained for them under ASX 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.

Resolution 6

Proposed amendments to the Company's Constitution

The Directors of the Company have undertaken a review of the existing Company Constitution to determine compliance with the regulatory and legislative obligations as well as to implement necessary modernisations and improvements.

A copy of the proposed amendments to the Company Constitution is available for review on the Company's website at <https://newhopegroup.com.au/corporate-governance/>.

None of the proposed amendments will materially alter the nature of the business the Company currently conducts.

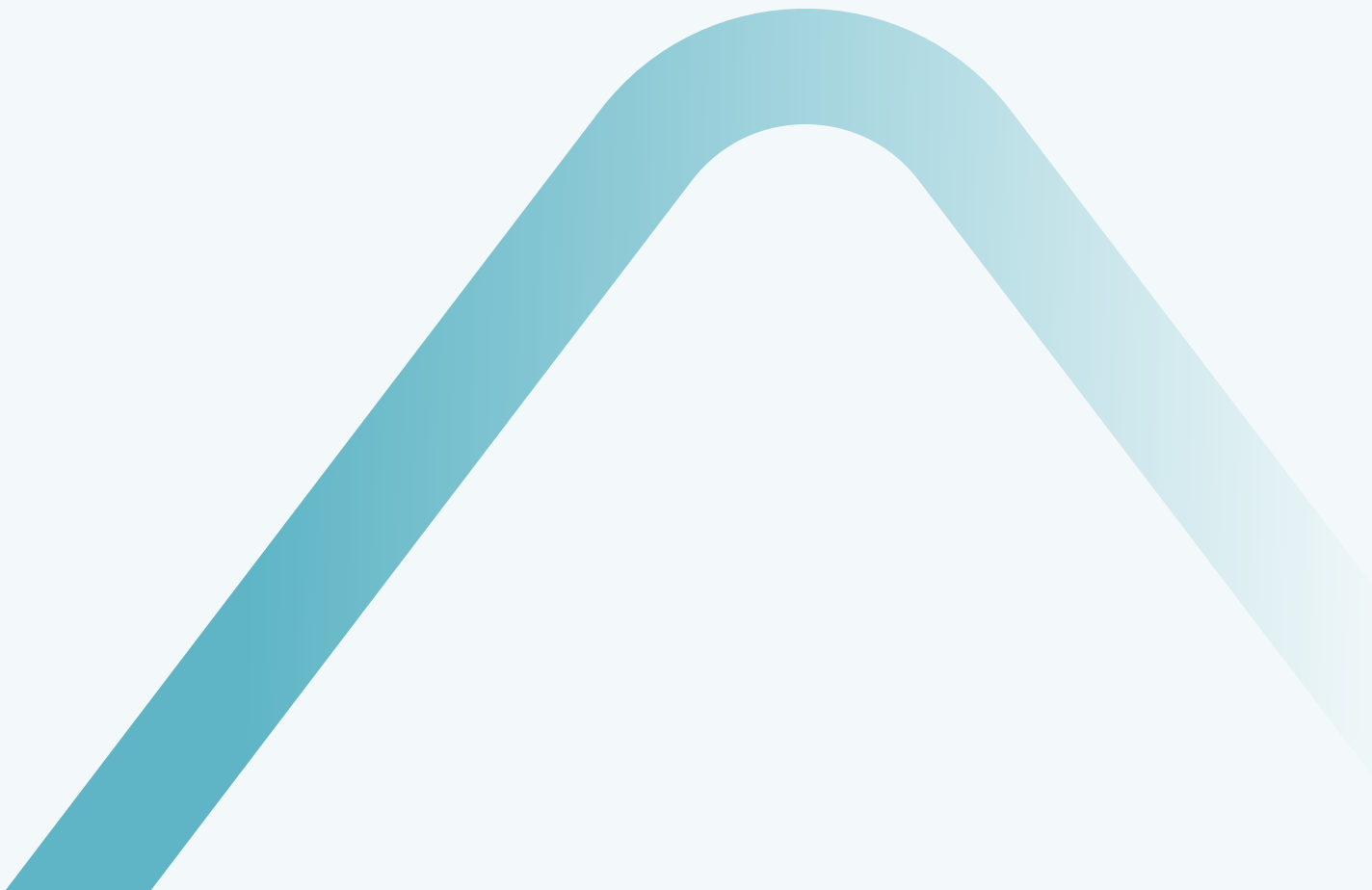
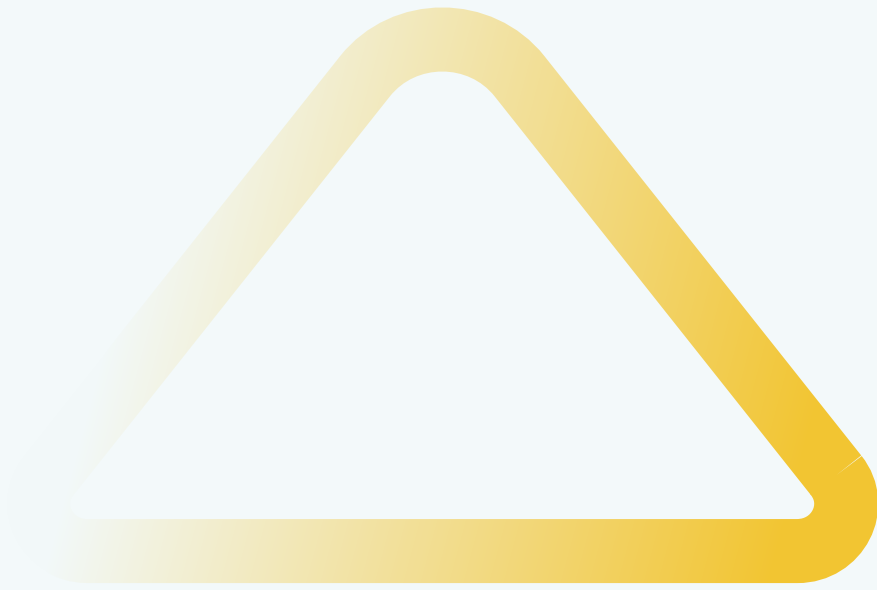
The table below provides additional information on key amendments proposed. The relevant clauses and proposed amendments are set out in clause order.

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

Current clause/s	Proposed new clause	Proposed amendment
1.1 Definitions	N/A	Definitions updated as necessary to: • update terminology and modernise language, • correct out-dated references, • align with relevant laws and regulations since the Company Constitution was last reviewed, including the Corporations Act 2001 (Cth) and the ASX Listing Rules, and • facilitate electronic signing and deeming documents signed electronically as executed.
1.3 Interpretation	1.3(c)	Inclusion of interpretation provisions to clarify dealings where powers are exercised under the Company Constitution.
N/A	1.8 Jurisdiction	Inclusion of a specific clause to clarify that the jurisdiction for any court processes is Queensland, being the state in which Company is registered.
3 Certificates, 4 CHESS	N/A	Clarification regarding the issue of share certificates and holding statements for uncertificated holdings in shares in the Company. Inclusion of a new clause 4.5 to address the provision of holding statements for uncertificated holdings.
5.4 Sale under lien	N/A	Updating the stated notice period to reflect changes to market standard regarding the sale on exercise of a lien.
13 Proportional takeover bids	N/A	Removed as the current proportional takeover bid provisions have lapsed and are no longer enforceable. If proportional takeover bids are required in the future, the Company will consider this as appropriate for Shareholder approval at the future relevant general meeting.
14 Unmarketable parcels	N/A	Updating terminology to ASX preferred description of 'small holding' in place of the formerly used 'unmarketable parcel'. Deletion of clause 14.5 to provide the Company flexibility to determine its approach to sale of small holdings as the relevant circumstances at the time require.
16.7 Powers of chairperson	15.7 Conduct at meeting	Inclusion of a specific clause to clarify the Chair's powers regarding conduct of the general meeting aligned with market standard.

EXPLANATORY MEMORANDUM CONTINUED

Current clause/s	Proposed new clause	Proposed amendment
15. General meetings	15.8 General meetings held using technology	Updating terminology and process description as well as inclusion of a new provision to enable use of modern technology for the conduct of meetings. This provides the option for the Company to facilitate hybrid or virtual-only general meetings in the future aligned with market practice and to facilitate increased accessibility for Shareholders' participation.
N/A	17.14 Direct voting	Inclusion of a new provision to enable direct (or online) voting on resolutions to allow Shareholders to cast their vote (either online or by completing a voting form) without having to attend the meeting in person and without needing to appoint a proxy (or corporate representative) to vote on their behalf.
18 Proxies	N/A	Modernising language used regarding the provision and receipt of proxies electronically.
25.10 Documents tabled at meeting	N/A	Modernising language used regarding the deeming of documents tabled electronically at the general meeting.
31.1 Powers to determine and declare dividends	31.1(b)	Clarification of Directors' powers to rescind, vary or suspend a decision to pay a dividend.
31.12 Amendment of dividend reinvestment plan	N/A	Clarification of Directors' powers regarding the terms and conditions of a dividend reinvestment plan to include the recommencement of a plan following suspension.
34.4 Register to be audited	N/A	Clarification of register audit requirement to reflect market standard.
36 Notices	N/A	Modernising language regarding receipt of notices electronically.







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, 20 November 2025 at 11:00am AEST. 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/asx-announcements/>. The 2025 Annual Report and other information relevant to the 2025 full year financial results can be found online at <https://newhopegroup.com.au/investors/asx-announcements>.

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 11:00am AEST Tuesday 18 November 2025.



To watch the live webcast, please visit: <https://meetnow.global/M26VM6L>



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
The Jondaryan Room
Oakey RSL Club
76 Campbell Street
Oakey Queensland 4401

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

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YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am AEST on Tuesday 18 November 2025**.

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, 4 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, 4 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:

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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 Oakey RSL Club, 76 Campbell Street, Oakey Queensland 4401 on Thursday, 20 November 2025 at 11:00am AEST 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, 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4 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, 4 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	☐	☐	☐
Resolution 2	Re-election of Non-Executive Director - Jacqueline Elizabeth McGill AO	☐	☐	☐
Resolution 3	Re-election of Non-Executive Director - Steven Ronald Boulton	☐	☐	☐
Resolution 4	Approval of the Company's Rights Plan	☐	☐	☐
Resolution 5	Issue of Rights to CEO	☐	☐	☐
Resolution 6	Amendments to the Company Constitution	☐	☐	☐

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