Notice of Annual General Meeting 2026

For personal use only

Coal.
Energy.
Agriculture.
Responsibly.
Reliably.

NEW HOPE GROUP

2026 Annual General Meeting

Letter from the Chair

Dear Shareholder,

On behalf of the Board of Directors of New Hope Corporation Limited (**Company** or **New Hope**), I am pleased to invite you to the 2026 Annual General Meeting (**AGM** or **meeting**). The AGM will be held in person on Thursday 19 November 2026 at the Oakey RSL Club, 76 Campbell Street in Oakey, Queensland, commencing from 12:00pm AEST (1:00pm AEDT).

Shareholders that are unable to attend the meeting in person will have the opportunity to watch the AGM via a live online webcast accessible at https://meetnow.global/MTUL5JX.

At the AGM the Company's Chief Executive Officer (**CEO**), Rob Bishop, and I will provide Shareholders with an update on the Company's performance during the year to 31 July 2026. The AGM is an opportunity for Shareholders to hear from the Board of Directors and the CEO about the Company's operations, recent achievements and future strategy. During the AGM there will be an opportunity for Shareholders to ask questions about the Company's performance during the year.

Information about the Company's performance during the year ended 31 July 2026 is provided in the Company's Annual Report. The Annual Report is available 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 a copy will be published on the Company's website. We encourage you to keep updated on the Company's latest ASX announcements by subscribing to notifications via our website.

The items of business to be considered at the AGM for Shareholders are as follows:

- receipt of the Financial Statements and Reports,
- the adoption of the Remuneration Report,
- the re-election of Non-Executive Directors, and
- the issue of performance and service rights to the Company's CEO.

The Board recommends you **vote in favour** of all resolutions.

Further detail regarding each item of business is set out in the Explanatory Memorandum accompanying this Notice of Meeting, and form part of this Notice of Meeting.

Shareholders are encouraged to vote in advance of the AGM, either by direct voting or appointment of a proxy. Any votes lodged in advance of the AGM must be received before 12:00pm AEST (1:00pm AEDT) on Tuesday 17 November 2026.

Shareholders will have an opportunity to ask questions at the meeting. Where Shareholders are unable to attend the meeting in person, they are encouraged to submit any questions in advance of the AGM. Questions submitted in advance of the AGM must be received before 5:00pm AEST (6:00pm AEDT) on Thursday 12 November 2026.

Further information regarding Shareholder participation in the AGM, including attendance, voting, and submitting questions in advance, is set out in the Explanatory Notes accompanying this Notice of Meeting, and form part of the Notice of Meeting.

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

Thank you for your continued support of New Hope. The Board of Directors and Executive Team look forward to welcoming you to the Company's 2026 AGM.

Yours sincerely

Robert Millner AO
Chair

New Hope Corporation Limited

For personal use only

Notice of Annual General Meeting 2026

Notice is given that the Annual General Meeting (**AGM** or **meeting**) of New Hope Corporation Limited (ABN 38 010 653 844) (**New Hope** or **Company**) will be held on Thursday 19 November 2026 hosted as a physical meeting at the Jondaryan Room, Oakey RSL Club, 76 Campbell Street, Oakey, Queensland 4401 commencing at 12:00pm AEST (1:00pm AEDT).

A live webcast of the meeting will be available online for Shareholders unable to attend the meeting at https://meetnow.global/MTUL5JX.

For personal use only

Items of business

1. Financial Statements and Reports

In accordance with section 317 of the *Corporations Act 2001* (Cth), to present to Shareholders the Financial Report, the Sustainability Report, the Directors' Report and the Auditor's Reports of the Company for the financial year ended 31 July 2026.

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

2. 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 2026 be adopted.

Note: A voting exclusion applies to this resolution.

3. Re-election of Non-Executive Directors

To consider and, if thought fit, to pass the following as separate ordinary resolutions under Rule 20.2 of the Company's Constitution and consistent with ASX Listing Rule 14.4:

Resolution 2

That Robert Dobson Millner 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 Lucia Ana Stocker, 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.

4. Grant of Rights to CEO

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

Resolution 4

That approval is given for the grant of performance rights and service rights to Robert John Bishop, Chief Executive Officer of the Company, under the Company's Rights Plan, and for the issue of ordinary shares on the exercise of those rights, on the terms and conditions described in the Explanatory Memorandum.

Note: A voting exclusion applies to this resolution.

Further information regarding these resolutions is set out in the Explanatory Notes and Explanatory Memorandum from page 4. The accompanying Explanatory Notes and Explanatory Memorandum form part of this Notice of Meeting and should be read in conjunction with the Notice of Meeting.

By order of the Board

Dominic Hugh O'Brien
Company Secretary

New Hope Corporation Limited

13 October 2026

Key Details

Information	Detail
Notice of Meeting	Tuesday 13 October 2026
Meeting	Thursday 19 November 2026
Registration opens	11:30am AEST
Meeting starts	12:00pm AEST
Venue	The Jondaryan Room, Oakey RSL Club, 76 Campbell Street, Oakey, Queensland 4401
Voting entitlement deadline	5:00pm AEST, Tuesday 17 November 2026
Voting deadline	12:00pm AEST, Tuesday 17 November 2026
Questions deadline	5:00pm AEST, Thursday 12 November 2026
Voting options	In person, direct vote, or by appointment of proxy
Online participation	A live webcast of the meeting will be available online. The webcast is view only. Shareholders watching online will not be able to vote or ask questions during the meeting and should vote and submit questions in advance.

For personal use only

Explanatory Notes

For personal use only

These Explanatory Notes have been prepared to provide Shareholders with important information regarding the conduct of the AGM and items of business proposed at the AGM. These Explanatory Notes form part of, and should be read in conjunction with, the Notice of Meeting.

Attending the meeting in person

The AGM will be held physically, in person. If you are attending the AGM, please arrive at the venue at least 30 minutes before the time designated for the AGM so that your Shareholding can be checked against the Company register and your attendance 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 a Voting Form (which can be submitted electronically) or by lodging a direct vote ahead of the AGM. Details regarding appointing a proxy are set out below at 'Appointing a proxy'. Details on lodging a direct vote are set out below at 'Direct voting'.

Viewing the meeting online

The AGM will be webcast live at https://meetnow.global/MTUL5JX.

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 watching the live webcast online will not be able to vote or ask questions. Shareholders planning to watch the live webcast online are encouraged to lodge their questions to the Company in advance and to vote by either completing a Voting Form or lodging a direct vote.

Further information on how to submit questions in advance is set out below at 'Submitting questions in advance'.

To access the webcast you will need:

- your SRN or HIN number, and
- the post code of your address registered to your Shareholding, or if you are a Shareholder who resides overseas, the country of your address registered to your Shareholding.

Shareholders are encouraged to log in to the webcast early (at least five minutes) before the scheduled meeting time.

For assistance accessing the webcast, contact Computershare.

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 **5:00pm AEST (6:00pm AEDT) on Tuesday 17 November 2026**.

Voting options

A Shareholder entitled to vote at the AGM may vote:

- in person at the AGM,
- by appointing a proxy or authorised representative to attend the AGM and vote on their behalf, or
- by lodging a direct vote before the AGM.

For your direct vote or appointment of a proxy to be effective, it must be received before **12:00pm AEST (1:00pm AEDT) on Tuesday 17 November 2026**.

All valid direct votes and directed proxy votes will be counted in accordance with the voting instructions provided. If a Shareholder submits more than one voting instruction in respect of the same Shares and resolution, only the voting instruction received last by the Company will apply.

Voting at the AGM in person

To vote in person, you must attend the AGM at the date and time, and at the venue set out in the Notice of Meeting.

Appointing a proxy

A Shareholder may appoint a proxy to attend the AGM and vote on their behalf. A proxy need not be a Shareholder of the Company.

A Shareholder entitled to cast two or more votes may appoint up to two proxies to attend the AGM and vote on a poll. If two proxies are appointed, the Shareholder must specify the percentage of votes or number of securities each proxy may exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

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

Shareholders who wish to indicate how their proxy should vote must mark the relevant voting direction in the Voting Form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as your proxy decides, subject to any applicable voting exclusions.

If you appoint the Chair as your proxy (or the Chair becomes your proxy by default) by completing and submitting the Voting Form without directing the Chair how to vote on an item of business, you will be expressly authorising the Chair to vote in respect of the resolutions as they decide. This includes Resolutions which are connected directly or indirectly with the remuneration of a member of Key Management Personnel (KMP).

The Chair intends to vote available undirected proxies in favour of the proposed Resolutions, including Resolutions 1 and 4 which are related to the remuneration of KMP. If there is a change to how the Chair intends to vote undirected proxies, the Company will make an announcement to the market accordingly and a copy will be published on the Company's website at https://newhopegroup.com.au/investors/asx-announcements/.

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 vote'.

For personal use only

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting as the Shareholder's representative. The appointment must meet the requirements of Section 250D of the *Corporations Act 2001* (Cth). If a representative of a company is appointed a 'Certificate of Appointment of Corporate Representative' must be produced prior to the meeting (unless it has been previously provided to the Company). A form of the certificate may be obtained by contacting Computershare before the AGM at the details set out below.

Proxy appointments must be received no later than **12:00pm AEST (1:00pm AEDT) on Tuesday 17 November 2026**.

Direct voting

Shareholders may cast a direct vote without attending the AGM or appointing a proxy. A direct vote records the Shareholder's voting instructions and will be counted on the relevant resolution in accordance with those instructions. This differs from appointing a proxy, under which another person is authorised to attend and vote on the Shareholder's behalf.

A Shareholder who attends and votes at the AGM in person on a resolution for which they have cast a direct vote will be taken to have withdrawn their direct vote on that resolution.

The Direct Voting Regulations are available at https://newhopegroup.com.au/investors/. By submitting a direct vote, you agree to be bound by these regulations.

Direct votes must be lodged either online or by submitting a Voting Form before **12:00pm AEST (1:00pm AEDT) on Tuesday 17 November 2026.**

How to vote

The Voting Form allows you to either vote directly or appoint a proxy to attend the AGM and vote on your behalf. You can complete the Voting Form online at www.investorvote.com.au, by scanning the personalised QR Code on the Voting Form or submitting the Voting Form to Computershare. A Shareholder must select only one of the following options on the Voting Form:

- vote directly; or
- appoint a proxy to attend and vote on their behalf.

If a Shareholder submits both a direct vote and an appointment of proxy, the voting method received last by the Company will apply, and the earlier voting instruction or appointment will be treated as withdrawn.

To appoint a proxy by mail or fax, complete the Voting Form and lodge it in one of the following ways:

By mail:	Computershare Investor Services P/L GPO Box 242 Melbourne VIC 3001 Australia
By fax:	1800 783 447 within Australia or +61 3 9473 2555 outside Australia

Voting on resolutions

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

Submitting questions in advance

The Chair will allow a reasonable opportunity for Shareholders 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, EY, questions at the meeting that are relevant to:

- the preparation and content of the Auditor's Reports;
- the conduct of the audit or limited assurance (as applicable);
- 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 or limited assurance, as applicable.

Shareholders entitled to vote at the meeting are encouraged to lodge their questions ahead of the AGM related to the business of the meeting (or in the case of questions directed to the External Auditor, in relation to the content of the Auditor's Reports or the conduct of the audit or limited assurance, as applicable).

Questions must be in writing and received by no later than **5:00pm AEST (6:00pm AEDT) on Thursday 12 November 2026.** Questions can be sent to the Company in one of the following ways:

By email:	To the Company Secretary at cosec@newhopegroup.com.au
Online:	At www.investorvote.com.au when lodging a direct vote or proxy vote, or via the Company's website at https://newhopegroup.com.au/contact-us/
By mail:	The Company Secretary New Hope Corporation Limited GPO Box 2440 BRISBANE QLD 4001

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 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 **12:00pm AEST (1:00pm AEDT) on Tuesday 17 November 2026.**

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

Visitors who have not registered with the Company by the deadline may be denied entry to the AGM.

Explanatory Memorandum

For personal use only

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.

Items of Business

Item 1

Financial Statements and Reports

The *Corporations Act 2001 (Cth)* requires the Company to present its Financial Report, Sustainability Report, Directors' Report and Auditor's Reports for the financial year ended 31 July 2026 before Shareholders at the Annual General Meeting.

The Financial Report comprises the financial statements, notes to the financial statements and the Directors' Declaration. The Sustainability Report includes climate-related financial information. The Directors' Report includes, amongst other matters, the Company's Remuneration Report, which is the subject of the separate advisory resolution set out in Item 2 of this Notice of Meeting. The Auditor's Reports contain the independent auditor's opinion on the Financial Report and the Sustainability Report.

The Annual Report for the financial year ended 31 July 2026 has been made available to Shareholders and can be accessed on the Company's website. A print copy of the Annual Report 2026 has also been provided to Shareholders who elected to receive a printed copy.

There is no requirement for Shareholders to approve, adopt or vote on the Financial Report, Sustainability Report, Directors' Report or Auditor's Reports. Accordingly, no resolution will be put to Shareholders in respect of this item of business.

This item is intended to provide a reasonable opportunity for Shareholders to raise questions and make comments during the meeting on these reports and ask questions of the Board, or make comments, about the management of the Company and the Financial Report, Sustainability Report, Directors' Report and Auditor's Reports.

A representative of the Company's external auditor, EY, will attend the meeting and will be available to answer questions from Shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Reports;
- the accounting policies adopted by the Company in relation to the preparation of the Financial Report; and
- the independence of the auditor in relation to the conduct of the audit.

Shareholders may submit questions in advance of the meeting regarding these reports and the operations, management and performance of the Company. Questions submitted in advance of the meeting must be received by no later than **5:00pm AEST (6:00pm AEDT) on Thursday 12 November 2026**. Further details on how to submit questions in advance of the meeting are set out in the Explanatory Notes above under 'Submitting questions in advance'.

Resolution 1

Remuneration Report

The Company's Remuneration Report for the financial year ended 31 July 2026 is set out on pages 73 to 95 of the Company's Annual Report 2026. The Annual Report 2026 is available on the Company's website at https://newhopegroup.com.au/results-and-reports/.

The Remuneration Report forms part of the Directors' Report and has been prepared in accordance with the requirements of the *Corporations Act 2001* (Cth). It describes the Company's remuneration framework and sets out information regarding the remuneration arrangements for the Company's Key Management Personnel, including the relationship between remuneration outcomes and Company performance.

Pursuant to section 250R of the *Corporations Act 2001* (Cth), the Company is required to put the Remuneration Report to a vote of Shareholders at the AGM.

The vote on this resolution is advisory only and does not bind the Directors or the Company, and does not approve Director remuneration. However, the Board will take the outcome of the vote and Shareholder feedback into account when reviewing the Company's remuneration policies and practices.

The Chair will provide Shareholders with a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report before the resolution is put to a vote. Shareholders may submit questions in advance of the meeting regarding the Remuneration Report and the Company's approach to remuneration. Questions submitted in advance of the meeting must be received by no later than **5:00pm AEST (6:00pm AEDT) on Thursday 12 November 2026**.

Further details on how to submit questions in advance of the meeting are set out in the Explanatory Notes above under 'Submitting questions in advance'.

Voting Exclusion Statement

A voting exclusion applies to this resolution.

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 2026, 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 Voting Form or received online (as applicable); or
- by the Chair 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.

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 1, unless otherwise instructed.

For personal use only

Re-election of Non-Executive Directors

Resolutions 2 and 3 relate to the re-election of Non-Executive Directors, Robert Dobson Millner AO and Lucia Ana Stocker.

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, for the year ended 31 July 2026 Robert Dobson Millner AO and Lucia Ana Stocker retire by rotation.

Consistent with the Company's Constitution, ASX Listing Rule 14.4 provides that a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or election, or for more than three years, whichever is the longer.

The Board has a majority of independent Directors as recommended under the ASX Corporate Governance Principles and Recommendations (4th Edition). The Board 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 independence, skills and experience of the Board as at 31 July 2026 are set out in the Company's Corporate Governance Statement 2026. The Statement is available on the Company's website at https://newhopegroup.com.au/corporate-governance/.

Set out below are the details of Robert Dobson Millner AO and Lucia Ana Stocker, together with the recommendation of the Board.

Resolution 2

Re-election of Non-Executive Director – Robert Dobson Millner AO

Robert (Rob) Dobson Millner AO retires as a Director at the AGM in accordance with rule 20.2 of the Company's Constitution and, being eligible, offers himself for re-election.

Rob was appointed to the Board on 1 December 1995 and was appointed Chair of the Board in 1998, and has served as Non-Executive Chair since that time. He was most recently re-elected as a Director in 2023.

Rob has extensive experience in the investment industry. He brings to the Board broad corporate, investment, portfolio and asset management experience gained across diverse sectors including telecommunications, mining, manufacturing, health, finance, energy, industrial and property investment in Australia and overseas. Rob was awarded an Officer of the Order of Australia in 2023.

He has deep industry exposure to coal, building products and diversified industrial businesses, and is recognised for his long-term investment approach and stewardship of complex corporate groups.

The Board has considered Rob's performance, skills, experience and contribution to the Board and considers that he continues to make a valuable contribution to the Board and possesses skills and experience that are important to the Company's ongoing success.

Recommendation: For the reasons above, the Directors (with Robert Dobson Millner AO abstaining) recommend you vote FOR Resolution 2.

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 2, unless otherwise instructed.

Resolution 3

Re-election of Non-Executive Director – Lucia Ana Stocker

Lucia (Lucy) Ana Stocker retires as a Director at this Annual General Meeting in accordance with rule 20.2 of the Company's Constitution and, being eligible, offers herself for re-election.

Lucy was appointed as a Non-Executive Director on 1 February 2023.

Lucy Stocker is an experienced industry leader with over 30 years of experience across mining, engineering and strategic planning. She also founded and operates a successful privately owned agricultural business and is currently an independent consultant. She has previously served as a Non-Executive Director of Perth NRM.

The Board considers Lucy to be a valuable member of the Board, and her experience in mining, engineering, strategic planning and technology supports her re-election.

The Board considers that Lucy's skills and experience continue to complement the Board's existing capabilities and support the effective oversight of the Company's strategic objectives regarding safety, operational performance, sustainability, environment and community.

Recommendation: For the reasons above, the Directors (with Lucia Ana Stocker abstaining) recommend you vote FOR Resolution 3.

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 3, unless otherwise instructed.

Resolution 4

Issue of Rights to CEO

The Board has determined that Robert John Bishop, the Company's Chief Executive Officer (**CEO**), should receive performance rights and service rights under the New Hope Corporation Limited Rights Plan (**Rights Plan**) as part of his variable remuneration for FY27 (**Rights**).

Approval is sought for the issue of the Rights to the CEO. The Rights were approved by the Board for grant on 14 September 2026 under the Rights Plan, as a Long-Term Incentive (**LTI**) and Short-Term Incentive (**STI**).

Further information regarding the key terms of the Rights are set out below on pages 9 to 11.

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).

Regardless, the Board considers the proposed grant to be a material component of the CEO's remuneration arrangements. The Company is therefore voluntarily seeking Shareholder approval as a matter of good corporate governance, to promote transparency and accountability in relation to the structure and quantum of the CEO's variable remuneration. Rights were determined for grant by the Board on 14 September 2026 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. Any alternative arrangement may be provided in cash or another form permitted under the Rights Plan and applicable law.

For personal use only

LTI Performance Rights

LTI Performance Rights form part of the CEO's long-term variable remuneration and are subject to performance and service conditions which will be measured over the Measurement Period from 1 August 2026 to 31 July 2029.

Measurement Period	LTI At-Max	Allocation price – 20 Day VWAP	Vesting Date	Number of Performance Rights
FY27 to FY29	$1,688,580	$5.2608	1 August 2029	320,973

STI Service Rights

STI Service Rights represent the deferred equity component of the CEO's short-term variable remuneration and is subject to a continued service condition during the Measurement Period from 1 August 2026 to 31 July 2027.

Service Period	STI Reward	Allocation price – 20 Day VWAP	Vesting Date	Number of Service Rights
FY27	$519,661	$5.2608	1 August 2027	98,780

No amount is payable by the CEO for the grant of the Rights or on their exercise. The Rights do not carry voting or dividend entitlements before they are exercised and Shares are allocated.

Voting Exclusion Statement

Note: Although Shareholder approval is not required under ASX Listing Rule 10.14, the Board has determined that a voting exclusion applies to this resolution.

The Company will disregard any votes cast on Resolution 4:

- 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 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).

Key terms of the LTI Performance Rights

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

Instrument	The LTI 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 LTI Performance Rights will be settled in Shares/Restricted Shares.
Performance conditions	The LTI 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%
Performance measures	**Relative Total Shareholder Return** 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. **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 management 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 2026 to 31 July 2029.
Vesting schedules	

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.

Key terms for the 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 STI Service 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 the STI Service Rights to become eligible to vest.
Service Period	The Service Period is the 12-month period from 1 August 2026 to 31 July 2027.

Terms applicable to both LTI and STI Rights

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

Cost of Rights	No amount is payable by the CEO for the Rights as their value forms part of the 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).

For personal use only

For personal use only

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 of 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 the Company's Securities 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 percentage 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 regarding remuneration

The CEO's Total Remuneration Package for FY26 in accordance with the remuneration arrangements set out in the Company's Annual Report 2026 may be summarised as follows:

- Fixed Pay of $1,407,150
- A Short Term Variable Remuneration at Target of $844,290
- A Long Term Variable Remuneration at Target of $1,336,793
- The Total Remuneration Package at Target is therefore $3,588,233

Rights previously issued (at no cost) to the CEO are set out in the Company's Annual Report 2026, outlined as follows:

LTI Performance Rights

Measurement Period	Maximum LTI Value	Allocation price – 20 Day VWAP	Vesting Date	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 2026	171,978	120,599	51,379
FY24 to FY26	$2,293,501	$5.0561	1 August 2026	453,610	296,797	156,813
FY25 to FY27	$2,522,460	$4.8894	1 August 2027	515,903	–	–
FY26 to FY28	$2,668,835	$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	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
FY26	$360,714	$4.1444	1 August 2026	87,036	87,036	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.

Recommendation: The Directors recommend you vote FOR Resolution 4.

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 4, unless otherwise instructed.

NEW HOPE GROUP

For personal use only

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **12:00pm AEST (1:00pm AEDT) Tuesday, 17 November 2026.**

Voting Form

For personal use only

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

VOTE DIRECTLY

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for 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%.

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.

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 4, 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 4 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 appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Form: XX

Online:

Lodge your vote 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: I9999999999
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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

I 9999999999 I ND

Voting Form

Please mark ☒ to indicate your directions

Step 1 Indicate How Your Vote Will Be Cast *Select one option only*

XX

At the Annual General Meeting of New Hope Corporation Limited to be held at Oakey RSL Club, 76 Campbell Street, Oakey Queensland 4401 on Thursday, 19 November 2026 at 12:00pm AEST (1:00pm AEDT) and at any adjournment or postponement of that meeting, I/We being member/s of New Hope Corporation Limited direct the following:

A Vote Directly ☐ Record my/our votes strictly in accordance with directions in Step 2.

PLEASE NOTE: *A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.*

OR

B Appoint a proxy to vote on your behalf

I/We 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).

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), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 4 (except where I/we have indicated a different voting intention in Step 2) even though Resolutions 1 and 4 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 4 by marking the appropriate box in Step 2.

Step 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and 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. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

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.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Non-Executive Director - Robert Dobson Millner AO	☐	☐	☐
Resolution 3	Re-election of Non-Executive Director - Lucia Ana Stocker	☐	☐	☐
Resolution 4	Grant of Rights to CEO	☐	☐	☐

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

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

Mobile Number	Email Address

For personal use only