Direct Voting Regulations

New Hope Corporation Limited
ACN 010 653 844

14 September 2026

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1 Background and purpose

(a) The Board has adopted these Direct Voting Regulations (**Regulations**) under clause 17.14 of the Constitution, which empowers the Board to prescribe regulations in relation to direct voting, including the form, method and timing required for a Member to validly cast a direct vote at a general meeting of the Company.

(b) The purpose of these Regulations is to facilitate Member engagement by permitting Members to cast a valid vote on resolutions considered at a general meeting of the Company without attending the meeting in person or appointing a proxy, attorney or corporate representative.

(c) Members who choose to cast a direct vote agree to be bound by these Regulations.

2 Interpretation

(a) In these Regulations, **Constitution** means the constitution of the Company as amended or replaced from time to time.

(b) Terms defined in the Constitution have the same meaning in these Regulations unless the contrary intention appears.

(c) If there is any inconsistency between these Regulations and the Listing Rules or the Constitution, the Listing Rules or the Constitution (as applicable) prevail to the extent of the inconsistency.

3 Amendment

The Board reserves the right to amend, vary, revoke or replace these Regulations from time to time. Members are encouraged to review these Regulations each time they cast a direct vote.

4 Votes by Members

4.1 Means of voting

Votes by Members on a resolution at a meeting may be given:

(a) personally at the meeting;

(b) by proxy, attorney or representative at the meeting; or

(c) by a valid notice of their voting intention (**direct vote**) prior to the meeting, where the Directors have determined that Members are entitled to vote by direct vote on that resolution prior to the meeting.

4.2 One vote per share

(a) A Member may only vote by one of the methods in Regulation 4.1 in respect of a Share.

(b) If a Member casts a direct vote on a particular resolution, the Member is taken to have revoked the authority of any proxy, attorney or representative previously appointed to vote on their behalf on that resolution.

(c) If, after a Member casts a direct vote, the Company receives an instrument appointing a proxy, attorney or representative in respect of that resolution or the meeting generally, the direct vote is automatically taken to have been withdrawn.

4.3 Priority of votes

If a Member attempts to cast more than one vote (including one or more direct votes) on a particular resolution in respect of the same Share, only the last valid vote received by the Company will be taken to have been cast. Any earlier vote is automatically taken to have been withdrawn.

4.4 Amended resolutions

A direct vote cast on a resolution that is amended is taken to be a direct vote on the resolution as amended, unless the chair of the meeting determines that this is not appropriate.

4.5 Notice of meeting

If the Directors have determined that direct voting is available on a resolution at a meeting, the notice of meeting will inform Members of their right to vote by direct vote in respect of that resolution, and will specify the form, method and timing required for the vote to be valid.

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5 Direct Voting

Pursuant to Regulation 4.1, a Member who is entitled to attend and vote on a resolution at a general meeting may cast a direct vote on that resolution if the notice of meeting expressly provides that direct voting is available for that meeting or resolution.

6 How a direct vote is cast

6.1 Voting form

(a) A Member must use the voting form authorised by the Board (or the online voting facility approved by the Board) to cast a direct vote.

(b) If a voting form contains instructions for both direct voting and the appointment of a proxy, the Member will be taken not to have appointed a proxy, and the authority of any proxy will be revoked. The direct votes will be counted.

(c) If a voting form is received and neither the direct voting box nor the appointment of a proxy is selected, the Member will be taken to have appointed the person named in the voting form as proxy and if no person is named, the chair of the meeting as proxy.

6.2 Proportion or number of votes

(a) A Member may specify on the voting form the proportion or number of Shares to be voted on any resolution. If no proportion or number is specified, the voting instruction will apply to all Shares held by the Member.

(b) If a Member specifies a proportion or number of Shares on the voting form in respect of a resolution that is less than all of the Shares held by the Member, the Member's direct vote in respect of that resolution will be counted both for and against the resolution on a show of hands.

6.3 Authentication and signing

6.3.1. Online lodgement

If the direct vote is lodged online, the Member must follow the instructions for online lodgement to enable electronic authentication, which will include a method for identifying the Member (such as a Holder Identification Number (HIN), Securityholder Reference Number (SRN) or other identifying notation approved by the Directors or specified in the notice of meeting).

6.3.2. Post or fax

If lodged by post or fax, the voting form must be signed in accordance with the instructions on the voting form.

6.3.3. Electronic transmission

If sent by electronic transmission, the direct vote will be taken to have been signed if it has been signed or authorised by the Member in a manner approved by the Directors or specified in the notice of meeting. A direct vote includes any form of vote that the Directors may prescribe or accept, including by electronic means.

6.4 Joint Holders

If more than one joint holder votes on a resolution, only the vote of the joint holder whose name appears first in the register of Members is counted.

7 Receipt of the direct vote

To be valid, the direct vote (together with any authority or power under which it was signed, or a certified copy of that authority or power) must be received by the Company at the registered office, the share registry, or such other place, or electronic address specified for that purpose in the notice of meeting or on the voting form, no later than 48 hours before the time appointed for the holding of the relevant meeting.

8 Form of the direct vote

A voting form is valid if it contains:

(a) the Member's name and address, or any applicable identifying notation (such as HIN or SRN) approved by the Directors or specified in the notice of meeting; and

(b) the Member's voting intention on any or all of the resolutions to be put before the meeting.

9 Validity of direct vote

A direct vote is valid even if, before the commencement of the meeting to which the direct vote relates, the Member:

(a) dies;

(b) is mentally incapacitated;

(c) wishes to change or withdraw their vote;

(d) transfers their Shares in respect of which their vote is given; or

(e) revokes the appointment of the attorney who cast the direct vote on behalf of the Member or the authority under which the appointment was made by a third party,

unless written notification of the relevant event is received by the Company in the manner specified in the notice of meeting or in the voting form before the relevant meeting.

The decision of the chair of the meeting as to whether a direct vote is valid, and as to the manner in which any direct vote is to be counted, is final and conclusive.

10 Counting of direct votes

10.1 Count

If a direct vote is cast in respect of a resolution, the chair of the meeting must:

(a) subject to Regulation 6.2, on a vote by show of hands relating to that resolution, count each Member who has submitted a direct vote for or against the resolution in accordance with their direct vote; and

(b) on a vote by poll relating to that resolution, count the number of votes cast by each Member who has submitted a direct vote for or against the resolution in accordance with their direct vote.

10.2 Abstained direct votes

Direct votes abstained will not be counted in computing the required majority on a poll.

11 Attendance after casting a direct vote

(a) A Member who has cast a direct vote is entitled to attend the meeting.

(b) The Member's attendance does not, of itself, revoke or cancel the direct vote unless the Member instructs the Company (or its share registry) otherwise or votes at the meeting on the resolution to which the direct vote relates.

12 Disclosure of direct votes

12.1 At the meeting

Before the vote is taken at the meeting, the chair of the meeting may inform the meeting whether any direct votes have been received and how the direct votes are to be cast. The procedure adopted will be the same as for the identification of proxy votes.

12.2 After the meeting

The number of direct votes received for and against each resolution must be included in the minutes of the meeting and should be notified to the ASX. This should be combined with the lodgement of information required under section 251AA(2) of the Law.