Corporate Governance Statement 2026

Coal.
Energy.
Agriculture.
Responsibly.
Reliably.

NHG
NEW HOPE GROUP

Outline

Contents

Governance Framework	03
Lay Solid Foundations for Management and Oversight	04
Structure the Board to be Effective and Add Value	09
Instil a Culture of Acting Lawfully, Ethically and Responsibly	11
Reporting and Disclosure	12
Recognise and Manage Risk	14
Respect the Rights of Shareholders	15
Remunerate Fairly and Responsibly	15

In this Corporate Governance Statement (**Statement**), a reference to 'New Hope Group', 'New Hope', 'Group', 'Company', 'we', 'us' and 'our' is to New Hope Corporation Limited ABN 38 010 653 844 and its wholly-owned subsidiaries. This Statement describes the corporate governance framework and practices in place during the financial year ended 31 July 2026, being the period from 1 August 2025 to 31 July 2026 (2026 financial year), and discloses the extent to which the Company followed the the recommendations set out in the ASX Corporate Governance Principles and Recommendations during the period. This Statement has been approved by the New Hope Board and is current as at 14 September 2026.

This Statement should be read in conjunction with the Company's Annual Report 2026, which is available on our website.[1] Unless otherwise stated, our published charters, policies and documents referred to in this Statement can be found at the Company's website.

1. The Company's website is available at https://newhopegroup.com.au. Documents referenced in this Statement as available at the Company's website may be updated from time to time.

Governance Framework

The Company recognises that strongly embedded corporate governance is essential to building trust and creating sustainable shareholder value. New Hope is committed to achieving high corporate governance standards and seeks to achieve this by upholding the framework of systems, processes and tools created to exercise decision-making and authority within its operations.

This Statement summarises the key features of the Company's corporate governance framework for the 2026 financial year. This Statement outlines the roles and responsibilities of the Board, Management and our people, and is underpinned by our purpose and vision, strategy and Values.

This Statement has been prepared having regard to the *Corporate Governance Principles and Recommendations (4th Edition)* (**Principles**) which continue to operate as the applicable governance benchmark for ASX listed entities. During the financial year, the ASX announced a transition in its governance approach, with the ASX Corporate Governance Council being disbanded and the ASX assuming ultimate responsibility for the stewardship of the Principles, supported by a newly established Advisory Group on Corporate Governance. Until any changes to the Principles are formally issued by ASX, the 4th Edition remains the appropriate guidance document and continues to operate as the applicable benchmark for the Company's corporate governance framework and practices.

A completed Appendix 4G will be lodged with ASX at the same time as the Company's Annual Report for the financial year ended 31 July 2026, as required by Listing Rule 4.7.3. The Appendix 4G reflects New Hope's compliance with the Principles and is available on our website.

Governance Structure

Our purpose and vision are supported by our strategy to safely, responsibly and efficiently operate our low-cost, long-life assets, with a focus on disciplined capital management, providing valuable returns to shareholders.

Purpose & Vision

Coal. Energy. Agriculture. Responsibly. Reliably.

Our purpose, vision and strategy are reflected in our Values, which underpin our activities and operations, and guide decision-making by the Board and Management. Our Values reflect who we are as an organisation and our aspiration to do the right thing the first time to achieve success. Our Values inform the behaviours and decision-making of all New Hope Directors and employees, and underlie the relationships we develop with our people and stakeholders.

Values

Integrity
We are ethical, honest and trusted to do the right thing.

Respect
We listen and treat others as we expect to be treated.

Responsibility
We are empowered and accountable for our actions.

Wellbeing
We all seek to prevent harm, promote safety and enhance health.

Resilience
We are adaptable and see opportunity in change.

Collaboration
We work together and focus on the best outcome.

Lay Solid Foundations for Management and Oversight

The Board

As at the date of this Statement, and throughout the 2026 financial year, the Board comprised seven Non-Executive Directors, four of whom are Independent.

Details including the skills and experience of each Director and their dates of appointment are set out at pages 69 to 71 of the Annual Report 2026.

Roles and responsibilities

The Board Charter sets out the Board's responsibilities, including powers that are expressly reserved to the Board, and powers that are specifically delegated to the Chief Executive Officer (**CEO**) and Management. In particular, the Board's role is to:

- oversee the management of the Group;
- set the strategic direction of the Group;
- monitor the Group's financial, operational and sustainability performance;
- represent and serve the interests of shareholders;
- provide direction on the Group's desired culture; and
- monitor compliance with the Group's governance frameworks and regulatory compliance.

The Board Charter reserves certain responsibilities and powers expressly to the Board, including:

- approving the Group's Values, Code of Conduct and governance policies;
- determining the composition and powers of the Board and its Committees;
- setting the risk appetite and monitoring New Hope's Enterprise Risk Management Framework;
- setting the Group's capital management framework;
- appointing the CEO and overseeing the recruitment of Executives; and
- setting the remuneration of individual Directors (subject to shareholder approved limits), the CEO, and Executives that report directly to the CEO.

The Board delegates certain powers to Board Committees established to help it fulfil its roles and responsibilities effectively and efficiently.

The Board has delegated to the CEO power and authority to manage the Company's business, except for those matters specifically reserved to the Board or one of its Committees. The CEO has in turn delegated some powers to Executives and other employees but remains accountable to the Board for the Group's performance and for all delegated authority.

The Board Charter is reviewed annually to ensure it reflects applicable laws and governance standards, and allows effective exercise of the roles, responsibilities and authority of the Board. The Board Charter is available on our website.

The Board may form other Committees, at its discretion, to undertake specific duties from time to time. At the date of this Statement, the Board has maintained establishment of each of the standing committees set out at 'Board Committees' below. In addition to these standing committees, during the 2026 financial year the Board established ad hoc committees for limited periods of time to address specific strategic objectives.

The Chair

The role of the Chair is to:

- provide effective leadership to the Board;
- facilitate the effective contribution of all Directors;
- promote constructive and respectful relations between Directors and Management;
- ensure that the Board functions effectively in discharging its responsibilities; and
- communicate the views of the Board to shareholders.

Robert Millner AO joined the Board in December 1995 and was appointed as Chair in November 1998.

Further details of the skills and experience of the Chair are set out at page 69 of the Annual Report 2026.

The Company Secretary

The role of the Company Secretary is to:

- liaise with, and be accountable directly to, the Board through the Chair on all matters to do with the proper functioning of the Board; and
- provide advice and support to the Board on all governance matters.

The Company Secretary is appointed and removed by the Board. All Directors have direct access to the Company Secretary. Dominic O'Brien was appointed as Executive General Manager & Company Secretary in February 2022.

Further details of the skills and experience of the Company Secretary are set out at page 72 of the Annual Report 2026.

Board Committees

Board Committees are established to assist the Board in carrying out its responsibilities effectively and efficiently. In deciding Committee memberships, the Board endeavours to make the best use of the range of Directors' skills and expertise. Responsibility is shared.

The Board receives minutes of all Committee meetings. There is a standing item in every Board meeting for each Committee Chair to provide updates on significant areas of discussion and key decisions since the last meeting.

To assist each Committee in discharging its responsibilities, each Committee has an annual meeting planner that sets out the scheduled items of business and reports to be considered during the year. Information on the number of Committee meetings held during the year, and Directors' attendance at those meetings, is presented at page 96 of the Annual Report 2026.

Each Committee comprises three members, including the respective Committee Chair. All Committee members of each Committee are Independent Non-Executive Directors. The Charter for each Committee is reviewed annually. The respective Committee Charters are available on our website.

Details for each Committee are set out in the table below.

Committee	Members	Responsibilities
Audit and Risk Committee	Ian Williams (Chair) Jacqui McGill AO Steve Boulton	• Provide oversight and report to the Board on the Group's financial reporting responsibilities including external audit independence and performance. • Facilitate discussions with external and internal auditors, without Management present (as appropriate). • Fulfil responsibilities in relation to risk management, compliance, legal proceedings, corporate governance, and insurance. • Provide oversight to the Board on the Group's insurance program. • Monitor material legal proceedings. • Oversee and appraise New Hope's frameworks for managing compliance and risk management, including through the following internal controls and measures: – financial accounting compliance; – external reporting requirements, including under the *Corporations Act 2001* (Cth) (**Corporations Act**) and the ASX Listing Rules; – New Hope's risk appetite statement and Enterprise Risk Management Framework; – tax compliance; and – compliance with laws and regulations and monitoring of emerging statutory reforms.
Sustainability Committee	Jacqui McGill AO (Chair) Ian Williams Lucy Stocker	• Provide recommendations to the Board on matters within the Committee's scope of responsibility, including health, safety and wellbeing; environment; sustainability; workforce; and community engagement. • Oversee and monitor the Group's performance as aligned to its strategies, policies and processes to enhance safety and wellbeing awareness, compliance with related laws and regulations, review of annual risk assessment processes and related operational risk management. • Provide support to the Board on identification and management of risks by applying New Hope's Enterprise Risk Management Framework to risks and opportunities within the Committee's scope of responsibilities. • Review and monitor new and emerging risks within the Committee's scope of responsibilities and make recommendations to the Board on material opportunities to improve risk identification, assessment, control effectiveness and verification. • Monitor key legal, regulatory and industry developments, to ensure that Committee members are regularly informed and provided with training and development opportunities. • Oversee and ensure the Group's performance against sustainability initiatives, governance, reporting requirements, and endorse for Board approval the Group's sustainability-related disclosures.
Nomination and Remuneration Committee	Steve Boulton (Chair) Jacqui McGill AO Ian Williams	• Develop and maintain the Board Skills Matrix and provide recommendations to the Board regarding skills, competencies, diversity and experience of Directors required on the Board given the strategic direction of the Group. • Ensure appropriate succession planning for Directors and the Chair, Management and other business critical roles. • Provide recommendations to the Board regarding Board composition, including appointment and induction of Directors. • Coordinate the conduct of Board, Committee and Director performance reviews at least annually. • Oversee and monitor the Group's remuneration strategy and practices.

Lay Solid Foundations for Management and Oversight continued

Board and Committee focus areas during the 2026 financial year

Highlights for the year include:

- monitoring the Group's safety performance and strategies to enhance safety and wellbeing awareness;
- overseeing the delivery of key strategic priorities by Management to ensure long term shareholder returns;
- guiding and supporting Management in relation to the Group's capital position, with a key focus on various capital management initiatives including the introduction of the Group's Dividend Reinvestment Plan, launch of new notes for a A$300 million convertible bond and concurrent repurchase of 97% of the existing notes and the renewal of the Company's on-market share buy-back of up to A$100 million;
- ongoing oversight of management of current and emerging risks, including reviewing the Group's Enterprise Risk Management Framework and setting the Group's risk appetite;
- overseeing implementation of risk management maturity initiatives focused on enhancing the Company's overall approach to risk management;
- determining the payment of any dividend to be paid by the Company and timing of dividends to be paid;
- maintaining ongoing dialogue with the External Auditor;
- overseeing the continued ramp-up of New Acland Mine, contributing to increased Group saleable coal production;
- ongoing consideration of Board and Board Committee composition including the appointment of a Lead Independent Director to strengthen the independence and effectiveness of the Board;
- monitoring key environmental, social and governance (**ESG**) metrics;
- oversight of the management of the Company's material climate-related risks and opportunities, and the potential and anticipated financial impacts on the Group's operations;
- monitoring decarbonisation initiatives being investigated in accordance with the Group's Enterprise Decarbonisation Framework;
- providing oversight of the Group's technology strategy and implementation of key technology initiatives, with a particular focus on cyber risk management and information security;
- approving remuneration arrangements and variable remuneration outcomes for the Executives and other employees;
- overseeing the maturity of the Group's employee value proposition including reviewing the processes in place to attract, develop, motivate and retain talent;
- the passing of a resolution at the Company's 2025 AGM to amend the Company's Constitution to reflect current governance practices, including allowing general meetings to be held in a hybrid format, or, where Directors determine exceptional circumstances exist, in a virtual only format;
- overseeing the introduction of mandatory climate-related financial disclosure reporting for the Group through its first Sustainability Report prepared in accordance with AASB S2 'Climate-related disclosures'; and
- reviewing and refreshing the Board and Committee Charters.

Director appointment, re-election and succession

When considering new appointments to the Board, suitable candidates are identified taking into account the Board Skills Matrix. Independent recruitment firms may be engaged to assist in searching for candidates.

Before appointing a Director, or putting someone forward for election as a Director, due diligence is undertaken with respect to the person's character and experience, academic qualifications, criminal record and bankruptcy history.

Each new Director receives an appointment letter which provides the Director's written agreement to, and outlines the key terms of, their appointment. Director appointment is subject to election by Shareholders at the next occurring Annual General Meeting (**AGM**).

With the assistance of the Nomination and Remuneration Committee, the Board reviews Board succession on an ongoing basis and, in doing so, takes into consideration the mix of skills and experience on the Board, the performance of Directors and diversity represented on the Board. In addition, the Nomination and Remuneration Committee regularly considers succession planning to ensure an orderly succession and renewal of the Directors.

In accordance with the Company's Constitution, Directors must submit themselves for re-election every three years and at least one Director must stand for election by shareholders at each AGM. Before recommending that shareholders re-elect a Director, the Board considers the performance of the Director and any other matters it considers relevant. When a Director is to be considered for election or re-election, shareholders are provided with all material information that is relevant to a decision on whether or not to elect or re-elect that Director.

Board performance

The performance of the Board and its Committees is evaluated regularly. An internal review is conducted each year, including confidential evaluation questionnaires completed by Directors. Informal review mechanisms are also used, such as discussions with the Chair and Committee Chairs respectively, and feedback received informally during Board and Committee meetings. The performance of individual Non-Executive Directors is also reviewed annually by way of an internal review. The internal review process generally involves the completion of a confidential evaluation questionnaire or informal interviews to provide feedback with other Board members or the Chair.

The results of the review are discussed by the Chair with the Director concerned. Results from internal reviews are analysed and an evaluation is provided to the Chair of the Nomination and Remuneration Committee for discussion with the Chair. Regular informal discussions take place between individual Directors and the Chair throughout the year. A performance evaluation of the Board, its Committees and individual Directors was undertaken during the 2026 financial year in accordance with the processes described above. The evaluation took the form of a self-assessment by the Directors of the performance of the Board and its Committees, and no significant matters were raised.

Executive appointment and reviews

The Company has a written agreement with each Executive setting out the terms of their appointment. As part of the Board's oversight of Executive Management, all New Hope Executives participate in an annual goal setting and performance review process.

Each Executive is assessed against a range of criteria as relevant to their role, including achievement of goals relating to financial performance, operational delivery, ESG, risk management and critical controls, safety and wellbeing, and the delivery of strategic projects and initiatives.

All Executives participated in a performance evaluation on this basis in relation to the 2026 financial year.

Prior to the appointment of any new Executive, New Hope carries out appropriate reference checks in respect of the candidate's character, experience, education, and criminal record history. This pre-appointment process was in place during the 2026 financial year and will be utilised for any future appointments.

Diversity and inclusion

The Company aims to create a diverse and inclusive environment where everyone feels safe, valued and supported. The Company's Diversity and Inclusion Statement outlines our commitment to fostering culture which supports diversity and inclusion and is available on the Company's website.

The Board acknowledges the recommendation of the ASX Corporate Governance Council that the measurable objective for gender diversity in the composition of a board of an entity included in the ASX 300 Index should be to have not less than 30% of its directors of each gender within a specified period. From the commencement of the 2026 financial year up to the date of this Statement, the Company was a member of the ASX200 and, at 29% female and 71% male, the Board is marginally below the recommended target.

The Board is of the view that it is presently comprised of highly qualified Directors with a diverse range of relevant skills and experience and the size of the Board is appropriate for the size of the Company. For those reasons, the Board does not currently intend to increase the size of the Board nor to change its composition, given that the current Directors bring an appropriate mix of skills, breadth and depth of knowledge and experience to fulfil the Board's role. As part of its roles and responsibilities, the Nomination and Remuneration Committee continues to advise the Board on gender diversity considerations alongside desired skills, capabilities, knowledge and experience when reviewing Board succession and assessing any future appointment, and reviews Board composition on an ongoing basis. The Board will consider gender diversity objectives, together with other relevant objectives concerning desired skills, capabilities, knowledge and experience for future appointments.

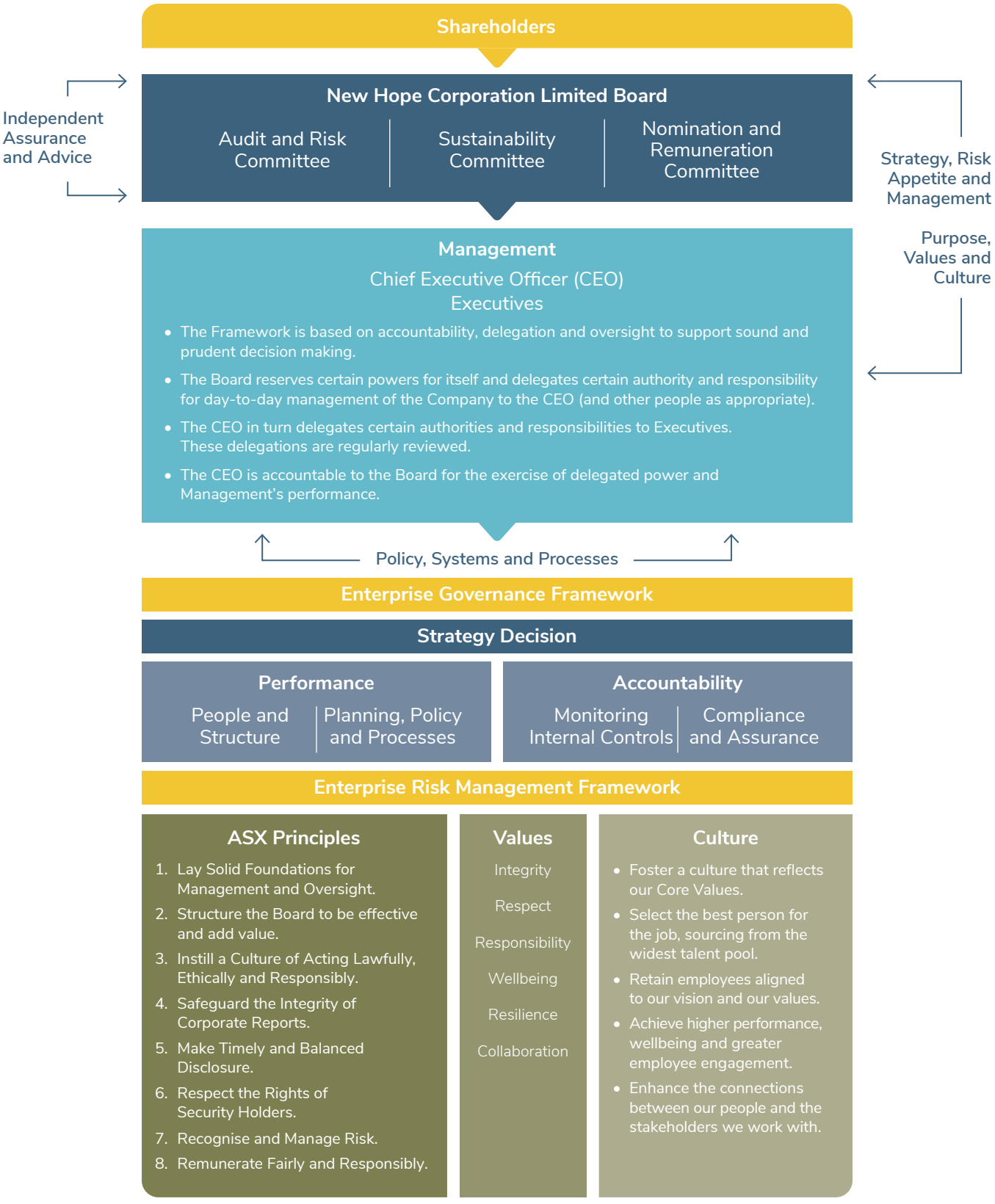
Our recruitment and employment policies and processes reflect our commitments to ensuring all individuals are provided with equal opportunities in all aspects of employment, as reflected in the Group's Diversity and Inclusion Statement. We continue to investigate opportunities to improve our workforce diversity.

Key workforce gender composition statistics are available in our Annual Report 2026 at page 31 and in the Group Sustainability Databook 2026. The Group also provides information for annual Gender Equality Reporting to the Workplace Gender Equality Agency (**WGEA**). These reports are available on the Company's website.

Lay Solid Foundations for Management and Oversight continued

Enterprise Governance Framework

The Company's Enterprise Governance Framework sets out the principal roles and responsibilities of the Board and Management. It establishes the framework and relative relationship of the policies, systems and processes for oversight and monitoring of strategy, performance, reporting, disclosure, remuneration, health and safety, risk management and stakeholder engagement. The following diagram outlines the Enterprise Governance Framework.



Structure the Board to be Effective and Add Value

Board skills

The Board considers that the Directors bring an appropriate mix of skills, breadth and depth of knowledge and experience to fulfil the Board's role. Together, the Directors have a range of relevant skills and experience necessary to guide the Company. Details of each Director's qualifications are set out at pages 69 to 71 of the Annual Report 2026.

The Company's Board Skills Matrix below sets out core skills and experience areas where Directors have high levels of competence arising from direct practice and experience in prior and/or current roles, and through formal qualifications.

Competence in each area is assessed with the assistance of the Nomination and Remuneration Committee and is reported on a binary basis, with the Matrix reflecting the number of Directors who meet that threshold competence level rather than the relative depth of experience of individual Directors. These skills and competencies are considered vital for the Directors to carry out their responsibilities both on the Board and relevant Board Committees. The aggregate of these skills and experience enables the Board to discharge its responsibilities and deliver on the Company's purpose, vision and strategy.

The Board reviews the Board Skills Matrix annually with the assistance of the Nomination and Remuneration Committee to identify any gaps between the skills and experience currently represented on the Board and those required to deliver the Group's strategic objectives. Where a gap is identified, the Board addresses it through Board and Committee composition, targeted professional development and briefings from Management and external experts, and access to independent professional advice. The skills and experience requirements identified through this process inform the Board's succession planning and the criteria applied when considering future Director appointments.

Board skills and experience	Relevant experience to Group strategy and objectives	Number of Directors with skills and experience (out of 7)
Governance, legal and regulatory compliance	Knowledge of corporate governance principles and frameworks that relate to laws, regulations, and industry standards that affect the organisation.	7
People, Remuneration and Employee Value Proposition	Experience with organisational culture, remuneration and employee satisfaction elements that contribute to attracting and retaining talent.	6
Safety and wellbeing	Knowledge of statutory obligations for mine health and safety requirements and experience with effective health and safety management systems to prevent significant safety incidents and minimise potential legal and financial liabilities.	5
Sustainability, environment and community	Understanding of effective stakeholder engagement and community relations. Experience in developing and executing initiatives in relation to environment, social and economic impacts, and navigating climate transition and resilience.	3
Operational performance and efficiency	Understanding of full lifecycle of mining operations and operating or technical mining experience, with an understanding of the unique drivers and challenges of operating in these sectors, including operational efficiency metrics and market dynamics required to deliver business performance.	5
Board and Executive management in public, listed companies	Experience at Board or C-Suite level in public or ASX-listed companies.	7
Financial performance, accounting and audit	Experience in finance, accounting, and auditing processes and reporting and an understanding of financial risk management.	7
Strategy and risk management	Experience in strategy development and execution and operational risk management including identification, monitoring and management of material risks.	7

Director independence

The Board's assessment of director independence considers the guidance provided in the Principles. The Board considers that a Director is Independent if they are a Non-Executive Director, have not been nominated by a substantial holder of the Company and are free of any interest, position, or business or other relationship that could materially interfere with the Director's capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the Company as a whole. The Board assesses the independence of each Director upon their appointment and annually thereafter. Directors are required to disclose to the Board relevant personal interests and conflicts of interest which may have an impact on their actual or perceived independence and are provided with opportunities to do so at each Board and Committee meeting as well as on a continuous basis to the Executive General Manager & Company Secretary. Upon any such disclosure, a Director's independence is reassessed. Directors' disclosures, including conflicts, are recorded and maintained in a register of Directors' interests which is reviewed annually by the Board with assistance from the Nomination and Remuneration Committee.

The Board has determined for the 2026 financial year that the Board consists of four Independent Non-Executive Directors out of a total of seven Non-Executive Directors. The following Non-Executive Directors are considered independent: Jacqueline McGill AO, Steven Boulton, Lucy Stocker and Ian Williams. The Chair, Robert Millner AO, and remaining Directors, Thomas Millner and Brent Smith, are nominated by Washington H. Soul Pattinson (ASX:SOL) (**Soul Patts**), a substantial holder in the Company, and are considered non-Independent. Accordingly, the Board is comprised of a majority of Independent Directors.

Structure the Board to be Effective and Add Value continued

The Board notes that Ian Williams has served as a Non-Executive Director for more than 10 years. Recommendation 2.3 of the Principles and the factors listed in Box 2.3 are relevant to assessing a Director's independence, including (but not limited to) the length of service. The Principles provide guidance that service on a Board for a substantial period does not of itself mean that a Director is no longer Independent, but that the Board should regularly assess whether that may be the case for any Director who has served for more than 10 years. Where the Board considers a Director to be Independent notwithstanding the presence of such a factor, Recommendation 2.3 requires the board to disclose that fact and the reasons for its conclusion. The Board has assessed Mr Williams as Independent, and the basis for that determination is set out below.

In accordance with the Company's independence assessment process, Mr Williams' independence was assessed during the 2026 financial year.

The Board notes the following:

- Mr Williams has not been employed in an Executive capacity of, or professional adviser to, or a substantial holder, or employee or officer of a substantial holder of, or a material supplier or contractor to, the Company, including never undertaking legal or commercial work for New Hope Group or Soul Patts, and does not hold any familial or close personal relationships with any of the above listed persons.
- Mr Williams does not receive performance-based remuneration from the Group.
- As Chair of the Audit and Risk Committee and a member of the Sustainability Committee and Nomination and Remuneration Committee, the Board recognises Mr Williams' role in enhancing the Board's collective skills with his experience and leadership and is of the view that he brings an appropriate mix of skills, breadth and depth of knowledge to fulfill these roles. In particular, his long period of service provides him with a deep knowledge and understanding of the Group, its operations and its risk appetite.
- The Board acknowledges that Mr Williams has written extensively on Japan-Australia business and investment relationship, including an annual Japan-Australia Investment Report and in 2016 was awarded Japanese Foreign Minister's Commendation for service to the Japan Australia relationship in business and sport. Mr Williams is regularly quoted on Japanese investment in Australia. These relationships and his expertise contribute to New Hope's competencies with its customer relationships in Japan, a key customer country for thermal coal export.

On the basis of the above, the Board has determined that Mr Williams' length of tenure as a Director does not compromise his independence from management, or Soul Patts (as a substantial holder in the Company), nor does it interfere with his capacity to bring independent judgment to bear on issues before the Board, or in his role as Chair of the Audit and Risk Committee, or his ability to act in the best interests of the Company.

The Board acknowledges the recommendation of the ASX Corporate Governance Council that the role of Chair be carried out by an Independent Director. The Board considers it appropriate for Mr Millner to lead the Board given his depth of expertise and experience as Chair, and the Board's observation is that he demonstrates objective judgement in all Board deliberations. Mr Millner has never been employed by the Company in an Executive or management capacity and is not the CEO of the Company. The alternative governance practice adopted by the Board in lieu of an Independent Chair is the appointment of a Lead Independent Director.

During the 2026 financial year, the Board determined to appoint Jacqui McGill AO as the Company's Lead Independent Director. Ms McGill's appointment is effective from 1 April 2026. The appointment of the Lead Independent Director is intended to strengthen the independence and effectiveness of the Board. The role provides an additional layer of oversight, ensuring that independent perspectives are actively represented in Board discussions and decision-making. The Lead Independent Director facilitates open communication between Independent Non-Executive Directors and Management, and helps address any potential conflicts of interest, thereby supporting robust governance and promoting shareholder confidence. This practice was in place from 1 April 2026 to the end of the 2026 financial year.

Induction and ongoing professional development opportunities

Any new Director participates in an induction process co-ordinated by the Executive General Manager & Company Secretary. It includes briefings with Executives, other members of Management, subject matter experts, the Company's external auditor, visits to the Company's operations and the provision of information with regard to the Company's business, strategy, financial position, risks and opportunities, operations, sustainability, corporate governance and the macroeconomic environment.

Directors regularly visit the Company's operations to ensure they obtain a deep understanding of the Company's business, including the culture, community relationships and operational risks at each operational site. For example, this year the Directors visited the Group's mining assets, the Bengalla Mine and the New Acland mine, and their adjacent agricultural operations, Bengalla Agricultural Company and Acland Pastoral Company. At each operation visited, the Board received presentations from the site-based senior management team and conducted a tour of the operations, including participating in safety interactions.

The Nomination and Remuneration Committee periodically reviews whether it is necessary or desirable for existing Directors to undertake continuing training or professional development to maintain the skills and knowledge needed to perform their role as Directors effectively and to deal with new and emerging business and governance issues. Such training or briefing sessions may be delivered by Company personnel or external experts. There is an expectation that Directors will ensure that they are proactive in ensuring currency with legislation and governance standards.

Directors are subject to mandatory Group learning programs and new Directors are required to complete induction at operational sites visited. The Directors also receive presentations and updates from Management and external experts, as well as written briefings, as to material developments in the industry, governance, law, sustainability, accounting and reporting standards which are relevant to the Company and its operations.

Access to information and independent advice

All Directors have direct access to all relevant Company information and to the Executives. Directors, the Board and its Committees also have access to independent legal, accounting or other professional advice as necessary, at the Company's expense.

Instil a culture of Acting Lawfully, Ethically and Responsibly

Values

Integrity
We are ethical, honest and trusted to do the right thing.

Respect
We listen and treat others as we expect to be treated.

Responsibility
We are empowered and accountable for our actions.

Wellbeing
We all seek to prevent harm, promote safety and enhance health.

Resilience
We are adaptable and see opportunity in change.

Collaboration
We work together and focus on the best outcome.

The Board has oversight of the Company's culture and is committed to the Values. Culture is a regular topic of consideration by the Board and its Committees. During the year, employees participated in an employee engagement survey to assist the Company to assess and improve the culture which underpins the achievement of our strategic goals. These survey results were presented to, and discussed by, the Sustainability Committee and advised to the Board.

Code of Conduct

The Board is committed to ethical, responsible and lawful conduct in decision-making and ways of working. The Board seeks to foster a culture of effective working relationships and working environment for all those who work for or engage with the Group. The Board has adopted a Code of Conduct which is based on the Company's Values and sets out the expected standards of behaviour of our Board, Executives and the broader workforce. The Code of Conduct helps to ensure the appropriate degree of integrity in the Company's dealings and supports behaviour that aligns to our vision. Company personnel and contractors are trained in the Values and expected behaviour under the Code of Conduct. The Board has responsibility for overseeing and monitoring the receipt of information regarding material breaches of the Code of Conduct. The Code of Conduct is available on the Company's website.

Dealings in Company securities

The Company has adopted a Securities Trading Policy to assist Directors and certain employees (and their associates) to comply with their obligations under the insider trading prohibitions of the Corporations Act and to protect the reputation of the Company, its Directors and employees. Specifically, the Company's Securities Trading Policy prohibits trading in Company securities by certain personnel except during specific trading windows and with written consent.

In addition to guidance on inside information and dealing in our securities, the Securities Trading Policy prohibits our Directors and certain employees from entering into margin lending or other secured financing arrangements, short-term trading in, or 'short-selling' of, our securities, or entering into any hedging arrangement that limits the economic risk of securities or entitlements to acquire our securities (such as options or share rights) including hedging or similar arrangements. The Securities Trading Policy is available on the Company's website.

Anti-bribery and corruption

The Company has zero tolerance for any form of bribery or corruption and expects the same standard from personnel and business associates. The Anti-Bribery and Corruption Policy applies to any Director, officer, or employee of the Company as well as any agent or other person who performs a role as a representative of the Company. The Company is committed to the highest standards of conduct and ethical behaviour in all business activities. The Board has responsibility for overseeing and monitoring the receipt of information regarding material breaches of the Anti-Bribery and Corruption Policy. The Anti-Bribery and Corruption Policy is available on the Company's website.

Speak Up

The Company values speaking up and aims to promote a workplace in which everyone feels safe, supported and encouraged to speak up. The Company has a Speak Up – Whistleblower Policy in place which provides a confidential, anonymous and independent process for employees and non-employees covered by the Policy to raise concerns. It offers a mechanism to encourage employees, contractors, ex-employees, officers, suppliers and relatives of those people to report concerns of unethical, illegal or any other inappropriate behaviour and to receive protection from negative consequences that could otherwise result from their actions. The Board has responsibility for overseeing and monitoring the receipt of information regarding material breaches of the Speak Up – Whistleblower Policy. The Speak Up – Whistleblower Policy is available on the Company's website.

Reporting and Disclosure

Market disclosure

The Company recognises the importance of keeping the market fully informed of the Company's activities and of effective communication with its stakeholders. The Board has adopted a Continuous Disclosure Policy, which has established procedures designed to ensure compliance with the ASX Listing Rules and the Corporations Act disclosure requirements. Where practicable, the Board approves all material ASX announcements before they are lodged with the ASX and receives copies of all announcements as soon as possible after they have been released by the ASX. The materials presented at the Company's results presentations for the half year ended 31 January 2026 and full year ended 31 July 2026 were released on the ASX ahead of the presentation being given. The Continuous Disclosure Policy is available on the Company's website.

CEO and CFO declarations

The Board receives regular reports on the Company's financial and operating results. The Board approves each of the Company's half and full year financial statements. Prior to approving the financial statements in respect of each half and full year financial period, the CEO and CFO give a declaration to the Board that:

- in their opinion, the financial statements comply with the Australian Accounting Standards and applicable regulations and give a true and fair view of the Company's financial position and performance;
- in their opinion, the financial records of the Company have been properly maintained; and
- the opinions noted above regarding the integrity of the financial statements have been based on a sound system of risk management and internal compliance and control which is operating effectively.

The CEO and the CFO gave this declaration to the Board for the half year ended 31 January 2026, and the full year ended 31 July 2026.

Verification of periodic corporate reports

The Company is committed to providing shareholders and other external stakeholders with timely, accurate and balanced corporate reports. Management has developed practices and guidance material intended to ensure that periodic corporate reports are accurate and based on reliable sources of information, and provide clear, concise and effective disclosure, in accordance with the Policy. The process for verifying the integrity of periodic corporate reports that are not subject to audit or review by an external auditor is as follows:

- Reports are prepared by, or under the supervision of, subject-matter experts.
- Reports are reviewed for material accuracy and that stated opinions and assumptions are reasonable.
- Information in a report that relates to financial projections, statements as to future financial performance or changes to the policy or strategy of the Company (taken as a whole) must be approved by the Board.

This process is intended to ensure that all applicable laws, regulations and company policies have been complied with, and that appropriate approvals are obtained before a report is released to the market.

External auditor engagement

The Audit and Risk Committee is responsible for the selection, evaluation, compensation and, where appropriate, replacement and appointment of the external auditor, subject to shareholder approval where required. Ernst & Young (EY) was appointed as the Company's external auditor following approval by shareholders at the Company's 2024 AGM.

The Audit and Risk Committee reviews performance in the areas of Company knowledge, quality of team, coverage ability (ability to cover all Company locations and activities), industry knowledge, cost and audit methodology, which the Company believes are the critical elements of service delivery. The Audit and Risk Committee meets with the external auditor throughout the year to review the adequacy of the existing external audit arrangements, with particular emphasis on the effectiveness, performance and independence of the auditor. The Audit and Risk Committee also meets with the external auditor without the presence of Management as appropriate.

The Audit and Risk Committee receives assurances from the external auditor that they meet all applicable independence requirements in accordance with the Corporations Act, and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards). This independence declaration forms part of the Directors' Report.

The external auditor attends the Company's AGM each year and is available to answer shareholder questions regarding aspects of the external audit and their report.

Details of the services provided by EY to the Company, and the fees paid or due and payable for those services are referred to in the Directors' Report and set out in the Financial Report in the Annual Report 2026 available at https://newhopegroup.com.au/results-and-reports/. External auditor fees are set an appropriate level and monitored to ensure auditor independence.

Internal audit

The Group's internal audit function provides independent and objective assurance on the adequacy and effectiveness of internal controls and governance systems. During the 2026 financial year, BDO was reappointed as the Internal Audit Service Provider, for internal audit and assurance services over a three-year term.

The lead partner for the Internal Audit Service Provider regularly attends and presents at Audit and Risk Committee meetings regarding progress and performance of activities conducted by the Internal Audit Service Provider under the Internal Audit Plan. The Audit and Risk Committee approves the annual Internal Audit Plan and receives reports from the Internal Audit Provider concerning the effectiveness of internal control and risk management. The Audit and Risk Committee members have access to the Internal Audit Provider without the presence of other Management. The Internal Audit Provider has full access to all functions, records, property, and personnel of the Group.

The annual Internal Audit Plan is risk-based, meaning that higher risk activities are prioritised in the Internal Audit Plan and examined accordingly. A status report on the execution of the Internal Audit Plan, including current findings and actions, is regularly provided to the Audit and Risk Committee during the year. All material findings are reported to the Board. Corrective actions are monitored, reviewed, and reported to the Audit and Risk Committee by the CFO and the Executive General Manager & Company Secretary.

Sustainability and climate reporting

Sustainability is an important part of the Company's vision to develop successful mining operations through balancing economic prosperity, environmental quality, and social responsibility.

The Sustainability Committee oversees, monitors and reviews the Company's practices and governance in the area of sustainability, environment, climate change, social performance and human rights and security. The Sustainability Committee Charter is available on the Company's website.

The Company reports on its sustainability approach and progress in its Annual Report 2026, which is supplemented by information in the Group Sustainability Databook published on the Company's website.

In 2026, the Company's sustainability reporting is included in two sections of the Annual Report 2026. Climate-related financial disclosures that the Company is required to report under section 296D of the Corporations Act are included in the Sustainability Report at pages 98 to 129 of the Annual Report 2026. The review process of the Sustainability Report is aligned to the process for periodic corporate reports outlined above. Other sustainability-related disclosures are set out in the Sustainable Practices Review at pages 20 to 59 of the Annual Report 2026. These sustainability-related disclosures are informed by material topics under the Global Reporting Initiative (GRI), including sector-specific standard GRI-12: Coal Sector 2022. Further information on sustainability reporting and metrics is available at the Company's website.

Recognise and Manage Risk

The Board has responsibility for setting the Group's risk appetite and monitoring the Enterprise Risk Management Framework. In doing so, the Board seeks to ensure that the Group has a sound system of risk oversight and management, effective internal controls, and appropriate processes for Management to operate within risk appetite. The Board is supported by the Audit and Risk Committee and the Sustainability Committee, which provide oversight of risks within their respective areas of responsibility, as described in the Board Committees section of this Statement.

The Board seeks to ensure that all material risks, including strategic, operational, financial reporting, sustainability, climate-related and compliance risks are identified, evaluated, managed, monitored and reported through appropriate systems.

New Hope's Enterprise Risk Management Framework provides the structure for managing risk across the Group. It supports a consistent approach to risk management and aligns risk decision-making with the Group's strategy, Values, governance arrangements and risk appetite. The framework covers key elements of New Hope's risk management approach, including risk identification and assessment, ownership, control design and effectiveness, monitoring of current and emerging risks, escalation and reporting, and the relationship between risk management, internal controls and assurance activities.

New Hope's approach is informed by the Three Lines Model. Management owns and manages risk as part of day-to-day business activities, specialist risk and compliance functions provide support and monitoring, and independent assurance activities review the design and effectiveness of risk management, internal control and governance processes. Under the direction and leadership of the CEO, the Executives oversee the assessment, management, escalation and reporting of enterprise-wide risks and supports the development of a risk-aware culture.

Risk management is embedded in relevant business processes and everyday activities to support informed decision-making across all levels of the Company. This includes strategic and business planning, operational frameworks, environment management, climate change response, project management, budget setting, stakeholder engagement, and information security and cyber management.

The following principles support the integration of risk management into the Group's business model:

- risk is integrated into strategic and business planning;
- there is ownership of risk at all levels of the business;
- our people understand risk and use it to support decision-making; and
- risk is identified, assessed and escalated where required.

Risk management reporting is provided to the Audit and Risk Committee and Sustainability Committee on a quarterly basis. This reporting supports oversight of material risks, internal controls and assurance outcomes, and assists the Committees to assess whether the Company is operating within approved risk appetite and tolerance limits.

At least annually, the Audit and Risk Committee, together with the Sustainability Committee where relevant, reviews the Enterprise Risk Management Framework, Risk Appetite Statement and risk profile and, where required, makes recommendations to the Board for approval. A review of the Enterprise Risk Management Framework and the Risk Appetite Statement was undertaken during the 2026 financial year, and the Board is satisfied that the framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.

Material risks are reported to the Board during the annual cycle, together with relevant Committee insights on the effectiveness and suitability of the Enterprise Risk Management Framework and Management's application of the framework.

A summary of these material risks, including environmental and social risks, together with key risk management and control actions, is set out at pages 63 to 67 of the Annual Report 2026.

Further information about the Group's climate-related risks and opportunities and its approach to managing them is available in the Sustainability Report, which is included at pages 98 to 129 of the Annual Report 2026. Other sustainability-related disclosures are set out in the Sustainable Practices Review, included at pages 20 to 59 of the Annual Report 2026.

New Hope maintains a risk management maturity roadmap to support the ongoing enhancement of the Enterprise Risk Management Framework. Progress against the roadmap is managed through the annual risk management workplan and reported to the Audit and Risk Committee. The roadmap is reviewed periodically and refreshed as required to support the continued maturity of the Group's risk management practices.

Respect the Rights of Shareholders

Shareholders

The Company's website provides ready access to notices of meeting, annual reports, Company announcements made to the ASX, the Board and Management, and other information about the Company and its governance including copies of the Company's constitution, Board and Board Committee Charters and key governance documents and policies.

The Company publishes media releases and other relevant information online, and uses other channels, including social media, to communicate with investors and other stakeholders on a regular basis.

Electronic communications

Shareholders are able to receive communication from, and send communications to, the Company and its share registry electronically via email.

Shareholders are encouraged to provide their email address to the Company's share registry, and elect to receive communications from the Company electronically, as this is the most convenient and efficient method to stay informed. Instructions on how to receive shareholder communications electronically are available on the Company's website at https://newhopegroup.com.au/investors/your-shareholding/.

Investor relations

The Company has an investor relations program in place, which includes scheduled and ad hoc briefings with analysts, investors and other stakeholders, including some briefings on a one-on-one basis. All new and substantive investor and analyst presentation materials are lodged with the ASX and published on the Company's website prior to a briefing. The investor relations program is designed to facilitate effective two-way communications with the Company, and to ensure the timely provision of relevant information to shareholders and other stakeholders. Feedback from investor engagement is reviewed and reported to the Board as appropriate.

Annual General Meeting

Our AGM gives shareholders the opportunity to engage directly with the Company, to receive a performance update directly from our Board and Management, to exercise their voting rights and to ask questions. The Board and Executives attend the AGM. Our external auditor also attends and is available to answer any questions relating to the audit. The Company encourages all shareholders to attend and participate in all general meetings.

All substantive resolutions at the Company's general meetings are decided by a poll rather than a show of hands. Further information on the governance of meetings is available in the Company Constitution on the Company's website.

Remunerate Fairly and Responsibly

Remuneration of Non-Executive Directors

Remuneration of the Company's Non-Executive Directors is fixed and no component is variable or 'at-risk'. Remuneration is benchmarked against peer companies and is set at a level to attract and retain Non-Executive Directors of a high standard.

Remuneration levels and trends are periodically assessed by the Nomination and Remuneration Committee, with the assistance of professional independent remuneration consultants as required. Non-Executive Director fees are adjusted where considered appropriate to reflect changing workloads, and to align with Board remuneration levels in comparable Australian-listed companies to assist with attracting and retaining a high calibre of Non-Executive Directors.

Remuneration of Executives

The Company recognises the different levels of contribution within Management to the short-term and long-term success of the Company.

A significant proportion of each Executive's and senior management's remuneration is placed 'at risk', and is dependent on both individual and Company performance, which is formally assessed each year.

Performance objectives are intended to encourage the pursuit of growth and success of the Company without rewarding conduct that is contrary to the Company's values or approved risk appetite. In addition, the long-term incentive is delivered in equity to increase alignment between Executives and senior managers, and shareholders.

Details of the Company's remuneration policies and practices in relation to Directors and Executives are set out in the Remuneration Report included from page 73 of the Annual Report 2026.

NHG
NEW HOPE GROUP