

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

New Hope Corporation Limited

ABN/ARBN

38 010 653 844

Financial year ended:

31 July 2022

Our corporate governance statement¹ for the period above can be found at:²

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://newhopegroup.com.au/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 20 September 2022 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 20 September 2022

Name of authorised officer
authorising lodgement: R.D. Millner, Chairman

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at: https://newhopegroup.com.au/corporate-governance/	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “insert location” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate governance/charters/”).

⁵ If you have followed all of the Council’s recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☐ and we have disclosed a copy of our diversity policy at: [insert location] and we have disclosed the information referred to in paragraph (c) at: [insert location] and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable We have disclosed a copy of our diversity policy at: https://newhopedgroup.com.au/corporate-governance/ (see Diversity Policy Statement) Our reasons for not following paragraphs (c)(1) and (2) for the whole reporting period are disclosed in the section titled "Diversity objectives and initiatives" of our Corporate Governance Statement available on our website at: https://newhopedgroup.com.au/corporate-governance/ However, we have disclosed what alternative initiatives were undertaken during the reporting period and the Board has disclosed diversity objectives for the 2023 financial year. In relation to paragraph (c)(3), we have disclosed the Company's Workplace Gender Equality Agency (WGEA) Report for 2021-22 on our website at: https://newhopedgroup.com.au/wp-content/uploads/2022/06/2021-2022-Workplace-Gender-Equality-Agency-WGEA-Report.pdf
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to paragraph (a) in the section titled 'Performance reviews and evaluation' of: our Corporate Governance Statement 2022 and whether a performance evaluation was undertaken for the reporting period in accordance with that process in the section titled 'Performance reviews and evaluation' of the Corporate Governance Statement of: our Corporate Governance Statement 2022.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) in the section titled "Performance evaluation process" of our Corporate Governance Statement 2022. and whether a performance evaluation was undertaken for the reporting period in accordance with that process in the section titled "Performance evaluation process" of our Corporate Governance Statement 2022.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☐ <i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) at: <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at: <i>[insert location]</i>	☒ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable Our reasons for not following paragraph (a)(2) are disclosed in the section titled "Board committees" of our Corporate Governance Statement. In relation to paragraph (a)(3), we have disclosed a copy of the charter of the committee at: https://newhopegroup.com.au/corporate-governance/ In relation to paragraph (a)(4), we have disclosed the members of the committee in the section titled "Board committees" of our Corporate Governance Statement. In relation to paragraph (a)(5), we have disclosed the number of times the committee met throughout the period and the individual attendances of the members at those meetings are included in the 2022 Annual Report.
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix in the section titled 'Board skills' of our Corporate Governance Statement 2022.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors in the section titled "Director Independence" of our Corporate Governance Statement 2022. and, where applicable, the information referred to in paragraph (b) at: Not applicable. and the length of service of each director is included in the 2022 Annual Report.	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.4	A majority of the board of a listed entity should be independent directors.	☐	☒ set out in our Corporate Governance Statement in the section titled "Board committees" OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☐	☒ set out in our Corporate Governance Statement in the section titled "Director Independence" OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values in the section titled "People, culture and values" of our Corporate Governance Statement 2022 and in our Code of Conduct at: https://newhopegroup.com.au/corporate-governance/	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct in the section titled "Our commitment to act ethically, responsibly, and lawfully – Code of Conduct" of our Corporate Governance Statement 2022 and in our Code of Conduct at: https://newhopegroup.com.au/corporate-governance/	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy in the section titled "Our commitment to act ethically, responsibly, and lawfully – 'Speak Up' – Whistleblower Policy" of our Corporate Governance Statement 2022 and in our whistleblower Policy at: https://newhopegroup.com.au/corporate-governance/ (see 'Speak Up' – Whistleblower Policy)	☐ set out in our Corporate Governance Statement

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy in the section titled "Our commitment to act ethically, responsibly, and lawfully – Anti-Bribery and Corruption" of our Corporate Governance Statement 2022 and in our anti-bribery and corruption policy at: https://newhopegroup.com.au/corporate-governance/	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ and we have disclosed a copy of the charter of the committee at: https://newhopegroup.com.au/corporate-governance/ and the information referred to in paragraphs (4) and (5) in the section titled "Board committees" of our Corporate Governance Statement 2022 and in the 2022 Annual Report.	☐ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at: https://newhopegroup.com.au/corporate-governance/ And in the section titled “Stakeholder engagement and reporting” of our Corporate Governance Statement 2022.	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: https://newhopegroup.com.au/corporate-governance/	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders in the section titled “Stakeholder engagement and reporting – Communications with Shareholders” of our Corporate Governance Statement 2022.	☐ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ and we have disclosed a copy of the charter of the committee at: https://newhopegroup.com.au/corporate-governance/ and the information referred to in paragraphs (4) and (5)) in the section titled "Board committees" of our Corporate Governance Statement 2022; and in the 2022 Annual Report.	☐ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in the section titled "Risk management – risk identification and management" of our Corporate Governance Statement 2022.	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☒ and we have disclosed how our internal audit function is structured and what role it performs in the section titled "Risk management – Internal Audit" of our Corporate Governance Statement 2022.	☐ set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks in the section titled "Risk Management – Environmental and social risks" of our Corporate Governance Statement 2022 and in the 2022 Annual Report. and, if we do, how we manage or intend to manage those risks in the section titled "Risk Management – Environmental and social risks" of our Corporate Governance Statement and in the 2022 Annual Report.	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ and we have disclosed a copy of the charter of the committee at: https://newhopegroup.com.au/corporate-governance/ and the information referred to in paragraphs (4) and (5) in the section titled “Board committees” of our Corporate Governance Statement 2022 and in the 2022 Annual Report.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in the sections titled “Remuneration of Non-executive Directors” and “Remuneration of Executives” of our Corporate Governance Statement 2022 and in the 2022 Annual Report.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: https://newhopegroup.com.au/corporate-governance/ (see Securities Trading Policy)	☐ set out in our Corporate Governance Statement OR ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐ and we have disclosed information about the processes in place at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement OR ☒ we do not have a director in this position and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement OR ☒ we are established in Australia and this recommendation is therefore not applicable OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement OR ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable

Corporate Governance Statement

NEW HOPE CORPORATION LIMITED

ABN 38 010 653 844

In this Corporate Governance Statement, New Hope Corporation Limited (the “Company”) and its related entities (collectively “the Group”), sets out the key features of our governance framework and practices and reports for the financial year ended 31 July 2022 (FY22) (including any material practices and developments which have occurred since 31 July 2022 to the date of publication) against the Corporate Governance Principles and Recommendations (4th edition) published by the ASX Corporate Governance Council (“ASX Principles and Recommendations”).

Further information about the Company’s corporate governance framework and practices can be accessed on our website at:

<https://newhopegroup.com.au/corporate-governance>,

which includes links to each of the documents referenced in this Corporate Governance Statement.

This Corporate Governance Statement is current as at 20 September 2022 and has been approved by the Board of Directors of the Company.

Corporate governance highlights

The Board reviewed and approved a revised Code of Conduct and it was published on the Company’s website in March 2022.

Other FY22 Board governance activities included:

- Introduced an Enterprise Governance Framework;
- Reviewed the Board and Board Committee Charters;
- Reviewed and approved the Company’s revised Securities Trading Policy;
- Undertook training on the Code of Conduct as part of a Group-wide training initiative;
- Reviewed sexual assault and sexual harassment risk assessment and controls and received training on good governance in relation to workplace behaviours, gender equality and sexual harassment;
- Conducted formal stakeholder and proxy advisor engagement in relation to business performance, industry and market trends, business resilience, capital management and ESG practices and initiatives;
- Reviewed the Group’s Enterprise Risk Management Framework and subsequently commissioned an independent risk consultant to conduct an external review;
- Continued Board renewal and succession planning; and
- Reviewed and re-set key management personnel remuneration arrangements in consultation with an independent external executive remuneration consultant in relation to remuneration package composition, relativities and quantum, as well as the design and implementation of revised short and long term incentive plans applicable to key management personnel and other eligible employees.



People, culture and values

The Company recognises that strongly embedded corporate governance is essential to building trust and creating long-term shareholder value.

Our business objectives are supported through our vision - “To energise our people, communities and customers”.

Our core values are:

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 core values. Culture is a regular topic of consideration by the Board and by the Sustainability and People and the Audit and Risk Committees. Employees participate in organisational surveys to enable the Company to continuously assess and improve culture which underpins the achievement of our strategic goals. Survey results are discussed at the Board and Board Committee meetings.



Our commitment to act ethically, responsibly, and lawfully

Code of Conduct

The Board is committed to ethical, responsible and lawful conduct good governance 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 core values and sets out the expected standards of behaviour of our Board, Executives and the broader workforce. It 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 core values and expected behaviour under the Code. The Code of Conduct is available on the Company’s website: <https://newhopegroup.com.au/wp-content/uploads/2022/03/POLICY-Code-of-Conduct.pdf>

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. A copy of the Anti-Bribery and Corruption Policy is available on the Company Website:

[Anti-Bribery-and-Corruption-Policy.pdf](https://newhopegroup.com.au/Anti-Bribery-and-Corruption-Policy.pdf)
(newhopegroup.com.au)

'Speak Up' – Whistleblower Policy

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 'Speak Up' - Whistleblower Policy is available on the Company's website:

[New Hope Group Online Reporting | Externally Managed Disclosure Portal \(stoplinereport.com\)](#)

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 2001 (Cth) 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.

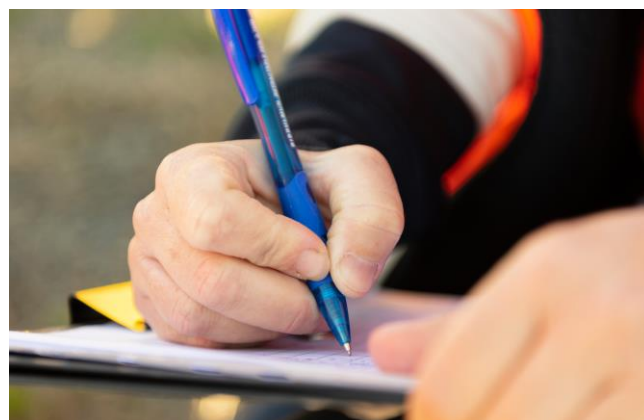
In addition to guidance on inside information and dealing in our securities, the Policy prohibits our Directors and certain employees from entering into margin lending or other secured financing arrangements, short-term trading in, or "short-selling", our securities, or entering into any hedging arrangement 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 Trading in Company Securities Policy is available on the Company's website:

[Microsoft Word - 20220728 - NHCL - Policy - Trading in Company Securities - Final \(newhopegroup.com.au\)](#)

Board oversight

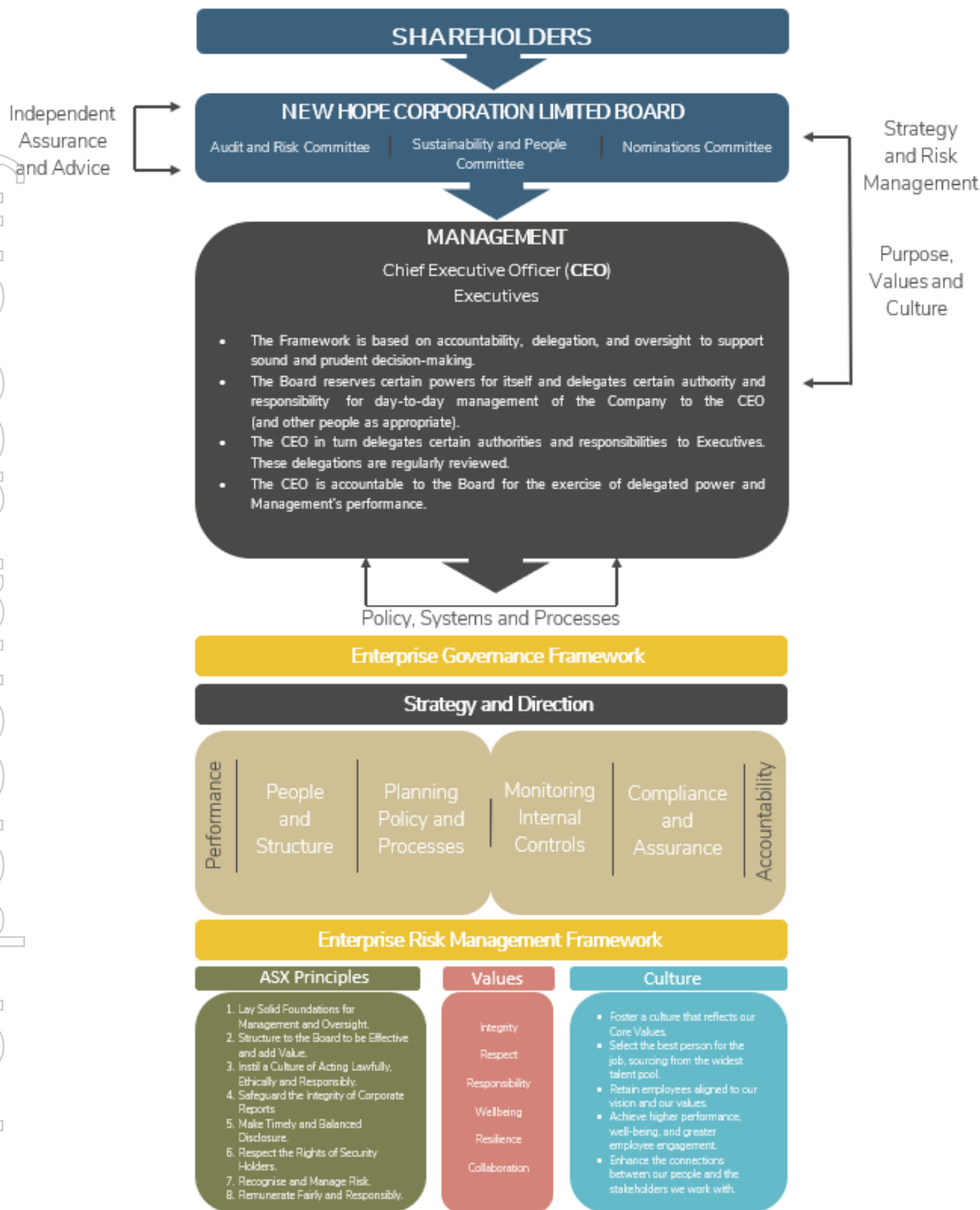
The Sustainability and People and Audit and Risk Committees each receive a regular summary of all matters arising in relation to the Trading in Company Securities Policy, the Anti-Bribery and Corruption Policy, the 'Speak Up' - Whistleblower Policy and Code of Conduct. The Executive General Manager and Company Secretary is responsible for informing each Committee and the Board of any material incidents reported under such Policies, and the outcomes of subsequent investigations.



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 diagram on the next page outlines the Company's current Enterprise Governance Framework, including the current Committees of the Board.



Our Board of Directors

As at the date of this statement, the Company's Board comprises of three Non-Executive Directors and three Independent Non-Executive Directors.

The Chairman, Robert Millner, joined the Board in December 1995. The role of the Chairman is to lead the Board, facilitate the effective contribution of all Directors, promote constructive and respectful relations between Directors and between the Board and Management, ensure that the Board functions effectively and communicate the views of the Board to shareholders.

The names, skills and experience of each Director, and their dates of appointment are set out in the FY22 Annual Report.

The role of the Board

The Board determines the strategic direction of the Group, regularly reviews the appropriateness of it, and oversees its implementation. The Board is ultimately accountable to the Company's shareholders for the performance of the business. The role of the Board is described in the Board Charter, which is available on the Company's website:

<https://newhopegroup.com.au/wp-content/uploads/2022/09/Board-Charter.pdf>

The Board has delegated to the Chief Executive Officer (CEO) all the powers and authorities required to manage the Company's business, except those expressly reserved to the Board or one of its Committees as described in the Board Charter. There is also a comprehensive framework of delegations from CEO to Management and other employees.

Director appointment, re-election and succession

When considering new appointments to the Board, suitable candidates are identified taking into account the Board skills and experience 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, checks are undertaken with respect to the person's character and experience, academic qualifications, criminal record and bankruptcy history. This process took place prior

to Steven Boulton being appointed as a Director on 29 July 2022.

Each new Director receives a letter formalising, and outlining the key terms of, their appointment. Directorship appointment is subject to re-election by Shareholders at the next Annual General Meeting (AGM).

With the assistance of the Nomination 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 its Directors and diversity represented on the Board. In addition, the Nomination Committee regularly considers succession planning to ensure an orderly succession and renewal of the Directors.

Directors must submit themselves for re-election every three years and at least one Director must stand for election each year. 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.

Director Independence

The Board's criteria for assessing director independence aligns broadly with the guidance provided in the ASX Principles and Recommendations. 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 is 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 on an ongoing basis to disclose to the Board relevant personal interests and conflicts of interest which may have an impact on their actual or perceived independence. Upon any such disclosure, a Director's independence is reassessed.

The Board has determined for FY22 that the following Non-Executive Directors of the Company were independent: Ian Williams and Jacqueline McGill AO. Steven Boulton was appointed on 29 July 2022 and the Board considers him to be independent. Steven Boulton will stand for election at the Company's 2022 AGM.

The remaining three Non-Executive Directors (Todd Barlow, Tom Millner and the Chairman of the Board, Robert Millner) are not considered independent by the Board as they have been nominated by the Company's largest shareholder, Washington H. Soul Pattinson.

Despite the Board not comprising of a majority of Independent Directors, the Board considers the current balance of independent and non-independent directors to be appropriate as it reflects the Company's size and Washington H. Soul Pattinson's substantial shareholding. The Board acknowledges the recommendation of the ASX Corporate Governance Council that the role of chair be carried out by an Independent Director. However, the Board believes that it is appropriate for Robert Millner to lead the Board. While the Company's Constitution confers on the chair a second or casting vote if there is an equality of votes on a resolution before the Board or members in general meeting, Robert Millner has undertaken to not exercise his casting vote when there is an equality of votes with the result that such resolution will not be passed. In addition, Robert Millner brings a wealth of expertise and experience as chair and the Board's observation is that Robert Millner demonstrates objective judgement on all Board deliberations.

Board skills

The Board is comprised of highly qualified Directors with a diverse range of relevant skills and experience. 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, capabilities and knowledge, and the extensive experience necessary to guide the Company. Details of each Director's qualifications and experience are set out in the FY22 Annual Report. The following diagram 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. The aggregate of these skills and capabilities enables the Board to discharge its responsibilities and deliver on the Company's purpose, vision and strategy.



Induction and ongoing professional development opportunities

Any new Director participates in an induction process co-ordinated by the Company Secretary. It includes briefings with Executives, other members of Management, subject matter experts, external auditor, visits to the Company's operations and the provision of information with regards to the Company's business, strategy, financial, risks and opportunity, operations, corporate governance and our macro environment.

Directors regularly visit the Company's operations to ensure that they obtain a deep understanding of the Company's business, including the culture, community relationships and operational risks at each operational site. For example, In FY22 the Directors visited the Group's cornerstone asset, the Bengalla Mine, receiving presentations from the site-based senior management team and conducted a tour of the operations participating in safety interactions. The Board also reviewed fire risk assessment and controls at the operation.

The Nomination Committee periodically review 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.

The Board and Committees receive presentations and updates from Management and external experts, as well as written briefings, as to material developments in the industry, governance, law, 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 Company's Executives. Directors, the Board and the Committees also have access to independent legal, accounting or other professional advice as necessary, at the Company's expense.

Performance reviews and evaluation

A review of the performance and effectiveness of the Board, and its Committees and Directors is undertaken annually.

In 2022 the Board conducted an internal review of the performance and effectiveness of the Board, and its Committees and Directors during the August 2022 Board Meeting.

The review concluded that the Board and Committees are functioning effectively, and no significant issues were identified.

The functionality and performance of the Board and its Committees is usually considered further throughout the year, taking into account the outcomes of the previous review.

Remuneration of Non-executive Directors

Remuneration of Non-executive Directors is fixed and no component is variable or 'at-risk'. Remuneration is set at a level to attract and retain Non-Executive Directors of a high standard and to be consistent with market remuneration trends.

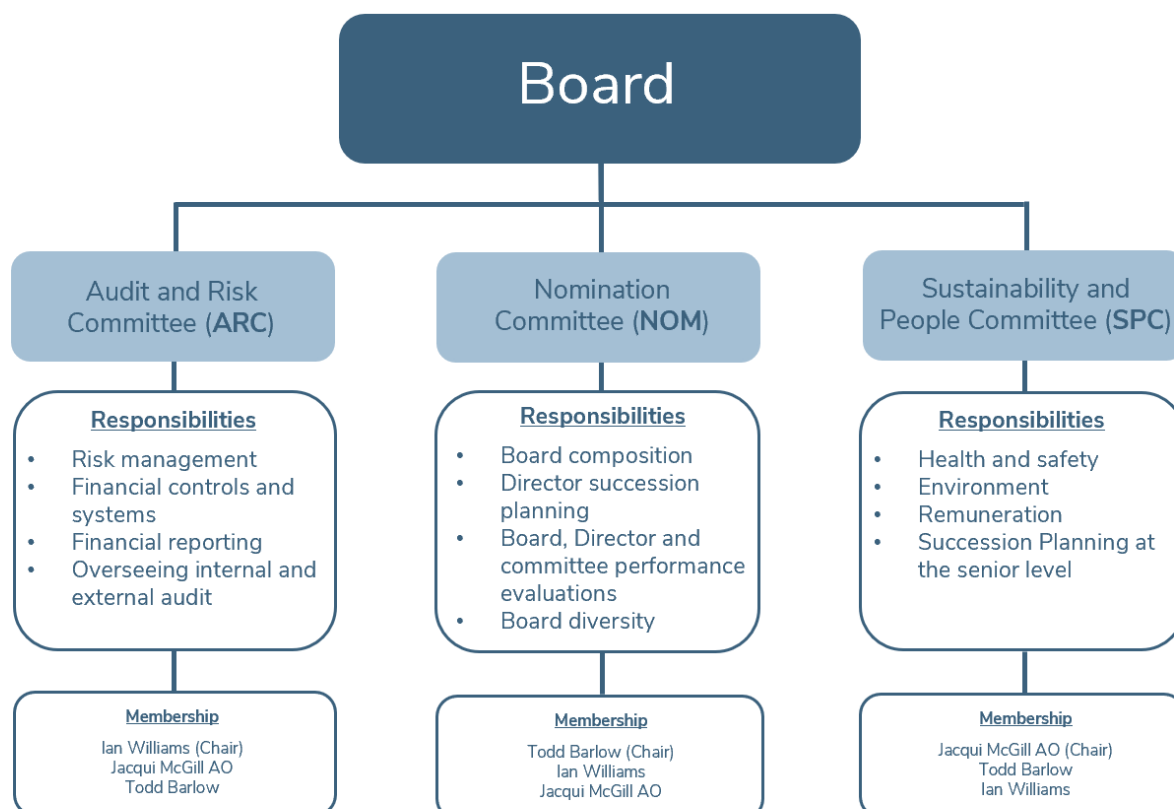
Remuneration levels and trends are periodically assessed by the Nomination Committee, with the assistance of professional independent remuneration consultants as required. They are adjusted where considered appropriate to align with Board remuneration levels in comparable Australian-listed companies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

The Group's remuneration policy is summarised in the 'Remuneration Report' contained in the FY22 Annual Report.

Board committees

The Board from time to time establishes Committees to streamline the discharge of its responsibilities. The permanent standing Committees of the Board, and their key responsibilities, are set out in the diagram below. All standing Committees have a formal Charter which sets out their role and responsibilities, membership requirements and administrative matters. Committee Charters can be accessed on the corporate governance section of the Company's website at <https://newhopegroup.com.au/corporate-governance>.

Each Committee regularly reports to the Board on all matters relevant to the committee's roles and responsibilities.



All Committees are chaired by, and comprise a majority of, independent non-executive Directors, except for the Nomination Committee (NOM) of which Todd Barlow (non-independent) is the Chair. Todd Barlow is also one of three Directors who sit on the Audit and Risk Committee (ARC) and the Sustainability and People Committee (SPC) (formerly the Health Safety Environment and People Committee), which means that neither Committees have three Independent Directors. Although Todd Barlow is not considered an Independent Director, he brings experience and knowledge to the positions, a level of oversight and consistency across the Committees he sits on and will act in the best interests of the Company. Membership of Committees will be reviewed following the AGM in November 2022 where newly appointed Independent Directors will stand for election.

The qualifications, experience and length of service of each Committee member are set out in the FY22 Annual Report. Details of the number of Committee meetings held during the reporting period, and the Directors attendance at those meetings, are included in the Directors' Report.

Management

Appointment of Executives

Appropriate background checks are conducted before an Executive is appointed. The appointments of Robert Bishop (CEO), Rebecca Rinaldi (CFO) and Dominic O'Brien (Executive General Manager (EGM) & Company Secretary) during FY22 were internal appointments. Background checks were completed on these persons prior to employment in their prior roles by the Company.

The Company has a written agreement with each Executive setting out their rights, duties and responsibilities.

Performance evaluation process

The Company has a performance review system for Executives, which is designed to optimise performance.

The Board annually reviews the performance of the CEO against agreed performance measures set out in a scorecard and other relevant factors. The CEO undertakes a similar exercise in relation to each of the Executives. The outcomes of the CEO's annual performance review of the other Executives are discussed with the SPC in the context of remuneration reviews and assessments. Each of the Company's current Executives (including the CEO, CFO, and EGM & Company Secretary) has undergone a performance review with respect to their performance during the 2022 financial year.

The outcomes of the performance reviews determine remuneration outcomes, the details of which are set out in the 2022 Remuneration Report (and is included in the the FY22 Annual Report).

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 manager's remuneration is placed 'at risk', and is dependent on both personal 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 risk

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

Company Secretary

The Company Secretary is appointed and removed by the Board. The Company Secretary is accountable to the Board, through the Chairman, and provides advice and support to the Board and is responsible for all matters to do with the proper functioning of the Board. All Directors have direct access to the Company Secretary. Further details of the skills and experience of the Company Secretary are set out in the FY22 Annual Report.

Risk Management

Risk identification and management

The Board recognises that risk management and internal controls are fundamental to sound management, and that oversight of such matters is a key responsibility of the Board.

The Company has a risk management system, comprising an Enterprise Risk Management Framework and process elements, which describes the overall approach by the Company to risk management.

The risk function is accountable for designing, maintaining and governing the Group-wide risk management framework, policies, standards, processes and systems.

The function is led by the EGM & Company Secretary, who reports to the CEO. The Board's role in relation to risk is to confirm that systems are in place which facilitate the effective identification, management and mitigation of any significant financial and non-financial risks to which the Company is exposed.

The Audit and Risk Committee assists the Board to fulfil its responsibilities in relation to risk by:

- (a) reviewing the overall adequacy and effectiveness of the Enterprise Risk Management framework, risk identification and assessment process, and the methodology and risk culture of the Company; and
- (b) overseeing the identification, management and mitigation of risks relating to the Audit and Risk Committee areas, including the processes for the identification of new and emerging risks, and reporting to the Board.

Responsibility for monitoring some elements of the Enterprise Risk Management Framework, risk identification and assessment process and methodology may be allocated to other Board Committees from time to time. For example, the

management of key safety and sustainability risks is monitored and reviewed by the People and Sustainability Committee.

The Company's Risk Management System includes processes which outline how to identify and evaluate potential material risk events and establish management plans to improve control effectiveness and reduce the likelihood and consequence of the risk events occurring. The aim is to provide an overarching, uniform and consistent framework for identifying, assessing, monitoring and managing business material risks which is embedded within business activities. These risks include strategic, operational, external and financial risks. The Company also considers business resilience, including crisis management and business continuity planning and the provision of effective financing strategies, including insurance, for managing risk.

The Audit and Risk Committee reviews the Enterprise Risk Management Framework on an annual basis to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.

The Company's Enterprise Risk Management Framework continued to be reviewed and developed during 2022, to improve risk management outcomes. The Committee is satisfied that the risk framework supports a sound system of risk management and internal control across the Group.

Internal Audit

The Internal Audit function provides independent and objective assurance on the adequacy and effectiveness of internal controls and governance systems. During FY22, the Company appointed BDO Australia as the Internal Audit Provider to provide internal audit and assurance services over a three year term on a whole of business basis.

The Internal Audit Co-ordinators are the CFO and Chairman of the Audit and Risk Committee.

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 without the presence of other Management.

The Internal Audit Co-ordinators and the Internal Audit Provider have 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 Plan and examined accordingly. A status report on the execution of the 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 EGM and Company Secretary.

External Audit

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. The Company's current external auditor is Deloitte Touche Tohmatsu (**Deloitte**). A tender process was last completed in relation to the role of the external auditor in 2019.

The performance of the external auditor is reviewed annually. The Audit and Risk Committee reviews Deloitte's 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 Committee also meets with the external auditor without the presence of Management following most meetings.

The Audit and Risk Committee receives assurances from the external auditor that they meet all applicable independence requirements in accordance with the Corporations Act 2001 (Cth), 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 AGM and is available to answer shareholder questions regarding aspects of the external audit and their report.

Details of the services provided by Deloitte 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 FY22 Annual Report. External auditor fees are set an appropriate level and monitored to ensure auditor independence.

Environmental and social risks

The Company recognises that a range of environmental and social risks exist which impact our business, our stakeholders and the communities in which we operate, now and in the future. The Company actively identifies and manages related opportunities and risks and is committed to making a positive impact through anticipating and shaping emerging environmental and social issues where we believe we have the skills and experience to make a meaningful difference. The risk management section within the Operating and Financial Review in the FY22 Annual Report lists the current strategic risks, including the Group's exposure to material environmental and social risks, and outlines our strategies to respond to the identified exposures.

Sustainability 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 and People 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 Charter for the Committee is available on the Company's website:

[Sustainability-and-People-Charter.pdf](https://newhopegroup.com.au/Sustainability-and-People-Charter.pdf)
(newhopegroup.com.au)

The Company reports on its sustainability strategy, governance, risks and opportunity, and metrics and targets in a sustainability report set out in the FY22 Annual Report and supplemented by information published on the Company's website.

The Company's sustainability reporting is consistent with reporting recommendations of the Financial Stability Board's Taskforce on Climate-Related Financial Disclosures (TCFD) and reports against the United Nations' Sustainable Development Goals and the Global Reporting Initiative Coal Standard.

Chief Executive Officer and Chief Financial Officer Certification

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 December 2021, and the full year ended 30 June 2022.



Diversity and inclusion

Diversity and Inclusion Policy Statement

Diversity and inclusion are essential parts of the Company's vision, values and culture. The Company aims to create a diverse and inclusive environment where everyone feels safe, valued and supported to bring their whole unique self to work. The Company's Diversity and Inclusion Policy Statement is available on the Company's website: [Diversity-Inclusion-Statement.pdf \(newhopegroup.com.au\)](https://newhopegroup.com.au/content/uploads/2022/06/2021-2022-Workplace-Gender-Equality-Agency-WGEA-Report.pdf)

Diversity objectives and initiatives

The Sustainability and People Committee reviews the Company's policies and processes, and measurable objectives, in relation to diversity and inclusion and monitors the Company's progress towards achieving its measurable objectives.

The Group's workforce has changed significantly in recent years due to the significant downsizing of the corporate office in 2020 and the transition of the New Acland Mine to care and maintenance in late 2021 pending the determination of approvals applications for the New Acland Mine Stage 3 expansion. These changes impacted upon workforce composition and diversity, particularly gender representation. During the 2022 financial year and in anticipation that growth and expansion within the Group would lead to increased recruitment, the Sustainability and People Committee set a gender diversity target for recruiting new employees of 40% male:40% female:20% any gender (40:40:20). This target applies to all hires across the Group, including the board and senior executives, and will be assessed and reported upon on an annual basis commencing the 2023 financial year. During 2022, the Group implemented initiatives and practices to support the 40:40:20 target such as educating persons involved in recruitment activity in unconscious bias training and establishing weekly recruitment reports which include gender diversity statistics (and other diversity statistics more broadly) to enable monitoring of recruitment process, actions and outcomes.

The Company's Workplace Gender Equality Agency (WGEA) Report for 2021-22 is available on the Company's website:

<https://newhopegroup.com.au/wp-content/uploads/2022/06/2021-2022-Workplace-Gender-Equality-Agency-WGEA-Report.pdf>

Stakeholder engagement and reporting

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 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 after they have been released by the ASX.

Communications with Shareholders

The investor section of the Company's website provides ready access to notices of meeting, annual reports, Company announcements made to the ASX and other information about the Company and its governance.

Our AGM gives our shareholders the opportunity to receive a performance update directly from our Board and ask questions. All our Directors and the Management team attend the AGM. Our external auditor also attends and is available to answer any questions relating to the audit.

All substantive resolutions at the Company's meetings of security holders are decided by a poll rather than a show of hands.

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

Investor engagement program

Each year, we conduct an annual program of engagement involving our Directors, Management, shareholders and other market participants.

The Company provides advanced notice of periodic briefings to all major shareholders and analysts. These briefings can typically be attended in person or via telephone or other conferencing facilities.

The Company promotes understanding amongst institutional and retail shareholders and other stakeholders about the Company's businesses, enterprise governance framework, financial and operational performance, and outlook. This is also undertaken via comments and questions received at investment briefings and question and answer sessions at AGMs. The Company conducts investor roadshows following interim and full year results announcements and otherwise meets with shareholders as may be requested. The Company also engages with proxy advisor agencies.

Any new or substantive presentation given to investors or analysts is released on the ASX Market Announcements Platform ahead of the presentation.

Verification of unaudited reports

The Company is committed to providing shareholders and other external stakeholders with timely, accurate and balanced corporate reports.

The Company has a Continuous Disclosure Policy for ensuring continuous disclosure under the ASX Listing Rules.

Management has developed practices and guidance material that are 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:

1. Reports are prepared by, or under the supervision of, subject-matter experts.
2. Reports are reviewed for material accuracy and that stated opinions and assumptions are reasonable.
3. 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 compiled with, and that appropriate approvals are obtained before a report is released to the market.