

Convertible Notes Offering

A\$300m new convertible notes offering providing increased financial flexibility

- New Hope Corporation Limited ABN 38 010 653 844 (ASX: NHC) (**New Hope** or the **Company**) today announces that it has launched an offering of A\$300 million of senior unsecured convertible notes due 2029¹ (**Notes**) (**Convertible Notes Offering**).

- **New Hope CEO, Rob Bishop, commented:**

“New Hope has continued to grow and diversify its asset base since our inaugural convertible note issue in 2021 and we are pleased to return to the convertible market with a new offering. Capital raised will increase New Hope’s balance sheet flexibility supporting our strategy to maximise shareholder returns through disciplined operational management, cost control, production growth and capital management.”

- **New Hope CFO, Rebecca Rinaldi, commented:**

“The structure of this Offering enables New Hope to access flexible, low coupon term debt. Importantly, New Hope may cash settle any conversions and entry into the Capped Call Transactions has the economic effect of lifting the price above which any dilution may occur to a level 80% above the Reference Share Price.”

Convertible Notes Offering

The Convertible Notes Offering is being marketed to eligible investors, with the final terms of the Notes to be determined via a book-build process expected to be completed prior to market open tomorrow.

After paying transaction costs, New Hope intends to use the net proceeds of the Convertible Notes Offering for general corporate purposes, consistent with New Hope’s strategy, and to fund the costs of the Capped Call Transactions (described below).

New Hope will apply for the Notes to be listed on the Official List of the Singapore Exchange Securities Trading Limited (**SGX-ST**). Where a noteholder exercises its conversion rights, importantly, New Hope may satisfy the conversion value in cash or by the issue of fully paid ordinary shares in New Hope (**Ordinary Shares**). A summary of the key terms of the Notes is set out in the Appendix of this announcement.

Jefferies (Australia) Pty Ltd (**Jefferies**) is acting as Sole Global Co-ordinator and Jefferies and Jarden Australia Pty Ltd (**Jarden**) are acting as Joint Lead Managers on the Convertible Notes Offering (**Joint Lead Managers**).

Capped Call Transactions

In connection with the issuance and pricing of the Notes, New Hope intends to purchase certain privately negotiated cash-settled call options (**Capped Call Transactions**) from one or more financial institutions (**Capped Call Counterparties**). The Capped Call Transactions provide New Hope with an economic hedge

¹ Notes investors have a put option on 12 July 2027.

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up to the cap price (**Cap Price**) which will initially be set at a premium of 80% over the Reference Share Price (as defined below) (subject to adjustment). The terms of the Capped Call Transactions will be subject to certain future adjustments which are expected to achieve a substantially similar economic outcome to the future adjustments applicable to the Notes. The notional of the Capped Call Transactions will be designed to be equivalent to the notional of the Notes and the economic payoff of the Capped Call Transactions will be dependent on market conditions at the time of their expiry or earlier termination, if applicable, under the terms of the Capped Call Transactions.

Each of the above transactions is subject to change and to completion of pricing and settlement. One or more of the proposed transactions may not complete. The Company will provide further updates on the outcome of the proposed transactions as required.

Trading Activity in Ordinary Shares, Notes and Derivatives

In connection with the Capped Call Transactions, the Capped Call Counterparties are expected to enter into various derivative transactions involving Ordinary Shares at their discretion, which could affect the market price of Ordinary Shares or the Notes otherwise prevailing at that time. In addition, delta hedging activity coordinated by the Sole Global Coordinator and the derivative transactions described above, together with any acquisition of the Notes and other Ordinary Shares acquired by a Joint Lead Manager or its respective affiliates in connection with its ordinary course sale and trading, principal investing, hedging and other activities, may result in that Joint Lead Manager or its affiliates having a substantial exposure to the Company.

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This announcement does not constitute or form part of any offer to purchase, a solicitation of an offer to purchase, an offer to sell or an invitation or solicitation of an offer to sell, issue or subscribe for any securities.

Neither this announcement nor any copy hereof may be taken into or distributed in the United States.

The information contained in this announcement is not for distribution, directly or indirectly, in or into the United States. This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Ordinary Shares and the Notes mentioned herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (Securities Act), and may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the Securities Act. No public offering of the Ordinary Shares or the Notes will be made in the United States.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

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Convertible Notes Offering

Key Terms of the Notes	
Issuer	New Hope Corporation Limited
Issue Size	A\$300m
Status / Rank	Direct, unsubordinated, unconditional and unsecured
Maturity Date	12 July 2029 (5 years)
Investor Put Date	12 July 2027 (3 years)
Coupon	3.75% – 4.25% p.a. payable on a semi-annual basis
Conversion Price / Premium	30% – 35% above the Reference Share Price
Reference Share Price	A\$5.10 per Ordinary Share, representing a 3% discount to the closing price of the Ordinary Shares on 3 July 2024
Conversion Settlement	<p>Noteholders' election to convert will be satisfied by physical settlement, unless the Issuer elects to cash-settle the conversion by paying the Cash Settlement Amount for each converted Note in lieu of delivering Ordinary Shares.</p> <p>If applicable, the relevant Cash Settlement Amount will be calculated based on the volume weighted average price of the Ordinary Shares over a 60 trading day period, subject to a minimum floor of 100% of the principal amount of the Notes subject to conversion.</p>
Conversion Price Adjustment	<p>Standard anti-dilutive adjustments to the Conversion Price, including adjustments for any cash dividends in excess of A\$0.16 per Ordinary Share during each 12-month period.</p> <p>The extent to which the Conversion Price is reduced following a change of control is variable, dependent on the time period between the change of the control and the final Maturity Date of the Notes.</p>
Listing	SGX-ST
Selling Restrictions	<p>Reg S (Cat 1) only</p> <p>Restrictions in the US, UK, Australia, Hong Kong, Singapore, EEA, Switzerland and Japan.</p>
MiFID II professionals/ECPs-only/No PRIIPs KID	Manufacturer target market (MiFID II product governance) is expected to be eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail in the European Economic Area.
UK MiFIR professionals/ECPs-only/No PRIIPs KID	Manufacturer target market (UK MiFIR product governance) is expected to be eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail in the United Kingdom.