



NEWCREST
MINING LIMITED

Notice of Annual General Meeting 2020

NEWCREST MINING LIMITED ACN 005 683 625

The Annual General Meeting of members of Newcrest Mining Limited will be held at 10.30am (Melbourne time) on Wednesday, 11 November 2020.

This document is important and requires your immediate attention.

If you have any questions about this Notice of Meeting, please contact the share registry, Link Market Services.

5 October 2020

Dear Shareholder,

I am pleased to invite you to the 2020 Annual General Meeting (**AGM**) of Newcrest Mining Limited to be held on Wednesday, 11 November 2020 at 10.30am (Melbourne time).

Business of the meeting

The Notice of Meeting describes the business that will be proposed at the meeting and sets out the procedures for your participation and voting. The AGM is an important forum for our shareholders, giving them the opportunity to consider the performance of the Newcrest Group and hear from the Board, as well as to vote on items of business. Shareholders, proxy holders and authorised corporate representatives are all eligible to ask questions during the AGM.

Format of the meeting

In the interests of the health and safety of shareholders, employees and other stakeholders in the context of the coronavirus (COVID-19) pandemic, including the restrictions on physical gatherings, the Board has decided to hold the 2020 AGM virtually.

The AGM will be made accessible to shareholders via an online platform that will display a live webcast of the meeting, including the Chairman's and CEO's presentations along with relevant slide presentation. The online platform will provide shareholders the opportunity to vote and ask questions in relation to the business of the meeting in real time.

Information as to how shareholders may participate in the AGM is provided in this Notice of Meeting and set out in the AGM Online Meeting Guide which will be published on our website at www.newcrest.com/investor-centre/aggm.

If you are unable to participate online

If you are unable to participate in the online AGM, or will not have access to a device or the internet, you are encouraged to cast your direct vote online prior to the meeting or appoint a proxy to attend the AGM and vote on your behalf.

You can cast your direct vote online at www.linkmarketservices.com.au. To be effective, direct votes must be cast by 10.30am (Melbourne time) on Monday, 9 November 2020.

Alternatively, you can appoint a proxy online at www.linkmarketservices.com.au. Your proxy nomination must be received no later than 10.30am (Melbourne time) on Monday, 9 November 2020.

After reading the Notice of Meeting (including the Information for Shareholders and Explanatory Notes) and your proxy form, I encourage you to consider directing your proxy on how to vote on each resolution by marking either the 'For', 'Against' or 'Abstain' box when completing your proxy form.

Questions at the AGM

Shareholders can submit questions in advance of the AGM (whether or not they are able to attend the online AGM) by submitting them online at www.linkmarketservices.com.au or by completing and returning a shareholder question form which is available for download on Newcrest's website at www.newcrest.com. Shareholders may also submit questions during the meeting using the online platform.

Please note that we are not able to reply to each question individually. We intend to respond to the most frequently asked questions at the AGM.

Annual Report

Newcrest's Annual Report for the year ended 30 June 2020 is available at www.newcrest.com.au/investors/reports/annual/.

Board Recommendation

The Board recommends that shareholders vote in favour of all items of business set out in the Notice of Meeting.

My fellow Directors and I look forward to your participation at the AGM and appreciate your ongoing support.

Yours sincerely,



Peter Hay
Chairman

Notice of Annual General Meeting 2020

NEWCREST MINING LIMITED ACN 005 683 625

Notice is hereby given that the Annual General Meeting of members of Newcrest Mining Limited (the **Company** or **Newcrest**) will be held on Wednesday, 11 November 2020 at 10.30am (Melbourne time). Online registration will commence at 10.00am (Melbourne time).

As noted in the accompanying letter from the Chairman, this year's AGM will be held virtually.

You can attend and participate in the AGM through the online platform at <https://agmlive.link/NCM20>.

Further information on how to participate in the AGM online is set out in this Notice of Meeting and in the AGM Online Meeting Guide.

BUSINESS

1. Financial Statements and Reports

To receive and consider the Company's financial statements and the reports of the Directors and the Auditor for the year ended 30 June 2020.

2. Election and Re-Election of Directors

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

- a) *'That Sally-Anne Layman, who was appointed to the Board since the last Annual General Meeting of the Company and who ceases to hold office in accordance with Rule 57 of the Company's Constitution, and being eligible, be elected as a Director of the Company.'*
- b) *'That Roger Higgins, who retires by rotation in accordance with Rule 69 of the Company's Constitution, and being eligible, be re-elected as a Director of the Company.'*
- c) *'That Gerard Bond, who retires by rotation in accordance with Rule 69 of the Company's Constitution, and being eligible, be re-elected as a Director of the Company.'*

Items 2(a), 2(b) and 2(c) will be voted on as separate ordinary resolutions.

3. Grant of Performance Rights to Executive Directors

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

- a) *'That approval is given for the Company to grant to the Company's Managing Director and Chief Executive Officer, Sandeep Biswas, performance rights under the Newcrest Mining Equity Incentive Plan Rules on the terms described in the Explanatory Notes to this Notice of Meeting.'*
- b) *'That approval is given for the Company to grant to the Company's Finance Director and Chief Financial Officer, Gerard Bond, performance rights under the Newcrest Mining Equity Incentive Plan Rules on the terms described in the Explanatory Notes to this Notice of Meeting.'*

Items 3(a) and 3(b) will be voted on as separate ordinary resolutions.

A voting exclusion applies to each of these resolutions. Please refer to the Information for Shareholders section of this Notice.

4. Remuneration Report

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

'That the Remuneration Report of Newcrest Mining Limited for the year ended 30 June 2020 be adopted.'

The vote on this resolution is advisory only, and does not bind the Directors or the Company. A voting exclusion applies to this resolution. Please refer to the Information for Shareholders section of this Notice.

5. Renewal of Proportional Takeover Bid Approval Rule

To consider and, if thought fit, pass the following resolution as a special resolution:

'That the existing proportional takeover provisions in the form set out in Rule 104 of the Company's constitution, a copy of which is available on the Company's website and tabled at the Annual General Meeting, be renewed for a period of three years commencing from the close of the Annual General Meeting.'

Item 5 will be voted on as a special resolution.

6. Amendments to the Constitution

To consider and, if thought fit, pass the following resolution as a special resolution:

'That the Constitution of the Company be amended as set out in the document tabled at the 2020 Annual General Meeting, signed by the Chairman for identification purposes and as described in the Explanatory Notes, with effect from the close of the Annual General Meeting.'

Item 6 will be voted on as a special resolution.

Further information in relation to each resolution to be considered at the Annual General Meeting is set out in the enclosed Explanatory Notes. The Information for Shareholders and Explanatory Notes form part of this Notice of Annual General Meeting.

By order of the Board.



Maria Sanz Perez
Company Secretary

5 October 2020

INFORMATION FOR SHAREHOLDERS

How to participate in the AGM online

Shareholders, proxyholders and authorised corporate representatives must use the online platform to participate in the AGM online. By participating in the meeting online you will be able to:

- vote between the commencement of the meeting and the closure of voting as announced by the Chairman;
- hear the meeting discussion and view the meeting slides; and
- submit questions at the appropriate time whilst the meeting is in progress.

To participate in the AGM online:

1. login to the meeting from your computer, mobile or tablet device, by entering the URL in your browser:
<https://agmlive.link/NCM20>
2. provide your name, email address, mobile number and agree to the Terms & Conditions; and
3. ask a question or vote by clicking on 'Ask a Question' or 'Get Voting Card' buttons and entering in your HIN/SRN and postcode or country code. Proxyholders will need their proxy code which Link will endeavour to provide by email no later than 24 hours prior to the AGM.

Registration will be open online from 10am (Melbourne time) on Wednesday, 11 November 2020.

Further information regarding participating in the AGM online, including browser requirements, is detailed in the AGM Online Meeting Guide available on Newcrest's website at www.newcrest.com/investor-centre/agm.

How to view the webcast

A live webcast of the meeting can be viewed via the online platform at **<https://agmlive.link/NCM20>**. If you are a visitor, you will not be able to vote or ask questions. If you are a shareholder and intend to view and listen to the webcast only, you are encouraged to lodge a proxy and submit written questions ahead of the AGM. The webcast will also be made available after the meeting at: www.newcrest.com/investors/.

Voting Exclusions

1. Item 3 (Grant of Performance Rights to Executive Directors)

The Company will disregard any votes cast on the resolutions in Item 3:

- a) in favour of either resolution by or on behalf of Sandeep Biswas or Gerard Bond, or any of their associates, regardless of the capacity in which the vote is cast; or
- b) as a proxy by a person who is a member of the Company's KMP as at the date of the Annual General Meeting or their closely related parties, unless the vote is cast:
- c) as proxy or attorney for a person entitled to vote on the resolutions in Item 3, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- d) as proxy for a person entitled to vote on the resolutions in Item 3 by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy as the Chairman decides; or

e) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the resolution; and
- (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Item 4 (Remuneration Report)

The Company will disregard any votes cast on the proposed resolution in Item 4:

- a) by or on behalf of a person who is a member of the Company's KMP disclosed in the Remuneration Report for the financial year ended 30 June 2020, or their closely related parties, regardless of the capacity in which the vote is cast; or
- b) as a proxy by a person who is a member of the Company's KMP at the date of the Annual General Meeting or their closely related parties, unless the vote is cast as proxy for a person entitled to vote on the resolution in Item 4:
- c) in accordance with a direction on the proxy form; or
- d) by the Chairman of the meeting pursuant to an express authorisation in the proxy form to vote undirected proxies as the Chairman sees fit.

Voting, Proxies, Attorneys and Corporate Representatives

1. For the purposes of the meeting, shares will be taken to be held by the persons who are registered as shareholders as at 7pm (Melbourne time) on Monday, 9 November 2020.
2. A shareholder can attend and vote at the meeting by:
 - a) attending online and casting a live vote during the meeting (if the shareholder is a corporation, it can do so by appointing an individual person as its corporate representative);
 - b) appointing a proxy or attorney in advance of the meeting to attend and vote online on the shareholder's behalf; or
 - c) casting a direct vote online prior to the meeting at www.linkmarketservices.com.au by 10.30am (Melbourne time) on Monday, 9 November 2020, using your SRN or HIN and the postcode for your shareholding.
3. If a shareholder is a corporation and wishes to appoint a corporate representative, the corporate representative must ensure the Company has received a certificate of appointment prior to the meeting signed in accordance with section 127 of the *Corporations Act 2001*. A form of notice of appointment can be obtained from Link Market Services by calling 1300 554 474 within Australia or +61 1300 554 474 outside Australia (between 8.30am and 7.30pm (Melbourne time)) or downloaded from www.linkmarketservices.com.au.
4. A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the meeting. An attorney may, but need not, be a shareholder of the Company. An attorney may not vote at the meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company before the meeting.

5. A shareholder who is entitled to cast two or more votes may appoint not more than two proxies. A proxy need not be a shareholder of Newcrest.
6. A proxy may be either an individual or a body corporate.
7. If a shareholder wishes to appoint a body corporate to act as a proxy, the shareholder must specify on the proxy form:
 - a) the full name of the body corporate appointed as proxy; and
 - b) the full name or title of the individual representative of the body corporate at the meeting.
8. Where two proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the voting rights of the shareholder. If no proportion or number is specified, each proxy may exercise half the shareholder's votes. If you want to appoint two proxies, an additional proxy form can be obtained from Link Market Services.
9. If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. Subject to the voting exclusions set out above, if you do not mark a box, your proxy may vote as they choose on that item of business.
10. Unless the Chairman of the meeting is your proxy, members of the Company's KMP (which includes each of the Directors) will not be able to vote as proxy on the resolutions in Items 3 or 4, unless you direct them how to vote by marking 'For', 'Against' or 'Abstain' in relation to the relevant resolution. Similarly, Sandeep Biswas and Gerard Bond and their associates will not be able to vote your proxy in favour of the resolutions in item 3 unless you direct them how to vote. If you intend to appoint any of these persons (such as one of the Directors) as your proxy, you should ensure that you direct that person how to vote on the resolutions in Items 3 or 4.
11. If you intend to appoint the Chairman of the meeting as your proxy, you can direct the Chairman how to vote by marking 'For', 'Against' or 'Abstain' in relation to the relevant resolution. However, if you do not mark a box next to the resolutions in Items 3 or 4, then by completing and submitting the proxy form, you will be expressly authorising the Chairman of the meeting to vote as they see fit in respect of the resolutions in Items 3 or 4 even though they are connected with the remuneration of the Company's KMP.
12. If you appoint a proxy (other than the Chairman of the meeting) and your proxy is either not recorded as attending the meeting or does not vote on a poll in accordance with your directions, the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as your proxy for the purposes of voting your proxy and must vote in accordance with the directions.
13. Please note that for proxies without voting instructions that are exercisable by the Chairman of the meeting, the Chairman intends to vote all available proxies in favour of each resolution.
14. Shareholders will be informed of the proxy positions on each resolution at the meeting.

Voting Procedure

All items of business will be decided by way of a poll.

Shareholders are encouraged to direct their proxies how to vote on each resolution. The proxy must follow such a direction when casting any available votes on the relevant resolution.

Proxy Lodgement

You can appoint a proxy online at www.linkmarketservices.com.au. To do so, you will need your SRN or HIN and the postcode for your shareholding.

Proxy appointments must be received by 10.30am (Melbourne time) on Monday, 9 November 2020.

Shareholder Questions

Shareholders participating in the AGM online will have a reasonable opportunity to ask questions during the meeting via the online AGM platform, including an opportunity to ask questions of the Company's auditor, Ernst & Young.

Shareholders are also invited to submit written questions to the Company relating to the business of the meeting, or to the Company's auditor (Ernst & Young) relating to the content of the auditor's report or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2020, ahead of the meeting by lodging them online at www.linkmarketservices.com.au or by downloading the online shareholder question form available at www.newcrest.com/investor-centre/agm and returning the question form by email to corporateaffairs@newcrest.com.au or by post to Locked Bag A14 Sydney South, NSW 1235, Australia.

Questions must be received by no later than 5pm (Melbourne time) on Wednesday, 4 November 2020.

The Chairman will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised. Individual responses will not be sent to shareholders.

Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where he considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, if shareholders have already decided how they will cast their vote, they are encouraged to lodge a proxy by 10.30am (Melbourne time) on Monday 9 November 2020 even if they plan to attend online.

EXPLANATORY NOTES

The Explanatory Notes should be read in conjunction with, and form part of, the Notice of Meeting.

Item 1 – Financial Statement and Reports

No vote is required on the financial statements and reports. Shareholders will be given a reasonable opportunity to ask questions on the financial statements and reports. Shareholders will also be given a reasonable opportunity to ask the Company's auditor, Ernst & Young, questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders can access a copy of the Annual Report at www.newcrest.com.au/investors/reports/annual/.

Item 2 – Election and Re-Election of Directors

Since the 2019 Newcrest Annual General Meeting, Sally-Anne Layman was appointed as a Non-Executive Director. In accordance with Rule 57 of the Company's constitution, she retires and being eligible, offers herself for election.

The Board undertook a comprehensive process to identify suitably qualified candidates, and undertook extensive background checks, before appointing Sally-Anne as a Director. The Board considers that Sally-Anne brings valuable resources and corporate finance experience to the Board. Accordingly, the Board has endorsed the nomination of her as a candidate for election.

Rule 69 of the Company's Constitution specifies that a Director may not hold office for a continuous period in excess of three years or past the third annual general meeting following the Director's last election or re-election to the Board, whichever is longer, without submitting for re-election. In accordance with rule 69, Roger Higgins and Gerard Bond each retire and, being eligible, each offers himself for re-election. Xiaoling Liu, having held office as a Director for a continuous period of three years since her last re-election to the Board, has decided to resign as a Non-Executive Director with effect from the end of the Annual General Meeting and accordingly, will not stand for re-election.

The Board, with the assistance of the Nominations Committee, has reviewed the performance of each of Roger Higgins and Gerard Bond and is satisfied that they each continue to bring valuable expertise and experience to the Board and has endorsed the nomination of each of them as candidates for re-election.

Further information in relation to each candidate is set out below.

a) Sally-Anne Layman

B Eng (Mining) (Hons), BComm, CPA, MAICD

Sally-Anne Layman was appointed to the Board of Newcrest as a Non-Executive Director with effect from 1 October 2020. She is a member of the Audit and Risk Committee.

Sally-Anne brings extensive experience in resources and corporate finance with 25 years of international experience. She spent 14 years with Macquarie Group in a range of senior positions, including as Division Director and Joint Head of the Perth office of the Metals, Mining & Agriculture Division. Prior to that, Sally-Anne held various positions with resource companies including Mount Isa Mines, Great Central Mines and Normandy Yandal. She is also a Non-Executive Director of Beach Energy Limited, Pilbara Minerals Limited and Imdex Limited and was formerly a Non-Executive Director of Perseus Mining Limited and Gascoyne Resources Limited (subject to Deed of Company Arrangement).

Sally-Anne holds a Bachelor of Engineering (Mining) with Honours, a First Class Mine Managers Certificate of Competency and a Bachelor of Commerce and is a Certified Practising Accountant and a member of CPA Australia Ltd.

Sally-Anne is considered to be an independent Director based on the criteria set out in the Company's Independence Policy.

The Board believes Sally-Anne's substantial experience in resources and corporate finance enhances the Board's ability to oversee Newcrest's operating and financial performance.

The Board (with Sally-Anne abstaining) unanimously recommends Sally-Anne for election.

b) Roger Higgins

PhD (Water Resources), MSc (Hydraulics), BE (Civil Engineering) (Hons), Stanford Executive Program, FIEAust, FAusIMM

Roger Higgins was appointed to the Board of Newcrest as a Non-Executive Director with effect from 1 October 2015. He is the Chair of the Safety and Sustainability Committee and a member of the Human Resources and Remuneration Committee.

Roger has extensive experience leading mining companies and operations, and has deep working knowledge of Papua New Guinea as a current Non-Executive Director and a former Managing Director of Ok Tedi Mining in Papua New Guinea. He is Chairman of Minotaur Exploration Limited (since 2017) and a Director of Worley Limited (since 2019). In his most recent executive position, Roger served as Senior Vice President, Copper at Canadian metals and mining company, Teck Resources. Prior to this role, he was Vice President and Chief Operating Officer with BHP Billiton Base Metals working in Australia and also held senior positions with BHP Billiton in Chile.

Roger has a PhD in water resources from the University of NSW, a Master of Science from the University of Aberdeen, and a Bachelor of Engineering with Honours from the University of Queensland. He holds the position of Adjunct Professor with the Sustainable Minerals Institute, University of Queensland.

Roger is considered to be an independent Director based on the criteria set out in the Company's Independence Policy.

The Board believes Roger's extensive experience in mining, particularly in PNG, further enhances the Board's ability to oversee Newcrest's operational performance and stakeholder relations in PNG. His insights, knowledge and experience are particularly valuable in his role as Chairman of the Safety and Sustainability Committee.

The Board (with Roger Higgins abstaining) unanimously recommends Roger Higgins for re-election.

c) Gerard Bond

BComm, Graduate Diploma Applied Finance and Investment, Chartered Accountant, F Fin

Gerard Bond joined the Company as Finance Director and Chief Financial Officer in January 2012 and was appointed as an Executive Director in February 2012.

Gerard has significant experience in the global financial and resources industry with Newcrest, BHP Billiton, Coopers & Lybrand and Price Waterhouse. Prior to joining Newcrest,

Gerard was with BHP Billiton for over 14 years where he held a number of senior executive roles in Europe and Australia, including in Mergers and Acquisitions, Treasury, as Deputy CFO of the Aluminium business, CFO and then Acting President of the Nickel business and Head of Group Human Resources. He has been an alternate director of the World Gold Council since 2017.

Gerard is a Chartered Accountant and a Fellow of FINSIA.

The Board believes that Gerard's significant experience in finance and the global resources industry, further enhances the Board's ability to oversee Newcrest's performance and governance.

The Board (with Gerard Bond abstaining) unanimously recommends Gerard Bond for re-election.

Item 3 – Grant of Performance Rights to Executive Directors

In accordance with ASX Listing Rule 10.14, the Company is seeking the approval of shareholders for a grant of performance rights (**Rights**) to the Managing Director and Chief Executive Officer, Sandeep Biswas, and the Finance Director and Chief Financial Officer, Gerard Bond, as their long term incentive for 2020, as well as for the issue of any shares on vesting of those Rights. This approval is being sought because ASX Listing Rule 10.14 provides that a listed company may only permit certain persons, including any director of the company, to acquire newly issued shares or rights to shares under an employee incentive scheme if it has been approved by shareholders.

Subject to shareholder approval, the Rights will be granted under the Newcrest Mining Equity Incentive Plan Rules (**Plan Rules**) and terms of offer.

If shareholder approval is obtained, the Board intends to issue the Rights shortly after the Company's 2020 Annual General Meeting, and in any event no later than 12 months from the date of the meeting. Rights will be issued at no cost to the executive and no amount is payable on vesting of the Rights. Rights do not carry any dividend or voting rights prior to vesting.

Each Right entitles the holder to one fully paid ordinary share in the Company, subject to the satisfaction of the performance conditions described below (and any adjustments the Board considers appropriate under the Rules if, for example, any bonus issues, rights issues or other capital reconstructions or corporate actions occur after the Right is granted). Shares allocated on vesting of Rights will rank equally with ordinary shares in the Company.

The Board considers that participation by Sandeep Biswas and Gerard Bond in the 2020 LTI is a critical mechanism by which to incentivise performance in line with shareholder interests.

The Company uses Rights because they create share price alignment between the executive and shareholders but do not provide the executive with the full benefits of share ownership (such as dividend and voting rights) unless and until the Rights vest.

If shareholders do not approve the grant of Rights at the Annual General Meeting, it is intended that an equivalent award will be provided in cash, subject to the same performance, service, vesting and other conditions as described in these Explanatory Notes.

Item 3(a) – Sandeep Biswas

The number of Rights to be granted to Sandeep Biswas will be calculated by dividing his maximum long term incentive (**LTI**) opportunity under his terms of employment by the volume weighted average price (**VWAP**) of the Company's shares traded on the ASX over the five trading days up to but not including the date of grant.

The Board may round the number of Rights to be granted (determined under the above formula) up or down as deemed appropriate.

By way of example, if the VWAP of the Company's ordinary shares in the five trading days leading up to the date of grant is A\$31.00, then Sandeep Biswas would be granted $A\$2,400,000 \times 180\% / A\$31.00 = 139,355$ Rights, based on his current total fixed remuneration (**TFR**) of A\$2,400,000 and maximum LTI opportunity of 180% of his TFR.

Sandeep Biswas' current total remuneration package is A\$9,120,000, comprising A\$2,400,000 as TFR (inclusive of superannuation) and A\$2,400,000 as short-term incentives (based on a performance "at target") and A\$4,320,000 as long-term incentives (based on 100% vesting). Further information in relation to Sandeep Biswas' remuneration package is set out in the Remuneration Report, which is included on pages 80 to 109 of the Company's 2020 Annual Report and is also available on the Company's website.

Vesting of those Rights will be subject to the Plan Rules and terms of offer, in particular the satisfaction of applicable performance conditions described below.

Item 3(b) – Gerard Bond

The number of Rights to be granted to Gerard Bond will be calculated by dividing his maximum LTI opportunity under his terms of employment by the VWAP of the Company's shares traded on the ASX over the five trading days up to but not including the date of grant.

The Board may round the number of Rights to be granted (determined under the above formula) up or down as deemed appropriate.

By way of example, if the VWAP of the Company's ordinary shares in the five trading days leading up to the date of grant is A\$31.00, then Gerard Bond would be granted $A\$1,000,000 \times 120\% / A\$31.00 = 38,710$ Rights, based on his current total fixed remuneration of A\$1,000,000 and LTI opportunity of 120% of his TFR.

Gerard Bond's current total remuneration package is A\$3,000,000, comprising A\$1,000,000 as TFR (inclusive of superannuation) and A\$800,000 as short-term incentives (based on a performance "at target"), A\$1,200,000 as long-term incentives (based on 100% vesting). Further information in relation to Gerard Bond's remuneration package is set out in the Remuneration Report, which is included on pages 80 to 109 of the Company's 2020 Annual Report and is also available on the Company's website.

Terms and Conditions applicable to items 3(a) and 3(b) Performance Conditions

Vesting of Rights granted to Sandeep Biswas and Gerard Bond as their 2020 LTI will be subject to satisfaction of the following three equally weighted performance conditions:

- Comparative Cost Position;
- Return on Capital Employed; and
- Relative Total Shareholder Return.

These measures have been chosen by the Board, after consultation with its external remuneration consultant, to reflect the key drivers behind Company performance and to align reward outcomes with shareholder interests.

The performance conditions will be tested over a three-year performance measurement period, from 1 July 2020 to 30 June 2023 (**Performance Period**).

1) Comparative Cost Position

The Company's measure for the Comparative Cost Position is the 'All-in Sustaining Costs' (**AISC**) measure, as determined and reported in accordance with the *World Gold Council Guidance Note on Non-GAAP Metrics: All-in Sustaining Costs and All-in Costs*, adopted by the Company in relation to costs reporting.

The AISC incorporates costs related to sustaining production. An independent data service, which offers access to broad-based industry cost and production data, is used to provide the AISC data. Performance is determined by ranking the Company's AISC performance over the three-year Performance Period against other producers included in the independently managed and sourced data.

The vesting schedule for this measure is as follows:

- 0% vests if Comparative Costs are at or above the 50th percentile;
- 40% vests if Comparative Costs are less than the 50th percentile; and
- 100% vests if Comparative Costs are below the 25th percentile.

Straight line vesting occurs between these thresholds.

2) Return on Capital Employed (ROCE)

ROCE is an absolute measure, defined as underlying earnings before interest and tax (**EBIT**), divided by average capital employed, being shareholders' equity plus net debt.

ROCE will be assessed over the three-year Performance Period. For each of the three years of the Performance Period, ROCE is averaged to determine the number of Rights that may vest in relation to this performance condition.

Average capital employed is calculated as a simple average of opening and closing balances. If material equity transactions (for example, significant equity issuances or asset impairments) occur such that the simple average is not representative of actual performance, the average capital employed for the year is adjusted for the effect of such transactions.

Average capital employed for the purpose of this calculation excludes approved capital invested in long-dated projects until commercial production is achieved, so as to not discourage Management's pursuit of long-dated growth options.

The vesting schedule for the ROCE measure is as follows:

- 0% vests if ROCE is less than 6%;
- 30% vests if ROCE is 6%; and
- 100% vests if ROCE is 13% or more.

Straight line vesting occurs between these thresholds.

These targets, including the threshold of 6%, have been in place since the 2016 LTI award and are designed to exceed Newcrest's Weighted Average Cost of Capital whilst also incentivising returns that are higher than comparable industries in the prevailing economic conditions.

3) Relative Total Shareholder Return (TSR)

Relative TSR will be assessed over the three-year Performance Period.

TSR is the percentage growth in shareholder value, which takes into account factors such as changes in share price and dividends paid. The Relative TSR performance condition measures Newcrest's ability to deliver superior shareholder returns relative to its peer companies by comparing the TSR performance of Newcrest against the performance of the S&P TSX Global Gold Index.

The vesting schedule for this measure is as follows:

- 0% vests if TSR of Newcrest is below the index;
- 50% vests if TSR of Newcrest is equal to the index; and
- 100% vests if TSR of Newcrest exceeds the performance of the index by 18 percentage points or more.

Straight line vesting occurs between these thresholds.

Testing of Performance Conditions

After the end of the Performance Period, the Board will test the performance conditions and determine the number of Rights that vest.

On vesting of the Rights, the executive will generally be allocated one fully paid ordinary share in the Company for each vested Right. The Board has the discretion to issue new shares or purchase existing shares on-market or may determine to make an equivalent value cash payment in lieu of an allocation of shares. The Board has an overriding discretion to adjust the final vesting outcome in all circumstances.

Once vested, any allocated shares will be subject to a 'holding lock' for a period of 12 months from the vesting date. During this 'holding lock' period, the shares may not be sold or otherwise dealt with.

Treatment of Rights on Cessation of Employment

Under the terms of offer, all unvested Rights will lapse in the event of the executive's resignation or dismissal for cause, subject to the Board's discretion.

In all other circumstances, a pro rata number of unvested Rights, calculated based on the proportion of the Performance Period that has elapsed, will remain on foot, and will be tested in the ordinary course as if the executive had not ceased employment. The remaining unvested Rights will lapse on the employment cessation date, subject to the Board's discretion.

In all circumstances, any shares allocated on vesting of the Rights will remain on foot and subject to the terms of offer (including any holding lock) as though the executive had not ceased employment, subject to the Board's discretion.

Change of Control

In the event of a takeover bid or any other transaction, event or state of affairs that, in the Board's opinion, is likely to result in a change in the control of the Company, the Board has a broad discretion in relation to the treatment of the LTI award (including Rights, shares and cash). Where there is an actual change in the control of the Company then, unless the Board determines otherwise, unvested Rights will immediately vest and/or shares cease to be subject to restrictions (as applicable) on a pro rata basis having regard to the portion of the Performance Period that has elapsed.

Clawback

Under the Company's General Clawback Policy, the Board may determine to lapse Rights, forfeit shares under a holding lock or require that the executive pay or repay an amount to the Company as a debt should it be subsequently found that an inappropriate benefit was conferred on the executive, including, for example, in the case of fraud or gross misconduct by the executive or where there is a material misstatement or other event or error in the financial results of the Company. The discretion may be exercised for a period of two years from vesting of Rights.

Other information applicable to Items 3(a) and 3(b)

Sandeep Biswas and Gerard Bond are the only Directors who are entitled to participate in the grant of 2020 LTIs under the Plan Rules. The Plan was established on 15 August 2019. Since then, Sandeep Biswas has been granted 140,074 Rights pursuant to the 2019 LTI offer, and Gerard Bond has been granted 38,909 Rights pursuant to the 2019 LTI offer. The Rights and deferred shares were issued at no cost to the executives and no amount is payable on vesting of the Rights.

No loans are being provided to Sandeep Biswas or Gerard Bond in relation to the acquisition of Rights or shares allocated on vesting of those Rights.

Details of any Rights issued under the long term incentive scheme will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan Rules after these resolutions are approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that ASX Listing Rule.

The Board (with Sandeep Biswas and Gerard Bond abstaining) unanimously recommends that shareholders vote in favour of the proposed resolutions in Item 3(a) and Item 3(b).

Voting restrictions apply in relation to this item and are described in the Information for Shareholders on page 4.

Item 4 – Remuneration Report

(Non-binding Resolution)

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the Remuneration Report. The Remuneration Report is set out on pages 80 to 109 of the Company's 2020 Annual Report and is also available on the Company's website at www.newcrest.com/investors/reports/annual/. The Remuneration Report describes the Group's remuneration strategy and policy and the remuneration arrangements in place for the key management personnel,

including the Executive Directors and Non-Executive Directors, during the year ended 30 June 2020.

This vote is advisory only and does not bind the Directors or the Company. Nevertheless, the discussion on this resolution and the outcome of the vote will be taken into consideration by the Board and the Human Resources and Remuneration Committee when considering the future remuneration arrangements of the Company.

The Board unanimously recommends that shareholders vote in favour of the resolution proposed in Item 4.

Item 5 – Renewal of Proportional Takeover Bid Approval Rule Corporations Act requirement to renew

The Corporations Act permits a company to include provisions in its constitution prohibiting the registration of a transfer of securities under a proportional takeover bid, unless the relevant holders of the securities in a general meeting approve the bid.

It is a requirement of the Corporations Act that such provisions in a company's constitution apply for a maximum period of three years, unless renewed earlier. The Company last renewed its proportional takeover provisions in 2017.

The Directors consider it in the interests of shareholders to renew these provisions. Accordingly, a special resolution is being put to shareholders under sections 136(2) and 648G of the Corporations Act to renew Rule 104 of the Company's Constitution.

The effect of the proportional takeover provisions

The effect of Rule 104, as renewed, will be that where a proportional takeover bid is made for securities in the Company (i.e. a bid is made for a specified proportion, but not all, of each holder's bid class securities), the Directors must convene a meeting of holders of the relevant securities to vote on a resolution to approve that bid. The meeting must be held, and the resolution voted on, by the fourteenth day before the bid period closes.

To be passed, the resolution must be approved by a majority of votes at the meeting, excluding votes by the bidder and its associates. However, the Corporations Act also provides that if the meeting is not held within the time required, then a resolution to approve the proportional takeover bid is deemed to have been passed.

If the resolution is passed or deemed to be passed, the transfer of securities resulting from acceptance of an offer under the proportional takeover bid will be permitted, and the transfers registered, subject to the Corporations Act and the Constitution of the Company.

If the resolution is rejected, the registration of any transfer of securities resulting from acceptance of an offer under the proportional takeover bid will be prohibited, and the bid deemed to be withdrawn.

Rule 104, as renewed, will not apply to full takeover bids, and if renewed, will only apply until 11 November 2023, unless renewed again by shareholders by passing a special resolution.

Reason for proposing the resolution

In the Directors' view, shareholders (and holders of any other relevant securities that Newcrest might issue) should have the opportunity to vote on a proposed proportional takeover bid. A proportional takeover bid for the Company may enable control of the Company to be acquired by a party holding less than a majority interest. As a result, the relevant holders may not have the opportunity to dispose of all their securities, and risk being part of a minority interest in the Company or suffering loss if the takeover bid causes a decrease in the market price of the securities or makes the securities less attractive and, accordingly, more difficult to sell. Rule 104, as renewed, would only permit this to occur with the approval of a majority of the relevant holders.

Advantages and disadvantages of the proportional takeover provisions

For shareholders, the potential advantages of Rule 104, if renewed, are as follows:

- It will provide all shareholders with the opportunity to consider, discuss in a meeting called specifically for the purpose, and vote on whether a proportional takeover bid should be approved. This affords shareholders an opportunity to have a say in the future ownership and control of the Company and may help shareholders to avoid being locked in a minority.
- Having the opportunity to vote on whether a proportional takeover bid should be approved increases the bargaining power of shareholders which may encourage any proportional takeover bid to be structured so as to be attractive to at least a majority of shareholders. It may also discourage the making of a proportional takeover bid that might be considered opportunistic.
- Knowing the view of the majority of shareholders may help each individual shareholder to assess the likely outcome of the proportional takeover bid and decide whether to accept or reject an offer under the bid.

On the other hand, a potential disadvantage for shareholders arising from Rule 104, if renewed, is that proportional takeover bids may be discouraged by the further procedural steps that the Rule will entail, and, accordingly, it may reduce any speculative element in the price of the Company's securities arising from the possibility of a takeover offer being made. Shareholders may be denied an opportunity to sell a portion of their securities at an attractive price where the majority rejects an offer from persons seeking control of the Company.

While these proportional takeover bid approval provisions have been in effect in the past, there have been no proportional takeover bids for the Company. Therefore, there has been no example against which to review the advantages or disadvantages of the provisions for the Directors and the shareholders during this period.

The Directors do not consider that there are any advantages or disadvantages specific to the Directors in relation to the proposed renewal of Rule 104, or that have been applicable during the period that Rule 104 has already been in effect. The Directors will continue to remain able to make a recommendation to shareholders as to whether a proportional takeover bid should be accepted.

No person to acquire or increase its substantial interest

As at the date of this Notice, none of the Directors are aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

The Board unanimously recommends that shareholders vote in favour of the resolution proposed in Item 5.

This resolution will only be passed if at least 75% of the votes cast on the Item are in favour of the resolution.

Item 6 – Amendments to the Constitution

Background

The Company's constitution (**Constitution**) has not been amended since 2008, except for the renewal of the proportional takeover provisions in Rule 104 (approved by shareholders at the Company's 2011, 2014 and 2017 Annual General Meetings). The Company has undertaken a review of its Constitution with a view to updating it for developments in corporate governance practices, changes to Australian corporate law and the ASX Listing Rules, and improvements in the efficient, cost effective and flexible administration of the Company and its relations with shareholders.

A summary of the material proposed changes to the Constitution is set out below. A copy of the proposed Constitution, marked up to show changes from the existing Constitution can be viewed by shareholders prior to the meeting on the Company's website at www.newcrest.com/about-newcrest/corporate-governance and on the ASX Market Announcements Platform.

Amendments to the Constitution

The Company is seeking shareholder approval, by way of a special resolution, for the following amendments to the Company's Constitution.

Proposed amendment	Commentary
1 General meetings	<p>The proposed amendments provide the Company with greater flexibility when conducting general meetings, by allowing the use of technology and facilitating online voting.</p> <ul style="list-style-type: none">– General meetings may be held at multiple places, using technology that gives shareholders a reasonable opportunity to participate.– Shareholders who vote by lodging a Direct Vote (e.g. online voting) will be recognised as being 'present' at the general meeting. <p>In addition, the proposed amendments clarify that if the Chairman hands the chair of the meeting to an Acting Chairman for a relevant part of the meeting, proxies provided to the chair of the meeting will be taken to be in favour of the Acting Chairman for that part of the meeting.</p>
2 Delegation	<p>The proposed amendment clarifies that the Board may delegate its powers to any Director, Committee or person, subject to any directions or regulations imposed by the Board.</p>
3 Dividends	<p>The dividend provisions have been updated:</p> <ul style="list-style-type: none">– to clarify that the Board may establish reserves, use reserves, carry forward profits, and rescind decisions to pay dividends before the payment date (consistent with section 254V(1) of the Corporations Act); and– to allow the Company to reinvest dividends that remain unclaimed after 11 months into additional shares in the Company.
4 Non cash distributions	<p>Under the Constitution, the Company has the power to reduce its share capital and to pay a dividend to shareholders by distribution of specific assets or documents of title (e.g. shares in the Company or any other corporation). The proposed amendments provide the Board with flexibility and implementation powers if the Board determines to pay a dividend or reduce its capital by distributing specific assets or documents of title to shareholders.</p>
5 Uncertificated Share Transfers	<p>The Constitution has been updated to reflect the fact that share transfers may be effected through a variety of uncertificated transfer systems and provides flexibility for any future secondary listings on foreign exchanges. References to CHESSE have been removed, as it is intended that CHESSE will be replaced in April 2022 with a new platform that uses blockchain technology to manage transactions.</p>
6 Updates to definitions and interpretation	<p>Various defined terms in the Constitution have been updated to reflect the current Corporations Act and ASX Listing Rule terms.</p>

The Board unanimously recommends that shareholders vote in favour of the resolution proposed in Item 6.

This resolution will only be passed if at least 75% of the votes cast on the Item are in favour of the resolution.

Location of the Meeting

VENUE Online at <https://agmlive.link/NCM20>

DATE Wednesday, 11 November 2020

TIME 10.30am (Melbourne time)

