



NEWCREST
MINING LIMITED

Notice of Annual General Meeting 2021

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, 10 November 2021. Shareholders can participate via the online platform at **<https://agmlive.link/NCM21>**

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 2021

Dear Shareholder,

I am pleased to invite you to the 2021 Annual General Meeting (**AGM**) of Newcrest Mining Limited to be held on Wednesday, 10 November 2021 at 10.30am (Melbourne time). Shareholders can participate via the online platform at <https://agmlive.link/NCM21>.

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 our shareholders, employees and other stakeholders in the context of the evolving coronavirus (COVID-19) pandemic, the Board has decided to hold the 2021 AGM online.

This format will give shareholders the option to participate online, or simply watch the webcast live, including the Chairman's and CEO's presentations along with the relevant slide presentation. Shareholders that participate will have 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 Virtual Meeting Online Guide which will be published on our website at www.newcrest.com/investor-centre/agm.

Options for voting prior to the AGM

Even if you plan to participate in the 2021 AGM, you are encouraged to cast your direct vote online prior to the meeting or appoint a proxy to participate in the AGM and vote on your behalf so that your vote will be counted if for any reason you cannot vote on the day.

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, 8 November 2021.

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, 8 November 2021 (unless you are a shareholder that holds shares through the Toronto Stock Exchange (TSX), in which case you should lodge your proxy appointment by 5:00pm (Eastern Time Zone) on Friday, 5 November 2021).

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 participate in the AGM via the online platform) 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 (or their proxy, attorney or corporate representative) may also submit questions in writing or ask questions orally during the AGM.

To ask questions during the meeting orally using the telephone facility, you can phone 1800 798 136, or +61 2 9189 1102 (outside Australia), and use your unique personal identification number (**PIN**). Your unique PIN is required for verification purposes, and may be obtained by contacting Link Market Services Limited on 1800 990 363, or +61 1800 990 363 (outside Australia) by 10.30am (Melbourne time) on Monday, 8 November 2021. For further information, please refer to the Virtual Meeting Online Guide which will be published on our website at www.newcrest.com/investor-centre/agm. Please note that we may not be able to reply to each question individually at the AGM. We intend to respond to the most frequently asked questions.

Annual Report

Newcrest's Annual Report for the year ended 30 June 2021 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 2021

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, 10 November 2021 at 10.30am (Melbourne time) via the online platform. Online registration will commence at 10.00am (Melbourne time).

You can participate in the AGM through the online platform at <https://agmlive.link/NCM21>.

Further information on how to participate in the AGM online is set out in this Notice of Meeting and in the Virtual Meeting Online 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 2021.

2. Election and Re-Election of Directors

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

- a) *That Jane McAloon, 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 Peter Tomsett, 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 Philip Aiken AM, 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 Managing Director and Chief Executive Officer

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

'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.'

A voting exclusion applies to this resolution. 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 2021 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. Termination Benefits

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

'To approve for all purposes, including sections 200B and 200E of the Corporations Act 2001 (Cth), the giving of benefits by the Company or a related body corporate to any current or future person who holds or has held office as a director or a related body corporate of the Company, in connection with that person ceasing to hold that office or a position of employment, as set out in the Explanatory Notes to this Notice of Meeting excluding any current or future member of the Company's Key Management Personnel (as described in section 200AA(1) of the Corporations Act 2001) (KMP).'

A voting exclusion applies to this resolution (please refer to the Information for Shareholders section of this Notice).

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

By order of the Board.



Maria Sanz Perez
Company Secretary

5 October 2021

Notice of Annual General Meeting 2021 continued

INFORMATION FOR SHAREHOLDERS

How to participate in the AGM

Shareholders, proxyholders and authorised corporate representatives can participate in the AGM via the online platform.

If you decide to participate in the meeting via the online platform 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 and ask questions in real time at the appropriate time whilst the meeting is in progress.

To participate in the AGM via the online platform:

1. login to the meeting from your computer, mobile or tablet device, by entering the URL in your browser:
<https://agmlive.link/NCM21>.
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.

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

Online registration will be open from 10am (Melbourne time) on Wednesday, 10 November 2021.

How to view the webcast

A live webcast of the meeting can be viewed via the online platform at **<https://agmlive.link/NCM21>**. 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, you are encouraged to lodge a direct vote or a proxy and submit written questions ahead of the AGM. The webcast will also be made available after the meeting at: www.newcrest.com/investor-centre/agm.

Voting Exclusions

1. Item 3 (Grant of Performance Rights to Sandeep Biswas)

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

- a) by or on behalf of Sandeep Biswas, or any of his 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 defined in the Company's 2021 Remuneration Report as at the date of the AGM) or their closely related parties, unless the vote is cast:
 - c) as proxy or attorney for a person entitled to vote on the resolution 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 resolution 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 2021, 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 AGM 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.

3. Item 5 (Termination Benefits)

If any shareholder was, or is, a current or potential director of a related body corporate of the Company and wishes to preserve the benefit of the resolution in Item 5, then that shareholder (and their associates) should not vote on the resolution.

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, 8 November 2021.
2. A shareholder can participate and vote at the meeting by:
 - a) participating 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 by 10.30am (Melbourne time) on Monday, 8 November 2021 to vote online on the shareholder's behalf (unless you are a shareholder that holds shares through the TSX, in which case you should lodge your proxy appointment by 5:00pm (Eastern Time Zone) on Friday, 5 November 2021); or
 - c) casting a direct vote online prior to the meeting at www.linkmarketservices.com.au by 10.30am (Melbourne time) on Monday, 8 November 2021, 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* (the **Corporations Act**). 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 a proxy on the resolution in Item 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 his associates will not be able to vote your proxy in favour of the resolutions in item 3 unless you direct him 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 not recorded as participating in 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 your 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, 8 November 2021 (unless you are a shareholder that holds shares through the TSX, in which case proxy appointments must be received by 5:00pm (Eastern Time Zone) on Friday, 5 November 2021).

Shareholder Questions

Shareholders participating in the AGM will have a reasonable opportunity to ask questions and make comments relating to the business of the meeting and the management of the company during the meeting via the online platform, including an opportunity to ask questions of 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 2021.

Shareholders are also invited to submit written questions to the Company, or to the Company's auditor, 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 for the auditor must be received by no later than 5pm (Melbourne time) on Wednesday, 3 November 2021. All other questions must be received by no later than 10.30am on Monday, 8 November 2021.

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 cast a direct vote online by 10.30am (Melbourne time) on Monday, 8 November 2021 or lodge a proxy by 10.30am (Melbourne time) on Monday, 8 November 2021 (or by 5:00pm (Eastern Time Zone) on Friday, 5 November 2021, in the case of shareholders that hold shares through the TSX) in case they cannot vote on the day for any reason.

Listings

The Company is listed on the Australian Securities Exchange, Toronto Stock Exchange and PNG Exchange Markets. It is a "designated foreign issuer" as defined in National Instrument 71-102 - Continuous Disclosure and Other Exemptions Relating to Foreign Issuers and is subject to the regulatory requirements of the Australian Securities & Investments Commission and the Australian Securities Exchange.

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 2020 Newcrest AGM, Jane McAloon 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 Jane McAloon as a Director. The Board considers that Jane brings valuable resources and corporate governance 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, Peter Tomsett and Philip Aiken AM each retire and, being eligible, each offers himself for re-election.

The Board has reviewed the performance of each of Peter Tomsett and Philip Aiken AM 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) Jane McAloon

BEC (Hons), LLB, GDip CorpGov, FAICD

Jane McAloon was appointed to the Board of Newcrest as a Non-Executive Director with effect from 1 July 2021. She is a member of the Human Resources and Remuneration Committee.

Jane has extensive experience in the resources, energy, infrastructure and utilities industries. She spent 9 years as Group Company Secretary at BHP, including 2 years on the Group Management Committee as President Governance. Prior to that, Jane was Group Manager, Corporate & External Services & Company Secretary at AGL, had leadership roles with the NSW Government and worked in private legal practice.

Jane is a Non-Executive Director of United Malt Group Limited and Home Consortium. She is also on the Board of Allianz Australia and Energy Australia. She is Chairman of the Monash University Foundation, an independent member of Allens' Advisory Board and a senior adviser of the Brunswick Group Asia.

Jane holds a Bachelor of Economics with Honours and a Bachelor of Laws from Monash University and a Graduate Diploma in Applied Corporate Governance. She was awarded a Monash University Fellowship in 2018 and is a Fellow of the Australian Institute of Company Directors.

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

The Board supports Jane's election as the Board believes Jane's substantial experience in resources and corporate governance enhances the Board's ability to oversee Newcrest's operating performance.

The Board (with Jane McAloon abstaining) unanimously recommends Jane for election.

b) Peter Tomsett

BEng (Mining) (Hons), MSc (Mineral Production Management), GAICD

Peter Tomsett was appointed to the Board of Newcrest as a Non-Executive Director with effect from 1 September 2018. He is a member of the Audit and Risk Committee, the Safety and Sustainability Committee and the Nominations Committee.

As announced on 5 October 2021, Peter Hay intends to retire as a Director and as Chairman of Newcrest, and Peter Tomsett will be appointed as Chairman with effect from the close of the 2021 AGM subject to his re-election as a Director.

Peter has extensive and deep gold mining and international business experience as both an executive and non-executive director of a broad range of mining companies listed on the Australian, Toronto, New York and London stock exchanges. His last executive role was as the President and Chief Executive Officer of global gold and copper company, Placer Dome Inc, where he worked for 20 years in project, operational and executive roles.

He has been the Chairman and Managing Director of Kidston Gold Mines Ltd and the Non-Executive Chairman of Equinox Minerals Ltd and Silver Standard Resource Inc. He has also held numerous other Board positions in mining, energy and construction companies and associations including as a Director of OZ Minerals Ltd, Acacia Mining plc, Talisman Energy Inc, North American Energy Partners Inc, Africo Resources Ltd, World Gold Council, Minerals Council of Australia, and International Council for Mining and Metals.

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

The Board supports the re-election of Peter as the Board believes Peter brings to the Board considerable experience in mining and international business.

The Board (with Peter Tomsett abstaining) unanimously recommends Peter Tomsett for re-election.

c) Philip Aiken AM

BEng (Chemical), Advanced Management Program (HBS)

Philip Aiken AM was appointed to the Board of Newcrest as a Non-Executive Director with effect from 12 April 2013. He is Chairman of the Human Resources and Remuneration Committee and a member of the Safety and Sustainability Committee and Nominations Committee.

Philip has extensive Australian and international business experience, principally in the engineering and resources sectors. He is the Chairman of listed company, Aveva Group plc.

Philip's prior Board appointments include Chairman of Balfour Beatty plc, Director of Gammon China Limited, Senior Independent Director of Kazakhmys plc, Senior Independent Director of Essar Energy plc, Director of Essar Oil Limited (a listed subsidiary of Essar Energy plc) and Director of National Grid plc.

Philip's previous senior executive roles include Group President Energy BHP Billiton, President BHP Petroleum, Managing Director BOC/CIG, Chief Executive of BTR Nylex and Senior Advisor Macquarie Capital (Europe).

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

The Board supports the re-election of Philip as the Board believes Philip brings to the Board considerable experience in Australian and international business, in particular in the engineering and resources sectors.

The Board (with Philip Aiken AM abstaining) unanimously recommends Philip Aiken AM for re-election.

Item 3 – Grant of Performance Rights to Sandeep Biswas

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 as his long term incentive for 2021, 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 2021 AGM, and in any event no later than 12 months from the date of the meeting. Rights will be issued at no cost to Sandeep Biswas 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 may round the number of Rights to be granted (determined under the above formula) up or down as deemed appropriate.

The Board considers that participation by Sandeep Biswas in the 2021 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 AGM, 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.

Number of Rights

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.

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\$25.00, then Sandeep Biswas would be granted A\$2,400,000 x 180% / A\$25.00 = 172,800 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 96 to 121 of the Company's 2021 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.

Performance Conditions

Vesting of Rights granted to Sandeep Biswas as his 2021 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 2021 to 30 June 2024 (**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.

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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, Sandeep Biswas 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 Sandeep Biswas' 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 he 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 he 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 Item 3

Sandeep Biswas is the only Director who is entitled to participate in the grant of 2021 LTIs under the Plan Rules. Gerard Bond will not be participating in the grant of 2021 LTIs under the Plan Rules as he has announced his decision to leave Newcrest in early 2022. 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 147,871 Rights pursuant to the 2020 LTI offer, and Gerard Bond has been granted 38,909 Rights pursuant to the 2019 LTI offer and 41,075 pursuant to the 2020 LTI offer.

The Rights (and resulting deferred shares) were (and will be) issued at no cost to Sandeep Biswas and no amount is payable on vesting of the Rights. This is because they form part of his remuneration.

No loans are being provided to Sandeep Biswas 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 this resolution is 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 abstaining) unanimously recommends that shareholders vote in favour of the proposed resolution in Item 3.

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 96 to 121 of the Company's 2021 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 KMP, including the Executive Directors and Non-Executive Directors, during the year ended 30 June 2021.

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 – Termination Benefits

Reason for seeking shareholder approval

The Corporations Act restricts the benefits that can be given to persons who hold a managerial or executive office on cessation of their employment or retirement from office with Newcrest or any of its related bodies corporate (collectively, **Newcrest Group**), unless shareholder approval is obtained or an exemption applies.

The principal purpose of this resolution is to provide flexibility to the Newcrest Group to allow payments in accordance with existing policies and practices whilst not breaching the restrictions in the Corporations Act. The Newcrest Group is a global business with operations in many jurisdictions around the world. Many personnel who are covered by the scope of the termination benefits provisions are employed outside Australia where the local requirements, policies and practices in relation to leaving entitlements are very different to those of Australia. The Newcrest Group competes in both global and local markets for a limited pool of talented executives.

The objective of the Newcrest Group in relation to leaving entitlements is to treat departing personnel appropriately and in accordance with applicable laws, market practice and the Newcrest Group's remuneration policies. The Newcrest Group tries to ensure that personnel are not disadvantaged by moving to different roles or operations, or by fulfilling the role of director of a subsidiary of the Company.

To meet this objective, the Board considers it prudent to seek shareholder approval so that termination benefits are able to be provided to personnel in accordance with existing contractual and legal entitlements and the Newcrest Group's remuneration policies and practices, without any risk of a breach of the Corporations Act.

Persons the subject of the approval being sought

Approval is being sought in respect of any current or future personnel who currently hold or come to hold office as a director of a related body corporate of the Company, and either hold that role at the time of their termination or held that role within the three years prior to their cessation (**Relevant Persons**).

At the 2018 AGM, shareholder approval was obtained on similar terms to that proposed in item 5. That approval will cease to have effect at the conclusion of the 2021 AGM. The Board considers that it is appropriate that further shareholder approval for termination benefits for Relevant Persons, as described below, be provided in order to ensure that the Group can continue to offer competitive remuneration arrangements in each of the relevant jurisdictions in accordance with existing contractual and legal entitlements and the Newcrest Group's remuneration policies and practices, without any risk of a breach of the Corporations Act.

Approval is not being sought in relation to the Company's current and future KMP, even if they are also directors of a related body corporate of the Company. Potential benefits to KMP on termination would therefore continue to be subject to benefits that are within the statutory termination benefits cap imposed by the Corporations Act or benefits which are exempt from section 200B of the Corporations Act.

Benefits or entitlements for which approval is sought

Shareholder approval is being sought for the purposes of sections 200B and 200E of the Corporations Act for any 'termination benefits' that may be provided to a Relevant Person (including as a result of the exercise of Board discretion) under:

- the relevant employment or service agreement;
- Newcrest's incentive plans;
- local laws, policy and practice; and
- the Newcrest Group's policies and practices, as summarised below.

Shareholders are not being asked to approve any change or increase in the remuneration or benefits or entitlements for Relevant Persons, or any variations to the existing discretions of the Board or the HRRC.

Shareholders are being asked to preserve the discretion of the Board and its Committees to determine the most appropriate termination package within these parameters.

If shareholder approval is obtained, the Board intends that no other termination benefits will be provided to Relevant Persons in connection with their ceasing to hold office as a director of a related body corporate of the Company, other than those within the scope of this approval or which are exempt from section 200B of the Corporations Act.

Employee agreements and other arrangements

All Relevant Persons are employed under agreements capable of termination by the relevant Newcrest Group company or the Relevant Person on providing certain periods of notice of up to 12 months (depending on the terms of the particular employment agreement).

The relevant Newcrest Group company may make a payment in lieu of some or all of the notice period in accordance with the terms of the relevant agreement. In addition, statutory payments, accrued contractual entitlements and entitlements under enterprise bargaining and collective labour agreements are also paid on cessation (such as accrued but untaken leave). For Relevant Persons in overseas jurisdictions, payments may also be made on cessation in accordance with local custom and common practice in such jurisdictions.

Newcrest may agree to continue to provide certain other benefits for a period following cessation where the arrangements are provided for under the employment agreement, which could include, but are not limited to, medical or life insurance, payment for financial or taxation advice, relocation expenses, or expatriation benefits.

Incentive plans

In general, incentive awards made to Relevant Persons under Newcrest's incentive plans provide for more favourable cessation in 'good leaver' scenarios. 'Good leavers' typically include those who cease employment other than as a result of a resignation or termination for cause.

STI awards

- In a 'good leaver' scenario, the Board may determine the treatment of a Relevant Person's award, including:
 - whether the Relevant Person will remain eligible to receive a pro-rata STI award in respect of the financial year in which their employment ceased;
 - the application of performance criteria and vesting conditions and timing and assessment and determination of the award;
 - the composition of the award (eg. all cash or a combination of cash and equity and whether deferral will apply);
 - whether deferral arrangements for deferred equity already on foot will continue to apply; and
 - whether any payment or vesting will remain at the end of the performance period or will be accelerated.
- In the event of resignation, deferred shares will remain on foot and any restrictions will continue to apply for the balance of the relevant period. The Board will have the discretion to increase the restriction period for some or all of the deferred shares from 1 year to 2 years.
- In other cessation scenarios, including termination for cause, all awards would generally lapse, unless the Board determines otherwise.

LTI awards

- In a 'good leaver' scenario, the Board may determine the treatment of a Relevant Person's award in light of the circumstances, including whether some or all of the unvested equity instruments lapse, remain on foot, are vested early or are assessed at the date determined by the Board.
- Except in exceptional circumstances, the Board is likely to determine that only a pro rata number of unvested LTI awards will remain on foot or vest, and the remainder will lapse.
- In other cessation scenarios, including termination for cause, all awards will generally lapse on cessation of employment, unless the Board determines otherwise.

Sign-on grants

Newcrest occasionally grants sign-on performance rights for new personnel or retention grants to retain or motivate existing personnel.

- In the event of a termination by reason of Newcrest giving notice, or a termination by reason of a fundamental change in the personnel's duties, status or responsibilities, the sign-on rights will remain on foot and continue to be held subject to their terms of grant (with amendments to reflect the termination).
- In the event of a termination for any other reason, the sign-on rights will lapse from the date of cessation, unless the Board determines otherwise.

Amounts payable at law

Other benefits may be payable upon cessation in accordance with applicable policies, law, regulation or market practice. There may also be additional benefits payable at law depending on the jurisdiction in which the Relevant Person is based at the time they cease employment or to hold office, and any changes in law that occur between the time the employment or service contract is entered into and the cessation date. This approval is intended to cover any such payments.

Pension or superannuation plans

Employment benefits typically include participation in a pension plan or superannuation scheme. The relevant Newcrest Group company may make employer contributions to such plans and may also facilitate employee contributions through salary sacrifice arrangements. The contributions or entitlements may exceed the minimum statutory requirement.

Redundancy

If termination is a result of redundancy, the terms of the relevant local policy may apply. The Newcrest Group's redundancy policy generally provides for a payment determined by reference to the number of years of service and total fixed remuneration of the person at the termination date. There is some variation in the redundancy policy that applies across the Newcrest Group to reflect different market practice in the jurisdictions in which it operates. In some jurisdictions, redundancy payments may not be capped and could exceed that which is permitted under the Corporations Act.

Incidental payments

Circumstances may arise from time to time where it will be appropriate for the relevant Newcrest Group company to make small incidental payments to a departing Relevant Person, including allowing them to retain certain property following cessation (such as phones or other electronic devices), making reasonable retirement gifts to recognise the contribution they made to the Newcrest Group, providing outplacement support or counselling through the Employee Assistance Program, and providing payments for agreed education expenses. Approval is sought to grant such incidental benefits provided they are reasonable and not significant in the circumstances.

There may be instances where the relevant Newcrest Group company considers it appropriate to enter into arrangements with a Relevant Person in connection with their cessation that include payment in settlement of liabilities, payment of such amounts reasonable to settle any claims which, in the Board's or the HRRC's view, are legitimate, reimbursement of legal fees subject to appropriate conditions and payment in consideration of restrictive covenants to protect Newcrest and its subsidiaries and/or entry into a deed of release. This approval is intended to cover any such payments.

Other benefits may be payable where a Relevant Person ceases to hold office or ceases employment and either the payment is in accordance with the local regulations, policy or market practice in the relevant jurisdiction, or is made pursuant to the Newcrest Group's practices or policies (for example in relation to payments on redundancy or other lump sum payments) in the relevant jurisdiction. As the Newcrest Group is an international company, it is not possible to succinctly describe each benefit and its treatment in advance for each Relevant Person.

The value of the benefits or entitlements

The amount and value of the termination benefits being approved is the maximum potential benefit that could be provided for under the relevant employment agreement and incentive and equity plan, as well as under the Newcrest Group's policies and practices, as summarised above.

The amount and value of the termination benefits or entitlements that may be provided cannot be ascertained in advance. This is because various matters, events and circumstances will, or are likely to, affect the calculation of the amount and value, including the following:

- the circumstances in which the Relevant Person ceases to hold office or ceases employment and whether they serve all or part of any applicable notice period;
- their base pay at the time of cessation of employment;
- whether the Relevant Person is an employee requiring repatriation or relocation;
- the length of their service with the Newcrest Group and the portion of any relevant performance measures or service conditions that have expired at the time of cessation;
- the number of unvested equity entitlements held by the Relevant Person at the time of cessation and the number that the Board determines to vest, lapse or leave on foot in accordance with the relevant plans;
- the extent to which the performance measures that apply to the unvested equity entitlements have been satisfied;
- the Company's share price at the relevant time;

- the value of any contribution that may arise, and be paid, in respect of the notice period provided under the employment or service agreement;
- any other factors that the Board determines to be relevant when exercising its discretions (such as the assessment of the performance of the Relevant Person up to the cessation date);
- the jurisdiction and location in which the Relevant Person is based at the time they cease to hold office or cease employment, and the applicable laws, local custom and common practice in that jurisdiction; and
- any changes in law between the date the Relevant Person enters into an employment or service agreement and the date they cease to hold office or employment.

Approval is sought for a three year period

If shareholder approval is obtained, it will be effective from the date the resolution is passed until the conclusion of the 2024 AGM (that is, for a period of approximately three years). That is, shareholder approval will be effective:

- if the Board or its delegate exercises certain discretions under Newcrest's incentive plans or otherwise as described above upon cessation; and/or
- in relation to any equity awards (including rights, options and shares) granted under Newcrest's incentive plans; and/or
- if a Relevant Person ceases to hold office or employment; and/or
- in relation to any termination benefit paid or granted,

during the period beginning at the conclusion of the 2021 AGM and expiring at the conclusion of the 2024 AGM. If considered appropriate, the Board may again seek a further shareholder approval at the 2024 AGM.

It can be reasonably anticipated that aspects of the relevant employment agreements, incentive plan, pension and superannuation arrangements and redundancy entitlements will be amended from time to time in line with market practice and changing governance standards. However, it is intended that this approval will remain valid for as long as these agreements, incentive plans and policies provide for the treatment on cessation of employment substantially in line with the treatment outlined above.

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

Details of the meeting

VENUE Online at <https://agmlive.link/NCM21>

DATE Wednesday, 10 November 2021

TIME 10.30am (Melbourne time)

