Corporate Governance Statement 2026

Introduction

The Company is committed to achieving the highest standards of corporate governance and to conducting its operations and corporate activities safely and in accordance with all applicable laws and regulatory obligations. This Corporate Governance Statement sets out the key details of the Company's corporate governance framework.

Scope of Responsibility of the Board

The Board has a formal Board Charter which sets out the responsibilities, structure and composition of the Board. It provides that the Board's broad function is to:

- set the values and monitor the corporate culture of the Group;
- provide strategic direction and set financial targets for the Whitehaven Group;
- monitor the implementation and execution of strategy and performance against financial targets; and
- appoint and oversee the performance of executive management and to take and fulfil an effective leadership role in relation to the Whitehaven Group.

The Board Charter sets out the responsibilities which are specifically reserved for the Board. These include the following:

- determining the composition of the Board, including the appointment and removal of Directors;
- oversight of the Whitehaven Group, including its control and accountability systems;
- appointment and removal of the Managing Director & CEO and the Company Secretary;
- reviewing and overseeing systems of risk management and internal compliance and control, codes of ethics and conduct, and legal and regulatory compliance;
- monitoring senior management's performance and implementation of strategy; and
- approving and monitoring financial and other reporting and the operation of Board committees ('Committees').

A copy of the Board Charter can be viewed on Whitehaven's website (www.whitehavencoal.com.au).

Day-to-day management of the Company's affairs and implementation of its strategy and policy initiatives are delegated to the Managing Director and senior executives, who operate in accordance with Board approved policies and delegated limits of authority.

Independence of the Board

Under the terms of the Board Charter, an independent Director is a non-executive director who is not a member of management and who is free of any business or other relationship that could materially interfere with – or could reasonably be perceived to materially interfere with – the independent exercise of their judgment.

The Board reviews and makes a determination regarding each Director's independence on a regular basis as required by any change in circumstance that may affect an individual's independence. In making this determination, the Board has regard to all relevant facts and circumstances, including the recommendations of the Governance and Nomination Committee, the Board Charter and the ASX Corporate Governance Principles and Recommendations. The Board assesses whether the Director is independent of management and any business or other relationship that could materially interfere with the exercise of objective or independent judgement or the Director's ability to act in the best interests of the Company.

Paul Flynn is not considered independent because during the financial year he was an executive of the Company.

Mark Vaile, Nicole Brook, Wallis Graham, Tony Mason, Mick McCormack, Brendan Pearson and Fiona Robertson are considered by the Board to be independent Directors pursuant to the terms of the Board Charter. The tenure of a Director is a factor taken into account by the Board in assessing the independence of a Director, but is not determinative. Based on its assessment, the Board determined that each independent Director remains able to bring an independent mind to bear on issues before the Board and to act in the best interests of the Company and its shareholders generally. In addition, the Board believes that the interests of all stakeholders are best served if its composition includes a blend of experience and tenure among Directors.

Board Committees

The Board has established the following standing Committees and the membership of those Committees at 30 June 2026 is set out below:

Committee	Purpose	Membership
Audit and Risk Management Committee	Assists the Board in overseeing the Group's internal control framework, financial reporting processes and risk management framework. This includes oversight of material financial risks facing the Group, including those arising from climate change. The Committee also oversees auditor appointment, independence and audit quality.	Fiona Robertson (Chair) Wallis Graham Tony Mason Mick McCormack
Remuneration Committee	Assists the Board in overseeing the Group's remuneration framework and people strategy, including the alignment of remuneration and incentive arrangements for key management personnel with the Group's strategic objectives, risk management framework and desired culture.	Wallis Graham (Chair) Fiona Robertson Mark Vaile
Governance and Nomination Committee	Assists the Board in overseeing the Group's corporate governance framework and governance practices. This includes oversight of director succession planning and the identification and recruitment of candidates with the skills, experience and diversity required to support the Group's strategic objectives. The Committee also oversees the Group's diversity initiatives and progress against diversity objectives.	Mark Vaile (Chair) Nicole Brook Fiona Robertson
Health, Safety, Environment and Community Committee	Assists the Board in overseeing the Group's health, safety, environmental and community performance, policies, systems and practices. This includes oversight of material environmental risks facing the Group, including physical impacts associated with climate change.	Nicole Brook (Chair) Brendan Pearson Mick McCormack

The number of meetings held for each of the Committees above, and each Committee member's attendance at these meetings, is set out in the Directors' Report in the 2026 Annual Report.

The Charter of each of the standing Committees is included in the "Corporate Governance" section of the Whitehaven website (https://whitehavencoal.com.au/our-business/corporate-governance/).

In addition to the standing Committees referred to above, the Board also has the ability to establish ad hoc committees formed for a limited period of time to address a specific need.

Each Committee regularly reports to the Board on matters relevant to the Committee's role and responsibilities and the minutes of each Committee meeting are made available to each Director.

Best Practice Commitment

Whitehaven is committed to achieving and maintaining the highest standards of conduct and has undertaken various initiatives, as outlined in this statement, designed to achieve this objective. Whitehaven's corporate governance charters are intended to 'institutionalise' good corporate governance and, generally, to build a culture of best practice both in Whitehaven's internal practices and in its dealings with others.

Independent Professional Advice

With the prior approval of the Chairman, each Director has the right to seek independent legal and other professional advice concerning any aspect of Whitehaven's operations or undertakings in order to fulfil their duties and responsibilities as Directors. Any costs incurred are borne by the Company.

Compliance with ASX Corporate Governance Guidelines and Best Practice Recommendations

The Board has assessed the Company's practice against the Australian Securities Exchange Corporate Governance Council's 'Corporate Governance Principles and Recommendations – 4th edition' ('ASX Guidelines'). The Appendix 4G reflects the Company's compliance with the ASX Guidelines.

Principle 1 – Lay Solid Foundations for Management and Oversight

The role of the Board and delegation to senior management have been formalised as described above.

Senior Executive Contracts and Performance Evaluations

All senior executives are employed under employment services agreements that detail their role and responsibilities and other key terms of their employment with the Whitehaven Group.

On an annual basis, the Board reviews the performance of the Managing Director. The assessment criteria used in these reviews are both qualitative and quantitative and include the following:

– financial performance;
– safety and environmental performance; and
– strategic leadership actions.

The Managing Director annually reviews the performance of Whitehaven's senior executives using criteria consistent with the above.

The performance of the Managing Director and the Company's senior executives during the 2026 financial year has been assessed in accordance with the above processes.

Appointment of Directors

As part of the process for appointing new Directors, appropriate background checks on potential appointees' character, experience, education, criminal record and bankruptcy history are undertaken by the Governance and Nomination Committee. Equivalent checks are also undertaken before putting forward a candidate to shareholders for election as a Director.

The Company provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.

Each Director has a letter of appointment, which sets out the terms of their appointment, including their responsibilities and the expected time commitment.

Board, Committee and Director Evaluations

The Board periodically undertakes an evaluation of the performance of the Board, its Committees and its Directors. The evaluation encompasses a review of the structure and operation of the Board and its Committees, the skills and characteristics required by the Board to maximise its effectiveness, the performance of its Committees and Directors, and the appropriateness of the Board's practices and procedures to meet the present and future needs of the Company.

An evaluation of the performance of the Board, its Committees and its Directors was undertaken in respect of the 2026 financial year. The Board determined that it benefits from a variety of perspectives and skills, that it remains of a size which facilitates effective decision making and that its Committees and Directors are discharging their responsibilities.

Company Secretary

The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. The Company Secretary is responsible for coordination of all Board business, including agendas, board papers, minutes, communication with the ASX and all statutory and other filings.

Diversity

Whitehaven recognises that people are its most important asset and is committed to maintaining and promoting workplace diversity. Diversity drives the Group's ability to attract, retain and develop the best talent, create an engaged workforce, deliver the highest quality services to its customers and continue to grow the business.

The Board has adopted a Diversity and Inclusion Policy which describes Whitehaven's diversity aspirations and sets minimum expectations to be met by the Group on workforce diversity. A copy of the Diversity and Inclusion Policy is available on Whitehaven's website.

The recruitment and selection processes adopted by Whitehaven ensure that employees and management are selected in a non-discriminatory manner based on merit. The Diversity and Inclusion Policy is overseen at Board level by the Governance & Nomination Committee.

In FY22, Whitehaven established a measurable objective to increase female participation in the workforce to 20% and women in leadership roles to 20% by the end of FY26. Those in leadership roles comprise of roles accountable for delivery business outcomes through management of people, time, finances, and assets, including roles which report to an Executive General Manager or Site General Manager. These objectives were met and exceeded, and for the 2026 financial year, 21.1% of Whitehaven employees and 27.3% of our leaders were female.

Whilst we do not have a measurable objective in respect of gender composition of the Board, Whitehaven takes a proactive approach towards diversity at all levels of the business. Female directors comprised 43% of our Non-Executive Directors and 38% of our Board as at 30 June 2026.

A full copy of Whitehaven's Workplace Gender Equality Agency (WGEA) report for FY2026, which includes Whitehaven's "Gender Equality Indicators", can be viewed on Whitehaven's website.

Principle 2 – Structure the Board to add value

Board Composition

The Board is currently comprised as follows:

Director	Independent	Non-executive	Term in office
Mark Vaile (Chairman)	Yes	Yes	14 years
Paul Flynn	No	No	14 years
Nicole Brook	Yes	Yes	4 years
Wallis Graham	Yes	Yes	3.5 years
Tony Mason	Yes	Yes	3 years
Mick McCormack	Yes	Yes	2.5 years
Brendan Pearson	Yes	Yes	1 year
Fiona Robertson	Yes	Yes	8.5 years

The Board reviews its composition from time to time to ensure the Board benefits from an appropriate balance of skills and experience. Details of the experience and skills of the Directors are set out in the Directors' Report in the 2026 Annual Report.

Board Skills and Experience

The Board is comprised of eight Directors from diverse backgrounds with a range of business experience, skills and attributes. The following table demonstrates the skills and experience of the Directors across several dimensions that are relevant to the Company's business.

Leadership & Governance	
Leadership	Experience in implementing, influencing and fostering positive organisational outcomes from senior leadership positions.
Public Listed Company Experience	Experience in senior management roles within large, listed and/or multinational organisations.
Corporate Governance	Detailed understanding of regulatory, compliance and legal frameworks applicable to listed corporations and experience in providing compliance oversight for such frameworks.
Strategy	Experience and proven accountability for business strategy development and implementation at a senior executive level.
Business, Finance & Risk	
Accounting, Audit & Finance	Demonstrated proficiency with financial accounting, reporting and a strong understanding of internal financial controls.
Risk Management	Experience in developing and overseeing risk management systems with a focus on identification, assessment and assurance of emerging and existing risks.
Mergers & Acquisitions	Experience in delivering successful M&A transactions and other corporate development outcomes.
Technology	Experience in leveraging emerging technology and innovations to improve organisational outcomes.
Capital Management	Experience in delivering capital management projects with a detailed understanding of equity and debt funding strategies.
Technical & Operations	
Mining Industry Experience & Engineering	In-depth experience in technical services and/or operations in mining or wider resources sector.
Project Delivery	Demonstrated responsibility for planning and delivery of large-scale capital projects with long cycle times.
Marketing	Experience in the marketing or trading of coal or similar commodities.
Health, Safety & Environment	Familiarity with complex operational health & safety and environmental protection frameworks.
Human Resources & Remuneration	Understanding of remuneration frameworks, workplace culture management and experience with succession planning.
Sustainability & Stakeholder Management	
Public Policy & Government Affairs	Strong understanding of public policy matters, proficiency in communicating key policy positions and experience with interacting with government and regulators.
Investor Relations	Experience in building positive relationships with institutional and retail investors.
Community Relations	Experience managing community stakeholder issues in a large organisation.
Sustainability & Climate Change	Comprehensive understanding of relevant risks and strategic implications arising from climate change.
Volunteer & Not for Profit Involvement	Prior involvement in leadership or management of volunteer or community-based organisations.

The Board is committed to identifying and attracting suitably experienced leaders to ensure that it has the right directors. In terms of composition, the Board is of the view that its current Directors possess an appropriate mix of skills, experience and diversity to enable the Board to discharge its responsibilities and deliver the Company's corporate objectives.

Governance and Nomination Committee

Details regarding the Governance and Nomination Committee, including its role and members, are set out above. The Committee is comprised entirely of independent Directors, is chaired by an independent Director and has three members. The Governance and Nomination Committee's Charter can be viewed on Whitehaven's website.

Director Induction and Ongoing Training

Whitehaven has a comprehensive induction training programme for Directors, which involves briefings by the Managing Director and the leadership team regarding the Group's strategy and culture, sessions on key areas such as risk, and site visits. There is also ongoing Director training to ensure that Directors maintain the skills and knowledge required to effectively perform their role.

Principle 3 – Instil a Culture of Acting Lawfully, Ethically and Responsibly

Whitehaven's Values inform the behaviours, leadership attributes and decision-making of all Whitehaven Directors and employees and underpin the way we build relationships within our teams, with our business partners, our communities and other stakeholders. The senior leadership team has responsibility for instilling the values by continually referencing and reinforcing those values. The Code of Conduct provides Directors and employees with guidance on what is acceptable behaviour and requires all Directors and employees to maintain the highest standards of honesty and integrity. The Code of Conduct and Values can be viewed on Whitehaven's website.

Whitehaven has a Speak Up Policy which outlines the options for reporting a business conduct concern, what happens when such a report is made and how we will protect the reporter. Whitehaven does not tolerate any form of retaliation against anyone for reporting a matter in accordance with the Speak Up Policy and material breaches of the policy are reported to the Board. The Speak Up Policy can be viewed on Whitehaven's website.

Whitehaven has a Securities Trading Policy that regulates dealing in its securities by key management personnel (including Directors) and certain other employees (Restricted Persons). In addition to an overriding prohibition on dealing in securities when a Restricted Person is in possession of inside information, Restricted Persons and their families and/or companies and other entities that the Restricted Person controls, are prohibited from dealing in the company's securities during certain blackout periods as follows:

- 4.00pm (Sydney time) on 30 June each year until the day following the announcement to the ASX of the full-year results.
- 4.00pm (Sydney time) on 31 December each year until the day following the announcement to the ASX of the half-year results.
- 4.00pm (Sydney time) on 31 March each year until the day following the release to the ASX of the March Quarterly Report.
- 4.00pm (Sydney time) on 30 September each year until the day following the release to the ASX of the September Quarterly Report.
- Any other period that the Board specifies from time to time.

A copy of the Securities Trading Policy is available on Whitehaven's website.

Whitehaven has an Anti-Corruption Policy which establishes a standard of behaviour and integrity, honesty and transparency which applies to anyone who is employed by or works in the Whitehaven Group. The policy sets out what conduct is expected of Whitehaven and its employees and provides guidance on how to recognise and deal with instances of corruption and bribery. The Anti-Corruption Policy can be viewed on Whitehaven's website.

Whitehaven has a Political Donations Policy which sets out the circumstances under which Whitehaven and its Directors may make political donations and the internal reporting requirements in respect of any donations made. Whitehaven is committed to transparency in respect of its political donations and to ensuring compliance with its political donations disclosure obligations. The Political Donations Policy can be viewed on Whitehaven's website.

Principle 4 – Safeguard Integrity in Corporate Reporting

Whitehaven is committed to a transparent system for auditing and reporting of the Company's financial performance. Whitehaven's Audit and Risk Management Committee performs a central function in achieving this goal. All of the members of the Audit and Risk Management Committee (including the Chair of the Committee) are independent Directors, and all the members are financially literate non-executive Directors. The relevant qualifications and experience of the members of the Audit and Risk Management Committee are set out in the Directors' Report in the 2026 Annual Report.

The Audit and Risk Management Committee holds discussions with external auditors without management present as required. The Audit and Risk Management Committee's Charter can be viewed on Whitehaven's website.

Each financial period, the Board receives a declaration from the Managing Director and the Chief Financial Officer that, in their opinion, the financial records of Whitehaven have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of Whitehaven, and that this opinion has been formed on the basis of a sound system of risk management and internal control, which is operating effectively. These declarations were provided by the Managing Director and the Chief Financial Officer for the half-year ended 31 December 2025 and financial year ended 30 June 2026.

Whitehaven is committed to providing timely, clear, consistent and accurate disclosure to shareholders and other stakeholders in its corporate reports. Unaudited periodic corporate reports are prepared by, or under the supervision of, subject-matter experts. Material statements in those reports are reviewed for accuracy by relevant members of the management team. The reports are approved for release by the Managing Director and/or Board.

Principle 5 – Make Timely and Balanced Disclosure

Whitehaven has in place (under its Continuous Disclosure Policy) practices and procedures which are aimed at ensuring timely compliance with the Company's obligations under the *Corporations Act 2001* (Cth) and ASX Listing Rules. The Continuous Disclosure Policy sets out Whitehaven's disclosure obligations, explains what type of information needs to be disclosed and identifies who is responsible for disclosure.

The Continuous Disclosure Policy requires employees of Whitehaven to immediately report to the Managing Director or if the Managing Director is not contactable, one of his delegates (the Chief Financial Officer or the General Counsel and Company Secretary) once they become aware of information that is, or may be, price sensitive.

Under the Continuous Disclosure Policy, Whitehaven must not publicly disclose price-sensitive information until it has given that information to the ASX and has received an acknowledgment from the ASX that the information has been released to the market. After an acknowledgment has been received from the ASX, information disclosed to the ASX should be promptly placed on Whitehaven's website. This policy can be viewed on Whitehaven's website.

Principle 6 – Respect the Rights of Shareholders

The Board recognises the importance of ensuring that shareholders are kept informed of all major developments affecting the Company. Information is communicated to shareholders in the following ways:

– regular announcements are made to the ASX in accordance with the Company's continuous disclosure obligations, including quarterly reports, half-year results, full-year results and an Annual Report. These announcements, as well as information regarding the Company and its governance, are available on Whitehaven's website;
– Whitehaven's Annual Report is delivered to those shareholders who have elected to receive it;
– through participation at the Company's Annual General Meeting. The Board encourages full participation of shareholders at the Annual General Meeting with opportunities for questions on each resolution considered during the meeting;
– the Company's external auditors attend the Annual General Meeting and are available to answer shareholders' questions.

Shareholders are able to receive communications from, and send communications to, Whitehaven or its share registry electronically.

Principle 7 – Recognise and Manage Risk

Whitehaven recognises that risk is a part of doing business and that effective risk management is fundamental to achieving the Company's strategic and operational objectives.

Whitehaven has a Risk Management Framework which provides the approach, infrastructure and processes for risk management at the Company. This Framework is constantly evolving, enabling the Company to manage its risks effectively and efficiently.

The Company's Risk Appetite Statement sets out the types and extent of risk that Whitehaven is willing to accept in pursuit of its strategic objectives and underpins Whitehaven's Risk Management Framework.

Under the supervision of the Board, management is responsible for identifying and managing risks.

The Board is responsible for ensuring that a sound system of risk oversight and management exists and that internal controls are effective. In particular, the Board ensures that the principal strategic, operational, financial reporting and compliance risks are identified, and that systems are in place to manage and report on these risks and that the Company is operating within the risk appetite set by the Board. The Audit and Risk Management Committee conducts a review of the Risk Management Framework at least annually to satisfy itself that it continues to be sound. The Audit and Risk Management Committee undertook this review during the financial year and is satisfied that Whitehaven's Risk Management Framework remains sound.

The Board, together with management, constantly seeks to identify, monitor and mitigate risk. Internal controls are monitored on a continuous basis and, wherever possible, improved.

The Board is also assisted by the Audit and Risk Management Committee to oversee financial reporting risks by reviewing the major risks affecting each business segment and developing, and recommending to the Board, strategies to mitigate these. The Health, Safety, Environment and Community Committee also assists the Board to oversee and minimise health, safety and environmental risks. The Charters which set out the specific responsibilities of these Committees are available on Whitehaven's website.

Whitehaven does not have a formal internal audit function. Whitehaven divides responsibility for internal audit activities between management, the Audit and Risk Management Committee, the Health, Safety, Environment and Community Committee and the Board. One of Whitehaven's key risk management systems is its internal risk register which is used for the purposes of reporting to the Board regarding material risks within the Group and how these have been managed. This process is aimed at ensuring the Company's Risk Management Framework and system of internal control are continually being monitored and evaluated.

Material Environmental and Social Risks

Whitehaven's business is subject to various risks, including the material economic, environmental and social sustainability risks. Details in relation to environmental and social risks are provided below. This is not an exhaustive list of all the environmental and social risks that may affect the Company.

Water Security and Management

Water is critical to Whitehaven's mining operations as it is used for various purposes including dust suppression and coal washing. Whitehaven's ability to access water may be impacted by a number of factors, including drought, changes in government policy and regulation and scarcity of supply. The inability to access sufficient water may negatively impact Whitehaven's costs, future production and financial performance.

Proactive water management is also required to ensure operations are not impacted by excess water. The inability to adequately dewater or store excess water onsite may limit production, sterilise coal, damage equipment and result in unauthorised water discharge from site. Excess water may also impact site access.

Whitehaven regularly monitors the water balance at each of its sites, invests in water management infrastructure and investigates opportunities to minimise water usage and secure alternate, reliable water sources to build resilience against water availability risks.

Rehabilitation and closure

Mine closure presents a risk to Whitehaven, both at the end of planned mine life and in the event of unplanned cessation of operations. In the event of an unplanned closure, Whitehaven may be required to accelerate rehabilitation activities to achieve regulatory obligations. This could result in significant costs and a loss of revenue, potentially adversely impacting financial performance. There is a risk that Whitehaven's planning underestimates the timeframes and/or costs associated with meeting rehabilitation obligations and eventual closure plans.

To manage these risks, each mine site operates according to an approved risk-based rehabilitation management plan which are aligned to statutory requirements and supported by Life of Mine plans.

Safety and Environmental and Social Licence to Operate

A range of health, safety and environmental risks exist with coal mining activities. Accidents, environmental incidents and real or perceived threats to the environment or the amenity of local communities could result in a loss of Whitehaven's social licence to operate leading to delays, increased costs and disruption to operations. Potential safety risks include ground failure, dust exposure, vehicle interactions, roof fall hazards in underground operations, and outburst risks. Whitehaven has a comprehensive environmental, health and safety management system to mitigate the risk of incidents and to ensure compliance with environmental and safety laws. Whitehaven has dedicated environmental, health and safety team members based at operations and corporate to ensure risk and opportunity is understood and addressed appropriately.

Whitehaven engages with a number of different stakeholders in the communities within which it operates. Stakeholder related risks include:

– the requirement to comply with the *Native Title Act 1993* (Cth) which can delay the grant of mining tenements and impact the timing of exploration, development and production operations and may result in substantial compensation or benefits to be payable as part of any agreement;
– the ability to reach agreement with local landholders in relation to acquisition and/or access terms which may delay the timing of project development; and
– notwithstanding the contributions made to the communities within which Whitehaven operates, local communities may become dissatisfied with the impact of operations or oppose new development projects. There is also the possibility of anti-coal activism targeted towards Whitehaven's projects.

Whitehaven also has a dedicated community relations and Indigenous engagement team that interacts with local communities and Indigenous people to ensure community issues, including issues related to cultural heritage, are understood and addressed appropriately.

Further details in relation to how Whitehaven engages effectively with the communities and steps that Whitehaven takes to maintain its social licence to operate will be provided in Whitehaven's 2026 People, Environment and Communities Report, to be released later this year.

Legal, Policy and Regulation

The coal sector is subject to or potentially impacted by a broad range of laws, regulations and standards. Whitehaven's future financial performance or its capacity to deliver on its strategy may be impacted by changes to government policy both in Australia and overseas jurisdictions including but not limited to taxation policy, royalties policy, environment and planning policy and trade policy.

We participate in policy development and advocacy processes to seek efficient and balanced policy settings that support a globally competitive and sustainable mining sector. We directly engage with elected and non-elected representatives at applicable levels of government in Australia and customer countries and respond to public policy consultations that are relevant to our business and industry. Participation in government consultations may also occur indirectly through industry associations.

Litigation

Whitehaven is exposed to the risk of prosecution and civil litigation in relation to matters concerning the operation of its business, including health & safety breaches, environmental remediation, climate change, market disclosures and commercial transactions. Whitehaven manages its legal and commercial obligations with a view to minimising litigation risk.

Climate Change

The transition and physical impacts of climate change are interlinked with multiple other risks and may affect Whitehaven's assets, production and the markets where its products are sold. These impacts may include shifts in policy and regulations, changes in public and investor sentiment towards coal and access to capital markets, technological advancements in electricity generation or steelmaking that change coal demand, and changes in the severity and frequency of extreme weather events and patterns.

Whitehaven actively monitors domestic policy and regulatory changes and country specific policies affecting its customers and market trends affecting the demand and supply of coal, and investigates and invests in site-based decarbonisation opportunities where feasible.

Whitehaven has emissions intensity reduction obligations established though the Federal 'Safeguard Mechanism' which it satisfies in part through the purchase of Australian Carbon Credit Units (ACCU). There is a risk that the price of ACCUs could increase due to increased demand from businesses and potential limitations on supply; and this could give rise to substantially more burdensome compliance costs.

Further information in relation to climate-related risks are set out in the Sustainability Report contained in the Company's 2026 Annual Report.

Misconduct

Fraud, corruption, or other misconduct by employees or third parties may expose Whitehaven to legal breaches, regulatory sanctions, and reputational or financial harm. These risks may not be detected in time and could lead to investigations, liability, and adverse impacts on the Whitehaven's operations and prospects. Whitehaven maintains Code of Conduct and Anti-Corruption policies which outline the standard of behaviour expected by all persons working for the Company. Whitehaven's Speak Up policy encourages the reporting of any potential misconduct and formalises the process for Whitehaven's response to any reports under the policy.

Principle 8 – Remunerate Fairly and Responsibly

Whitehaven's remuneration policy and practices are designed to attract, motivate and retain high quality people. The policy is built around the following principles:

- it is aligned with our strategy;
- it drives the right outcomes and behaviours from our people;
- it recognises industry dynamics and ESG concerns; and
- it acts as an attraction and retention tool in a competitive labour market.

Whitehaven's remuneration framework is designed to ensure that executives focus on delivering against the strategic objectives, ensuring that company and shareholder outcomes are primary considerations in the decision-making processes. The framework is structured to mitigate against any excessive risk-taking or short-term decisions by executives through the establishment of scorecard metrics that align with strategic objectives.

Whitehaven has a Remuneration Committee whose responsibilities include considering the Company's remuneration strategy and policy, overseeing the Company's human resources strategy and making recommendations to the Board that are in the best interests of the Company and its shareholders. The Committee is comprised entirely of independent Directors, is chaired by an independent Director and has three members.

The Remuneration Committee has a formal charter which sets out its roles and responsibilities, composition structure and membership requirements. A copy of this charter can be viewed on Whitehaven's website.

The remuneration of non-executive Directors is fixed by way of cash and statutory superannuation contributions. Non-executive Directors do not receive any options, bonus payments or other performance related incentives, nor are they provided with any retirement benefits.

To provide for shareholder alignment and to comply with the Minimum Shareholding Requirement introduced in July 2022, Whitehaven operates a minimum shareholding policy for key management personnel and other executives reporting to the Managing Director & CEO.

More information relating to the remuneration of non-executive Directors and executives is set out in the Remuneration Report in the 2026 Annual Report. As required by the *Corporations Act 2001* (Cth), a resolution that the Remuneration Report be adopted will be put to the vote at the Annual General Meeting, however the vote will be advisory only and will not bind the Directors of the Company.

Under Whitehaven's Securities Trading Policy, members of the Company's key management personnel and other employees nominated by the Board must not enter into hedging arrangements over their unvested securities. A copy of the Policy can be viewed on Whitehaven's website.

Corporate Responsibility – Taxation

Whitehaven recognises and accepts its responsibility to comply with all laws relating to the reporting and payment of all taxes on a timely basis. The tax strategies, policies, resources, procedures and controls set in place by the Board, management and staff are designed to support compliance.

The Board has approved a Tax Governance and Risk Management Framework under its Audit and Risk Management Committee to ensure:

– the assessment of tax risk, functions and profiles and roles of key parties;
– the escalation to the Board of matters of a material impact;
– the communication of the strategic intent of the group to key parties;
– the identification of key tax liabilities and relevant compliance reporting functions and the assessment of the factors which may impact on these;
– the specific roles and required capabilities of management, staff and advisors; and
– the periodic review of its tax functions.

19 August 2026