

17 December 2024

Market Release:

Independent Non-Executive Director appointment

The Board of directors (the “Board”) of Yancoal Australia Ltd (“Yancoal” or the “Company”), together with its subsidiaries (the “Group”), advises that Dr Geoffrey William Raby will step down as an Independent Non-Executive Director (“INED”) of Yancoal and as Chair of the Health, Safety, Environment and Community Committee, a member of the Nomination and Remuneration Committee and a member of Strategy and Development Committee, effective 17 December 2024, due to his intention to devote more time to his other business engagements.

Yancoal is pleased to announce the appointment of Mr Peter Smith as an Independent Non-Executive Director effective 17 December 2024. Mr Smith will be appointed as Chair of the Health, Safety, Environment and Community Committee and as a member of the Nomination and Remuneration Committee.

Mr Smith, aged 66, is a well credentialed resource industry director, with experience encompassing the gold, coal, metals and fertilisers sectors. He currently sits on the Boards of Evolution Mining Limited (ASX: EVN) and Iluka Resources Limited (ASX: ILU); and was previously a non-executive Director of NSW Minerals Council and Western Metals Limited. During his career, Mr Smith, held prominent senior positions with Rio Tinto, WMC Resources, Ensham Resources, Western Metals, Newcrest Mining, Israel Chemicals Limited, and Kestrel Coal Resources. Mr Smith has a Master of Business Administration and Management from University of Southern Queensland.

Yancoal’s Chairman, Mr Gang Ru, said “Mr Smith is a welcome addition to the Yancoal Board; we anticipate his strong coal industry background and resource sector experience both in Australia and internationally will contribute directly to Yancoal’s future success”.

Following the appointment of Mr Smith to the Board, the composition of the Board will comprise one Executive Director, three Non-Executive Directors and three INEDs. As a result, the Company has a sufficient number of INEDs which represents one-third of the Board as required by Rule 3.10A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

Save as disclosed in this announcement, Mr Smith does not (i) hold any other position with the Company or its subsidiaries; (ii) hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

Mr Smith has entered into a letter of appointment with the Company for an unlimited term commencing on 17 December 2024, subject to any provisions of the letter of appointment and the Company's Constitution. Mr Smith will be entitled to receive a director's fee of A\$178,448 per annum, A\$43,260 per annum for chairing the Health, Safety, Environment and Community Committee and A\$21,630 per annum as a member of the Nomination and Remuneration Committee, which has been approved in accordance with the Company's Constitution, with reference to, among others, his qualification, experience, duties, potential contributions to the Company and the prevailing market conditions.

Mr Smith has confirmed that (i) he met the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

As at the date of this announcement, Mr Smith does not own any shares in the Company and does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr Smith has confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to his appointment and there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Dr Raby has confirmed that he has no disagreement with the Board and that there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

Dr Raby was appointed as an INED in June 2012 and during his 12-year tenure has made a great contribution to Yancoal. The Yancoal Board is very thankful for his many years of service as a Director of Yancoal and as the Chair of the Health, Safety, Environment and Community Committee. Dr Raby played an important role in the growth and transformation of Yancoal; including its listing on the Australian Securities Exchange, the transformative Coal & Allied acquisition, and the dual listing on the Stock Exchange of Hong Kong. The Board extends its sincerest gratitude to Dr Raby for his invaluable service and extensive contributions to the

Company since joining the Board. The Board wishes Dr Raby all the very best in his future endeavours.

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Authorised for lodgement by the Board of Yancoal Australia

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Additional information about the Company is available at www.yancoal.com.au
