

Tough year for Pilbara and the need to preserve capital

Company/ASX Code	Pilbara Minerals Limited / PLS
AGM time and date	2.00pm (AWST) on Tuesday, 25 November 2025
Location	The Perth Convention Centre and Exhibition Centre, 21 Mounts Bay Rd Perth, WA
Registry	Computershare
Type of meeting	Hybrid
Monitors	Kevin Bowman
Pre-AGM Meeting	Yes, with Chairperson Kathleen Conlon and James Fuller, Investor Relations Manager

Monitor, Kevin Bowman has shares in Pilbara and his daughter works for Pilbara.

1. How we intend to vote

No.	Resolution description	
2	Re-election of Director, Nicholas Cernotta	For
3	Change of Company name	For
4	Approval of Employee Share Purchase Plan	For
5	Approval of Loan Share Plan	Against
6	Issue of FY26 LTI Performance Rights to Mr Dale Henderson	For
7	Issue of FY26 STI Performance Rights to Mr Dale Henderson	For
8	Issue of Loan Shares to Mr Dale Henderson under the Loan Share Plan	Against
9	Issue of Share Rights to Mr Dale Henderson	For
10	Issue of Share Rights to Ms Kathleen Conlon	For
11	Renewal of Proportional Takeover Provisions	For

2. Summary of Issues and Voting Intentions for AGM

With the substantial fall in the lithium price, Pilbara Minerals has had a difficult year.

Despite an increase in production of 755 thousand tonnes, an increase of 4% over the previous year, revenue of \$769 million was 39% lower than FY24 primarily due to a 43% decline in the average realised price of lithium. This was partial offset by the increase in production and a 4% decline in operating costs.

Dividends were suspended to preserve capital and the share price fell from \$3.07 to \$1.34, a fall of 57%. 2025. Fortunately, at the time of writing, the lithium price has increased and the share price to \$2.97.

In December 2024, the Ngungaju Plant was placed under care and maintenance and Latin Resources with an operation in Brazil was acquired through an all-script takeover.

The main aim of the company has been to preserve capital and prepare for the next upturn in lithium prices. The company was fortunate to receive \$15m in grants from the WA Government. It started the financial year with about \$1.6 billion and ended the year with just under \$1.0 billion.

3. Matters Considered

Accounts and reports

Financial performance

(As at FYE)	2025	2024	2023	2022	2021
NPAT (\$m)	(196)	257	2,400	562	(51.45)
UPAT (\$m)	n/a	n/a	n/a	n/a	n/a
Share price (\$)	\$1.34	\$3.07	\$4.89	\$2.29	\$1.45
Dividend (cents)	0	25c	0	0	0
Simple TSR (%)	(56%)	(37%)	113%	78%	480%
EPS (cents)	(6.33)	8.54	79.9	18.98	(2.0)
CEO total remuneration, actual (\$m)	5.090m	4.498m	3.953m	1.452m	2.209m

Simple TSR is calculated by dividing (change in share price plus dividend paid during the year, excluding franking, by the share price at the start of the year.

Resolutions

2. Mr Cernotta was first appointed to the Pilbara Board in 2017. He is currently a Director of Northern Star Resources and Critica Limited.

We will support his reappointment

3. With the takeover of Latin Resources in February 2025, the Company now has operations in the Pilbara and in Brazil.

We will support the change of name to PLS. Group Limited

4. This existing plan allows employees to use part of any bonus to purchase company shares. The Plan will be renewed for a further 3 years. **We will support this Resolution.**

5. Generally, the ASA does Not support Loan Share Plans. This is due to the following reasons:

- The Loan Share Plan transfers downside risk to shareholders, misaligning executive/shareholder interests.
- Tenure-only vesting and board discretion raise governance concerns.
- Interest-free, incremental nature may create excessive or duplicative remuneration.

At a time when shareholders have experienced a substantial fall in their TSR over the 12 months to 30 June 25 (and dividends have been ceased) we believe that Mr Henderson has already been rewarded over the past 12 months and such incentive is not necessary at this time. We realise that the PLS shares have recovered since July however such recover could be temporary. We will not support this Resolution

6 & 7. For the STI, the opportunity to earn addition remuneration through equity has been increased for the CEO to 120% of base salary for 2026. However, the LTI remains the same but relative peer performance has been introduced. The purchase of Latin Resources and the need to grow this resource has been included.

Although some shareholders may be against approving the issue of these shares to Mr Henderson, given the performance of Pilbara shares over the past financial year, **the ASA will support these two Resolutions.**

8. For the reasons given in Resolution 5, **ASA will not support this Resolution.**

9. The company operates a Salary Sacrifice Plan under the Employee Award Plan, whereby employees, including the CEO, can sacrifice up to 40% of the salary to purchase shares in the company. The ASA will support this Resolution.

10. The Salary Sacrifice Plan also extends to the Directors. **ASA will support this Resolution.**

11. **ASA will support this Resolution** for a further 3 years.

Sustainability/ESG

During the financial year, the Company managed to reduce its use of diesel by 20% contributing to a 7% decrease in absolute scope 1 and 2 emissions.

We did ask how much renewable energy contributes to the total power used and are awaiting a reply. The WA Government has indicated that the major companies in the Pilbara should consider pooling their renewals but thus far there has not been any action in this regard.

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Appendix 1

Remuneration framework detail

CEO rem. Framework for FY24	Target* \$m	% of Total	Max. Opportunity \$m	% of Total
Fixed Remuneration	\$1.5m	31.3%	\$1.5m	29%
STI - Cash	\$1.5m	31.3%	\$1.5m	29%
STI - Equity	\$0.3m	6.1%	\$0.3m	6%
LTI	\$1.5m	31.3%	\$1.875	36%
Total	\$4.8m	100.0%	\$5.175	100%

The amounts in the table above are the amounts that are envisaged in the design of the remuneration plan. *Target remuneration is sometimes called budgeted remuneration and is what the company expects to award the CEO in an ordinary year, with deferred amounts subject to hurdles in subsequent years before vesting. Some remuneration framework set a maximum opportunity amount, but not all.