AUSTRALIAN SHAREHOLDERS' ASSOCIATION

MinRes: record result, but leadership succession remains unclear

Company/ASX Code	Mineral Resources Ltd – ASX: MIN
AGM time and date	9.30am 18 November 2026
Location	Mineral Resources Park, 42 Bishopsgate Street, Lathlain WA 6100
Registry	Computershare
Type of meeting	Hybrid allowing verbal questions and voting online
Monitor	Alan Dickson assisted by John Campbell
Pre-AGM Meeting	With chair Malcolm Bundey

Monitor Shareholding: The individuals (or their associates) involved in the preparation of this voting intention have shareholdings in this company.

1. How we intend to vote

No.	Resolution description	
1	Adoption of remuneration report	For
2	Re-election of director – Ms Colleen Hayward	For
3	Re-election of director – Ms Xi Xi	For
4	Re-election of director – Mr Ross Carroll	For
5	Grant of securities to the managing director	For
6	Increase in aggregate fee pool for non-executive directors	For
7	Approval of potential termination benefits	Against

2. Summary of Issues and Voting Intentions for AGM/EGM

- MinRes benefitted from strong commodity prices for both iron ore and lithium in FY26. The company achieved a record $6.5bn in revenue and underlying EBITDA of $2.6bn, a margin of 39%. The company has paid a dividend since balance date, its first in 3 years.
- In November 2024, matters involving related party transactions, taxation penalties and other issues came to light, following which Chris Ellison, the managing director, undertook to hand over his responsibilities within 18 months. The incoming board decided to extend this period on the basis that it would take longer than that to make a proper choice of successor. In May 2026, Darren Killeen, who was previously CEO Engineering & Construction with a 17-year career at MinRes, was appointed chief operating officer representing an intermediate step rather than a confirmed successor. In September 2026, ASIC informed the company that it had concluded its investigation into these matters and would not take any enforcement action. We shall seek clarification of Mr Ellison's intentions at the AGM.

See ASA Voting guidelines and Investment Glossary for definitions

3. Matters Considered

Accounts and reports

Financial performance

(As at FYE)	2026	2025	2024	2023	2022
NPAT ($m)	1215	-896	114	244	351
UPAT ($m)	822	-112	158	769	400
Share price ($)	62.07	21.56	53.92	71.43	48.27
Dividends paid (cents)	0	0	90	220	175
Simple TSR (%)	188	-60	-23	52	-7
EPS (cents)	537	-459	64	126	185
CEO total remuneration, actual ($m)	1.67	6.66	13.32	3.39	5.91

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.

Segment results in FY26 were as follows:

Segment results: $m	**FY26**	**FY25**
Mining Services	976	737
Iron Ore	1001	252
Lithium	771	23
Energy and other	-14	4
Overheads and unallocated	-189	-88
Intersegment elimination	6	-27
Underlying EBITDA	**2551**	**901**
Less depreciation & amortisation	-928	-758
Less net finance costs	-473	-313
Less items excluded from underlying EBITDA per page 223 of the annual report including impairments, forex gains & losses, one-off items etc	452	-947

Net profit before tax	**1602**	**-1117**
Income tax expense/benefit	-387	221
NPAT	**1215**	**-896**

Onslow Iron shipments increased 143% on FY25 to 34.1m (100% basis) and the average price increased by nearly 10% to US$92/dmt. Pilbara Iron shipments were similar to FY25 with a smaller increase in price. The average FOB cost for Onslow Iron dropped from $63/wmt in FY25 to $52/wmt in FY26 whilst Pilbara FOB costs increased slightly.

The Mining Services segment provides mining, crushing, hauling and rehabilitation services to external customers and MinRes segments. Approximately 50% of its revenue is internally derived. It too had a record-breaking year in terms of tonnage throughput.

On an attributable basis, lithium sales from the two main mines, Wodgina and Mt Marion, increased from 437 k/dmt to 559 k/dmt in FY26 whilst average realised price for Wodgina increased from US$793/dmt to US$1639/dmt during the year. The year-end price of US$2425/dmt represented a 278% increase on 30 June 2025. Prices have fallen in September 2026 to an average of US$1873 for Q1 FY27 (average across all sites). In 2025, MinRes signed a binding agreement to sell a 30% interest in its Wodgina and Mt Marion lithium business to POSCO Holdings Inc; this is expected to complete in 1H FY27 for approximately US$765 million.

Commodity prices are unpredictable and volatile in an unstable world economy with the iron ore price is the main risk to company profit.

Cash flow from operations moved from a negative $475m to a positive $2084m in FY26. Capex was $1184m on plant and mine development and MinRes recouped a net $410m from its Onslow joint venturers to reduce the carry loan balance from $745m to $335m at June 2026. Total debt remains very high at $5.8bn but net debt reduced from $5.3bn to $4.3bn, compared to total equity of $4.8bn. During the year, MinRes undertook two bond refinancings resulting in extended debt maturity and lower interest expense.

A fully franked dividend of 83c per share has been declared and paid in September 2026; there was no dividend paid during FY26.

Governance and culture

There have been no board changes since the 2025 AGM but five new independent non-executive directors joined since May 2025 (Bundey, Carroll, Tremaine, Ferrier, Moorhead), while Justin Langer resigned and Zimi Meka retired. As indicated above, the future leadership of the company remains unclear after the November 2024 undertaking given by the managing director to retire from that role within 18 months. Mr Ellison has a strong relationship with MinRes' customers and joint venturers and retains a 10% shareholding in MinRes; we shall seek clarification of Mr Ellison's intentions at the AGM.

There are a great many positives about MinRes' culture, particularly the way it manages and motivates its workforce. The audaciousness of its initiative in developing the Onslow Iron operation is to be applauded and the decisive nature of steps taken to overcome the financial difficulties brought about by its development and the commodity price cycle,

combined with the negative sentiment generated by the November 2024 revelations, would make a good movie.

Key events

Following the November 2024 revelations, the Australian Securities and Investments Commission (ASIC) commenced an investigation into the company and its current and former directors and officers, including Managing Director Chris Ellison. In September 2026, ASIC informed the company that it has concluded its investigation and determined that it will not take any enforcement action.

Perhaps it is a good thing that there weren't any major events during FY26 as the company worked to overcome its difficulties and work up its Onslow Iron operation to nameplate output. To the extent that there were major events, they occurred largely before or at the 2025 AGM.

Key board or senior management changes

The appointment of five new directors since May 2025 (Bundey, Carroll, Tremaine, Ferrier, Moorhead), has been mentioned above. The appointment of Darren Killeen as COO is noted above and it was announced recently that the chief financial officer, Mark Wilson, will be retiring at 31 December 2026 and that Joshua Thurlow is resigning as chief executive lithium for an overseas appointment.

Sustainability/ESG

The annual report contains a detailed sustainability report. The company has changed the basis of safety and injury reporting and claims an improvement in the two main measures without providing comparatives to the information given in the 2025 annual report. MinRes reports compliance with government safeguard regulation and the relevant parts of the report dealing with climate change and emissions have been audited.

ASA focus issues (not discussed above or under remuneration report or re-election of directors)

An ASA focus issue for 2026-7 include an expectation that boards will provide a meaningful disclosure of individual director skills and how these align with the company's needs. The skills matrix on page 57 of the annual report, although improved, falls well short of this and we shall ask for better disclosure in future.

4. Rationale for Voting Intentions

Resolution 1 Adoption of remuneration report (for)

MinRes avoided a strike against its FY25 remuneration report possibly in view of the fact that Mr Ellison (MD) and Mr Wilson (CFO) waived substantial remuneration by going without all short-term incentive (STI) in FY25 (and other past entitlements in Mr Ellison's case). There are several issues with the FY26 remuneration report that have led us to consider a vote against it this year although we supported it last year. However, on balance, we believe that the outcome for the remuneration arrangements was fair and appropriate, and suitable amendments have been made to remuneration arrangements for FY27 to overcome the issues arising in FY26. Accordingly, we have decided to vote in favour of it.

We prefer to see a straight 50/50 split between cash and deferred share rights for the short-term incentive. The MinRes plan for years up to FY26 has been to pay up to 60% of the maximum STI in cash and the balance in equity. This has resulted in the three chief executives of segments, Messrs Grey, Thurlow and Hardy, receiving a cash element of $450,000 against their assessed total STI of between $734,000-$771,000 (or approximately 60%), Mr Wilson (CFO) received all his assessed $600,000 STI entitlement in cash, and Mr Killeen (COO) received $600,000 of his entitlement of $834,000 in cash (72%). Mr Ellison received $1m of his assessed STI of $1.75m in cash (57%). The planned remuneration for FY27 has changed this to be a straight 50/50 allocation of cash and equity and the cash/equity split for these executives was in accordance with the plan approved by the previous board so there was no discretionary element of the payments.

As regards the long-term incentive (LTI), we would prefer to see two hurdles applied to appraisal of performance for it with the second being an absolute measure such as increase in profit or achieving pre-determined levels of TSR. We also note that the existing hurdle being return on invested capital vests at the high level of 67% if MIN achieves median performance of the comparator group (about which we have some reservations) – we prefer to see 50% vesting at median. Both of these features have been implemented in the FY27 plan. The achieved ROIC average for the 4 years to June 2026 of 5.3% fell short of the minimum vesting level of 12% and therefore no LTI award was made to the eligible executives being Messrs Ellison, Wilson and Grey. Three other executives, Messrs Killeen, Thurlow and Hardy, had been declassified as key management personnel by the old board and awarded LTI rights based solely on continued service with no performance hurdles prior to FY26 and they continued to be entitled to this LTI plan when they were quite properly reinstated as KMP.

This resulted in an unjust situation for Mr Mike Grey (CEO of Mining Services) as he was retained as a KMP throughout and subject to the KMP LTI which failed to achieve a payout. The board decided to make a one-off award to Mr Grey in view of his significant contribution to the Onslow Iron project as set out on page 192 of the annual report. The award consisted of $1m in cash and $2m in equity, determined as 29,000 share rights vesting in two equal tranches on 30 June 2027 and 2028, subject only to continued employment. The amount of this award is consistent with what he would have been granted if he had been treated in the same manner as the other three executives mentioned above. Discretionary awards of this nature, however well earned, are contrary to ASA remuneration guidelines, but the circumstances justified a departure from the planned outcomes.

We have assessed the FY26 remuneration report against ASA's remuneration guidelines and note four departures: (1) LTI rights granted to Messrs Killeen, Thurlow and Hardy based solely on continued service, with no performance hurdles; (2) the one-off award to Mr Grey, subject only to continued employment; (3) less than 50% of STI delivered in equity; and (4) a single-metric LTI. The Company Monitoring Committee has considered whether these are sufficiently mitigated and concluded that they are, for the following reasons: the service-only LTI arrangements and the cash/equity STI split were set under the plan approved by the previous board; no LTI vested under the FY26 hurdle; and the Grey award reflects his contribution to Onslow Iron and is consistent with the outcome for the other three executives. The FY27 plan also addresses the main concerns, with a straight 50/50 cash and equity STI, a second LTI hurdle and 50% vesting at median performance. On that basis we support the report. We will monitor delivery of the FY27 changes and revisit our position next year if they are not implemented as described.

The chairman, Mal Bundey, was awarded options as approved by shareholders at the 2025 AGM. This is contrary to ASA's guideline, which does not support option-based incentives. The Company Monitoring Committee has considered this departure and, in reaching our overall position on the remuneration report, has taken into account the fact that shareholders approved the award in 2025. We will ask the company to confirm at the AGM that no further options will be granted to non-executive directors. Details of the vested and unvested options held by Mr Bundey are given on page 195 of the annual report.

Resolutions 2 – 4 Re-election of directors Colleen Hayward, Xi Xi and Ross Carroll (for)

All three directors have shown to have skills and experience to assist in managing the affairs of the group. MinRes' operations are in regional areas of WA on land with strong ties to Aboriginal communities, and Ms Hayward's deep understanding of, and connections with, those communities are valuable in building good working relationships with local people. A very substantial proportion of the company's products are sold to Chinese customers and the company operates in joint venture with a major Chinese steel producer, Baosteel, so Ms Xi Xi's experience and standing in China are important to MinRes in maintaining its relationships with customers, suppliers and Baosteel. Xi Xi and Colleen Hayward also provide continuity with past decisions. Mr Carroll was elected at the 2025 AGM but has stood down and offered himself for re-election to enable an orderly rotation of directors elected at that time.

Resolution 5 Grant of securities to the managing director (for)

The explanatory notes to the notice of meeting contain a detailed explanation of Mr Ellison's achievements in FY26 in which he and the executive team delivered the strongest financial result in MinRes' 20-year listed history, driven by growth in Mining Services, the ramp-up of Onslow Iron and improved lithium performance, with record underlying EBITDA of $2.6 billion on record revenue of $6.5 billion. The board has decided that Mr Ellison should participate in the company's STI and LTI remuneration plans for FY27. This will involve an award of the following share rights to Mr Ellison:

- FY27 LTI: 47,237 rights to acquire fully paid ordinary MinRes shares (Share Rights)
- FY27 STI: deferred Share Rights of a value not in excess of $1,031,250 that Mr Ellison may become entitled to receive based on FY27 annual performance.

The LTI entitlement has been determined by dividing the maximum potential LTI award for FY27 being 180% of his fixed annual remuneration (FAR) or $2.97m by the VWAP of the company's shares in the period to 30 June 2026 being $62.87. Performance over the appraisal period to 30 June 2029 will determine the number of share rights vesting and using performance criteria involving achieving a stated level of ROIC and of relative TSR. The LTI share rights carry dividend equivalent rights commencing from the date of grant soon after the AGM if approved.

The STI entitlement will be determined by the VWAP of the company's shares to 30 June 2027 and will be appraised based on a set of criteria involving business metrics as to 60% and people culture & ESG hurdles for 40%. More details of the structure of the STI and LTI awards for FY26 are given in the appendix and those for FY27 are along the same lines.

In view of the commitment made by the previous board for Mr Ellison to retire from office within 18 months of November 2024, it could be argued that he should not be offered a long-term incentive. The notice of meeting for the 2025 AGM set out the board's reasons for believing that Mr Ellison is entitled to be fairly remunerated in accordance with the

company's remuneration policy and the board's structure of his incentives to align with the need for his cooperation in finding a successor. The board anticipated then that following a smooth transition to his successor, Mr Ellison would be treated as a 'good leaver', with a pro-rata share of incentive earnings tested in accordance with the plan. The notice of meeting for the 2026 AGM does not repeat these comments, and we shall ask the board at the AGM to confirm the current status of Mr Ellison's undertaking to retire. We think it is fair that he participates in the awards, and we acknowledge the considerable achievements Mr Ellison has made in FY26 at a time when the company and its officers were the subject of internal and ASIC investigations. In September 2026, ASIC informed the company that it had concluded its investigation and would not take any enforcement action against the company or any of its current or former directors and officers.

We have two concerns about Mr Ellison's incentive arrangements when they are assessed against ASA's guidelines. First, no target is set for his STI and he has no itemised personal KPIs. ASA's guidelines expect STI metrics to be objectively measurable with disclosed targets (guideline 13.1), and their absence limits transparency and the link between pay and performance. Second, the 2026 notice of meeting does not repeat the earlier commentary on succession and "good leaver" treatment, notwithstanding the undertaking given in November 2024 for Mr Ellison to retire within 18 months. That commentary formed part of the board's rationale for the grant approved in 2025, and ASA's guidelines expect matters of this kind to be addressed rather than carried forward (guideline 12.3); it is not yet clear to us how the undertaking is being managed. These concerns are balanced by the following: the FY27 LTI is subject to ROIC and relative TSR hurdles, half of the STI is deferred into equity, and FY26 delivered record results. The monitor will question the board on both matters at the upcoming AGM, asking how it will set clear STI targets and personal KPIs for the managing director, and what its succession plan is in light of Mr Ellison's undertaking.

On balance, we will continue to support the grant of share rights as set out in the explanatory memorandum, as we did in 2025. We recognise that this is a departure from ASA's guidelines, which we consider justified on the basis that the FY27 awards are subject to performance hurdles, half of the STI is deferred into equity and FY26 delivered positive results for shareholders. We may revisit our position if the board's responses at the AGM are unsatisfactory, and we shall review this issue again next year if clear STI targets for the managing director and a succession plan have not been disclosed.

Resolution 6 Increase in aggregate fee pool for non-executive directors (for)

The board proposes an increase in the NED fee pool from $2.5m to $3.0m, with the current limit being set in 2024. There have been substantial governance improvements since then but the number of NEDs has remained the same at 7, whilst fees have increased quite substantially. If all current directors had served a full year at the fees set for FY26, they would have drawn gross fees of $2.45m being close to the current limit. Their fees have been benchmarked against comparable companies and do not appear to us to be too high for a company of MinRes' size and scope of activities. The directors rightly point to the need for some legroom in the fee pool to cover the appointment of new NEDs to replace retiring ones.

Resolution 7 Approval of potential termination benefits (against)

The limits imposed by the Corporations Act of basically 18 month's final salary in retirement benefits paid to departing executives were set to protect shareholders against the risk of inappropriately large payouts to such executives. This limit was not expected to

be overridden by shareholders giving blanket approval to payments in excess of it and we do not support resolutions which give effect to such overrides. We would like to see proposed payouts to "good" leavers (those leaving to make way for the promotion of others) put to shareholders for approval as we do not expect to have any issue with reasonable retirement benefits in line with the remuneration plan.

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Appendix 1
Remuneration framework detail

Planned CEO rem. Framework for FY26 - target and maximum opportunity not being distinguished	Target* $m	% of Total	Max. Opportunity $m	% of Total
Fixed Remuneration	1.6	28.99%	1.6	24.69%
STI - Cash	1.0	18.12%	1.0	15.43%
STI - Equity	1.0	18.12%	1.0	15.43%
LTI	1.92	34.78%	2.88	44.44%
Total	5.52	100.00%	6.48	100.00%

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.

The remuneration plan for MinRes follows normal practice in most respects of having an STI comprising cash and deferred equity with the maximum set at a level of 125% of the MD's fixed remuneration, and a long-term incentive of up to 180% of his fixed remuneration. These percentages are reduced for other KMP. The cash element for FY26 was 50% of maximum STI, not 50% of total, which resulted in most KPM receiving cash awards well in excess of 50% of the actual STI award. This flaw has been rectified for FY27. The STI share rights vest in two equal instalments one and two years after grant date.

The fixed remuneration is set by reference to peers and the need to retain key staff. The hurdles for the STI and LTI are broadly conventional except that no target is set of the MD STI. Target for the STI for other KMP are set at 75% to 90% of FAR with a maximum of 100% to 120% of FAR and the hurdles are set in 4 areas of performance with weightings as follows:

- Financial performance – cost control, EBITDA, capex & debt – 30%
- Operational performance – sales/shipments/production targets - 30%
- People and culture – including diversity, turnover, engagement - 20%
- ESG – health, safety, pollution, water & environment – 20%

With the exception of the MD who has no itemised personal KPIs, there is a personal performance assessment on top of the above hurdles with the remuneration committee having the discretion to adjust the outcome from zero to 1.75 times the assessed company position.

For FY26, the KMP group was assessed as having achieved 87.5% of target, and personal KPI outcomes ranged from even for the MD to 125% for all other KMP except for the CFO whose personal KPI were assessed at 76% of target.

There is a single LTI hurdle of return on invested capital, with the award based on average achievement over a four-year period measured against the company's balance sheet at the start of that period. Full vesting of the LTI occurs if ROIC is greater than 18%, and it is pro-rated between 12% and 18% starting with 67% at 12%, with no LTI awarded if ROIC is less than 12% on average over the four-year period, which was the case for the 2023 LTI appraised over the four years to 30 June 2026.