

# Minimum Holding Condition

Policy

March 2024

PLS-POL-BM-019

## 1 PURPOSE

The People and Culture Committee (**Committee**) have adopted this Policy in order to further align the interests of Non-Executive Directors of the Company and members of the Company's executive leadership team with the interests of the Company's shareholders.

This Policy details the minimum holding value of Securities to be held by them in the Company, and the procedures relating to the minimum holding condition.

## 2 DEFINITIONS

**Board** means the board of directors of the Company.

**Committee** means the People and Culture Committee of the Company from time to time.

**Company** means Pilbara Minerals Limited ABN 95 112 425 788.

**Employee** means:

- a) An employee of the Company who holds one of the following positions: Managing Director & Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Chief Sustainability Officer, Chief Development Officer, Project Director, or General Counsel; and
- b) Any other permanent employees of the Company so designated by the Committee from time to time.

**Fixed Remuneration** means base salary plus superannuation (capped at \$25,000 per annum).

**Minimum Holding** means the value of Securities which is:

- a) Equal to the value of the Employee's Fixed Remuneration in a given financial year, where the Employee is the Managing Director and Chief Executive Officer;
- b) Equal to half of the value of the Employee's Fixed Remuneration in a given financial year, where in relation to an Employee who is not the Managing Director and Chief Executive Officer; or
- c) Equal to the value of the Non-Executive Director's base fee in a given financial year, where in relation to a Non- Executive Director.

**Non-Executive Director** or **NED** means a non-executive director of the Company.

**Notice** means a notice given by the Company Secretary to all NEDs and Employees under clause 3(a) of this Policy, communicating the value of Securities required to comply with this Policy at the commencement of each Financial Year.

**Financial Year** means a twelve-month period commencing on 1 July in any given year.

**Securities** means Shares or Vested Incentives.

**Securities Trading Policy** means the securities trading policy of the Company from time to time.

**Shares** means fully paid ordinary shares in the Company.

**Vested Incentives** means incentives (including options or performance rights or share rights) which have been granted to the NED or Employee under an incentive plan of the Company from time to time, and which have vested as evidenced by a vesting notice or similar issued to the NED or Employee in accordance with the terms of the incentive plan. This includes vested incentives which are subject to escrow under the terms of any incentive plan.

## 3 MINIMUM HOLDING CONDITION

- a) Each NED and Employee must establish and maintain a level of value of Securities owned that is equal to the Minimum Holding.
- b) NEDs are encouraged to commence acquiring Shares or holding Securities as soon as practicable and reach the Minimum Holding within a reasonable timeframe generally not more than 5 years from time of appointment or the effective date of this policy, (whichever is later).

- c) Employees are expected to meet their Minimum Holding over a 5 year period from the date of their appointment or the effective date of this policy, (whichever is later), by holding Securities that vest under the Company's incentive plans. However, Shares acquired by the Employee on or off market are also capable of counting towards their Minimum Holding requirement.
- d) The Company recognises that the value of Company Shares will vary from time to time and the Minimum Holding values are general in nature. For the purpose of calculating whether the Minimum Holding has been met, the calculation is based on the share price at the time of the Committee's annual compliance review having regard to any significant share price fluctuations.
- e) Once the NED or Employee has met the Minimum Holding requirement, they must endeavour to maintain the Minimum Holding for as long as they remain a NED or Employee of the Company.
- f) Where increases to a NED's or Employee's base salary or fixed remuneration occur during a financial year, the five-year requirement for the increased Minimum Holding begins from the effective date of the base salary or fixed remuneration increase.
- g) The Committee will review the Minimum Holdings of NEDs and Employees annually.

#### **4 SECURITIES COUNTED IN MINIMUM HOLDING**

The Securities or interests in Securities that count towards a NED or Employee meeting the Minimum Holding are Securities which are:

- a) Owned by the NED or Employee or their associated entities or close associates as those terms are defined in the Corporations Act 2001, or
- b) Owned through a trust or a superannuation fund or are otherwise held for the benefit of the NED or Employee, or their associated entities or close associates as those terms are defined in the Corporations Act 2001.

For the avoidance of doubt, unvested shares or rights will not be included in the calculation.

#### **5 ANNUAL REPORTING**

The annual report of the Company will include the details of the Minimum Holding requirement under this Policy and compliance with the Policy by the NEDs and employees who are deemed Key Management Personnel.

#### **6 SECURITIES TRADING POLICY AND THIS POLICY – DISPOSAL OF SHARES**

- a) If a NED or Employee proposes to dispose of Shares, they must not do so until they obtain clearance under this Policy at the same time that clearance is obtained by the NED or Employee under the Securities Trading Policy, using the Securities Trading Request Form and the same clearance approval levels of authority.
- b) Compliance with this Policy is subject at all times to compliance with the Securities Trading Policy and the insider trading provisions of the Corporations Act 2001. Nothing in this Policy is intended to impact on the requirement for the NED or Employee to comply with the Securities Trading Policy or the Corporations Act 2001.

Shares must not be acquired if to do so would risk breaching insider trading provisions or the Securities Trading Policy, in which case longer timeframes will apply.

#### **7 OBLIGATION TO NOTIFY THE COMPANY**

- a) In accordance with ASX Listing Rules, all changes to NEDs' interests in the Company's securities must be notified to the ASX within 5 business days after the change occurs. Accordingly, NEDs will promptly notify the Company Secretary and Assistant Company Secretary of any changes.

- b) To ensure the Company's Minimum Holdings records remain current, Employees are required to provide the Assistant Company Secretary details of the purchase or disposal of Shares, including any consideration paid.

## **8 EXEMPTION FROM COMPLIANCE**

It is not the intention of this policy to financially disadvantage Employees or NEDs and Shares may be traded to meet income tax and other financial obligations.

There may be circumstances in which compliance with this Policy would cause or contribute to hardship for a NED or Employee, such as preventing them from complying with an order of a court of law or such other circumstances. The Chairman of the Committee has discretion to consider and agree to written requests for temporary exemption from compliance with the Policy, in consultation with the Company Chairman and Chief Executive Officer.

## **9 EXTENSION OF THIS POLICY**

The Board may resolve, in its absolute discretion, that this policy be extended to other employees of the Company, from time to time.

## **10 REVIEW OF POLICY**

This Policy will be reviewed by the Board every two years and amended as required.

### **POLICY HISTORY**

<b>LAST REVIEWED</b>	June 2022
<b>THIS REVIEW</b>	March 2024
<b>FREQUENCY</b>	As required