

Pan African Resources PLC  
(Incorporated and registered in England and Wales  
under the Companies Act 1985 with registration  
number 3937466 on 25 February 2000)  
Share code on AIM: PAF  
Share code on JSE: PAN  
ISIN: GB0004300496  
ADR ticker code: PAFRY  
(Pan African or the Company or the Group)

(Key features are reported in United States dollar (US\$) or South African rand (ZAR), to the extent relevant.)

## **AUDITED RESULTS FOR THE YEAR ENDED 30 JUNE 2025 AND DIVIDEND DECLARATION – SHORT FORM ANNOUNCEMENT**

### **KEY FEATURES**

#### **PRODUCTION**

- Group gold production increased by 5.6% to 196,527oz (FY24: 186,039oz)
- Record FY25H2 gold production of 111,822oz, an increase of 28% from FY24H2 (87,581oz)
  - Mogale Tailings Retreatment (MTR) operation ramp-up successful, producing 22,063oz in FY25H2, on track for 50Koz of low-cost ounces in FY26
- Tennant Mines in Australia achieved its inaugural gold pour in May 2025 and forecast production over the next three years is estimated at between 46,000oz and 50,000oz of gold per year, excluding expansion and growth projects.

#### **ALL-IN SUSTAINING COSTS (AISC)**

- AISC for FY25 of US\$1,600/oz (FY24: US\$1,354/oz) at an average exchange rate of US\$/ZAR:18.17, which was above guidance of between US\$1,525/oz to US\$1,575/oz (at an average exchange rate of US\$/ZAR:18.50), primarily as a result of the negative impact on the unit cost of production at the underground operations combined with above inflationary increases in electricity and reagents. The realised hedge loss of US\$30/oz included in the AISC and the 1.8% effect of the appreciation in the rand relative to the US\$ also contributed to the increase.
- AISC of US\$1,425/oz (FY24: US\$1,170/oz) for our lower-cost operations, which account for more than 85.0% (FY24: 84.0%) of annual production.

#### **PRODUCTION AND COST GUIDANCE**

FY26 production guidance of 275,000oz to 292,000oz, with the expected increase in production largely attributable to the contribution from the Group's new MTR and Tennant Mines operations.

- Production for FY26H1 is expected to be between 130,000oz and 137,000oz, with MTR at steady state, ramping up of production at Tennant Mines and underground production increases at Evander Mines underground
- Production for FY26H2 is anticipated to increase as the MTR plant capacity is expanded from 800ktpm to 1mtpm, higher grades are mined from the B line at Evander Mines 24 Level underground and higher-grade ore from Nobles Gold's open pit at Tennant Mines supplements the Crown Pillar Stockpile as run-of-mine (RoM) feed. Production is expected to be between 145,000oz and 155,000oz
- FY26 AISC guidance of between US\$1,525/oz and US\$1,575/oz (assuming an exchange rate of US\$/ZAR:18.50).

## **SAFETY**

- Regrettably, the Group suffered two fatal accidents during the year and one shortly after year-end. Pan African proactively reinforces safety measures on a continuous basis to achieve our goal of a zero-harm working environment
- The Group's surface remining operations reached a significant milestone in safety and operational excellence by achieving zero lost time injuries and zero reported injuries through the year at its underground operations.

## **FINANCIAL**

- Revenue increased by 44.5% to US\$540.0 million (FY24: US\$373.8 million)
- Profit for the year increased by 78.4% to a record US\$140.6 million (FY24: US\$78.8 million)
- Headline earnings increased by 46.7% to US\$116.6 million (FY24: US\$79.5 million)
- Earnings per share (EPS) increased by 72.9% to US 7.16 cents per share (FY24: US 4.14 cents per share) and headline earnings per share (HEPS) increased by 41.9% to US 5.89 cents per share (FY24: US 4.15 cents per share)
- Net cash generated from operating activities increased by US\$64.1 million to US\$154.9 million (FY24: US\$90.8 million)
- Net debt increased to US\$150.5 million (FY24: US\$106.4 million) but decreased significantly from US\$228.5 million at 31 December 2024
- The Group expects to be fully degeared (from a net debt perspective) during FY26 at prevailing gold prices
- Board-approved share buy-back programme to purchase up to ZAR200 million (approximately US\$11.1 million) of ordinary shares in the market.

## **OPERATIONAL AND NEAR-TERM GROWTH PROJECTS**

### **Surface remining operations**

- The MTR operation was commissioned, with steady-state production since December 2024. The US\$135.1 million project was delivered under budget and ahead of schedule
  - The expansion of the plant from 800ktpm to 1mtpm, at a total cost of US\$6.5 million has commenced. The addition of two carbon-in-leach (CIL) tanks and installation of reactors to further improve recoveries will result in an increase in production from 50,000oz to approximately 60,000oz per annum. This expansion project is expected to be completed during FY26
- The Soweto Cluster feasibility study is on track for completion during September 2025, with the study focusing on the option of constructing a new processing facility, which would be a stand-alone operation also producing approximately 50,000oz to 60,000oz per annum
- At the Elikhulu Tailings Retreatment Plant (Elikhulu), the construction of remining infrastructure at the Winkelhaak tailings storage facility (TSF) will commence in FY26 and deliver process feed into the production schedule by FY27. Production at Elikhulu is anticipated to be between 49,000oz and 51,000oz for FY26.

### **Tennant Mines' operations in Australia**

Tennant Mines was acquired at a total cost of US\$54.2 million, settled through the issue of Pan African shares after an initial 8% of the company was acquired in March 2024 for US\$3.4 million in cash. The acquisition cost was less than 6% of Pan African's market capitalisation at the time. The acquisition was completed in November 2024 and expected payback on the investment is less than three years at a gold price of approximately US\$2,600/oz.

- The construction of Nobles Gold Mine was completed in April 2025, ahead of schedule and within budget. An inaugural gold pour from this operation was achieved in May 2025. Forecast production over the initial three years of the life-of-mine (LoM), mostly from surface stockpiles, open pits and TSFs, is 46,000oz to 50,000oz per year.

### **Underground operations**

Evander Mines' 8 Shaft 24 and 25 Level underground expansion project made significant progress in FY25.

- The subvertical hoisting shaft commissioning at Evander Mines' 8 Shaft underground operation was completed during January 2025, with ramp-up to its expected hoisting capacity achieved during

April 2025, enabling full production from 24 and 25 Levels. Monthly production of approximately 3,850oz/month for the last two months of FY25 confirms the operation's ability to deliver annual production of approximately 50,000oz going forward

- Significant capital expenditure was invested to extend the LoM to sustainably add gold production of approximately 50,000oz to 60,000oz per annum for another 11 years, with development of the 24 and 25 Level mining areas being fast-tracked.

#### Barberton Mines

The restructuring of the underground operations was completed in May 2025, with an approximate 20% reduction in the overall Barberton Mines workforce

- At Fairview Mine, mining operations are being conducted on the 260, 261 and 262 Platforms within the high-grade Main Reef Complex (MRC) orebody. Optimisation of the Rossiter Reef mining methodology has led to improved production, reducing dilution and improving ore grades
- At Consort Mine, a revised mine plan was implemented to access higher-grade mining areas below 37 Level, which significantly enhanced operational performance.

### **ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) INITIATIVES**

The Group has embarked on a journey to integrate IFRS S1 and S2 and Taskforce on Nature-related Financial Disclosures (TNFD) recommendations into its business model and community stakeholder engagement process to contribute towards a sustainable mining future.

- The Group continues to lead the way on environmental stewardship initiatives:
  - Pan African achieved a renewable energy mix of 8.8% (FY24: 6.6%), with the 9.975MW Evander Mines solar plant and the 8.75MW Fairview Mine solar plant, commissioned in August 2024, saving over ZAR76 million (US\$4.2 million) in electricity costs, and avoiding 35.4ktCO<sub>2</sub>e in emissions in FY25
  - Feasibility studies for Evander Mines' (phase 2) 20MW and MTR's 19MW solar renewable energy plants have been completed, with construction of the Evander facility planned to commence during FY26
  - A feasibility study is in progress for a 4MW solar facility at Tennant Mines
  - A 40MW power purchase agreement (PPA) has been concluded with NOA Group, a renewable energy service provider, for wheeled power to the Group's South African operations
  - Pan African is on track to achieve a 15% Group renewable energy mix by FY27, 39% by FY30 and 50% by FY50.
  - Evander Mines' 3ML/day water recycling plant produced 833,000m<sup>3</sup> of potable water in FY25, and construction of phase 2 of the plant, also with 3ML/day capacity, has commenced in June 2025
  - At MTR, construction of a 3ML/day water treatment plant will commence in September 2025
  - Tennant Mines commissioned a 0.05ML/day water treatment plant in April 2025
  - Rehabilitation at the MTR operation's Mogale Cluster and Soweto Cluster sites is in progress, with concurrent rehabilitation also being undertaken at all Group mining sites.

### **PROPOSED DIVIDEND**

Record final dividend of ZA 37.00000 cents per share (or US 2.08451 cents per share at an indicative exchange rate of US\$/ZAR:17.75), an increase of 68% (FY24: ZA 22 cents per share) proposed for approval at the upcoming annual general meeting (AGM).

### **POTENTIAL LISTING ON THE MAIN MARKET OF THE LONDON STOCK EXCHANGE (LSE)**

The group is considering moving its current listing from AIM to the Equity Shares (Commercial Companies) segment of the Official List and to trading on the London Stock Exchange plc's main market. Longer term benefits of the move may include an enhanced corporate profile, broader access to a wider pool of UK and global investors. The Company expects to make further announcements on this process in due course.

## CHIEF EXECUTIVE OFFICER'S STATEMENT

**Cobus Loots, Pan African's chief executive officer, commented:**

### OUR MACROECONOMIC ENVIRONMENT

*I believe any chief executive officer's report in our sector at present has to start with some commentary on the gold price. Gold has experienced a historic rally over the past two years, supported by factors such as central bank buying, persistent geopolitical risk and shifting interest rate expectations. The metal posted record US\$, rand and A\$ prices in the past year.*

*The perceived safe-haven status of gold is likely to persist amid global geopolitical uncertainty and a shifting world order, with seemingly continued momentum for a reallocation towards alternatives to the US\$ as the global reserve currency, and increasing central bank gold reserves in many countries. Tariff turmoil and market volatility have exacerbated investor uncertainty, with inflationary fears also adding to the rationale to preserve purchasing power via holding real assets.*

*Gold has sparkled on its own after an apparent decoupling from real interest rates. The World Gold Council reports that supply is limited and that there are very few new large discovery prospects or development projects from major gold producers. Over the past years, we have also seen a significant increase in the unit cost of gold mining, with AISC for the sector now trending above US\$1,500/oz. Despite the recent excellent commodity price performance, the allocation of global capital to the sector is still fairly insignificant, and a further compromise to the already fragile world order could result in even more demand for both the physical metal and gold equities.*

*Currently, there is considerable debate as to whether the recent move in the gold price is cyclical or structural. Regardless, Pan African and our shareholders are well-positioned to benefit from the extremely attractive gold price in FY26.*

*Political stability has deteriorated in many African countries in recent years. Resource nationalism is surging, and gold miners are increasingly caught in the crosshairs of this geopolitical shift. Governments are asserting greater control over their mineral wealth—revoking permits, expropriating assets and renegotiating contracts to secure a larger share of revenues. Pan African's focus in terms of operations and production growth will therefore, in all likelihood, continue to be centred in South Africa, a jurisdiction where our operations have an approximate 140-year track record, and Australia, considered a Tier 1 jurisdiction globally.*

*In South Africa, the Government of National Unity has remained resilient despite a number of disagreements between the major parties forming part of this arrangement, and recent polls suggest that decades-long political domination by a single party may be meaningfully challenged in the future. The South African economy is very vulnerable to global developments, with significant growth rate pressure amid continued high unemployment rates. On the upside, the rand has been fairly stable, partly due to a weak US\$, and South African inflation is well-managed. This environment, together with constructive labour relationships, has facilitated longer wage agreements linked to reasonable inflationary increases for the Group. Pan African provides employment to over 2,300 employees and 4,700 contractors at present; we therefore make a meaningful contribution to the South African economy.*

*In terms of the South African electricity grid, supply has been more stable in the past year, with improved maintenance, reduced demand and increased renewable energy penetration all assisting in this regard. The power outage that resulted from an Eskom (the South African electricity utility) infrastructure failure at our Barberton Mines operation in November and December 2024 cost us dearly in terms of production (an estimated production loss of 2,250oz of gold), and we continue to work with Eskom to avoid a recurrence. We will also roll out even more renewable energy projects in the next years. These initiatives will reduce the unit cost of gold production, mitigate against future power outages and reduce emissions.*

*Australia presents a highly prospective environment for further growth. We have found the Northern Territory Government to be very supportive of our business, and we look forward to expanding our operations in the next years. As with the South African rand, the A\$ is considered a commodity currency, and as most costs are denominated in local currency, this provides a natural hedge to the US\$ gold price.*

## **EXPANDING HORIZONS AND THE BUSINESS CASE FOR INVESTING IN PAN AFRICAN**

*According to a recent Sprott Gold Report (14 August 2025), over the past five years, the gold price has increased by over 85%, while gold stocks, despite an increase in profit margins, have lagged the metal by some margin, gaining only 52% over the same period. Investor participation remains subdued, considering the number of shares outstanding in the VanEck Gold Miners ETF (GDX), which has declined 20% year-to-date and 33% since 2020. The GDX has still not reached the highs seen in previous cycles.*

*For gold miners, the approximate industry-wide profit margin has increased from US\$647/oz in Q1 2024 to approximately US\$1,700/oz in Q2 2025, representing a 163% gain. The continued general lack of interest in precious metals miners seems unwarranted, given this significant increase in margins. The sector's reputation for poor capital allocation decisions during periods of high gold prices, operating volatility, large capital investment requirements and a business model that, prior to the strides made in ESG compliance and reporting, was thought to be detrimental to the environment, may be partly to blame.*

*Strong fundamentals suggest that mining stocks are likely to continue to outperform other S&P sectors, as they have over the past 12 months. The investment case for gold bullion rests on the prudence of portfolio diversification. Gold is under-owned and highly illiquid relative to potential capital market flows. In the June 2025 Bank of America Global Fund Manager Survey, it was reported that investors had allocated just 3.5% of their portfolios to gold.*

*The Sprott Gold Report concludes that the case for allocating a meaningful portion of liquid assets to unlevered positions in physical metals has never seemed stronger. Even a slight reallocation as a percentage of global financial assets would have a disproportionate percentage impact on the gold price. While bullion may provide a safe haven, miners could provide additional leverage to events for which the markets are improperly positioned.*

*We believe that investing in the right gold equity, such as Pan African, has several advantages over a direct gold holding, with some key points as follows:*

- *Ability to significantly grow production: In the past year, Pan African commissioned two new projects, expanding our production by 28% to 111,822oz in the FY25H2. We are guiding to gold production of 275,000oz to 292,000oz for FY26, an increase of 40% to 49%*
- *Track record of delivery: In the past year, the Company extended its track record of delivering new mining projects on time and within budget:*
  - *The MTR operation was successfully commissioned in early October 2024 with an inaugural gold pour at the plant's smelting facility. Ramp-up to steady-state production and plant throughput of 800ktpm was achieved by December 2024. This US\$135.1 million project was delivered under budget and ahead of schedule, with construction completed in only 14 months*
  - *Construction work at Tennant Mines' Nobles Gold operation, at a cost of US\$36 million, was completed in a record 12 months, with successful hot commissioning during April 2025. An inaugural gold pour from this operation was achieved in May 2025. Production ramp-up was slower than expected as a result of a delay in the commissioning of the filter presses associated with the dry stack landforms (tailings section) of the plant. Steady-state throughput at an annualised rate of approximately 840,000t is expected to be achieved during FY26Q1.*
- *Disciplined capital spend to maintain and increase production going forward. In the past year, Pan African spent US\$156.3 million in growth capital and US\$11.7 million in sustaining capital. In FY26, total capital spend is forecast to reduce to US\$146.7 million*
- *A robust statement of financial position with access to immediately available cash and undrawn debt facilities of US\$99.7 million at year-end. The Group is forecast to be fully degeared (net debt position) by June 2026 at prevailing gold prices*
- *Dividends: The Company has a track record of providing its shareholders with attractive annual cash returns in the form of sector-leading dividends. A record dividend of ZA 37 cents per share (US 2.08451 cents per share at an exchange rate of US\$/ZAR:18:17) is proposed for FY25 (subject to shareholder approval), an increase of 68% from the prior year*
- *Well-diversified portfolio: For FY26, approximately 58% of the Group's gold production will be mined from low-cost, high-margin surface sources compared to 52% in FY25 and 41% in FY24, prior to the commissioning of the MTR and Tennant Mines operations*

- *The Company has an agile and flat management structure and unrelenting cost control, underpinned by disciplined capital allocation. Pan African was the first South African gold producer to commission utility scale solar renewable energy projects at its operations, with a further pipeline of solar energy and water recycling projects scheduled to come on stream in the next financial year. We operate in two jurisdictions (South Africa and Australia) with long and distinguished histories of gold mining*
- *Pan African's robust internal project pipeline bodes well for sustained increased shareholder returns in the longer term.*
  - *In addition to a notable immediate increase in Pan African's production capacity, our investment in Tennant Mines also provides for exciting growth in a Tier 1 mining jurisdiction, with some 1,700km<sup>2</sup> of prospective exploration ground. Our newly established processing plant at Tennant Mines is the only such facility in the region*
  - *We have also now demonstrated our ability to commission large-scale projects outside of South Africa*
  - *Pan African has a total resource base of 42.87Moz and a reserve base of 12.98Moz, very significant for a mid-tier producer.*

*Our recent performance has contributed to Pan African's exceptional return on invested capital of 48.7%, compared with the average of 31.3% for mid-tier producers. AISC guidance for FY26 is between US\$1,525/oz and US\$1,575/oz (FY25: US\$1,600/oz), which is below the average AISC for global gold producers.*

### **ILLEGAL MINING AND LEGISLATION**

*Pan African is concerned about the increase in illegal mining in South Africa and specifically in Barberton, where arrests of perpetrators have soared in the past year. Many thousands of people are currently estimated to be involved in illegal mining. They typically enter abandoned shafts illegally, travelling many kilometres underground, where they may live for extended periods at a time, risking their lives and posing serious state, community, environmental and industrial security threats, and costing the South African economy an estimated ZAR60 billion in 2024, according to the Department of Mineral and Petroleum Resources (DMPR). We believe a concerted effort and approach are needed to contain this situation. We further advocate for harsher sentences to be passed to perpetrators. The deterioration of local government has led to a scenario where the Company now sustains (in certain respects) the areas around its mines. Pan African has an excellent security team and I would like to specifically commend them for their continued efforts in safeguarding our people and assets.*

*Earlier this year, the DMPR released proposed amendments to the Mineral and Petroleum Resources Development Act, 28 of 2002, for public comment. In our view, certain of the proposed changes would not be conducive to improved investor confidence and increased investment and employment in the sector, and we have submitted detailed comments in this regard.*

### **SAFETY FIRST**

*We continue to work towards our goal of zero harm. We are therefore saddened by the loss of two colleagues during the year and another employee shortly after year-end in underground mining accidents. Our thoughts and prayers are with the families and friends of the deceased.*

*The Group's emphasis on safety consciousness and ongoing initiatives to enhance its safety performance generally contributed to improvements in its already industry-leading safety statistics across all operations, with key features as follows:*

- *The lost time injury frequency rate (LTIFR) improved to 1.58 (FY24: 1.82) per million man hours*
- *The reportable injury frequency rate regressed marginally to 0.85 (FY24: 0.78) per million man hours*
- *The total recordable injury frequency rate (TRIFR) remains stable at to 6.56 (FY24: 6.52) per million man hours, with the regression mostly due to reduced shifts at Barberton Mines, following the underground restructuring.*

### **Surface operations**

*In FY25, the Group's surface re-mining operations (Barberton Tailings Retreatment Plant (BTRP), Elikhulu and MTR) reached a significant milestone in safety and operational excellence by achieving zero lost time injuries and zero reportable injuries throughout the year. This remarkable result underscores our unwavering dedication to fostering a safety-first culture, implementing proactive risk management and ensuring strict adherence to safety protocols at every level of the organisation.*

We also wish to congratulate the MTR construction team, which managed a total of 1.8 million fatality-free hours worked during project construction by the approximately 1,600 employees and contractors on-site, with no reportable injuries and only one lost time injury.

Zero lost time injuries were experienced during the construction and commissioning of Tennant Mines' plant.

### **Underground operations**

Despite a safety performance that was better than most of our industry, our underground operations experienced certain serious injuries and also the tragic fatal accidents detailed earlier in this review. We therefore recognise the need to continue to work with all of our stakeholders, including labour unions, employees and contractors, to ensure all our people return home safely every day.

Our ongoing initiatives at Evander Mines include the following:

- We commissioned an external audit, which evaluated our compliance with South African health, safety, and environmental legislation, identified statutory non-conformities and assessed legal risks
- During July 2025, we stopped underground operations at Evander Mines for a day, with retraining and all staff individually committing to safe work practices
- Our ongoing safety intervention plan includes Visible Felt Leadership (VFL) initiatives, planned audits, scheduled inspections, and odd shifts by supervisors. We are also again conducting a cultural survey across all employees to help shape the roadmap for our long-term strategic safety plan
- As part of continuous improvement, we have implemented a software program to assist with measuring and compliance with all standards and operating procedures. Ongoing training on the system is being delivered to upskill all employees, further reinforcing our safety culture.

At Barberton Mines:

- We introduced a campaign to improve housekeeping and reduce 'slip and fall' injuries
- We commissioned an underground training centre at Fairview 20 Level, which, among other features, has mock-stations to supplement learner comprehension. All mining and engineering crews will be provided with refresher training at this facility
- The operation has also implemented the compliance software and is focusing on VFL campaigns and enhanced training of supervisors.

Pan African remains steadfast in its resolve to achieve a zero-harm working environment.

### **FINANCIAL RESULTS**

Pan African has delivered a strong financial performance in FY25:

- Revenue increased by 44.5%, supported by a 35.7% increase in the average US\$ gold price received and a 6.5% increase in gold sales to 196,926oz (FY24: 184,885oz). The opportunity cost for FY25 of the synthetic forward sale of US\$26.2 million, utilised to part-fund the cost of construction for the MTR plant, negatively impacted revenue
- AISC has increased to US\$1,600/oz (FY24: US\$1,354/oz), resulting in an AISC margin of 70.9% (FY24: 32.8%) earned on the average FY25 gold price of US\$2,735/oz (FY24: US\$2,015/oz). The increase in AISC is primarily as a result of the negative impact on the unit cost of production at the underground operations combined with above inflationary increases in electricity and reagents. The realised hedge losses of US\$30/oz and the effect of the strengthening US\$/ZAR exchange rate compared to the prior year also contributed to the increase
- The Group is unhedged from 1 July 2025, following the expiry of the last zero-cost collar at the end of June 2025, and the synthetic forward that matured at the end of February 2025, allowing the Group to fully benefit from prevailing gold prices and increased production
- Adjusted earnings before interest, income tax expense, depreciation and amortisation (adjusted EBITDA) increased by 60.5% to US\$226.6 million (FY24: US\$141.2 million), primarily as a result of the increase in revenue
- EPS increased by 72.9% to US 7.16 cents per share (FY24: US 4.14 cents per share) and HEPS increased by 41.9% to US 5.89 cents per share (FY24: US 4.15 cents per share)
- The statement of financial position is robust and the Group is in a strong financial position at year-end
- Net debt increased to US\$150.5 million (FY24: US\$106.4 million) but reduced significantly from the position at the end of December 2024 (US\$228.5 million) which followed the construction of the MTR operation and

*the consolidation of debt as a result of the Tennant Mines acquisition. The Group expects to see a continuation in this trend and is anticipated to be fully degeared (in terms of net debt) by June 2026 at prevailing gold prices*

- *A sector-leading dividend of US\$27.5 million was paid to shareholders in December 2024, with the proposed dividend to be approved at the upcoming AGM increasing by 77.1% to US\$48.7 million.*

*These exceptional results are attributable to the favourable gold price, competitive unit costs and Pan African's culture of strict capital allocation discipline and circumspect investment decisions."*

## **PROPOSED DIVIDEND FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025**

The board has proposed a final gross dividend of ZAR864.2 million for FY25 (approximately US\$48.7 million), equal to ZA 37.00000 cents per share or approximately US 2.08451 cents per share (1.52071 pence per share).

The dividend is subject to approval by shareholders at the AGM, which is to be convened on 20 November 2025.

It has come to the Company's attention that the July 2024 interim accounts in support of the 2024 dividend were posted to, but not received by, Companies House, resulting in a technical issue with regard to the requirements under the Companies Act 2006 for the payment of the dividend made in December 2024 and the share buy-backs in July 2025. The Company will include resolutions in the notice of AGM for the meeting to be held on 20 November 2025 to enter into deeds of release to remedy the historical dividend payment and the share buy-backs and also to reduce the Company's share capital to remedy the share buy-backs.

This technical issue in respect of the dividend and share buy-backs is of a historical nature and there is no change to the financial outlook of the Group as a consequence. The remedial action that will be taken does not affect the Company's existing distributable reserves nor its capacity to pay shareholder dividends going forward in accordance with the Company's dividend policy.

Assuming shareholders approve the final dividend, the following salient dates would apply:

Annual general meeting	Thursday, 20 November 2025
Currency conversion date	Thursday, 20 November 2025
Currency conversion announcement released by 11:00 (South African time)	Friday, 21 November 2025
Last date to trade on the JSE	Tuesday, 25 November 2025
Last date to trade on the LSE	Wednesday, 26 November 2025
Ex-dividend date on the JSE	Wednesday, 26 November 2025
Ex-dividend date on the LSE	Thursday, 27 November 2025
Record date on the JSE and LSE	Friday, 28 November 2025
Payment date	Tuesday, 9 December 2025

The British pound (GBP) and US\$ proposed final dividend were calculated based on a total of 2,335,675,263 shares in issue and an illustrative exchange rate of US\$/ZAR:17.75 and GBP/ZAR:24.33, respectively.

No transfers between the South African and UK registers, between the commencement of trading on Wednesday, 26 November 2025 and close of business on Friday, 28 November 2025, will be permitted.

No shares may be dematerialised or rematerialised between Wednesday, 26 November 2025 and Friday, 28 November 2025, both days inclusive.

The South African dividend tax rate is 20% per ordinary share for shareholders who are liable to pay dividend tax, resulting in a net dividend of ZA 29.60000 cents per share for these shareholders. Foreign investors may qualify for a lower dividend tax rate, subject to completion of a dividend taxation declaration and submission to Computershare Investor Services Proprietary Limited or Link Group, who manage the South African and UK registers, respectively. The Company's South African income taxation reference number is 9154588173. The proposed dividend will be paid out of the Company's retained earnings/income reserves without drawing on any other capital reserves.

#### **Dividend policy**

Pan African aspires to pay a regular dividend to its shareholders, and in balancing this cash return to shareholders with the Group's strategy of generic and acquisitive growth, Pan African believes a target payout ratio of 40% to 50% of net cash generated from operating activities, after providing for the cash flow impact of capital expenditure (reduced by externally funded capital), contractual debt repayments and the cash flow impact of once-off items (discretionary rand cash flow), is appropriate. This measure aligns dividend distributions with the cash generation potential of the business. In proposing a dividend, the board will also take into account the Company's financial position, prospects, satisfactory solvency and liquidity assessments and other factors deemed by the board to be relevant at the time.

The net proposed dividend together with the approved share buy-back programme constitutes a payout ratio of 37.8% of the Group's discretionary cash flows, as defined by its dividend policy. The payout ratio is within the dividend policy guidelines, and the record dividend is indicative of the board's assessment of the sustainability of the operations and favourable prospects for FY26.

The proposed dividend equates to a dividend yield of 3.3% based on the 30 June 2025 closing share price of ZAR11.09 per share.

#### **Net asset value test for dividend distribution**

During the prior reporting period, the board became aware that the net assets test required by section 831 of the Companies Act 2006 is required to be performed by the Company on presentation currency amounts (i.e. US\$) and not on functional currency amounts (i.e. rand).

It came to the Company's attention that the foreign currency translation reserve does not form part of the Company's non-distributable reserves, despite not being realised, and as such cannot be included as non-distributable reserves when performing the net assets test. This means that dividends paid in respect of the reporting periods ended 30 June 2019, 2020, 2021, 2022 and 2023 (together relevant dividends) and the repurchase of ordinary shares (the share buy-backs) by the Company between 1 April and 9 May 2022 were made otherwise than in accordance with the requirements of the Companies Act 2006.

The consequences of the relevant distributions (i.e. the Company's payment of each of the relevant dividends and the payments made in respect of the purchase of each of the share buy-backs) having been made otherwise than in accordance with the Companies Act 2006 were rectified by way of the cancellation of the Company's share premium account. That reduction of share premium was approved by the High Court of Justice on 2 July 2024 and took effect on 18 July 2024.

The Company has taken and continues to take the necessary steps to ensure adequate distributable income (and the ability of the Company to comply with the net assets test) in the future.

#### **AUDIT OPINION**

The Group's external auditor, PricewaterhouseCoopers LLP (PwC), has issued their opinion on the consolidated annual financial statements for the year ended 30 June 2025.

The audit of the consolidated annual financial statements was conducted in accordance with the International Standards on Auditing. PwC has expressed an unmodified opinion on the consolidated annual financial statements. A copy of the audited annual financial statements and the audit report is available for inspection at the Company's registered office. Any reference to future financial performance included in this announcement and the summarised audited results has not been reviewed or reported on by the Group's external auditor.

## DIRECTORS' RESPONSIBILITY

The information in this announcement has been extracted from the audited consolidated annual financial statements and/or the summarised audited results for the year ended 30 June 2025, but this short-form announcement itself has not been reviewed by the Company's auditors. The consolidated annual financial statements and summarised audited results have been prepared under the supervision of the financial director, Marileen Kok. This short-form announcement is the responsibility of the directors of Pan African and is only a summary of the information contained in the audited consolidated annual financial statements and/or the summarised audited results and does not contain full or complete details.

Any investment decisions should be based on the audited consolidated annual financial statements and/or the summarised audited results and the Group's detailed operational and financial summaries.

## AVAILABILITY OF INTEGRATED ANNUAL REPORT, ANNUAL FINANCIAL STATEMENTS AND SUMMARISED AUDITED RESULTS

The audited consolidated annual financial statements (together with PwC's audit opinion thereon), which is contained in the integrated annual report for the year ended 30 June 2025, is available for viewing via the JSE cloudlink at <https://senspdf.jse.co.za/documents/2025/jse/isse/pan/FYE2025.pdf> and via the Company's website at <https://www.panafricanresources.com/wp-content/uploads/Pan-African-Resources-integrated-annual-report-2025.pdf>.

The summarised audited results for the year ended 30 June 2025 can be viewed via the Company's website at <https://www.panafricanresources.com/wp-content/uploads/Pan-African-Resources-year-end-results-SENS-announcement-2025.pdf>

Copies of the audited consolidated annual financial statements and/or the summarised audited results may also be requested by emailing [ExecPA@paf.co.za](mailto:ExecPA@paf.co.za)

*The Company has a dual primary listing on the JSE in South Africa and the AIM of the London Stock Exchange as well as a sponsored Level 1 ADR programme in the USA through the Bank of New York Mellon and a secondary listing on the A2X Markets.*

For further information on Pan African, please visit the Company's website at

[www.panafricanresources.com](http://www.panafricanresources.com)

Rosebank

10 September 2025

Corporate information	
<b>Corporate Office</b> The Firs Building 2nd Floor, Office 204 Corner Cradock and Biermann Avenues Rosebank, Johannesburg South Africa Office: + 27 (0)11 243 2900 <a href="mailto:info@paf.co.za">info@paf.co.za</a>	<b>Registered Office</b> 107 Cheapside, 2 <sup>nd</sup> Floor London, EC2V 6DN United Kingdom Office: + 44 (0)20 3869 0706
<b>Chief Executive Officer</b> Cobus Loots	<b>Financial Director and debt officer</b> Marileen Kok

Office: + 27 (0)11 243 2900	Office: + 27 (0)11 243 2900
<b>Head: Investor Relations</b> Hethen Hira Tel: + 27 (0)11 243 2900 E-mail: <a href="mailto:hhira@paf.co.za">hhira@paf.co.za</a>	Website: <a href="http://www.panafricanresources.com">www.panafricanresources.com</a>
<b>Company Secretary</b> Jane Kirton <b>St James's Corporate Services Limited</b> Office: + 44 (0)20 3869 0706	<b>Joint Sponsor, Nominated Adviser and Joint Broker</b> Ross Allister/Georgia Langoulant <b>Peel Hunt LLP</b> Office: +44 (0)20 7418 8900
<b>JSE Sponsor &amp; JSE Debt Sponsor</b> Ciska Kloppers <b>Questco Corporate Advisory Proprietary Limited</b> Office: + 27 (0) 63 482 3802	<b>Joint Broker</b> Thomas Rider/Nick Macann <b>BMO Capital Markets Limited</b> Office: +44 (0)20 7236 1010
	<b>Joint Sponsor and Joint Broker</b> Matthew Armitt/Jennifer Lee/Dan Gee-Summons <b>Berenberg</b> Office: +44 (0)20 3207 7800