

# CORPORATE GOVERNANCE OVERVIEW

Our **corporate governance report** contains additional disclosures and is available on our website.

The Pan African board is committed to upholding corporate governance practices and promoting responsible corporate citizenship as an integral part of the Group’s strategic framework.

## CORPORATE GOVERNANCE FRAMEWORK

The board is the custodian of the Group’s corporate governance framework and is supported by its five committees. The board recognises its responsibility to lead the Group ethically and sustainably through the application of King IV™.

The Group’s corporate governance framework forms the foundation of how business is conducted and is guided by:

### OUR PURPOSE

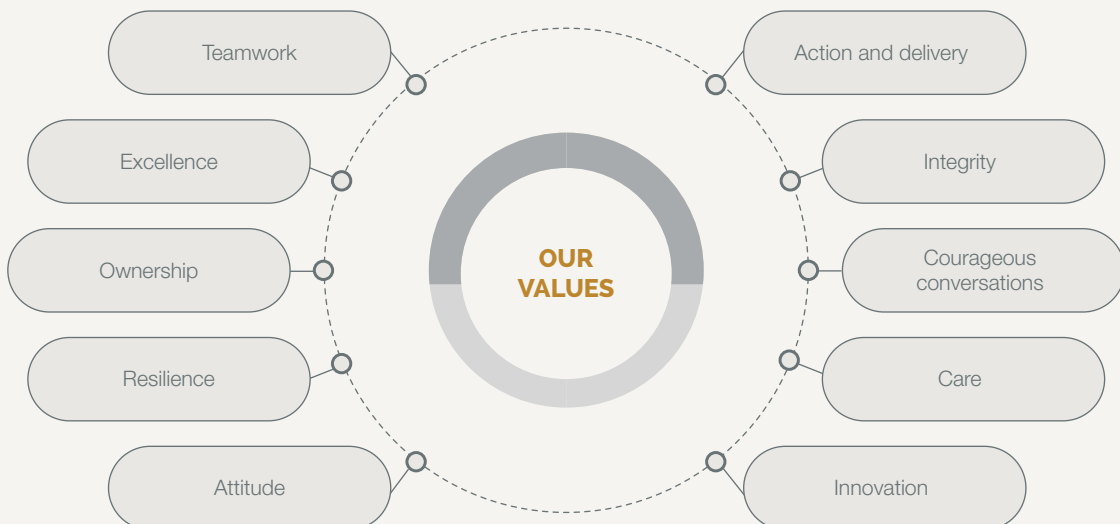
We are committed to optimally and consistently extracting gold from mineral deposits while creating sustainable value for all our stakeholders through responsible mining.

### OUR VISION

We aspire to further develop Pan African as a leading international mid-tier gold producer that upholds its purpose.

### OUR SUSTAINABILITY COMMITMENT

Our commitment to sustainability extends beyond compliance. We collaborate with experts in community engagement, conservation and sustainability initiatives to benefit all stakeholders. Our approach prioritises ESG considerations, including the use of renewable energy and water recycling.



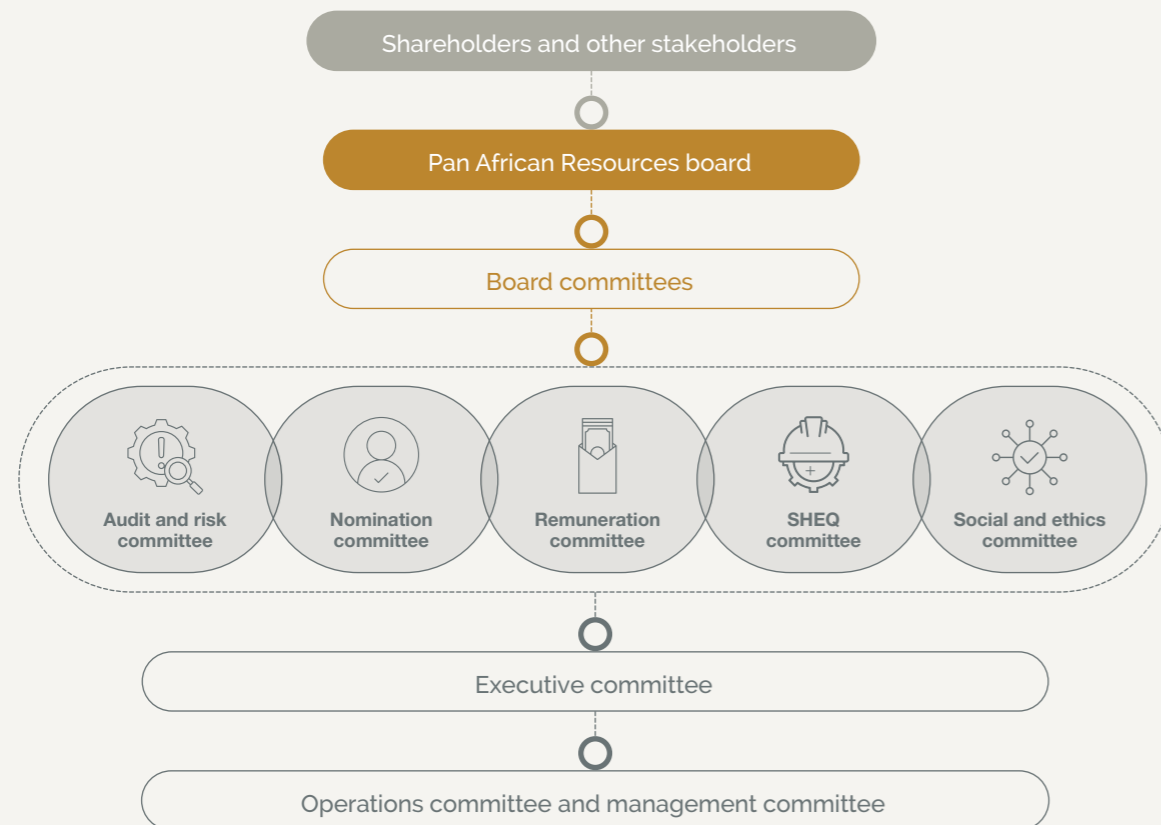
The board assumes ultimate responsibility for ensuring that the Group adheres to sound corporate governance standards and makes business decisions with the appropriate diligence, expertise and focus to maximise sustainable value for all stakeholders.

The board comprises a diverse group of directors who possess the requisite knowledge, expertise, technical experience and business acumen to govern the Group responsibly, ethically, honestly and transparently. We recognise that we operate in an ever-shifting environment shaped by evolving social and political dynamics, and we are committed to maintaining effective and responsible governance structures that safeguard our reputation and social licence to operate.

The board delegates certain powers to its committees, which assist it in fulfilling its corporate governance responsibilities per their respective board-approved charters. Each committee charter outlines the delegated roles and responsibilities of the committee and is subject to periodic review by the board. Refer to **page 152** for more information on the composition and role of the board committees.

For an overview of board members' credentials and their committee membership, refer to **pages 150 and 151**. The corporate governance framework, which was reviewed in June 2025, is depicted below.

Refer to **page 152** for an overview of the board's committees at June 2025.



**STAKEHOLDER CONCERNS, STRATEGIC AREAS OF FOCUS AND ISSUES DISCUSSED AND ACTIONED**

Our directors are acutely aware of their fiduciary responsibility to act in the best interests of the Company and its members as a whole, taking into consideration the short-, medium- and long-term success of the Company, as outlined in section 172 of the Companies Act 2006.


The board assumes responsibility for establishing the strategic direction of the Group, overseeing its overall business conduct and culture and ensuring alignment with the Group's purpose and values. Meetings are convened by the board at least four times a year, with additional meetings scheduled as deemed necessary. In FY25, the board convened on eight occasions, reflecting its commitment to diligent governance.

Stakeholder relations are a fundamental component of the Group's governance structure and are managed through various


channels. The social and ethics committee is responsible for oversight of stakeholder relationships. The chief executive officer, financial director and head of investor relations ensure an inclusive approach to achieving optimal outcomes for all stakeholders in the execution of the Group's strategy. At an operational level, stakeholder engagement is the responsibility of the general manager, human resources manager and ESG manager.

The board prioritises transparency and accountability by ensuring clear and timely communication with shareholders and other stakeholders about the Group's performance and strategic direction. Inclusivity is central to its approach, with the board reporting annually on ESG performance and maintaining guidelines such as stakeholder relationship and engagement, whistle-blowing and SHEQ policies, which are available on the Group's website.


Refer to our key stakeholder relationships on **pages 58 to 65**

 <b>Providers of capital</b>   Investors, shareholders, fund managers, analysts and financial institutions	
<p><b>Strategic objective</b></p> <p><b>FINANCIAL CAPITAL</b></p> <p>Ensure adequate, competitively priced and flexible financial resources for the funding of our operations and disciplined capital allocation for sustainable long-term value creation</p>	<p><b>Governance activities in FY25</b></p> <ul style="list-style-type: none"> <li>The board monitored the Group's capital structure, cash flow projections, debt covenant compliance and ongoing operational performance relative to budgets and operational forecasts. The board is confident that the Group's capital structure and its management of liquidity risk are appropriate and effective</li> <li>The board reviewed several investment proposals and approved the acquisition of the remaining 92% equity interest in Tennant company</li> <li>The board approved the share buy-back programme</li> <li>The board reviewed the status of the Group's strategic capital projects, ensuring that these projects are being progressed consistently with projected timelines and within the allocated budget</li> <li>The board monitored the operational execution of the MTR plant</li> <li>The board approved the phase 2 expansion of Evander Mines' water treatment plant and phase 2 of the Evander Mines' solar plant</li> <li>The board, through the social and ethics committee, monitored the Group's progress in meeting the KPIs associated with the sustainability-linked bond</li> <li>Taking into consideration the Group's strategic objectives, capital structure and liquidity, the board will recommend the proposed dividend for the year ended 30 June 2025 to shareholders for their approval at the November 2025 AGM</li> <li>The board monitored the progress of the PPA entered into with NOA Group</li> <li>The board, through the audit and risk committee, monitored the upgrade of the Group's ERP system</li> <li>The board reviewed the current updates on the Sudan exploration venture and approved for the operation to be put on care and maintenance and the impairment of the investment</li> </ul>
<p><b>Key stakeholder concerns during the year</b></p> <ul style="list-style-type: none"> <li>Consistent financial and operational performance which enables sustainable shareholder returns</li> <li>Reduction in debt levels and application of cash</li> <li>Distributions made in contravention of the Companies Act 2006</li> <li>Dividends and share buy-backs</li> <li>Share liquidity and valuation</li> </ul>	
<p><b>Governance responsibility</b></p> <ul style="list-style-type: none"> <li>Board</li> <li>Audit and risk committee</li> <li>Exco</li> </ul>	
<p><b>Looking ahead</b></p> <ul style="list-style-type: none"> <li>Monitor the Group's operational optimisation and deliver to plan</li> <li>Execute capital projects intended to sustain and increase gold production into the future</li> <li>Monitor debt levels</li> <li>Maintain the focus on generating sustainable shareholder returns</li> <li>Advance organic growth projects within our mining areas, and continue to assess value-accretive acquisition opportunities</li> </ul>	


For more information, refer to **page 59**

 <b>Employees and unions</b>	
<p>Strategic objective</p> <p><b>HUMAN CAPITAL</b></p> <p>Attract, cultivate and retain exceptional talent while fostering a culture of safety, respect and continuous learning</p>	<p><b>Governance activities in FY25</b></p> <ul style="list-style-type: none"> <li>The board, assisted by the SHEQ committee, had oversight of the Group's compliance with safety standards and its safety performance. It monitored the implementation of health and safety measures across operations, with a particular focus on reinforcing fundamental safety behaviours and cultivating a robust safety culture</li> <li>The board monitored the Group's response to the fatal accidents that occurred at Evander Mines in December 2024 and at Barberton Mines in June 2025</li> <li>Executive directors ensured that employee safety was a consistent and prominent agenda item in every Exco meeting</li> <li>The board discussed and approved initiatives to enhance the safety and risk management of the Group's TSFs</li> <li>The board, assisted by Remco:             <ul style="list-style-type: none"> <li>deliberated succession plans, retention and remuneration schemes and identified future leaders within the Group and the development of these leaders</li> <li>reviewed, monitored and ensured compliance in terms of stipulated employment equity targets and other regulatory requirements</li> <li>monitored the restructuring of Barberton Mines' workforce</li> </ul> </li> </ul>
<p><b>Key stakeholder concerns during the year</b></p> <ul style="list-style-type: none"> <li>Employee safety</li> <li>Wage negotiations</li> <li>Restructuring of Barberton Mines' workforce</li> <li>Diversity and transformation</li> </ul>	
<p><b>Governance responsibility</b></p> <ul style="list-style-type: none"> <li>Board</li> <li>SHEQ committee</li> <li>Social and ethics committee</li> <li>Exco</li> </ul>	
<p><b>Looking ahead</b></p> <ul style="list-style-type: none"> <li>Continue to drive year-on-year improvements in safety performance</li> <li>Implement improved safety initiatives at all operations</li> <li>Continue to maintain a strong focus on talent management, skills development and succession planning</li> <li>Focus on productivity improvements where required</li> </ul>	


For more information, refer to **page 62**.

 <b>Communities</b>	
<p>Strategic objective</p> <p><b>SOCIAL AND RELATIONSHIP CAPITAL</b></p> <p>Engage stakeholders to build positive relationships, maintain our social licence to operate and create sustainable value</p>	<p><b>Governance activities in FY25</b></p> <ul style="list-style-type: none"> <li>The executive directors managed stakeholder relationships on behalf of the Group, and the chief executive officer updated the board on the status of stakeholder engagements</li> <li>Feedback from external stakeholders such as host communities, financiers, the South African government and shareholders was discussed by the board</li> <li>The board, through the SHEQ committee and the social and ethics committee, monitored the progress of the Group's CSI and LED projects and was satisfied with the progress made by the Group on these projects</li> <li>The board monitored work conducted on the Group's TSF facilities</li> </ul>
<p><b>Key stakeholder concern during the year</b></p> <ul style="list-style-type: none"> <li>Socio-economic support and opportunities through job creation and infrastructure development</li> </ul>	
<p><b>Governance responsibility</b></p> <ul style="list-style-type: none"> <li>Board</li> <li>SHEQ committee</li> <li>Social and ethics committee</li> <li>Exco</li> </ul>	
<p><b>Looking ahead</b></p> <ul style="list-style-type: none"> <li>Continue to engage with communities and stakeholders surrounding our operations and provide assistance in terms of our SLPs and other information</li> <li>Continue investing in local community socio-economic development projects through Barberton Mines', Evander Mines' and MTR's SLPs, CSI and our 'beyond compliance' ESG projects</li> <li>Continue with small enterprise development assistance for local historically disadvantaged South African (HDSA) companies through business incubation centres that provide training, mentoring and support infrastructure</li> </ul>	

For more information, refer to **page 63**.

 <b>Governments and regulatory bodies</b>   The governments of South Africa, the UK, Sudan and Australia, the JSE, A2X, AIM, OTCQX and other regulatory authorities	
<p>Strategic objective</p> <p><b>SOCIAL AND RELATIONSHIP CAPITAL</b></p> <p>Engage stakeholders to build positive relationships, maintain our social licence to operate and create sustainable value</p>	<p><b>Governance activities in FY25</b></p> <ul style="list-style-type: none"> <li>The board, through the audit and risk committee:             <ul style="list-style-type: none"> <li>reviewed ongoing compliance with King IV™, the AIM Rules, JSE Listings Requirements and other relevant regulations applicable to the Group. The board is satisfied with the extent of the Group's compliance with the King IV™ principles and the listings requirements</li> <li>monitored investigations emanating from the Group's whistle-blowing hotline</li> </ul> </li> <li>The board, through the social and ethics committee and SHEQ committee, monitored compliance with SLP commitments</li> <li>The board monitored progress on the DMPR engagement regarding the MTR operation's SLPs</li> <li>The board monitored the implementation of risk management initiatives aimed at enhancing the safety and operational management of the Group's TSFs while striving for GISTM compliance as far as reasonably practicable</li> <li>The board monitored the construction of phase 2 of Elikhulu's TSF extension on the Kinross footprint</li> <li>The board monitored rehabilitation and community initiatives associated with the MTR operation</li> <li>The board, through the audit and risk committee, approved the code of ethics, the compliance policy, whistle-blowing policy and the fraud prevention policy and reviewed other key policies and charters to ensure their relevance, effectiveness and alignment with best practices</li> </ul>
<p><b>Key stakeholder concern during the year</b></p> <ul style="list-style-type: none"> <li>Compliance with regulatory requirements</li> </ul>	
<p><b>Governance responsibility</b></p> <ul style="list-style-type: none"> <li>Board</li> <li>Audit and risk committee</li> <li>Social and ethics committee</li> <li>Exco</li> </ul>	
<p><b>Looking ahead</b></p> <ul style="list-style-type: none"> <li>Through ethical awareness campaigns, further promote and enhance awareness of ethical behaviour</li> <li>Continued compliance with the Group's SLPs</li> <li>Continue with our strategy of adopting a 'beyond compliance' ESG approach</li> <li>Continue to progress the implementation of TSF audit recommendations and compliance with the GISTM, to the extent possible</li> </ul>	

For more information, refer to **page 64**.

 <b>The environment</b>   Represented by civil society groups whose primary areas of interest include environmental-related issues	
<p>Strategic objective</p> <p><b>NATURAL CAPITAL</b></p> <p>Manage our operations with climate-conscious practices that preserve and protect natural resources and promote sustainability</p>	<p><b>Governance activities in FY25</b></p> <ul style="list-style-type: none"> <li>The board monitored land rehabilitation progress linked to the MTR operation, ensuring alignment with the sustainability-linked bond KPI</li> <li>The board, through the social and ethics committee, monitored:             <ul style="list-style-type: none"> <li>the Group's progress in meeting the KPIs associated with the sustainability-linked bond</li> <li>the operational performance of Evander Mines' water treatment plant</li> <li>the operational performance of Evander Mines' solar plant</li> <li>the operational performance of Barberton Mines' solar plant</li> <li>biodiversity and conservation collaboration partnerships between Barberton Nature Reserve and Barberton Mines</li> <li>the sponsorship of the Care for Wild Rhino Sanctuary</li> </ul> </li> <li>The board monitored the Group's ESG performance, including:             <ul style="list-style-type: none"> <li>the progress of its renewable energy and climate change strategy</li> <li>the operational performance of Evander Mines' water treatment plant</li> <li>the Barberton Blueberries project, tracking the extent of employment opportunities created, remuneration paid to employees and blueberries harvested and sold</li> <li>the implementation of phase 1 of a health and wellness programme at Barberton Mines</li> <li>the assurance of ESG disclosures in the <b>2025 sustainable development report</b></li> </ul> </li> <li>No reportable environmental incidents were reported</li> <li>The board, through the SHEQ committee, monitored:             <ul style="list-style-type: none"> <li>the Group's carbon footprint and GHG emissions, and reviewed initiatives to reduce baseline GHG emissions</li> <li>the progress of the Group's rehabilitation initiatives</li> </ul> </li> </ul>
<p><b>Key stakeholder concerns during the year</b></p> <ul style="list-style-type: none"> <li>Sustainability performance and reporting</li> <li>Tailings management</li> </ul>	
<p><b>Governance responsibility</b></p> <ul style="list-style-type: none"> <li>Board</li> <li>SHEQ committee</li> <li>Social and ethics committee</li> <li>Exco</li> </ul>	
<p><b>Looking ahead</b></p> <ul style="list-style-type: none"> <li>Continue to monitor and improve regulatory compliance</li> <li>Continue to assess and respond to any negative impacts that the Group's operations may have had on the environment and communities surrounding our operations</li> <li>Continue to monitor rehabilitation initiatives of the Group's operations</li> </ul>	

For more information, refer to **page 65** as well as the **sustainable development report**, the **climate change report** and the **TNFD report** published on our website at: <https://www.panafricanresources.com/investors/gri-and-sustainability/>