



Company/ASX Code	Mineral Resources Ltd (MIN)
AGM date	Thursday 19th November 2020
Time and location	9.30am (WST) at Mineral Resources Park, 50 Bishopsgate Street, Lathlain, WA.
Registry	Computershare Investor Services Ltd.
Hybrid - physical and virtual in real time.	Yes
Poll or show of hands	Poll on all items.
Monitor	Geoff Sherwin, assisted by Alan Dickson.
Pre - AGM Meeting?	Yes, with Chairman Peter Wade, James McClements (Rem Chair) and James Bruce, Head of Investor Relations.

The individuals (or their associates) involved in the preparation of this voting intention do not hold a shareholding in this company.

Item 1	Consideration of financial statements and reports
ASA Vote	No vote required

Summary of ASA Position

Governance and culture.

Mineral Resources was listed in 2006, just in time to cash in on the imminent mining boom in Western Australia, the founding directors having significant shareholdings. The company's financial performance since listing has handsomely rewarded loyal early investors. Board size has remained on the low side when compared with other top 100 ASX companies, which appears to have resulted in the company remaining nimble and decisive when identifying development opportunities as they arise.

Financial performance including dividends and shareholder returns.

The company's financial performance in FY20 was very impressive, especially considering the difficult operational issues faced in the second half of the year caused by the onset of the Covid-19 pandemic. As the following table shows, all the important metrics point strongly in the right direction. The company booked a \$1.3B before tax profit on the sale of its 60% share in the Wodgina lithium project and took the opportunity to impair assets totalling \$286M before tax, including exploration and mine development expenditure.

Underlying earnings were substantially improved over FY19 by a 33% increase in iron ore exports at higher prices, and mining services increasing by 65%.

Key events

There were no buybacks or share capital raisings during the year, and the FY19 joint venture project with Albermarle was put on hold until Lithium prices moved higher.

Summary

(As at FYE)	2020	2019	2018	2017
NPAT (\$m)	1,002.2	165.0	271.8	201.0
UPAT (\$m)	333.6	204.8	270.5	206.7
Share price (\$)	21.17	14.98	16.00	10.85
Dividend declared (cents)	100.0	44.0	65.0	54.0
TSR (%)	48.0	(3.1)	52.8	35.6
EPS (cents)	533.0	87.1	145.3	107.7
CEO total remuneration, statutory (\$m)	4.34	3.02	4.54	5.18
CEO total remuneration, actual (\$m)	3.69	4.24	2.37	2.75

Item 2	Resolution 1 - Adoption of Remuneration Report
ASA Vote	For

Summary of ASA Position

For some time the company struggled to present a Remuneration Report which met the requirements of the wider shareholder community, with the result that successive strikes were recorded in 2016, 2017, and 2018, before being approved in 2019 on the basis of the proposed changes to be adopted from 2020 onwards. We were supportive of the moves made in 2019 and continue to support the Report for 2020. A portion of STIs (in excess of 40% of FAR) are to be deferred for up to 2 years and paid in the form of equity, whilst lifting the maximum opportunity to 100% (CEO) and 80% (other KMP) of FAR, whereas the STIs have previously been paid in cash.

The CEO's FAR was reduced by 20% in FY20 from \$1.5M to \$1.2M to compensate for the STI adjustments mentioned above.

With respect to the LTI plan for FY20, we approve the increase in the performance period to 4 years, something we have lobbied for previously, and we note that the return on invested capital hurdle has been retained at 12% after tax, but with a stretch capacity to 18% after tax for maximum benefit, which we support.

The company meets our requirements in the areas of performance shares being issued at market value, and the requirement that part of the directors' fees be paid in the form of shares will ensure that the benchmark directors' holdings will be achieved in a timely fashion.

The outstanding financial performance of the company is a factor in our decision to support the Remuneration Report and the incentive allocations made.

Item 3	Resolution 2 - Re-election of Director – Mr Peter Wade
ASA Vote	For

Summary of ASA Position

Mr Wade joined the predecessor companies of Mineral Resources as managing director in 1999 and led them through a sustained period of growth prior to the formation and listing of Mineral Resources Limited in 2006. He was subsequently appointed executive chairman in 2008. In 2012 he relinquished executive duties and has since acted as non-executive chairman of the company. Although we view Mr Wade as not independent, due to his service as a founding director for more than 12 years, which is contrary to our preference for an independent chairman, we support his re-election in view of the continuing success of the company under his leadership, whilst acknowledging that there is still a majority of independent directors.

Item 4	Resolution 3 - Re-election of director –Mr James McClements
ASA Vote	For

Mr McClements was elected to the Board in 2015 in recognition of his wide experience in the resources industry as Managing Partner of Resources Capital Funds, together with resources banking experience in three countries. As chairman of the Remuneration Committee he has suffered three strikes against the company's Remuneration Report in the period 2016-2018, but the company has finally settled on a plan which appears to have addressed the main areas of concern. The closely knit board has produced outstanding results for shareholders in the last few years and we support Mr McClements' re-election.

Item 5	Resolution 4 – Election of Director – Ms Susan Corlett
ASA Vote	For

Summary of ASA Position

The appointment of Ms Corlett brings an increase in diversity of skills and gender to the board, which the ASA supports. Ms Corlett's qualifications include a Bachelor of Science (Honours in Geology) from the University of Melbourne and she is a graduate of the Australian Institute of Company Directors, Fellow of AusIMM and member of Chief Executive Women.

With operational experience in both underground and open pit mining and having a record of commitment to social responsibility and environmental sustainability, Ms Corlett will bring a wider perspective to skills held by other board members.

Non-executive director experience has been obtained in her board appointments with Iluka Resources Ltd and Aurelia Metals Ltd, which do not appear to create any conflict of interest issues.

Item 6	Resolution 5 – Proposed increase in aggregate fee pool for non-executive directors
ASA Vote	For

The current pool of \$1,000,000 was set five years ago when there were four non-executive directors (reduced to three in early 2016), whereas the current number will be five if Ms Corlett’s appointment and re-elections of existing directors are approved. In FY20 the fees paid to the four non-executive directors totalled \$733,650 (including superannuation).

The company’s record of not using the fee pool to maximise fees, and its assurance that this will continue to be the case, gives us comfort in that regard.

The increased diversity and size of the company’s operations, which will likely lead to further director appointments in due course, leads us to support the increase in fee pool size to create maximum flexibility.

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