



2024 Notice of Annual General Meeting

Wednesday 27 November 2024 at 10.00 am (AEDT)

This is an important document. Please read it carefully.

If you are unable attend the Annual General Meeting in person or online, please complete the Proxy Form enclosed at the back of this document and return it in accordance with the instructions.

Notice of Annual General Meeting

Notice is hereby given that the 2024 Annual General Meeting of shareholders of Lynas Rare Earths Limited ("Company") will be at The Mint at 10 Macquarie Street, Sydney, NSW and simultaneously on the Lumi platform via <https://meetings.lumiconnect.com/300-983-735-475> on Wednesday, 27 November 2024 at 10:00am (AEDT) for the purpose of transacting the business set out in this notice.

ORDINARY BUSINESS

FY24 ANNUAL FINANCIAL REPORT

To receive and consider the financial statements of the Company for the year ended 30 June 2024, consisting of the Annual Financial Report, the Directors' Report and the Auditor's Report.

RESOLUTION 1. REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That the Remuneration Report of the Company for the year ended 30 June 2024 be adopted."

Note: Pursuant to section 250R(3) of the Corporations Act 2001, the vote on this resolution is advisory only and it does not bind the directors or the Company.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- a member of the Key Management Personnel as disclosed in the Lynas Remuneration Report (**KMP**); or
- an associate or a closely related party of such a member (such as close family members and any companies the person controls).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 2. RE-ELECTION OF PHILIPPE ETIENNE AS A DIRECTOR

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Philippe Etienne, having retired as a director of the Company pursuant to Article 13.2 of the Company's Constitution and, being eligible, having offered himself for re-election, be appointed as a director of the Company."

Pursuant to article 13.2 of the Company's Constitution, one-third of the directors of the Company (other than the managing director), or if their number is not a multiple of 3, then such number as is appropriate to ensure that no director other than alternate directors and the managing director holds office for more than 3 years, must retire at each Annual General Meeting and, being eligible, may offer themselves for re-election.

RESOLUTION 3. GRANT OF PERFORMANCE RIGHTS TO AMANDA LACAZE, CEO AND MANAGING DIRECTOR

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That pursuant to and in accordance with Listing Rule 10.14 of the ASX Listing Rules, and for all other purposes, the Company approves and authorises the Directors of the Company to grant, for the benefit of Amanda Lacaze, the following rights to subscribe for ordinary shares in the Company:"

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- (a) **FY24 STI Performance Rights:** 84,273 Performance Rights with a 12-month vesting period commencing on 27 August 2024 and an exercise date in the first employee trading window after 27 August 2025, as a Short Term Incentive (**STI**) award in respect of FY24 subject to the conditions set out in the attached Explanatory Memorandum and otherwise in accordance with the Rules of the Rights Plan.
- (b) **LTI Performance Rights:** A Long Term Incentive (**LTI**) of 337,090 Performance Rights with a 3 year vesting period commencing 27 August 2024 and a 2 year exercise period, and subject to the conditions set out in the attached Explanatory Memorandum and otherwise in accordance with the Rules of the Rights Plan."

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- Amanda Lacaze and any other member of the Key Management Personnel as disclosed in the Lynas Remuneration Report (**KMP**);
- a director or associate of a director who is eligible to participate in the employee incentive scheme; or
- an associate or a closely related party of such a member (such as close family members and any companies the person controls).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Note: As described in the Explanatory Memorandum, the Performance Rights were valued by the Company using the 5 day VWAP following the date of Board approval on 27 August 2024, being \$6.7435 per Performance Right.

By order of the Board

Sarah Leonard
Company Secretary

Date: 11 October 2024

Information for shareholders

1. PARTICIPATING IN THE AGM

We look forward to meeting with our shareholders at the AGM and giving all shareholders the opportunity to hear from the Chair and CEO about Lynas' performance, operations and future plans.

The AGM will be held at The Mint at 10 Macquarie Street, Sydney, NSW, and simultaneously online on the Lumi platform. You can attend, vote and ask questions at the AGM online by visiting <https://meetings.lumiconnect.com/300-983-735-475> and following the instructions. You will need your Voting Access Code (which is located on the first page of your proxy form) and Password (which is the postcode of your registered address).

If you are unable to attend the AGM, either online or in person, but wish to appoint a proxy, please lodge your proxy online at www.votingonline.com.au/lynasagm2024 or complete and return a hard-copy proxy form to our share registry, Boardroom Pty Ltd, so that it is received by 10:00am (AEDT) on 25 November 2024. Further instructions are set out on your Proxy Form.

2. DETERMINING ENTITLEMENT TO VOTE

For the purposes of determining a person's entitlement to vote at the meeting, a person will be recognised as a member and holder of shares if that person is registered as a holder of those shares at 7:00pm (AEDT) on 25 November 2024.

3. PROXY VOTES

A Proxy Form is included with this Notice.

You can appoint a proxy to attend and vote for you at the meeting in accordance with the directions on the Proxy Form. If no directions as to voting are given to the proxy on the Proxy Form, the proxy may vote as he or she thinks fit, to the extent permitted by law.

If you are entitled to cast two or more votes, you may appoint not more than two proxies to attend and vote for you at the meeting and specify the proportion or number of votes each proxy may exercise.

For an appointment of a proxy for the meeting to be effective:

- the proxy's appointment; and
- the power of attorney (if any) under which it is signed or satisfactory proof of that power or a certified copy of it,

must be received by the Company at the registered office or at the office of the Company's share registry, Boardroom Pty Limited, by no later than 10:00am (AEDT), on 25 November 2024:

By mail:	Share Registry:	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 Australia
By facsimile:	Share Registry:	+61 2 9290 9655
Online Voting:	Share Registry:	www.votingonline.com.au/lynasagm2024

Explanatory Memorandum

This Explanatory Memorandum contains information relevant to the Resolutions set out in the Notice of Annual General Meeting (**Notice**) of Lynas Rare Earths Limited ACN 009 066 648 (**Company**) and should be read carefully and in its entirety by shareholders before making any decision in relation to the Resolutions.

The Directors believe that it is in the best interests of Lynas that the Resolutions set out in the Notice be passed and, to the extent that they are permitted to make a recommendation, the Directors unanimously recommend that you vote in favour of the Resolutions. The Directors have abstained from Board discussions and from making any recommendation to shareholders in respect of those matters in which they have a personal interest.

If you have any doubt regarding the information contained in this Explanatory Memorandum or any action you should take in respect of such information, you should consult your financial, legal, taxation or other professional adviser.

Defined terms used in this Explanatory Memorandum are set out in the Glossary.

FY24 ANNUAL FINANCIAL REPORT

The Financial Report, Directors Report and Auditors' Report for the year ended 30 June 2024 will be presented for consideration. There will be reasonable opportunity at the meeting for Shareholders to raise questions on the reports and the management of Lynas. The Auditor will be in attendance to answer questions on the Auditors' Report. Shareholders are not required to vote on the Financial Report, Directors' Report or Auditors' Report.

RESOLUTION 1 – REMUNERATION REPORT

The Remuneration Report forms part of the Directors' Report and is included Lynas' FY24 Financial Report, a copy of which is available at www.asx.com.au (Stock Code: **LYC**).

The Remuneration Report:

- (a) explains the Board's policies relating to remuneration of directors, secretaries and executives of the Company;
- (b) discusses the relationship between such policies and the Company's performance;
- (c) provides details of any performance conditions attached to such remuneration; and
- (d) sets out remuneration details for each of the Key Management Personnel.

The Directors unanimously recommend that Shareholders vote in favour of this advisory resolution. A voting exclusion applies to this resolution, as set out above in this Notice of Meeting.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – PHILIPPE ETIENNE

Mr Philippe Etienne is submitting himself for re-election as a Director. Biographical information on Mr Philippe Etienne is set out below.

Biographical details

Mr Etienne joined the Company as a Non-Executive Director on 1 January 2015. He is a Non-Executive Director and Chair of Cleanaway Waste Management Limited (appointed Chair 20 September 2023) and Non-Executive Director of Aristocrat Leisure Limited. Mr Etienne is also a former Non-Executive Director of Sedgman Limited and the former Managing Director and Chief Executive Officer of Innovia Security Pty Ltd.

Previously, he was the Chief Executive Officer of Orica Mining Services and was a member of Orica Limited's Executive Committee.

Mr Etienne is a member and graduate of the Australian Institute of Company Directors. His career includes senior executive positions with Orica in Australia, the USA and Germany including strategy and planning and responsibility for synergy delivery of large scale acquisitions.

Details of relationships between the Candidate and the Company

Mr Etienne is a Non-Executive Director of the Company. Mr Etienne is also the Chair of the Health, Safety and Environment Committee and a member of the Audit, Risk and ESG Committee.

Details of relationships between the Candidate and Directors of the Company

None.

Other directorships held

Mr Etienne is a Non-Executive Director and Chair of Cleanaway Waste Management Limited and Non-Executive Director of Aristocrat Leisure Limited.

Term of office

Mr Etienne joined the Board as a Non-Executive Director on 1 January 2015.

The Directors (other than Mr Etienne) unanimously recommend that Shareholders vote in favour of the resolution re-electing Mr Etienne.

RESOLUTION 3 – GRANT OF PERFORMANCE RIGHTS FOR THE BENEFIT OF CEO & MANAGING DIRECTOR – AMANDA LACAZE

Shareholder approval is sought for the grant of the following performance rights for the benefit of Amanda Lacaze, CEO and Managing Director:

- (a) **FY24 STI Performance Rights:** 84,273 Performance Rights (value \$568,290) with a 12-month vesting period commencing 27 August 2024 and an exercise date in the first employee trading window after 27 August 2025, as an STI award in respect of FY24, subject to the conditions set out in this Explanatory Memorandum and otherwise in accordance with the Rules of the Rights Plan (**FY24 STI Performance Rights**);
- (b) **LTI Performance Rights:** A Long Term Incentive (**LTI**) of 337,090 Performance Rights (value \$2,273,160) with a 3 year vesting period commencing 27 August 2024 and a 2 year exercise period, subject to the conditions set out in this Explanatory Memorandum and otherwise in accordance with the Rules of the Rights Plan (**LTI Performance Rights**).

Each Performance Right is a right to acquire one ordinary share in the Company in the future, subject to the satisfaction of the conditions described below.

Background

Lynas' remuneration objective is to maximise shareholder benefits by attracting, retaining and motivating high quality personnel. As CEO and Managing Director, Ms Lacaze's remuneration is linked to Lynas' financial and operational performance. The Short Term Incentive (**STI**) Plan and Long Term Incentive (**LTI**) Plan provides an 'at risk' or performance related component based on short term and long term objectives that align with Lynas' strategic goals. In accordance with this remuneration objective, the Board considers that it is in the interest of shareholders to provide equity-based incentives under the STI and LTI Plan which ensure that there is alignment between the rewards to shareholders and Ms Lacaze's remuneration.

ASX Listing Rule 10.14.1 requires that shareholder approval is required for the issue securities to:

- (a) a director of the entity.
- (b) an associate of a director of the entity.
- (c) a person whose relationship with the entity of a person referred to in (a) or (b) above is such that in ASX's opinion, the issue of securities should be approved by shareholders.

Ms Lacaze is a Director of Lynas. If approval is obtained, the securities will be issued to Ms Lacaze in accordance with the terms of the resolution. If approval is not obtained, the Board would need to consider alternative arrangements to ensure that Ms Lacaze's remuneration package remains competitive and provides an incentive to deliver on the performance targets set by the Board.

FY24 STI Performance Rights

Under Lynas' Short Term Incentive (**STI**) Plan, Ms Lacaze can earn an annual incentive based on performance during the financial year. STI Plan performance conditions are set by the Board to align with Lynas' annual operational and financial goals. The performance conditions are chosen to incentivise performance that is consistent with desired business outcomes, and which contributes to longer term growth in shareholder value.

Ms Lacaze's maximum opportunity under the FY24 STI Plan is up to 125% of total fixed remuneration (100% of total fixed remuneration at target). Subject to shareholder approval, half of Ms Lacaze's award under the FY24 STI Plan will be issued in performance rights, with the remaining half to be paid in cash.

In FY24, the Board set performance conditions under the STI Plan for financial and non-financial performance. Financial performance was assessed against achievement of targets for EBITDA, NdPr production and NdPr operating costs. Non-financial performance was assessed in five key areas: (1) Progress on Strategic Plan/Business Plan; (2) Health, Safety and Environment; (3) Sustainability; (4) People & Culture. The Board has assessed an award of 75% of Ms Lacaze's FY24 total fixed remuneration. Further details of the Board's assessment against the FY24 STI Plan Performance conditions are included in the Remuneration Report as set out in the tables below.

Performance outcome – financial performance conditions

Outcome

Performance Condition				Outcome			CEO Outcome (% of Fixed Rem)	Executive KMP Outcome (% of Fixed Rem)
	Target	Actual	Weighting	Threshold 90%	Target 100%	Maximum 110%		
EBITDA	Forecast target ⁽¹⁾	73.2% of Target	20%				0%	0%
NdPr Production Targets	Forecast Target ⁽¹⁾	102.4% of Target	20%				21.2%	16.2%
NdPr Operating Costs	Forecast Target ⁽¹⁾	106.0% of Target	20%				23.0%	18.0%

(1) The NdPr Operating Cost, NdPr Production Target and EBITDA Target are commercial in confidence. The NdPr Operating Cost, NdPr Production Target and EBITDA Targets are set by the Board based on the annual budget.

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Performance outcome – non-financial performance conditions

Outcome – Target Achieved	The Board has assessed an award at 77.0% of Target (weighted outcome of 30.8%) for the non-financial performance conditions.		
	Performance Condition	Target	Outcome
	Progress on Strategic Plan/ Business Plan	<p>The amendment of the Malaysian operating licence to remove the condition requiring the closure of C&L at Lynas Malaysia was a key strategic achievement during FY24. The efforts to secure this amendment have generated significant value for shareholders and also for the local community in Pahang, Malaysia.</p> <p>Significant progress was also achieved on other strategic projects:</p> <ul style="list-style-type: none"> • Feed on, first production and first shipment of product from the Kalgoorlie Rare Earth Processing Facility. • Continued progress on the Mt Weld expansion project. • Completion of Mt Weld exploration and drilling program leading to new Mt Weld Reserve and Resource Statement released on 5 August 2024. • Completion of MREC receipt and processing facility and successful tie-in of additional separation capacity in line with the Lynas Malaysia Industrial Plan. • Design and announcement of Heavy Rare Earth separation project at Lynas Malaysia. 	Achieved
	Health, Safety and Environment	<p>Safety performance in FY24 has not met target. Whilst LTIR has reduced from 1.2 (FY23) to 1.04 (FY24), TRIFR has increased from 3.4 (FY23) to 5.0 (FY24). Measures have been put in place to address the TRIFR performance and improve safety at all sites.</p> <p>Good environmental performance during the period has led to the target being achieved. All operating licences have been maintained in good standing. Lynas Malaysia again achieved the highest ranking in its AELB audit and was named by the AELB as Best Licence Holder for Control Category 4 2021–2023.</p> <p>Despite the positive environmental performance, due to the increase in TRIFR, no award has been made in this category.</p>	Not achieved

Performance outcome – non-financial performance conditions

Outcome – target achieved <i>continued</i>	Performance Condition	Target	Outcome
	Sustainability	<p>Progress in implementing sustainability improvements (including progress of implementing Greenhouse Gas (GHG) emission reduction plans) has achieved target.</p> <p>Progress during FY24 includes:</p> <ul style="list-style-type: none"> • The implementation of a whole of company emissions monitoring program, including the formation of a global Climate Working Group and implementation of centralised collection of emissions monitoring data. • Increased water recycling at Mt Weld from 25.3% in FY22 to 28.8% in FY24. • Implementation of actions in the Mt Weld Social Cultural Heritage Management Plan, including site wide heritage training conducted by Nyalpa Pirniku elders. • Progress on the transition to power supply from lower emission sources via the Mt Weld PPA, including negotiation of the contract documents and commencement of early works on site. • The award of a 5-year Mining Contract with Carey Group, an experienced open pit mining contract and leading 100% First-Nations owned business. 	Achieved
	People & Culture	<p>The People & Culture focus for the FY24 STI program was increasing diversity in a range of areas.</p> <p>The total number of females in operating roles increased from 20% at the end of FY23 to 21% at the end of FY24.</p> <p>A 40% improvement in employment of First Nations people in both Australia and Malaysia was achieved.</p> <p>A high level of staff mobility has occurred between Australia and Malaysia, encouraging diversity and sharing of skills across our operating locations.</p>	

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Half of Ms Lacaze's award under the FY24 STI Plan is to be issued as performance rights. The number of FY24 STI Plan performance rights to be granted to Ms Lacaze under the FY24 STI Plan was calculated by dividing half of the FY24 STI performance outcome (equivalent to 35% of Ms Lacaze's FY24 total fixed remuneration) by 6.7435. \$6.7435 is the volume weighted average price for the 5 trading days after 27 August 2024, being the date that the Board approved the proposed award of performance rights (subject to shareholder approval). On this basis it is proposed to grant Ms Lacaze 83,723 performance rights.

Ms Lacaze's FY24 STI Plan Performance Rights are subject to a 12 month restriction on exercise, with continued employment at Lynas for a period of 12 months after grant a condition of exercise.

2024 LTI Performance Rights

Under Lynas' LTI Plan, annual grants of performance rights are made to Ms Lacaze to align remuneration with the creation of shareholder value over the long term.

The Board proposes that Ms Lacaze is granted 337,090 LTI Performance Rights, equivalent to 150% of Ms Lacaze's total fixed remuneration. The number of LTI performance rights to be granted to Ms Lacaze was calculated by dividing 150% of Ms Lacaze FY25 forecast total fixed remuneration by the volume weighted average price (**VWAP**) of 6.7435. \$6.7435 is the volume weighted average price for the 5 trading days following 27 August 2024, being the date that the Board approved the proposed award of performance rights (subject to shareholder approval).

The LTI Performance Rights will be granted with a 3 year vesting period commencing 27 August 2024 and a 2 year exercise period.

The actual number of LTI Performance Rights that will vest will depend on Lynas' performance against performance conditions for Relative TSR, Strategic Target and Sustainability Target. These performance conditions have been selected due to their alignment with Lynas' long term strategic goals.

The details of the LTI Plan Performance Conditions are as follows:

(a) Relative TSR (50% weighting)

Relative Total Shareholder Return (**TSR**) is assessed over a three year period from 1 July 2024 to 30 June 2027, relative to other companies in the ASX50-150 index (Peer Group Companies). For any performance rights to vest under the Relative TSR performance condition, Lynas' performance must be equal to or greater than the 51st percentile of Peer Group Companies.

The percentage of the performance rights that may vest will be determined as follows:

Lynas TSR Ranking across the TSR Period	Proportion of Performance Rights that vest
Below 51st percentile	0%
At the 51st percentile	50%
Between the 51st percentile and the 76th percentile	Between 50% and 100% as determined on a straight line basis (rounded to the nearest 5%)
At or above 76th percentile	100%

The Relative TSR Vesting condition was selected because it ensures alignment between competitive shareholder return and reward for the executive. The comparison with peer group companies in the ASX50 – 150 index provides an objective, external market-based performance measure relative to Lynas' peer group companies. Relative TSR is widely understood and accepted by key stakeholders.

(b) Strategic Target – Comparative EBITDA (20% weighting)

This strategic target will measure Lynas' EBITDA margin compared to other rare earth producing companies globally.

Performance will be assessed against the most recently publicly disclosed EBITDA for rare earths sold in all forms. The comparison will be calculated using EBITDA margin in %.

The vesting scale for this measure is as follows:

- 0% vests if comparative EBITDA is more than 25% below EBITDA of the best performing producer globally
- 50% vests if the comparative EBITDA is equal to 25% below EBITDA of the best performing producer globally
- 100% vests if comparative EBITDA is equal to or better than EBITDA of the best performing producer globally

Straight line vesting occurs between these thresholds.

Where EBITDA is reported under differing accounting standards, normalisation of accounting adjustments will be conducted to ensure a fair comparison (for example IFRS and China GAAP).

This Strategic Target was selected because it provides a comparison to other producing rare earth companies which is an important measure of success. EBITDA margin has been selected as it is a publicly disclosed measure and therefore the calculation can be performed from information derived from public financial statements.

(c) Strategic Target – Revenue Resilience (20% weighting)

This strategic target will measure the contribution to Lynas' EBITDA from new products and new customers.

FY24 will be used as a baseline. EBITDA contribution from new customers and products in respect of which there were no sales as at 30 June 2024 will be measured.

The vesting scale will be as follows:

- 50% vests if EBITDA contribution from new customers and/or new products is greater than or equal to 10%
- 100% will vest if EBITDA contribution from new customers and/or new products is greater than or equal to 15%

Straight line vesting will occur between these thresholds.

This Strategic Target was selected because it will measure Lynas' ability to broaden its portfolio of products and customers. Broadening Lynas' customer base in its magnet business and broadening income beyond NdPr sales are key success factors for securing resilient growth.

(d) Climate Target (10% weighting)

The Climate Target will measure progress against emissions reduction actions in accordance with the following timeline:

- Finalise and roll out Scope 1, 2 and 3 methodology and implement across all operations (by end FY25)
- Determine GHG emissions baseline for Lynas Malaysia and set site emissions reductions targets (by end FY26)
- Achieve planned progress against site specific emissions reductions targets (by end FY27)

This Climate Target has been selected due to the importance of the energy transition to Lynas' stakeholders.

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Additional information required by ASX Listing Rules

The following further information is provided to shareholders for the purpose of Listing Rule 10.15:

- (a) Ms Lacaze is a Director of Lynas. Ms Lacaze falls within Listing Rule 10.14.1 by virtue of being a Director. Ms Lacaze is the only Director (or associate of a Director) entitled to participate in the Lynas STI and LTI Plans.
- (b) Ms Lacaze's current total remuneration package for FY25 is:

Total Fixed Remuneration (including superannuation)	\$1,515,440
Short Term Incentive	100% of Total Fixed Remuneration at Target, 125% of Total Fixed Remuneration at Maximum
Long Term Incentive	150% of Total Fixed Remuneration

Full details of Ms Lacaze's remuneration are set out in the Remuneration Report.

- (c) Ms Lacaze has previously received 83,418 STI Performance Rights and 322,526 LTI Performance Rights under the Company's Employee Performance Rights Plan which was approved by shareholders at the Annual General Meeting on 29 November 2023.
- (d) The performance rights will be granted as employee incentives and therefore will be granted for no additional cash consideration.
- (e) The terms of the Lynas Employee Performance Rights Plan are set out in Annexure A.
- (f) Performance rights are being used because they align the interests between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) until the performance rights vest.
- (g) The Performance Rights were valued by the Company using the 5 day VWAP following the date of Board approval on 27 August 2024, being \$6.7435 per Performance Right.
- (h) Details of any securities issued under the Lynas Employee Performance Rights Plan will be published in the Annual Report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (i) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Lynas Employee Performance Rights Plan after the resolution is approved and who were not named in this notice of meeting will not participate until approval is obtained under Listing Rule 10.14.
- (j) No loan is granted by the Company for the acquisition of the Performance Rights.
- (k) The Performance Rights will be issued no later than 12 months after the date of this Annual General Meeting.

Directors' recommendation

All Directors (with Ms Lacaze abstaining) recommend that shareholders vote in favour of Resolution 3.

A voting exclusion applies to this resolution, as set out earlier in this Notice of Meeting.

Annexure A

Summary of the Lynas Employee Performance Rights Plan

Set out below is a summary of the key terms of the Lynas Rare Earths Limited (**Company**) Performance Rights Plan (**Plan**).

Rights	<p>The Plan provides for the grant of rights (Rights) to acquire ordinary fully paid shares in the capital of the Company (Shares) or a cash equivalent amount. The board of directors of the Company (Board) may invite certain eligible persons to participate in the Plan in a manner determined by the Board.</p> <p>No monetary consideration is payable for the issue of the Rights and any Shares issued on the exercise of Rights are to be issued for no monetary consideration.</p>
Eligible Persons	<p>The persons eligible to be granted Rights under the Plan include:</p> <ul style="list-style-type: none">• current and prospective directors and employees of, and service providers to, the Company or any of its subsidiaries (Group) (Eligible Person); and• certain nominees of an Eligible Person, such as their immediate family members, controlled bodies corporate and related self-managed superannuation funds (Nominated Parties). <p>The Board has the discretion to declare any other person to be an Eligible Person or Nominated Party.</p>
Invitations	<p>The Board will advise Eligible Persons in an invitation of the number of Rights for which the Eligible Person is entitled to apply, and the deadline for applying.</p> <p>In making an invitation, the Board must have regard to any cap imposed on the issue of Rights under the employee share scheme regime set out in Division 1A of Part 7.12 of the <i>Corporations Act 2001</i> (Cth) (Corporations Act).</p>
Vesting and exercise	<p>Subject to the terms of the Plan, a Right will not vest and become capable of being exercised unless any vesting conditions have been satisfied.</p> <p>The decision of the Board as to the satisfaction, interpretation, effect, amendment or waiver of any vesting conditions may be made in its absolute discretion.</p> <p>Following the exercise of a Right, the Company must issue to, or procure the transfer to, the holder of the Right (Rights Holder) the number of Shares in respect of which the Right has been exercised. However, the Company may (in its absolute discretion) pay a cash amount instead of issuing or transferring some or all of the relevant Shares. Any such cash amount will be equivalent to the then market value of such Shares (determined based on the 5-day volume weighted average price of Shares).</p>
Lapse	<p>Unless the Board determines otherwise, an unexercised Right will lapse in certain circumstances, including:</p> <ul style="list-style-type: none">• where the Eligible Person or their Nominated Party purports to: (1) sell, transfer, assign, dispose of or encumber the Right; or (2) enter into an arrangement under which the economic benefit to be derived from the Right is altered, irrespective of future changes in the market price of Shares, in either case without the prior written consent of the Board or where required by force of law upon death or bankruptcy;• in connection with the cessation of employment or engagement of the Eligible Person who was invited to apply for the relevant Right (Offeree) (see further details below);• in connection with a Change of Control Event (see further details below);• subject to any vesting of unvested Rights in accordance with the Plan, a failure to meet the vesting condition applicable to the Rights within the prescribed period;• on the expiry date of the Right; or• on the five-year anniversary of the date on which the Right was granted.

Cessation of employment or engagement***Cessation of employment or engagement***

Subject to the terms of the relevant invitation and the Plan:

- if an Offeree ceases to be an employee of, or engaged by, the Group in circumstances where the cessation is due to Termination for Cause, then unless the Board determines otherwise, all of their vested (but unexercised) Rights, and all of their unvested Rights, will automatically lapse; and
- if an Offeree ceases to be an employee of, or engaged by, the Group in circumstances other than due to Termination for Cause, then unless the Board determines otherwise, all vested (but unexercised) Rights, and all unvested Rights, will remain on issue in accordance with the terms and conditions upon which those Rights were granted.

Termination for Cause means termination of employment or engagement of the Offeree due to, amongst other matters, fraud or dishonesty, a material breach of the Offeree's obligations to the Group, any act of gross negligence in the performance of duties or any other reason (including under applicable law or the Offeree's employment contract, consulting agreement or other form of engagement) that the Board determines constitutes justification for termination without notice or compensation.

Treatment of Rights after cessation of employment or Engagement

If a person continues to hold Rights after they or their Offeree cease to be employed or engaged by the Group, then the Board may in its discretion determine that some or all of those Rights will lapse if the Board determines that the person has breached any obligation owed to the Group or the circumstances have changed such that it is no longer appropriate for the person to retain the Rights.

Clawback

The Board may, amongst taking other action (such as requiring any benefits obtained under the Plan to be returned), deem any unvested or vested (but unexercised) Rights to have lapsed if an Offeree takes certain adverse action, including committing a fraudulent or dishonest act or engaging in behaviour which has caused, or is likely to cause, the Company's reputation to be adversely affected.

Change of Control Event

If an event occurs that the Board reasonably believes may lead to a Change of Control Event, the Board may determine the treatment (and the timing of such treatment) of any unvested or unexercised Rights. If a Change of Control Event occurs and the Board has not made a determination, then all unvested Rights automatically vest and are deemed to have been exercised, together with any previously vested but unexercised Rights, on the occurrence of the Change of Control Event.

A **Change of Control Event** includes:

- a takeover bid that is or becomes free of any defeating conditions where an offeror who previously had voting power of less than 50% in the Company obtains voting power of more than 50%;
 - shareholders of the Company approving a proposed compromise or arrangement for the reconstruction of the Company or its amalgamation with any other company or companies at a meeting convened by the Court pursuant to section 411(4)(a) of the Corporations Act;
 - any person becoming bound or entitled to acquire shares in the Company under section 414 (compulsory acquisition following a scheme or contract) or Chapter 6A (compulsory acquisition of securities) of the Corporations Act;
 - a selective capital reduction being announced in respect of the Company which results in a person who previously had voting power of less than 50% in the Company obtaining voting power of more than 50%;
 - the Company passes a resolution for voluntary winding up;
 - an order is made for the compulsory winding up of the Company; or
 - in any other case, a person obtaining voting power in the Company which the Board determines is sufficient to control the composition of the Board.
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Disposal restrictions	<p>A Right is not transferable except where permitted with the prior written consent of the Board or where required by force of law upon death or bankruptcy.</p> <p>Unless the Board determines otherwise, Shares allotted upon exercise of Rights must not be sold, transferred or disposed of by the holder at any time during which trading in the Company's securities is prohibited in accordance with the Company's corporate governance policies on share trading activities.</p>
Bonus issues	<p>If Shares are issued pro rata to the Company's shareholders by way of bonus issue, the number of Shares over which the Rights are exercisable will be increased by the number of Shares that the Rights Holder would have received if it had exercised the Rights before the record date for the bonus issue. No adjustment will be made to the exercise price (if any).</p>
Pro rata issues	<p>If Shares are offered pro rata for subscription by the Company's shareholders (except a bonus issue) during the currency of and prior to exercise of any Rights, the exercise price (if any) of each Right will be adjusted in a manner determined by the Board and in accordance with the ASX Listing Rules.</p>
Adjustment for reorganisation	<p>If there is a reorganisation of the issued capital of the Company then the rights of a Rights Holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.</p>
New issues	<p>Subject to the foregoing, during the currency of any Rights and prior to their exercise, Rights Holders are not entitled to participate in any new issue of securities of the Company as a result of their holding Rights.</p>
Ranking of Shares	<p>Any Shares allotted under the Plan will rank equally with Shares of the same class on issue except as regards any rights attaching to such Shares by reference to a record date prior to the date of their allotment.</p>
Quotation	<p>If Shares of the same class as those allotted under the Plan are quoted on the Australian Securities Exchange (ASX) at the time of allotment, the Company will apply to the ASX for those Shares to be quoted.</p> <p>Unless the Board determines otherwise in its discretion, the Company will not apply for quotation of any Rights on the ASX.</p>
Amendment	<p>Subject to the ASX Listing Rules and the Corporations Act, the Board may amend, revoke, vary or add to all or any of the provisions of the Plan, or the terms or conditions of any Right (including vesting conditions).</p> <p>However, without the consent of the Rights Holder, no amendment may be made which adversely affects the rights of the Rights Holder, other than in certain circumstances, including an amendment for the purposes of complying with law or the ASX Listing Rules. Subject to the foregoing, any amendment may be given retrospective effect.</p>
Board discretion	<p>The Plan is administered by the Board which has power to, amongst other matters, determine appropriate procedures for administration of the Plan consistent with the Plan rules. Except as otherwise expressly provided in the Plan, the Board has absolute and unfettered discretion to act or refrain from acting under or in connection with the Plan or any Rights and in the exercise of any power or discretion under the Plan.</p> <p>The Board may at any time waive in whole or in part any terms or conditions (including any vesting condition) in relation to any Rights.</p>

CORPORATE DIRECTORY

ABN 27 009 066 648

Directors

John Humphrey
Amanda Lacaze
John Beevers
Philippe Etienne
Vanessa Guthrie
Grant Murdoch

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e general@lynasre.com

Company Secretary

Sarah Leonard

Share Register

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e enquiries@boardroomlimited.com.au

Auditors

Ernst & Young

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All Correspondence to:

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Sydney NSW 2001 Australia

By Fax:

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Online:

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YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEDT) on Monday 25 November 2024.**

TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/lynasagm2024>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

BY SMARTPHONE



Scan QR Code using
smartphone QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1: Appointment of Proxy

Indicate who you want to appoint as your Proxy

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2: Voting Directions to your Proxy

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3: Sign the Form

The form must be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: Where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: To sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: This form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4: Lodgement

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEDT) on Monday, 25 November 2024**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

Online	www.votingonline.com.au/lynasagm2024
By Fax	+ 61 2 9290 9655
By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Please note, you cannot change ownership of your securities using this form.

STEP 1: Appoint a Proxy

The Chair of the Meeting will vote all undirected proxies in favour of all items of business (including Resolutions 1 & 3). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Philippe Etienne as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Grant of Performance Rights to Amanda Lacaze, CEO and Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This form must be signed to enable your directions to be implemented.

Contact Name:

Contact Daytime Telephone:

Date: / / 2024