

Australian Securities Exchange Notice



21 February 2019

ILUKA RESOURCES LIMITED (ILU) APPENDIX 4G AND 2018 CORPORATE GOVERNANCE STATEMENT

Please find attached the Appendix 4G and 2018 Corporate Governance Statement in accordance with Listing Rules 4.7.3, 4.7.4 and 4.10.3.

A handwritten signature in blue ink that reads "Sue Wilson".

Sue Wilson
Company Secretary

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

Iluka Resources Limited

ABN/ARBN

34 008 675 018

Financial year ended

31 December 2018

Our corporate governance statement² for the above period above can be found at:³

these pages of our annual report: _____

this URL on our website: <http://www.iluka.com/about-iluka/governance>

The Corporate Governance Statement is accurate and up to date as at 20 February 2019 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date here: 21 February 2019

Sign here:



Company Secretary

Print name: Susan Wilson

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

² "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...	
<u>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</u>			
1.1	<p>A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in section 2.1 ('Role of the Board') of our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management):</p> <p><input checked="" type="checkbox"/> in section 2.1 ('Role of the Board') of our Corporate Governance Statement <u>AND</u></p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Board Charter http://www.iluka.com/about-iluka/governance</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in sections 2.9 ('Director selection and succession planning') of our Corporate Governance Statement <u>AND</u></p> <p><input checked="" type="checkbox"/> at this location:</p> <p>2018 Notice of Meeting and 2019 Notice of Meeting (when released) http://iluka.com/investors-media/asx-disclosures/asx-releases</p> <p>Annual Report 2018 > Directors' Report http://iluka.com/investors-media/asx-disclosures/annual-reports</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in sections 2.10 ('Director appointment, induction and continuing education) and 4.2 ('Director and executive remuneration') of our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in section 2.2 ('Role of the Company Secretary') of our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
<p>1.5 A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity’s progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity’s diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined “senior executive” for these purposes); or</p> <p>(2) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input checked="" type="checkbox"/> in section 6.2 (‘Diversity and Inclusion’) of our Corporate Governance Statement OR at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Diversity Standard https://www.iluka.com/careers/working-at-iluka</p> <p>... the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input checked="" type="checkbox"/> in section 6.2 (‘Diversity and Inclusion’) of our Corporate Governance Statement AND</p> <p><input type="checkbox"/> at this location:</p> <p>https://www.iluka.com/careers/working-at-iluka</p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in section 6.2 (‘Diversity and Inclusion’) of our Corporate Governance Statement AND</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>2017-18 Workplace Gender Equity Agency Report, which is referred to in section 6.2 (‘Diversity and Inclusion’) of our Corporate Governance Statement https://www.iluka.com/careers/working-at-iluka</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in section 4.1 ('Performance evaluation') of our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in section 4.1 ('Performance evaluation') of our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.7 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in section 4.1 ('Performance evaluation') of our Corporate Governance Statement <u>AND</u></p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Annual Report 2018 > Remuneration Report, which is referred to in section 4.1 ('Performance evaluation') of our Corporate Governance Statement</p> <p>http://iluka.com/investors-media/asx-disclosures/annual-reports</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in section 4.1 ('Performance evaluation') of our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...	
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in sections 3 ('Board committees') and 3.2 ('Nominations and Governance Committee') of our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Nominations and Governance Committee Charter http://www.iluka.com/about-iluka/governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in sections 2.11 ('Board meetings') and 3.2 ('Nominations and Governance Committee') of our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in section 2.4 ('Board skills') of our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
<p>2.3 A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> in section 2.6 ('Independence of Directors) of our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>... where applicable, the information referred to in paragraph (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... the length of service of each director:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Annual Report 2018 > Directors' Report and section 2.3 ('Board Composition, election and re-election') of our Corporate Governance Statement</p> <p>http://iluka.com/investors-media/asx-disclosures/annual-reports</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
<p>2.4 A majority of the board of a listed entity should be independent directors.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in section 2.3 ('Board Composition, election and re-election') of our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in section 2.3 ('Board Composition, election and re-election') of our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in section 2.10 ('Director appointment, induction and continuing education) of our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<u>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</u>			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	<p>... our code of conduct or a summary of it:</p> <input checked="" type="checkbox"/> in section 6.1.1 ('Code of Conduct') of our Corporate Governance Statement AND <input checked="" type="checkbox"/> at this location: Code of Conduct & Directors' Code of Conduct http://www.iluka.com/about-iluka/governance	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...	
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in sections 3 ('Board committees') and 3.1 ('Audit and Risk Committee') of our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Audit and Risk Committee Charter http://www.iluka.com/about-iluka/governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in sections 2.11 ('Board meetings') and 3.1 ('Audit and Risk Committee') of our Corporate Governance Statement AND</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Annual Report 2018 > Directors' Report, which is referred to in section 3.1 ('Audit and Risk Committee') of our Corporate Governance Statement http://iluka.com/investors-media/asx-disclosures/annual-reports</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in section 5.4 ('Managing Director and CFO certifications') of our Corporate Governance Statement OR	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
		<input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in section 6.3 ('Continuous disclosure and communications with shareholders') of our Corporate Governance Statement OR	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR
		<input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	<p>... our continuous disclosure compliance policy or a summary of it:</p> <input checked="" type="checkbox"/> in section 6.3 ('Continuous disclosure and communications with shareholders') of our Corporate Governance Statement AND	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
		<input checked="" type="checkbox"/> at this location: Continuous Disclosure and Market Communications Policy http://www.iluka.com/about-iluka/governance	

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...	
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<p>... information about us and our governance on our website:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.iluka.com/ http://www.iluka.com/about-iluka/governance</p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in section 6.3 ('Continuous disclosure and communications with shareholders') of our Corporate Governance Statement AND</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>https://www.iluka.com/investors-media/shareholder-information</p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	<p>... our policies and processes for facilitating and encouraging participation at meetings of security holders:</p> <p><input checked="" type="checkbox"/> in section 6.3 ('Continuous disclosure and communications with shareholders') of our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in section 6.3 ('Continuous disclosure and communications with shareholders') of our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...	
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity’s risk management framework.</p>	<p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in sections 3 (‘Board committees’) and 3.1 (‘Audit and Risk Committee’) of our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Audit and Risk Committee Charter http://www.iluka.com/about-iluka/governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in sections 2.11 (‘Board meetings’) and 3.1 (‘Audit and Risk Committee’) of our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity’s risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in sections 3.1 (‘Audit and Risk Committee’) and 5.1 (‘Risk management’) of our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
<p>7.3 A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; OR</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>... how our internal audit function is structured and what role it performs:</p> <p><input checked="" type="checkbox"/> in section 5.2 ('Internal audit') of our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
<p>7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Annual Report 2018 > Operating and Financial Review which is referred to in section 5.3 ('Material exposure to risks) of our Corporate Governance Statement</p> <p>http://iluka.com/investors-media/asx-disclosures/annual-reports</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY		
<p>8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; OR</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in sections 3 ('Board committees') and 3.3 ('People and Performance Committee') of our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>People and Performance Committee Charter http://www.iluka.com/about-iluka/governance</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in sections 2.11 ('Board meetings') and 3.3 ('People and Performance Committee') of our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
<p>8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Annual Report 2018 > Remuneration Report, referred to in section 4.2 ('Director and executive remuneration') of our Corporate Governance Statement</p> <p>http://iluka.com/investors-media/asx-disclosures/annual-reports</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>8.3 A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in section 6.4 ('Dealing in shares') of our Corporate Governance Statement AND</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Annual Report 2018 > Remuneration Report</p> <p>http://iluka.com/investors-media/asx-disclosures/annual-reports</p> <p>Securities Trading Policy</p> <p>http://www.iluka.com/about-iluka/governance</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>



ILUKA

CORPORATE GOVERNANCE STATEMENT

This statement is current as at 20 February 2019 and has been approved by the Board of Iluka Resources Limited

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1 INTRODUCTION

At Iluka, our purpose, our core, our direction and our values are outlined in The Iluka Plan. The Iluka Plan was introduced to the business in early 2018 and is the reference point that guides our strategic and business decisions. Iluka's culture and values as outlined in The Iluka Plan are aligned with and support good governance practices. In developing our corporate governance framework the Board of Iluka Resources Limited considers the standards of corporate governance applicable in each of the countries in which we operate.



As a listed entity, Iluka must comply with Australian laws including the *Corporations Act 2001* (Cth) (**Corporations Act**) and the Australian Securities Exchange Listing Rules (**ASX Listing Rules**). Under ASX Listing Rule 4.10.3, ASX listed entities are required to benchmark their corporate governance practices against the 3rd edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Principles**). The ASX Recommendations are available at www.asx.com.au. The Board considers Iluka complies with all relevant ASX Principles. Our compliance is set out in the Appendix 4G available on the governance page of Iluka's website, www.iluka.com.

The Board is committed to conducting Iluka's business in accordance with the highest standards of corporate governance to deliver sustainable value for Iluka's shareholders. The Board has established a corporate governance framework, including corporate governance policies, procedures, charters and codes to support this commitment. The framework is reviewed regularly and revised in response to changes in law, developments in corporate governance and changes to Iluka's business. This Corporate Governance Statement (**Statement**) reports on the corporate governance framework and practices adopted by Iluka.

Copies of Iluka's policies, procedures, charters and codes are available on the governance page of Iluka's website, and are signposted throughout this document where relevant.

2 ILUKA'S BOARD OF DIRECTORS

Iluka's Board currently comprises seven directors, six of whom are independent, non-executive directors. Iluka appointed Rob Cole as an independent non-executive Director with effect from 1 March 2018.



The Board is committed to ongoing improvement of its governance practices. This year a number of improvements to the Board's work and effectiveness were implemented including:

- implementing recommendations arising from the 2017 external review of the performance of the Board and Board committees
- reviewing the director induction programme to ensure new directors receive training, tailored to their areas of expertise and interests, throughout the initial year of appointment;
- undertaking additional scrutiny and screening of board candidates prior to appointment;
- improving the quality of reporting to the Board by providing training to management on drafting effective board papers; and
- reviewing key findings of the APRA Inquiry into the Commonwealth Bank of Australia and comparing the findings with Iluka's governance processes to identify potential gaps and guide future actions for Iluka's governance framework.

The Board has increased its focus on environmental, social and governance issues by considering these in some detail at each meeting. Additional sessions with external presenters in relation to climate change and human rights have also been held.

In addition to the Board’s scheduled meetings, all members of the Board visited Iluka’s operations at Cataby, Eneabba and Narngulu (Western Australia). Some members of the Board visited Sierra Leone, Jacinth Ambrosia (South Australia) and Capel (Western Australia). A site visit to Jacinth Ambrosia (South Australia) for all directors is planned for 2019.

2.1 Role of the Board

- Relevant policies and charters:
- Company Constitution
 - Board Charter
 - Audit and Risk Committee Charter
 - Nominations and Governance Committee Charter
 - People and Performance Committee Charter

The Board Charter sets out the Board’s role, powers and duties and establishes the functions reserved for the Board and those which are delegated to management. The Board is responsible for the overall corporate governance of Iluka including approving and overseeing Iluka’s strategic direction, strategies and financial objectives, assessing the performance of management and reporting on Iluka’s performance. The Board delegates to the Managing Director and senior management matters involving the implementation of corporate strategy and management of Iluka’s day-to-day activities.

The following table sets out the matters which are expressly reserved to the Board and those, which are delegated to management under the Board Charter.

- The Board is responsible for:**
- appointing and removing the Managing Director, determining his or her remuneration and terms and conditions of employment, and assessing the performance of the Managing Director and, through him or her, members of the Executive;
 - approving the strategic direction, strategies and financial objectives of Iluka and ensuring appropriate resources are available;
 - monitoring the implementation of those policies and strategies and the achievement of those financial objectives;
 - reporting to shareholders and the investment community on the performance and state of Iluka; and
 - monitoring and guiding the culture, reputation and standards of conduct of Iluka.



- Responsibilities delegated by the Board to management:**
- managing Iluka;
 - recommending policy and strategic direction for Board approval; and
 - conducting the day-to-day operations of Iluka.

2.2 Role of the Company Secretary

The Company Secretary is accountable directly to the Board through the Chairman on all matters to do with the proper functioning of the Board. The Board Charter confirms that all directors have direct access to the Company Secretary. The Company Secretary is responsible for:

- advising the Board on corporate governance matters;
- managing the company secretarial function;
- attending all Board and Board committee meetings and taking minutes; and
- communicating with the ASX.

2.3 Board Composition, election and re-election

The Board, together with the Nominations and Governance Committee, determines the size and composition of the Board in accordance with Iluka's Constitution and Board Charter, which provides that the Board must comprise a minimum of three and a maximum of 10 directors.

Following the appointment of Mr Cole as a director with effect from 1 March 2018, the Board comprises seven directors: six independent non-executive directors and the Managing Director. The Chairman is an independent non-executive director and is not the same person as the Managing Director of Iluka.

The directors of the Company during 2018:

Director	Age ⁽¹⁾	Gender	Date of Initial Appointment	Period of Office	Due for election / re-election in 2019
G Martin	59	Male	1 January 2013	Full year	Yes
M Bastos	55	Male	20 February 2014	Full year	No
R Cole	56	Male	1 March 2018	Since 1 March 2018	No
X Liu	62	Female	19 February 2016	Full year	Yes
J Ranck	70	Male	1 January 2013	Full year	No
J Seabrook	61	Female	1 May 2008	Full year	No
T O'Leary	55	Male	October 2016	Full year	n/a – Managing Director

⁽¹⁾ As at 31 December 2018

Under Iluka's constitution, with the exception of the Managing Director, directors may not hold office without re-election beyond the third Annual General Meeting following their election or most recent re-election. When a director candidate stands for election or re-election at a meeting of shareholders, Iluka provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect that director in the relevant Notice of Meeting.

2.4 Board Skills

The Board seeks members with demonstrable skills, capability, experience and ability to question and debate with other Board members, the ability to operate as part of a team, the ability to contribute outstanding performance and who have a track record of impeccable ethics and values. The Board seeks to have a mix of age, skills, knowledge, experience and gender in its ranks.

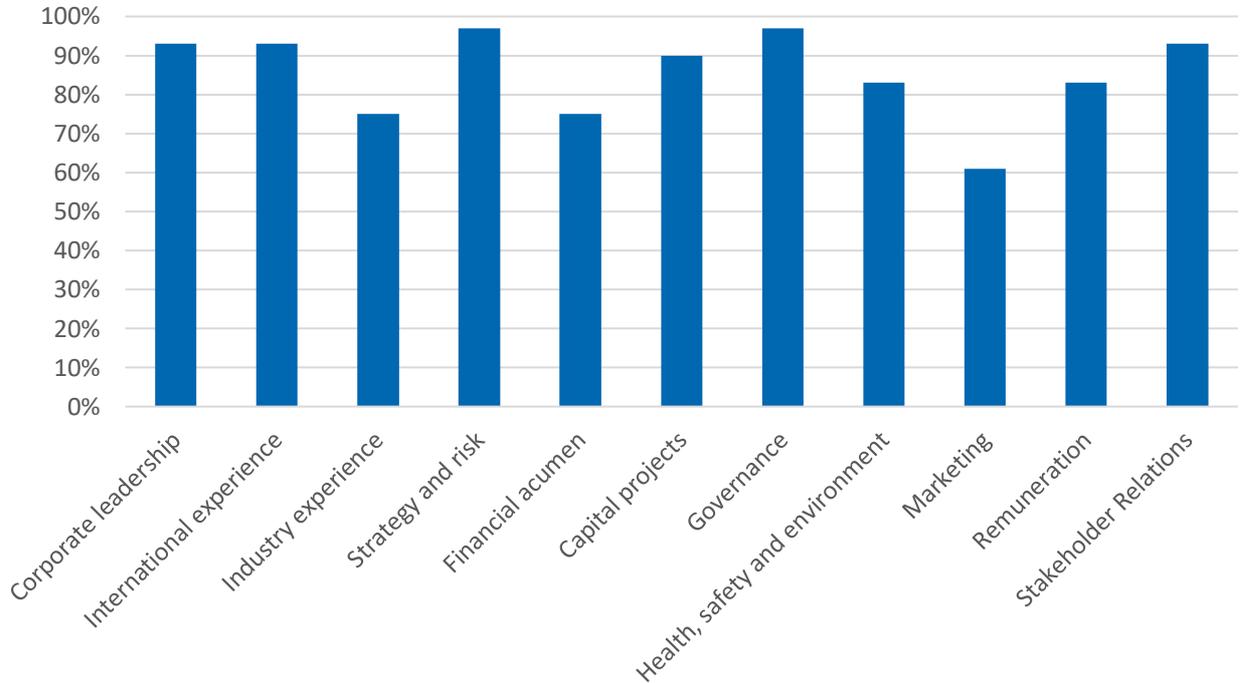
The collective skills and experience to be held by the Board are set out below.

Board skills and experience summary

Skills / experience	Description
Corporate leadership	Successful career at senior executive level
International experience	Senior management or equivalent experience or exposure to multiple cultural, political, regulatory and business environments
Industry experience	Senior executive or long term board experience in a medium to large mining and exploration organisation with strong operational experience
Strategy and risk	Developing and overseeing the implementation of successful strategy over the long term that remains resilient to systemic risk (including appropriately probing and challenging management on the delivery of agreed strategic objectives)
Financial acumen	Senior executive or equivalent experience in financial accounting, reporting and forecasting, corporate finance and internal financial controls (including ability to probe the adequacy of financial and risk controls)
Capital projects	Experience in the delivery of large-scale capital projects and longer term investment horizons
Governance	Commitment to high standards and systems of governance and compliance and an ability to assess the effectiveness of senior management
Health, safety and environment	Experience related to workplace health and safety and with environmental and community issues in a large organisation
Marketing	Senior executive experience in trading or marketing of resources, including detailed knowledge of Iluka's markets and competitors
Remuneration	Board or management level experience in relation to remuneration, including incentive programs and pensions / superannuation
Stakeholder Relations	Experience in regulatory policy, government and stakeholder relations and in managing how organisations adapt and respond to changing public policy settings

The current skills and experience of the Board are illustrated below.

Board skills / experience matrix



2.5 Board Diversity

The Board considers that the current directors have a broad range of skills, expertise and experience from a diverse range of backgrounds to discharge their responsibilities and for the effective governance, oversight and strategic leadership of Iluka as a publicly listed global resources company. The Board represents different nationalities and backgrounds and includes two female directors. The average age of directors is approximately 60 years, with the age of directors on the Board ranging between 55 and 70 years. Further details regarding director experience and tenure are set out in the 2018 Annual Report.

The Board and the Nominations and Governance Committee will continue to monitor the diversity, skills and experience of the Board to identify opportunities for director training and development and to identify gaps that may be addressed through future Board appointments.

2.6 Independence of directors

The Board recognises the importance of ensuring that directors are free from interests and relationships that might, or might reasonably be perceived to, materially influence a director’s capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of Iluka and its shareholders generally.

Accordingly, the Board has adopted guidelines, set out in the Board Charter, which are used to determine the independence of directors and which reflect the definition of independence listed in Box 2.3 of the ASX Principles.

In accordance with these guidelines, the Board generally considers a director to be independent if he or she is not a member of management and:

- is not a substantial shareholder of Iluka or an officer of, or otherwise associated with, a substantial shareholder of Iluka;
- is not employed, or been previously employed, in an executive capacity by Iluka or another Group member, or where they were previously employed in such a capacity, there has been a period of at least three years between ceasing such employment and serving on the Board;
- is not, and has not been within the last three years a partner, director or senior employee of a provider of material professional services to Iluka or another Group member;
- is not, and has not been within the last three years, in a material business relationship (e.g. as a supplier or customer) with Iluka or another Group member, or an officer of, or otherwise associated with, someone with such a relationship;
- has no material contractual relationship with Iluka or another Group member other than as a director of Iluka;
- does not have close family ties with any person who falls within any of the categories described above;
- has not served on the Board for a period that his or her independence may have been compromised; and
- is free from any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of Iluka and its shareholders generally.

The Board considers the materiality of a director's interests, position, association or relationship on a case-by-case basis, having regard to both quantitative and qualitative principles. Having considered all relevant relationships currently existing, the Board has determined that there are no relationships which fall into this category.

The Board also has regard to length of tenure when assessing whether a director is, or continues to be, independent. The Board considers Iluka's shareholders are well served by having directors with a deep understanding of Iluka and its business, counterbalanced with directors with a shorter tenure to provide fresh ideas and new perspectives.

The length of tenure of the non-executive directors ranges between 1 and 11 years with approximately 5 years being the average tenure. Article 12.1 of the Board Charter provides that the preferred limit of service by a director of the Company is 10 years, unless otherwise requested by the Board to continue. Jenny Seabrook joined the Board on 1 May 2008. In accordance with Article 12.1, the Board requested that Jenny Seabrook continue as a director of Iluka until her current term expires in 2020, allowing for a replacement director to be appointed who can take over from her as Chair of the Audit and Risk Committee.

The Board is satisfied that the length of tenure of its directors does not call into question their independence.

Directors also have an ongoing responsibility to disclose any actual or potential transactions or interests that may create a conflict of interest. They may also be required to take steps to remove any conflict of interest. If a director cannot or will not remove a conflict of interest, then the director must be absent from the room when discussion and/or voting occurs on matters to which the conflict relates.

The Board has reviewed the independence of its directors and considers that the Chairman and each non-executive director are independent.

2.7 Access to independent advice

Under the Board Charter, directors may seek independent professional advice at Iluka’s expense on any matter connected with the discharge of their responsibilities with the prior written approval of the Chairman.

2.8 Access to Board materials and information

Under the Deed of Indemnity, Insurance and Access, directors have access to inspect the Company’s records which have been prepared during or relate to the director’s tenure or discharge of duties as a director in respect of the Company.

2.9 Director selection and succession planning

The Board renewal process is overseen by the Nominations and Governance Committee and involves regularly reviewing the composition of the Board to ensure that the directors have an appropriate mix of skills, expertise, experience and backgrounds relevant to the management of Iluka.

The Board Charter sets out the overarching principles regarding director selection and succession planning. The Nominations and Governance Committee Charter sets out the key nomination planning principles of the committee, which is responsible for leading the process of Board appointments.

The diagram below demonstrates the director selection and succession planning principles and responsibilities.



2.10 Director appointment, induction and continuing education

All new non-executive directors are required to sign a letter of appointment that sets out the terms and conditions of their appointment including: role and responsibilities; time commitments envisaged; disclosure of interests; minimum shareholding requirements, dealing in Iluka's securities; and the requirement to participate in a performance evaluation process.

It is Iluka's practice to allow its non-executive directors to accept appointments outside of the Company with the prior approval of the Chairman. The commitments of a director are considered by the Board prior to a director's appointment to the Board and regularly reviewed.

The Nominations and Governance Committee is responsible for ensuring new directors are provided with a comprehensive induction programme. The induction programme was reviewed in 2018 and is structured so that the Company Secretary, in consultation with the Chairman, the Managing Director and the new Director, prepares an Induction Programme for the new Director by reference to an Induction Programme Checklist and his or her areas of expertise and interest.

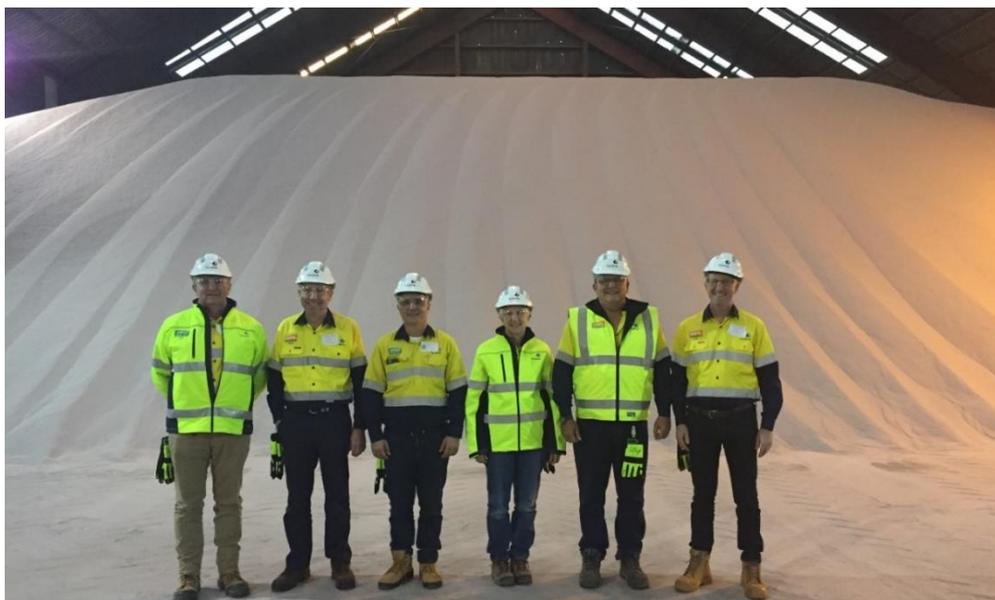
Activities covered in the Induction Programme Checklist include business briefings with the members of the Executive, Senior Managers/Key Personnel, meeting with the Auditors, site visits, country visits, attendance at industry conferences and industry briefings and access to relevant background materials. As the mineral sands industry is complex, many of the briefings focus on providing the new director with information about the mineral sands industry and the way it operates. Activities are predominantly staged throughout the first year of appointment and are intended to be flexible to take into account travel and scheduling commitments of the new Director and Company personnel. Progress with the Induction Programme is reviewed at regular intervals during the first year of appointment and on the conclusion of the first year.

The Board encourages all directors to continue their education and maintain the skills required to discharge their duties effectively by providing professional development opportunities. Iluka meets reasonable costs of continuing director education.

In addition, in conjunction with Board and committee meetings, the Board participated in a number of briefings during 2018, which provided an overview of:

- the organisation or a specific function;
- the market environment in which Iluka operates;
- risks and opportunities for Iluka; and
- regulatory updates.

All members of the Board visited Iluka's operations at Cataby, Eneabba and Narngulu (Western Australia). Some members of the Board visited Sierra Leone, Jacinth Ambrosia (South Australia) and Capel (Western Australia). A site visit to Jacinth Ambrosia (South Australia) for all directors is planned for 2019.



2.11 Board meetings

In 2018, the Board met on 6 occasions. In addition to these formal scheduled meetings, the Board spent a day dedicated to strategic planning and undertook 2 site visits. The Chairman chaired all the meetings. In addition, the non-executive directors meet independent of management to discuss relevant issues at each board meeting.

Directors' attendance at Board and committee meetings during 2018 is detailed below.

Meetings of directors - 2018

Director	Board		Audit and Risk Committee		Nominations and Governance Committee		People and Performance Committee	
	Held	Attended	Held	Attended	Held	Attended	Held	Attended
(1) (2)								
Total meetings	6		4		3		3	
Executive								
T O'Leary	6	6		4		3		3
Non-executive								
G Martin	6	6	4	4	3	3	3	3
M Bastos	6	6	4	4	3	3		3
X Liu	6	6	4	4	3	3		3
J Ranck	6	6	4	4	3	3	3	3
J Seabrook	6	6	4	4	3	3	3	3
R Cole ⁽³⁾	5	5		3	2	2	2	2
Legend:	Notes:							
<div style="display: flex; align-items: center;"> <div style="width: 15px; height: 15px; background-color: #92d050; margin-right: 5px;"></div> Chairman </div> <div style="display: flex; align-items: center; margin-top: 5px;"> <div style="width: 15px; height: 15px; background-color: #6495ed; margin-right: 5px;"></div> Member </div>	<p>(1) "Held" indicates the number of meetings held during the period of each director's tenure. Where a director is not a member but attended meetings during the period, only the number of meetings attended is shown.</p> <p>(2) "Attended" indicates the number of meetings attended by each director.</p> <p>(3) Mr Cole was appointed as a director on 1 March 2018 and in addition to the meetings he attended as a director, he also attended the meetings of the Board, the Audit and Risk Committee and the People and Performance Committee as an observer prior to his appointment.</p>							

3 BOARD COMMITTEES

Relevant policies and charters:

- Audit and Risk Committee Charter
- Nominations and Governance Committee Charter
- People and Performance Committee Charter

The Board has three committees which assist it in the execution of its duties and to ensure important and complex issues are given detailed consideration: Audit and Risk Committee, Nominations and Governance Committee, and People and Performance Committee. Each committee operates under a specific charter approved by the Board, which details their respective roles, duties and membership requirements.

Each committee comprises only independent, non-executive directors. In addition, the Audit and Risk Committee and the People and Performance Committee have an independent chairman who is not the Chairman of the Board.

The primary role of the committees is to make recommendations to the Board on matters set out in their respective charters. The Committees will also make decisions on behalf of the Board where such authority has been expressly delegated by the Board.

Structure and membership of the committees are reviewed periodically.

Committee charters are available on the Governance section of the Company's website.

3.1 Audit and Risk Committee

The purpose of the Audit and Risk Committee is to assist the Board to protect the interests of Iluka's shareholders and stakeholders by overseeing on behalf of the Board:

- the integrity of financial reporting;
- accounting and reporting practices;
- the adequacy of the processes for identifying and managing risk generally;
- the internal and external audit functions;
- the insurance framework;
- treasury, capital management and taxation practices; and
- compliance with applicable legal and regulatory requirements and internal codes of conduct, as requested by the Board.

During the year, the Audit and Risk Committee tendered the external auditor position and reappointed the existing auditor PriceWaterhouseCoopers after an extensive process. The Audit and Risk Committee also considered emerging risks, reviewed the Iluka gap analysis conducted against the Australian Prudential Regulation Authority Inquiry into the Commonwealth Bank of Australia, approved closure of internal audit actions, approved the roll out of risk management software (CGR Foundation) across assets, projects and functions and conducted reviews of the effectiveness of the Group's systems of risk management and internal controls in accordance with the ASX Principles. These reviews included internal audits and risk reviews, and covered a range of areas including financial processes, operational activity, compliance controls and risk assessments. The Group's key risk register (management's assessment of the material business risks facing the Company) has been elevated from the Audit and Risk Committee for

consideration by the Board. The key risk register includes a summary of the controls and improvement actions relating to those risks.

Committee membership during 2018

Director	Status
Jenny Seabrook (Chairman)	Member for whole period
Marcelo Bastos	Member for whole period
Xiaoling Liu	Member for whole period
Greg Martin	Member for whole period
James (Hutch) Ranck	Member for whole period

All members of the Audit and Risk Committee (of which there must be at least three) are independent non-executive directors and are required to be financially literate. Between them, the members must have accounting and financial expertise, operational and technical knowledge, and a sufficient understanding of the industry in which Iluka operates to be able to discharge the committee's mandate effectively.

Jenny Seabrook (Committee Chairman) is a Chartered Accountant (FCA) who throughout her career has worked at senior levels in chartered accounting, capital markets and investment banking businesses. Further details regarding director qualifications and experience are set out in the Annual Report.

The Chairman of the Audit and Risk Committee must be an independent director and cannot be the Chairman of the Board.

Details of directors' attendance at Audit and Risk Committee meetings held during 2018 are set out in section 2.11 of this report.

3.2 Nominations and Governance Committee

The purpose of the Nominations and Governance Committee is to assist the Board in fulfilling its responsibilities by:

- ensuring the best possible directors are selected, appointed, and retained;
- planning and advising on appointment and succession for the Managing Director; and
- advising on the most suitable governance practices and processes to enable Iluka to operate to a high standard, and in an efficient way.

During the year, areas of focus for the Nominations and Governance Committee included determining the required skillset for new directors, recruitment of new directors, reviewing the Induction Program for new directors, reviewing key findings of the Australian Prudential Regulation Authority Inquiry into the Commonwealth Bank of Australia and comparing the findings with Iluka's governance processes to identify potential gaps and guide future actions for Iluka's governance framework and signing new Deeds of Indemnity Insurance and Access to reflect current market practice as well as ensuring the Board and each committee had the appropriate number of directors, skills and experience to ensure they fulfil their responsibilities.

Committee membership during 2018

Director	Status
Greg Martin (Chairman)	Member for whole period
Marcelo Bastos	Member for whole period
Xiaoling Liu	Member for whole period
James (Hutch) Ranck	Member for whole period
Jenny Seabrook	Member for whole period
Rob Cole	Member since appointment as a director on 1 March 2018

All members of the Nominations and Governance Committee (of which there must be at least three) are independent non-executive directors.

The Chairman of the Nominations and Governance Committee must be an independent director.

Details of directors' attendance at the Nominations and Governance Committee meetings held during 2018 are set out in section 2.11 of this report.

3.3 People and Performance Committee

The purpose of the People and Performance Committee is to assist the Board in fulfilling its responsibilities in overseeing the:

- overall remuneration strategy of Iluka and its specific application to the Managing Director and direct reports, and the remuneration of non-executive directors;
- advising the Board about the performance of the Managing Director; and
- culture and capability, diversity, employment strategy, policy and practices of Iluka.

During the year, areas of focus for the People and Performance Committee included implementation of a new employee incentive plan (the Executive Incentive Plan), recommendations to the Board on the remuneration of non executive directors, development of a Leadership Development Framework, examination of people initiatives at Sierra Leone, and recommendations on outcomes and awards for the Managing Director and his direct reports, and appropriate short and long term incentive metrics.

Further details including any key changes to remuneration are set out in the Annual Report.

Comprehensive details of the processes and principles underlying the work of the People and Performance Committee are discussed in the Annual Report.

Committee membership during 2018

Director	Status
James (Hutch) Ranck (Chairman)	Member for whole period
Greg Martin	Member for whole period
Jenny Seabrook	Member for whole period
Rob Cole	Member since appointment as a director on 1 March 2018

All members of the People and Performance Committee (of which there must be at least three) are independent non-executive directors.

The Chairman of the People and Performance Committee must be an independent director.

Details of directors' attendance at People and Performance Committee meetings held during 2018 are set out in section 2.11 of this report.

4 PERFORMANCE EVALUATION AND REMUNERATION

Relevant policies and charters:

- Board Charter
- Nominations and Governance Committee Charter
- People and Performance Committee Charter

4.1 Performance evaluation

Each year performance evaluations of the Board and its committees are undertaken. The Nominations and Governance Committee assists the Board in relation to the conduct of performance evaluations and development and implementation of plans for identifying, assessing and enhancing director competencies. External facilitators may be engaged to assist with the review of the Board, its committees and individual directors.

In 2018, the Board, Audit and Risk Committee and People and Performance Committee conducted an annual self-assessment of their performance (including having regard to the performance of individual directors), to identify strengths, weaknesses and areas for improvement. The completed assessments are taken into account by the Board and each respective committee in determining performance improvements for the following year. The Nominations and Governance Committee does not undertake a separate self assessment, reflecting that it comprises all of the non-executive directors of the Company and its performance is appropriately assessed through annual evaluation of the Board.

The People and Performance Committee assist the Board with evaluating the performance of the Managing Director and senior executives. The People and Performance Committee provides feedback regarding the Managing Director's performance to the Chairman of the Board, who conducts the Managing Director's performance review.

Twice yearly, the Managing Director undertakes a review of the performance of each senior executive against individual objectives and deliverables linked to the corporate plan that were agreed at the beginning of the performance period. These personal objectives relate to key areas of performance over which the individual has accountability and influence. The process for conducting these reviews is covered in the Annual Report. The performance reviews of the Managing Director and senior executives were conducted in August and at the end of the performance period in accordance with this process.

4.2 Director and executive remuneration

The People and Performance Committee obtain independent remuneration benchmarking information for comparative purposes. Salary reviews are determined by assessing individual performance and experience, the scope and responsibility of the role and external market conditions. The executive incentive plan outcomes are assessed against the annual scorecard which is set by the Board each year in the context of Iluka's long term corporate plan. The annual scorecard comprises financial, strategic, sustainability and production measures.

In 2018, the People and Performance Committee conducted those reviews in accordance with disclosed processes. Non-executive director and committee fees were increased for the first time since 2011 to reflect market data, directors' workloads and the need to attract and retain high calibre directors with the requisite skills and experience. All senior executives are employed by Iluka under written employment contracts.

Further details about the remuneration structure, remuneration policies and remuneration paid to the directors and senior executives during the reporting period, as well as details of the contractual arrangements with senior executives, are set out in the Annual Report.

5 RISK MANAGEMENT AND INTERNAL CONTROLS

Relevant policies and charters:

- Board Charter
- Audit and Risk Committee Charter
- Risk Management Policy

5.1 Risk management

The Board recognises that the identification and management of risk is fundamental to achieving Iluka's objective: to deliver sustainable value for shareholders.

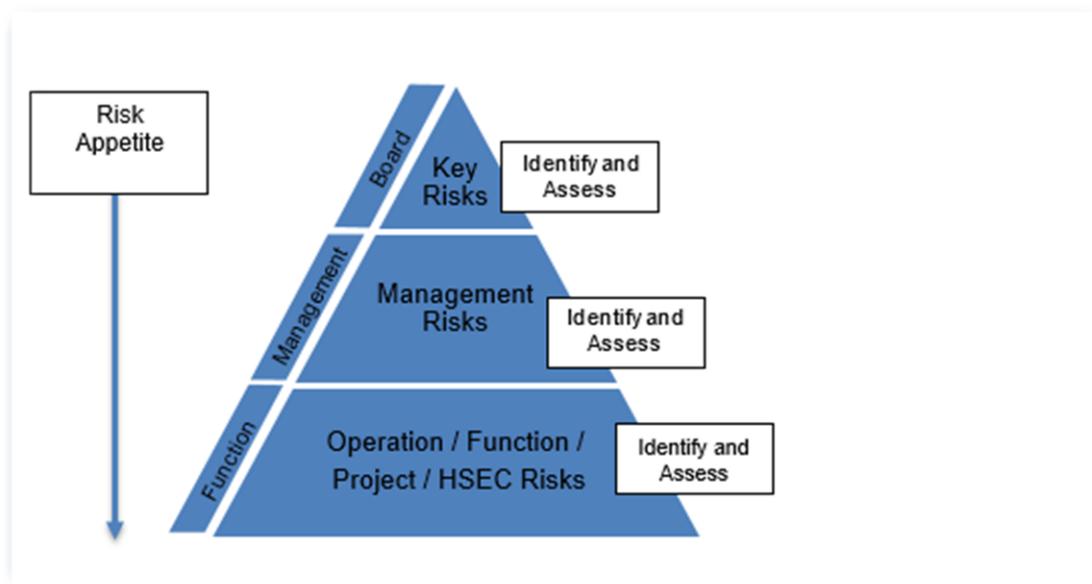
Iluka has a Risk Management Policy which sets out the objectives and performance expectations to managing risk in a proactive and effective manner, and supporting guidance including a Risk Management Framework that defines a 'whole of business' approach to the management of risks which allows both opportunities and threats to be identified and managed effectively.

Iluka has a Risk Appetite Statement which is approved by the Board which outlines what the organisation will and will not do. The Risk Appetite Statement acts as a filter through which Executive and Board decisions are taken within the Iluka Plan.

Through the policy and framework, Iluka seeks to:

- apply a structured and systematic risk management process across the group;
- embed risk management into our business activities and processes;
- ensure specific risks are identified, assessed and managed;
- ensure significant risks are elevated appropriately, through all levels of management to the Board;
- understand our exposure to risk and apply this to our decision making;
- enable prudent risk taking in line with business objectives and strategies;
- establish and monitor appropriate controls in line with agreed risk tolerances;
- implement appropriate insurance strategies; and
- assess regularly the effectiveness of the risk management process and risk controls.

The diagram below sets out the risk hierarchy where risk identification, assessment and reporting are undertaken at all levels of the business:



The Board has overall responsibility for reviewing, approving and overseeing systems of risk management and internal control. This includes reviewing processes to identify the main risks associated with the Company and reviewing processes and systems in place to manage these risks.

The Audit and Risk Committee assists the Board with regard to oversight of Iluka's risk management practices by:

- developing an understanding of key risk areas and the consequences of major risk events;
- gaining assurance as to the adequacy of Iluka's policies and processes for integrating risk management into its operations;
- reviewing and making recommendations to the Board in relation to any incident involving fraud or other material break down of Iluka's internal controls;
- reviewing and reporting to the Board that the Audit and Risk Committee has reviewed Iluka's risk management framework; and
- reviewing the insurance strategy and determining the extent to which it aligns with the risk tolerance of Iluka.

In line with the ASX Principles, Iluka's Risk Management Framework was reviewed in December 2018 by the Audit and Risk Committee. The most recent review also considered the structure and procedures for risk identification and assessment. The committee is satisfied that the framework supports a sound system of risk management and internal control.

A copy of the Risk Management Policy can be found in the Governance section of Iluka's website. Further information outlining Iluka's approach to the management of risks is set out in the Annual Report.

5.2 Internal audit

Iluka has an internal audit function that assists the Board by undertaking an objective evaluation of Iluka's internal control framework. The internal audit function is largely outsourced to an external provider, with some reviews insourced depending on the expertise required. The Business Risk Manager is jointly accountable to the Chief Financial Officer (**CFO**) and the Audit and Risk Committee, attends Audit and Risk Committee meetings, presents internal audit activities and meets privately with the Audit and Risk Committee on a regular basis to ensure a degree of independence and objectivity to the role.

The Audit and Risk Committee provides oversight to the internal audit function through:

- reviewing the performance of the internal audit function and approving the annual internal audit plan;
- reviewing significant internal audit findings and action taken by management to address these; and
- facilitating a direct line of communication from the risk manager which is independent of management.

When requested by the Board, the Audit and Risk Committee also reviews the processes and internal controls that management have put in place to ensure compliance with laws, regulations and Iluka's policies and internal codes of conduct.

5.3 Material exposure to risks

Disclosure of Iluka's material exposure to, and management of, risks (including economic, environmental and social sustainability risks) and the systems Iluka has in place to manage these risks is included in the Annual Report.

5.4 Managing Director and Chief Financial Officer certifications

Prior to approving the financial statements in respect of each half and full year financial period, the Managing Director and the CFO give a declaration to the Board that:

- in their opinion, Iluka's financial records have been properly maintained and the financial reports comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of Iluka; and
- that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Managing Director and the CFO gave this declaration to the Board for the half year ended 30 June 2018, and the full year ended 31 December 2018.

6 BUSINESS ETHICS AND INTEGRITY

Relevant governance documents:

- Code of Conduct
- Directors' Code of Conduct
- Anti-bribery and Corruption Policy
- Whistleblower Procedure
- Human Rights Policy
- Diversity Statement
- Continuous Disclosure and Market Communications Policy
- Securities Trading Policy

6.1 Ethics and conduct

6.1.1 Code of Conduct

Iluka is committed to practising the highest standards of conduct and has adopted a Code of Conduct that identifies the standard of ethical conduct expected of all Iluka employees and contractors. The Code of Conduct describes Iluka's objectives, values and standards of behaviour that employees and contractors must apply to all business practices. In addition, the Board has specifically adopted a Directors' Code of Conduct which establishes standards for appropriate ethical and professional behaviour for directors.

Everyone who works for or with Iluka, including directors, employees, contractors, suppliers and business partners is expected to comply with the Code of Conduct. New employees are required to read and acknowledge the requirements of the Code of Conduct in writing before they commence with the Company. The Codes of Conduct are supported by Iluka's Anti-bribery and Corruption Policy and Whistleblower Procedure.

Iluka treats actual or suspected breaches of its Codes of Conduct and policies seriously and has adopted mechanisms to ensure that suspected breaches are reported and acted upon fairly and effectively.

Copies of the Code of Conduct and Directors' Code of Conduct can be found in the Governance section of Iluka's website.

6.1.2 Anti-bribery and corruption

Iluka has a zero tolerance for bribery or corruption in its business. The Anti-bribery and Corruption Policy, supported by the Anti-bribery and Corruption Procedure sets out the standards and behaviour Iluka expects of its directors, officers, employees, agents, contractors and representatives, and links with the Whistleblower Procedure for the reporting of any actual or suspected breaches of the policy.

Iluka also maintains a Gift Register which management are required to complete and retain as a record for the receipt of entertainment or gifts.

It is mandatory for the majority of employees to complete online training once every 2 years and within the first month of their probationary period. The online training is supplemented with annual face to face training for those employees who due to their location or roles are more likely to be at a higher risk of being exposed to bribes.

All reported incidents of non compliance or potential non compliance are taken seriously, reviewed and investigated. Serious incidences are reported to the Managing Director within 24 hours and to the Audit and Risk Committee at its regular meetings.

Sierra Rutile Limited has adopted its own Anti-bribery and Corruption Policy, which is tailored to reflect local laws in Sierra Leone. This policy contains the key elements of Iluka's Policy including zero tolerance for bribery and corruption.

A copy of Iluka's Anti-bribery and Corruption Policy can be found in the Governance section of Iluka's website.

6.1.3 Human Rights Policy

During 2018, the Board adopted a Human Rights Policy outlining the Company's commitment to respecting human rights and its belief that all people should be treated with dignity and respect. The Company seeks to prevent or mitigate any negative human rights impacts in connection with its operations or activities and maximise any potential positive impacts where it is present.

All of the Company's stakeholders, including its directors, employees, contractors and suppliers, are required to comply with the Human Rights Policy. A copy of the Human Rights Policy can be found in the Governance section of Iluka's website.

6.1.4 Whistleblowing

Iluka encourages all employees, directors, contractors and consultants to raise concerns regarding any misconduct that they believe constitutes a breach of the Code of Conduct, Iluka's policies or the law. Iluka's Whistleblower Procedure sets out the mechanism by which staff can confidently, and anonymously if they wish, raise concerns in a responsible manner without fear of discriminatory treatment, recrimination or reprisal, and Iluka's commitment to properly investigate any issues.

Iluka's Whistleblower Procedure was amended in August 2018 having regard to current best practice amongst Australian listed companies and the draft 4th edition of the ASX Corporate Governance Principles & Recommendations. Further changes to reflect the proposed amendments to the Corporations Act will be included once the legislation has been enacted.

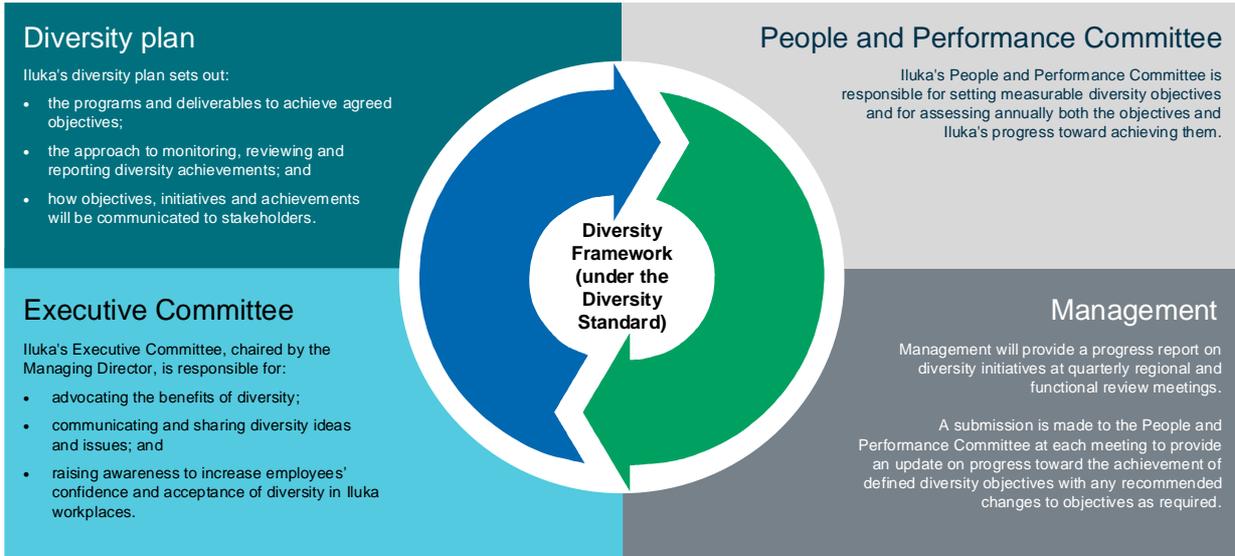
A copy of the Whistleblower Procedure can be found in the Governance section of Iluka's website.

6.2 Diversity and Inclusion

Iluka respects and encourages workplace diversity and strives to create a flexible and inclusive workplace environment. Iluka seeks to attract and retain the best people while building and maintaining a diverse, sustainable and high achieving workforce. To achieve the objective, Iluka is committed to:

- promoting awareness of diversity within Iluka;
- integrating workplace diversity principles into company activities;
- supporting skills development, aligned to the needs of Iluka, in communities in which Iluka operates;
- attracting, developing and retaining employees across various age ranges, people with disability, women and indigenous people; and
- creating a flexible and inclusive workplace culture which assists employees to balance their responsibilities.

To meet these objectives, Iluka has established a diversity framework under its Diversity Standard, as described in the diagram below:



Iluka will continue to develop and implement programmes, which foster workforce and Board diversity.

The measurable objectives that applied to the Australian workforce throughout 2018 are set out in the following table:

Measurable objective	Status of the objective at 31 December 2018
30 per cent female diversity by 2021	24 per cent
8 per cent indigenous employment by 2021	5.6 per cent

The table below highlights gender diversity across the Iluka Group as at 31 December 2018:

Level	Proportion of female (per cent)	Proportion of male (per cent)
Board	33	67
Executives / General Managers ⁽¹⁾	40	60
Other management levels	14	86
Total Iluka Group (excluding SRL ⁽²⁾)	23	77
Total SRL ⁽²⁾	8	92
Total Iluka Group	12	88
⁽¹⁾ Excludes the Managing Director. ⁽²⁾ Sierra Rutile Limited.		

Further information outlining Iluka's approach and its progress towards achieving its measurable objectives are included in Iluka's Sustainability Report to be released later in 2019. A copy of Iluka's Diversity Standard, as well as other diversity-related documents (including Iluka's most recent Workplace Gender Equality Agency Report) is available on Iluka's website at the following link: www.iluka.com/people/diversity.

6.3 Continuous disclosure and communications with shareholders

Iluka is committed to ensuring that shareholders and the market are kept fully and regularly informed of information and major developments concerning Iluka. To achieve this, Iluka has developed a Continuous Disclosure and Market Communications Policy, which establishes procedures to ensure that directors and management fulfil their obligations under the Corporations Act and the ASX Listing Rules in relation to the timely disclosure of price-sensitive information.

The policy establishes and outlines the role of Disclosure Officers who report to the Managing Director on continuous disclosure matters, being the CFO, the Company Secretary, and the General Manager Investor Relations and Commercial Mineral Sands Operations.

The Disclosure Officers are responsible for ensuring that there is an adequate system in place for receiving and considering any potentially market sensitive information which is reported to them, and advising the Managing Director in relation to the disclosure of that information to the ASX where necessary. A review of compliance with the Continuous Disclosure and Market Communications Policy was completed by Internal Audit during 2018. The review confirmed the procedure and controls were aligned with the requirements of the ASX.

Iluka communicates with shareholders through releases to the ASX, Iluka's website, information distributed direct to shareholders and the general meetings of shareholders. To ensure that security holders have the opportunity to participate at meetings of members:

- at the Annual General Meeting, shareholders elect the directors and have the opportunity to express their views, ask questions about company business and vote on items of business for resolution by shareholders; and

- PricewaterhouseCoopers, Iluka's external auditor, attends each Annual General Meeting and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report.

Iluka has an established investor relations programme to facilitate effective two-way communication with investors. In addition to providing information on the Iluka website about Iluka and its governance, this programme includes an Investor Toolkit and comprehensive information (including papers and presentations on Iluka's website) which is designed for those wishing to gain an understanding of the main elements of Iluka, its assets, industry context and basis for shareholder value generation. In particular, information available includes:

- company overview, resource base and operations;
- mineral sands industry overview;
- Iluka's customer markets and product information;
- historical financials and company presentations;
- latest ASX releases; and
- calendar of events.

Shareholders are also able to send and receive communications to/from Iluka and its share registry, Computershare Investor Services Pty Limited electronically. Shareholders can elect to receive email notifications of major disclosures by advising Computershare. In addition, Iluka has webcast/teleconference facilities associated with full and half year results and any major business presentations. Transcripts of results presentations and major business presentations are placed on the ASX announcements platform and on the Iluka website as soon as practicable after the conclusion of such events.

6.4 Dealing in shares

The Board believes it is in the best interests of shareholders for directors and employees to own shares in Iluka, subject to strict controls and guidelines on share trading.

Iluka has in place a Securities Trading Policy that applies to Iluka's directors and employees (and their "connected persons"). The policy prohibits directors and employees from trading in Iluka's securities if they are in possession of price-sensitive information that is not generally available to the market. It also prohibits dealings by directors and certain employees during defined "closed periods" except where clearance has been granted for exceptional circumstances or the dealing falls within an excluded category under the policy.

Closed periods under the policy include:

- the end of the financial year; and
- the end of a half financial year,

to the time when two business days have elapsed after the release of the annual or half yearly results respectively. Outside of these closed periods and prior to any proposed trade, directors and certain employees must seek approval prior to trading in Iluka's securities.

Directors and employees are also prohibited from engaging in short-term trading of Iluka's securities and from hedging their securities in certain circumstances. Key Management Personnel must not at any time enter into a transaction that involves using Iluka's securities as collateral in any financial transaction, including margin lending arrangements.