



NOMINATIONS AND GOVERNANCE COMMITTEE CHARTER

This Charter has been approved by the
Board of Iluka Resources Limited (14 December 2021)

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1 Introduction

- 1.1 The Board of directors (“Board”) of Iluka Resources Limited (“the Company”) has established a Nominations and Governance Committee (“the Committee”).
- 1.2 This Charter sets out the specific responsibilities delegated by the Board to the Committee and the Committee’s objectives, authority, responsibilities, composition and operation.

2 Purpose

- 2.1 The purpose of the Committee is to assist the Board by:
 - (a) ensuring the best possible directors are selected, appointed, and retained;
 - (b) planning and advising on appointment and succession for the Managing Director; and
 - (c) advising on the most suitable governance practices and processes to enable the Company to operate to a high standard, and in an efficient way.
- 2.2 The Committee will assist the Board by making appropriate recommendations. The Committee does not make decisions on behalf of the Board unless such authority in respect of any matter is expressly delegated by the Board.

3 Membership

- 3.1 The Committee must consist of:
 - (a) only non-executive directors;
 - (b) a minimum of three members;
 - (c) a majority of independent directors; and
 - (d) an independent director as Chair.
- 3.2 Members and the Chair of the Committee will be appointed by the Board.

4 Responsibilities

4.1 Nominations

The responsibilities of the Committee in relation to nominations are as follows:

- (a) assisting the Board to develop and regularly review a Board skills matrix setting out the mix of knowledge, experience, qualifications, backgrounds, diversity and other dimensions that are necessary for effective company governance and leadership;
- (b) reviewing existing directors' backgrounds against this matrix for the purposes of development and succession;
- (c) reviewing and recommending to the Board the size and composition of the Board and potential director appointments, including:
 - (i) reviewing Board succession plans and the succession of the Chairman and Managing Director, having regard to the objective that the Board comprise directors from a broad range of backgrounds with diverse skills, expertise, experience and gender;
 - (ii) making recommendations for the re-election of directors, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves; and
 - (iii) assisting the Board as required to identify individuals who are qualified to become Board members (including in respect of executive directors);
- (d) undertaking appropriate checks before appointing a director or an executive direct report of the Managing Director or putting forward to shareholders a candidate for election as a director, including checks as to the person's character, experience, education, criminal record and bankruptcy history;
- (e) monitoring that an effective director induction process is in place and that all directors undertake the Company induction process and regularly reviewing the effectiveness of these processes;

- (f) ensuring all directors have access to a professional development programme that supports the work of Iluka directors and the Board and periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively, and whether the directors as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues;
- (g) assisting the Board as required in relation to the performance evaluation of the Board, its committees and individual directors (including the Managing Director), and in developing and implementing plans for identifying, assessing and enhancing director competencies;
- (h) making recommendations to the Board on the membership of the Board's standing committees and, periodically conducting a review of the membership of the Board's standing committees;
- (i) overseeing the regular assessment of, and making recommendations to the Board as to, the independence of each director and associated disclosures.

4.2 Governance

The Committee has been delegated the following responsibilities in relation to governance:

- (a) reviewing the Company's Corporate Governance Statement and recommending it to the Board for approval;
- (b) reviewing and considering the Group's compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations and other applicable governance requirements;
- (c) monitoring significant developments in law and practice related to corporate governance and making recommendations to the Board regarding the Company's corporate governance framework, practices and processes; and
- (d) regularly considering whether governance is 'fit for purpose' and continues to support and facilitate good practice at Iluka.

5 Access to Information and Independent Advice

- 5.1 The Committee is to have access to adequate internal and external resources.
- 5.2 The Committee may seek the advice of the Company's auditors, solicitors or other independent advisers where the Committee considers that necessary or appropriate.

6 Meeting Arrangements

- 6.1 It is intended that the Committee will meet at least three times a year. Meetings may be requested by any member of the Committee.
- 6.2 A quorum for the Committee is two members.
- 6.3 The Chair may invite members of management to attend meetings as appropriate.
- 6.4 Papers for Committee meetings will be circulated to members in advance of each meeting so that members have a reasonable opportunity to review the papers.
- 6.5 Committee papers prepared by management are to be relevant, clear, complete and concise.

7 Secretarial

- 7.1 The Company Secretary or designate is the secretary of the Committee and is responsible for issuing and storing meeting notices, agendas, minutes of proceedings and supporting papers.
- 7.2 Notices, minutes, agendas and supporting papers will be made available to any director upon request to the Company Secretary, provided no conflict of interest exists.

8 Reporting Mechanism to the Board

- 8.1 The Committee Chair will report to the Board after each Committee meeting and will make recommendations to the Board as appropriate.
- 8.2 A copy of the minutes of the Committee will also be provided to the Board with the Board papers.

- 8.3 The Committee will also consider if any material matters arising out of the Committee meeting should be advised to any other Committee and, if so, recommend to the Board that this occurs.

9 Review Process and Assessment

- 9.1 The composition and annual agenda for the Committee will be reviewed at least annually, and the Charter at least every two years, to determine their adequacy for current circumstances. Any changes to the Charter will require approval of the Board.
- 9.2 The Committee will undertake a formal process of self-assessment on at least an annual basis. The results of this assessment will be communicated to the Board in order to assist the Board in its periodic review of the Committee's effectiveness.
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