

18 March 2015

The Manager  
Company Announcements Office  
Australian Securities Exchange ("ASX")

**PUBLIC ANNOUNCEMENT 2015 – ILUKA RESOURCES LIMITED**

Please find attached the following documents in relation to Iluka Resources Limited's 2015 Annual General Meeting to be held at 9:30am (WST) on Wednesday, 20 May 2015 in the River View Room 5 at the Perth Convention and Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia:

1. Notice of Annual General Meeting; and
2. Proxy Form.

The 2014 Annual Report, Notice of Annual General Meeting and Proxy Form will be shortly mailed to shareholders who have elected to receive printed copies of these documents. Copies of the documents have been lodged with the ASX today and are available on the company's website: [www.iluka.com](http://www.iluka.com).

Yours sincerely



**Cameron Wilson**  
**Company Secretary**



Iluka  
Resources  
Limited

**2015**

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Notice of Annual General Meeting

For personal use only

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 60th Annual General Meeting of Shareholders of Iluka Resources Limited ABN 34 008 675 018 (Iluka or Company) will be held in the River View Room 5 at the Perth Convention and Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia on **Wednesday, 20 May 2015** commencing at 9.30am (WST).

A map and transport instructions are included with this Notice of Meeting.

An Explanatory Memorandum accompanies and forms part of this Notice of Meeting. The Explanatory Memorandum describes the various matters to be considered in relation to the business to be conducted at the Annual General Meeting. This Notice of Meeting should be read in conjunction with the Explanatory Memorandum.

## AGENDA

### FINANCIAL REPORTS

To receive and consider the annual financial report, Directors' report and auditor's report for the Company and its controlled entities for the year ended 31 December 2014.

### ORDINARY RESOLUTIONS

#### 1. Re-election of Director – Gavin John Rezos

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

*That Gavin John Rezos who retires in accordance with Article 17.2 of the Company's Constitution and being eligible offers himself for re-election, be re-elected as a Director.*

#### 2. Adoption of Remuneration Report

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

*That the Remuneration Report of the Company for the year ended 31 December 2014 as set out in the Company's 2014 Annual Report be adopted by the Company.*

In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

**Voting exclusion:** the Company will disregard any votes cast on Resolution 2:

- (in any capacity) by or on behalf of either a member of the Key Management Personnel whose remuneration details are included in the 2014 Remuneration Report or their closely related parties (which includes their spouse, child, dependent, other family members and any controlled company); or
- as a proxy by a person who is a member of the Key Management Personnel at the date of the Meeting or their closely related parties,

unless the vote is cast as a proxy for a person who is entitled to vote on Resolution 2 in accordance with their directions on the Proxy Form or by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy.

#### 3. Increase in the non-executive Directors' fee cap

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

*That, with the effect from 21 May 2015, the maximum aggregate amount of remuneration payable to all non-executive Directors of Iluka Resources Limited be increased by \$300,000 to \$1.8 million per annum.*

An explanation of the proposed Resolution is set out in the accompanying Explanatory Memorandum.

**Voting exclusion:** the Company will disregard any votes cast on Resolution 3:

- by any Director or any associate of a Director; or
- as a proxy by a person who is a member of the Key Management Personnel at the date of the Meeting or their closely related parties,

unless the vote is cast as proxy for a person who is entitled to vote on Resolution 3 in accordance with their directions on the Proxy Form or by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy.

## PROXY AND VOTING ENTITLEMENT INSTRUCTIONS

### Proxy instructions

A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint up to two individuals to act as proxies to attend and vote on that Shareholder's behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

The Proxy Form (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be delivered to or sent by facsimile transmission to the Company's share registry, **Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001 Australia, facsimile number 1800 783 447 and outside Australia +61 (3) 9473 2555** or to the Company's registered office at Level 23, 140 St Georges Terrace, Perth, Western Australia, 6000, facsimile number +61 (8) 9360 4777, at least 48 hours prior to the Meeting, or adjourned meeting as the case may be, at which the individual named in the Proxy Form proposes to vote.

Alternatively, you may register your proxy instructions electronically at the share registry website [www.investorvote.com](http://www.investorvote.com) by **9.30am (WST), Monday, 18 May 2015**. For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

The Proxy Form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. The proxy may, but need not, be a Shareholder.

In the case of Shares jointly held by two or more persons, all joint holders must sign the Proxy Form.

### Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the Resolutions. All your shareholding will be voted in accordance with such a direction unless you indicate only a proportion of voting rights are to be voted on the Resolutions by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes with respect to a Resolution, your proxy may vote as he or she chooses with respect to that Resolution. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

### Voting restrictions that may affect your proxy appointment

Due to the voting exclusions that may apply to Resolutions 2 and 3, the Key Management Personnel and their closely related parties will not be able to vote your proxy on Resolutions 2 and 3 unless you have directed them how to vote or, in the case of the Chairman, if you expressly authorise him.

### Chairman voting undirected proxies

In accordance with the express authorisation on the Proxy Form, the Chairman intends to vote undirected proxies on, and in favour of, all of the proposed Resolutions.

### Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry, Computershare Investor Services, before the Meeting or at the registration desk on the day of the Meeting. Certificates of appointment of corporate representative are available at [www.computershare.com](http://www.computershare.com) or on request by contacting Computershare Investor Services on telephone number 1300 733 043, and outside Australia +61 (3) 9415 4000.

### Voting entitlement (snapshot date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 5pm (WST) on **Monday, 18 May 2015**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## Questions from Shareholders

At the Meeting, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Mr Nick Henry of PricewaterhouseCoopers, as the auditor responsible for preparing the auditor's report for the year ended 31 December 2014 (or his representative), will attend the Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have in writing no later than **9.30am (WST), Wednesday, 13 May 2015**:

**In person:** 23rd Floor, 140 St Georges Terrace, Perth WA 6000

**By mail:** Company Secretary, Iluka Resources Limited  
23rd Floor, 140 St Georges Terrace, Perth WA 6000

**By email:** [company.secretary@iluka.com](mailto:company.secretary@iluka.com)

**By fax:** (08) 9360 4777 (within Australia)  
+61 8 9360 4777 (outside Australia)

At the Meeting, the Company will make available copies of a list setting out the questions directed to the auditor received in writing by **9.30am (WST), Wednesday, 13 May 2015** and which are questions which the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the financial report for the year ended 31 December 2014. The Chairman will allow reasonable opportunity to respond to the questions set out on this list.

BY ORDER OF THE BOARD



CAMERON WILSON  
Company Secretary

Dated: 18 March 2015

# EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information and benefit of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting. The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which may be material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting. This Explanatory Memorandum should be read in conjunction with the Notice of Meeting.

Unless the context otherwise requires, capitalised terms used in this Explanatory Memorandum have the same meaning given to them in the Glossary to this Explanatory Memorandum.

## FINANCIAL REPORTS

The Corporations Act requires the Annual Report of the Company (which includes the Directors' report, auditors' report and the financial statements of the Company for the year ended 31 December 2014) to be tabled at the Annual General Meeting.

Iluka's 2014 Annual Report (which includes the annual financial report, Directors' report and auditor's report) has been sent to those Shareholders who requested it. The 2014 Annual Report can be found on the Company's website ([www.iluka.com](http://www.iluka.com)).

Neither the Corporations Act nor the Constitution requires a vote of Shareholders on the reports or financial statements.

During this item, there will be an opportunity for Shareholders to ask questions about, or comment on, the reports and the management and performance of the Company.

## Ordinary Resolutions

### 1. Resolution 1 – Re-election of Director – Mr Gavin John Rezos

**Gavin John Rezos, BA, LLB, B.Juris, MAICD**

Gavin Rezos retires under the director rotation provisions of Article 17.2 of the Company's Constitution. Mr Rezos, being eligible, has offered himself for re-election as a Director.

Mr Rezos was appointed to the Board in June 2006 and is considered by the Board to be an independent Director. He has extensive Australian and international investment banking experience and is a former investment banking director of the HSBC Group with regional roles during his HSBC career based in London, Sydney and Dubai. Mr Rezos has held chief executive positions and executive directorships of companies in the technology, energy and resources areas in the UK, US and Singapore and was formerly a director of Amity Oil NL (Antares). He is Chairman of Alexium International Group Limited, a non-executive investor director of Metalysis Limited (UK) and a principal of Viaticus Capital Pty Ltd. Mr Rezos is a member of the Nominations Committee and the People and Performance Committee.

The Board (other than Mr Rezos) recommends that Shareholders vote in favour of the resolution to re-elect Mr Rezos.

### 2. Resolution 2 – Adoption of Remuneration Report

The Remuneration Report is set out in the Directors' report in the Company's Annual Report.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of Key Management Personnel and the Company's performance; and
- sets out the remuneration arrangements in place for each Director and for the Managing Director and other Key Management Personnel.

The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 2 is advisory only and does not bind the Directors or the Company.

A voting exclusion applies to Resolution 2 in the terms set out in the Notice of Meeting. Key Management Personnel and their closely related parties may not vote on this Resolution and may not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote or the proxy is given to the Chairman and expressly authorises the Chairman to exercise the proxy. The Chairman will use any such proxies to vote in favour of Resolution 2.

The Board recommends that Shareholders vote in favour of the resolution to adopt the Remuneration Report.

# EXPLANATORY MEMORANDUM

## 3. Resolution 3 – Increase in non-executive Directors' fee cap

### Quantum of the increase

The current maximum aggregate remuneration payable to all non-executive Directors is \$1.5 million per annum (**fee cap**), which was approved by Shareholders at the 2011 AGM.

For the purposes of Article 20.1 of the Company's Constitution and Rule 10.17 of the ASX Listing Rules, Shareholder approval is now sought to increase this fee cap by \$300,000 to \$1.8 million per annum (including superannuation).

### Reason for the increase

The present fee structure for Directors is set out on page 86 of the Annual Report. The Board has determined that there will be no further increase to the base fees payable to individual Directors at this time, even if Shareholders approve the increase to the fee cap.

However, the Board considers that it is appropriate to seek approval for an increase in the fee cap in order to maintain an appropriate fee buffer in advance of specific needs arising. In particular, the increase to the fee cap will provide the Board with flexibility to make additional appointments to the Board should this be appropriate. While the Board is not currently proposing to increase its size, a circumstance may arise where the Board may wish to appoint additional non-executive Directors, for example to take advantage of an opportunity to appoint a candidate with particular skills or expertise that complements those currently represented on the Board.

In addition, the increase to the fee cap will provide scope to attract and retain high-calibre Board members and to provide effective transition arrangements. To facilitate orderly succession planning, new Directors may be appointed prior to the retirement of existing Directors, resulting in a short-term increase in the size of the Board and the total fees payable to the Directors. The proposed increase in the fee cap would enable the Company to facilitate such future changes in its membership and composition.

### Payments included in the non-executive Directors' fee cap

The non-executive Directors' fee cap includes fees that are paid to Iluka's non-executive Directors for serving on the Board or standing committees of the Board, superannuation contributions made by the Company and its controlled entities and any fees a non-executive Director sacrifices on a pre-tax basis. The fee cap does not include reimbursement of genuine out of pocket expenses or special exertion fees.

### Amount paid to non-executive Directors in 2014

As set out in the table at page 89 of the 2014 Annual Report, in 2014 a total of \$1,275,298 was paid to the non-executive Directors in fees and benefits. This amount is in respect of all non-executive Directors who served on the Board during 2014 and is inclusive of fees and superannuation contributions.

No securities have been issued to any non-executive Director under ASX Listing Rules 10.11 or 10.14 with shareholder approval within the last three years.

### Board recommendation

As the non-executive Directors have a personal interest in Resolution 3, the Directors make no recommendation as to how Shareholders should vote on this resolution.

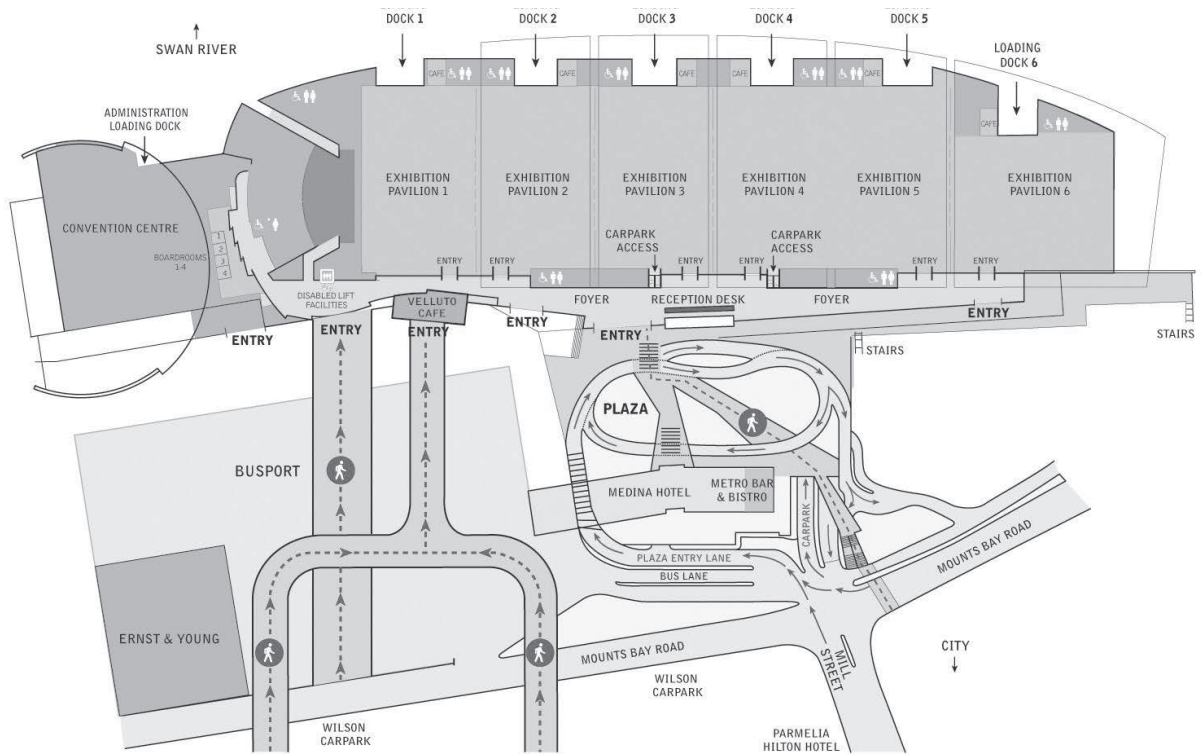
#### 4. Glossary

In this Explanatory Memorandum, the following terms have the following meaning unless the context otherwise requires:

Annual General Meeting or Meeting	Annual General Meeting of Shareholders or any meeting adjourned thereof, convened by the Notice.
Annual Report	The Company's annual report including the reports of the Directors and the auditor and the financial statements of the Company of the year ended 31 December 2014 which can be downloaded from the Company's website at <a href="http://www.iluka.com">www.iluka.com</a> .
Board	Board of Directors.
Chairman	The Chairman of the Board, Mr Greg Martin.
Company or Iluka	Iluka Resources Limited ACN 008 675 018.
Company Secretary	Either or both of the Company Secretaries of the Company at the time of the Annual General Meeting, being Mr Cameron Wilson and Mr Nigel Tinley.
Constitution	The Company's constitution.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Explanatory Memorandum	This explanatory memorandum which accompanies and forms part of the Notice of Annual General Meeting.
Key Management Personnel	Those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Managing Director	The Managing Director of the Company, Mr David Robb.
Notice and Notice of Meeting	The notice of Annual General Meeting which accompanies this Explanatory Memorandum.
Proxy Form	The proxy form accompanying this Notice.
Remuneration Report	The remuneration report appearing in the Annual Report.
Resolution	A resolution referred to in the Notice of Meeting.
Share	A share in the Company.
Shareholder	A registered holder of a Share.
WST	Western Standard Time.



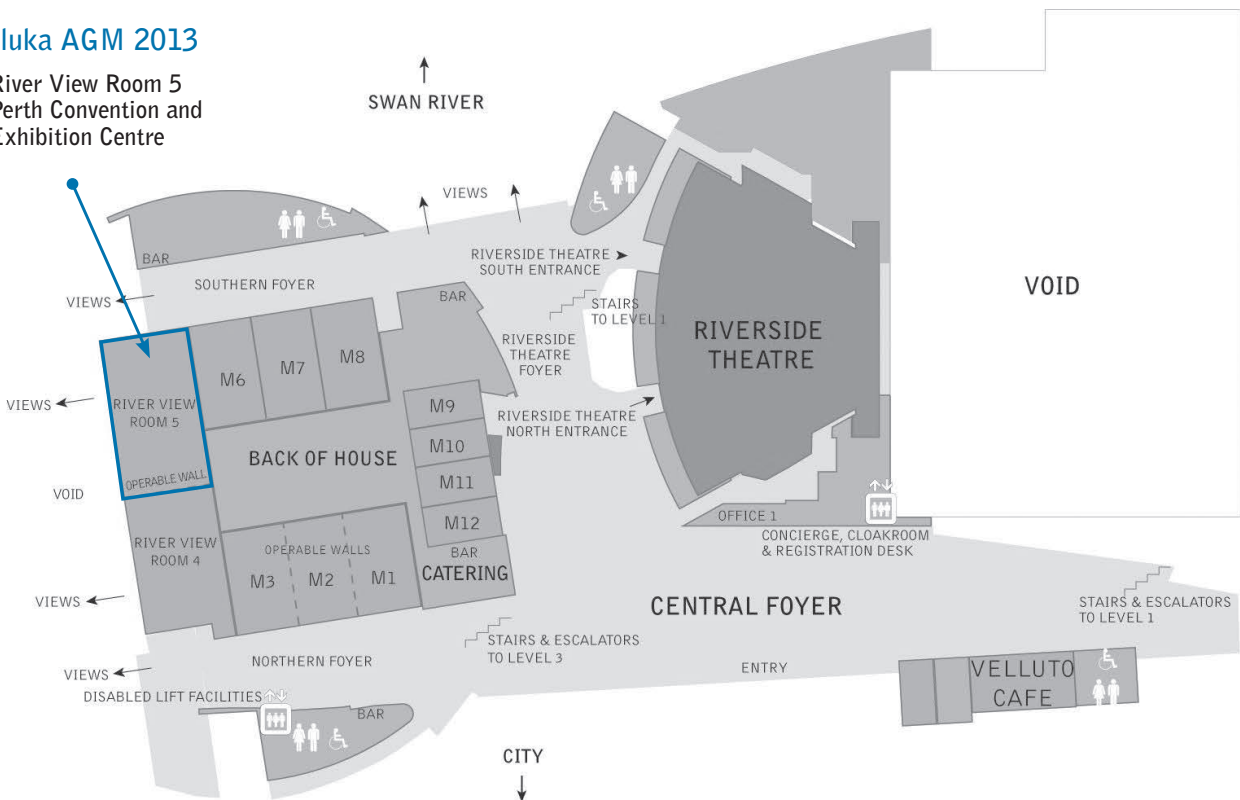
## Perth Convention and Exhibition Centre – Access



## Perth Convention and Exhibition Centre – Level 2

### Iluka AGM 2013

River View Room 5  
Perth Convention and Exhibition Centre



Registered Office:  
Level 23, 140 St Georges Terrace, Perth WA 6000  
GPO Box U1988, Perth WA 6845

Telephone: + 61 8 9360 4700  
Facsimile: + 61 8 9360 4777



**ILUKA**

Iluka Resources Limited

ABN 34 008 675 018

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# ILUKA

## Iluka Resources Limited

ABN 34 008 675 018

┌ 000001 000 ILU  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

### Lodge your vote:

**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)

**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 733 043  
(outside Australia) +61 3 9415 4801

## Proxy Form



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

**For your vote to be effective it must be received by 9:30am (WST) Monday, 18 May 2015**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Appointing the Chairman as proxy:** If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you leave Step 1 blank, or your named proxy does not attend the meeting or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will be your proxy.

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**Voting restrictions for KMP:** Please note that if you appoint a member of the key management personnel (KMP) of the Company or one of their closely related parties as your proxy, they cannot vote on Resolutions 2 and 3 unless you direct them how to vote or the Chairman of the Meeting is your proxy. If the Chairman of the Meeting is your proxy and you do not mark a voting box for Resolutions 2 and 3, then by completing and returning the proxy form you will be expressly authorising the Chairman of the Meeting to exercise your proxy in respect of these Resolutions, even though they are connected with the remuneration of the Company's KMP.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone.

Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** ➔

This Document is printed on Greenhouse Friendly™ ENVI Laser Carbon Neutral Paper

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Iluka Resources Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Iluka Resources Limited to be held in the River View Room 5, at the Perth Convention and Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia on Wednesday, 20 May 2015 at 9:30am (WST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), by completing and returning this proxy form, I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 2 and 3 (except where I/we have indicated a different voting intention below) even though Resolutions 2 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 2 and 3 by marking the appropriate box in step 2 below.

### STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Re-election of Director – Gavin John Rezos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Increase in the non-executive Directors' fee cap	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

**Signature of Securityholder(s)** *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

\_\_\_\_\_

Contact Daytime Telephone

\_\_\_\_\_

Date

\_\_\_\_ / \_\_\_\_ / \_\_\_\_