



SUSTAINABILITY 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 Sustainability 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 reviewing the Company’s sustainability strategy and reporting, including performance under health, safety, environment, and community (“HSEC”) related laws, regulations, and policies.
- 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 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 Sustainability strategy, performance, and reporting

The Committee shall assist the Board of directors in fulfilling its responsibilities relating to the sustainability strategy by:

- (a) monitoring the Group’s identification, management, and mitigation framework for risks relating to sustainability and environmental, social, and governance (“ESG”) matters;
- (b) receiving reports from management regarding any material exposure to environmental or social risks and the management of those risks;

- (c) reviewing and providing feedback to management on the Company's sustainability reporting, including with respect to climate, modern slavery and other ESG matters;
- (d) reviewing and endorsing to the Audit and Risk Committee the Sustainability section of the annual internal audit plan;
- (e) reporting to the Board on the Company's performance with respect to sustainability, including by having regard to the consequences of decisions and actions, including impacts on employees, third parties, communities (including indigenous communities) and the Group's reputation;
- (f) reviewing and recommending to the Board the Group's public sustainability and ESG targets and position statements (including with respect to climate);
- (g) monitoring the effectiveness of all Group strategies, policies, and standards as they relate to sustainability;
- (h) reviewing and reporting to the Board on external material industry trends with respect to sustainability which may have significant implications for the Group; and
- (i) monitoring compliance with applicable sustainability and ESG-related laws and regulations and other external commitments, made on behalf of the Company.

4.2 HSEC compliance and policies

The Committee shall assist the Board in fulfilling its responsibilities relating to HSEC reporting and policies by:

- (a) reviewing the Group's systems for compliance with applicable HSEC related legal and regulatory requirements;
- (b) monitoring and preparing reports to the Board on HSEC matters including incidents, investigations, and reporting;
- (c) recommending to the Board key HSEC policies and strategies and reviewing other HSEC policies developed by management.

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 Directors who are not members of the Committee have a standing invitation to attend Committee meetings.
- 6.4 The Chair may invite members of management to attend meetings as appropriate.
- 6.5 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.
- 6.6 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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