

## **DIRECTORS' CODE OF CONDUCT**

---

Iluka's Code of Conduct for Directors sets down eleven standards for appropriate ethical and professional behaviour for Directors of the Company. The Code is based on the Code of Conduct of the Australian Institute of Company Directors. Each director agrees to be bound by the Code when discharging their duties as a director of the Company.

The eleven standards are as follows:

1. We will act honestly, in good faith and in the best interests of the Company as a whole.
2. We will use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
3. We will use the powers of office for a proper purpose, in the best interests of the Company as a whole.
4. We recognise that the primary responsibility is to the Company's shareholders as a whole but we will, where appropriate, have regard for the interests of all stakeholders of the Company.
5. We will not make improper use of information acquired as a director.
6. We will not take improper advantage of the position of director.
7. We will properly manage any conflict with the interests of the Company.
8. We have an obligation to be independent in our judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.
9. We acknowledge that confidential information received by a director in the course of the exercise of directorial duties remains the property of the Company and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Company or is required by law.
10. We will not engage in conduct likely to bring discredit upon the Company.
11. We have an obligation, at all times, to comply with the spirit, as well as the letter of the law, the policies, guidelines and procedures of the Company and with the principles of this Code.

This Code was adopted by the Board of the Company at its meeting held at Perth on the 22<sup>nd</sup> of June 2005.

**I C R Mackenzie**  
**Chairman**