



Company	Iluka Resources Limited
Code	ILU
Meeting	AGM
Date	16 April 2019
Venue	Perth Exhibition and Convention Centre, Perth WA
Monitor	Geoff Read assisted by Geoff Field

Number attendees at meeting	51 shareholders plus 34 visitors
Number of holdings represented by ASA	100
Value of proxies	\$4.1m
Number of shares represented by ASA	449,000
Market capitalisation	\$3.844B
Were proxies voted?	Yes, on a poll
Pre-AGM Meeting?	Yes, with chairman Greg Martin and others.

Iluka receives a first strike, 34% vote against the Rem Report

In a surprise result the ILU remuneration report received a first strike with 34% of votes cast against adopting the report. Last year the rem. report received 99.4% of votes for its adoption.

We asked the Chairman if he understood the reasons for this vote and he replied that two proxy advisers had recommended an against vote because of their dissatisfaction with the new employee incentive plan. This is a combined plan which replaced the short-term incentives and long-term incentives which applied to prior years. In further discussions after the meeting it was not clear if the opposition was to the overall plan or to some of the measures which are contained within it. The directors will be seeking further information and propose to engage directly with shareholders prior to the next AGM.

Both the Chairman & MD addressed the challenges experienced at the Sierra Leone mine during 2018. In response to a question from the ASA the Chairman described to the meeting how the

proposed sale of a 10% share of Sierra Leone Rutile to the International Finance Corporation (which is a member of the World Bank Group) would prove advantageous to the company in engagement with the government of Sierra Leone and in creating a joint framework to bring the highest standards of sustainability and community engagement to a large proposed expansion project at Sembehun.

It is anticipated that the investment decision will be approved by the IFC and the Board of ILU in the next 3 months.

The ASA asked the MD about a proposed tailings recovery project at Eneabba in WA. This is a monazite rich source, but monazite is difficult to process and has radioactive by-products. In reply the MD told us that the proposal was to recover the monazite and to sell it as a raw material for further processing by others so as to maintain a safe workplace for employees.

ILU had fully distributed its franking credit balance as at Dec 31, 2018.

Chairman's and MD's addresses:

<https://www.asx.com.au/asxpdf/20190416/pdf/444bzpfl7xsnw4.pdf>

Voting Results:

<https://www.asx.com.au/asxpdf/20190416/pdf/444c52xznm05l4.pdf>