



Supplier Code of Conduct

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1 PURPOSE

The Tronox Supplier Code of Conduct (the “Code”) has been established to provide clarity on the Company’s expectations and the obligations of its suppliers, business partners, and their subcontractors.

Tronox values its partnerships with suppliers and fully recognizes that mutual success is built on open communication and a commitment to common principles and business practices. Accordingly, the company has set high standards for the way it conducts business in the areas of regulatory compliance, social responsibility, and environmental stewardship.

It is the responsibility of each supplier to ensure that its employees and representatives understand and comply with this Code.

2 SCOPE

This code applies to all existing or prospective Tronox suppliers. This also includes persons conducting businesses on our behalf (contractors, agents, and intermediaries). Additional local requirements may apply.

3 CODE

3.1 ETHICS AND LEGAL REQUIREMENTS

Suppliers will conduct their business in a legal and ethical manner and act with integrity. Further, they will ensure that all third parties and subcontractors are in full compliance with contractual agreements and compliance requirements:

3.1.1 Compliance with Applicable Laws and Regulations

Meet and document compliance of all applicable regulatory and statutory requirements.

These include requirements against anti-competitive practices, forced labour, collusion, price fixing, prevention of money laundering, tax evasion, and to the combating of terrorism.

3.1.2 Conflicts of Interest

Avoid any conflict of interest or even the appearance of a conflict of interest when interacting with Tronox employees.

Suppliers or representatives should not deal directly during negotiation or otherwise with any Tronox employee whose spouse or other family member or some other close relation is an employee or has a personal or financial interest in the vendor or vendor's business.

3.1.3 Bribery

Refrain from engaging in any form of commercial bribery with its suppliers, agents, or customers, nor offer any incentive to any Tronox employee or family member of a Tronox employee to obtain or retain business.

Suppliers shall not pay or accept bribes, tolerate any form of money laundering, or participate in other illegal incentives in business.

Suppliers and representatives should never offer a bribe, kickback, or bartering agreement for goods and services or any other incentive to a Tronox employee in order to obtain or retain Tronox

business; any gifts or entertainment given or received must be in compliance with the law and must not violate Tronox policy.

Abstain from any form of governmental bribery with any political, regulatory, or other government employee and comply with all applicable laws dealing with the bribery of government officials, including the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act.

3.1.4 Fair Competition

Comply with all applicable laws regarding fair competition and antitrust.

3.1.5 Trade Laws

Comply with the trade laws and regulations. This may include economic sanctions and import and export laws.

3.1.6 Insider Trading

Avoid insider trading by buying or selling Tronox or another company stock when in possession of information about Tronox or another company that is not available to the investing public and that could influence an investor's decision to buy or sell stock.

3.1.7 Protection of Information

Demonstrate mechanisms to safeguard Tronox' confidential or sensitive information including intellectual property, pricing, and employee information, and act to prevent its misuse, theft, fraud, or improper disclosure.

3.1.8 Intellectual and Physical Property

Use such assets only when authorized by Tronox to do so; Use Tronox-provided information technology and systems (including e-mail) primarily for Tronox business related purposes and in accordance with applicable Tronox policy; Tronox policy prohibits Suppliers and representatives from using Tronox-provided assets, technology, or systems to create, access, store, print, solicit, or send any material that is harassing, discriminating, abusive, threatening violence or similarly inappropriate or unlawful; Comply with Tronox requirements for maintenance of passwords, confidentiality, and security and follow its privacy procedures as a condition of receiving access to Tronox' internal corporate network, systems, and buildings.

3.1.9 Business Records

Honestly and accurately record and report all business information and comply with all applicable laws regarding their completing and accuracy.

3.1.10 Identification of Concerns

Provide means for their employees to report concerns or potentially unlawful activities in the workplace. Treat any report in a confidential manner. Investigate such reports and take corrective action if needed.

3.1.11 Communication of Material Events

Supplier will immediately advise Tronox of changes in ownership, management control, significant legal actions, operating disruptions for whatever reason and adverse financial conditions.

3.2 HUMAN DIGNITY AND LABOUR

Suppliers are expected to protect the human rights of their employees and to treat them with dignity and respect. Including:

3.2.1 Forced Labour

Suppliers shall not traffic in persons or use any form of slave, forced, bonded, indentured, or involuntary prison labour. This includes the transportation, harbouring, recruitment, transfer, or receipt of persons by means of threat, force, coercion, abduction, fraud, or payments to any person having control over another person for the purpose of exploitation.

As part of this commitment to prohibiting human trafficking, Suppliers may not engage in any of the following conduct:

- Destroying, concealing, or confiscating identity or immigration documents;
- Using fraudulent recruiting tactics; or
- Charging employees unreasonable recruitment fees or providing inadequate housing based on local standards, laws and directives.

3.2.2 Child Labour

Child labour is strictly prohibited. Suppliers shall not employ children. The minimum age for employment or work shall be 16 years of age, the minimum age for employment in that country, or the age for completing compulsory education in that country, whichever is higher. This Supplier Code of Conduct does not prohibit participation in legitimate workplace apprenticeship programs.

3.2.3 Non-discrimination

Non-discrimination in hiring practices on grounds of race, creed, gender, religion, national origin, age, disability, marital status, sexual orientation, union membership, political affiliation, or other factors as mandated by the applicable laws of the countries in which they operate. This shall include an elimination of discrimination in compensation, access to training, promotion, termination, or retirement.

3.2.4 Fair Treatment

Respect for workers, and a zero tolerance for any engagement in corporal punishment, violence or threats of violence, or other forms of physical coercion or harassment.

Sexual harassment of employees will not be tolerated.

3.2.5 Working Hours, Wages and Benefits

Working hours for suppliers' employees will not exceed the maximum set by the applicable national law. Compensation paid to employees will comply with applicable national wage laws in the interests of providing an adequate standard of living. Employees must be paid in a timely manner in accordance with local laws.

Suppliers shall not permit any deductions from wages as a disciplinary measure nor permit any other deductions which are not provided for by national law.

Suppliers' employee records must be maintained in accordance with local and national regulations.

3.2.6 Regular Employment

Ensure that regular employment is provided, eliminating the extended usage of fixed or short-term contracts to avoid conferring mandated benefits to workers.

3.2.7 Freedom of Association

In accordance with Tronox's policy on Freedom of Association, respect the rights of employees to associate freely, join labor unions, seek representation, and engage in collective bargaining.

3.3 ENVIRONMENT, HEALTH AND SAFETY

Tronox' commitment to sustainability includes efficient use of resources, respect for the environment, and safe and healthy workplaces. The company expects its suppliers to make

similar commitments to continuously improve their environmental, health, and safety performance. Including:

3.3.1 Respect the Environment

Collaborate to eliminate waste and cost from the supply chain such as programs to reduce emissions and waste, promote the efficient use of energy and natural resources, and encourage responsible management of their products and processes through their entire life cycle, and for their intended end use. To this end, suppliers must:

- Demonstrate compliance with all legislation, regulations, by-laws, and any applicable environmental related guidelines.
- Maintain all required permits and documentation and keep these available for inspection.
- For specified suppliers, ISO 14001 or Responsible Care certification is a requirement. Other appropriate, medium- and large-suppliers are strongly encouraged to adopt these management systems.
- For specified suppliers, disclosures related to greenhouse gas (GHG) emissions and air quality (AQ) management is a requirement.
- Where goods are provided, suppliers should strive to eliminate unnecessary packaging and have processes in place to safely recycle or re-use waste byproducts.
- Suppliers are strongly encouraged to improve disclosure and embed management systems for:
 - Reduced energy consumption;
 - Responsible use of water;
 - Safe handling and disposal of chemicals;
 - Improved management of waste, reduced air emissions and wastewater discharges; and
 - Containment of spillages and other potential accidental discharges.

3.3.2 Protect Health and Safety

Suppliers conducting work on or making deliveries to Tronox sites must comply with all corporate and site-specific safety and occupational health requirements, with a clear understanding of the consequences of non-compliance. Further, suppliers must demonstrate and actively work to advance sustainable business practices and a clear commitment to a safe workplace by complying with the Tronox LIFE Saving Rules. Health, safety, and security must be priorities in product manufacturing and in planning for new products, facilities, or processes.

Employees must work in a safe and healthy workplace, with the appropriate controls, training, work procedures, and personal protective equipment. Suppliers therefore must:

- Strive to eliminate fatalities, work-related injuries and health impairment of the workforce
- Ensure that all incidents leading to fatalities, injury and occupational incidents and diseases are reported and investigated thoroughly to determine all contributing factors and implementation of corrective and preventative actions.
- Maintaining continuous hazard and aspect identification and risk assessments for safety, occupational health and sustainable development.
- Suppliers must enforce and visibly manage a zero tolerance to behavior and practices that harm the workforce.
- The supplier should ensure a high level of emergency preparedness and response to manage potential safety, health, and environmental emergencies.
- Assign management responsibility for and have appropriate policies and preventative maintenance programs in place aimed at protecting the safety and health of their workforce. Suppliers are expected to maintain a zero tolerance approach to unsafe behavior.
- Assess and manage risks associated with health and safety hazards, including occupational exposure, with written procedures, work instructions, and appropriate personal protective equipment for addressing these. In instances where there is an increased likelihood of occupational exposure, employees are to receive confidential medical examinations to monitor any potential exposure hazard – this includes noise, dust, and excessive vibrations.
- Ensure that all personal protective equipment (PPE) is appropriate for the type of operation performed and available at no cost to the employee.
- Comply with all legislation, regulations, by-laws, and any guidelines as applicable to ensure a safe, productive, and hygienic working environment.
- Ensure that workers receive regular and recorded health and safety training, and such training shall be repeated for new or reassigned workers.
- Maintain a high level of emergency preparedness and response to manage any potential safety, health, or environmental emergency including fire safety.
- Ensure access to clean toilet facilities which are separated by gender, permit unrestricted access to potable water, and where appropriate provide sanitary facilities for food storage.
- Where provided, that accommodation is clean, safe, and meets the basic needs of the workforce.

3.3.3 Promote Wellness

In geographies where infectious diseases (including HIV/AIDS, Malaria, and Tuberculosis) or epidemics are prevalent, suppliers are encouraged to fight against these diseases. To this end, suppliers must:

- Strive to eliminate any stigma or unfair discrimination based on real or perceived HIV/AIDS status or other infectious diseases.
- Have a clear policy for addressing infectious diseases in the workplace. These should be founded on voluntary counselling, voluntary testing, and patient confidentiality.
- Have a prevention and treatment strategy linked to programs of care for those with infectious diseases.

3.4 CORPORATE CITIZENSHIP

Suppliers shall be good corporate citizens within the communities where they operate. To this end, suppliers are strongly encouraged to:

3.4.1 Respect Human Dignity

Respect human dignity and the rights of individuals and of the communities associated with their operations.

Contribute to the economic, social, and educational well-being of the communities where they operate. This may include action plans to support social transformation through development of critical skills, reduce unemployment and increase the participation of small or marginalized community businesses in supply chains.

3.4.2 Regard for Community

Have a regard for the impact on the local communities when recruiting, employing, and accommodating the workforce.

Respect human dignity and recognize the rights, cultural heritage and traditions of indigenous communities and handle any matters in a spirit of respect, trust, teamwork and dialogue.

Learn more about the various community development initiatives being undertaken by Tronox and identify opportunities for participation and collaboration.

3.5 QUALITY

Tronox strives for continuous improvement in quality of goods and services in all facets of operations and expects suppliers to partner in the investment. Suppliers will maintain a documented quality system that utilizes process controls and emphasizes defect prevention rather than defect detection. Including:

3.5.1 Communication

Promptly notify Tronox of changes to goods or services that may adversely impact Tronox' product usage and/or business relationship.

Notify in advance any plans to discontinue goods or services and channel all communications on terms, conditions, and pricing through designated Tronox supply chain or departmental representatives.

Obtain prior approval before soliciting or reaching out to others in the company.

3.5.2 Information

Give a timely response to requests for information, technical assistance, or corrective actions. Commit to openly share information on all elements of cost and cost improvement initiatives. Share sustainability and related data and, if necessary, cooperate in a sustainability audit.

3.5.3 Service

Accept only specifications or requirements that can be met.

Pay prompt and professional attention to the highest customer service standards.

Comply with purchase order and contract compliance regarding schedules and deliveries for goods and services.

3.5.4 Assessments

Supplier will cooperate with reasonable assessments to ensure compliance with agreed SHE, quality and commercial terms.

3.6 INNOVATION**3.6.1 Process Development**

Partner to develop process improvements and new applications, in addition to providing goods, services or innovations that give Tronox a technical, process or service advantage over our competition.

3.6.2 Productivity Improvements

Assist with research and the implementation of productivity improvements that result in lower costs every year as well as provide ideas and solutions that will improve the cost of goods and services.

3.6.3 Effective Use of Electronic Commerce

Cooperate to improve efficiency of interaction through the utilization of e-Sourcing, e-Invoicing and other web-based electronic tools.

Include purchase order numbers and reference numbers, where applicable, on all transaction documents.

Participate in the automation of procure-to-pay processes, when applicable, and in the construction of parts catalogues.

3.7 COMPLIANCE

This Code is supplemental to any contract between Tronox Holdings Limited and its subsidiary businesses and suppliers. To the extent that more specific or stringent terms are agreed in a contract, the contract terms shall control.

Suppliers are expected to maintain management systems and controls that are based on sound business and scientific principles, which include establishing objectives and targets to promote and facilitate compliance with applicable laws and the principles set forth in this Supplier Code of Conduct. Suppliers should also apply these or similar principles to the subcontractors and suppliers they work with in providing goods and services to Tronox. In selecting suppliers, Tronox will, in conjunction with parallel evaluation criteria, show preference to those suppliers that demonstrate commitment to responsible supply. Suppliers must ensure the full implementation of these standards within their organization as well as the cascading into their supply chain.

We recognize that certain suppliers will face legitimate challenges in immediately meeting every facet of this Code. As our goal is to drive the continuous improvement of standards within our supply chain, we are committed to working with such suppliers over time to help them achieve adherence with the requirements of this Code.

In the event of a non-compliance with any of the requirements of this Code, Tronox reserves the right to require the supplier in question to:

- Demonstrate material progress towards compliance with the requirement(s) in question within a defined and reasonable time; and/or

- Bring itself into full compliance with the requirement(s) in question within a defined and reasonable time.

In the event of serious, material and/or persistent non-compliance, or where suppliers otherwise demonstrate inadequate commitment, persistent inaction or a lack of improvement, we reserve the right to terminate the business relationship (and any contracts associated with it) with the supplier in question.

Tronox reserves the right to verify new and existing suppliers' compliance to the requirements of this Code through internal and/or external assessment mechanisms. As such, suppliers must:

- Provide all reasonable cooperation with any verification activity linked to this Code (whether carried out by Tronox or by third parties engaged by Tronox), including the granting of independent access to relevant personnel, sites, documentation and data.
 - This is notwithstanding legitimate restrictions applicable to commercially sensitive and/or confidential information – in such cases (and where such information is believed to be of material relevance to verification activity), suppliers should work with Tronox to try to identify mutually acceptable mechanisms for its safe and legitimate disclosure.

If you have any questions about this Supplier Code of Conduct, please contact SupplyChain@Tronox.com.

Concerns with respect to a violation of this Supplier Code of Conduct or wrongdoing by Tronox can be reported anonymously via the Tronox Ethics and Compliance Hotline, “Speak Up”, which is administered by third-party provider Convercent. The Hotline reporting service is available 24 hours a day, 7 days a week. Written reports may be made online at: tronox.com/speakup. Telephone reports may be made to: +1 800 4619330. (This number is toll-free in the US and Canada only; local toll-free numbers may be found at tronox.com/speakup)