

Contents

1. PURPOSE.....	1
2. SCOPE.....	2
3. POLICY.....	2
4. DEFINITIONS	4
5. REPORTING.....	5
6. CONSEQUENCES.....	5
7. POLICY REVIEW AND EXCEPTIONS	6
8. RELATED INFORMATION	6

1. PURPOSE

Tronox Holding plc (together with its subsidiaries and affiliates, “Tronox” or the “Company”) and its management endeavors to provide guidelines and rules that will help its employees to conduct business ethically and in compliance with the anti-bribery and anti-corruption laws and also adhere to our Code of Ethics and Business Conduct (the “Code”) in situations where the risk of inappropriate actions is high while conducting business on behalf of Tronox.

The purpose of this policy is to ensure that Tronox complies with the U.S. Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act (“UKBA”) and other similar regulations in all jurisdictions where it operates.

Date Issued: October 12, 2022 Supersedes: April, 2013	Title of Policy Owner: Director, Trade & Compliance	Page 1 of 6
Electronically Controlled Document – For the Latest Version Check the Intranet		

2. SCOPE

This policy applies worldwide to Tronox and to all its directors, officers and employees (collectively, “Tronox Employees”) as well as all third-parties, contractors, agents, distributors, and consultants when conducting business with, or on behalf of Tronox. The scope of this policy is very broad and includes:

- All suppliers, both existing and potential
- All customers, both existing and potential
- Employees and potential employees
- Independent contractors, agents and distributors of Tronox

Effective Date October 12, 2022

- Any individual or organization with whom any Tronox Employee or other person covered by the policy comes into contact in their work-related capacity.

3. POLICY

3.1 Statement

Tronox strictly prohibits corrupt interactions with Government Officials and individuals in the private sector to improperly influence official action.

- No employee or third party of Tronox shall give, offer, promise, authorize or pay anything of value to any Government Official or any other person or entity including those in the private or commercial sector to induce the recipient to misuse his or her position or to obtain an improper business advantage.
- No employee shall request or accept a Bribe.
- No cash and Cash Equivalents are permitted.
- No facilitation payments are permitted.

Date Issued: October 12, 2022 Supersedes: April, 2013	Title of Policy Owner: Director, Trade & Compliance	Page 2 of 6
Electronically Controlled Document – For the Latest Version Check the Intranet		

- No employee will suffer negative consequences for refusing to pay a Bribe.

3.2 Facilitating Payments

Facilitating payments are prohibited under this Policy. Facilitating payments paid to Government Officials to expedite or facilitate nondiscretionary actions or services, such as:

- obtaining an ordinary license or business permit
- processing government papers such as visas
- providing police protection
- providing telephone, power, water, waste management services and garbage pick-up; or
- environmental clean up
- loading or unloading of cargo

Employees must avoid even the appearance of giving or receiving Bribes, kickbacks or engaging in other improper conduct when dealing with any individual, including Government Officials.

Effective Date October 12, 2022

3.3 Third Parties

A third party cannot be used to try to hide a Bribe. Suppliers, agents, distributors, and business partners cannot offer or receive a Bribe related to working for Tronox or on Tronox's behalf. Tronox employees and third parties are strictly prohibited from directly or indirectly giving, offering, accepting, promising, requesting or agreeing to any form of kickback or Bribery.

Tronox should not enter into any relationship with a third party who will have substantive interaction with Government Officials on behalf of the Company without first examining the third party's background, qualifications and reputation. Tronox has implemented integrated global processes to identify and assess third parties on a risk-based basis. Third party relationships that may involve contact with Government Officials must be reduced to a written contract that includes appropriate language regarding compliance with applicable Anti-Corruption Laws as well as Tronox expectation of ethical business practices.

Date Issued: October 12, 2022 Supersedes: April, 2013	Title of Policy Owner: Director, Trade & Compliance	Page 3 of 6
Electronically Controlled Document – For the Latest Version Check the Intranet		

3.4 Gifts and Entertainment Involving Government Officials

Tronox Employees and others covered by this policy must not give or accept any gift(s) or entertainment from a third party which creates a conflict of interest, influences any business decisions made by or on behalf of Tronox, constitutes a bribe or is in anyway illegal, or gives the appearance of impropriety.

4. DEFINITIONS

Anti-corruption Laws – any anti-bribery and anti-corruption laws applicable where Tronox operates, including, but not limited to, the U.S. Foreign Corrupt Practices Act (“FCPA”) and the U.K. Bribery Act (“UKBA”) and other laws implementing the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, or the United Nations Convention against Corruption.

Bribes or Bribery – any payment, gift, offer, or promise of anything of value (e.g., cash, cash equivalent, jewelry, business meals, charitable contributions, educational or executive training expenses, political contributions, business opportunities, entertainment, travel amenities, etc.) to improperly influence a decision, or to secure any improper advantage. Local law may impose a broader definition in some jurisdictions.

Government Official – official of any government, representative of any political party, any candidate for political party, any officer or employee of a government or any department, agency (including at central or federal, regional or municipal levels) or instrumentality thereof (such as a government-controlled company

Effective Date October 12, 2022

or other commercial enterprise). The definition also includes any person acting in an official capacity for or on behalf of any such government or department, agency or instrumentality, or for or on behalf of any such public international organization.

Cash Equivalents - anything that can be easily converted to cash including, stocks, bonds, and other securities; precious metals or jewelry; gift cards or certificates that are exchangeable for goods or services.

Date Issued: October 12, 2022 Supersedes: April, 2013	Title of Policy Owner: Director, Trade & Compliance	Page 4 of 6
Electronically Controlled Document – For the Latest Version Check the Intranet		

“**Other Things of Value**” – other things of value include but is not limited to, use of vehicles or property, accommodations or valuable favors (such as educational and employment opportunities for friends and relatives), loans.

Conflict of Interest - when the private interests of a Tronox employee interferes in any way with the interests of the Company.

5. REPORTING

Tronox employees must report known or suspected violations of this Policy or Anti-corruption Laws. Tronox management will not retaliate or tolerate any harassment or retaliation of anyone for reporting, in good faith, known or suspected violations of laws, regulations, or Tronox policies or procedures, including this, Policy.

Concerns may be reported to a supervisor, to the General Counsel, or 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). Please refer to the Ethics, Compliance and Whistleblower Hotline Policy 60.02 for further information.

Subject to local law, you have the option to report violations anonymously. Any report will be handled confidentially. The General Counsel of Tronox reports to the Audit Committee of the Board of Directors with respect to Hotline reports received and respective outcomes.

6. CONSEQUENCES

A violation of any Anti-corruption Laws may subject a Tronox Employee to civil as well as criminal penalties. A breach of this Policy may result in disciplinary action up to, and including termination of, employment.

Effective Date October 12, 2022

Date Issued: October 12, 2022 Supersedes: April, 2013	Title of Policy Owner: Director, Trade & Compliance	Page 5 of 6
Electronically Controlled Document – For the Latest Version Check the Intranet		

7. POLICY REVIEW AND EXCEPTIONS

The General Counsel or the Director of Trade Compliance will approve any exceptions to this policy.

8. RELATED INFORMATION

Tronox Code of Ethics and Business Conduct

Business Gift and Entertainment Policy No. 60.13

Ethics, Compliance and Whistleblower Hotline Policy (60.02)

Global Travel and Expense policy (70.21)

Government Relations Policy 90.01

Date Issued: October 12, 2022 Supersedes: April, 2013	Title of Policy Owner: Director, Trade & Compliance	Page 6 of 6
Electronically Controlled Document – For the Latest Version Check the Intranet		