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**1 PURPOSE**

Tronox Holding plc (together with its subsidiaries and affiliates, “Tronox” or the “Company”) must comply with numerous laws, including economic sanctions regimes and export and import controls, that prohibit or restrict dealings with certain countries, regions, and parties (including businesses and individuals). Tronox also chooses to restrict dealings in certain jurisdictions based on factors such as risk of corruption, risk to intellectual property, potential harm to the reputation of our brand, lack of fairness and transparency of local legal processes, and the likelihood that counterparties will fail to comply with contractual commitments. It is the responsibility of the Company and all Tronox employees who engage in international trade activities to comply with this Policy.

**2 SCOPE**

This Policy applies worldwide to Tronox and to all its directors, officers, and employees (collectively, “Tronox Employees”), as well as, customers, sales agents, distributors, or anyone purchasing for authorized resale (collectively, “Customers”) and vendors and suppliers (collectively “Suppliers”).

**3 POLICY**

Tronox must comply with numerous laws that restrict or prohibit dealings with parties who are suspected of involvement in illicit activities such as terrorism, narcotics trafficking, money laundering, smuggling goods to embargoed jurisdictions, development of weapons of mass destruction, and serious human rights abuses. These parties may be individuals, businesses, or charitable organizations, and they may be in any country in the world. Governments around the world maintain lists that identify parties subject to these restrictions (“Restricted Party Lists”). In addition, to prevent evasion and workarounds, governments supplement the Restricted Party Lists with rules that extend the restrictions to parties that are not enumerated on the lists, but that are owned or controlled by the listed parties. To comply with these restrictions, Tronox must screen its high risk non-U.S. Suppliers and Customers against Restricted Party Lists. For this purpose, Tronox uses a screening software called World-Check. Tronox analyses the jurisdictions in which it proposes to do business as well as all new Customers and Suppliers. Each of the Sections below detail how such analysis is to be conducted.

**A. Jurisdictions with which Tronox restricts dealings are divided into two groups.**

Tronox has divided countries into jurisdictions that are strictly off limits and jurisdictions that need further analysis. These categories are used in the screening process to guide Tronox’s conduct.

**(i) Jurisdictions that are strictly off limits (“Off-Limits Jurisdictions”)**

Tronox strictly prohibits dealings of any kind with certain jurisdictions that are either subject to a trade embargo imposed by the United States, Australia, European Union or the United Kingdom or are deemed excessively risky. The list of Off-Limit Jurisdictions is set forth in Appendix B.

In response to changes in applicable laws and regulations or the Company’s perception of risk the General Counsel and Director, Trade and Compliance has the authority to periodically review, and make amendments to, the list of Off-Limits Jurisdictions.

Tronox Employees must be vigilant not only with respect to the Company’s own activities, but also the activities of our Suppliers and Customers. Tronox may be held liable for third party dealings with Off Limits Jurisdictions related to Tronox goods or services, even if Tronox is not directly involved, if applicable government authorities determine that Tronox knew or had reason to know about those dealings.

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**(ii) Jurisdictions where Due Diligence (“Further Analysis Jurisdictions”) is required**

For purposes of trade compliance, Tronox has created a second list of jurisdiction where it may do business only after conducting due diligence on the counter-party. Specifically, dealing with a counterparty in a Further Analysis Jurisdiction requires that a World-Check background screen be performed. If the background screen yields a “red flag” (e.g. item indicating that the subject of the background screen may be on a Restricted Party List or otherwise have a reputational issue that warrants exclusion) the Director, Trade & Compliance must be promptly notified. The Director, Trade & Compliance will either determine that the red flag does not warrant action or instruct the applicable Tronox personnel to cease using the Supplier or to cease sales to the applicable Customer.

The list of Further Analysis Jurisdictions is set forth in Appendix B

In response to changes in applicable laws and regulations, or the Company’s perception of risk, the General Counsel and Director, Trade and Compliance has the authority to periodically review, and make amendments to, the list of Further Analysis Jurisdictions.

**B. Supplier Due Diligence**

Tronox’s procurement personnel are required to complete pre-qualification processes for any new Supplier. This pre-qualification process includes acknowledgement and acceptance by the relevant Supplier of the Tronox Supplier Code of Conduct which requires compliance with applicable trade law and regulations as well as additional regional criteria and further screening of high risk Suppliers.

**(i) Identification and Screening of High Risk Suppliers**

The Tronox Vendor Administrators (as defined below) are responsible for identifying high risk Suppliers so that a World-Check background investigation can be performed before engaging in any business with such Supplier. High risk Suppliers include the following:

- (1) Suppliers that will interact with agencies or officials of foreign governments on behalf of Tronox
- (2) Suppliers that require approvals, licenses, permits, or other authorization from a foreign government agency or official to provide goods or services to Tronox

- (3) Suppliers that are owned or controlled by a foreign government \*
- (4) Suppliers that have owners, directors, officers, or employees who are current or former government officials
- (5) Suppliers that are providing the following services:

Category	Service
Inbound/Outbound Logistics	Logistics Broker
	Logistics Freight Forwarders & Couriers
	Logistics Intermodal
	Logistics Ocean
	Logistics Port Services
	Logistics Rail
	Logistics Road
Building & Grounds Maintenance	Environmental (includes waste disposal)
	Security Services
Accounting	Professional Service - Accounting (includes tax)
Human Resources	Professional Service - HR Relocation Services
Management Consulting	Professional Services - Management Consultants
Government	Professional Services - Consultants that interact with the government
	Purchasing any materials that are government owned or require government approval.

Category	Service
Travel Management	Travel Management (agencies securing Visas and Permits)

### (ii) World Check Screening of High Risk Suppliers

Dealing with a high risk Supplier requires that a World-Check background screen be performed. If the background screen yields a “red flag” (e.g. item indicating that the subject of the background screen may be on a Restricted Party List or otherwise have a reputational issue that warrants exclusion) the Director, Trade & Compliance must be promptly notified. The Director, Trade & Compliance will either determine that the red flag does not warrant action or instruct the applicable Tronox personnel to cease doing business with the Supplier.

### (iii) Roles & Responsibilities for Supplier Due Diligence

Role	Description of Responsibilities
Procurement Management (Supply Chain Management)	<ul style="list-style-type: none"> <li>□ Procurement Management is defined in the Global Procurement &amp; Governance Policy 25.02. It is the role where an individual is performing a supervisory role to a Procurement Operative (as defined in the Global Procurement &amp; Governance Policy 25.02) and has decision making authority over a procurement decision. Examples of such roles are Site Supply Lead, Regional Supply Chain Manager/Director, Strategic Sourcing Head and CPO. Each member of Procurement Management is responsible for ensuring that the Company’s pre-qualification process is completed within each region or product category, as applicable. This pre-qualification (RFI, RFX, RFQ etc) process includes acknowledgement and agreement to operate in compliance with the Tronox Supplier Code of Conduct which requires compliance with applicable trade law and regulations as well as additional regional criteria.</li> </ul>

Role	Description of Responsibilities
	<ul style="list-style-type: none"> <li><input type="checkbox"/> Procurement Management is responsible for not entering into Contracts and/or Purchase Orders with suppliers that are in jurisdictions that are strictly off limits.</li> </ul>
	<ul style="list-style-type: none"> <li><input type="checkbox"/> Procurement Management is responsible for requesting Vendor Administrators to perform background checks on new suppliers in jurisdictions that need further analysis before they enter into a contract.</li> </ul>
	<ul style="list-style-type: none"> <li><input type="checkbox"/> Procurement Management is required to make reasonable efforts to use standard Tronox contract templates in the contract management system (“CMS”) or otherwise provided by the legal department. The templates include the necessary affirmative compliance representations and warranties.</li> </ul>
	<ul style="list-style-type: none"> <li><input type="checkbox"/> All procurement contracts should be stored in CMS. Modifications to compliance language in standard contracts or use of counterparty forms requires pre-approved by Legal.</li> </ul>
	<ul style="list-style-type: none"> <li><input type="checkbox"/> Procurement Management is required to notify the Vendor Administrators when a change in the Supplier’s nature of business, ownership, scope of work or country location of operation changes to ensure the Supplier is re-screened in Worldcheck.</li> </ul>
<p>Vendor Administrators (Report to Supply Chain Excellence Source to Contract)</p>	<ul style="list-style-type: none"> <li><input type="checkbox"/> The Vendor Administrators are defined in the Vendor Master Data Management Policy 80.02. Each is responsible for managing the Supplier’s account on the Tronox’s information systems in accordance with this policy. This includes the creation, modification and blocking of Supplier information, as well as reporting issues to the procurement organization, with respect to compliance with this policy.</li> </ul>

Role	Description of Responsibilities
	<input type="checkbox"/> The Vendor Administrators need to ensure Suppliers in jurisdictions that are strictly off limits are not added to the vendor master file.
	<input type="checkbox"/> The Vendor Administrators are responsible for performing World check background screenings on Suppliers in jurisdictions that need further analysis
	<input type="checkbox"/> The Vendor Administrators are responsible for notifying the Director, Trade & Compliance to review red flags
	<input type="checkbox"/> Contracts will be maintained in CMS in accordance with the Company's Record Retention Policy
Director, Trade and Compliance	<input type="checkbox"/> The Director, Trade and Compliance is responsible for clearing red flags and informing the Administrator they can or cannot setup the new Supplier by email
	<input type="checkbox"/> Due diligence will be documented in World-Check.
	<input type="checkbox"/> Maintain policies and procedures to perform Supplier Due Diligence.
General Counsel	<input type="checkbox"/> Approves changes to the Supplier and Customer Due Diligence Policy and informs the Audit Committee of any known issues.

## C. Customer Due Diligence

### (i) Customer Screening

Tronox must gather information about new Customers and their businesses. In addition, Sales Agents and Distributors must complete the Agent and Distributor Risk Assessment Questionnaire (Exhibit A).

Quarterly new Customers in Further Analysis Jurisdictions will be screened in World-Check. If the screen yields a "red flag" (e.g. item indicating that the subject of the screen may be on a

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Restricted Party List or otherwise have a reputational issue that warrants exclusion) the Director, Trade & Compliance must be promptly notified. The Director, Trade & Compliance will either determine that the red flag does not warrant action or instruct the applicable Tronox personnel to cease doing business with the Customer.

### (ii) Roles & Responsibilities for Customer Due Diligence

Role	Description of Responsibilities
Sales	<ul style="list-style-type: none"> <li>• Sales ensures the Agent and Distributor Risk Assessment Questionnaire in Appendix A (which is attached to standard contracts) is completed and signed as of the effective date of this policy by all new Distributors and Sales Agent at the same time the master data request is completed.</li> <li>• Do not add Customers in restricted countries or Sales Agents or Distributors who facilitate sales of our products to restricted countries.</li> <li>• Ensure standard Distributor, Sales Agent and Customer contracts are signed and loaded into the Contract Management System (CMS). Modifications to compliance language in standard contracts or use of counterparty forms requires pre-approved by Legal.</li> <li>• Notify the Director, Trade and Compliance when the Customers country location of operation changes to ensure the Customer is rescreened for jurisdictions that require further analysis.</li> </ul>
Director of Finance Commercial	<ul style="list-style-type: none"> <li><input type="checkbox"/> Once a quarter the Director of Finance Commercial will send a list of new Customers in jurisdictions that require further analysis to the Director of Trade Compliance and the Senior Manager, Global Credit and Accounting.</li> </ul>
Credit Analyst	<ul style="list-style-type: none"> <li><input type="checkbox"/> The Credit Analyst will perform a background screen in WorldCheck on new customers in jurisdictions where further analysis is required. If a red flag is identified the Director of Trade and Compliance will be notified</li> </ul>



Role	Description of Responsibilities
Director, Trade and Compliance	<ul style="list-style-type: none"> <li>• The Director, Trade and Compliance is responsible for clearing red flags. If the red flag cannot be cleared Sales is informed, they cannot use the Customer.</li> <li>• Due diligence will be documented in World-Check.</li> </ul>
	<ul style="list-style-type: none"> <li><input type="checkbox"/> Maintain policies and procedures to perform Customer Due Diligence.</li> </ul>

## 4 REPORTING

Tronox Employees must report known or suspected violations of this Policy or applicable trade compliance laws or regulations. 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 member of the Legal Team 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](http://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](http://tronox.com/speakup)). Please refer to the Ethics, Compliance and Whistleblower Hotline Policy 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.

## 5 CONSEQUENCES

A breach of this Policy may result in disciplinary action up to, and including termination of, employment. Violations of applicable trade compliance laws and regulations may expose the Company to significant fines, loss of government contracts, and reputational harm. Intentional misconduct may also expose the Company and responsible employees to criminal enforcement action by government authorities.

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## 6 POLICY REVIEW AND EXCEPTIONS

The General Counsel will approve any revisions to this policy. The General Counsel, Assistant General Counsel or the Director, Trade and Compliance will approve any exceptions to this Policy.

## 7 RELATED INFORMATION

The policies related to the International Trade Compliance Supplier and Customer Due Diligence Policy are listed in this section and are posted under the “Global Policy and Guidelines Library” section of the intranet. Employees are responsible for reading these policies.

- Tronox Code of Ethics and Business Conduct
- Business Gift and Entertainment Policy No. 10.08
- Compliance with Anti-bribery Laws Policy No. 60.07
- Ethics, Compliance and Whistleblower Hotline Policy 60.02
- Record Retention Policy 60.11
- Global Procurement and Governance Policy 70.03
- Vendor Master Data Policy 80.02
- Government Relations Policy 90.01

**Sanctions and Embargoes.** Economic sanctions and embargoes restrict or prohibit dealings, including directly or indirectly by Customers providing goods or services to or for the benefit of, or receiving goods or services from, certain countries, companies, and individuals. All Tronox Employees who perform activities involving international parties, including developing or onboarding international Customers, Suppliers, or importing goods or services from parties overseas, exporting goods or services to parties overseas, preparing contracts for, issuing invoices to, or processing payments from or refunds to, parties overseas, must comply with applicable economic sanctions laws and regulations.

**Boycotts.** A boycott is a refusal to engage in business with another party. All Tronox Employees must comply with U.S. anti-boycott laws, which prohibit U.S. firms from participating in foreign economic boycotts that the U.S. does not sanction (the primary example being the Arab League boycott of Israel), and to report to Corporate Legal any requests that they receive to provide information or take actions intended to further a disapproved boycott. The Company is also required to identify and report annually to the Internal Revenue Services on its operations in, with, or for countries (and nationals of countries) that participate in the Arab League boycott of Israel.

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**Bribery.** Bribery includes directly or indirectly (via an agent) offering anything of value (including gifts, favours, and political contributions) to a third party (including government officials or potential commercial Customers) for obtaining or retaining business, or otherwise gaining an improper business advantage (such as obtaining or expediting permits). Tronox strictly abides by all applicable antibribery and anti-corruption laws, including the Foreign Corrupt Practices Act (“FCPA”), the UK Bribery Act, Saudi Arabia’s Regulations for Combating Bribery, Brazil’s Antibribery Act and any other anti-bribery acts/laws in countries we perform business in (buy/sell). All Tronox Employees and third parties acting on behalf of Tronox must comply with these and other applicable anti-corruption laws by refraining from offering anything of value, directly or indirectly, to any third party, including but not limited to officials of foreign governments or foreign political candidates, to obtain or retain business or otherwise obtain a business advantage. See Business Gift and Entertainment Policy No. 60.08 and Compliance with Anti-bribery Laws Policy No. 60.07.