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1 PURPOSE

The purpose of this policy is to provide Tronox employees guidance in creating and fostering an environment free from discrimination and harassment, to help employees maintain an environment at and within Tronox property and events that is free of actual, attempted or threatened violence, to ensure that incidents are reported to Tronox management as appropriate and to ensure that complaints are handled in a timely and equitable manner.

2 SCOPE

This policy applies to all employees, applicants for employment, interns, whether paid or unpaid, contractors and persons conducting business, regardless of immigration status, with Tronox. In this document, the term “employees” refers to this collective group.

3 POLICY

3.1 Overall Principles

Tronox is committed to a safe and healthy work environment in which all individuals are treated with respect and dignity and which is free from actual, attempted or threatened violence. Each individual has the right to work in a professional atmosphere that promotes equal employment opportunities and prohibits unlawful discriminatory practices, including harassment. Therefore, Tronox expects that all relationships among persons in the company will be business-like and free of bias, prejudice, harassment and violence.

Tronox will take reasonable precautions to prevent harassment, discrimination and workplace violence and to protect employees at the workplace. As such, Tronox maintains a zero tolerance standard for violence in the workplace either committed by or directed toward our employees.

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Conduct prohibited by this policy is unacceptable in the workplace and in any work-related setting outside the workplace, such as business trips, business meetings and business-related social events. Anyone determined to be responsible for threats of (or actual) violence or other conduct that is in violation of this policy will be subject to prompt disciplinary action up to and including termination of employment.

3.2 Equal Employment Opportunity

Tronox does not discriminate in employment opportunities or practices on the basis of an individual's membership in any classification protected by law, including but not limited to race, color, ethnicity, religion, creed, sex, pregnancy, sexual orientation, sexual and reproductive health decisions, gender identity and expression, national origin, ancestry, alienage or citizenship status, age, marital or civil union status, familial status, partnership status, caregiver status, status as a victim of domestic violence or stalking or sex offenses, prior arrest or conviction record, veteran status, genetic information, and physical or mental disability that can be reasonably accommodated without undue hardship. Tronox conforms to all applicable United States (federal, state and local) or your countries employment discrimination laws and regulations.

Discrimination is prohibited. Discrimination does not have to be conscious or planned, but can occur because a person holds a particular set of beliefs about people and then acts according to those beliefs.

Discrimination can be either direct or indirect:

- direct discrimination - less favorable treatment than another person in the same or similar circumstances, on any of the grounds, in any of the areas covered by anti-discrimination legislation (e.g.: gender, age, race etc.).

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- indirect discrimination - an unreasonable rule or practice which on the face of it appears neutral, but with which a high proportion of persons of a particular race, gender or other group covered by anti-discrimination legislation could not comply.

This policy governs all aspects of employment, including but not limited to, interviewing, selection, job assignment, promotion, layoff, training, social and recreational programs, transfer, compensation, discipline, discharge, and access to benefits. This policy also applies to the selection and treatment of independent contractors, personnel working on our premises who are employed by temporary agencies and any other persons or firms doing business for or with Tronox.

3.3 Anti-Harassment

Tronox is committed to providing a respectful work environment that is free of unlawful harassment and discrimination. We believe every employee should be treated with respect and dignity, and providing a workplace characterized by the respectful treatment of others is a key component of our business success. Tronox strictly prohibits all unlawful behavior that harasses or discriminates on the basis of any characteristic protected by United States (federal, state or local law) or your countries laws, including, but not limited to, race, color, ethnicity, religion, creed, sex, pregnancy-related condition, sexual orientation, sexual and reproductive health decisions, gender identity and expression, national origin, ancestry, alienage or citizenship status, age, marital or civil union status, familial status, partnership status, caregiver status, status as a victim of domestic violence or stalking or sex offenses, prior arrest or conviction record, veteran status, genetic information, and physical or mental disability that can be reasonably accommodated without undue hardship. Tronox will conduct a prompt and thorough investigation that ensures due process for all parties, whenever management receives a complaint about unlawful harassment, or otherwise knows of possible unlawful harassment occurring.

This includes behavior by employees or non-employees (such as clients, vendors and contractors), whether the improper behavior is directed against employees or non-employees,

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and improper behavior that occurs on company property or in some other location where company activities occur.

While Tronox does not wish to unreasonably delve into the personal lives of its employees, many problems may arise where employees are involved in personal relationships with other employees, including, but not limited to, being related by blood or marriage (including step relationships), or having a romantic/sexual relationship of any kind. Such problems may include, but are not limited to, conflicts of interest, the appearance of favoritism and/or coercion, exposure to rivalry and discord, work scheduling conflicts, access to otherwise unavailable information, and difficulties in discipline and performance assessment. Accordingly, employees involved in a personal, romantic or family relationship with another employee must report the situation to their Manager so that Tronox can ensure that the relationship does not present a conflict of interest. For instance, employees shall not hire, supervise, evaluate the performance of, or make recommendations for the promotion/compensation for another employee with whom they have a personal, romantic or family relationship. If Tronox, in its sole discretion, believes that such a relationship between employees may directly or indirectly have a negative impact in the workplace, it will resolve the situation as it deems necessary, including, but not limited to, through rejection of an applicant, change of work schedules, change of reporting structure, relocation or reassignment, and/or termination of employment. Failure to make the disclosures required by this policy may result in disciplinary action, up to and including termination of employment.

3.3.1 Prohibited Behavior

Tronox does not tolerate any type of harassment of employees, applicants for employment, customers, clients or suppliers. Harassment includes, but is not limited to, slurs, jokes, and other verbal or physical conduct that unreasonably interferes with a person's work performance or creates an intimidating, hostile work environment because of that person's gender, race, color, religion, national origin, age, disability, military status or any other protected characteristic under United States (federal, state or local law) or your countries laws, such as those described above.

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Prohibited behavior includes all forms of sexual harassment, which can be defined as unwelcome sexual advances, requests for sexual favors, and other statements or actions of a sexual or gender-based nature when 1) the harasser states or implies that giving in to or rejecting such behavior will affect an individual's employment, or 2) such behavior unreasonably interferes with an individual's work performance or creates an intimidating, hostile or offensive work environment.

Examples of prohibited harassment:

- Threatening to, or actually making implied or overt employment decisions, such as raise or promotion, discharge, demotion or reassignment, if unwanted sexual favors are not granted
- Demanding sexual favors in exchange for favorable or preferential treatment
- Use of stereotypes or gender-based remarks which are offensive, insulting or derogatory
- Visual conduct such as leering, making sexual gestures, displaying sexually suggestive objects or pictures, cartoon or posters including material from the Internet
- Repeated verbal sexual advances, flirtations, advances or propositions
- Repeated verbal abuse of a sexual nature, graphic verbal commentaries about an individual's body, sexually degrading words or jokes used to describe an individual's appearance, suggestive or obscene letters, or displaying sexually suggestive objects or pictures including cartoons, calendars and vulgar e-mail messages
- Any unwanted physical contact or touching, such as patting, pinching, kissing, hugging, grabbing or repeated brushing against another's body
- Using epithets or slurs

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- Mocking, ridiculing or mimicking another’s culture, accent, appearance or customs
- Referring stereotypically or offensively to matters of race, color, national origin, age, disability, citizenship, veteran status, or any other characteristic protected by law, for example, communicating offensive “jokes” or performing pranks on others that demean on the basis of that person’s race, color, national origin, age, disability, citizenship or military status

Unlawful harassment is not limited to the physical workplace itself. It can occur while employees are traveling for business or at employer sponsored events or parties. Calls, texts, emails, and social media usage by employees can constitute unlawful workplace harassment, even if they occur away from the workplace premises, on personal devices or during non-work hours.

Any employee who becomes aware of any possible harassment or other prohibited discrimination against others should promptly advise their immediate supervisor or a human resources representative. All supervisors and managers who receive a complaint or information about suspected sexual harassment, observe what may be sexually harassing behavior or for any reason suspect that sexual harassment is occurring, are required to report such suspected sexual harassment to a human resources representative or Tronox’s Legal Department.

3.3.2 Legal Protections and External Remedies

Unlawful harassment is not only prohibited by Tronox, but is also prohibited by local law. Aside from the internal process at Tronox, employees may also choose to pursue legal remedies with the following governmental entities. Local law protections and external remedies can be found in Appendix A.

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3.4 Workplace Violence

Violent behavior of any kind or threats of violence, either implied or direct, are prohibited at Tronox and at Tronox sponsored events. This includes any verbal or physical conduct that occurs outside the workplace and that unreasonably interferes with a person's work performance or creates an intimidating, hostile work environment. Such conduct by a Tronox employee will not be tolerated. An employee who exhibits violent behavior may be subject to criminal prosecution and shall be subject to disciplinary action up to and including dismissal. Violent threats or actions by a nonemployee may result in criminal prosecution.

Employees are not permitted to bring weapons of any kind into company premises or to company functions, unless regulated in local laws. Any employee who is suspected of possessing a weapon will be subject to an inspection at the company's discretion. Such inspections may include, but not be limited to, the employee's personal effects, desk and workspace.

3.4.1 Future Violence

Employees who have reason to believe they, or others, may be victimized by a violent act sometime in the future, at the workplace or as a direct result of their employment with Tronox, shall inform their supervisor so appropriate action may be taken. The supervisor shall inform his/her Department Director or designee and the Director of Human Resources.

Employees who have signed and filed a restraining order, temporary or permanent, against an individual due to a potential act of violence, who would be in violation of the order by coming near them at work, shall immediately supply a copy of the signed order to their supervisor. The supervisor shall provide copies to the Department Director and the Director of Human Resources.

3.5 Complaint Procedure

Tronox strongly encourages the prompt reporting of all inappropriate behavior. Individuals who believe they have been the victims of conduct prohibited by this policy statement or believe they

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have witnessed such conduct should discuss their concerns with their immediate supervisor, local management, and Tronox legal or with Human Resources. Furthermore, all employees can utilize the Tronox Hotline **tronox.com/speakup**. More information on the Tronox Hotline SpeakUp located in the Compliance Portal on the Tronox Intranet at *Intro/Compliance Portal/SpeakUP*. See Section 3.8 Retaliation.

3.6 Investigation

Tronox will conduct prompt, neutral, and thorough investigations in accordance with its Allegations and Investigations Policy 60.06.

3.7 Mitigating Measures

Incidents which threaten the security of employees shall be mitigated as soon as possible following their discovery. Mitigating actions may include:

- provision of emergency medical care in the event of any violent act upon an employee;
- post-event trauma counseling for those employees desiring such assistance;
- assurance that incidents are handled in accordance with this policy.

3.8 No Retaliation

Everyone should feel comfortable reporting violations. Tronox will neither retaliate nor tolerate any harassment or retaliation against anyone for reporting, in good faith, suspected violations of laws, regulations, or Tronox policies or procedures, including this Code. Making a report in good

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faith does not mean you have to be certain that something unethical is happening – it just means that you have a genuine reason to believe something is wrong.

However, Tronox reserves the right to discipline anyone who: (1) knowingly makes a false accusation; (2) provides false information to Tronox; (3) violates this policy, any applicable law, or other Tronox policies or procedures; or (4) has otherwise acted improperly.

4 DEFINITIONS

Bullying: the persistent and on-going ill treatment of a person that victimizes, humiliates, undermines or threatens that person.

Complaint: a verbal or written statement that a situation is unsatisfactory or unacceptable.

Discriminate: to make a distinction in favor or against.

Discrimination: any distinction, exclusion or preference that affects the equal treatment of a person's employment, including offensive misuse of power (influence) practiced by individuals or groups.

Equal Employment Opportunity (EEO): consideration in all matters of employment on the basis of merit (best person available) and practicability.

Harass: to disturb, worry or torment by repeated or continuous events.

5 CONSEQUENCES

A breach of this policy may result in disciplinary action up to and including termination of employment, in accordance to local policies.

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6 POLICY REVIEW AND EXCEPTIONS

This policy will be reviewed in accordance with business needs. Only the Chief Human Resources Officer or his/her delegate is authorized to approve exceptions to the policy.

7 RELATED INFORMATION

- **Tronox Code of Conduct**
- **Tronox Ethics and Compliance Hotline** - Speak UP Hotline tronox.com/speakup •

Appendix A: U.S. Legal Protections and External Remedies

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Appendix A U.S. Legal Protections and External Remedies

Federal

The United States Equal Employment Opportunity Commission (EEOC) enforces federal antidiscrimination laws, including Title VII of the 1964 federal Civil Rights Act (codified as 42 U.S.C. § 2000e et seq.). An individual can file a complaint with the EEOC anytime within 300 days from the harassment. For more information, visit www.eeoc.gov.

State

Where Tronox has a physical site operation, employees may file harassment complaints with their State anti-harassment entity to the extent a state agency exists.

In Connecticut, the Connecticut Fair Employment Practices Act (“CFEPA”), codified as Conn. Gen. Stat. §46a-60 *et seq.*, protects most Connecticut employees from unlawful discrimination and harassment, including sexual harassment. A complaint alleging a violation of CFEPA may be filed with the Connecticut Commission on Human Rights and Opportunities. For more information, visit www.ct.gov/CHRO.

In Maryland, the Maryland Fair Employment Practices Act (“MFEPA”), codified as Md. Code Ann., State Gov’t, § 20-601 *et seq.*, protects most Maryland employees and independent contractors from unlawful discrimination and harassment, including sexual harassment. A complaint alleging a violation of MFEPA may be filed with the Maryland Commission on Civil Rights. For more information, visit www.mccr.maryland.gov.

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Appendix: U.S. Legal Protections and External Remedies (continued)

In New York, the Human Rights Law, codified as N.Y. Executive Law, art. 15 § 290 *et seq.*, applies to all employers in New York State with regard to unlawful harassment, and protects employees, paid or unpaid interns and non-employees, regardless of immigration status. A complaint alleging a violation of the Human Rights Law may be filed either with the Division of Human Rights or in New York State Supreme Court. For more information, visit www.dhr.ny.gov.

In Oklahoma, the Oklahoma Anti-Discrimination Act (“OADA”), codified as 25 Okla. Stat. § 1101 *et seq.*, prohibits employers from unlawful discrimination or harassment against job applicants or employees. A complaint alleging a violation of OADA may be filed with the Office of Civil Rights Enforcement of the Oklahoma Office of the Attorney General. For more information, visit www.oag.ok.gov/civil-rights-enforcement-unit.

Local

Many localities enforce laws protecting individuals from unlawful harassment and discrimination. For instance, employees who work in New York City may file complaints of unlawful harassment with the New York City Commission on Human Rights. For more information, visit www.nyc.gov/html/cchr.

Anti-Harassment, Workplace Violence and
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