

Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) The Annual General Meeting of Shareholders (the “Annual Meeting”) of Tronox Holdings plc (the “Company”) was held on May 22, 2019.

(b) At the Annual Meeting, shareholders voted in favor of (i) the election of the directors listed below; (ii) approving, on a non-binding advisory basis, the compensation of the Company’s named executive officers; (iii) the ratification of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm; and (iv) approving, on a non-binding advisory basis, every one year as to the frequency of voting on the compensation paid to the Company’s named executive officers.

The final voting results for each of these proposals are as follows:

Proposal 1. Election of directors. To elect directors to terms expiring in 2020. This proposal received the required affirmative vote of holders of a majority of the votes cast and the directors were elected.

Nominee	Votes For	%	Votes Against	%	Abstain	%	Broker Non-Votes
Jeffrey N. Quinn	141,525,383	97.06%	4,222,110	2.90%	63,909	.04%	9,428,724
Ilan Kaufthal	145,304,820	99.65%	418,073	0.29%	88,509	.06%	9,428,724
Mutlaq Al-Morished	138,874,655	95.24%	6,853,047	4.70%	83,700	.06%	9,428,724
Vanessa Guthrie	145,665,500	99.90%	120,043	0.08%	25,859	.02%	9,428,724
Andrew P. Hines	144,807,810	99.31%	928,734	0.64%	74,858	.05%	9,428,724
Wayne A. Hinman	145,022,190	99.46%	711,084	0.49%	78,128	.05%	9,428,724
Peter B. Johnston	136,124,840	93.36%	9,587,005	6.57%	99,557	.07%	9,428,724
Ginger M. Jones	145,040,516	99.47%	727,812	0.50%	43,074	.03%	9,428,724
Stephen Jones	145,595,968	99.85%	133,813	0.09%	81,621	.06%	9,428,724
Moazzam Khan	145,494,566	99.78%	228,010	0.16%	88,826	.06%	9,428,724
Sipho Nkosi	145,256,895	99.62%	479,587	0.33%	74,920	.05%	9,428,724

Proposal 2. To approve, on a non-binding advisory basis, the compensation of the Company’s named executive officers (the “Say-on-Pay”). This proposal received the required affirmative vote of holders of a majority of the votes cast and was approved.

Votes For	%	Votes Against	%	Abstain	%	Broker Non-Votes
142,702,791	97.87%	2,992,646	2.05%	115,965	.08%	9,428,724

Proposal 3. To ratify the appointment of the Company’s independent registered public auditor. This proposal received the required affirmative vote of holders of a majority of the votes cast and was approved.

Votes For	%	Votes Against	%	Abstain	%	Broker Non-Votes
152,842,129	98.46%	2,329,683	1.50%	68,314	.04%	0

Proposal 4. To approve, on a non-binding advisory basis, the frequency of voting on the compensation paid to the Company’s named executive officers. Shareholders approved, on a non-binding basis, every one year as to the frequency of future Say-on-Pay advisory votes.

1 Year	%	2 Years	%	3 Years	%	Abstain	%	Broker Non-Votes
139,045,550	96.13%	154,332	.11%	3,741,562	2.59%	1,693,983	1.17%	10,604,699

In light of the voting results with respect to the frequency with which the Company will hold a shareholder advisory vote on executive compensation, the Board has determined that the Company will hold an annual advisory vote on executive compensation.