

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 June 24, 2020.

(b) At the Annual Meeting, shareholders voted in favor of the following proposals:

Proposal 1. Election of directors. To elect directors to terms expiring in 2021.

Nominee	Votes For	%	Votes Against	%	Abstain	%	Broker Non-Votes
Jeffry N. Quinn	119,741,167	98.85%	1,265,937	1.04%	122,074	.10%	11,224,873
Ilan Kaufthal	120,787,286	99.71%	197,244	0.16%	144,648	.11%	11,224,873
Mutlaq							
Al-Morished	115,215,505	95.11%	5,774,671	4.76%	139,002	.11%	11,224,873
Vanessa Guthrie	120,847,657	99.76%	208,880	0.17%	72,641	.05%	11,224,873
Peter B. Johnston	112,473,161	92.85%	8,533,100	7.04%	122,917	.10%	11,224,873
Ginger M. Jones	120,726,543	99.66%	328,504	0.27%	74,131	.06%	11,224,873
Stephen Jones	120,873,812	99.78%	125,806	0.10%	129,560	.10%	11,224,873
Moazzam Khan	120,770,652	99.70%	228,570	0.18%	129,956	.10%	11,224,873
Sipho Nkosi	120,795,799	99.72%	206,278	0.17%	127,101	.10%	11,224,873

Proposal 2. To approve, on a non-binding advisory basis, the compensation of the Company’s named executive officers (the “Say-on-Pay”).

Votes For	%	Votes Against	%	Abstain	%	Broker Non-Votes
120,032,076	99.09%	923,875	.76%	173,227	.14%	11,224,873

Proposal 3. To ratify the appointment of the Company’s independent registered public auditor.

Votes For	%	Votes Against	%	Abstain	%	Broker Non-Votes
132,062,422	99.77%	155,825	.11%	135,804	.10%	0

Proposal 4. To approve receipt of the Company’s U.K. audited annual accounts and related directors’ and auditor’s report for the fiscal year ended December 31, 2019.

Votes For	%	Votes Against	%	Abstain	%	Broker Non-Votes
132,059,254	99.77%	60,546	.04%	234,251	.17%	0

Proposal 5. To approve the Company’s U.K. directors’ remuneration policy.

Votes For	%	Votes Against	%	Abstain	%	Broker Non-Votes
120,418,065	99.41%	540,297	0.44%	170,816	.14%	11,224,873

Proposal 6. To approve, on a non-binding advisory basis, the Company’s U.K. directors’ remuneration report for the fiscal year ended December 31, 2019.

Votes	%	Votes	%	Abstain	%	Broker
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<u>For</u>		<u>Against</u>		<u>Non-Votes</u>
120,332,315	99.34%	621,702	.51%	175,161 .14%

Proposal 7. To re-appoint PricewaterhouseCoopers LLP as the Company's U.K. statutory auditor for the fiscal year ended December 31, 2020.

<u>Votes For</u>	<u>%</u>	<u>Votes Against</u>	<u>%</u>	<u>Abstain</u>	<u>%</u>	<u>Broker Non-Votes</u>
132,037,093	99.76%	174,160	.13%	142,798	.10%	0

Proposal 8. To authorize the Board of Directors or Audit Committee to determine the remuneration of PwC U.K. in its capacity as the Company's U.K. statutory auditor.

<u>Votes For</u>	<u>%</u>	<u>Votes Against</u>	<u>%</u>	<u>Abstain</u>	<u>%</u>	<u>Broker Non-Votes</u>
132,036,129	99.75%	195,304	.14%	122,618	.09%	0

Proposal 9. To approve an amendment to the Tronox Holdings Amended and Restated Management Equity Incentive Plan for the sole purpose of increasing the authorized shares thereunder.

<u>Votes For</u>	<u>%</u>	<u>Votes Against</u>	<u>%</u>	<u>Abstain</u>	<u>%</u>	<u>Broker Non-Votes</u>
107,743,795	88.94%	13,258,502	10.94%	126,881	.10%	11,224,873