

TRONOX HOLDINGS PLC
CORPORATE GOVERNANCE GUIDELINES
(as adopted November 1, 2021)

I. Primary Responsibilities of the Board of Directors

The Board of Directors (the “Board”) of Tronox Holdings plc (the “Company”) is responsible for working with management to set the Company’s overall strategic direction, overseeing management in the execution of that strategy, ensuring that processes are in place to maintain the integrity of the Company, and monitoring risk. Consistent with that function, the following are the primary responsibilities of the Board, which responsibilities may be delegated to one or more committees of the Board:

- Overseeing management and evaluating whether the Company's business is being effectively managed, which includes overseeing management’s efforts to implement and operate the Company’s accounting, financial and other controls;
- Selecting, regularly evaluating and planning for the succession of the Chief Executive Officer and such other members of executive management as the Board deems appropriate;
- Determining the salary and incentive compensation of the Chief Executive Officer, and determining the incentive compensation of all other executive officers and reviewing their salaries and making changes in such salaries as the Board deems appropriate;
- Reviewing the Company's strategic plans and objectives;

Review and assess the effectiveness of the Company’s corporate social responsibility and sustainability programs, including environmental, health and safety initiatives;

- Overseeing the enterprise risk management process undertaken by management with a focus on reviewing management’s handling of the principal risk exposures of the Company, including safety, environmental, sustainability and climate-change related risks;
- Providing advice to the Chief Executive Officer and other executive management of the Company;
- Overseeing committees of the Board established for the execution of any delegated responsibilities of the Board;
- Establishing the form and amount of compensation for Directors, taking into account their responsibilities both as directors and as members of any committee of the Board;
- Recommending to shareholders an appropriate slate of candidates for election to the Board at the annual meeting of shareholders and filling vacancies on the Board; and
- Evaluating the overall effectiveness of the Board.

In discharging their responsibilities, Directors must exercise their business judgment to act in a manner they believe in good faith is in the best interests of the Company and its shareholders. Directors

are expected to attend all or substantially all annual shareholder meetings, Board meetings and meetings of the committees of the Board on which they serve. Directors are also expected to spend the time necessary to discharge their responsibilities appropriately and to ensure that other existing or future commitments do not materially interfere with their responsibilities as members of the Board.

II. Organization of the Board of Directors

A. Size and Composition

The Company's Articles of Association prescribe that the number of Directors of the Company shall not be less than two. The exact number of Directors shall be fixed from time to time by resolution of the Board.

B. Eligibility

If a non-Management Director changes jobs or positions or has another substantial change in circumstances, the Director shall provide notice of such change to the Chairman and simultaneously therewith tender of his or her resignation to the Chairman. The Chairman shall discuss with the Corporate Governance and Sustainability Committee whether the Company should accept the tender of the Board member's resignation in light of such changed circumstances.

Provided he or she is not also a chief executive officer of a public company, a Director may sit on the boards of directors of no more than five public companies; provided that any Director who is a chief executive officer of a public company may sit on the boards of directors of no more than two public companies other than the company for which he or she serves as chief executive officer.

C. Candidates for Board Membership

The Board is responsible for identifying candidates for Board membership and for extending invitations to join the Board, subject to shareholder approval when required. Candidates are selected for their character, judgment, business experience and specific areas of expertise, among other relevant considerations, such as the need for gender and ethnic diversity, representation from the geographic locations in which the Company operates as well as the requirements of applicable law and listing standards. The Corporate Governance and Sustainability Committee is responsible for recommending to the Board a slate of nominees for election to the Board at the Annual General Meeting of Shareholders (AGM") and for recommending to the Board candidates to fill vacancies on the Board. Final approval of any candidate shall be determined by the full Board. Vacancies in the Board may be filled by a majority of the remaining Directors then in office.

D. Director Orientation and Education

Directors shall receive orientation materials that address the duties and obligations of a Director of the Company, the Company's history and background, compliance programs (including its Code of Business Conduct and Ethics), and recent earnings information and Securities and Exchange Commission filings. The orientation materials shall be updated periodically. In addition, the Company shall pay the reasonable expenses of attendance by a Director at director continuing education programs.

E. Frequency and Conduct of Meetings

The Board shall conduct regular meetings each year in accordance with the Company's Articles of Association and applicable law and listing standards. Additional meetings may be scheduled as necessary or appropriate. The Chairman shall prepare an annual schedule of meetings for the Board and its standing committees.

Certain matters shall be addressed by the Board at least annually. These matters shall include a review of the Company's (i) strategic plan and the principal current and future risk exposures of the Company; (ii) business and financial performance for the prior year, including a review of the achievement of strategic objectives; and (iii) the Company's compliance with applicable law and listing standards. The proposed annual schedule of meetings of the Board and its standing committees shall be presented to the Board for approval.

The Chairman shall chair all meetings of the Board. The Chief Executive Officer, Chief Financial Officer and the General Counsel and Secretary shall also attend all meetings of the Board, subject to the Board's discretion to excuse one or more of these officers from all or portions of any meeting.

F. Agenda

The Chairman shall establish an agenda for each meeting of the Board, which shall be sent to each Director prior to the meeting. In advance of a meeting, each Director shall review the agenda and any other materials sent to him or her regarding matters to be discussed at the meeting. Each Director may suggest the addition of any matter to a meeting agenda. Each Director may also raise at any meeting or executive session any subject that is not on the agenda for that meeting or executive session.

G. Leadership

The Company's Articles of Association permit the roles of Chair and Chief Executive Officer to be filled by the same or different people. This approach allows the Board flexibility to determine whether the two roles should be separated or combined based upon what the Board believes to be in the best interests of shareholders. If the Board does not have an independent Chairperson, the Board will elect a Lead Independent Director, by majority of the independent Directors of the Board, for renewable one (1) year terms or until such earlier time as he or she ceases to be a Director, resigns as Lead Independent Director, or is replaced by a new Lead Independent Director duly elected by a majority of the independent Directors. The duties and responsibilities of the Lead Director are described in Lead Independent Director Charter attached hereto as Appendix A.

H. Meetings of Non-Management Directors

The Company's non-management Directors shall meet at regularly scheduled executive sessions without management present. If the Board has designated a Lead Director, the Lead Director shall chair the meetings. If the Board has not designated a Lead Director, the responsibility for chairing the meetings shall rotate among the Chairs of each of the standing committees of the Board or such other independent Director as agreed upon by those Directors in attendance.

I. Minutes

The Secretary of the Company or other designated person shall record minutes of all meetings of the Board, meetings of committees of the Board and meetings of shareholders. Minutes for all meetings of the Board and committees of the Board shall be submitted for approval at a subsequent Board or committee meeting. With respect to any matter, a Director voting against a proposal may ask to have his or her dissent recorded in the minutes of the meeting, and the Secretary shall do so.

III. Committees of the Board of Directors

There shall be three standing committees of the Board: Audit, Human Resources and Compensation, and Corporate Governance and Sustainability, each of which shall comply with the independence requirements of the New York Stock Exchange. Each standing committee shall have the authority and responsibilities provided for in the Company's Articles of Association, the resolutions creating such committees and the applicable charter. From time to time, the Board may designate *ad hoc* committees in conformity with the Company's Articles of Association. The Board shall have the authority to disband any *ad hoc* or standing committee when it deems it appropriate to do so, provided that the Company shall at all times have such committees as may be required by applicable law or listing standards.

As required by applicable laws, regulations or listing standards, each of the standing committees shall have a written charter, which shall be approved by the full Board and state the purpose and responsibilities of such committee. Committee charters shall be reviewed not less frequently than annually to reflect the activities of each of the respective committees, changes in applicable law or regulation and other relevant considerations, and proposed revisions to such charters shall be subject to approval by the full Board.

The committees shall conduct regular and special meetings in accordance with their respective charters and applicable law and listing standards. To the extent practicable, information regarding matters to be considered at committee meetings shall be distributed to committee members a reasonable period of time before such meetings.

A. Audit Committee

The purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibility relating to (i) the integrity of the Company's financial statements and financial reporting process and the Company's systems of internal accounting and financial controls; (ii) the performance of the internal auditing function; (iii) the annual independent audit of the Company's financial statements, the engagement of the independent auditors and the evaluation of the independent auditors' qualifications, independence and performance; (iv) the compliance by the Company with legal and regulatory requirements, including the Company's disclosure controls and procedures; (v) the evaluation of enterprise risk issues; and (vi) the fulfillment of the other responsibilities set out herein. The Audit Committee shall direct the production of the report of the Audit Committee required to be included in the Company's annual proxy statement.

B. Human Resources and Executive Compensation Committee

The purpose of the Human Resources and Compensation Committee ("HRCC") is to assist the Board in the discharge of its responsibility relating to compensation of the Company's employee

Directors, executive officers and such other employees as the HRCC may determine and related matters. The HRCC shall direct the production of the report of the HRCC required to be included in the Company's annual proxy statement.

C. Corporate Governance and Sustainability Committee

The purpose of the Corporate Governance and Sustainability Committee is to identify individuals qualified to become members of the Board, to recommend to the Board nominees for each annual meeting of shareholders and nominees for election to fill any vacancies on the Board and to address related matters. The Corporate Governance and Sustainability Committee shall also from time to time, as it deems necessary and appropriate, review and recommend to the Board, adjustments to the compensation of the non-employee members of the Board. In addition, the Corporate Governance and Sustainability Committee shall also make recommendations to the Board with respect to corporate governance matters and be responsible for leading the annual review of the Board's performance and the Company's Governance Guidelines. The Corporate Governance and Sustainability Committee shall also promote, support, monitor and assess the Company's corporate social responsibility and sustainability programs, including environmental, health and safety initiatives.

IV. Additional Operative Guidelines for the Board of Directors

A. Access to Management, Management Information and Counsel

Management shall be responsive to requests for information from Board members. The Chief Executive Officer may invite members of management to make presentations at Board meetings in order to provide particular insights into aspects of the Company's business or to provide individuals with exposure to the Board for purposes of management development.

The Board and the committees thereof, as more particularly provided in their respective charters, shall be entitled, at the expense of the Company, to engage such independent legal, financial or other advisors as they deem appropriate, without obtaining the approval of any officer of the Company, with respect to any matters subject to their respective authority.

B. Board Interaction with Institutional Investors, the Press and other Constituencies

Directors may, from time to time, discuss the Company's business with customers, suppliers and others. While Directors may engage in these discussions, they should advise appropriate members of executive management prior to engaging in such discussions.

In no event shall any Director disclose any material non-public information concerning the Company without prior approval of the Chairman or Chief Executive Officer. Among other considerations, such disclosures may violate applicable law. In the event that a Director inadvertently discloses information that may be material and non-public, he or she immediately should so advise the Company's General Counsel.

Directors may, from time to time, be contacted by institutional investors, other shareholders, sellers of businesses or merger partners, governmental or community officials, analysts or the press to comment on or discuss the business of the Company. Directors should refrain from communicating with any of the foregoing without prior consultation with the Chairman, the Chief Executive Officer or the Chief Financial Officer. Any proposed contact by a Director in response to any inquiry by any

governmental official shall also be notified in advance to the General Counsel of the Company.

C. Evaluation of Board of Directors

The Corporate Governance and Sustainability Committee shall oversee the evaluation of the Board at least annually. In discharging this responsibility, the Corporate Governance and Sustainability Committee shall solicit comments from all Directors and report annually to the Board on the results of the evaluation. The Corporate Governance and Sustainability Committee also shall assist the Board with the evaluation of the key committees of the Board, including recommending criteria for such evaluations.

D. Compensation of Directors

Among its other duties, the Corporate Governance and Sustainability Committee shall advise the Board with respect to proposed changes in non-employee Board or committee compensation. In this regard, the Corporate Governance and Sustainability Committee may request that management report to the Corporate Governance and Sustainability Committee periodically on the status of the non-employee Board's compensation in relation to other similarly situated companies. Directors who are Company employees shall not be compensated for their services as Directors.

E. Management Succession

Non-management Directors shall meet at least once each year in executive session with the Chief Executive Officer to discuss matters relating to management succession (including the Chief Executive Officer's recommendation as to a successor should the Chief Executive Officer retire or be unexpectedly disabled) and management development. A successor to the Chief Executive Officer, should the Chief Executive Officer retire or otherwise be unable to serve, shall be selected according to his or her ability to provide stable leadership and contribute to the Company's long-term value.

F. Revisions to these Governance Guidelines

The Corporate Governance and Sustainability Committee periodically shall evaluate these Corporate Governance Guidelines and revisions as it deems necessary or appropriate and communicate such revisions to the Board.

TRONOX HOLDING PLC LEAD INDEPENDENT DIRECTOR CHARTER

If the Chairman of the Board and the Chief Executive Officer (the “CEO”) are the same person, the Board of Directors (the “Board”) of Tronox Holdings plc (the “Company”) will elect an independent director in accordance with the Corporate Governance Guidelines to serve as the Lead Independent Director to perform such duties, and have specific responsibilities, as the Board may from time to time determine.

At a minimum, the responsibilities of the Lead Independent Director shall be as follows:

- serve as liaison between the chairman and the independent directors;
- approve information sent to the board;
- approve meeting agendas for the board;
- approve meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- possess the authority to call meetings of the independent directors;
- if requested by major shareholders, ensure that he or she is available for consultation and direct communication